

PINKERTON & FINN, P.C.
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LAWYERS

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Laurence L. Pinkerton
Judith A. Finn
Of Counsel:
J. David Jorgenson
Mark Perkins

DATE

Name
Address
City ST 00000

Dear Investor:

You are listed as a purchaser of Zero Coupon Series B Bonds ("B Bonds") issued in 1984 by Greater Southwestern Funding Corporation. As a holder or former holder of B Bonds, you may be eligible to receive a cash payment from a Proposed Settlement in a class action suit based on allegations that the Indenture Trustee violated its fiduciary duties to the Class Members in a case denominated *Shawmut Bank, N.A. (now Bank of America, N.A.) v. Fourth Street Associates*, Case No. CJ-94-3054, pending since 1994 in the District Court of Tulsa County, Tulsa, Oklahoma. Important facts are highlighted below and explained in the accompanying Notice of Proposed Settlement.

To establish your eligibility as a Class Member, and to receive a payment as part of the Settlement, you MUST fill out and return the attached Claim Form and Release.

ZERO COUPON B BOND CLASS ACTION SETTLEMENT

- **Security:** Zero Coupon B Bonds, issued by Greater Southwestern Funding Corporation in 1984.
- **Settlement Class:** All persons who owned one or more B Bonds on or before December 1, 1987 and who continued to own one or more B Bonds throughout the entire period from December 1, 1987 through July 26, 1994.
- **Proposed Settlement Amount:** \$8,500,000.00 plus interest. Attorneys' fees for Class Counsel and certain expenses will be deducted from this amount.
- **Reasons for Settlement:** Avoids additional delays, costs, and the risks of adverse outcomes in the lawsuit; pays money to investors; and releases the Trustee and certain holders of Series A Bonds ("A Bonds") from liability.
- **If the Case does not Settle:** The case will proceed and there may be a trial and appeals. The Class Representatives and Class Counsel believe that they will recover damages if they proceed to trial. The Trustee thinks that the Class will not recover anything from a trial.
- **Attorney Fees and Expenses:** Class Counsel will ask the Court for 40% to be paid from the Proposed Settlement Amount as fees for investigating the facts, litigating the case over 14 years, winning three appeals, and negotiating the Proposed Settlement. If Class Counsel had lost any of the three appeals, the Settlement Class would have received zero recovery.
- **B Bond Payment:** This settlement does not affect any right to recover on a B Bond at Stated Maturity, other than it may reduce the amount you are due.
- **Deadlines:**
 - Claims:** _____
 - Exclusions (Opt-out):** _____
 - Objections:** _____
 - Court Hearing on Fairness of Settlement:** _____
- **For More information:** Read the enclosed Notice; you may also call or write to the Class Counsel on this letterhead at the above phone number or address.

Sincerely,

Laurence L. Pinkerton,
For the Firm

District Court of Tulsa County, State of Oklahoma

SHAWMUT BANK, N.A., (BANK OF AMERICA), Plaintiff,
vs.
FOURTH STREET ASSOCIATES, et al.

Case No. CJ-94-3054
Judge Michael Gasset

PROOF OF CLAIM

I. GENERAL INSTRUCTIONS ON FILING PROOF OF CLAIM FORM

1. It is important that you completely read and understand the Notice of Proposed \$8.5 Million Settlement of Class Action (the "Notice") that accompanies this Proof of Claim. The Notice describes your right to be excluded from the Class, the proposed Settlement, how you will be affected by the Settlement, and the manner in which the Settlement monies will be distributed if the Settlement is approved by the Court. The Notice also contains the definitions of certain of the terms (which are indicated by initial capital letters) used in this Proof of Claim. By signing and submitting the Proof of Claim, you will be certifying that you have read and understood the Notice.

2. IN ORDER TO PARTICIPATE IN THE SETTLEMENT AND TO RECEIVE A PORTION OF THE SETTLEMENT AMOUNT, YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM, BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED ON OR BEFORE _____, ADDRESSED TO:

B Bond Settlement
Pinkerton & Finn, P.C.
Penthouse Suite
15 E. 5th Street
Tulsa, OK 74103-4303

3. This Proof of Claim is directed to: all persons or entities who held Zero Coupon ("B Bonds") issued by Greater Southwestern Funding Corporation (the "Class") during the entire Class Period (December 1, 1987 through July 26, 1994). Persons who believe themselves to be members of the Class can exclude themselves from the Class by filing a request for exclusion (an "Opt-Out Form") in accordance with the requirements set forth in the Notice.

