

**Offer to Purchase for Cash  
A Unit of Outstanding Eligible Securities  
From Eligible Holders  
at Par by  
Morgan Keegan & Company, Inc.**

**THE OFFER AND WITHDRAWAL RIGHTS EXPIRE AT  
11:59 P.M., EASTERN STANDARD TIME, ON JANUARY 25, 2010.**

Morgan Keegan & Company, Inc. (hereinafter “Morgan Keegan”), is offering to purchase auction rate securities that Morgan Keegan sold, excluding auction rate securities issued by Jefferson County, Alabama, the auctions for which are not clearing, and which are not subject to a signed Auction Rate Securities Disclosure Letter (“Disclosure Letter”), which we refer to as the Eligible Securities, upon the terms and subject to the conditions set forth in this offer. Morgan Keegan is making this offer even though it did not place bids directly with auction agents for these securities, other than as a conduit broker. To be eligible for this offer, the Eligible Securities must have been sold by Morgan Keegan to a Morgan Keegan account that is not an “Institutional” account (defined as an account held by entities with securities holdings of \$10 million or more) (hereinafter the Eligible Holders). For a complete list of the securities which, in the absence of a Disclosure Letter, are considered Eligible Securities, please visit: [www.morgankeegan.com/ARSrepurchase](http://www.morgankeegan.com/ARSrepurchase).

Our records indicate that you may be an Eligible Holder of Eligible Securities.

**We are offering to purchase from Eligible Holders a unit of Eligible Securities at its par value, plus accrued interest, if any, to the payment date.**

Each offer to purchase each individual series of Eligible Securities by Morgan Keegan is a separate offer. Each offer is independent and is not conditioned upon any other offer and each offer may be amended individually.

**Morgan Keegan makes no recommendation as to whether the Eligible Holders should tender their Eligible Securities pursuant to any offer. Holders must make their own decisions with regard to tendering their Eligible Securities. See “Risk Factors”.**

**You should read this entire document carefully before deciding whether to tender your securities.**

December 21, 2009  
ARS50 - 02

## **IMPORTANT**

To validly tender your Eligible Securities, you must comply with the procedures for acceptance described on page 13 below. Questions and requests for assistance may be directed to your Financial Advisor or to the Morgan Keegan Auction Rate Reorg Department at 1-877-901-3239.

In making your decision whether to accept this offer, you must rely on your own examination of the information contained in this offer, including your own determination of the merits and risks involved in participating in this offer.

You should read this offer for important information before you make a decision with respect to this offer.

This offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Eligible Securities in any jurisdiction in which the making of this offer or acceptance thereof would not be in compliance with the laws of such jurisdiction. We are not aware of any jurisdiction where the making of this offer is prohibited by any statute or any administrative or judicial action. If we become aware of any statute or any administrative or judicial action that prohibits the making of this offer or the acceptance of the Eligible Securities, we will make a good faith effort to comply with that statute or administrative or judicial action. If, after a good faith effort, we cannot comply with the statute or administrative or judicial action, we will not make this offer to, nor will we accept tenders from or on behalf of, the holders of Eligible Securities in that jurisdiction. In any jurisdiction where the securities, blue sky or other laws require this offer to be made by a licensed broker or dealer, this offer shall be deemed to be made on behalf of Morgan Keegan by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

No person, other than an authorized representative of Morgan Keegan, has been authorized to give any information or make any representation on behalf of Morgan Keegan not contained in this offer and, if given or made, such information or representation must not be relied upon as having been authorized.

This offer and the related documents have not been filed with, or reviewed by, any U.S. federal, state or foreign securities commission or regulatory authority, nor has any such commission or authority passed upon the accuracy or adequacy of this offer. Any representation to the contrary is unlawful and may be a criminal offense.

### **Notice for Certain Recipients outside the United States**

This communication and any accompanying information (the “Materials”) are intended solely for informational purposes and do not constitute (and should not be interpreted to constitute) the offering, selling, or conducting of business with respect to such securities, products or services in the jurisdiction of the addressee (“Jurisdiction”), or the conducting of any brokerage, investment advisory, banking or other similarly regulated activities (“Financial Activities”) in the Jurisdiction. Neither Morgan Keegan, nor the securities, products and services described herein, are registered (or intended to be registered) in this Jurisdiction. Furthermore, neither Morgan Keegan, nor the securities, products, services or activities described herein, are regulated or supervised by any governmental or similar authority in this Jurisdiction. The Materials are private, confidential and are sent by Morgan Keegan only for the exclusive use of the addressee. The Materials must not be publicly distributed and any use of the Materials by anyone other than the addressee is not authorized. The addressee is required to comply with all applicable laws in this Jurisdiction, including, without limitation, tax laws and exchange control regulations, if any.

