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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**BlackRock, Inc.**

(Name of Issuer)

**Common Stock**, par value \$0.01 per share  
(Title of Class of Securities)

**US09247X1019**  
(CUSIP Number)

**Merrill Lynch & Co., Inc.**  
**4 World Financial Center**  
**250 Vesey Street**  
**New York, New York 10080**  
**Telephone: 212-449-1000**

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**September 25, 2008**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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<b>1</b>	NAME OF REPORTING PERSON: Merrill Lynch & Co., Inc.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input checked="" type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 52,396,167 Shares
	<b>8</b>	SHARED VOTING POWER -- 0 --
	<b>9</b>	SOLE DISPOSITIVE POWER 52,396,167 Shares
	<b>10</b>	SHARED DISPOSITIVE POWER -- 0 --
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,396,167 Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.7% <sup>1</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC, CO	

<sup>1</sup> Based on 117,220,949 shares of Common Stock, par value \$0.01, of BlackRock, Inc. issued and outstanding as of August 31, 2008 (the "Common Stock Outstanding").

<b>1</b>	NAME OF REPORTING PERSON: Merrill Lynch Investment Managers, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 4,004,007 Shares
	<b>8</b>	SHARED VOTING POWER -- 0 --
	<b>9</b>	SOLE DISPOSITIVE POWER -- 0 -- Shares
	<b>10</b>	SHARED DISPOSITIVE POWER 4,004,007 Shares
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,004,007 Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.4% <sup>2</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN, IA	

<sup>2</sup> Based on the Common Stock outstanding.

<b>1</b>	NAME OF REPORTING PERSON: Fund Asset Management, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 16,019,116 Shares
	<b>8</b>	SHARED VOTING POWER -- 0 --
	<b>9</b>	SOLE DISPOSITIVE POWER -- 0 -- Shares
	<b>10</b>	SHARED DISPOSITIVE POWER 16,019,116 Shares
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,019,116 Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.7% <sup>3</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN, IA	

<sup>3</sup> Based on the Common Stock outstanding.

<b>1</b>	NAME OF REPORTING PERSON: Princeton Administrators, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 6,675 Shares
	<b>8</b>	SHARED VOTING POWER -- 0 --
	<b>9</b>	SOLE DISPOSITIVE POWER -- 0 --
	<b>10</b>	SHARED DISPOSITIVE POWER 6,675 Shares
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,675 Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 0.01% <sup>4</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN, IA	

<sup>4</sup> Based on the Common Stock outstanding.

<b>1</b>	NAME OF REPORTING PERSON: Merrill Lynch Group, Inc.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 20,029,798 Shares
	<b>8</b>	SHARED VOTING POWER -- 0 --
	<b>9</b>	SOLE DISPOSITIVE POWER -- 0 --
	<b>10</b>	SHARED DISPOSITIVE POWER 20,029,798 Shares
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,029,798 Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.1% <sup>5</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC, CO	

<sup>5</sup> Based on the Common Stock outstanding.

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<b>1</b>	NAME OF REPORTING PERSON: Princeton Services, Inc.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 20,029,798
	<b>8</b>	SHARED VOTING POWER -- 0 --
	<b>9</b>	SOLE DISPOSITIVE POWER -- 0 --
	<b>10</b>	SHARED DISPOSITIVE POWER 20,029,798 Shares
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,029,798 Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.1% <sup>6</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO, HC	

<sup>6</sup> Based on the Common Stock outstanding.

<b>1</b>	NAME OF REPORTING PERSON: Merrill Lynch Government Securities Inc.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input checked="" type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER -- 0 --
	<b>8</b>	SHARED VOTING POWER -- 0 --
	<b>9</b>	SOLE DISPOSITIVE POWER -- 0 --
	<b>10</b>	SHARED DISPOSITIVE POWER 52,395,082 Shares
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,395,082 Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.7% <sup>2</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) BD, CO	

<sup>2</sup> Based on the Common Stock outstanding



<b>1</b>	NAME OF REPORTING PERSON: Merrill Lynch, Pierce, Fenner & Smith Incorporated	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input checked="" type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 1,085 Shares
	<b>8</b>	SHARED VOTING POWER -- 0 --
	<b>9</b>	SOLE DISPOSITIVE POWER 1,085 Shares
	<b>10</b>	SHARED DISPOSITIVE POWER -- 0 --
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,085 Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 0.01% <sup>7</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) BD, IA, CO	

<sup>7</sup> Based on the Common Stock outstanding.

