

IN THE CIRCUIT COURT
THIRD JUDICIAL CIRCUIT
MADISON COUNTY, ILLINOIS

WILLIAM TENNISON, individually, et al.,)
and on behalf of all others similarly situated,)
)
Plaintiffs,)
)
v.)
)
MARION BASS SECURITIES)
CORPORATION, et al.)
)
Defendants.)

Case No. 01-L-000457

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

TO: ALL OF THOSE PERSONS OR ENTITIES WHO EVER PURCHASED, OWNED, OR OTHERWISE ACQUIRED ANY OF THE REVENUE BONDS ISSUED BETWEEN FEBRUARY 1, 1996 AND DECEMBER 11, 1998 BY STATE OR MUNICIPAL ECONOMIC DEVELOPMENT AGENCIES FOR THE CITIES OF: LAWRENCE, INDIANA; PRINCETON, WISCONSIN; MANITOWOC, WISCONSIN; GILLETT, WISCONSIN; WAUTOMA, WISCONSIN; RIVERVIEW, MICHIGAN; BANGOR, MICHIGAN; AND REDFORD, MICHIGAN, WITH THE MALACHI CORP., INC., AS OBLIGOR (THE “SETTLEMENT CLASS”)

ADDITIONAL COPIES OF THIS NOTICE MAY BE OBTAINED FROM THE FOLLOWING CLASS COUNSEL:

Tennison v. Marion Bass Securities Corp.

c/o Fred Thompson, III, Esq.
William S. Norton, Esq.
Motley Rice LLC
28 Bridgeside Blvd.
Mt. Pleasant, SC 29485
Telephone: 1-800-565-3126 Toll Free

c/o J. William Lucco, Esq.
Christopher J. Threlkeld, Esq.
Lucco, Brown, Threlkeld & Dawson, LLP
224 St. Louis Ave.
P.O. Box 539
Edwardsville, IL 62025
Telephone: 1-618-656-2321

The purpose of this notice (“Notice”) is to inform you of a proposed class action settlement (the “Settlement”) in this case (the “Litigation”) between Plaintiff William Tennison, individually and as the representative of the above-described “Settlement Class,” on the one hand, and Defendant Wells Fargo Bank, N.A. (“Wells Fargo”), on the other hand. The parties’ written Settlement Agreement and other pertinent documents are available for review at <http://www.kellermanmunicipalbondsettlement.com> (the “Settlement Website”).

The Settlement has been preliminarily approved by the Circuit Court of the Third Judicial Circuit in Madison County, Illinois (“the “Court”) in an order (the “Preliminary Approval Order”) entered October 25, 2016. The Court, Hon. Barbara Crowder, has scheduled a final hearing on February 21, 2017 at 1:30 p.m. (the “Final Hearing”) to consider the fairness, reasonableness, and adequacy of the Settlement and to determine whether it should be finally approved.

Your legal rights may be affected by this Notice and the proceedings in the Litigation, whether or not you take any action. You should read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THE PROPOSED SETTLEMENT	
REMAIN A CLASS MEMBER; SUBMIT A PROOF OF CLAIM FORM	If you ever owned any of the bonds at issue in the Litigation, you may be a Settlement Class member and potentially eligible to a portion of the funds recovered through the Settlement. To remain a Class Member, you are not required to do anything. <i>However, if you want to seek a share of the Settlement funds, you must fill out, sign, and return a Proof of Claim Form to the Settlement Administrator.</i> If you choose to remain a Class Member, and whether or not you submit a Proof of Claim Form, you may not pursue a lawsuit on your own with regard to the claims asserted in the Litigation. As a Class Member, you will be represented by Class Counsel (listed above), and will not be charged a fee for their services. Class Counsel will apply to the Court to be paid some portion of the total Settlement funds.
REQUEST EXCLUSION FROM THE LAWSUIT	If you wish to be excluded from the Settlement Class, you must follow the directions below. Do not request exclusion if you wish to be a Class Member in the Litigation or to share in the recovery of Settlement funds.
OBJECT TO THE SETTLEMENT	If you wish to share in the Settlement but object to its terms, you can mail a written objection to the Court and the parties and explain what you believe is objectionable about the Settlement. You may, but are not required to, appear at the Final Hearing.

These options are explained further below.

