

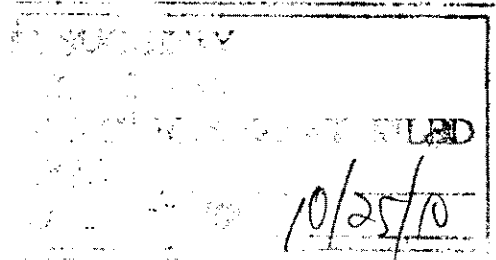
Rakoff, J

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:  
Louisiana Sheriffs' Pension and Relief Fund, et al.  
v. Conway, et al., 08cv9063 (JSR)(DFE)



~~PROPOSED~~ ORDER APPROVING DISTRIBUTION PLAN *JK*

Bond Plaintiffs, on notice to Defendants' Counsel, moved this Court for an order approving a distribution plan for the Net Settlement Fund in the above-captioned class action (the "Bond Action"), and the Court having considered all the materials and arguments submitted in support of the motion, including the Affidavit of Richard W. Simmons in Support of Bond Plaintiffs' Motion for Approval of Distribution Plan (the "Simmons Affidavit") and Bond Plaintiffs' Memorandum in Support of Motion for Approval of Distribution Plan, submitted therewith;

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated August 12, 2009 (the "Stipulation") and the Simmons Affidavit and all terms used herein shall have the same meanings as set forth in the Stipulation and the Simmons Affidavit.
2. This Court has jurisdiction over the subject matter of the Bond Action and over all parties to the Bond Action, including all Bond Class Members.
3. Bond Plaintiffs' plan for distribution of the Net Settlement Fund to Authorized Claimants is **APPROVED**. Accordingly,

a. The administrative recommendations of the Court-approved Claims Administrator, Analytics Incorporated (Analytics") to accept the Timely Eligible Claims set forth in Exhibit G-1 to the Simmons Affidavit and the Late But Otherwise Eligible Claims set forth in Exhibit G-2 to the Simmons Affidavit, are adopted;

b. The Claims Administrator's administrative recommendations to reject wholly ineligible or otherwise deficient claims, as set forth in Exhibit H to the Simmons Affidavit, are adopted;

c. Analytics is directed to distribute 100% of the available balance of the Net Settlement Fund, after deducting all payments previously allowed and approved herein and after deducting payment of any estimated taxes, the costs of preparing appropriate tax returns and any escrow fees, to the Authorized Claimants who would receive a *pro rata* distribution, as set forth in the Court-approved Plan of Allocation, of at least \$20.00 (the "Distribution"), as further detailed in paragraph 30(a) of the Simmons Affidavit;

d. In order to encourage Authorized Claimants to cash their Distribution checks promptly and to avoid or reduce future expenses relating to unpaid Distribution checks, all Distribution checks shall bear the following notation: "CASH PROMPTLY, VOID AND SUBJECT TO RE-DISTRIBUTION IF NOT CASHED BY [DATE 120 DAYS AFTER ISSUE DATE]";

e. Authorized Claimants who do not cash their Distribution checks within the time allotted will irrevocably forfeit all recovery from the Settlement, and the funds allocated to all such stale-dated checks will be available in the re-distribution to other Authorized Claimants;

f. If any funds remain in the Net Settlement Fund after the Distribution because of uncashed distributions or other reasons, then, after Analytics has made reasonable and diligent efforts to have Authorized Claimants cash their Distribution checks, any funds remaining in the Net Settlement Fund one (1) year after the Distribution shall be re-distributed to Authorized Claimants who have cashed their Distribution checks and who would receive at least \$20.00 from such redistribution, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund for such redistribution. If any funds shall remain in the Net Settlement Fund six (6) months after such redistribution, then such balance shall be contributed to non-sectarian, not-for-profit, 501(c)(3) organization(s) recommended by Bond Counsel and approved by the Court;

g. All persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the Proofs of Claim submitted herein, or otherwise involved in the administration or taxation of the Settlement Fund or the Net Settlement Fund, are hereby released and discharged from any and all claims arising out of such involvement, and all Settlement Class Members, whether or not they receive payment from the Net Settlement Fund, are hereby barred from making any further claims against the Net Settlement Fund, Bond Plaintiffs, Bond Counsel, the Claims Administrator, the Escrow Agent or any other agent retained by Bond Plaintiffs or Bond Counsel in connection with the administration or taxation of the Settlement Fund or Net Settlement Fund beyond the amount allocated to Authorized Claimants;

h. No further Proofs of Claim may be accepted, and no further adjustments to Proofs of Claim may be made for any reason, after September 30, 2010;

i. All of the fees and expenses incurred and to be incurred by Analytics in connection with its administration of the Settlement are approved; accordingly, Bond Counsel shall direct payment of \$133,200.40 out of the Settlement Fund to Analytics for the unpaid balance of such fees and expenses; and

j. Paper copies of the Proofs of Claim and all supporting documentation may be destroyed one year after the Distribution, and electronic copies of the same may be destroyed three years after the Distribution.

4. This Court retains jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as this Court deems appropriate.

SO ORDERED:

Dated: New York, New York

10/23, 2010

  
HONORABLE JED S. RAKOFF  
UNITED STATES DISTRICT JUDGE

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