

Must be
Postmarked
No Later Than
October 25, 2012

Bear Stearns Securities Litigation Settlements
c/o The Garden City Group, Inc.
P.O. Box 9897
Dublin, OH 43017-5797
1-888-309-3823

BSN



Claim Number:

Control Number:

PROOF OF CLAIM AND RELEASE

To recover from the net settlement funds as a member of the Settlement Class in the action entitled In re The Bear Stearns Companies, Inc. Sec., Deriv., and ERISA Litig., Securities Action, 08 Civ. 2793 (RWS), Master File No. 08 MDL No. 1963 (RWS) (S.D.N.Y.) (the "Action"), you must complete and, on page 10, sign this Proof of Claim and Release form ("Proof of Claim").

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Important - This form should be completed IN CAPITAL LETTERS using BLACK or DARK BLUE ballpoint/fountain pen. Characters and marks used should be similar in the style to the following:

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z 1 2 3 4 5 6 7 0



PART I - GENERAL INSTRUCTIONS

To recover from the net settlement funds as a member of the Settlement Class in the action entitled *In re The Bear Stearns Companies, Inc. Sec., Deriv., and ERISA Litig.*, Securities Action, 08 Civ. 2793 (RWS), Master File No. 08 MDL No. 1963 (RWS) (S.D.N.Y.) (the "Action"), you must complete and, on page 10, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a timely, properly completed and addressed Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the settlement funds created in connection with the two proposed Settlements of the Action. Submission of this Proof of Claim, however, does not assure that you will share in the settlement funds.

**YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM
POSTMARKED ON OR BEFORE October 25, 2012, ADDRESSED AS FOLLOWS:**

Bear Stearns Securities Litigation Settlements
c/o The Garden City Group, Inc.
P.O. Box 9897
Dublin, OH 43017-5797

If you are NOT a Settlement Class Member (as defined in the Notice of Pendency of Class Action and Proposed Settlements with the Bear Stearns Defendants and Deloitte and Motion for Attorneys' Fees and Expenses (the "Notice")) DO NOT submit a Proof of Claim.

If you are a Settlement Class Member and you have not timely requested exclusion, you will be bound by the terms of the judgments entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

DEFINITIONS

All capitalized terms not otherwise defined in this form shall have the same meaning as set forth in the Notice that accompanies this Proof of Claim, the Stipulation and Agreement of Settlement with the Bear Stearns Defendants (the "Bear Stearns Stipulation"), dated as of June 5, 2012, and the Stipulation and Agreement of Settlement with Deloitte & Touche LLP (the "Deloitte Stipulation"), dated as of June 11, 2012.

IDENTIFICATION OF CLAIMANT

If you purchased or otherwise acquired the publicly traded equities, options, or vested stock units, of The Bear Stearns Companies Inc. ("Bear Stearns") during the period from December 14, 2006 to and through March 14, 2008, inclusive (the "Class Period") and held the securities in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased or otherwise acquired Bear Stearns securities during the Class Period through a third party, such as a nominee or brokerage firm, you are the beneficial purchaser of these securities, but the third party is the record purchaser of these securities.

Use Part II of this form entitled "Claimant Identification" to identify each beneficial purchaser of Bear Stearns securities that form the basis of this claim. **THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR AUTHORIZED OR LEGAL REPRESENTATIVE(S) OF SUCH PURCHASER(S) OF THE BEAR STEARNS SECURITIES UPON WHICH THIS CLAIM IS BASED.**

All joint beneficial purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of one of the beneficial owner(s) may be used in verifying this claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

If you need help completing this claim form, you may contact the Claims Administrator for assistance: 1-888-309-3823; www.bearstearnssecuritieslitigation.com; or questions@bearstearnssecuritieslitigation.com.

IDENTIFICATION OF TRANSACTION(S)

Use Parts III through VII of this form to supply all required details of your transaction(s) in Bear Stearns: common stock (CUSIP: 073902108); Capital Accumulation Plan ("CAP") Units (if you were an employee); Restricted Stock Units ("RSUs") (if you were an employee); options; Series E Preferred Stock (CUSIP: 073902702); Series F Preferred Stock (CUSIP: 073902876); and Series G Preferred Stock (CUSIP: 073902868). 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.

On the schedules, provide all of the requested information with respect to: (i) all of your holdings of Bear Stearns securities as of the close of trading on December 13, 2006; (ii) all of your purchases, other acquisitions and sales of Bear Stearns securities which took place during the requested time periods; and (iii) proof of your holdings of Bear Stearns securities at the requested time periods -- whether such purchases, acquisitions, sales or transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

List each purchase, acquisition, sale and transaction during the relevant periods separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each such transaction you list.