4. To recover as a member of the Settlement Class (as defined in the second bullet point on the cover letter)(the "Class"), based on ownership of one or more B Bonds during the entire Class Period, in the Litigation known as *Shawmut Bank, N.A. v. Fourth Street Associations*, Case No. CJ-94-3054, you must complete and sign the Proof of Claim on page _____. If you fail to file a timely and properly signed and addressed Proof of Claim, your claim may

be rejected and you may be precluded from any recovery in connection with the proposed Settlement of the Litigation.

5. IF YOU ARE NOT A CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF HAS FILED A REQUEST FOR EXCLUSION FROM THE CLASS, DO NOT SUBMIT A PROOF OF CLAIM. YOU MAY NOT PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT FOUND TO BE A CLASS MEMBER. IF YOU HAVE FILED A REQUEST FOR EXCLUSION (OPT-OUT), ANY PROOF OF CLAIM THAT YOU OR SOMEONE ELSE SUBMITS ON YOUR BEHALF, WILL NOT BE ACCEPTED.

6. Submission of a Proof of Claim Form does not ensure that you will share in the proceeds of the Settlement or in any other monies distributed as part of the Settlement. The rights of Class Members to receive distributions and the amount of such distributions are governed by the terms of the Settlement Agreement.

7. If you have questions concerning the Proof of Claim, or need additional copies of the Proof of Claim or Notice, you may contact Pinkerton & Finn, P.C., at the above address or by calling 918-587-1800. The Settlement Agreement may be viewed on Class Counsel's website, www.pinkertonfinn.com, under "Bond Settlement."

8. Whether or not you submit a Proof of Claim Form, if you are found to be a Class Member and do not exclude yourself, or opt out, by completing and signing the enclosed Opt-Out Form and mailing it by first-class mail to the address shown in paragraph 2 above, postmarked on or before _____, 2009, and if the Court approves the Settlement, you will be bound by the terms of any judgment that the Court enters, including those parts of the judgment that enjoin the filing or continued prosecution of Released Claims and that release the Released Claims against the Released Persons. If you are a Class Member, you will be bound whether or not you submit a Proof of Claim.

9. **If you submit either Proof of Claim Form or an Opt-Out Form, you are required to submit genuine and sufficient documentation to show ownership of one or more B Bonds on or prior to December 1, 1987 and your retention of one or more of such B Bonds through July 26, 1994.** This documentation may be comprised of copies of your B Bonds, photocopies of stockbrokers' confirmation slips; stockbrokers' monthly statements; schedules attached to tax filings; or signed letters from brokers on their letterheads, giving all the information that would be found on a confirmation slip. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR.

FAILURE TO SUPPLY THIS DOCUMENTATION COULD RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL BOND CERTIFICATES, BUT DO SEND COPIES OF THOSE CERTIFICATES, IF AVAILABLE.

10. Whether or not you submit a Proof of Claim Form or an Opt-Out Form, your signature/identity **must** be confirmed by a copy of your driver's license or by a Notary Public.

11. If B Bonds were held jointly, all joint holders must sign the Proof of Claim.

12. Agents, executors, administrators, guardians, and trustees must complete and sign the Proof of Claim on behalf of persons represented by them and they must:

(a) expressly state the capacity in which they are acting;

(b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the B Bonds; and

(c) furnish with the completed Proof of Claim evidence of their authority to bind the person or entity on whose behalf they are acting as to the Proof of Claim. (Authority to complete and sign a Proof of Claim cannot be established by stockbrokers demonstrating that they have discretionary authority to trade stock in another's accounts.)

13. By submitting a signed Proof of Claim, you will be declaring under penalty of perjury that:

(a) you (or the owner on whose behalf you are filing) held during the time period you have specified the B Bonds you have listed in the Proof of Claim and, if you are filing on behalf of an owner, that you are expressly authorized to act on behalf of the owner; and.

(b) the statements contained in the Proof of Claim are true and correct, and the documents attached thereto are genuine.

The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

14. If you are submitting a Claim Form, you must also complete the "Substitute Form W-9" Form found on pages ____-____ herein. This Form must also be signed and returned with the Proof of Claim by _____. Completion of the "Substitute Form W-9" is not required if you decide to opt-out of the Settlement.

