

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Disposed of pursuant to merger agreement between issuer and Bank of America Corporation ("BAC") in exchange for 0.8595 of a share of BAC for each share of issuer common stock, as set forth in the merger agreement. The closing price of BAC common stock on December 31, 2008 was 14.08. This transaction is exempt under Rule 16b-3.
- (2) This total reflects the acquisition of shares of issuer common stock as a result of contributions, allocations or dividend reinvestments through issuer plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.
- These Deferred Stock Units (the "DSUs"), which were granted to the reporting person pursuant to the terms of the Merrill Lynch & Co., Inc. Deferred Stock Unit Plan for Non-Employee Directors (the "Plan"), were disposed of pursuant to the terms of the Plan which requires that, upon a change in control, the DSUs must be liquidated for a cash amount determined pursuant to a formula set forth in the Plan. This transaction is exempt under Rule 16b-3.
- The reporting person participated in the Merrill Lynch & Co., Inc. Fee Deferral Plan for Non-Employee Directors (the "Fee Deferral Plan"), under which these ML Stock Units were
- (4) credited. The value of each unit was equal to the value of one share of issuer's common stock. ML Stock Units are payable in cash at the end of the deferral period as provided for in the Fee Deferral Plan.
- (5) 1 for 1
- Pursuant to the reporting person's elections under the Fee Deferral Plan, these ML Stock Units were liquidated for a cash amount determined pursuant to a formula set forth in the
- (6) Fee Deferral Plan upon reporting person's retirement as a director, which was effective at the time of the merger between issuer and BAC. This transaction is exempt under Rule 16b-3.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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