**Item 1. Security and Issuer.**

This Amendment No. 2 to Schedule 13D relates to shares of Common Stock, par value \$0.01 per share (the “Shares”), of BlackRock, Inc. (formerly New BlackRock, Inc. and New Boise, Inc.) (the “Issuer”). The principal executive offices of the Issuer are located at 40 East 52nd Street, New York, New York 10022.

**Item 2. Identity and Background.**

This statement is being filed by Merrill Lynch & Co., Inc. (“ML&Co.”), Merrill Lynch Investment Management, L.P. (“MLIM LP”), Fund Asset Management, L.P. (“FAM LP”), Princeton Administrators, L.P. (“Princeton Administrators”), Merrill Lynch Group, Inc. (“ML Group”), Princeton Services, Inc. (“Princeton Services”) Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”) and Merrill Lynch Government Securities Inc. (“MLGSI”)(collectively, the “Reporting Persons”).

ML&Co. is a Delaware corporation that, through its subsidiaries, including the other Reporting Persons, provides broker-dealer, investment banking, financing, wealth management, advisory, asset management, insurance, lending, and related products and services on a global basis. ML Group is a Delaware corporation. Princeton Services is a Delaware corporation. Princeton Services is the general partner of each of Princeton Administrators, MLIM LP, and FAM LP. MLIM LP, Princeton Administrators, and FAM LP are Delaware limited partnerships that formerly owned many of the assets that constituted the Merrill Lynch Investment Managers asset management business (the “MLIM Business”). MLPF&S is a Delaware corporation. MLGSI is a Delaware Corporation.

The principal business address of ML&Co., and the address of its principal office, is 4 World Financial Center, 250 Vesey Street, New York, New York 10080. The principal business address of each other Reporting Person is c/o ML&Co. at the same address.

The name, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted), and citizenship of each director of ML&Co, ML Group, Princeton Services, MLPF&S and MLGSI are set forth in Schedules I-A, II-A, III-A, IV-A and V-A hereto respectively which are incorporated herein by reference.

The name, business address, present principal occupation or employment, and citizenship of each executive officer of ML&Co, ML Group, Princeton Services, MLPF&S and MLGSI are set forth in Schedules I-B, II-B, III-B, IV-B and V-B hereto respectively, which are incorporated herein by reference.

During the last five years, none of the Reporting Persons, nor, to the knowledge of each of the Reporting Persons, any of the persons listed on Schedules I-A, I-B, II-A, II-B, III-A, III-B, IV-A, IV-B, V-A or V-B hereto (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws, except as disclosed in Amendment 1 to this Schedule 13-D, filed with the SEC on July 22, 2008.

CUSIP No. US09247X1019

The Reporting Persons have entered into a Joint Filing Agreement, dated as of September 25, 2008, a copy of which is attached hereto as Exhibit 7.01.

**Item 3. Source and Amount of Funds or Other Consideration.**

MLGSI may be considered to beneficially own Shares under repurchase agreements with respect to the Shares entered into between MLGSI and each of ML&Co, Merrill Lynch Investment Managers L.P., Fund Asset Management L.P. and Princeton Administrators L.P.

**Item 5. Interest in Securities of the Issuer.**

(a) As of September 25, 2008, the Reporting Persons beneficially owned, in the aggregate, 52,396,167 Shares and 12,604,918 shares of Preferred Stock. The beneficially owned Shares represent, in the aggregate, beneficial ownership of approximately 44.7% of the Common Stock outstanding. The Reporting Persons constitute a "group", within the meaning of Section 13(d)(3) of the Exchange Act. Accordingly, each Reporting Person may be deemed to beneficially own any Shares that may be beneficially owned by each other Reporting Person.

The aggregate number and percentage of Shares beneficially owned by each of the persons listed on Schedules I-A, I-B, II-A, II-B, III-A, III-B, IV-A, IV-B V-A and V-B hereto are set forth on Schedule VI hereto, which is incorporated by reference into this Item 5(a).

(b) Each Reporting Person, excluding MLGSI, shares the power to vote or direct the vote and to dispose or direct the disposition of Shares beneficially owned by such Reporting Person as indicated above.

Each Reporting Person shares the power to dispose or direct the disposition of shares of Preferred Stock beneficially owned by such Reporting Person as indicated above.

