

The BearLinxSM Alerian MLP Select ETN

The BearLinxSM Alerian MLP Select ETN, which is listed on the NYSE under the symbol "BSR," tracks the performance of the Alerian MLP Select Index, and provides investors with single security exposure across the energy infrastructure sector through the MLP asset class in a cost-effective and operationally efficient manner. The AMZS measures the composite performance of energy Master Limited Partnerships (MLPs) and is calculated and published by Standard and Poor's. The index is calculated using a float-adjusted, market capitalization weighted methodology. As of December 31st, 2007 there were 45 constituents in the Index.

ETN Information (As of 12/31/07):

Ticker:	"BSR"
Index:	Alerian MLP Select Index
CUSIP Number:	73902835
Exchange:	NYSE
Management Fee:	0.85%
Issue Date:	July 20, 2007
Index Security Price (12/31/07):	\$34.48
Indicated Yield	6.36%
Projected Dividend (2008 E)	\$2.34
Average Trading Volume (12/31/07):	37,000
52 Week Range:	\$31.95-38.90

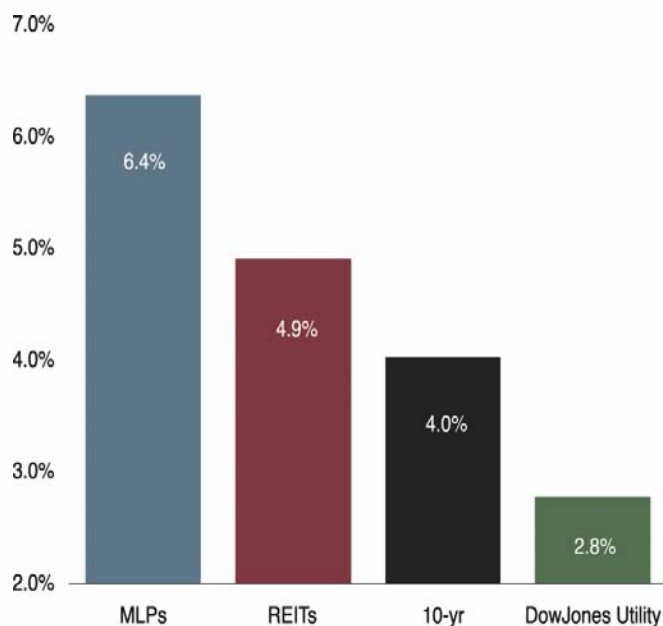
What is a Master Limited Partnership?

The midstream energy sector, which includes infrastructure companies that own and operate long-lived, high-value physical assets that engage in the transportation and storage of natural resources such as refined petroleum products and natural gas, today represents \$140 billion of public market capitalization.

MLPs have traded on the New York Stock Exchange since their creation in the Congressional Tax Act of 1986 subject to SEC registration and reporting requirements as is any publicly traded corporation, as well as Congressional legislation such as Sarbanes-Oxley.

This emerging asset class is experiencing rapid growth and returning 18.7% annually over the past eleven years driven by their toll-road business models significant barriers to entry, and attractive organic investment opportunities.

Dividend Yield Comparison



ETN vs. Direct MLP Investment

Investors do not receive K-1s from partnerships, but instead Form 1099 reflecting distributions as ordinary income.

No state tax filings.

Facilitates tax exempt retirement accounts to join stockholders as MLP investors.

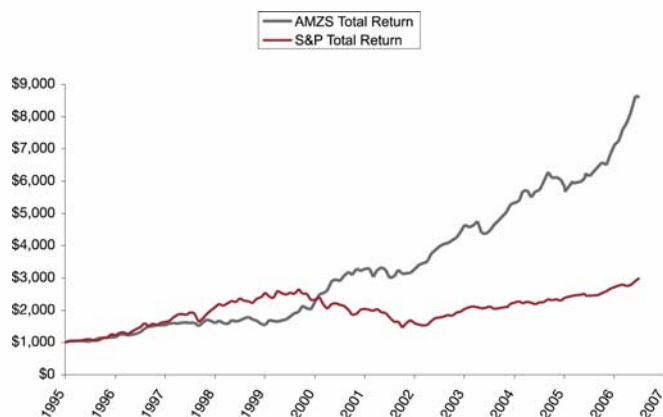
Provides diversified exposure across the energy infrastructure and the MLP space in a single security.

ETN vs. ETF

"BSR" trades like an equity on the NYSE and is identical to investing in an ETF. However, Exchange Traded Funds are prohibited from investing more than 25% of their assets in Master Limited Partnerships without paying entity level income taxes. Similar to an ETF, Bear Stearns owns the underlying securities that comprise the index. However, because it is not a registered investment company, an ETN, although providing the same level of liquidity and transparency to investors as a typical ETF, is a more efficient structure to hold MLPs. An ETN is not subject to the "double taxation" inherent in typical corporate structures investing in MLPs.