IMPORTANT DATES

Deadline to Request Exclusion (Opt Out):	January 31, 2017
Deadline to Object:	January 31, 2017
Date of Final Hearing:	February 21, 2017
Deadline to Submit Proof of Claim Form:	April 21, 2017

DESCRIPTION OF THE LITIGATION

1. What Is the Litigation About?

The Litigation was originally brought by, and on behalf of, the following class: “All of those persons who purchased (or otherwise acquired) tax-free revenue bonds (between February 1, 1996 and December 11, 1998) in the bond issues of: Lawrence, Indiana; Princeton, Wisconsin; Manitowoc, Wisconsin; Gillett, Wisconsin; Wautoma, Wisconsin; Riverview, Michigan; Bangor, Michigan; and Redford, Michigan.” The relevant bond issues (the “Bonds”) were as follows:

- On February 1, 1996, the City of Lawrence, Indiana, issued \$5,925,000 in Series 1996A Bonds and \$425,000 in Taxable Series 1996B Bonds, with a total principal value of \$6,350,000, in order to fund the purchase of four nursing homes in Lawrence, Indiana.
- On June 1, 1996, the Wisconsin Health & Education Facilities Authority (“WHEFA”) issued \$2,700,000 in Revenue Bonds, Series 1996A, and \$230,000 in Taxable Revenue Bonds, Series 1996B, with a total principal value of \$2,930,000, in order to fund the purchase of a nursing home in Princeton, Wisconsin.
- On October 1, 1996, WHEFA issued \$5,020,000 in Revenue Bonds, Series 1996A, and \$480,000 in Taxable Revenue Bonds, Series 1996B, with a total principal value of \$5,500,000, in order to fund the purchase of a nursing home in Manitowoc, Wisconsin.
- On February 1, 1997, WHEFA issued \$4,030,000 in Revenue Bonds, Series 1997A, and \$350,000 in Taxable Revenue Bonds, Series 1997B, with a total principal value of \$4,380,000, in order to fund the purchase of two nursing homes in Gillett, Wisconsin and Wautoma, Wisconsin.
- On May 15, 1998, the Economic Development Corporation (“EDC”) of the Charter Township of Bangor, Michigan, issued \$10,445,000 in Limited Obligation Revenue Bonds, Series 1998A, and \$625,000 in Limited Obligation Taxable Revenue Bonds, Series 1998B, in order to fund the purchase of a nursing home in Bangor, Michigan.
- Also on May 15, 1998, the EDC of City of Riverview, Michigan, issued \$3,650,000 in Limited Obligation Revenue Bonds, Series 1998A, and \$215,000 in Limited Obligation Taxable Revenue Bonds, Series 1998B, in order to fund the purchase of a nursing home in Riverview, Michigan.
- Also on May 15, 1998, the EDC of the Charter Township of Redford, Michigan, issued \$6,095,000 in Limited Obligation Revenue Bonds, Series 1998A, and \$360,000 in Limited Obligation Taxable Revenue Bonds, Series 1998B, in order to fund the purchase of a nursing home in Redford, Michigan.

All Bonds were underwritten and marketed by Marion Bass Securities Corporation. The proceeds were used by The Malachi Corporation, Inc., a 501(c)(3) Illinois corporation (“Malachi”), to purchase (and in one case build) the above-listed nursing homes.

Peoples Bank & Trust Company (later acquired by Fifth Third Bank) served as indenture trustee in connection with the Lawrence, Indiana Bonds. Norwest Bank Wisconsin, N.A. (later acquired by Wells Fargo) served as indenture trustee in connection with the other Bond issuances. Blue & Company, an accounting firm, audited certain of Malachi's financial statements, and Gilmore & Bell, a law firm, served as Bond counsel for the first four Bond issuances.

In December 1998, each of the seven Bond issuances failed to make required interest payments. The indenture trustees provided written notice to bondholders that a default had occurred. Subsequently, several entities who owned and managed the nursing homes filed for bankruptcy.

In March 1999, Wells Fargo, as indenture trustee for the Wisconsin and Michigan Bonds, initiated receivership proceedings in the U.S. District Court for the Eastern District of Michigan (the "Federal Court"), Cause No. 99-40146 (the "Receivership Action"). On September 12, 2011, the Federal Court entered a "Receivership Order" directing Wells Fargo how to distribute funds it subsequently held or received, as indenture trustee, for the benefit of the Bondholders.

On March 2, 2001, Plaintiffs filed their Class Action Complaint against numerous defendants, alleging that the Bonds defaulted due to defendants' claimed errors and mistakes. Plaintiffs subsequently filed a Second Amended Complaint on August 20, 2003, and a Third Amended Complaint on July 12, 2004. Plaintiffs asserted claims of negligence, Illinois Securities Act violations, common law fraud, fraudulent concealment, conspiracy to defraud, and (as to defendants other than Wells Fargo) piercing the corporate veil.

