

in which such excluded person has a controlling interest. As used in this paragraph, “officer of HBOC or McKesson” means any person employed by HBOC or McKesson who held a position at or above the level of assistant vice president. As used in this paragraph, “any entity in which such excluded person has a controlling interest” or “affiliate” means that any such entity is excluded from the Settlement Class to the extent that the entity itself has a proprietary (i.e., for its own account) interest in any Settlement Class Securities.

8. “Officer of HBOC or McKesson” as reflected in the definition of Settlement Class, means any person employed by HBOC or McKesson who held a position at or above the level of assistant vice president.

9. IF YOU ARE NOT A MEMBER OF THE SETTLEMENT CLASS CERTIFIED IN CONNECTION WITH THIS BEAR STEARNS SETTLEMENT, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, FILED A REQUEST FOR EXCLUSION FROM THE SETTLEMENT CLASS IN CONNECTION WITH THIS BEAR STEARNS SETTLEMENT, IN ACCORDANCE WITH THE NOTICE DATED OCTOBER 5, 2007, DO NOT SUBMIT A PROOF OF CLAIM AND RELEASE. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A SETTLEMENT CLASS MEMBER. THUS, IF YOU FILED A REQUEST FOR EXCLUSION IN A TIMELY MANNER, ANY PROOF OF CLAIM AND RELEASE THAT YOU SUBMIT, OR WHICH MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.

10. To recover as a Settlement Class Member, you must complete and sign this Proof of Claim and Release and mail it to the Claims Administrator on or before January 11, 2008. If you fail to file a timely, properly addressed, and completed Proof of Claim and Release, your claim may be rejected and you may be precluded from receiving any distribution from the Settlement Fund.

11. Submission of this Proof of Claim and Release does not ensure that you will share in the proceeds of the Settlement Fund. Distributions from the Settlement Fund will be governed by the Plan of Allocation. The Plan of Allocation for the Bear Stearns Settlement is the same as that portion of the plan of allocation used for the McKesson Settlement and AALLP Settlement concerning shares of McKesson common stock held as of November 27, 1998 and held continuously thereafter through April 27, 1999. The Plan of Allocation, which is subject to approval by the Court, is contained in the Notice.

12. If you have questions concerning the Proof of Claim and Release, or need additional copies of the Proof of Claim and Release or Notice, you may contact the Claims Administrator at the above address or by toll-free phone at 1-866-217-3485, or you can e-mail your inquiries through or download the documents from the Claims Administrator’s Internet website at www.mckessonhboctesttlement.com.

13. If you are a member of the Settlement Class and you, or someone acting on your behalf, did not submit a timely Request for Exclusion, and if the Court approves the Settlement, you will be bound by the terms of any judgment that the Court enters, whether or not you submit a Proof of Claim and Release, including that part of the judgment that enjoins the filing or continued prosecution of Released Claims and that releases the Released Claims against the Released Parties.

14. **You are required to submit genuine and sufficient documentation for all your transactions in McKesson, HBOC, and McKesson HBOC common stock during the Settlement Class Period from January 20, 1997 through April 27, 1999, inclusive, and such documentation for sales transactions for the period April 28, 1999 through May 24, 1999, inclusive. In addition, you are required to submit genuine and sufficient documentation to show your holdings in the Settlement Class Securities as of the opening period for each of the Settlement Class Securities, as identified on the actual claim form, and as of January 20, 1997, April 27, 1999, and May 24, 1999. This documentation may be photocopies of stockbrokers’ confirmation slips; stockbrokers’ monthly statements (reflecting your opening and closing balances for the months specified on the actual claim form, and in which transactions during the Settlement Class Period occurred); 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 STOCK CERTIFICATES.**

15. All joint purchasers or holders of McKesson common stock must sign this Proof of Claim and Release.

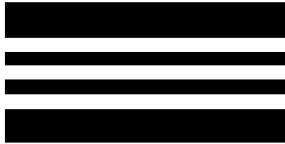
16. Agents, executors, administrators, guardians, and trustees must complete and sign the Proof of Claim and Release on behalf of persons represented by them and they must:

- (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 Settlement Class Securities; and
- (c) furnish herewith evidence of their authority to bind the person or entity on whose behalf they are acting to the Proof of Claim and Release. (Authority to complete and sign a Proof of Claim and Release cannot be established by stockbrokers only demonstrating that they have discretionary authority to trade stock in another’s accounts.)