15. Your signature on either the Proof of Claim Form or the Opt-Out Form must be verified by submitting a copy of your driver's license, or, in the alternative, by obtaining verification by a Notary Public.

16. Please understand that all information required by this Proof of Claim Form is necessary for the Class Counsel to evaluate and accurately process your potential claim.

II. DEFINITIONS

1. "B Bonds" collectively means the Zero Coupon B Bonds, issued by Greater Southwestern Funding Corporation, in 1984 with maturation dates varying from 1999 to 2008.
2. "Brady Case" means the action captioned *MICHAEL A. BRADY v. UBS FINANCIAL SERVICES, INC., and GREATER SOUTHWESTERN FUNDING CORPORATION*, Case No. 06-CV-282-TCK(SAJ), in the United States District Court for the Northern District of Oklahoma.
3. "Claimant" means the person or entity who submits a Proof of Claim or on whose behalf a Proof of Claim is submitted.
4. "Class Member" means any person or entity who is a member of the Settlement Class as defined in Number 9 below.
5. "Class Period" means the entire period from December 1, 1987 through July 26, 1994, inclusive.
6. "Net Settlement Fund" means the amount remaining for distribution after deductions of attorney fees, expenses, and class representative compensation, if approved by the Court.
7. "Opt-Out Form" means that Form found on pages ___-___. If you decide to opt out of or exclude yourself from the Settlement Class, you should only return pages ___-___ as directed there.
8. "Proof of Claim" means those forms found on pages ___-___ on which you provide information relevant to establishing ownership of the B Bonds during the Class Period. General instructions for completing the Claim Form are found on page ___.
9. "Proof of Purchase" means the documentation specified in Paragraph 9 above in the General Instructions.
10. "Settlement Class" means all persons, wherever located, who owned a Series B Bond on December 1, 1987 and continued to own that Series B Bond through July 26, 1994, inclusive, and who do not file Opt-Out Forms in the manner specified in this Settlement Agreement.

III. SETTLEMENT PAYMENTS TO CLASS MEMBERS

Under the terms of the Settlement Agreement, if it is approved by the Court, a Settlement Fund of \$8,500,000 (plus certain interest payments) will be deposited in a bank account for the benefit of the Class. The Court will be asked to award attorneys' fees to Class Counsel, reimbursement of expenses, and compensation to the two Named Representatives of the Class, and the payment of those awards will be made from the Settlement Fund. The balance of the Settlement Fund will be available to pay the claims of Class members who submit on a timely basis valid Claim Forms. Class members will be entitled to receive payments on a "claims-made" basis. That is, each Class member will receive a predetermined percentage of the funds available for distribution to members of the Class.

The amount that each member of the Class will be entitled to receive will depend on the amount of the B Bond(s) that he, she or it owned and on the maturity date of each such Series B Bond. Each member of the Class who submits a valid Claim Form on a timely basis will be entitled to receive, in respect of each \$10,000.00 in face amount of Series B Bonds, the following percentage of the portion of the Settlement Fund that is available for distribution after the payment of attorneys' fees, expenses and compensation approved by the Court:

Maturity Date	Percentage of Funds Available for Distribution for Each \$10,000 in Face Amount of Class B Bonds
December 1, 1999	0.00997121620053%
June 1, 2000	0.00920703250280%
December 1, 2000	0.00850141505337%
June 1, 2001	0.00790426371436%
December 1, 2001	0.00730186024421%
June 1, 2002	0.00674536743114%
December 1, 2002	0.00623128631053%
June 1, 2003	0.00583249532596%
December 1, 2003	0.00539172204849%
June 1, 2004	0.00498425888467%
December 1, 2004	0.00460758852292%
June 1, 2005	0.00430482187527%
December 1, 2005	0.00398133815054%
June 1, 2006	0.00368216245136%
December 1, 2006	0.00340546816311%
June 1, 2007	0.00318907510197%

Maturity Date	Percentage of Funds Available for Distribution for Each \$10,000 in Face Amount of Class B Bonds
December 1, 2007	0.00295079815125%
June 1, 2008	0.00273032445177%
December 1, 2008	0.00252632380455%
June 1, 2009	0.00237128743130%

By way of illustration, if \$5,000,000 is available for distribution to members of the Class, a member of the Class whose claim is based on Series B Bonds with a face amount of \$35,000 and a maturity date of June 1, 2006 will be entitled to payment of (\$35,000 divided by \$10,000) times 0.00368216245136% times \$5,000,000, or \$644.38, and a member of the Class whose claim is based on Series B Bonds with a face amount of \$5,000 and a maturity date of December 1, 2002 will be entitled to payment of (\$5,000 divided by \$10,000) times 0.00623128631053% times \$5,000,000, or \$155.78.