(c) Schedule VII hereto, which is incorporated by reference in its entirety into this Item 5(c), sets forth the transactions in the Shares which, to the knowledge of Merrill Lynch, have been effected during the 60 days prior to September 25, 2008 (excluding any transactions that may have been effected for managed accounts with funds provided by third party customers). All of the transactions set forth on Schedule VII were effected in the ordinary course of business of Merrill Lynch, including to correct errors made in connection with trades in the Issuer's Shares. The transactions in the Shares described on Schedule VII were effected on the NYSE or the over-the-counter market for cash. Except as described above, no transactions in the Shares were effected by the Reporting Persons, or, to their knowledge, any of the persons listed on Schedules I-A, I-B, II-A, II-B, III-A, III-B, IV-A, IV-B V-A, V-B or VI hereto during such 60-day period.

CUSIP No. US09247X1019

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

On September 25, 2008, ML&Co, MLGSI and the Issuer entered into a consent and waiver (the "Consent") with respect to the Amended and Restated Stockholder Agreement (the "Stockholder Agreement"), dated as of July 16, 2008, between ML&Co. and BlackRock. The Consent permits ML&Co. and any of its relevant affiliates to take advantage of the Federal Reserve Bank of New York's (the "Federal Reserve") recent expansion of eligible collateral under the Primary Dealer Credit Facility by, among other things, entering into one or more repurchase agreements (each, a "Repurchase Agreement") with the Federal Reserve for all or a part of the Shares owned by MLGSI. The Consent and the Stockholder Agreement are attached hereto as exhibits 7.04 and 7.05 respectively, and are incorporated in their entirety into this Item 6.

The Consent expires upon, and any Repurchase Agreement will mature according to its terms immediately prior to, the consummation of ML&Co's proposed merger with Bank of America Corporation. If ML&Co and MLGSI do not meet their obligations under a Repurchase Agreement, neither the Federal Reserve nor any subsequent owner of the Shares will become subject to any of the terms or provisions of the Stockholder Agreement. In that event, ML&Co. will remain bound by all applicable terms of the Stockholder Agreement.

**Item 7. Material to be Filed as Exhibits**

<b>Exhibit</b>	<b>Description</b>
7.01.	Joint Filing Agreement, dated as of September 25, 2008, by and among Merrill Lynch & Co., Inc., Merrill Lynch Investment Management, L.P., Fund Asset Management, L.P., Princeton Administrators, L.P., Merrill Lynch Group, Inc., Princeton Services, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Government Securities Inc.
7.02	Power of Attorney, dated October 9, 2006, relating to Merrill Lynch Group, Inc. (incorporated by reference to Exhibit 7.06 of the Reporting Persons' statement on Schedule 13D with respect to the Issuer, filed on October 10, 2006).
7.03	Power of Attorney, dated September 23, 2008, relating to Merrill Lynch Government Securities Inc.
7.04	Consent and Waiver Letter Agreement, dated as of September 25, 2008, by and between Merrill Lynch & Co., Inc., Merrill Lynch Government Securities Inc. and BlackRock, Inc.
7.05	Amended and Restated Stockholder Agreement, dated as of July 16, 2008, by and between Merrill Lynch & Co., Inc. and BlackRock, Inc. (incorporated by reference to Exhibit 7.02 of the Reporting Persons' Amendment No. 1 to its statement on Schedule 13D with respect to the Issuer, filed on July 22, 2008).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 25, 2008

**MERRILL LYNCH & CO., INC.**

By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Assistant Secretary

**MERRILL LYNCH INVESTMENT MANAGERS, L.P.**

By: Princeton Services, Inc., its General Partner  
By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Vice President and Secretary

**FUND ASSET MANAGEMENT, L.P.**

By: Princeton Services, Inc., its General Partner  
By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Vice President and Secretary

**PRINCETON ADMINISTRATORS, L.P.**

By: Princeton Services, Inc., its General Partner  
By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Vice President and Secretary

**MERRILL LYNCH GROUP, INC.**

By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Authorized Person

**MERRILL LYNCH GOVERNMENT SECURITIES INC.**

By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Authorized Person

**PRINCETON SERVICES, INC.**

By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Vice President and Secretary

**MERRILL LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED**

By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Assistant Secretary



SCHEDULE I-A

The name and present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each director of ML&Co. are set forth below.

All directors listed below are United States citizens except for Judith Mayhew Jonas who is a U.K. citizen.

