

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE MERRILL LYNCH & CO., INC. SECURITIES,
DERIVATIVE AND ERISA LITIGATION

Master File No. 07-cv-9633 (JSR)(DFE)

This Document Relates To:
Securities Action, 07-cv-9633 (JSR)(DFE)

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover on your claims in the above-captioned Securities Action *In Re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation*, Master File No. 07-cv-9633 (JSR)(DFE) (the "Action"), you must complete and sign this Proof of Claim and Release form indicated on page 6 and send it, plus all supporting documents, in a timely fashion to the Claims Administrator. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND SUPPORTING DOCUMENTS, POSTMARKED NOT LATER THAN SEPTEMBER 9, 2009, ADDRESSED AS FOLLOWS:**

Merrill Lynch & Co., Inc. Securities Litigation
c/o Rust Consulting, Inc.
P.O. Box 9444
Minneapolis, MN 55440-9444

2. If you fail to timely send to the Claims Administrator a properly completed Proof of Claim and Release form, your claim may be rejected and you may be precluded from sharing in any recovery from the Settlement Fund created in connection with the settlement of this Securities Action.

3. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the Settlement Fund created in the settlement of this Securities Action. Instead, you need to submit a valid Proof of Claim and Release form and your claim must be approved for payment.

4. If you are NOT a member of the Settlement Class (as defined below), DO NOT submit any Proof of Claim and Release form. Similarly, if you otherwise qualify as a member of the Settlement Class but timely and properly submitted a request to be excluded from the Settlement Class, you are ineligible to share in the Settlement Fund and you should NOT submit any Proof of Claim and Release form.

5. **If you are a member of the Settlement Class ("Settlement Class Member") and you do not timely request exclusion, you are bound by the terms of any judgment entered in the Action, whether or not you submit a Proof of Claim and Release.**

II. CLAIMANT IDENTIFICATION

6. The Settlement Class is defined as follows:

All persons who purchased or acquired Merrill Lynch common stock or the Preferred Securities (listed in paragraph 7 below) during the time period from October 17, 2006 through and including December 31, 2008 (the "Settlement Class Period"). Excluded from the Settlement Class are the Defendants and their affiliates, Temasek Capital (Private) Limited, Davis Selected Advisors L.P. and their affiliates. Also excluded are present and former employees of Merrill Lynch and its subsidiaries who acquired Merrill Lynch securities through exercise of warrants and/or as compensation.

7. To be a Settlement Class Member, you must have purchased shares in one or more of the 14 "Eligible Merrill Lynch Securities" identified in the table below:

List of Eligible Merrill Lynch Securities		Ticker Symbol	CUSIP No.
1.	Merrill Lynch Common Stock	MER	590188108
Nos. 2 – 14 below are collectively referred to as the "Preferred Securities" in the Notice			
2.	Merrill Lynch Capital Trust III - 7% Preferred - MER D	MERPRD	59021F206
3.	Merrill Lynch Capital Trust IV - 7.12% Preferred - MER E	MERPRE	59021G204
4.	Merrill Lynch Capital Trust V - 7.28% Preferred - MER F	MERPRF	59021K205
5.	Merrill Lynch Series 1 Floating Preferred - MER G	MERPRG	59021S703
6.	Merrill Lynch Series 2 Floating Preferred - MER H	MERPRH	59021S638
7.	Merrill Lynch Series 3 - 6.375% Preferred - MER I	MERPRI	59021V839
8.	Merrill Lynch Series 4 Floating Preferred - MER J	MERPRJ	59021V813
9.	Merrill Lynch Series 5 Floating Preferred - MER L	MERPRL	59022C178
10.	Merrill Lynch Series 6 - 6.70% Preferred - MER N	MERPRN	59022Y840
11.	Merrill Lynch Series 7 - 6.25% Preferred - MER O	MERPRO	59022Y832
12.	Merrill Lynch Capital Trust I - 6.45% Preferred - MER K	MERPRK	590199204
13.	Merrill Lynch Capital Trust II - 6.45% Preferred - MER M	MERPRM	59024T203
14.	Merrill Lynch Capital Trust III - 7.375% Preferred - MER P	MERPRP	59025D207