17. ***By submitting a signed Proof of Claim and Release, you will be swearing that you:***

- (a) own(ed) the Settlement Class Securities you have listed in the Proof of Claim and Release; or
- (b) are expressly authorized to act on behalf of the owner thereof.

18. ***By submitting a signed Proof of Claim and Release, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America.*** 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.



PROOF OF CLAIM AND RELEASE

**This Proof of Claim and Release Must Be Postmarked by:
January 11, 2008**

Please print or type

IDENTITY OF CLAIMANT:	
Name:	
Address:	
City:	
State/Country and Zip Code:	

PLEASE COMPLETE THE FOLLOWING:	
Telephone Number (Day)	Telephone Number (Evening)
Name of Beneficial Owner (if different than Claimant)	
Taxpayer ID or Social Security Number OR Employer Identification Number	
The Social Security (or Employer Identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide any of the foregoing information could delay verification of your claim or result in rejection of your claim.	
Claimant is:	
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input type="checkbox"/> Joint Owners <input type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify) _____	
<input type="checkbox"/> IRA, Keogh or other type of Retirement Plan (specify type of plan:) _____	

YOU MUST ALSO RESPOND TO THE FOLLOWING QUESTION (attach separate sheets if more space is necessary):
1. Claimant <input type="checkbox"/> was / <input type="checkbox"/> was not (check one) an officer, director or employee of McKesson Corporation; McKesson HBOC, Inc.; HBO & Company; McKesson Information Technology Business Unit; Arthur Andersen LLP; or Bear Stearns & Co. Inc. at any time from January 20, 1997 through April 27, 1999. <i>Note: Claimant was an officer of HBOC or McKesson only if he or she held a position at or above the level of assistant vice president.</i>
If so, state position(s) held, and dates of employment or affiliation: _____

A. MCKESSON CORPORATION AND MCKESSON HBOC, INC. COMMON STOCK

Beginning & Ending Holdings

1. Number of McKesson shares held on close of business on **January 20, 1997**:
 Check here if proof of holdings enclosed:

2. Number of McKesson shares held as of the close of business on **November 27, 1998**:
 Check here if proof of holdings enclosed:

3. Number of McKesson HBOC shares held as of the close of business on **May 24, 1999**
 (including shares of McKesson HBOC received in exchange for HBOC shares in the Merger):
 Check here if proof of holdings enclosed:

Purchases

4. Shares of McKesson or McKesson HBOC purchased between **January 20, 1997** and **May 24, 1999**
 (including shares of McKesson HBOC received in exchange for HBOC shares in the Merger):

Date(s) of Purchase (List Chronologically) (Month/Day/Year)	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (Excluding Commissions and Taxes)	Check Here If Documentation Is Enclosed	Check Here If Purchase Used to Cover Short Sale
/ /		\$	\$	<input type="checkbox"/>	<input type="checkbox"/>
/ /		\$	\$	<input type="checkbox"/>	<input type="checkbox"/>
/ /		\$	\$	<input type="checkbox"/>	<input type="checkbox"/>
/ /		\$	\$	<input type="checkbox"/>	<input type="checkbox"/>
/ /		\$	\$	<input type="checkbox"/>	<input type="checkbox"/>

Sales

5. Shares of McKesson or McKesson HBOC sold between **January 20, 1997** and **May 24, 1999**
 (including shares of McKesson HBOC received in exchange for HBOC shares in the Merger):

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (Excluding Commissions and Taxes)	Check Here If Documentation Is Enclosed
/ /		\$	\$	<input type="checkbox"/>
/ /		\$	\$	<input type="checkbox"/>
/ /		\$	\$	<input type="checkbox"/>
/ /		\$	\$	<input type="checkbox"/>
/ /		\$	\$	<input type="checkbox"/>

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PHOTOCOPY THIS PAGE

If you received shares of McKesson HBOC in exchange for shares of HBOC in the Merger, you must provide the information requested in Section B below.

