

Official
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IN THE CIRCUIT COURT OF THE ELEVENTH
JUDICIAL CIRCUIT IN AND FOR MIAMI-DADE
COUNTY, FLORIDA

Sean Dyer v. James E. Minarik, et al.

Case No. 13-25795 CA 40

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

Must Be Postmarked
No Later Than
May 20, 2015

DEIHOLD



PART I: CLAIMANT IDENTIFICATION

Last Name

[Grid for Last Name]

M.I.

[Grid for M.I.]

First Name

[Grid for First Name]

Last Name (Co-Beneficial Owner)

[Grid for Last Name (Co-Beneficial Owner)]

M.I.

[Grid for M.I.]

First Name (Co-Beneficial Owner)

[Grid for First Name (Co-Beneficial Owner)]

IRA Joint Tenancy Employee Individual Other _____ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

[Grid for Company Name]

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

[Grid for Trustee/Asset Manager/Nominee/Record Owner's Name]

Account#/Fund# (Not Necessary for Individual Filers)

[Grid for Account#/Fund#]

Social Security Number

[Grid for Social Security Number]

Taxpayer Identification Number

[Grid for Taxpayer Identification Number]

or

Telephone Number (Primary Daytime)

[Grid for Telephone Number (Primary Daytime)]

Telephone Number (Alternate)

[Grid for Telephone Number (Alternate)]

Email Address

[Grid for Email Address]

MAILING INFORMATION

Address

[Grid for Address]

Address

[Grid for Address]

City

[Grid for City]

State

[Grid for State]

Zip Code

[Grid for Zip Code]

Foreign Province

[Grid for Foreign Province]

Foreign Postal Code

[Grid for Foreign Postal Code]

Foreign Country Name/Abbreviation

[Grid for Foreign Country Name/Abbreviation]

FOR CLAIMS
PROCESSING
ONLY

OB

[Grid for OB]

CB

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ATP
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OP
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 SH

MM / DD / YYYY

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ONLY



PART II. RECORD OF OWNERSHIP OF DEI COMMON STOCK

A. Number of shares of DEI common stock held by you at the close of trading on May 11, 2011:

Proof Enclosed?
 Y N

B. Purchases of DEI common stock (May 12, 2011 – June 20, 2011, inclusive):

PURCHASES				Total Purchase Price (Excluding Commissions, Taxes and Fees) Please round off to the nearest whole dollar	Proof of Purchase Enclosed?																
Trade Date(s) of Shares (List Chronologically)		Number of Shares Purchased																			
M	M	D	D	Y	Y	Y	Y														
1.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
4.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
5.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

IMPORTANT: If any purchase listed covered a "short sale," please mark Yes: Yes

C. Sales of DEI common stock (May 12, 2011 – June 20, 2011, inclusive):

SALES				Total Sales Price (Excluding Commissions, Taxes and Fees) Please round off to the nearest whole dollar	Proof of Sales Enclosed?																
Trade Date(s) of Shares (List Chronologically)		Number of Shares Sold																			
M	M	D	D	Y	Y	Y	Y														
1.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
4.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
5.	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

D. Number of shares of DEI common stock held by you at the close of trading on June 20, 2011:

Proof Enclosed?
 Y N

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PLEASE PHOTOCOPY THIS PAGE,
 WRITE YOUR NAME ON THE COPY AND FILL THIS CIRCLE:

IF YOU DO NOT FILL IN THIS CIRCLE THESE ADDITIONAL PAGES MAY NOT BE REVIEWED.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE
 MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I submit this Proof of Claim and Release under the terms of the Stipulation of Settlement dated as of December 17, 2014 (“Stipulation”) described in the Notice. I also submit to the jurisdiction of the Eleventh Judicial Circuit in and for Miami-Dade County Florida, with respect to my claim as a Settlement Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered in the Action. I agree to furnish additional information to the Claims Administrator or Plaintiff’s Counsel to support this claim if required to do so. I have not submitted any other claim covering my ownership of DEI common stock during the Class Period and know of no other Person having done so on my behalf.

VI. RELEASE

1. I hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish and discharge, all of the Released Claims and Released Defendants’ Claims against the Released Persons.