IV. CLAIMANT IDENTIFICATION

1. If you purchased, owned, or acquired beneficial ownership of one or more B Bonds on or before December 1, 1987 and held the same B Bond or Bonds until July 26, 1994 or later, and do not opt out of the Class, you are a member of the Class. "Beneficial ownership" shall have the meaning ascribed to such term under Rule 13d-3 of the Securities Exchange Act of 1934, as amended, or any successor statute or statutes thereto.

2. Use Part I of the Claim Form entitled "Claimant Identification" to identify each owner of record ("nominee") if different from the beneficial owner of one or more B Bonds which form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER OR THE LEGAL REPRESENTATIVE OF SUCH BENEFICIAL OWNER OF THE B BONDS DURING THE PERIOD REFERRED TO ABOVE.

3. All joint beneficial owners must sign the Claim Form. Executors, administrators, guardians, conservators, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and as explained in Section I, paragraph 11 above, evidence of 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 the owner or beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

4. Your signature on either the Proof of Claim Form or the Opt-Out Form must be verified by submitting a copy of your driver's license, or, in the alternative, by obtaining verification by a Notary Public.

V. INSTRUCTIONS FOR PROOF OF CLAIM FORM

1. Use the schedules in the Proof of Claim Form on pages 8 through 13 to supply all required information about your ownership of B Bonds. 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. Blank Proof of Claim Forms with schedules are also available to be printed from the Proof of Claim Form on the Class Counsel's website, www.pinkertonfinn.com.

2. On the schedules, provide all of the requested information with respect to all of your purchases and acquisitions of one or more B Bonds that occurred on or prior to December 1, 1987, and information on the sale of all or a portion of such B Bonds that occurred on or prior to July 26, 1994. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction separately and in chronological order by trade date, beginning with the earliest. Accurately provide the month, day, and year of each transaction you list.

4. A copy of the B Bond(s), broker confirmations, account statements, portions of tax returns or other documentation of your purchase or sales of the B Bonds **should be attached** to your claim. Your identity must be confirmed by a photocopy of your driver's license **or** by the verification of a Notary Public. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

5. The above requests are designed to provide the minimum amount of information necessary to process most claims. The Settlement Administrator may request additional information as required to efficiently and reliably calculate your losses. If information is missing or illegible, the Settlement Administrator may condition acceptance of the claim upon the production of additional information.

STATEMENT OF PURCHASES AND SALES

I owned, purchased, or acquired my B Bonds as follows:

PURCHASES							Date of Maturity of Bond(s) (Use Letter Code from Table below)		Maturity Value/ Face Value/Quantity		Proof of Purchase Enclosed	
Date(s) of Purchase (List Chronologically) (Month/Day/Year)												
1.			/			/			\$		Y	N
2.			/			/			\$		Y	N
3.			/			/			\$		Y	N
4.			/			/			\$		Y	N
5.			/			/			\$		Y	N
6.			/			/			\$		Y	N
7.			/			/			\$		Y	N

I sold my B Bonds during the period December 1, 1987 through July 26, 1994, inclusive. (Fill this chart in only if you sold some or all of your B Bonds between December 1, 1987 and July 26, 1994.

SALES							Date of Maturity of Bond(s) (Use Letter Code from Table below)		Maturity Value/ Face Value/Quantity		Proof of Sale Enclosed	
Date(s) of Sale (List Chronologically) (Month/Day/Year)												
1.			/			/			\$		Y	N
2.			/			/			\$		Y	N
3.			/			/			\$		Y	N
4.			/			/			\$		Y	N
5.			/			/			\$		Y	N
6.			/			/			\$		Y	N
7.			/			/			\$		Y	N

TABLE FOR MATURITY DATE

Letter Code	Stated Maturity
A	December 1, 1999
B	June 1, 2000
C	December 1, 2000
D	June 1, 2001
E	December 1, 2001
F	June 1, 2002
G	December 1, 2002
H	June 1, 2003
I	December 1, 2003
J	June 1, 2004
K	December 1, 2004
L	June 1, 2005
M	December 1, 2005
N	June 1, 2006
O	December 1, 2006
P	June 1, 2007
Q	December 1, 2007
R	June 1, 2008
S	December 1, 2008
T	June 1, 2009

SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I submit this Proof of Claim under the terms of the proposed Settlement dated as of April 27, 2009 (“Settlement”) described in the Notice. I also submit to the jurisdiction of the District Court for Tulsa County, Oklahoma with respect to my claim and for purposes of enforcing the Settlement Agreement and the releases set forth therein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered by that Court. I agree to furnish additional information to support this claim if required to do so. I have not submitted any other claim covering the same purchases or acquisitions of B Bonds during the Class Period, and know of no other Person having done so on my behalf.

REPRESENTATIONS

You must read the following items and sign on Page ____.

1. By submitting the Proof of Claim, I state that I believe in good faith that I am, or the person I represent is, a Class Member as defined above and in the Notice of the Proposed Settlement of the Class Action (the “Notice”), or am acting for such person that I have read and understand the Notice; that I have not excluded myself from the Class; that I believe that I am entitled to receive a share of the Net Settlement Fund; and that I elect to participate in the Proposed Settlement described in the Notice.

2. I have set forth where requested above all relevant information with respect to each purchase or other acquisition of the subject B Bonds, and each sale, if any, of such subject B Bonds.

3. I have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, relevant portions of my tax returns, or other documents evidencing each purchase, acquisition, sale, or retention of the subject B Bonds in support of my claim. IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR. THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.

4. I understand that the information contained in this Proof of Claim is subject to such verification as the Court may direct, and I agree to cooperate in any such verification process.

5. I understand that under the Settlement Agreement, the Class Representatives on behalf of each of the Class Members (who do not include persons that elect to exclude themselves from the Class), their respective heirs, executors, administrators, successors and assigns will, with respect to each and every Released Claim, waive, release, forever discharge and dismiss and agree not to institute, maintain, or prosecute any or all Released Claims against the Trustee and the Series A Bondholders. I further understand that the Released Claims include claims that were brought or could have been brought in the Litigation and any other claims relating to the conduct of the Trustee and the Series A Bondholders affecting the Series B Bonds.

6. By signing and submitting this Proof of Claim, I (or we) certify as follows:

- I (we) have read and understand the contents of the Notice and the Proof of Claim;
- I (we) are not acting for the Trustee or the Series A Bondholders, Fourth Street Associates, Greater Southwestern Funding Corporation, or UBS Financial Services, Inc.
- I (we) owned the Bonds 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).

I declare, under penalty of perjury under the laws of the state in which I reside and the United States of America (or for a person who resides outside the U.S., the laws of the country in which the person resides), that the statements and answers given in this Proof of Claim are true and correct and that the documents submitted herewith are true and genuine.

Executed this _____ day of _____ in _____.
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor, or
Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor, or
Administrator)

Use Notary below if no copy of driver's license is submitted.

SUBSCRIBED AND SWORN TO before me this ____ day of _____, 2009.

Notary Public

My Commission Expires:

SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number (“TIN”) and Certification

PART I

NAME: _____

Check appropriate box:

- | | | |
|-----------------------------------------------------|--------------------------------------|---------------------------------------|
| <input type="checkbox"/> Individual Sole Proprietor | <input type="checkbox"/> Partnership | <input type="checkbox"/> Pension Plan |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Other | <input type="checkbox"/> Trust |
| <input type="checkbox"/> IRA | | |

Enter TIN on appropriate line.

For individuals, this is your Social Security Number (“SSN”).

For sole proprietors, you must show your individual name, but you may also enter your business or “doing business as” name. You may enter either your SSN or your Employer Identification Number (“EIN”).

For other entities, it is your EIN.

____-____-____ or _____
Social Security Number Employer Identification Number

PART II

For Payees Exempt from Backup Withholding

If you are exempt from backup withholding, enter your correct TIN in Part I and write “exempt” on the following line: _____.

PART III

Certification

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number(s) shown on this form is/are my/our correct TIN (Tax Identification Number); and

2. I (We) certify that I am (we are) NOT subject to backup withholding under the provision of Section 3406(a)(1)(C) of the Internal Revenue Code because: (1) I am (we are) exempt from backup withholding; or (b) 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 2 above.