Name	Present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted)
Carol T. Christ	President, Smith College c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038
Armando M. Codina	President and Chief Executive Officer of Flagler Development Group c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038
Virgis W. Colbert	Corporate Director c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038
John D. Finnegan	Chairman of the Board, President and Chief Executive Officer of The Chubb Corporation c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038
Judith Mayhew Jonas	Corporate Director c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038
Aulana L. Peters	Corporate Director c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038

**Present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted)**

<b>Name</b>	<b>Present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted)</b>
Joseph W. Prueher	Corporate Director, former U.S. Ambassador to the People's Republic of China c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038
Ann N. Reese	Co-Founder and Co-Executive Director of the Center for Adoption Policy c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038
Charles O. Rossotti	Senior Advisor to The Carlyle Group c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038
John A. Thain	Chairman of the Board and Chief Executive Officer Merrill Lynch & Co., Inc. c/o Corporate Secretary's Office 222 Broadway, 17th Floor New York, New York 10038

SCHEDULE I-B

The name and present principal occupation or employment of each executive officer of ML&Co. are set forth below.

The business address for all the executive officers listed below is 4 World Financial Center, 250 Vesey Street, New York, New York 10080.

All executive officers listed below are United States citizens.

<b>Name</b>	<b>Present principal occupation or employment</b>
Rosemary T. Berkery	Executive Vice President; Vice Chairman; General Counsel
Nelson Chai	Executive Vice President, Chief Financial Officer
Gregory J. Fleming	President; Chief Operating Officer
Robert J. McCann	Executive Vice President; President, Vice Chairman, Global Wealth Management
Thomas K. Montag	Executive Vice President; Head of Global Sales & Trading
Thomas J. Sanzone	Executive Vice President; Chief Administrative Officer
John A. Thain	Chairman of the Board and Chief Executive Officer

SCHEDULE II-A

The name and present principal occupation or employment of each director of ML Group are set forth below.

The principal business address of each director is c/o Merrill Lynch & Co., Inc., 4 World Financial Center, New York, NY 10080.

All directors listed below are United States citizens

<b>Name</b>	<b>Present principal occupation or employment</b>
Richard B. Alsop	Senior Vice President, Corporate Law
Gary M. Carlin	Managing Director, Merrill Lynch Finance
Marlene B. Debel	Managing Director, Global Treasury
D. Kevin Dolan	Senior Vice President, Corporate Tax

SCHEDULE II-B

The name and present principal occupation or employment of each executive officer of ML Group are set forth below.

The business address for all the executive officers listed below is c/o Merrill Lynch & Co., Inc., 4 World Financial Center, New York, NY 10080.

All executive officers listed below are United States citizens.

<b>Name</b>	<b>Present principal occupation or employment</b>
Richard B. Alsop	Vice President Senior Vice President, Corporate Law
Gary M. Carlin	President Managing Director, Merrill Lynch Finance
D. Kevin Dolan	Chairman of the Board, Senior Vice President, Corporate Tax

SCHEDULE III-A

The name and present principal occupation or employment of each director of Princeton Services are set forth below.

The principal business address of each director is Merrill Lynch & Co., Inc., 4 World Financial Center, New York, NY 10080.

All directors listed below are United States citizens.

<b>Name</b>	<b>Present principal occupation or employment</b>
John J. Fosina	Senior Vice President, Corporate Audit
Carlos M. Morales	Senior Vice President, Office of General Counsel

SCHEDULE III-B

The name and present principal occupation or employment of each executive officer of Princeton Services are set forth below.

The business address for all the executive officers listed below is c/o Merrill Lynch & Co., Inc., 4 World Financial Center, New York, NY 10080.

All executive officers listed below are United States citizens.

<b>Name</b>	<b>Present principal occupation or employment</b>
John J. Fosina	President, Senior Vice President, Corporate Audit
Carlos M. Morales	Senior Vice President, Office of the General Counsel

SCHEDULE IV-A

The name and present principal occupation or employment of each director of MLPF&S are set forth below.

The principal business address of each director is 4 World Financial Center, New York, NY 10080.

All directors listed below are United States citizens.