Copies of broker confirmations or other documentation of your purchases, acquisitions, sales or transactions in Bear Stearns securities should be attached to your claim. **DO NOT SEND ORIGINALS.** Do not highlight the documents. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Claims Administrator may also request additional information as requested to efficiently and reliably calculate your losses. If you need help, you may ask the Claims Administrator for assistance: 1-888-309-3823; www.bearstearnssecuritieslitigation.com; or questions@bearstearnssecuritieslitigation.com. Although the Claims Administrator does not have information about your transactions in Bear Stearns securities, someone may be able to help you with the process of locating your information.

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re The Bear Stearns Companies, Inc. Securities Action,
No. 08-Civ.-2793, Master File No. 08 MDL 1963 (S.D.N.Y.)
PROOF OF CLAIM

Must be Postmarked No Later Than:
October 25, 2012


PART II - CLAIMANT IDENTIFICATION
Last Name (Claimant)
First Name (Claimant)
Last Name (Beneficial Owner if Different From Claimant)
First Name (Beneficial Owner)
Last Four Digits of the Beneficial Owner's Employer Identification Number or Social Security Number¹
Last Name (Joint Beneficial Owner)
First Name (Joint Beneficial Owner)
Company/Other Entity (If Claimant Is Not an Individual)
Contact Person (If Claimant is Not an Individual)
Trustee/Nominee/Other
Account Number (If Claimant Is Not an Individual)
Trust/Other Date (If Applicable)
Address Line 1
Address Line 2 (If Applicable)
City
State
Zip Code
Foreign Province
Foreign Country
Foreign Zip Code
Telephone Number (Day)
Telephone Number (Night)
Email Address (Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)

IDENTITY OF CLAIMANT (check only one box):

- Individual**
 Joint Owners
 Estate
 Corporation
 Trust
 Partnership
- Private Pension Fund**
 Legal Representative
- IRA, Keogh, or other type of individual retirement plan** (indicate type of plan, mailing address, and name of current custodian)
- Other** (specify, describe on separate sheet)

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the website at www.gcginc.com or you may e-mail the Claims Administrator at eClaim@gcginc.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at eClaim@gcginc.com to inquire about your file and confirm it was received and acceptable.

¹The last four digits of the taxpayer identification number (TIN), consisting of a valid Social Security Number (SSN) for individuals or Employer Identification Number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.



PART III - SCHEDULE OF TRANSACTIONS IN COMMON STOCK

A. BEGINNING HOLDINGS: Number of shares of common stock held at the close of trading on **December 13, 2006**: If none, write "zero" or "0".

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Shares				

B. PURCHASES/ACQUISITIONS: Purchases/acquisitions of common stock (from **December 14, 2006** through **March 14, 2008**, inclusive) (Must be documented).

Trade Date List Chronologically (Month/Day /Year)	Number of Shares Purchased or Otherwise Acquired	Price per Share	Total Amount Paid (Excluding taxes, fees, other commissions)	Was Trade in Connection with a CAP Unit or RSU? (Y/N)
/ /				
/ /				
/ /				
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C. PURCHASES/ACQUISITIONS: From **March 15, 2008** through **May 30, 2008**, inclusive, I purchased/acquired the following total number of shares of the common stock (If none, write "zero" or "0").

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Shares				

D. SALES: Sales of common stock (from **December 14, 2006** through **May 30, 2008**, inclusive). (Must be documented.)

Trade Date List Chronologically (Month/Day /Year)	Number of Shares Sold	Price per Share	Total Amount Received (Excluding taxes, fees, other commissions)	Was Trade in Connection with a CAP Unit or RSU? (Y/N)
/ /				
/ /				
/ /				
/ /				
/ /				

E. ENDING HOLDINGS: Number of shares of common stock held after the close of trading on **May 30, 2008**. If none, write "zero" or "0" (Must be documented).

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Shares				

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST**
PHOTOCOPY THIS PAGE AND CHECK THIS BOX
IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL **NOT** BE REVIEWED



PART IV - SCHEDULE OF TRANSACTIONS IN CAP UNITS AND RESTRICTED STOCK UNITS

A. BEGINNING HOLDINGS: Number of fully vested CAP/Restricted Stock Units held at the close of trading on **December 13, 2006**: If none, write "zero" or "0".

Input box for beginning holdings count.

B. PURCHASES/ACQUISITIONS: Report CAP/Restricted Stock Units that vested during the period from **December 14, 2006** through **March 14, 2008**, inclusive (Must be documented).

