

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

THE CITY OF PROVIDENCE, Individually and
on Behalf of All Others Similarly Situated,

Plaintiff,

vs.

AEROPOSTALE, INC., THOMAS P. JOHNSON
and MARC D. MILLER,

Defendants.

No. 11-CV-7132 (CM)(GWG)

CLASS ACTION

PROOF OF CLAIM AND RELEASE

GENERAL INSTRUCTIONS

1. To be eligible to receive a recovery from the Net Settlement Fund as a Class Member in the class action lawsuit captioned *The City of Providence v. Aeropostale, Inc.*, No. 11-cv-7132 (CM)(GWG), pending in the United States District Court for the Southern District of New York, you must fully complete Parts I and II below, fully review Part III below, sign this Proof of Claim and Release form (“Proof of Claim”) on Page 3 below, and submit the signed Proof of Claim form as set forth in Paragraph 4 below. If you fail to submit a timely, properly completed, and addressed Proof of Claim, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the Settlement of the Action.
2. If you are NOT a Class Member, as defined in the Stipulation and Agreement of Settlement, dated as of January 29, 2014 (“Stipulation”), and the Notice of Pendency of Class Action and Proposed Settlement and Motion for Attorneys’ Fees and Expenses (“Notice”), DO NOT submit this Proof of Claim. You are not entitled to a recovery.
3. Submission of this Proof of Claim form, however, does not ensure that you will share in the Net Settlement Fund, even if you are a Class Member.
4. **YOU MUST MAIL OR SUBMIT YOUR COMPLETED AND SIGNED PROOF OF CLAIM SO THAT IT IS POSTMARKED OR RECEIVED ON OR BEFORE JUNE 20, 2014, ADDRESSED AS FOLLOWS:**

AÉROPOSTALE SETTLEMENT
c/o A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8091

DO NOT MAIL OR DELIVER YOUR PROOF OF CLAIM TO THE COURT, THE PARTIES TO THIS ACTION, OR THEIR COUNSEL. SUBMIT YOUR PROOF OF CLAIM ONLY TO THE ADDRESS ABOVE.

5. If you are a Class Member and you have not timely and validly requested to be excluded from the Class, you will be bound by the terms of the Judgment or Alternative Judgment entered by the Court in this Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM. More information on excluding yourself from the Class can be found in the Notice.

The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 60 days. **Your claim is not deemed by the Claims Administrator to be submitted unless you receive an acknowledgement postcard.** If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator.

DEFINITIONS

6. All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Notice that accompanies this Proof of Claim and in the Stipulation. A copy of the Stipulation is available on the Claims Administrator's website at www.aeropostalesettlement.com, as more fully set forth in the Notice.

IDENTIFICATION OF CLAIMANT

7. You are a Class Member if you purchased or otherwise acquired shares of Aéropostale Common Stock from March 11, 2011 through August 18, 2011, inclusive ("Class Period"), and were damaged thereby. Excluded from the Class are (i) Defendants; (ii) members of the Immediate Family of the Individual Defendants; (iii) any person who was an Officer or Director of Aéropostale during the Class Period; (iv) any firm, trust, partnership, corporation, or other entity in which any Defendant has or had a controlling interest during the Class Period; (v) the liability insurance carriers of Defendants' Directors and Officers, and any affiliates or subsidiaries thereof; and (vi) the legal representatives, agents, affiliates, heirs, successors-in-interest, or assigns of any such excluded party. Also excluded from the Class is any Person that otherwise qualifies as a Class Member but properly excludes himself, herself, or itself by submitting a valid and timely request for exclusion from the Class in accordance with the requirements set forth in the Stipulation and the Notice.
8. If you purchased or otherwise acquired Aéropostale Common Stock during the Class Period and held the stock in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or otherwise acquired Aéropostale Common Stock during the Class Period through a third party, such as a nominee or brokerage firm, and the shares were registered in the name of that third party, you are the beneficial purchaser or acquirer of these shares, but the third party is the record purchaser or acquirer of these shares.
9. Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser or acquirer of Aéropostale Common Stock that seeks a recovery from the Net Settlement Fund, as well as the purchaser or acquirer of record if different. **THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER(S), OR AUTHORIZED ACQUIRER(S) OR LEGAL REPRESENTATIVE(S) OF SUCH BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OF THE AÉROPOSTALE COMMON STOCK ON WHICH THIS CLAIM IS BASED.**
10. All joint beneficial purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of one of the beneficial owner(s) may be used in verifying this claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

