

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE MERRILL LYNCH & CO., INC.
SECURITIES, DERIVATIVE AND ERISA
LITIGATION

Master File No. 07-cv-9633 (JSR)(DFE)

This Document Relates To:
Securities Action, 07cv9633 (JSR)(DFE)

**NOTICE OF LEAD PLAINTIFF'S MOTION AND MOTION
FOR APPROVAL OF PLAN OF ALLOCATION
OF SETTLEMENT PROCEEDS**

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*Co-Lead Counsel for Lead Plaintiff State Teachers' Retirement System of Ohio
and the Settlement Class*

PLEASE TAKE NOTICE that Lead Plaintiff, the State Teachers' Retirement System of Ohio ("Lead Plaintiff"), individually and on behalf of the Settlement Class,¹ by and through its counsel, will move the Court on July 27, 2009, at 4:00 p.m., before the Honorable Jed S. Rakoff, at the U.S. Courthouse, 500 Pearl Street, New York, NY 10007, for final approval of the plan of allocation (the "Plan of Allocation") set forth in the Notice of Pendency and Proposed Settlement of Class Action, Motion for Attorneys' Fees and Expenses and Court Hearing.

PLEASE TAKE FURTHER NOTICE that in support of this motion, Lead Plaintiff submits and is filing herewith: its accompanying Memorandum of Law; its Motion and Memorandum of Law in Support of Final Approval of Class Action Settlement and Certification of the Settlement Class; the Joint Declaration of Co-Lead Counsel in Support of Lead Plaintiff's Motion for Final Approval of Class Action Settlement and Certification of the Class, Motion for Approval of Plan of Allocation of Settlement Proceeds, and Motion for an Award of Attorneys' Fees and Reimbursement of Expenses (the "Joint Decl."); the Appendix of Exhibits to the Joint Decl.; and the Declarations of William J. Neville, Dennis P. Smith, Jr., Bill S. McIntyre, Charles E. Ferrara and R. Alan Miller. In further support of this motion, Lead Plaintiff relies upon all other pleadings and matters of record, and such additional evidence or argument as may be presented to the Court.

¹ Capitalized terms not otherwise defined have the meaning set forth in the parties' Stipulation and Agreement of Settlement dated as of February 17, 2009.

Dated: June 26 2009

Respectfully submitted,

/s/ Frederic S. Fox

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