## TABLE OF CONTENTS

	Page
Background to Offer	5
Questions & Answers	5
Risk Factors	10
Procedures for Acceptance	13
Special Disclosure for Advisory Accounts	14
U.S. Federal Income Tax Considerations	15
Contact Information	15



## **BACKGROUND TO OFFER**

Auction rate securities are debt or preferred equity securities whose interest or dividend rates are reset periodically, typically as a result of an auction. The frequency of the periodic auctions varies, with common reset periods being daily, 7 days, 14 days, 28 days or 35 days, although some reset less frequently. Because of the periodic auctions, these securities were designed to perform like, and be as liquid as, short-term investments, even though they usually have long-term maturities (or, in the case of preferred equity securities, no maturity).

Since mid-February 2008, however, many auctions have failed, with the result that holders have been unable to sell their holdings of those auction rate securities. Morgan Keegan is making this offer to purchase at par certain units of Eligible Securities held by Eligible Holders in order to restore some liquidity to our Eligible Holders.

## **QUESTIONS AND ANSWERS**

### **Who is offering to purchase my securities?**

Morgan Keegan is making this offer to purchase the Eligible Securities for cash. Each of the offers to purchase each individual series of the Eligible Securities shall be deemed a separate offer.

### **To whom is this offer being made?**

To be eligible for this offer, the Eligible Securities must have been sold by Morgan Keegan to a Morgan Keegan account that is not an "Institutional" account (defined as an account held by entities with securities holdings of \$10 million or more). We refer to this group as the Eligible Holders.

Morgan Keegan and Regions Financial Corp. current and former employees will not be considered Eligible Holders until all other Eligible Holders have had their holdings redeemed or have been given the opportunity to tender their Eligible Securities for buy back under the terms of this program.

Eligible Securities purchased in a Morgan Keegan account that have been transferred to other firms are not a part of this offer.

Accounts transferred from another firm containing auction rate securities not purchased from Morgan Keegan are not Eligible Holders.

### **What securities are you offering to purchase?**

We are offering to purchase a unit of auction rate securities, excluding auction rate securities issued by Jefferson County, Alabama, that we sold to Eligible Holders, prior to the auction failure, which are not subject to a Disclosure Letter, upon the terms and subject to the conditions set forth in this offer. We refer to these securities as the Eligible Securities. For more information on which specific securities, if not subject to a Disclosure Letter, are Eligible Securities, please visit [www.morgankeegan.com/ARSrepurchase](http://www.morgankeegan.com/ARSrepurchase), or you may contact the Morgan Keegan Reorg Department at 1-877-901-3239. Further the Acceptance Form accompanying this offer to Purchase identifies the specific Eligible Securities each Eligible Holder owns that Morgan Keegan is offering to purchase at this time. Your monthly account statements will allow you to determine whether you own any Eligible Securities and the amount of any Eligible Securities you own. You should obtain and review all such information before you make a decision with respect to this offer.

### **How much of my Eligible Securities is Morgan Keegan offering to purchase at this time?**

At this time, Morgan Keegan is offering to purchase \$50,000.00 of Eligible Securities from certain accounts holding Eligible Securities. \$50,000.00 constitutes a "unit".

**If I hold more than one unit of Eligible Securities, which unit will be repurchased?**

If an Eligible Holder holds more than one unit of Eligible Securities in an account, Morgan Keegan shall repurchase the Eligible Securities with the lowest Cusip number first, and then move to successively higher Cusip numbers, if necessary. The Acceptance Form accompanying this offer will designate the Eligible Securities Morgan Keegan is offering to purchase at this time.

**What is the Disclosure Letter and how might it impact my Eligible Securities?**

Many Eligible Holders chose to continue to purchase auction rate securities after the auctions began failing. These Eligible Holders were required to sign a Disclosure Letter prior to purchasing these securities. Any auction rate securities purchased after a Disclosure Letter was executed are not Eligible Securities. Auction rate securities purchased before a Disclosure Letter was executed, even if they are the same CUSIP number as those purchased after the Disclosure Letter, are Eligible Securities.