8. If you are a Settlement Class Member, you qualify to complete and submit this Proof of Claim and Release form seeking to share in the Settlement Fund as described more fully in the Notice of Pendency and Proposed Settlement of Class Action, Motion for Attorneys' Fees and Expenses and Court Hearing (the "Printed Notice") included with this Proof of Claim and Release form. More information about this Securities Action, the claims asserted, the settlement and related matters is set forth in the Printed Notice. You should read the Printed Notice carefully. The settlement of this Securities Action is set forth in the parties' Stipulation of Settlement, the terms of which are summarized in the Printed Notice. The parties' Stipulation of Settlement is available to Settlement Class Members by requesting a copy from Co-Lead Counsel as set forth in the Printed Notice.

9. If you purchased or otherwise acquired the common stock or any of the Preferred Securities of Merrill Lynch during the Settlement Class Period and held the certificate(s) in your name, you are the beneficial owner as well as the record owner. If, however, you purchased Merrill Lynch common stock or Preferred Securities and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.

10. Attached to this Proof of Claim and Release is a form for Settlement Class Members to complete. Use Part 1 of that form, entitled "Claimant Identification," to identify each record owner, if different from the beneficial owner of Merrill Lynch common stock or Preferred Securities which forms the basis of this claim. THIS PROOF OF CLAIM AND RELEASE MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER OR OWNERS, OR THE LEGAL REPRESENTATIVE OF SUCH BENEFICIAL OWNER OR OWNERS OF THE MERRILL LYNCH COMMON STOCK OR PREFERRED SECURITIES UPON WHICH THE CLAIM IS BASED.

11. All joint beneficial owners must sign this Proof of Claim and Release form. Executors, administrators, guardians, conservators and trustees must complete and sign this Proof of Claim and Release form on behalf of persons represented by them and provide with their Proof of Claim documentation evidencing their authority and their titles or capacities to so act. The Social Security (or Employer Identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. PROOF OF CLAIM FORM

12. If you purchased shares of Merrill Lynch common stock or Preferred Securities during the Settlement Class Period and seek to share in the Settlement Fund, you must complete the attached form. You must also list all of the required details of your transaction(s) in Merrill Lynch common stock or Preferred Securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

13. On the schedules, provide the requested information with respect to **all** of your purchases and **all** of your sales of Merrill Lynch common stock or Preferred Securities that took place at any time during the Settlement Class Period, whether such transactions resulted in a profit or a loss. You must also supply the number of shares of Merrill Lynch common stock or Preferred Securities you held as of October 16, 2006 (the day prior to the beginning of the Settlement Class Period), and the number of shares you retained as of the end of trading on December 31, 2008 (the last day of the Settlement Class Period and before Merrill Lynch was acquired by Bank of America). Failure to report all such transactions may result in the rejection of your claim.

14. For each one of the Eligible Merrill Lynch Securities, list each transaction in the Settlement Class Period separately and in chronological order, beginning with the earliest. You must accurately provide the month, day, and year of the trade date of each transaction you list.

15. If you acquired or disposed of your Merrill Lynch common stock or Preferred Securities in a transaction other than through an open market transaction, you should supply any additional documentation that supports your claim regarding the number or amount of the Merrill Lynch common stock or Preferred Securities acquired or disposed of and the value of the consideration paid or received in the transaction you list.

16. The date of covering a "short sale" is deemed to be the date of purchase of Eligible Merrill Lynch Securities. The date of a "short sale" is deemed to be the date of sale of Eligible Merrill Lynch Securities. "Short sales" will not be recognized for any amount of loss on the cover or purchase transaction, and no Recognized Loss will be computed for any such covering purchase transaction. The Plan of Allocation is set forth in the Printed Notice and describes how the available settlement proceeds will be allocated to eligible Settlement Class Members who file valid and timely claims.

