

**Must be Postmarked
No Later Than
April 25, 2012**

**Merrill Lynch Mortgage Pass-Through Litigation
c/o GCG
P.O. Box 9824
Dublin, OH 43017-5724
Toll-Free: 1 (888) 458-9199**

MLY



Claim Number:

Control Number:

PROOF OF CLAIM AND RELEASE

YOU MUST COMPLETE THIS CLAIM FORM BY APRIL 25, 2012 TO BE ELIGIBLE TO SHARE IN THE SETTLEMENT.

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**IMPORTANT: Before Completing This Proof of Claim, Please Carefully
Read the Enclosed Instruction Sheet.**



PART I - CLAIMANT INFORMATION

Claimant or Representative Contact Information:

The Claims Administrator will use this information for all communications relevant to this Claim (including the check, if eligible for payment). If this information changes, you **MUST** notify the Claims Administrator in writing at the address above.

Beneficial Owner's Name (First, Middle, Last) / Joint Owner's Name:

Street Address:

City:

State and Zip Code:

Foreign Province:

Foreign Country:

Daytime Telephone Number: () -

Evening Telephone Number: () -

Last 4 digits of Claimant Social Security Number/Taxpayer ID Number:

Record Owner's Name (if known and different from Beneficial Owner listed above):

Check appropriate box (check only one box):

- | | | |
|---|--|---------------------------------------|
| <input type="checkbox"/> Individual/Sole Proprietor | <input type="checkbox"/> Joint Owners | <input type="checkbox"/> Pension Plan |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Partnership | <input type="checkbox"/> Trust |
| <input type="checkbox"/> IRA | <input type="checkbox"/> Other (describe: _____) | |

NOTE: Separate Proofs of Claim should be submitted for each separate legal entity (e.g., a claim from Joint Owners should not include separate transactions of just one of the Joint Owners, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (e.g., a Corporation with multiple brokerage accounts should include all transactions in Merrill Lynch mortgage pass-through certificates) on one Proof of Claim, no matter how many accounts the transactions were made in.

NOTICE REGARDING ELECTRONIC FILES: Certain Claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants **MUST** submit a manually signed paper Proof of Claim form, whether or not they also submit electronic copies, either listing all their transactions or including a notation to see corresponding electronic file for all transactions. If you wish to file your claim electronically, you must contact the Claims Administrator at (888) 458-9199, or visit their website at www.MerrillLynchRMBSLitigation.com, to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Proceed to Part II of this Proof of Claim.


PART II - TRANSACTIONS IN MERRILL LYNCH MORTGAGE PASS-THROUGH CERTIFICATES

1. **PURCHASES AND ACQUISITIONS:** List all purchases and acquisitions of mortgage pass-through certificates pursuant or traceable to Merrill Lynch Mortgage Investors, Inc.'s August 5, 2005 Registration Statement, as amended, December 21, 2005 Registration Statement as amended, or February 2, 2007 Registration Statement, and the accompanying prospectuses and prospectus supplements in any of the Offerings. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) (Month/Day/Year)	CUSIP*	Face Value	Price**	Total Cost**
/ /		\$.	\$.	\$.
/ /		\$.	\$.	\$.
/ /		\$.	\$.	\$.
/ /		\$.	\$.	\$.
/ /		\$.	\$.	\$.

* as provided in Table A on the website at www.MerrillLynchRMBSLitigation.com

** excluding commissions, transfer taxes or other fees

2. **SALES:** List all sales of mortgage pass-through certificates that were purchased or acquired pursuant or traceable to Merrill Lynch Mortgage Investors, Inc.'s August 5, 2005 Registration Statement, as amended, December 21, 2005 Registration Statement as amended, or February 2, 2007 Registration Statement, and the accompanying prospectuses and prospectus supplements in any of the Offerings. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) (Month/Day/Year)	CUSIP*	Face Value	Price**	Total Proceeds**
/ /		\$.	\$.	\$.
/ /		\$.	\$.	\$.
/ /		\$.	\$.	\$.
/ /		\$.	\$.	\$.
/ /		\$.	\$.	\$.

* as provided in Table A

** excluding commissions, transfer taxes or other fees

**IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PLEASE
PHOTOCOPY THIS PAGE, WRITE YOUR NAME ON THE COPY AND CHECK THIS BOX:
IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES MAY NOT BE REVIEWED.**



PART II - TRANSACTIONS IN MERRILL LYNCH MORTGAGE PASS-THROUGH CERTIFICATES (CONT.)

3. **UNSOLD MORTGAGE PASS-THROUGH CERTIFICATES AT THE DATE SUIT WAS BROUGHT AND THROUGH DATE OF SUBMISSION OF CLAIM FORM:** State the CUSIP and Face Value of Merrill Lynch mortgage pass-through certificates that were purchased or acquired pursuant or traceable to Merrill Lynch Mortgage Investors, Inc.'s August 5, 2005 Registration Statement, as amended, December 21, 2005 Registration Statement as amended, or February 2, 2007 Registration Statement, and the accompanying prospectuses and prospectus supplements in any of the Offerings, that the Claimant still owned on the following dates:

December 5, 2008

CUSIP*	Face Value
	\$.
	\$.
	\$.