Between 2001 and 2006, the Court granted and denied various motions to dismiss, and allowed Plaintiffs to proceed with their claims against Fifth Third Bank, Blue & Company, Gilmore & Bell, and Wells Fargo. The parties conducted extensive discovery, including the production of numerous documents, and depositions of each of the named Plaintiffs and representatives of each Defendant. The parties also filed many motions, including motions for summary judgment by Defendants and a motion for class certification by Plaintiffs.

On November 29, 2010, the Court granted Defendants' motions for summary judgment against all claims asserted by Plaintiffs except for the claim of negligence. On the same date, the Court granted Plaintiffs' motion for class certification as to the negligence claim.

Following additional discovery and motions, Plaintiffs reached settlements with defendants Fifth Third Bank, Gilmore & Bell, and Blue & Company in 2013 and 2014. The Court gave final approval to those settlements on May 28, 2015, leaving Wells Fargo as the only remaining defendant. Pursuant to these settlements, Fifth Third Bank, Gilmore & Bell, and Blue & Company paid a combined sum of \$525,000 (the "Additional Defendants' Contribution") into a settlement fund to collect interest until Plaintiffs' ongoing claims against Wells Fargo were fully resolved and all recoveries could be distributed efficiently pursuant to the Court's approval.

On November 12, 2015, the Court scheduled trial of Plaintiffs' negligence claim against Wells Fargo to begin on May 16, 2016.

The parties thereafter filed additional motions, engaged in further discovery, and took additional depositions, including depositions of expert witnesses for both sides. Following extensive negotiations,

including a formal mediation supervised by a professional mediator, Plaintiffs and Wells Fargo reached a tentative settlement in April 2016, which the Court has now preliminarily approved as fair, reasonable, and adequate.

2. Who Is Included in the Settlement?

Pursuant to the Court's Preliminary Approval Order, the Settlement Class has been expanded to permit additional persons to share in the proceeds of the Settlement. The Settlement Class now includes the following: "All of those persons or entities who ever purchased, owned, or otherwise acquired any of the revenue bonds issued between February 1, 1996 and December 11, 1998 by state or municipal economic development agencies for the cities of: Lawrence, Indiana; Princeton, Wisconsin; Manitowa, Wisconsin; Gillett, Wisconsin; Wautoma, Wisconsin; Riverview, Michigan; Bangor, Michigan; and Redford, Michigan, with The Malachi Corp, Inc., as Obligor. Excluded from the class are (a) Wells Fargo and all of its employees, directors, officers, and legal representatives, (b) all Court employees, and (c) Class Counsel and all of their respective employees, directors, officers, and legal representatives."

3. What Does the Settlement Provide?

In exchange for a complete release of all claims against it, and the dismissal of the Litigation with prejudice, Wells Fargo has agreed to pay or distribute, subject to the Court's final approval, the following funds (the "WF Contribution"): (1) a \$6,500,000 cash payment by Wells Fargo; and (2) \$800,000 in funds previously collected by Wells Fargo, in its capacity as indenture trustee for the benefit of the bondholders, net of Wells Fargo's expenses and fees (the "Previously Collected Funds"). The two components of the WF Contribution, along with the \$525,000 Additional Defendants' Contribution, will together comprise the "Gross Settlement Fund" totaling \$7,825,000.

In its Preliminary Approval Order, the Court directed that \$30,000 of the WF Contribution (the "Initial Costs Advance") be used to pay for the initial costs of administering the settlement ("Settlement Costs"). In addition, at the upcoming Final Hearing, Class Counsel will ask the Court to approve (1) an award of attorneys' fees and expenses (the "Fee and Expense Award") to Class Counsel not to exceed 25% of the Gross Settlement Fund plus reimbursement of out-of-pocket litigation expenses up to \$785,000, which includes consulting fees of \$40,000 to a potential Settlement Class member for more than 15 years of services during the Litigation, (2) payments of \$5,000 each to the three named plaintiffs who presently or formerly served as class representatives (the "Incentive Awards"), and (3) payment of any additional Settlement Costs incurred since the entry of the Preliminary Approval Order. If the Court grants final approval, and once all Settlement Costs, the Fee and Expense Award, and the Incentive Awards have been paid from the Gross Settlement Fund, the remaining funds (the "Net Settlement Fund") will be available for distribution to eligible Class Members.