**Are there any conditions to this offer?**

No, there are no conditions to this offer. If the unit of Eligible Securities is validly tendered and not properly withdrawn by Eligible Holders, we will purchase the unit of Eligible Securities. In addition, each offer is independent and is not conditioned upon any other offer.

**What will I receive if I accept this offer?**

If you accept this offer with respect to Eligible Securities that you currently hold, you will receive cash in the amount of \$50,000.00, par plus accrued interest, if any.

**What is the fee to accept this offer?**

We will not charge you any brokerage fees or commissions if you accept this offer.

**When will this offer begin and expire?**

This offer will begin on December 21, 2009 and expire at 11:59 p.m., Eastern Standard Time, on January 25, 2010.

**Am I required to accept this offer?**

No, you are not required to accept this offer. However, your decision not to accept this offer may affect your ability to sell your Eligible Securities in the future (see discussion under “What will I receive if I fail to accept this offer?” and “Risk Factors” below). Neither the tender of your Eligible Securities nor our purchase of your Eligible Securities pursuant to this offer will constitute a waiver of any claims you may have against Morgan Keegan.

**How do I accept this offer and validly tender my Eligible Securities?**

If you are an Eligible Holder and wish to accept this offer you must:

- Complete the Acceptance Form that accompanies this document and ensure it is transmitted by fax to us, or postmarked if sent by mail, by 11:59 p.m., Eastern Standard Time, on January 25, 2010 at the following fax number or address:

**Morgan Keegan & Company, Inc.**  
**Attn: Auction Rate Securities Processing**  
**Reorg Department**  
**50 North Front Street**  
**Memphis, TN 38103**  
**Fax: 901-529-5371**

**If your acceptance of this offer is not received by fax, or postmarked if sent by mail, in good order by 11:59 p.m., Eastern Standard Time, on January 25, 2010, you will be deemed to have rejected this offer, unless you are a Discretionary Client. See “What happens if I hold my Eligible Securities in an advisory account over which Morgan Keegan exercises discretionary investment authority?” below.**

We reserve the absolute right to reject any or all acceptances of this offer that do not comply with the terms set forth herein, including for lack of satisfactory proof that the holder meets the definition of an Eligible Holder, or the acceptance of which, in our opinion, would be unlawful. We also reserve the right to waive any defects, irregularities or conditions applicable to particular acceptances of this offer for any or all of your Eligible Securities. Our interpretation of the terms and conditions of this offer will be final and binding.

**What if I bought my securities through Morgan Keegan, but am not currently a Morgan Keegan customer?**

If you hold Eligible Securities through a broker other than Morgan Keegan, you may be eligible for an offer at a later date. This current offer is only for securities held at Morgan Keegan.

**If I accept this offer and tender my Eligible Securities, when will Morgan Keegan accept the tender?**

Morgan Keegan will accept the tender of Eligible Securities beginning in February, and the repurchase will be concluded no later than February 19, 2010.

**What if the issuer redeems my Eligible Securities before Morgan Keegan accepts my tender?**

If the Eligible Securities is redeemed prior to our acceptance date, we will not accept your Eligible Securities. Instead, your Eligible Securities will be redeemed by its issuer, and you will be paid pursuant to the terms of those Securities.

**When and how will I be paid for my validly tendered Eligible Securities?**

In general, if you validly tender your Eligible Securities and do not properly withdraw them, you will receive payment no later than February 19, 2010.

**Can I change my mind after I have accepted this offer?**

You may withdraw the Eligible Securities you validly tender prior to the time we accept the tender of your Eligible Securities.

**How do I withdraw tendered Eligible Securities?**

If you are an Eligible Holder and would like to withdraw your tendered Eligible Securities you must:

- Send a written or facsimile transmission notice of withdrawal so that it is received by us prior to the time we accept the tender of your Eligible Securities, at our fax number or address set forth below:

**Morgan Keegan & Co. Incorporated  
Attn: Auction Rate Securities Processing  
Reorg Department  
50 North Front Street  
Memphis, TN 38103  
Fax: 901-529-5371**

Any such notice of withdrawal must (1) specify the name of the account holder(s) and applicable account number(s) that tendered the Eligible Securities to be withdrawn, (2) be signed by the holder of such Eligible Securities in the same manner as the original signature on the Acceptance Form by which such Eligible Securities was validly tendered. Any Eligible Securities properly withdrawn will be deemed to be not validly tendered for purposes of this offer. **We will not be under any duty to give notification of any defects or irregularities in any notice of withdrawal, or incur any liability for failure to give any such notification. We reserve the absolute right to reject any or all withdrawals that are not in proper form. We reserve the right to waive any defects, irregularities or conditions applicable to particular withdrawals of this offer for any or all of your Eligible Securities. Our interpretation of the terms and conditions of this offer will be final and binding.**

Withdrawal of an Eligible Securities can be accomplished only in accordance with the foregoing procedures.