17. Copies of brokers' confirmations or other documentation of your transactions and holdings in Merrill Lynch common stock or Preferred Securities must be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. Do not attach originals.

18. Settlement Class Members with more than 50 transactions in all of the Eligible Merrill Lynch Securities should contact the Claims Administrator to learn how they may file their claim in electronic form. Instructions are also available at www.MerrillLynchLitigation.com.

19. Merrill Lynch common stock or Preferred Securities "transferred into," "delivered into" or "received into" the claimant's account will NOT be considered as purchased Merrill Lynch common stock or Preferred Securities unless the claimant submits documents supporting that the original purchase of the Merrill Lynch common stock or Preferred Securities occurred during the Settlement Class Period. Also, Merrill Lynch common stock or Preferred Securities purchased and subsequently "transferred out" or "delivered out" of claimant's account will NOT be considered part of claimant's claim, as the right to file for that Merrill Lynch common stock or Preferred Securities belongs to the person receiving the Merrill Lynch common stock or Preferred Securities.

20. The information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as Co-Lead Counsel for the Settlement Class or the Court may direct, and the claimant agrees to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information.)

Must Be Postmarked
Not Later Than
September 9, 2009

*In Re Merrill Lynch & Co., Inc. Securities,
Derivative and ERISA Litigation*
Master File No. 07-cv-9633 (JSR)(DFE)

OFFICE USE ONLY

PROOF OF CLAIM AND RELEASE

PART 1. CLAIMANT IDENTIFICATION - Complete either Section A or B and then proceed to C. Please type or Print.

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, or IRA account. Otherwise, proceed to B.

Last Name (Beneficial Owner)	First Name (Beneficial Owner)
<input type="text"/>	<input type="text"/>
Last Name (Joint Beneficial Owner, if applicable)	First Name (Joint Beneficial Owner)
<input type="text"/>	<input type="text"/>
Name of IRA Custodian, if applicable	
<input type="text"/>	
If this account is an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA account, please include "IRA" in the "Last Name" box above (e.g. Jones IRA).	

B. Complete this Section ONLY if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. Then, proceed to C.

Entity Name
<input type="text"/>
Name of Representative, if applicable (Executor, administrator, trustee, c/o, etc.)
<input type="text"/>

C. Account/Mailing Information: (To be completed by all Claimants)

Specify one of the following:		
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Corporation	<input type="checkbox"/> UGMA Custodian
<input type="checkbox"/> IRA	<input type="checkbox"/> Partnership	<input type="checkbox"/> Estate
<input type="checkbox"/> Trust	<input type="checkbox"/> Other: <input type="text"/>	
Number and Street or P.O. Box		
<input type="text"/>		
City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province and Postal Code	Foreign Country	
<input type="text"/>	<input type="text"/>	
Telephone Number (Day)	Telephone Number (Evening)	
<input type="text"/>	<input type="text"/>	
E-mail Address	Account Number	
<input type="text"/>	<input type="text"/>	
Enter Taxpayer Identification Number below for the Beneficial Owner(s).		
Social Security No. (for individuals)	or	Employer Identification No.
<input type="text"/>		<input type="text"/>

Market Maker or Specialist: (Check the appropriate box)

- I **was** a Market Maker or a Specialist in Merrill Lynch common stock or Preferred Securities during the Settlement Class Period.
 I **was not** a Market Maker or a Specialist in Merrill Lynch common stock or Preferred Securities during the Settlement Class Period.