The Net Settlement Fund will be distributed as follows. First, in accordance with the Federal Court's Receivership Order, Wells Fargo will distribute the Previously Collected Funds to holders of Bonds of record as of the date the Settlement receives final approval. Second, the Additional Defendants' Contribution and the remaining unpaid portion of the WF Contribution (less the previously-paid Initial Costs Advance) will be distributed to eligible Class Members pursuant to a Distribution Plan proposed by Class Counsel, if approved by the Court.

4. What Are the Reasons for the Settlement?

Wells Fargo denies Plaintiffs' allegations in the Litigation. Due to the risks associated with proceeding to trial, there was a danger Plaintiffs would not prevail on any of their claims, in which case Class Members would receive nothing. In agreeing to the Settlement, Plaintiffs also considered the uncertainty of the following legal issues, among others, in the Litigation:

- The risk that the Court may grant some or all of the pending and anticipated Wells Fargo motions challenging the legal and factual merits of Plaintiffs' claims, the admissibility and sufficiency of Plaintiffs' evidence, and the propriety of class certification.
- The uncertainty inherent in Plaintiffs' and Wells Fargo's competing theories of duty, breach, negligence, causation, and damages, among other questions.
- The difficulties, risks, expenses, and further delays inherent in litigating a complex class action such as this through trial, post-judgment motions, and appeal.

The Court did not rule in favor of Plaintiffs or Wells Fargo in the Litigation. Instead, the parties agreed to the Settlement to avoid the risks and costs of a trial and lengthy appeals and to ensure Class Members receive some compensation. Plaintiffs and Class Counsel believe the Settlement is in the best interests of all Class Members. Wells Fargo continues to deny all allegations of wrongdoing and liability, but recognizes the expense and uncertainty inherent in any lawsuit, and wishes to avoid the risks and costs associated with future litigation.

5. Who Are the Lawyers Representing the Settlement Class?

The Court has provisionally appointed Motley Rice LLC, 28 Bridgeside Boulevard, Mt. Pleasant, South Carolina 29464 and Lucco, Brown, Threlkeld & Dawson, LLP, 224 St. Louis Avenue, P.O. Box 539, Edwardsville, Illinois 62025 as Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

REMAINING A CLASS MEMBER

6. How Do I Remain a Class Member?

This Notice has been sent to you because you may be a Class Member; mere receipt of the Notice, however, should not be construed as a final or conclusive determination that you are a Class Member. If you are a Class Member, and do not submit a written "Opt Out Request" as explained below, you will be bound by the Settlement and any future settlement or judgment in the Litigation, whether favorable or unfavorable. You will not be able to pursue a lawsuit on your own related in any way to the matters involved in the Litigation. You will be represented by Class Counsel and will not be charged a fee for Class Counsel's services. However, at the Final Hearing, Class Counsel will request the Court to approve the Fee and Expense Award, the precise extent and amount of which will be determined by the Court.

7. How Can I Seek to Participate in the Potential Monetary Distribution to Class Members?

If you want to participate in the potential monetary Distribution contemplated by the Settlement, you must fill out, sign, and return the Proof of Claim Form accompanying this Notice (and also available on the Settlement Website) to the Settlement Administrator. Your Proof of Claim Form must be postmarked no later than April 21, 2017, or it will not be valid and you will not be considered to share in

the Distribution to Class Members in the event the Settlement receives final approval. Telephone, facsimile, and email Proof of Claims are not acceptable, and Proof of Claims Forms that are not completely filled out or fail to demonstrate your eligibility to participate in the contemplated Distribution will be invalid. However, you will still be bound by the terms of the Settlement, including the release of all claims against Wells Fargo. Your signed and fully completed Proof of Claim Form must be addressed to: *Tennison v. Marion Bass Securities Corp.*, c/o RG/2 Claims Administration LLC, P.O. Box 59479, Philadelphia, PA 19102-9479.

If the Court grants final approval to the Settlement at or after the Final Hearing on February 21, 2017, the Settlement Administrator will complete the administrative process and determine how much each claimant that has submitted a complete and valid Proof of Claim is entitled to receive under the terms of the Distribution Plan. This may take several months.