SEE ENCLOSED FORM W-9 INSTRUCTIONS

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I 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 _____.
(Month and Year)

In _____, _____
(City) (State/Country)

(Sign your name here)

(Type or print your name here)

Capacity of person(s) signing: e.g., Beneficial Purchaser, Executor, or Administrator

OPT-OUT FORM (to be used to exclude yourself from this Settlement).

District Court of Tulsa County, State of Oklahoma

**SHAWMUT BANK, N.A., (BANK OF AMERICA), Plaintiff,
vs.
FOURTH STREET ASSOCIATES, et al.**

**Case No. CJ-94-3054
Judge Michael Gasset**

OPT-OUT FORM

IN ORDER TO EXCLUDE YOURSELF FROM THE CLASS THAT HAS BEEN CERTIFIED IN THIS PROCEEDING, YOU MUST MAIL THIS OPT-OUT FORM TO THE ADDRESS BELOW SO THAT IT IS POSTMARKED OR OTHERWISE DELIVERED NO LATER THAN _____. IF THIS OPT-OUT FORM IS TIMELY AND PROPERLY SUBMITTED, THEN YOU WILL BE EXCLUDED FROM THE CLASS AND YOU WILL NOT BE ENTITLED TO RECEIVE ANY PAYMENTS UNDER THE SETTLEMENT AGREEMENT, YOU WILL NOT BE ENTITLED TO OBJECT TO THE SETTLEMENT AGREEMENT, AND YOU WILL NOT BE BOUND BY ANY JUDGMENT ENTERED BY THE COURT. THIS OPT-OUT FORM MUST BE NOTARIZED OR ACCOMPANIED BY A COPY OF A PHOTOGRAPHIC IDENTIFICATION SUCH AS A DRIVER'S LICENSE OR PASSPORT AND DELIVERED BY U.S. MAIL OR BY OVERNIGHT COURIER SERVICE (NOT BY E-MAIL OR FAX) TO THE CLASS COUNSEL.

Before electing to opt-out and exclude yourself from the Class, you should read the enclosed Notice of Class Certification and Proposed \$8.5 Million Settlement of Class Action to understand the effect of either opting out of the Class or not opting out of the Class. You have the right to confer with Class Counsel or counsel of your own choosing, before executing this Opt-Out Form. If you have any questions regarding the effect of opting out of the Class or not opting out of the Class, or need any further information or assistance, please visit www.pinkertonfinn.com or call Class Counsel at 918-587-1800.

INSTRUCTIONS:

1. Questions 1-6 of the Sworn Affidavit below must be answered.
2. "Proof of Purchase" (as described in Paragraph 9 of the General Instructions) of your B Bond(s) must be returned with the Opt-Out Form.
3. The Opt-Out Form and Affidavit must be signed under penalty of perjury and either notarized or submitted with photographic proof of identity, such as a photocopy of a driver's license.
4. The completed Opt-Out Form Proof of Purchase (as described in Paragraph 9 of the General Instructions) must be sent to the following address so that it is postmarked or otherwise delivered no later than _____:
B Bond Settlement
Pinkerton & Finn, P.C.
Penthouse Suite
15 E. 5th Street
Tulsa, OK 74103
5. You must either submit a photocopy of your driver's license or have your signature on p. ____ notarized by a Notary Public.

SWORN AFFIDAVIT

STATE OF _____)
) ss.
 COUNTY OF _____)

1. My name is (*first, middle, last*):

2. My home address is:

Address

City, State, Zip Code

3. My telephone number (including area code) is: _____ (*day*)
 _____ (*evening*)

4. My Social Security number is: _____ - _____ - _____

Fed. Tax I.D. number is _____ - _____

5. My date of birth is: ____ / ____ / _____

6. I beneficially owned during the period December 1, 1987 through July 26, 1994 the following Series of B Bonds:

PURCHASES						Date of Maturity of Bond(s) (Use Letter Code from Table below)	Maturity Value/ Face Value/Quantity		Proof of Purchase Enclosed	
Date(s) of Purchase (List Chronologically) (Month/Day/Year)										
1.			/				\$		Y	N
2.			/				\$		Y	N
3.			/				\$		Y	N
4.			/				\$		Y	N
5.			/				\$		Y	N
6.			/				\$		Y	N
7.			/				\$		Y	N

I sold my B Bonds during the period December 1, 1987 through July 26, 1994, inclusive. (Fill this chart in only if you sold some or all of your B Bonds between December 1, 1987 and July 26, 1994.