<b>Name</b>	<b>Present principal occupation or employment</b>
Candace E. Browning	Senior Vice President; President of Merrill Lynch Global Research
Gregory J. Fleming	Executive Vice President; President and Chief Operating Officer of Merrill Lynch & Co., Inc.
Robert J. McCann	Chairman and Chief Executive Officer; Executive Vice President of Merrill Lynch & Co., Inc.; Vice Chairman, Global Wealth Management
Carlos M. Morales	Senior Vice President, Office of General Counsel



SCHEDULE IV-B

The name and present principal occupation or employment of each executive officer of MLPF&S are set forth below.

The business address for all the executive officers listed below is 4 World Financial Center, New York, NY 10080 unless otherwise noted.

All executive officers listed below are United States citizens.

<b>Name</b>	<b>Present principal occupation or employment</b>
Rosemary T. Berkery	Executive Vice President; Vice Chairman; General Counsel of Merrill Lynch & Co., Inc.
Robert J. McCann	Chairman and Chief Executive Officer; Executive Vice President of Merrill Lynch & Co., Inc.; Vice Chairman, Global Wealth Management
Joseph F. Regan	First Vice President, Chief Financial Officer and Controller Merrill Lynch & Co., Inc. 95 Greene Street (8th Floor) Jersey City, NJ 07032

SCHEDULE V-A

The name and present principal occupation or employment of each director of MLGSI are set forth below.

The principal business address of each director is c/o Merrill Lynch & Co., Inc., 4 World Financial Center, New York, NY 10080.

All directors listed below are United States citizens

<b>Name</b>	<b>Present principal occupation or employment</b>
Christopher M. Bury	Director, Fixed Income, Currencies and Commodities
Paul W. Murphy	Managing Director, Fixed Income, Currencies and Commodities
Daniel B. Markaity	Managing Director, Fixed Income, Currencies and Commodities

SCHEDULE V-B

The name and present principal occupation or employment of each executive officer of MLGSI are set forth below.

The business address for all the executive officers listed below is c/o Merrill Lynch & Co., Inc., 4 World Financial Center, New York, NY 10080.

All executive officers listed below are United States citizens.

<b>Name</b>	<b>Present principal occupation or employment</b>
Christopher M. Bury	Director, Fixed Income, Currencies and Commodities
Paul W. Murphy	Managing Director, Fixed Income, Currencies and Commodities
Daniel B. Markaity	Managing Director, Fixed Income, Currencies and Commodities
Christopher M. Moran	Director, Fixed Income, Currencies and Commodities Services
Joseph F. Regan	First Vice President, Corporate Controller

SCHEDULE VI

The aggregate number and percentage of the Issuer stock beneficially owned by each of the persons listed on Schedules I-A, I-B, II-A, II-B, III-A, III-B, IV-A, IV-B, V-A and V-B hereto are set forth below:

Gregory J. Fleming beneficially owns 95 Shares, but does not have the power to dispose or direct the disposition of such Shares.

SCHEDULE VII

Merrill Lynch engaged in the following purchases and sales of the Shares during the 60-day period prior to the date hereof:

<u>Description of Security</u>	<u>Purchase (P) / Sale (S)</u>	<u>Trade Date</u>	<u>Quantity</u>	<u>Price</u>
Common Stock	S	7/29/2008	25	217.7800
Common Stock	P	7/30/2008	45	224.5900
Common Stock	S	7/30/2008	75	217.1000
Common Stock	S	7/31/2008	45	219.7000
Common Stock	S	8/5/2008	300	226.5567
Common Stock	S	8/20/2008	65	209.4400
Common Stock	S	8/20/2008	35	209.3701
Common Stock	S	8/20/2008	65	209.4400
Common Stock	S	8/20/2008	35	209.3701
Common Stock	S	8/27/2008	3	206.1800
Common Stock	S	8/27/2008	3	206.1800
Common Stock	S	9/2/2008	5	222.6900
Common Stock	S	9/2/2008	5	222.6900
Common Stock	S	9/3/2008	35	219.2648
Common Stock	S	9/3/2008	6	219.2648
Common Stock	S	9/3/2008	11	219.2648
Common Stock	S	9/3/2008	11	219.2648
Common Stock	S	9/3/2008	25	219.2648
Common Stock	S	9/3/2008	22	219.2648
Common Stock	S	9/3/2008	10	219.2648
Common Stock	S	9/3/2008	25	219.2648
Common Stock	S	9/3/2008	19	219.2648
Common Stock	S	9/3/2008	33	219.2648
Common Stock	S	9/3/2008	46	219.2648
Common Stock	S	9/3/2008	28	219.2648
Common Stock	S	9/3/2008	17	219.2648
Common Stock	S	9/3/2008	16	219.2648
Common Stock	S	9/3/2008	15	219.2648
Common Stock	S	9/3/2008	38	219.2648
Common Stock	S	9/3/2008	16	219.2648
Common Stock	S	9/3/2008	14	219.2648
Common Stock	S	9/3/2008	31	219.2648
Common Stock	S	9/3/2008	35	219.2648
Common Stock	S	9/3/2008	6	219.2648
Common Stock	S	9/3/2008	11	219.2648
Common Stock	S	9/3/2008	11	219.2648
Common Stock	S	9/3/2008	25	219.2648
Common Stock	S	9/3/2008	22	219.2648
Common Stock	S	9/3/2008	10	219.2648
Common Stock	S	9/3/2008	25	219.2648
Common Stock	S	9/3/2008	19	219.2648
Common Stock	S	9/3/2008	33	219.2648
Common Stock	S	9/3/2008	46	219.2648
Common Stock	S	9/3/2008	28	219.2648
Common Stock	S	9/3/2008	17	219.2648
Common Stock	S	9/3/2008	16	219.2648
Common Stock	S	9/3/2008	15	219.2648
Common Stock	S	9/3/2008	38	219.2648
Common Stock	S	9/3/2008	16	219.2648
Common Stock	S	9/3/2008	14	219.2648
Common Stock	S	9/3/2008	31	219.2648
Common Stock	S	9/3/2008	4	218.9600
Common Stock	S	9/8/2008	13	218.9600
Common Stock	S	9/8/2008	55	218.9600
Common Stock	S	9/8/2008	30	218.9600
Common Stock	S	9/8/2008	43	218.9600
Common Stock	S	9/8/2008	44	218.9600
Common Stock	S	9/8/2008	4	218.9600
Common Stock	S	9/8/2008	13	218.9600
Common Stock	S	9/8/2008	55	218.9600
Common Stock	S	9/8/2008	30	218.9600
Common Stock	S	9/8/2008	43	218.9600
Common Stock	S	9/8/2008	44	218.9600
Common Stock	S	9/8/2008	4	218.9600
Common Stock	P	9/10/2008	100	220.8580
Common Stock	S	9/11/2008	100	209.9550
Common Stock	P	9/11/2008	100	219.1590
Common Stock	S	9/11/2008	100	213.6220
Common Stock	S	9/16/2008	60	207.7200
Common Stock	P	9/17/2008	50	195.4500
Common Stock	P	9/17/2008	75	192.1400
Common Stock	S	9/18/2008	50	185.8700
Common Stock	P	9/18/2008	20	187.2500
Common Stock	S	9/19/2008	20	215.0100
Common Stock	P	9/19/2008	5,300	205.3197

JOINT FILING AGREEMENT

The undersigned hereby agree that the Amendment No. 2 to Statement on Schedule 13D filed herewith (and any amendments thereto), relating to the Common Stock, par value \$0.01 per share, of BlackRock, Inc., is being filed jointly with the Securities and Exchange Commission pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, on behalf of each such person.

Dated: September 25, 2008

MERRILL LYNCH & CO., INC.

By: /s/ JONATHAN N. SANTELLI

Name: Jonathan N. Santelli

Title: Assistant Secretary

MERRILL LYNCH INVESTMENT MANAGERS, L.P.

By: Princeton Services, Inc., its General Partner

By: /s/ JONATHAN N. SANTELLI

Name: Jonathan N. Santelli

Title: Vice President and Secretary

FUND ASSET MANAGEMENT, L.P.

By: Princeton Services, Inc., its General Partner

By: /s/ JONATHAN N. SANTELLI

Name: Jonathan N. Santelli

Title: Vice President and Secretary

PRINCETON ADMINISTRATORS, L.P.

By: Princeton Services, Inc., its General Partner

By: /s/ JONATHAN N. SANTELLI

Name: Jonathan N. Santelli

Title: Vice President and Secretary

MERRILL LYNCH GROUP, INC.

By: /s/ JONATHAN N. SANTELLI

Name: Jonathan N. Santelli

Title: Authorized Person

PRINCETON SERVICES, INC.

By: /s/ JONATHAN N. SANTELLI

Name: Jonathan N. Santelli

Title: Vice President and Secretary

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MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED

By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Assistant Secretary

MERRILL LYNCH GOVERNMENT SECURITIES INC.