PART 2: SCHEDULE OF TRANSACTIONS IN MERRILL LYNCH COMMON STOCK

BEGINNING BALANCE

A. Number of shares of Merrill Lynch common stock held as of the close of trading on October 16, 2006:

PURCHASES/ACQUISITIONS

B. Number of shares of Merrill Lynch common stock acquired as a result of Merrill Lynch's acquisition of First Republic Bank:

C. Purchases of Merrill Lynch common stock from October 17, 2006 through December 31, 2008 (inclusive):

Trade Date Month/Day/Year	Number of Shares Purchased	Price Per Share	Amount Paid (Excl. Commissions/Fees/Taxes)
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>

SALES

D. Sales of Merrill Lynch common stock from October 17, 2006 through December 31, 2008, including any sales of Merrill Lynch shares received as a result of the acquisition of First Republic Bank:

Trade Date Month/Day/Year	Number of Shares Sold	Price Per Share	Amount Received (Excl. Commissions/Fees/Taxes)
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>

ENDING BALANCE

E. Number of shares of Merrill Lynch common stock retained at the close of trading on December 31, 2008:

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page. If you have a transaction that did not take place on the open market, be sure to include any additional documents supporting your claim and the consideration paid or received in any such transaction.



PART 3: SCHEDULE OF TRANSACTIONS IN MERRILL LYNCH PREFERRED SECURITIES

BEGINNING BALANCE

A. For each separate issue of Merrill Lynch Preferred Securities, list the ticker symbol and the number of shares of Merrill Lynch Preferred Securities held as of the close of trading on October 16, 2006:

Ticker Symbol (Refer to Table on Page 1 - Instructions)	Number of Shares Held

PURCHASES/ACQUISITIONS

B. For each separate issue of Merrill Lynch Preferred Securities, list the ticker symbol and the number of shares of Merrill Lynch Preferred Securities acquired as a result of Merrill Lynch's acquisition of First Republic Bank:

Ticker Symbol (Refer to Table on Page 1 - Instructions)	Number of Shares Acquired

C. Purchases of Merrill Lynch Preferred Securities from October 17, 2006 through December 31, 2008 (inclusive):

Ticker Symbol (Refer to Table on Page 1 - Instructions)	Trade Date Month/Day/Year	Number of Shares Purchased	Price Per Share	Amount Paid (Excl. Commissions/Fees/Taxes)
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$

PART 3: SCHEDULE OF TRANSACTIONS IN MERRILL LYNCH PREFERRED SECURITIES (continued)

SALES

D. Sales of Merrill Lynch Preferred Securities from October 17, 2006 through December 31, 2008, including any sales of Merrill Lynch shares of Preferred Securities received as a result of the acquisition of First Republic Bank:

Ticker Symbol (Refer to Table on Page 1 - Instructions)	Trade Date Month/Day/Year	Number of Shares Sold	Price Per Share	Amount Received (Excl. Commissions/Fees/Taxes)
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$

ENDING BALANCE

E. For each separate issue of Merrill Lynch Preferred Securities, list the ticker symbol and the total number of shares of Merrill Lynch Preferred Securities retained at the close of trading on December 31, 2008:

Ticker Symbol (Refer to Table on Page 1 - Instructions)	Number of Shares Retained

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page. If you have a transaction that did not take place on the open market, be sure to include any additional documents supporting your claim and the consideration paid or received in any such transaction.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6.

PART 4: SUBMISSION TO JURISDICTION OF THE COURT AND ACKNOWLEDGMENTS

I/We submit this Proof of Claim and Release under the terms of the Stipulation of Settlement (the "Stipulation") described in the Printed Notice. I/We understand and agree that the terms used herein have the meanings defined in the Printed Notice and in the parties' Stipulation. I/We also submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my/our claim as a Settlement Class Member and also for purposes of enforcing the release set forth herein. I/We further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Securities Action. I/We agree to furnish additional information to the Claims Administrator to support this claim if required to do so. I/We have not submitted any other claim covering the same purchases of Merrill Lynch common stock or Preferred Securities during the Settlement Class Period and know of no other person having done so on my/our behalf. If this Proof of Claim and Release is submitted on behalf of a corporation, trust or partnership, or other entity, I am (we are) authorized to sign on behalf of such entity.