2. “Released Claims” shall collectively mean any and all claims, demands, rights, causes of action or liabilities, of every nature and description whatsoever, whether based in law or equity, on federal, state, local, statutory or common law, or any other law, rule or regulation, including both known claims and Unknown Claims, that have been or could have been asserted in any forum by the Class Members, or any of them, or the successors or assigns of any of them, whether directly, indirectly, derivatively, representatively or in any other capacity against any of the Released Persons, for damages, injunctive relief, or any other remedy, which arise out of, concern or relate in any way, directly or indirectly, to: (i) the allegations contained in the Action, (ii) the Merger, including the negotiations leading to the Merger, the Merger Agreement, any other agreements related to the Merger, any disclosures relating to the Merger, and any compensation or other payments made to any of the Defendants in connection with the Merger, (iii) the proxy statement or other disclosures about the Merger, and (iv) any matter that could have been asserted in the Action regarding breach of fiduciary duty in connection with the Merger or failure to disclose material facts to stockholders in connection with the Merger, or aiding and abetting any of the foregoing.

3. “Released Defendants’ Claims” shall collectively mean all claims, demands, rights, causes of action or liabilities, of every nature and description, whether based in law or equity, on federal, state, local, statutory or common law, or any other law, rule or regulation, including both known claims and Unknown Claims, that have been or could have been asserted in any forum by, any of the Defendants, or the successors or assigns of any of them, whether directly, indirectly, representatively or in any other capacity against the Plaintiff, the Settlement Class, or Plaintiff’s Counsel which arise out of, or are related in any way, directly or indirectly, to the Action or its institution, prosecution, or settlement (except for claims to enforce the Stipulation).

4. “Released Persons” means Plaintiff, the Settlement Class, Plaintiff’s Counsel, Defendants (including all current directors, officers, members and managers of DEI and Charlesbank, whether named as defendants or not), and any of their respective past, present or future affiliates, parents, subsidiaries, including without limitation Viper Holdings Corporation and Viper Acquisition Corporation (and including the directors, officers, members and managers of such affiliates, parents and subsidiaries), general partners, limited partners, partnerships, and as to each of the foregoing, their respective officers, directors, managing directors, members, managers, employees, agents, attorneys, advisors, insurers, accountants, auditors, trustees, financial advisors, lenders, investment bankers, associates, representatives, heirs, executors, personal representatives, estates, administrators, successors, and assigns, Trivest Partners, L.P., Coliseum Capital Management LLC; Houlihan Lokey Financial Advisors, Inc., Houlihan Lokey Capital, Inc. and Oppenheimer & Co., Inc.

5. “Unknown Claims” means any Released Claims that Plaintiff or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons and any Released Defendants’ Claims that any Released Person does not know or suspect to exist in his, her or its favor which, if known by him, her, or it might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her, or its decision(s) not to object to this Settlement. Upon the Effective Date, the Settling Parties, and all other Persons and entities whose claims are being released, shall be deemed to have, and shall have, expressly waived and relinquished, to the fullest extent permitted by law, the provisions, rights and benefits of § 1542 of the California Civil Code, which provides as follows:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Plaintiff, Defendants and the Released Persons have, and each of the Class Members shall be deemed by operation of the Judgment to have expressly waived any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable and equivalent to California Civil Code § 1542. The Plaintiff, Defendants and the Released Persons may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims and/or the Released Defendants’ Claims, but Plaintiff and each Defendant shall expressly and each Class Member and Released Person, upon the Effective Date, shall be deemed to have, and – by operation of the Judgment – shall have fully, finally, and forever settled and released any and all Released Claims and Released Defendants’ Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiff and Defendants acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver of Unknown Claims was separately bargained for and a key element of the Settlement of which this release is a part.



6. This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.

7. 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.

8. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in DEI common stock that occurred during the time period covered by this Proof of Claim, and the number of shares of DEI common stock held by me (us) at the close of trading on May 11, 2011 and at the close of trading on June 20, 2011.

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 OUT THE LANGUAGE THAT YOU ARE NOT SUBJECT TO BACKUP WITHHOLDING IN THE CERTIFICATION ABOVE AND FILL THE CIRCLE.

I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT.

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

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

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

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

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

Reminder Checklist:

- 1. Please sign the above release and declaration.
- 2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
- 3. Remember to attach copies of supporting documentation, if available.
- 4. **Do not send** originals of certificates.
- 5. Keep a copy of your claim form and all supporting documentation for your records.

- 6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
- 7. If you move, please send your new address to:

DEI Holdings Shareholder Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

- 8. **Do not use red pen or highlighter** on the Proof of Claim and Release form or supporting documentation.

**THIS PROOF OF CLAIM AND RELEASE MUST BE POSTMARKED NO LATER THAN MAY 20, 2015
AND MUST BE MAILED TO:**

DEI Holdings Shareholder Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