CAP or Restricted Stock Unit? (C/R)	Grant Date List Chronologically (Month/Day/Year)	Number of Units Granted	Grant Price Per CAP Unit or Restricted Stock Unit	Vesting Date List Chronologically (Month/Day/Year)	Restricted? (Y/N)	Partially Delivered/Cancelled Before 12/14/06? (Y/N)
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C. PURCHASES/ACQUISITIONS: Number of CAP/Restricted Stock Units that vested during the period from **March 15, 2008** through **May 30, 2008**, inclusive.

Input box for purchases/acquisitions count.

D. SALES: Sales (from **December 14, 2006** through **May 30, 2008**, inclusive) of CAP/RS Units that were exchanged for Bear Stearns common stock should be reported in Part III above.

E. ENDING HOLDINGS: Number of fully vested CAP/Restricted Stock Units held after **May 30, 2008** (Must be documented).

Input box for ending holdings count.

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST** PHOTOCOPY THIS PAGE AND CHECK THIS BOX IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL **NOT** BE REVIEWED



A. BEGINNING HOLDINGS: At the close of trading on **December 13, 2006**, the following call options on Bear Stearns common stock were owned.

Date of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 05/07 \$40)	Purchase Price Per Contract	Total Amount Paid (excluding commissions, taxes, and fees)	Insert an "E" if Exercised or an "X" if Expired	Exercise Date (Month/Day/Year)
/ /		/				/ /
/ /		/				/ /
/ /		/				/ /

B. PURCHASES/ACQUISITIONS: I made the following purchases of call option contracts between **December 14, 2006 and March 14, 2008**, inclusive (Must be documented).

Date of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 05/07 \$40)	Purchase Price Per Contract	Total Amount Paid (excluding commissions, taxes, and fees)	Insert an "E" if Exercised or an "X" if Expired	Exercise Date (Month/Day/Year)
/ /		/				/ /
/ /		/				/ /
/ /		/				/ /

C. SALES: I made the following sales of the above call option contracts that were purchased between **December 14, 2006 and March 14, 2008, inclusive** (Include all such sales no matter when they occurred) (Must be documented).

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 05/07 \$40)	Sale Price Per Contract	Total Amount Received (excluding commissions, taxes, and fees)
/ /		/		
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IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST** PHOTOCOPY THIS PAGE AND CHECK THIS BOX IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL **NOT** BE REVIEWED

PART VI - SCHEDULE OF TRANSACTIONS IN PUT OPTIONS



A. BEGINNING HOLDINGS: At the close of trading on **December 13, 2006**, the following put options written on Bear Stearns common stock were open.

Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 05/07 \$40)	Sale Price Per Contract	Total Net Amount Received (excluding commissions, taxes, and fees)	Insert an "A" if Assigned or an "X" if Expired	Assign Date (Month/Day/Year)
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B. SALES (WRITING) OF PUT OPTIONS: I wrote (sold) put option contracts between **December 14, 2006** and **March 14, 2008**, inclusive, as follows (Must be documented).

Date of Writing (Sale) (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 05/07 \$40)	Sale Price Per Contract	Total Net Amount Received (excluding commissions, taxes, and fees)	Insert an "A" if Assigned or an "X" if Expired	Assign Date (Month/Day/Year)
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C. COVERING TRANSACTIONS (REPURCHASES): I made the following repurchases of the above put option contracts that I wrote (sold) between **December 14, 2006** and **March 14, 2008**, inclusive (include all repurchases no matter when they occurred) (Must be documented).

Date of Repurchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 05/07 \$40)	Price Paid Per Contract	Total Net Aggregate Cost (excluding commissions, taxes, and fees)
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IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST** PHOTOCOPY THIS PAGE AND CHECK THIS BOX IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL **NOT** BE REVIEWED



PART VII - SCHEDULE OF TRANSACTIONS IN PREFERRED STOCK

Failure to provide proof of all beginning holdings, purchases or acquisitions, sales, and ending holdings information for Bear Stearns preferred stock as requested below will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Claim Form.

Code	Preferred Security Description	CUSIP Number
P1	6.15% Non-Cumulative Perpetual Preferred Stock, Series E (the "Series E Shares")	073902702
P2	5.72% Non-Cumulative Perpetual Preferred Stock, Series F (the "Series F Shares")	073902876
P3	5.49% Non-Cumulative Perpetual Preferred Stock, Series G (the "Series G Shares")	073902868

A. BEGINNING HOLDINGS: State the number of shares of preferred stock you held as of the close of trading on **December 13, 2006**. If none, write "zero" or "0".