By: /s/ JONATHAN N. SANTELLI  
Name: Jonathan N. Santelli  
Title: Authorized Person

**POWER OF ATTORNEY**  
**To Prepare and Execute Documents Pursuant to Sections 13 and 16**  
**of the Securities Exchange Act of 1934, as Amended,**  
**and Rules Thereunder, by and on Behalf of**

**MERRILL LYNCH GOVERNMENT SECURITIES INC.**

**Know all by these presents**, that the undersigned hereby constitutes and appoints **Jonathan N. Santelli** and **Frank J. Marinaro** each individually its true and lawfully attorney-in-fact to:

(1) prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch & Co., Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as each such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as each such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that each such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this 23<sup>rd</sup> day of September 2008.

**MERRILL LYNCH GOVERNMENT SECURITIES INC.**

By: /s/ James Hsu

Name: James Hsu

Title: Vice President and Secretary



**Merrill Lynch & Co., Inc.**

4 World Financial Center  
New York, NY 10080



BlackRock, Inc.  
40 East 52nd Street  
New York, New York 10022

Attention: General Counsel

September 25, 2008

Ladies and Gentlemen:

We refer to the Amended and Restated Stockholder Agreement, dated as of July 16, 2008 (the "**Stockholder Agreement**"), between Merrill Lynch & Co., Inc. ("**ML&Co**") and, collectively with its affiliates, "**Merrill Lynch**") and BlackRock, Inc. ("**BlackRock**"). By countersigning this consent and waiver (this "**Consent and Waiver**") below and returning an executed counterpart to Merrill Lynch, attention: Marlene Debel at the address provided above or by email to [marlene\\_debel@ml.com](mailto:marlene_debel@ml.com), BlackRock hereby:

(1) consents to the Transfer by Merrill Lynch and any of its relevant affiliates of all or part of the shares of Common Stock of BlackRock held by any of them (the "**Shares**"), under one or more repurchase agreements with the Federal Reserve Bank of New York (the "**Federal Reserve**") and agrees that Section 3.4 of the Stockholder Agreement shall not apply to such Transfer; provided, however, that such consent shall expire upon the consummation of the merger (the "**Merger Closing**") pursuant to the Agreement and Plan of Merger, dated as of September 15, 2008, by and between ML&Co. and Bank of America Corporation, as the same may be amended from time to time; provided, further, however, that the expiration of such consent shall not apply to or affect any Transfer of Shares that is the subject of any repurchase agreement entered into prior to the date of the Merger Closing that matures by its terms upon or prior to the Merger Closing.

(2) agrees that, upon or in connection with the occurrence of an event that provides the Federal Reserve under any documentation covering any such repurchase agreement the right to exercise remedies in respect of the Shares under any such repurchase agreement and the Federal Reserve's determination or deemed determination to exercise such remedies (an "**Event**"), (a) the sale or other disposition of all or any part of the Shares by the Federal Reserve to one or more third-party purchasers shall not be subject to the Transfer and other restrictions contained in the Stockholder Agreement; (b) in the hands of the Federal Reserve or any such third-party-purchaser, the Shares shall not be subject to any of the terms

or provisions of the Stockholder Agreement; (c) upon request of the Federal Reserve, BlackRock shall promptly remove or cause its transfer agent to remove any legend on such securities referring to any restrictions under the Stockholder Agreement and to register the Shares in the name of the Federal Reserve or in the name of such Person(s) as the Federal Reserve designates to BlackRock in writing; and (d) upon notice from the Federal Reserve to Merrill Lynch and BlackRock of such Event and its determination to exercise its voting rights, Merrill Lynch shall be released from its obligations under Section 4.6 of the Stockholder Agreement in order that the Shares may be freely voted by the Federal Reserve;

(3) acknowledges that the Federal Reserve will not become a party to the Stockholder Agreement at any time and, accordingly, agrees that, the Federal Reserve does not and will not have any obligation to comply with the terms of, or incur any liability or obligation of any kind under, the Stockholder Agreement, including any liability for any breach of the Stockholder Agreement by Merrill Lynch;