REQUESTING EXCLUSION FROM THE CLASS

8. How Do I Request to Be Excluded from the Settlement Class and the Settlement?

If you want to be excluded from the Settlement Class, you must sign and submit a written request for exclusion (“Opt Out Request”). If you are signing on behalf of a Class Member (such as an estate, corporation, or partnership), provide your name and the basis of your authority to act on behalf of the Class Member. Your written Opt Out Request must be addressed to:

CLASS COUNSEL:

Fred Thompson, III, Esq.
William S. Norton, Esq.
Motley Rice LLC
28 Bridgeside Boulevard
Mt. Pleasant, SC 29485

Christopher J. Threlkeld
J. William Lucco
Lucco, Brown, Threlkeld & Dawson, LLP
224 St. Louis Ave.
P.O. Box 539
Edwardsville, IL 62025

WELLS FARGO’S COUNSEL

David Wells, Esq.
Catherine A. Schroeder, Esq.
Michael J. Morris, Esq.
Thompson Coburn LLP
One US Bank Plaza, Suite 2900
St. Louis, MO 63101

To be effective, your signed Opt Out Request must (1) include your full name, mailing address, email address, and telephone number, (2) state clearly that you wish to be excluded from the Settlement Class, and (3) identify the types and amounts of Bonds you purchased, the date(s) of such purchases, and the date(s), if any, that you sold any Bonds. Your signed and fully completed Opt Out Request must be postmarked no later than January 31, 2017, or it will not be valid or recognized and you will remain a member of the Settlement Class. Telephone, facsimile, and email Opt Out Requests are not acceptable, and Opt Out Requests that do not comply with the above requirements will be invalid. In that event, you will still be bound by the terms of the Settlement, including the release of all claims against Wells Fargo. **Do not submit an Opt Out Request if you wish to remain a Class Member in the Litigation.**

If you submit a valid Opt Out Request, you will not be bound by any judgment in the Litigation, but you also will not be entitled to share in the proceeds or other benefits of the Settlement. If you validly exclude yourself, you will be entitled to pursue any individual lawsuit, claim, or remedy which you may have, if any, at your own expense.

OBJECTING TO THE SETTLEMENT

9. How Do I Object to the Settlement?

If you are a Class Member and choose not to exclude yourself from the Settlement Class, you have the right to object in writing to the terms of the Settlement. You may also appear in the Litigation through counsel of your own choosing and at your own expense, if you so desire. To be considered, your signed objection must be postmarked no later than January 31, 2017, and must (1) include your full name, mailing address, email address, and telephone number, (2) state that you object to the proposed Settlement in Tennison v. Marion Bass Securities Corp., Cause No. 01-L-000457, (3) identify the specific Settlement terms you are challenging, (4) explain the basis for your objection, including any legal support and evidence (including witnesses) that you wish the Court to consider, and (5) identify the types and amounts of Bonds you purchased, the date(s) of such purchases, and the date(s), if any, you sold any Bonds. Telephone, facsimile, and email objections are not acceptable, and objections that do not satisfy the above requirements will not be considered. Your objection must be addressed to:

COURT:

Clerk of the Court
Third Judicial Circuit
155 N. Main St., Room 230
Edwardsville, IL 62026

CLASS COUNSEL:

Fred Thompson, III, Esq.
William S. Norton, Esq.
Motley Rice LLC
28 Bridgeside Boulevard
Mt. Pleasant, SC 29485

WELLS FARGO'S COUNSEL:

David Wells, Esq.
Michael J. Morris, Esq.
Catherine A. Schroeder, Esq.
Thompson Coburn, LLP
One US Bank Plaza
St. Louis, MO 63101

Christopher J. Threlkeld, Esq.
J. William Lucco, Esq.

Lucco, Brown, Threlkeld & Dawson, LLP

224 St. Louis Ave.
P.O. Box 539
Edwardsville, IL 62025

THE FINAL HEARING

10. When and Where Will the Court Decide to Approve the Settlement?

The Court will hold a Final Hearing on February 21, 2017, at 1:30 p.m., in the courtroom of the Honorable Barbara Crowder in the Circuit Court of the Third Judicial Circuit, Madison County, Illinois, 155 North Main Street, Edwardsville, Illinois 62025. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. The court will take into consideration any written objections complying with the requirements specified above. At or after the Final Hearing, the Court will decide whether to grant final approval to the Settlement.

The Court may change the date and time of the Final Hearing. Thus, if you want to appear at the hearing, you should contact Class Counsel to ensure that the date and/or time has not changed.

11. Do I have to come to the hearing?

No. Class Counsel will answer any questions the Court may have. You are welcome, however, to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as your written objection is received on time and includes the required information, the Court will consider it. You may also pay your own lawyer to attend, but this is not required.

12. May I Speak at the Final Hearing?

If you wish, you may ask the Court for permission to speak at the Final Hearing. To do so, you must state in writing that you or your lawyer intend to appear and speak at the Final Hearing. Be sure to include your name, address, telephone number, your signature, and the number of Bonds you purchased, owned, or otherwise acquired. Your Notice of Intent to Appear must be received no later than February 10, 2017 and must be sent to the Clerk of the Court, Class Counsel, and Wells Fargo's Counsel, at the addresses listed in Section 9 above. You will not be permitted to speak if you have failed to provide such written notice by the February 10, 2017 deadline, or if you have excluded yourself from the Settlement Class.