February 17, 2009

CUSIP*	Face Value
	\$.
	\$.
	\$.

March 27, 2009

CUSIP*	Face Value
	\$.
	\$.
	\$.

Date of Submission
Of Claim Form:

CUSIP*	Face Value
	\$.
	\$.
	\$.

* as provided in Table A

Be sure to attach the required documentation. Proceed to Part III of this Proof of Claim.

**IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PLEASE
PHOTOCOPY THIS PAGE, WRITE YOUR NAME ON THE COPY AND CHECK THIS BOX:
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PART III: RELEASE OF CLAIMS AND SIGNATURE

Definitions

“Effective Date,” as defined in the Stipulation and Agreement of Settlement, dated as of December 5, 2011 (the “Stipulation”), means the first day following the day on which the settlement contemplated by this Settlement shall become effective.

“Individual Defendants” means Matthew Whalen, Paul Park, Brian T. Sullivan, Michael M. McGovern, Donald J. Puglisi and Donald C. Han.

“Judgment” means an order of judgment and dismissal approving the Settlement to be rendered by the Court.

“Defendants” means Merrill Lynch & Co., Inc., Merrill Lynch Mortgage Investors, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and the Individual Defendants.

“Released Parties” means: (a) the Defendants; (b) the Defendants’ current and former officers, directors, agents, parents, affiliates, subsidiaries, successors, predecessors, assigns, assignees, employees and attorneys; (c) Merrill Lynch Mortgage Lending, Inc., Countrywide Financial Corp., Merrill Lynch Credit Corporation, and First Franklin Financial Corporation, and their respective current and former officers, directors, agents, parents, affiliates, subsidiaries, successors, predecessors, assigns, assignees, employees and attorneys; and (d) Merrill Lynch Alternative Note Asset Trust Series 2007-A3, 2007-AF1, 2007-F1, Merrill Lynch First Franklin Mortgage Loan Trust Series 2007-2, 2007-3, 2007-4, 2007-A, Merrill Lynch Mortgage Investors Trust Series 2006-MLN1, 2006-FM1, 2006-FF1, 2006-RM5, MLCC 2006-2, 2006-AHL1, 2006-RM3, 2006-WMC1, 2006-WMC2, 2006-A1, and Ownit Mortgage Loan Trust Series 2006-2.

“Released Claims” means all claims and causes of action of every nature and description, whether known or Unknown, whether arising under federal, state, common or foreign law, that Lead Plaintiff or any other member of the Settlement Class (a) asserted in the Complaint, or (b) could have asserted in any forum that arise out of or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Complaint and that relate to the purchase of the securities set forth in the Complaint. “Released Claims” shall not include derivative claims, including contractual claims belonging to the issuing trusts. Nothing herein shall be construed to suggest or imply that any derivative claims exist or have merit.

“Released Parties’ Claims” means any and all claims and causes of action of every nature and description, whether known or Unknown, whether arising under federal, state, common or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against the Settling Defendants, except for claims relating to the enforcement of the settlement, against all plaintiffs in the Action, and their respective attorneys, or any other Settlement Class Member.

“Settlement Class” or “Class” means all persons or entities who purchased or otherwise acquired Merrill Lynch Alternative Note Asset Trust Series 2007-A3, 2007-AF1, 2007-F1, Merrill Lynch First Franklin Mortgage Loan Trust Series 2007-2, 2007-3, 2007-4, 2007-A, Merrill Lynch Mortgage Investors Trust Series 2006-MLN1, 2006-FM1, 2006-FF1, 2006-RM5, MLCC 2006-2, 2006-AHL1, 2006-RM3, 2006-WMC1, 2006-WMC2, 2006-A1, Ownit Mortgage Loan Trust Series 2006-2 and who were allegedly damaged thereby. Excluded from the Class are Defendants, and their respective officers, affiliates and directors at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which any Defendants have or had a controlling interest provided that any Investment Vehicle shall not be deemed an excluded person or entity by definition. Also excluded from the Class are the plaintiffs specifically named as of October 20, 2011, and who filed the following actions as of October 20, 2011: Allstate Ins. Co., et al. v. Merrill Lynch & Co., et al., 11-2280 (S.D.N.Y.); Mass Mut. Life Ins. Co. v. Countrywide Fin. Corp., et al., 11-30215 (D. Mass.); FHFA v. Merrill Lynch & Co., Inc., et al., 11-06202 (S.D.N.Y.); Stichting Pensioenfonds ABP v. Merrill Lynch & Co., Inc., et al., 10-06637 (S.D.N.Y.); Am. Int’l Grp., Inc., et al. v. Bank of Am. Corp., et al., 11- cv-06212 (S.D.N.Y.); and Fed. Home Loan Bank of Boston v. Ally Fin., Inc., et al., 11-CV-10952 (D. Mass.). Also excluded from the Class are any persons or entities who exclude themselves by filing a valid request for exclusion in accordance with the requirements set forth in the Notice.