IDENTIFICATION OF TRANSACTION(S)

11. Use Part II of this form entitled “Schedule of Transactions in Aéropostale Common Stock” to supply all required details of your transaction(s) in Aéropostale Common Stock. If you need more space or additional schedules, attach separate sheets providing all of the required information in substantially the same form. Sign and print or type your name and include your Social Security or employer identification number and the full name of the account on each additional sheet.
12. On the schedules, provide all of the requested information with respect to: (i) *all* of your holdings of Aéropostale Common Stock as of the beginning of trading on March 11, 2011; (ii) *all* of your purchases, acquisitions, and sales of Aéropostale Common Stock which took place at any time beginning March 11, 2001 through, and including November 16, 2011; and (iii) proof of your holdings in Aéropostale Common Stock as of the close of trading on November 16, 2011, whether such purchases, acquisitions, sales, or transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.
13. List each purchase, acquisition, sale, and transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each such transaction you list.
14. You are required to submit genuine and sufficient documentation for *all* of your transaction(s) in Aéropostale Common Stock that form the basis for this claim. Copies of broker confirmations or other documentation of your purchases, acquisitions, sales or transactions in Aéropostale Common Stock must be attached to your signed Proof of Claim. **DO NOT SEND ORIGINALS; PLEASE KEEP COPIES OF ALL DOCUMENTS THAT YOU SEND TO THE CLAIMS ADMINISTRATOR.** Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Parties and the Claims Administrator do not independently have information about your transactions in Aéropostale Common Stock. The Claims Administrator may also request additional information as needed to efficiently and reliably calculate your losses.

For Official Use Only



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
The City of Providence v. Aeropostale, Inc. et al.
No. 11-CV-7132 (CM)(GWG)

**MUST BE POSTMARKED OR
RECEIVED BY
JUNE 20, 2014**

PROOF OF CLAIM AND RELEASE

PLEASE TYPE OR PRINT

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Joint Beneficial Owner's Name (First, Middle, Last)

Address Line 1

Address Line 2 (If Applicable)

City State Zip Code

Foreign Province Foreign Postal Code Foreign Country

Social Security Number Taxpayer Identification Number

OR

Check Appropriate box:

- Individual or Sole Proprietor
- Corporation
- IRA
- Partnership
- Pension Plan
- Trust
- Estate
- Other (please specify)

Telephone Number (Daytime)

Telephone Number (Evening)

Email Address

Facsimile Number

**WERE YOUR SHARES HELD IN "STREET NAME" (I.E., IN THE NAME OF A STOCK BROKER OR OTHER NOMINEE)?
IF SO, THAT BROKER OR NOMINEE IS THE RECORD OWNER. PLEASE FILL IN THE FOLLOWING LINE.**

Record Owner's Name (if different from beneficial owner listed above); e.g., brokerage firm, bank, nominee, etc.

PART II: SCHEDULE OF TRANSACTIONS IN AÉROPOSTALE COMMON STOCK

A. Number of shares of Aéropostale Common Stock held at the beginning of trading on March 11, 2011:	<input style="width:100%; height: 20px;" type="text"/> <input style="width:100%; height: 20px;" type="text"/>	Proof enclosed <input type="radio"/> Y <input type="radio"/> N
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B. Purchases or other acquisitions, including by way of exchange, conversion or otherwise (on or after March 11, 2011 through and including November 16, 2011) of Aéropostale Common Stock:

	Trade Date(s) (List Chronologically) MM DD YY	Number of Shares Purchased or Acquired	Purchase Price Per Share	Total Purchase Price*	Proof enclosed
1.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N
4.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N
5.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N