B. HBO & COMPANY COMMON STOCK

Beginning & Ending Holdings

1. Number of HBO & Co. shares held as of close of business on **January 20, 1997**:
 Check here if proof of holdings enclosed:
2. Number of McKesson HBOC shares held as of the close of business on **May 24, 1999**:
 Check here if proof of holdings enclosed:

Purchases

3. Shares of HBOC purchased between **January 21, 1997** and **January 12, 1999**:

Date(s) of Purchase (List Chronologically) (Month/Day/Year)	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (Excluding Commissions and Taxes)	Check Here If Documentation Is Enclosed	Check Here If Purchase Used to Cover Short Sale
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>

Sales

4. Shares of HBOC sold between **January 21, 1997** and **January 12, 1999**:

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (Excluding Commissions and Taxes)	Check Here If Documentation Is Enclosed
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PHOTOCOPY THIS PAGE

YOU MUST READ THE FOLLOWING RELEASE AND SIGN ON PAGE 8.

II. RELEASE OF CLAIMS

A. Definitions

For the purpose of the Proof of Claim and Release, defined terms have the following meanings. (Additional defined terms have the meanings given them in the Notice.)

1. “Effective Date” or “Final Approval” means the first business day following the date on which the Order granting District Court Approval is finally affirmed on appeal or is no longer subject to appeal or certiorari, and the time for any petition for reargument, appeal, or review, by certiorari or otherwise, has expired.

2. “Judgment” means the judgment to be entered in the Litigation pursuant to paragraph 5 of the Stipulation.

3. “Released Persons” means and includes the “Bear Stearns Released Persons,” the “Lead Plaintiff’s Released Persons” and the “McKesson Released Persons” as follows:

a. “Bear Stearns Released Persons” means Bear, Stearns & Co. Inc. and each of its parent entities, affiliates, subsidiaries, predecessors, successors, or assigns, and each of its past, present or future officers, directors and employees, and the past, present and future associates, stockholders, controlling persons, representatives, employees, attorneys, auditors and accountants, underwriters, insurers, financial or investment advisors or agents, assigns, heirs, executors, trustees, general or limited partners or partnerships, personal representatives, estates, or administrators of each.

b. “Lead Plaintiff’s Released Persons” shall mean and include the Lead Plaintiff, and all other Settlement Class Members, the current and former Comptrollers of the State of New York, the New York State and Local Retirement Systems and the past, present, or future officers and employees of any of the foregoing and their predecessors, successors and assigns, and the heirs, administrators, executors and personal representatives of each, their respective present and former parents, subsidiaries, divisions and affiliates, the present and former employees, officers and directors of each of them, the present and former attorneys, accountants, insurers, and agents of each of them, and the predecessors, heirs, successors and assigns of each and any person or entity in which the Lead Plaintiff or any other Settlement Class Member has or had a controlling interest or which is or was related to or affiliated with the Lead Plaintiff or any other Settlement Class Member.

c. “McKesson Released Persons” shall mean and include McKesson, HBOC, the Individual Defendants, McKesson’s and HBOC’s parent entities, affiliates, subsidiaries, predecessors, successors, or assigns, and each of McKesson’s and HBOC’s past, present or future officers, directors, including specifically but not limited to Alan Seelenfreund, Mary G.F. Bitterman, Tully M. Friedman, John M. Pietruski, David S. Pottruck, Carl E. Reichardt, Jane E. Shaw, Robert H. Waterman, Alfred C. Eckert, Alton F. Irby, Gerald E. Mayo, and James V. Napier, and the past, present and future associates, stockholders, controlling persons, representatives, employees, attorneys, auditors and accountants, underwriters, insurers, financial or investment advisors or agents, assigns, heirs, executors, trustees, general or limited partners or partnerships, personal representatives, estates or administrators of each.

4. “Released Claims” means and includes:

(1) With respect to the Bear Stearns Released Persons:

(a) the release by Lead Plaintiff and all Settlement Class Members of any and all claims and causes of action of every nature and description, whether known or Unknown Claims, including all claims that have been acquired or may be acquired in the future, whether under federal, state, common or foreign law based upon, arising out of, or relating in any way to investments during the Settlement Class Period (including, but not limited to, purchases, sales, exercises, and decisions to hold or vote) in Settlement Class Securities, including without limitation all claims arising out of or relating to any disclosures, public filings, registration statements, financial statements, fairness opinion, or other statements by McKesson, HBOC, AALLP, Bear Stearns, or any other Person, as well as any and all claims (whether known or Unknown Claims) asserted or that could have been asserted by Lead Plaintiff or any member of the Settlement Class in the Litigation against the Bear Stearns Released Persons;

(b) the release of all claims whether known or Unknown Claims, asserted or unasserted by or on behalf of McKesson against the Bear Stearns Released Persons relating in any way to any of the acts, events or occurrences alleged in the Litigation or relating to the subject matter of the New York State Action, including any claim for attorneys fees or costs.