**If I accept this offer, will I have any U.S. Federal income tax consequences?**

Please see the discussion under “U.S. Federal Income Tax Considerations” below.

**What will Morgan Keegan do with any securities that it purchases in this offer?**

If we purchase any securities pursuant to this offer, we intend to hold them on a principal basis, and may offer them for resale (or, to the extent we have a short position in respect of those securities, to use them to close out our short position). Resales of securities by us could have an adverse effect on the market value of any securities you elect to retain. We also reserve the right to dispose of the securities we purchase in any method we deem proper, including to hold or seek to restructure, redeem or otherwise dispose of the securities. Some or all of these dispositions could have an adverse effect on the market value of the securities you elect to retain. While we do not anticipate the ability to sell these instruments for more than par, it is possible that at some future point the prices or values received by us when we dispose of the securities may be more than that received by Eligible Holders for the same or similar securities in this offer. In addition, the interest rates we receive on the securities may be less than, equal to or more than those received by Eligible Holders for the same or similar securities tendered in this offer. We may also earn customary fees in the future in connection with arranging the restructuring, redemption or other disposition of the securities held by us or by our clients.

**What happens if I fail to accept this offer?**

If you fail to accept this offer before it expires, you will be deemed to have rejected this offer, unless you are a Discretionary Client. See “What happens if I hold my Eligible Securities in an advisory account over which Morgan Keegan exercises discretionary investment authority?” below.

We expressly reserve the absolute right, in our sole discretion, from time to time to purchase any Eligible Securities that remain outstanding following termination or expiration of this offer through open market or privately negotiated transactions, one or more additional tender or exchange offers or otherwise, on terms that may be equal to or less favorable than the terms we are offering pursuant to this offer.

**What will I receive if I fail to accept this offer?**

Except for Discretionary Clients, where we may tender your Eligible Securities on your behalf as described below under “What happens if I hold my Eligible Securities in an advisory account over which Morgan Keegan exercises discretionary investment authority?”, if you fail to accept this offer and you continue to hold your securities, you will continue to be entitled to payments, if any, on the securities in accordance with their terms. We will have no obligation to purchase your Eligible Securities after this offer expires. If you fail to accept this offer and you sell your securities, you will not receive any amount in connection with this offer.

**Where can I find out more about Morgan Keegan’s Material Auction Rate Securities Practices and Procedures?**

A description of our Material Auction Rate Securities Practices and Procedures is available without charge by contacting the Morgan Keegan Reorg Department at 1-877-901-3239 or by visiting: [www.morgankeegan/ARSrepurchase](http://www.morgankeegan/ARSrepurchase)

See also “Risk Factors” for a description of other factors you should consider as you evaluate this offer.

**What do I need to do to reject this offer?**

You do not need to do anything to reject this offer. If you do not tender your securities you will be deemed to have rejected this offer, unless you are a Discretionary Client. See “What happens if I hold my Eligible Securities in an advisory account over which Morgan Keegan exercises discretionary investment authority?” below.

**Is this offer the exclusive means by which Morgan Keegan will purchase any auction rate securities?**

No. In our sole discretion we may purchase auction rate securities from non-Eligible Holders in privately negotiated transactions. In addition, we may purchase, in our sole discretion, on a case-by-case basis, Eligible Securities from Eligible Holders on a different settlement cycle from that described above or auction rate securities from Eligible Holders, the auctions for which are clearing.

We also expressly reserve the absolute right, in our sole discretion, from time to time, to purchase any Eligible Securities that remain outstanding following termination or expiration of this offer through open market or privately negotiated transactions, one or more additional tender or exchange offers or otherwise.