AMZS MLP Select Index Returns



About Alerian Capital Management LLC

Alerian is a registered investment advisor that manages portfolios exclusively focused on midstream energy Master Limited Partnerships. The company focuses on fundamental analysis in this emerging asset class, combining its bottoms-up private equity philosophy with risk management programs designed to preserve capital and mitigate portfolio volatility. With offices in New York, New York, and Dallas, Texas, the company invests in both the private and public equity markets, concentrating on maximizing absolute total returns on a risk-adjusted basis. For additional information about Alerian Capital Management visit the firm's website at <http://www.alerian.com>.

BSR Top Ten Constituents

Company Name	Weight
1. Enterprise Products Partners LP	12.21%
2. Kinder Morgan Energy Partners LP	10.94%
3. Plains All American Pipeline LP	6.11%
4. Energy Transfer Partners LP	5.36%
5. Energy Transfer Equity LP	4.78%
6. Kinder Morgan Management LLC	4.40%
7. Magellan Midstream Partners LP	3.89%
8. TEPPCO Partners LP	3.75%
9. Enbridge Energy Partners	3.75%
10. ONEOK Partners LP	3.72%

Index Information

ACM launched the Alerian MLP Index (NYSE: AMZ) to provide investors with an unbiased, comprehensive benchmark for the performance of the energy master limited partnership universe. The AMZ is calculated by Standard & Poor's and disseminated by the New York Stock Exchange in real time and has emerged as the definitive benchmark for the asset class. Over the 11-year period ending July 1, 2007, the AMZ has outperformed major U.S. and international equity and bond indexes with an 18.7% compound annual total rate of return. The Alerian MLP Select Index provides an enhanced liquid subset of the Alerian MLP Index that conforms with the New York Stock Exchange's criteria for underlying constituent inclusion in exchange traded index products.

Disclaimer

An investment in BearLinxsm Alerian Select ETNs involves risks, including possible loss of principal. For a description of the primary risks related to BearLinxsm Alerian Select ETNs see the "Risk Factors" section in the Pricing Supplement and in the Prospectus Supplement. The Bear Stearns Companies Inc. (the "Issuer") has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the Prospectus and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov or by following the hyperlinks provided below. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the Prospectus if you request it by calling toll-free 1-866-803-9204, or you may request a copy from any other dealer participating in the offering. You may also access the Prospectus, Prospectus Supplement and Pricing Supplement on the SEC website as follows:

Pricing Supplement: http://www.sec.gov/Archives/edgar/data/777001/000114420407037421/v081375_424b5.htm

Prospectus Supplement: <http://www.sec.gov/Archives/edgar/data/777001/000104746906011015/a2172743z424b5.htm>

Prospectus: <http://sec.gov/Archives/edgar/data/777001/000104746906011007/a2172711zs-3asr.htm>

Bear Stearns, a subsidiary of the Issuer, assists in the promotion of BearLinxsm Alerian Select ETNs. Alerian Capital Management LLC receives a fee from the Issuer in exchange for allowing the Issuer to use the Alerian MLP Select Index. BearLinxsm Alerian Select ETNs are unsecured obligations of the Issuer and are not secured debt. BearLinxsm Alerian Select ETNs are riskier than ordinary unsecured debt securities and have no principal protection. You should carefully consider, among other things, the matters set forth in "Risk Factors" in the Prospectus Supplement and the Pricing Supplement, as BearLinxsm Alerian Select ETNs involve risks not associated with conventional debt securities. Risks of investing in BearLinxsm Alerian Select ETNs include limited portfolio diversification, uncertain principal repayment, and some illiquidity. The tracking fee will reduce the amount of the monthly coupon payments you will receive during the term of BearLinxsm Alerian Select ETNs, and you may receive less than the principal amount of your investment at maturity even if the value of the Index has increased. An investment in BearLinxsm Alerian Select ETNs may not be suitable for all investors. An investment in BearLinxsm Alerian Select ETNs may carry risks similar to a concentrated securities investment in the energy oriented Master Limited Partnership sector. BearLinxsm Alerian Select ETNs may be traded on the New York Stock Exchange through any brokerage account. There are restrictions on the minimum number of BearLinxsm Alerian Select ETNs you may redeem directly with the Issuer, and the dates on which you may redeem them, as specified in the Pricing Supplement. Sales in the secondary market may result in significant losses. Subject to requirements described in the Pricing Supplement, BearLinxsm Alerian Select ETNs may be redeemed weekly with the Issuer in large, institutional blocks (75,000 BearLinxsm Alerian Select ETNs). A redemption charge will apply. The sale, redemption or maturity of BearLinxsm Alerian Select ETNs will generate tax consequences. For more complete description, please see the description of the US federal income tax treatment in the Pricing Supplement. None of the Issuer or its affiliates or Alerian Capital Management LLC or its affiliates provide tax advice and nothing contained herein should be construed to be tax advice. Please be advised that any discussion of U.S. tax matters contained herein (including any attachments or referenced documents) (i) is not intended or written to be used, and cannot be used, by you for the purpose of avoiding U.S. tax-related penalties; and (ii) was written to support the promotion or marketing of the transactions or other matters addressed herein. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in BearLinxsm Alerian Select ETNs.

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