(2) With respect to Lead Plaintiff's Released Persons, the release of any and all claims whether known or Unknown Claims, asserted or unasserted by or on behalf of Bear Stearns against Lead Plaintiff; the current and former Comptrollers of the State of New York; the New York State and Local Retirement Systems and the past, present, or future officers and employees of any of the foregoing and their predecessors, successors and assigns, and the heirs, administrators, executors and personal representatives of each, Lead Counsel, Settlement Class Members, and all of their past, present or future officers, directors, associates, stockholders, controlling persons, representatives, employees, attorneys, underwriters, financial or investment advisors or agents, heirs, executors, trustees, general or limited partners or partnerships, personal representatives, estates, or administrators that have been or could have been asserted, whether under state, federal, common or administrative law, relating to the subject matter of the Litigation, including the institution or prosecution of the Litigation or relating to the subject matter of the New York State Action.

(3) With respect to the McKesson Released Persons, the release of any and all claims whether known or Unknown Claims, asserted or unasserted by or on behalf of Bear Stearns against the McKesson Released Persons relating in any way to any of the acts, events or occurrences alleged in the Litigation or relating to the subject matter of the New York State Action, including any claim for attorneys fees or costs.

III. THE RELEASE

By signing and filing this Proof of Claim and Release, as of the Effective Date the Claimant fully, finally and forever releases, relinquishes, settles and discharges all the Bear Stearns Released Persons and McKesson Released Persons from the Released Claims.

IV. SIGNATURE AND CERTIFICATION

By signing and submitting this Proof of Claim and Release, the Claimant or the person who represents the Claimant certifies, as follows:

1. that the Claimant is a Settlement Class Member, as defined in the Notice;
2. that I (we) have read and understand the contents of the Notice and the Proof of Claim and Release;
3. that I (we) am (are) not acting for any of the defendants, nor am I (are we) such a defendant or otherwise excluded from the Settlement Class;
4. 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 Settlement Class Securities;
5. that I (we) own(ed) the Settlement Class Securities identified in the Proof of Claim and Release, or that, in signing and submitting this Proof of Claim and Release, I (we) have the authority to act on behalf of the owner(s) thereof;
6. that the Claimant may be entitled to receive a distribution from the Net Settlement Fund;
7. that the Claimant desires to participate in the Settlement described in the Notice and agrees to the terms and conditions thereof;
8. that I (we) submit to the jurisdiction of the United States District Court for the Northern District of California for purposes of investigation and discovery under the Federal Rules of Civil Procedure with respect to this Proof of Claim and Release;
9. that I (we) agree to furnish such additional information with respect to this Proof of Claim and Release as the parties or the Court may require; and
10. 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 and Release.
11. 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. The Internal Revenue Service does not require your consent to any provision 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 statements made and answers given in this Proof of Claim and Release are true and correct and that the documents submitted herewith are true and genuine.

Signature of Claimant _____ Date _____

Print the name of Claimant _____

Signature of Joint Claimant, if any _____ Date _____

Print the name of Joint Claimant _____

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

Signature of person completing form _____ Date _____

Print the name of the person completing the form _____

Capacity of person signing _____

V. REMINDER CHECKLIST

- Please sign the Proof of Claim and Release on page 8.
- If this claim is being made on behalf of joint claimants, then both must sign.
- Please remember to attach supporting documents. **These must include documentation of: (a) all opening balances, as set forth in specific sections of this proof of claim form; (b) all purchases and sales of McKesson, McKesson HBOC, and HBOC common stock during the Settlement Class Period from January 20, 1997 through April 27, 1999 and sales transactions for the period from April 28, 1999 through May 24, 1999; and (c) all holdings of McKesson HBOC common stock as of April 27, 1999 and May 24, 1999.**
- Retain a copy of your Proof of Claim and Release and all documentation submitted for your records.
- You will not receive confirmation that your Proof of Claim and Release have been received **unless** you send it via Certified Mail, Return Receipt Requested, or by some other means that provide you with proof of receipt.
- ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME, POSSIBLY UP TO ONE YEAR FROM THE DATE THAT PROOF OF CLAIM AND RELEASE FORMS ARE DUE TO BE FILED.

THANK YOU FOR YOUR PATIENCE