Insert Code Indicated Above	Number of Shares Held	Insert Code Indicated Above	Number of Shares Held	Insert Code Indicated Above	Number of Shares Held

B. PURCHASES/ACQUISITIONS: Separately list each and every purchase and/or acquisition, including free receipts, of preferred stock during the period from the opening of trading on **December 14, 2006** through and including the close of trading on **March 14, 2008** (Must be documented).

IF NONE, CHECK HERE

Insert Code Indicated Above	Date(s) of Purchase or Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase Price Per Share	Aggregate Cost (excluding commissions, taxes, and fees)
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IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST**
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PART VII - SCHEDULE OF TRANSACTIONS IN PREFERRED STOCK (CONTINUED)

Failure to provide proof of all beginning holdings, purchases or acquisitions, sales, and ending holdings information for Bear Stearns preferred stock as requested below will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Claim Form.

C. PURCHASES/ACQUISITIONS: From **March 15, 2008** through **June 11, 2008**, inclusive, I purchased the following total number of shares of the common stock (If none, write "zero" or "0").

Insert Code Indicated Above	Number of Shares Purchased/Acquired	Insert Code Indicated Above	Number of Shares Purchased/Acquired	Insert Code Indicated Above	Number of Shares Purchased/Acquired

D. SALES: Separately list each and every sale, including free deliveries, of preferred stock from **December 14, 2006** through and including the close of trading on **June 11, 2008** (Must be documented).

IF NONE, CHECK HERE

Insert Code Indicated Above	Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Amount Received (excluding commissions, taxes, and fees)
	/ /			
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E. ENDING HOLDINGS: State the number of shares of preferred stock you held as of the close of trading on **June 11, 2008**. If none, write "zero" or "0" (Must be documented).

Insert Code Indicated Above	Number of Shares Held	Insert Code Indicated Above	Number of Shares Held	Insert Code Indicated Above	Number of Shares Held

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST**
PHOTOCOPY THIS PAGE AND CHECK THIS BOX
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PART VIII - SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Bear Stearns Stipulation and Deloitte Stipulation, described in the Notice. 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 for purposes of enforcing the releases set forth herein. I (We) further acknowledge that I (we) will be bound by and subject to the terms of the Final Order and Judgment as to the Bear Stearns Defendants and the Final Order and Judgment as to Deloitte & Touche LLP that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales or holdings of Bear Stearns securities during the relevant period and know of no other Person having done so on my (our) behalf.

PART IX - RELEASES AND CERTIFICATION

1. With respect to the Bear Stearns Settlement, I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Released Defendant Parties as those terms and terms related thereto are defined in the accompanying Notice.
2. With respect to the Deloitte Settlement, I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Deloitte Claims each and all of the Released Deloitte Defendant Parties as those terms and terms related thereto are defined in the accompanying Notice.
3. Each release shall be of no force or effect unless and until the Court approves the respective Stipulation and the Effective Date (as defined in the applicable Stipulation) has occurred.
4. 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 these releases or any other part or portion thereof.
5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions, and sales and other transactions in the Bear Stearns securities requested above and that occurred during the relevant time periods and the number of securities held by me (us) at the relevant time periods.
6. I (We) hereby warrant and represent that I (we) am (are) not excluded from the Settlement Class as defined herein and in the Notice.
7. The number(s) shown on this form is (are) the correct SSN/TIN; and
8. 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 Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

(NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 8 above.)

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 _____ in _____
(Month) (Year) (City, State, Country)

Signature of Claimant

Date

Print name of Claimant here

Signature of Joint Claimant, if any

Date

Print name of Joint Claimant here

REMINDER CHECKLIST

1. Please sign the Proof of Claim and Release.
2. Remember to attach only copies of supporting documentation.
3. Do not send original stock certificates or documentation. These items cannot be returned to you by the Claims Administrator.
4. Keep a copy of the completed Proof of Claim and documentation for your records.
5. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 60 days. **Your claim is not deemed filed until you receive an acknowledgement postcard.** If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator.
6. If you move, please send the Claims Administrator your new address.
7. If you have any questions or concerns regarding your Proof of Claim, please contact the Claims Administrator at the address below or at 1-888-309-3823, or visit www.bearstearnssecuritieslitigation.com.
8. **Do not use highlighter on the Claim Form or supporting documentation.**

THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN
OCTOBER 25, 2012 AND MUST BE MAILED TO:

Bear Stearns Securities Litigation Settlements
c/o The Garden City Group, Inc.
P.O. Box 9897
Dublin, OH 43017-5797
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