13. How Do I Obtain Further Information?

This Notice summarizes the proposed Settlement. More details are in the parties' Settlement Agreement dated October 17, 2016. You can view and print the Settlement Agreement and its attached exhibits, as well as this Notice, the Proof of Claim Form, the Distribution Plan, and other related documents on the Settlement Website, or obtain a copy of them and additional information about the Settlement by contacting the Settlement Administrator by phone at (866) 742-4955 or by e-mail to info@rg2claims.com. Information regarding the Litigation and this Notice may also be obtained from the Class Counsel identified on page 1 of this Notice.

SPECIAL NOTICE TO NOMINEES OF BONDHOLDERS

If you hold any Bonds described in the opening paragraph of this Notice as nominee for a beneficial owner, then you must, within five (5) days after receiving this Notice, either: (1) send a copy of this Notice and the enclosed Proof of Claim Form by first-class mail to all such beneficial owners; or (2) provide a list of the names and addresses of all such beneficial owners to the Settlement Administrator at RG/2 Claims Administration LLC, P.O. Box 59479, Philadelphia, PA 19102-9479. If you choose to mail this Notice and Proof of Claim Form yourself, you may obtain from the Settlement Administrator, at no cost to you, as many additional copies of these documents as you need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the Settlement Administrator do so, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding this Notice and the Proof of Claim Form to the beneficial owners, and which would not have been incurred but for the obligation to forward this Notice and the Proof of Claim Form, upon submission of appropriate documentation to the Settlement Administrator.

**DO NOT TELEPHONE OR CONTACT THE
COURT OR CLERK REGARDING THIS NOTICE
AS THEY CANNOT ANSWER YOUR QUESTIONS**

IN THE CIRCUIT COURT
THIRD JUDICIAL CIRCUIT
MADISON COUNTY, ILLINOIS

Dated: November 22, 2016

WILLIAM TENNISON, individually, et al.,)
and on behalf of all others similarly situated,)
)
Plaintiffs,)
v.)
)
MARION BASS SECURITIES)
CORPORATION, et al.,)
)
Defendants.)

Case No. 01-L-000457

PROOF OF CLAIM

Please complete this Proof of Claim Form if you (hereafter referred to as “Claimant”) ever purchased, owned, or otherwise acquired any of the revenue bonds (“Bonds”) issued between February 1, 1996 and December 11, 1998, by state or municipal economic development agencies for the cities of: Lawrence, Indiana; Princeton, Wisconsin; Manitowoc, Wisconsin; Gillett, Wisconsin; Wautoma, Wisconsin; Riverview, Michigan; Bangor, Michigan; and Redford, Michigan, with The Malachi Corp., Inc., as obligor. Excluded from this “Settlement Class” are (a) Wells Fargo Bank, N.A., and all of its present and former direct or indirect subsidiaries, divisions, affiliates, and associates (“Wells Fargo”); (b) all employees of the Circuit Court for the Third Judicial Circuit in Madison County, Illinois (“the Court”); and (c) the law firm of Motley Rice LLC and the law firm of Lucco, Brown, Threlkeld & Dawson, LLP, and all of their respective employees, directors, and legal representatives (“Class Counsel”).

Any Claimant that desires to participate in the monetary Distribution to Class Members contemplated by the proposed Settlement of this class action lawsuit must (1) provide **ALL** of the information requested in this Proof of Claim Form, (2) sign the Proof of Claim Form, and (3) mail the fully completed and signed Proof of Claim Form to the Settlement Administrator, postmarked no later than April 21, 2017. The information required by this Proof of Claim Form cannot be provided by telephone, facsimile, or email. Claimant’s tax identification number, consisting of Claimant’s Social Security number (for individuals) or employer identification number (for business entities, trusts, estates, etc.) may be used to verify the information provided by Claimant herein and is therefore mandatory. **Proof of Claim Forms which (a) bear a postmark date after the above-specified postmark deadline, (b) fail to provide ALL of the information required, or (c) are improperly submitted by telephone, facsimile, or email will be rejected and will not be considered for participation in the Distribution to Class Members if the Court grants final approval of the Settlement.**

Fully completed and signed Proof of Claim Forms must be mailed to:

TENNISON v. MARION BASS SECURITIES CORP.
C/O RG/2 SETTLEMENT ADMINISTRATION LLC
P.O. BOX 59479
PHILADELPHIA, PA 19102-9479

PART II: BOND OWNERSHIP INFORMATION

Provide the following information below: (1) the number of Bonds that Claimant ever purchased, owned, or otherwise acquired; (2) the aggregate face value of all such Bonds; (3) the date(s) the Bonds were acquired; and (4) the date(s) any Bonds were sold or otherwise transferred (if applicable). Submit any and all supporting documentation, such as brokerage statements reflecting the acquisition or sale of Bonds, copies of any Bonds currently owned, or correspondence or other documents from Claimant’s bank, broker, or other sources evidencing that Claimant ever owned or currently owns any Bonds.

A. Lawrence, Indiana Series 1996A and 1996B Bonds

(cusips: 520016AU0; 520016AW0; 520016AV8; 520016AW6; 520016AX4; 520016AY2; 520016AZ9; 520016BD7; 520016BC9; 520016BB1; 520016BA3)

<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Number of Bonds Acquired	Proof enclosed? <input type="checkbox"/> Y <input type="checkbox"/> N
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	Date Acquired	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Number of Bonds Sold	
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	Date Sold	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Aggregate Face Value of Bonds Currently Held	

B. Princeton, Wisconsin Series 1996A and 1996B Bonds

(cusips: 97710A2R4; 97710A2S2; 97710A2T0; 97710A2X1; 97710A2Z6; 97710A3A0; 97710A3C6; 97710A2Y9; 97710A3B8)

<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Number of Bonds Acquired	Proof enclosed? <input type="checkbox"/> Y <input type="checkbox"/> N
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	Date Acquired	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Number of Bonds Sold	
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	Date Sold	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Aggregate Face Value of Bonds Currently Held	

C. Manitowoc, Wisconsin, Series 1996A and 1996B Bonds

(cusips: 97710A7X6; 97710A7Y4; 97710A7Z1; 97710A8A5; 97710A8B3; 97710A8D9; 97710A8E7; 97710A8F4; 97710A8G2; 97710A8H0; 97710A8J6)

<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Number of Bonds Acquired	Proof enclosed? <input type="checkbox"/> Y <input type="checkbox"/> N
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	Date Acquired	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Number of Bonds Sold	
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	Date Sold	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Aggregate Face Value of Bonds Currently Held	

D. Gillette and Wautoma, Wisconsin, Series 1997A and 1997B Bonds

(cusips: 97710NDU7; 97710NDV5; 97710NDW3; 97710NDX1; 97710NDY9; 97710NDZ6; 97710NEA0; 97710NEB8; 97710NEC6; 97710NED4)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Number of Bonds Acquired	Proof enclosed? <input type="checkbox"/> Y <input type="checkbox"/> N
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	Date Acquired	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Number of Bonds Sold	
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	Date Sold	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Aggregate Face Value of Bonds Currently Held	

E. Riverview, Michigan Series 1998A and 1998B Bonds

(cusips: 769457AA0; 769457AC6; 769457AB8; 769457AD4; 769457AE2; 769457AF9; 769457AG7; 769457AH5)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Number of Bonds Acquired	Proof enclosed? <input type="checkbox"/> Y <input type="checkbox"/> N
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	Date Acquired	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Number of Bonds Sold	
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	Date Sold	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Aggregate Face Value of Bonds Currently Held	

F. Bangor, Michigan Series 1998A and 1998B Bonds

(cusips: 06158AL6; 060158AM4; 060158AN2; 060158AP7; 060158AQ5; 060158AR3; 060158AS1; 060158AT9)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Number of Bonds Acquired	Proof enclosed? <input type="checkbox"/> Y <input type="checkbox"/> N
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	Date Acquired	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Number of Bonds Sold	
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	Date Sold	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Aggregate Face Value of Bonds Currently Held	

G. Redford, Michigan Series 1998A and 1998B Bonds

(cusips: 757431AL5; 757431AM3; 757431AN1; 757431AP6; 757431AQ4; 757431AR2; 757431AS0; 757431A78)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Number of Bonds Acquired	Proof enclosed? <input type="checkbox"/> Y <input type="checkbox"/> N
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	Date Acquired	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Number of Bonds Sold	
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	Date Sold	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Aggregate Face Value of Bonds Currently Held	

PART III: CLAIMANT CERTIFICATIONS AND OTHER INFORMATION

Each Claimant (or authorized representative of Claimant) affirms and certifies that all of the information provided by or on behalf of Claimant in this Proof of Claim Form is true, accurate, and complete, and that each Claimant is authorized to submit this Proof of Claim as a present or former owner of the Bonds specified above. Further, each Claimant (or authorized representative of Claimant) acknowledges that this Proof of Claim Form is an integral part of the Class Action Settlement Agreement dated October 17, 2016, by and between William Tennison, individually and as representative of the Settlement Class, on the one hand, and Defendant Wells Fargo, on the other hand (“the Settlement Agreement”).