PART III: RELEASE OF CLAIMS AND SIGNATURE (CONT.)

“Unknown Claims” means any and all Released Claims that Lead Plaintiff and/or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties, and any Released Parties’ Claims that the Released Parties do not know or suspect to exist in his, her or its favor, which if known by him, her or it might have affected his, her or its settlement with and release of the Released Parties (or Lead Plaintiff, as appropriate), or might have affected his, her or its decision not to object to this Settlement or not exclude himself, herself or itself from the Settlement Class. With respect to any and all Released Claims and Released Parties’ Claims, the parties stipulate and agree that, upon the Effective Date, Lead Plaintiff and Defendants shall expressly waive, and each Class Member and Released Party shall be deemed to have waived, and by operation of the Order and Final Judgment shall have expressly waived, to the fullest extent permitted by law, any and all provisions, rights and benefits conferred by Cal. Civ. Code § 1542, and any law of any state or territory of the United States, or principle of common law, or the law of any foreign jurisdiction, that 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.

Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff shall expressly – and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Order and Final Judgment shall have – fully, finally and forever settled and released any and all Released Claims, known or Unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff and Defendants acknowledge, and Class Members and Released Parties by law and operation of the Order and Final Judgment shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Released Claims and Released Parties’ Claims was separately bargained for and was a material element of the Settlement.

“Merrill Lynch” means Merrill Lynch & Co., Inc., Merrill Lynch Mortgage Investors, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.

The Release

I (We) understand and acknowledge that without further action by anyone, on and after the Effective Date, each Class Member for good and sufficient consideration, the receipt and adequacy of which are hereby acknowledged, shall be deemed to have released, dismissed and forever discharged the Released Claims against each and all of the Released Parties regardless of whether or not such Class Member executes and delivers a Proof of Claim Form.



PART III: RELEASE OF CLAIMS AND SIGNATURE (CONT.)

SIGNATURE AND CERTIFICATIONS

By signing and submitting this Proof of Claim Form, the Claimant(s) or the person(s) who represents the Claimant(s) certifies, as follows:

I (We) submit this Proof of Claim Form under the terms of the 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 Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I (we) am (are) bound by and subject to the terms of any judgment 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 or acquisitions of Merrill Lynch mortgage pass-through certificates and alleging the Released Claims and know of no other person having done so on my (our) behalf.

I (We) hereby acknowledge full and complete satisfaction of, and do hereby release, dismiss, and forever discharge each and every Released Claim (including Unknown Claims) against each and all the "Released Parties" as defined above,

1. that the Claimant(s) is a (are) Class Member(s), as defined herein and in the Notice;
2. that I (we) have not filed a request for exclusion from the Settlement Class and that I (we) do not know of any request for exclusion from the Settlement Class filed on my (our) behalf with respect to my (our) transactions in the Merrill Lynch mortgage pass-through certificates at issue herein;
3. that I (we) own(ed) the Merrill Lynch mortgage pass-through certificates identified in the Proof of Claim, or that, in signing and submitting this Proof of Claim, I (we) have the authority to act on behalf of the owner(s) thereof;
4. that Claimant(s) may be eligible to receive a distribution from the Net Settlement Fund;
5. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the parties, the Claims Administrator or the Court may require;
6. that I (we) waive trial by jury, to the extent it exists, and agree to the Court's summary disposition of the determination of the validity or amount of the claim made by this Proof of Claim;
7. 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;
8. that I (we) have included information requested above about all of my (our) transactions in Merrill Lynch mortgage pass-through certificates; and
9. that 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.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision 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 statements made and answers given in this Proof of Claim are true and correct and that the documents submitted herewith are true and genuine.

(Signature of Claimant)

(Print Name of Claimant)

(Date)

(Signature of Joint Claimant, if any)

(Print Name of Joint Claimant)

(Date)

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

(Signature of Person Completing Form)

(Print Name of Person Completing Form)

(Date)

(Capacity of Person Signing (Executor, President, Trustee, etc.))



REMINDER CHECKLIST

1. Please sign the Certification Section of the Proof of Claim and Release form.
2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
3. Please remember to attach supporting documents.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim and Release form and all documentation submitted for your records.
6. If you desire an acknowledgment of your Proof of Claim and Release form, please send it certified mail, return receipt requested.
7. If you move, please send your new address to:

**Merrill Lynch Mortgage Pass-Through Litigation
c/o GCG
P.O. Box 9824
Dublin, OH 43017-5724**

Do not use highlighter on the Proof of Claim and Release form or supporting documentation.

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

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c/o GCG
P.O. Box 9824
Dublin, OH 43017-5724
Toll-Free: 1 (888) 458-9199**

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