**What happens if I hold my Eligible Securities in an advisory account over which Morgan Keegan exercises discretionary investment authority?**

Certain Eligible Holders may have advisory accounts over which Morgan Keegan exercises discretionary investment authority. We refer to such Eligible Holders as Discretionary Clients. If you are a Discretionary Client, you may accept this offer pursuant to the procedures described in this document.

If you are a Discretionary Client and you do not inform us orally or in writing that you have elected not to tender your Eligible Securities in this offer by 11:59 p.m., Eastern Standard Time, on January 25, 2010, Morgan Keegan may accept this offer and tender your Eligible Securities on your behalf without first obtaining your affirmative consent to the transaction. If we take such action, you will be paid for each Eligible Securities in accordance with the terms of this offer. Alternatively, we may decide not to exercise discretionary authority to determine whether to tender Eligible Securities on your behalf.

For more information regarding advisory accounts, see the discussion under “Special Disclosure for Advisory Accounts” below.

**I am a Discretionary Client. How do I inform Morgan Keegan that I have elected not to tender my Eligible Securities?**

If you are a Discretionary Client and would like to inform Morgan Keegan that you have elected not to tender your Eligible Securities you must:

- Send a written or facsimile transmission notice of election not to tender Eligible Securities so that it is received by us by 11:59 p.m., Eastern Standard Time, on January 25, 2010, at our fax number or address set forth below:

**Morgan Keegan & Company, Inc.**  
**Attn: Auction Rate Securities Processing**  
**Reorg Department**  
**50 North Front Street**  
**Memphis, TN 38103**  
**Fax: 901-529-5371**

Any such notice of election not to tender Eligible Securities must (1) specify the name of and account number and contact information for the Discretionary Client, (2) be signed by the Discretionary Client and (3) specify which Eligible Securities you do not wish tendered on your behalf.

**How will you contact me if there are any changes to or an extension of this offer?**

If there is a material change to or an extension of this offer we will promptly disseminate the information and post the information to our website at: [www.morgankeegan/ARSrepurchase](http://www.morgankeegan/ARSrepurchase)

In addition, any information on such change or extension will be available by contacting the Morgan Keegan Reorg Department at 1-877-901-3239.

## **RISK FACTORS**

**You may not withdraw your acceptance of this offer after we have accepted the tender of your Eligible Securities.**

If you validly tender your Eligible Securities and, after we have accepted the tender of the particular Eligible Securities, you decide that you would prefer to reject this offer, you will not be allowed to withdraw your acceptance for that particular Eligible Securities. Your acceptance will be irrevocable once we have accepted the tender of your Eligible Securities.

**The resale of any securities acquired by us pursuant to this offer could adversely affect trading in, and prices for, those securities.**

If we purchase any securities pursuant to this offer, we intend to hold them on a principal basis, and may offer them for resale (or, to the extent we have a short position in respect of those securities, to use them to close out our short position). Resales of securities by us could have an adverse effect on the market value of any securities you elect to retain. We also reserve the right to dispose of the securities we purchase in any method we deem proper, including to hold or seek to restructure, redeem or otherwise dispose of the securities. Some or all of these dispositions could have an adverse effect on the market value of the securities you elect to retain. While we do not anticipate the ability to sell these instruments for more than par, it is possible that at some future point the prices or values received by us when we dispose of the securities may be more than that received by Eligible Holders for the same or similar securities in this offer. In addition, the interest or dividend rates we receive on the securities may be less than, equal to or more than those received by Eligible Holders for the same or similar securities in this offer. We may also earn customary fees in the future in connection with arranging the restructuring, redemption or other disposition of the securities held by us or by our clients.

**You should carefully consider the risks involved in not accepting this offer.**

If you do not accept this offer, you should be prepared to hold your Eligible Securities for an indeterminate period of time. There can be no assurance of when or if a successful auction will take place, a secondary market will exist or develop, or the issuer will take action to refinance or otherwise redeem the Eligible Securities. If a secondary market does develop, the price received upon a sale of

your Eligible Securities may be less than par. In addition, the interest rate or dividend may be lower following the next reset date of your Eligible Securities.

Because certain auction rate securities are experiencing no or limited liquidity, the prices for any auction rate securities shown on your monthly account statement may not reflect the prices you would receive upon a sale at auction or in a secondary market transaction. The prices shown on your monthly account statement are derived from various sources, and may differ from prices provided to us by outside pricing services and/or from our own internal bookkeeping valuations. We can make no assurance with respect to the underlying credit of the issuer of your auction rate securities.