A complete copy of the Settlement Agreement is available for review and download at <http://www.kellermanmunicipalbondsettlement.com> or can be obtained at no cost from the Settlement Administrator. All of the terms, provisions, conditions, and capitalized defined terms of the Settlement Agreement are expressly incorporated by reference herein, including but not limited to the broad release of all Claims provided in Section XI of the Settlement Agreement. In addition, and unless compelled otherwise by operation of law, each Claimant agrees not to assist any person in prosecuting any claim, suit, or other proceeding against Wells Fargo relating in any way to any Released Claims.

By signing and submitting this Proof of Claim Form, each Claimant (or authorized representative of Claimant) affirms and certifies as follows:

1. Claimant (a) is a member of the Settlement Class (as defined in the opening paragraph of this Proof of Claim Form); (b) is not an “excluded party” (as defined in that same opening paragraph); and (c) has not submitted an “Opt Out Request” (as defined in Sec. 7.01 of the Settlement Agreement), requesting exclusion from the Settlement Class.
2. Claimant has read (a) the Settlement Agreement; (b) the Class Notice and/or Publication Notice (as defined in the Settlement Agreement); and (c) this Proof of Claim Form;
3. Claimant is or formerly was the owner of the Bonds identified in this Proof of Claim Form and has not assigned any Claim (as defined in the Settlement Agreement) against Wells Fargo to any other person or entity;
4. Claimant has not submitted any other claim or Proof of Claim Form relating in any way to any of the Bonds and knows of no other person having done so on his, her, or its behalf;
5. Claimant submits to the jurisdiction of the Court with respect to any issue or matter arising out of or in any way relating to the Bonds, the Released Claims, this Proof of Claim Form, any Rejection Notice or Rejection Challenge (as those terms are defined in the Settlement Agreement), and any other matter within the scope of the Settlement Agreement;
6. Claimant agrees to furnish such additional information and documentation with respect to this Proof of Claim as the Settlement Administrator may reasonably require or the Court may order;
7. Claimant understands, acknowledges, and agrees that Claimant will be bound by and subject to the terms of the Settlement Agreement and any judgment or orders relating thereto; and
8. Claimant certifies that Claimant is 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.

FURTHER NOTE: If the Court grants final approval to the proposed Settlement, the Settlement Administrator will, in conjunction with Class Counsel, review each complete and validly and timely submitted Proof of Claim Form to determine (a) whether it includes all of the information required by the form; (b) whether Claimant satisfies all eligibility criteria to participate in the Distribution to Class Members; (c) whether Claimant is entitled to share in the Distribution as a Current Bondholder or as a Former Bondholder (as those terms are defined in the Settlement Agreement); and (d) the total aggregate face value of Claimant's qualifying Bonds, if any, based on the preceding determinations and as set forth in the Distribution Plan. All such decisions made by the Settlement Administrator will be final, conclusive, and binding on all Claimants, subject only to the notice, challenge, and review procedures of Sec. 10.06 of the Settlement Agreement.

UNDER PENALTY OF PERJURY, CLAIMANT CERTIFIES THAT (1) ALL OF THE INFORMATION PROVIDED BY OR ON BEHALF OF CLAIMANT ON THIS PROOF OF CLAIM FORM IS TRUE, ACCURATE, AND COMPLETE, AND (2) THE DOCUMENTS SUBMITTED BY OR ON BEHALF OF CLAIMANT IN CONNECTION WITH THIS PROOF OF CLAIM FORM ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant

Date

Print Name of Claimant

Signature of Joint Claimant (if any)

Date

Print Name of Joint Claimant

Capacity of Person(s) Signing, e.g., owner of Bonds, executor, administrator, trustee, etc.

**THIS PROOF OF CLAIM MUST BE MAILED TO THE SETTLEMENT ADMINISTRATOR
POSTMARKED BY APRIL 21, 2017.**

Tennison v. Marion Bass Securities Corp.
c/o RG/2 Claims Administration LLC
P.O. Box 59479
Philadelphia, PA 19102-9479

IMPORTANT LEGAL INFORMATION