(4) agrees that, upon the Federal Reserve's notice of an Event, the Federal Reserve shall have rights under the Registration Rights Agreement dated September 29, 2006 (the "**Registration Rights Agreement**") among BlackRock, ML&Co and The PNC Financial Services Group, Inc. as if the Federal Reserve were Merrill Lynch thereunder and that any provisions in the Registration Rights Agreement relating to the Stockholder Agreement shall not apply to the Federal Reserve's rights under the Registration Rights Agreement. BlackRock and Merrill Lynch further agree that they will maintain the Registration Rights Agreement in full force and effect for the term of each repurchase agreement with respect to any Shares. BlackRock acknowledges and agrees that all Shares from time to time subject to a repurchase agreement shall, notwithstanding any provision in the Registration Rights Agreement, constitute Registrable Shares under the Registration Rights Agreement. Each of BlackRock and Merrill Lynch confirm that there have been no "Requests" for "Required Registrations" within the meaning of the Registration Rights Agreement within the preceding twelve months; and

(5) it will execute all assignments and other instruments and give any necessary instructions to any transfer agent or registrar necessary to provide the Federal Reserve or any third-party transferee of Shares with the foregoing rights.

As a condition to BlackRock providing this consent, Merrill Lynch agrees that:

(6) each repurchase agreement will provide that, in the absence of any Event thereunder, Merrill Lynch shall retain the power to vote the Shares and designate members of the Board of Directors of BlackRock and all other voting, corporate governance or consent rights to which Merrill Lynch may be entitled under the Stockholder Agreement with respect to the Shares subject thereto;

(7) it will not enter into any repurchase agreement in respect of BlackRock Shares that does not mature upon or prior to the Merger Closing;

(8) it will not enter into any repurchase transaction under a repurchase agreement in respect of more than 90% of the number of the Shares *provided, however*, that the

foregoing shall not prevent Merrill Lynch from utilizing all or a portion of the remaining 10% of the number of the Shares to satisfy margin calls in respect of any such repurchase transaction due to reductions in the market value of the Shares;

(9) it will continue to be bound by the Stockholder Agreement in all respects prior to any Event and, following an Event, by all applicable provisions of the Stockholder Agreement including without limitation, the non-competition provisions of Article V, in accordance with its terms; and

(10) no Transfer of Shares to the Federal Reserve or by the Federal Reserve or any direct or indirect transferee of the Federal Reserve will be treated during the eight year period following the last such Transfer to the Federal Reserve as an acquisition of beneficial ownership of such Shares by any Person for purposes of clause (i) of the definition of "Change of Control of BlackRock" in the Amended and Restated Global Distribution Agreement, dated as of July 16, 2008, between Merrill Lynch and BlackRock and no change in directors of BlackRock during such eight-year period will be treated as a change in directors for purposes of clause (iv) or (v) of such definition if any such new director receives votes from any such transferee.

Furthermore:

(11) Each of ML&Co, Merrill Lynch Government Securities, Inc. ("MLGS") and BlackRock represents and warrants that this Consent and Waiver has been duly authorized, executed and delivered by it (and, in the case of BlackRock, has been approved by a majority of its independent directors) and is enforceable against it in accordance with its terms; and

(12) In accordance with Section 3.2(a) of the Stockholder Agreement, BlackRock hereby consents to the Transfer of the Shares to MLGS for the purpose of delivering the Shares in one or more repurchase agreements with the Federal Reserve, and MLGS hereby agrees to be bound by the Stockholder Agreement as if it were an initial signatory thereto.

Merrill Lynch, MLGS and BlackRock further agree that upon the termination of all repurchase agreements and the Federal Reserve's return of all share certificates to Merrill Lynch or MLGS, all obligations of Merrill Lynch and MLGS under the Stockholder Agreement previously waived shall return to full force.

Capitalized terms used and not otherwise defined in this Consent and Waiver have the meanings set forth in the Stockholder Agreement. This Consent and Waiver will be governed by, and construed and interpreted in accordance with, the laws of the State of New York, without regard to principles of conflicts of laws. This Consent and Waiver may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same consent. Delivery of an executed counterpart of this Consent and Waiver by electronic delivery will be effective as delivery of a manually executed counterpart of this Consent and Waiver.

Sincerely,

MERRILL LYNCH & CO., INC., on behalf of  
itself and each of its affiliates

By: /s/ Eric S. Heaton

Name: Eric S. Heaton

Title: Treasurer

MERRILL LYNCH GOVERNMENT SECURITIES, INC.

By: /s/ Michael Johnson

Name: Michael Johnson

Title: Director

Agreed and acknowledged:

BLACKROCK, INC

By: /s/ Daniel R. Waltcher

Name: Daniel R. Waltcher

Title: Managing Director