In addition, if you hold auction rate securities that are clearing (and therefore are not Eligible Securities), you should consider whether to sell such securities in the next auction given the risk that such auctions may fail in the future. **You should carefully consider all factors that may affect the desirability of accepting this offer.**

Whether accepting this offer with respect to the Eligible Securities you continue to hold is desirable may depend on a variety of factors, including the factors described in this offer and:

- whether the payment under this offer to which you would be entitled would be greater than the current market value and your expectation of the potential future market value of the Eligible Securities you own,
- distributions that you have already received and can expect to receive on the Eligible Securities,
- the potential tax impact of accepting this offer,
- the impact of accepting this offer on your overall investment portfolio and strategy or, for those of you who participate in discretionary or advisory investment programs, the impact on the investment strategy and actions of your investment manager or advisor,
- the potential that the auctions for your auction rate securities may begin to clear prior to the conclusion of this offer, which auction clearing may be temporary, and that the rate paid on your auction rate securities may be higher or lower than the rate paid today or on comparable securities,
- the specific terms and credit ratings of the Eligible Securities you own,
- transaction costs associated with reinvesting the payment you are entitled to receive in this offer, and
- the liquidity of other markets available for the Eligible Securities you own, if any.

Should you make an uneconomic election in respect of this offer, you will bear the negative economic impact of that decision.

You should also consider that if you refuse this offer and retain your Eligible Securities, we may choose to participate or not to participate in any future auctions of those securities. We are under no obligation to participate or not to participate in any auction and any decision to participate or not to participate will be made in our sole discretion. Participating in an auction does not constitute a waiver of our right not to participate in the auction in the future. If we choose not to participate as a buyer, or choose to participate as a seller, in an auction, that could increase the probability that the auction would fail to clear. Conversely, if we choose not to participate as a seller, or choose to participate as a buyer, in an auction,

that could increase the probability that the auction would clear. In addition, our participation or non-participation could impact the clearing rate set in the auction. The effect of our decision to participate or not to participate in an auction on whether an auction clears or on the rate set in an auction cannot be predicted with certainty, and may depend on factors other than our participation or non-participation. To obtain information regarding current interest and dividend rates of the Eligible Securities you own, you may contact your Morgan Keegan Financial Advisor.

However, this information may not reflect the interest rates or dividend rates you would receive in the future if you continue to own your Eligible Securities. In addition, the interest rates and dividend rates of the Eligible Securities you own may change during this offer period, and you will not be permitted to withdraw any Eligible Securities tendered pursuant to this offer after we have accepted the tender of those Eligible Securities.

In deciding whether to accept or reject this offer, you should carefully read this document. In addition, you may wish to review our Material Auction Rate Securities Practices and Procedures, which is available without charge by contacting the Morgan Keegan Reorg Department at 1-877-901-3239 or visit: [www.morgankeegan/ARSrepurchase](http://www.morgankeegan/ARSrepurchase)

We have not authorized anyone to provide you with different information. You should consult your own tax advisors with regard to the application of U.S. federal income tax laws to your particular situation, as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction. Even if you choose to tender your Eligible Securities, you should consider continuing to try and sell your securities in the auctions prior to our accepting your Eligible Securities.

You are advised that none of the issuers or guarantors of the Eligible Securities (other than Morgan Keegan) is involved in making this offer.

**THIS OFFER TO PURCHASE CONTAINS IMPORTANT INFORMATION, AND YOU SHOULD CAREFULLY READ IT IN ITS ENTIRETY BEFORE YOU MAKE A DECISION WITH RESPECT TO THE OFFER.**

## PROCEDURES FOR ACCEPTANCE

We will accept for payment and pay for a unit of Eligible Securities that are validly tendered and not properly withdrawn in accordance with the procedures set forth below. We reserve the absolute right to reject any or all acceptances of this offer that are not in proper form, including for lack of satisfactory proof that the holder meets the definition of an Eligible Holder, or the acceptance of which, in our opinion, would be unlawful. We also expressly reserve the absolute right, in our sole discretion, from time to time, to purchase any Eligible Securities that remain outstanding following termination or expiration of this offer through open market or privately negotiated transactions, one or more additional tender or exchange offers or otherwise, on terms that may be equal to or less favorable than the terms we are offering pursuant to this offer. Any purchase of auction rate securities pursuant to this offer may be made by Morgan Keegan or any of its affiliates.

