

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE: GEROVA FINANCIAL GROUP, LTD. SECURITIES LITIGATION
This document relates to:
In re STILLWATER CAPITAL PARTNERS INC. LITIGATION
MARGIE GOLDBERG, ET AL., Individually and On Behalf of All Others Similarly Situated,  Plaintiffs,  vs.  GEROVA FINANCIAL GROUP, LTD., ET AL.,  Defendants.

No.: 11-md-2275-SAS

No.11-CV-2737-SAS

No. 11-CV-7107-SAS

**VERIFICATION OF CLAIM AND RELEASE**

**DEADLINE FOR SUBMISSION: JUNE 16, 2014.**

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS **POSTMARKED NO LATER THAN JUNE 16, 2014** TO THE FOLLOWING ADDRESS:

In re Stillwater Capital Partners Inc. Litigation  
Evan Blum  
GlassRatner Advisory & Capital Group LLC  
One Grand Central Place  
60 East 42nd Street  
Suite 1062  
New York, NY 10165

YOUR FAILURE TO SUBMIT YOUR CLAIM BY JUNE 16, 2014 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION. IF YOU ARE A CLASS MEMBER AND DO NOT SUBMIT A PROPER PROOF OF CLAIM AND RELEASE, YOU WILL NOT SHARE IN THE SETTLEMENT BUT YOU NEVERTHELESS WILL BE BOUND BY THE ORDER AND FINAL JUDGMENT OF THE COURT. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE MANAGER.

The Settlement Classes are defined as follows:

a. The "Consolidated Class," which is defined as all persons or entities, other than the Named Defendants or the officers and directors of Gerova or any subsidiary of Gerova, and such excluded persons' family members (only spouse and minor children), affiliates and entities controlled by them, who invested in any of the Stillwater Funds and whose interests in any of the Stillwater Funds were transferred in the transactions between Stillwater and Gerova consummated on January 20, 2010, and who (1) submitted a request for full or partial redemption of their accounts in the Stillwater Funds prior to December 23, 2009 and have not been paid in full on those redemption requests and/or (2) received Gerova Series A Preferred Stock, which was converted or was to be converted into restricted, unregistered Gerova ordinary shares; and

b. the "Goldberg Class," which is defined as all persons or entities who were investors in the Stillwater Funds, other than the Named Defendants or the officers and directors of Gerova or of any subsidiary of Gerova, and such excluded persons family members (only spouse and minor children), affiliates and entities controlled by them, who were promised the common stock of Gerova in exchange for their interests in the Stillwater Funds pursuant to a share exchange agreement dated on or about December 23, 2009, and that was completed on January 20, 2010.

By submitting this Verification and Release, I state that I believe in good faith that I am a Class Member as defined above and in the Notice of Pendency and Proposed Settlement of Class Action (the "Notice"), or am acting for such person; that I am not a Defendant in the Action or anyone excluded from the Class; that I have read and understand the Notice; that I believe that I am entitled to receive a share of the Net Settlement Fund; that I elect to participate in the proposed Settlement described in the Notice; and that I have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member (e.g., as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

I understand that the information contained in this Verification and Release is subject to such verification and I agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Manager may request additional information as required to efficiently and reliably calculate your claim. In some cases the Manager may condition acceptance of the claim based upon the production of additional information.)

**VERIFICATION AND RELEASE**

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**Name(s) of Beneficial Owner(s):**

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**Joint Owner's Name (if any)**

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**Address of Beneficial Owner(s):**

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**Street No.**

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**City**

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**State**

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**Zip Code**

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**Telephone No. (Day)**

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**Telephone No. (Night)**

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**Taxpayer I.D. No. or Social Security No.**

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**E-mail Address**

All claims will be calculated based on the account balances in each Stillwater Fund as of December 31, 2009 and pursuant to the Plan of Allocation as set forth in the Notice at pages 9-10. Attached to this Verification and Release is a chart setting forth the account balances of your accounts as of December 31, 2009 based on the information available to the Manager. If you disagree with the account information provided, you may provide documentation supporting what you believe to be the correct amount for consideration by the Manager. Simply submitting information does not guarantee that the Manager will alter the account balance.

**Please check the appropriate line below and provide your stated account balance if provided additional documentation:**

\_\_\_\_\_ I verify that I have reviewed the account balances attached and agree that those balances are correct

Or

\_\_\_\_\_ I have provided documentation to support that my account balances was \$\_\_\_\_\_ as of December 31,2009.

Upon the occurrence of the Effective Date (as defined in the Notice) my signature hereto will constitute a full and complete release (as set forth in paragraphs 6-9 of the Stipulation and Agreement of Settlement and paragraph 5 of the Global Settlement Agreement), remise and discharge by me or, if I am submitting this Verification and Release on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by my, its, his, her or their heirs, executors, administrators, successors, and assigns of each of the "Released Parties" of all "Settled Claims," as defined in the Notice.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED ON THIS FORM IS TRUE, CORRECT AND COMPLETE.

I submit this Verification and Release under the terms of the Stipulation and Agreement of Settlement described in the Notice. I also submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my claim as a Class Member and for purposes of enforcing the Release and Covenant Not to Sue set forth herein. I further acknowledge that I am bound and subject to the terms of any judgment that may be entered in this litigation. I have not submitted any other claim covering my investment in the Stillwater Funds during the Class Period and know of no other person having done so on my behalf.

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 because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding. NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

Date: \_\_\_\_\_

**THIS VERIFICATION AND RELEASE MUST BE MAILED NO LATER THAN JUNE 16, 2014 TO:**

In re Stillwater Capital Partners Inc. Litigation  
Evan Blum  
GlassRatner Advisory & Capital Group LLC  
One Grand Central Place  
60 East 42nd Street, Suite 1062  
New York, NY 10165

A Verification and Release received by the Manager shall be deemed to have been submitted when posted, if mailed by June 16, 2014, and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Verification and Release shall be deemed to have been submitted when actually received by the Manager.

If you wish to be assured that your claim is actually received by the Manager, then you should send it by Certified Mail, Return Receipt Requested. No acknowledgment will be made as to the receipt of claim forms. You should be aware that it will take a significant amount of time to process fully all of the claims and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each claim. Please notify the Manager of any change of address.

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

**Reminder Checklist:**

1. Please sign the enclosed release and declaration.
2. Remember to attach supporting documentation, if necessary because you are not relying on the account information provided.
3. Do not send original or copies of stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgment of receipt of your Verification and Release form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send your new address to:

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