PART 5: RELEASE AND COVENANT NOT TO SUE

BY SIGNING THE CERTIFICATION IN PART 6:

- A. I/We, on my/our own behalf and on behalf of my/our predecessors, successors, assigns, personal representatives, heirs and any other person who purports to claim through me/us, release, relinquish and forever discharge all Released Claims and all Unknown Claims (as those terms are defined in the parties' Stipulation of Settlement and described in the Printed Notice), as against, and in favor of, the Defendants and all of the other Released Parties. I/We understand and agree that I/we and my/our predecessors, successors, assigns, personal representatives, heirs and any other person who purports to claim through me/us, are permanently barred and enjoined from instituting, commencing or prosecuting any and all Released Claims against any and all of the Defendants and any and all other Released Parties. With respect to the Released Claims, I/we agree that upon the effectiveness of the settlement, I/we shall have expressly waived any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, reflected in, or which is similar, comparable, or equivalent to, Cal. Civ. Code § 1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

I acknowledge that the inclusion of Unknown Claims in the definition of Released Claims was separately bargained for and was a key element of the settlement of which this release is a part.

- B. The foregoing release and covenant not to sue shall be of no force or effect unless and until the Court approves the settlement and the settlement becomes effective. The foregoing release and covenant not to sue shall be in addition to and not in derogation of the release set forth in the parties' Stipulation of Settlement and the Order and Final Judgment.
- C. I/We hereby warrant and represent that I/we have not assigned or transferred, or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
- D. I/We hereby declare and warrant, under penalty of perjury under the laws of the United States of America, that I/we have included information about all of my/our transactions in Merrill Lynch common stock or Preferred Securities that occurred during the Settlement Class Period, including specifically: (i) the number of shares of Merrill Lynch common stock or Preferred Securities owned by me/us (or the corporation, partnership, trust or other entity on whose behalf this claim has been filed) as of the close of trading on October 16, 2006; (ii) the detailed transaction information for shares of Merrill Lynch common stock or Preferred Securities purchased or acquired during the Settlement Class Period; (iii) the detailed transaction information for shares of Merrill Lynch common stock or Preferred Securities sold during the Settlement Class Period; and (iv) the number of shares of Merrill Lynch common stock or Preferred Securities retained following the close of trading on December 31, 2008. I/We also hereby declare and warrant, under penalty of perjury under the laws of the United States of America: (i) that we are authorized to submit this claim, and, if this claim is submitted on behalf of a corporation, partnership, trust or other entity, that I/we are authorized to file this claim on behalf of such entity, and (ii) that the foregoing information and all other information submitted in this Proof of Claim or Release, including any attachment or supporting documentation, is true and correct.



PART 6: CERTIFICATION

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT:

The number shown on this form is my/our correct Taxpayer Identification Number; and I (we) certify that I am (we are) **NOT** subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the IRS has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE:

If you have been notified by the IRS that you are subject to backup withholding, you must cross out the word **“NOT”** above and check box here. The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I/We declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, 200____ in _____, _____.

(Month) (City) (State / Country)

Signature of Claimant

(Type or print your name here)

Signature of Joint Claimant, if any

(Type or print your name here)

(Capacity of person(s) signing, e.g., Beneficial Purchaser(s), Executor, Administrator, Trustee, Corporate Title, etc.)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the Certification above.
2. Remember to attach copies of supporting documentation.
3. Do not send original or copies of stock certificates.
4. Keep a copy of your Proof of Claim and supporting documentation for your records.
5. If you do not receive an acknowledgement postcard of receipt of your Claim Form within forty (40) days of your mailing the Proof of Claim, then please call the Administrator, toll-free, at 1-877-576-9980.
6. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us **written** notification of your new address.
7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at:

Merrill Lynch & Co., Inc. Securities Litigation

P.O. Box 9444

Minneapolis, MN 55440-9444

Toll Free: 1-877-576-9980

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