### **Procedure for Tendering Eligible Securities**

You are not legally required to accept this offer. Your right to accept this offer will terminate at 11:59 p.m., Eastern Standard Time, on January 25, 2010. If you elect to reject this offer, you do not need to take any action, unless you are a Discretionary Client, see “Special Disclosure for Advisory Accounts” below.

We reserve the right to waive any defects, irregularities or conditions applicable to particular acceptances of this offer for any or all of your Eligible Securities. Our interpretation of the terms and conditions of this offer will be final and binding.

**If your Acceptance Form and supporting documentation indicating your acceptance of this offer is not completed in good order and transmitted by fax to us, or postmarked if mailed, by 11:59 p.m., Eastern Standard Time, on January 25, 2010, you will be deemed to have rejected this offer, unless you are a Discretionary Client, see “Special Disclosure for Advisory Accounts” below.**

If you are an Eligible Holder and would like to accept this offer you must:

- Complete the Acceptance Form that accompanies this document and ensure it is transmitted to us by fax, or postmarked if mailed, by 11:59 p.m., Eastern Standard Time, on January 25, 2010 at the following fax number or address:

**Morgan Keegan & Company, Inc.  
Attn: Auction Rate Securities Processing  
Reorg Department  
50 North Front Street  
Memphis, TN 38103  
Fax: 901-529-5371**

We have the present ability to pay all amounts due and will fund this offer from available cash.

## **SPECIAL DISCLOSURE FOR ADVISORY ACCOUNTS**

### **Principal Transaction Disclosure**

If you are an Eligible Holder with a discretionary or non-discretionary advisory account with us, if we purchase your Eligible Securities pursuant to this offer, we will do so in a transaction in which we will be acting as a principal. We will not charge a commission on the transaction. We do not expect to make a profit upon a later resale (if any) of the Eligible Securities purchased in this offer because the Eligible Securities are generally bought and sold at prices not greater than their par value (plus accrued interest), although we do expect to receive interest on the Eligible Securities (which may in the future be paid in an amount greater than today and greater than that paid on comparable securities) and we may earn customary fees in the future in connection with arranging the refinancing, resecuritization, restructuring, redemption or other disposition of the Eligible Securities and/or other auction rate securities held by us or by our clients. If you accept this offer, your acceptance will constitute your consent to our purchase of Eligible Securities from you pursuant to this offer in a transaction in which we will be acting as principal.

### **Discretionary Clients**

If you are a Discretionary Client, you may accept this offer pursuant to the procedures described in this document. If you are a Discretionary Client and you do not inform us orally or in writing that you have elected not to tender your Eligible Securities in this offer by 11:59 p.m., Eastern Standard Time, on January 25, 2010, Morgan Keegan may accept this offer and tender your Eligible Securities on your behalf without first obtaining your affirmative consent to the transaction.

If we take such action, you will be paid for each Eligible Security in accordance with the terms of this offer. Alternatively, we may decide not to exercise discretionary authority to determine whether to tender Eligible Securities on your behalf. If you are a Discretionary Client and would like to inform Morgan Keegan that you have elected not to tender your Eligible Securities you must:

- Send a written or facsimile transmission notice of election not to tender Eligible Securities so that it is transmitted by fax, or postmarked if mailed, by 11:59 p.m., Eastern Standard Time, on January 25, 2010, at our fax number or address set forth below:

**Morgan Keegan & Company, Inc.**  
**Attn: Auction Rate Securities Processing**  
**Reorg Department**  
**50 North Front Street**  
**Memphis, TN 38103**  
**Fax: 901-529-5371**

Any such notice of election not to tender Eligible Securities must (1) specify the name of and account and contact information for the Discretionary Client, (2) be signed by the Discretionary Client and (3) specify which Eligible Securities you do not wish tendered on your behalf.

## **U.S. FEDERAL INCOME TAX CONSIDERATIONS**

In considering whether to accept the offers contained herein, you should consult your own tax advisor with regard to the application of U.S. federal income tax laws to your particular situation as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

## **CONTACT INFORMATION**

If you have questions or require additional information about this offer, you may contact the Morgan Keegan Reorg Department at 1-877-901-3239. The Morgan Keegan Reorg Department will be available Monday through Friday, 8:00 a.m. to 4:30 p.m., Central Standard Time until this offer has expired.