C. Sales or other deliveries, including by way of exchange or otherwise (on or after March 11, 2011 through and including November 16, 2011) of Aéropostale Common Stock:

	Trade Date(s) (List Chronologically) MM DD YY	Number of Shares Sold	Selling Price Per Share	Total Sales Price*	Proof enclosed
1.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N
4.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N
5.	<input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/> / <input style="width:20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>	<input type="radio"/> Y <input type="radio"/> N

D. Number of shares of Aéropostale Common Stock held at the close of trading on November 16, 2011:	<input style="width:100%; height: 20px;" type="text"/> <input style="width:100%; height: 20px;" type="text"/>	Proof enclosed <input type="radio"/> Y <input type="radio"/> N
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* Excluding taxes, fees and commissions.

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. SIGN AND PRINT YOUR NAME ON EACH ADDITIONAL PAGE.

**YOU ARE NOT FINISHED, PLEASE READ THE RELEASE AND SIGN THE PAGE BELOW.
FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**

PART III: ACKNOWLEDGEMENTS, RELEASE OF CLAIMS, SUBMISSION TO JURISDICTION, AND CERTIFICATION

By signing and submitting this Proof of Claim form, the claimant(s), or the person(s) acting on behalf of the claimant(s), certify (certifies) that:

1. I (We) submit this Proof of Claim under the terms of the Stipulation and Agreement of Settlement described in the Notice.
2. I (We) have read and understand the content of the Notice and this Proof of Claim, including the releases provided for in the Settlement and the terms of the Plan of Allocation.
3. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales or holdings of Aéropostale Common Stock during the Class Period and know of no other Person having done so on my (our) behalf.
4. I (We) hereby warrant and represent that I (we) am (are) not excluded by definition from the Class as set forth in the Notice and as defined therein.
5. I (We) hereby warrant and represent that I (we) have not submitted a request for exclusion from the Class.
6. I (We) hereby warrant and represent that I (we) have included accurate information about all of my (our) purchases, acquisitions, or sales in Aéropostale Common Stock that form the basis for this claim and the number of shares and/or notes held by me (us) at the beginning of trading on March 11, 2011, and at the close of trading on November 16, 2011.
7. The number(s) shown on this form is (are) the correct Social Security Number(s) and/or Taxpayer Identification Number(s).
8. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
9. I (We) submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein.
10. I (We) acknowledge that I (we) will be bound by and subject to the terms of any Judgment or Alternative Judgment that may be entered in the Action.
11. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Plaintiffs' Claims each and all of the Released Defendant Parties as those terms and terms related thereto are defined in the accompanying Notice as set forth in the Stipulation.
12. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Effective Date has occurred. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
13. I am/we are NOT subject to backup withholding (if you have been notified by the IRS that you are subject to backup withholding, strike out the word NOT in this sentence).

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS PROOF OF CLAIM FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HERewith ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE:

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

(Sign your name here)

(Type or print your name here)

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

THIS PROOF OF CLAIM FORM MUST BE POSTMARKED OR RECEIVED NO LATER THAN JUNE 20, 2014, AND MUST BE MAILED TO:

AÉROPOSTALE SETTLEMENT
c/o A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8091

Reminder Checklist:

1. Please sign the above release and certification. If this claim is being made on behalf of joint claimants, both must sign.
2. Remember to attach supporting documentation. Do not highlight the Proof of Claim form or supporting documentation.
3. Do not send original stock certificates or other original documentation; please send only copies. These items cannot be returned to you by the Claims Administrator.
4. Keep a copy of your Proof of Claim form for your records.
5. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 60 days. **Your claim is not deemed by the Claims Administrator to be submitted unless you receive an acknowledgement postcard.** If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator. Also, you can submit your claim using a service that provides you with proof of mailing, such as: registered or certified mail, return receipt requested; express mail that does not waive signature; or courier service.
6. If you move and/or change your name, please inform the Claims Administrator of your new address and/or name.
7. If you have any questions regarding your Proof of Claim, please contact the Claims Administrator at the address below.

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.