SALES						Date of Maturity of Bond(s) (Use Letter Code from Table below)	Maturity Value/ Face Value/Quantity		Proof of Sale Enclosed	
Date(s) of Sale (List Chronologically) (Month/Day/Year)										
1.			/				\$		Y	N
2.			/				\$		Y	N
3.			/				\$		Y	N
4.			/				\$		Y	N
5.			/				\$		Y	N
6.			/				\$		Y	N
7.			/				\$		Y	N

TABLE FOR MATURITY DATE

Letter Code	Stated Maturity
A	December 1, 1999
B	June 1, 2000
C	December 1, 2000
D	June 1, 2001
E	December 1, 2001
F	June 1, 2002
G	December 1, 2002
H	June 1, 2003
I	December 1, 2003
J	June 1, 2004
K	December 1, 2004
L	June 1, 2005
M	December 1, 2005
N	June 1, 2006
O	December 1, 2006
P	June 1, 2007
Q	December 1, 2007
R	June 1, 2008
S	December 1, 2008
T	June 1, 2009

1. By submitting the Opt-Out Form, I state that I believe in good faith that I am, or the person I represent is, a Class Member as defined above and in the Notice of the Proposed Settlement of the Class Action (the "Notice"), or am acting for such person that I have read and understand the Notice; and I desire to exclude myself from the Class.

2. I have set forth where requested above all relevant information with respect to each purchase or other acquisition of the subject B Bonds, and each sale, if any, of such subject B Bonds.

3. I have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, relevant portions of my tax returns, or other documents evidencing each purchase, acquisition, sale, or retention of the subject B Bonds in support of my claim. IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR. THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.

4. I understand that the information contained in this Opt-Out Form is subject to such verification as the Court may direct, and I agree to cooperate in any such verification process.

5. By signing and submitting this Proof of Claim, I (or we) certify as follows:

- I (we) have read and understand the contents of the Notice and the Opt-Out Form.
- I (we) are not acting for the Trustee or the Series A Bondholders, Fourth Street Associates, Greater Southwestern Funding Corporation, or UBS Financial Services, Inc.
- I (we) owned the Bonds identified in the Opt-Out Form, or that in signing and submitting this Opt-Out Form, I (we) have the authority to act on behalf of the owner(s).

I WANT TO BE EXCLUDED FROM THE CLASS THAT HAS BEEN CERTIFIED IN THIS LITIGATION. I UNDERSTAND THAT IF I EXCLUDE MYSELF FROM THE CLASS, I WILL NOT BE ENTITLED TO SHARE IN ANY OF THE BENEFITS OTHERWISE AVAILABLE TO ME.

I hereby affirm and declare under penalty of perjury under the laws of the state in which I reside and the United States of America (or for person who resides outside the U.S., the laws of the country in which the person resides) that I have read and understand the contents of this Opt-Out Form and the Notice of Class Certification and Proposed \$8.5 million Settlement of Class Action, the statements made in this Opt-Out Form are true and correct, and I am over the age of eighteen (18) and am of sound mind.

I UNDERSTAND THAT BY SIGNING THIS OPT-OUT FORM I WILL NOT BE A MEMBER OF THE CLASS AND WILL NOT BE ENTITLED TO THE BENEFITS OF THE SETTLEMENT AGREEMENT.

Executed this _____ day of _____ in _____.
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor, or
Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor, or
Administrator)

Use Notary below if no copy of driver's license is submitted.

SUBSCRIBED AND SWORN TO before me this ____ day of _____, 2009.

Notary Public

My Commission Expires:

Reminder Checklist:

1. Please sign the Proof of Claim Form on page ____ and the declaration on page ____.
2. On the Opt-Out Form, sign the Sworn Affidavit on page ____.
3. If you are returning either a Claim Form or an Opt-Out Form, send a copy of the B Bond(s), broker confirmation, account statements, portions of tax returns or other documentation of your purchase or sales of the B Bonds, but do **not** send original B Bond Certificates. Your signature on either the Claim Form or the Opt-Out Form must be authenticated either with a copy of your driver's license or by a Notary Public.
4. Keep a copy of your Claim Form for your records.
5. If you desire an acknowledgment of receipt of your Claim Form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send us your new address.
7. **Remember that accurate claims processing takes a significant amount of time.**