

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF TENNESSEE  
WESTERN DIVISION**

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 DAVID JOHNSON, PATRICK LYNCH, ROBERTO VERTHELYI and FREDERICK :  
 SHEARIN, on behalf of themselves and all others similarly situated, :  
 :  
 :  
 Plaintiffs, :  
 vs. : No. 2:13-cv-2777 (SHM/DKV)  
 :  
 W2007 GRACE ACQUISITION I, INC., TODD P. GIANNOBLE, GREGORY FAY, :  
 BRIAN NORDAHL, DANIEL E. SMITH, MARK RICKETTS, THE GOLDMAN :  
 SACHS GROUP, INC., GOLDMAN SACHS REALTY MANAGEMENT L.P., :  
 WHITEHALL PARALLEL GLOBAL REAL ESTATE LIMITED PARTNERSHIP :  
 2007, W2007 FINANCE SUB, LLC, W2007 GRACE I, LLC, and PFD HOLDINGS, :  
 LLC, :  
 :  
 Defendants. :  
 -----X

**PROOF OF CLAIM FORM**

**GENERAL INSTRUCTIONS**

This Proof of Claim Form applies only to Members of the Seller Class. To recover as a Member of the Seller Class based on your claim in the above-captioned litigation (the “Action”), you must complete, sign and timely return this Proof of Claim. If you fail to file a properly completed and addressed (as set forth below) Proof of Claim, or if your Proof of Claim is not timely sent, your claim may be rejected and you may be precluded from any recovery from the Net Seller Class Settlement Fund created in connection with the proposed Settlement of the Action.

Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Action.

**YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE SEPTEMBER 18, 2015, ADDRESSED AS FOLLOWS:**

*W2007 Grace Preferred Shareholder Litigation – PROOF OF CLAIM*  
 c/o Angeion Group LLC  
 1801 Market Street, Suite 660  
 Philadelphia, PA 19103

A Proof of Claim Form shall be deemed to be submitted when mailed, if received with a postmark indicated on the envelope and if mailed by first-class or overnight U.S. Mail and addressed in accordance with these instructions.

If you are NOT a member of the Seller Class as defined in the Notice of Proposed Settlement (“Notice”) and below, DO NOT submit a Proof of Claim.

If you are a Member of the Seller Class and have not validly requested to be excluded from the Seller Class, you are bound by the terms of any Final Judgment and orders entered in the Action, including the Release included in the Stipulation of Settlement, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.

It is important that you completely read and understand in the Notice that accompanies this Proof of Claim Form, and the Plan of Allocation included in the Notice and attached as part of the Stipulation. The Notice and Plan of Allocation describe the proposed Settlement that will resolve this Action, how the members of the Seller Class are affected by the Settlement, and the manner in which the Net Seller Class Settlement Fund will be distributed, if the Court approves the Settlement and Plan of Allocation, and the Effective Date occurs. The Notice and Stipulation also contain the definitions of many defined terms (which are indicated by the initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read the Notice, including the terms of the release described therein.

## CLAIMANT IDENTIFICATION

If you sold some or all of 8.75% Series B Cumulative Preferred Stock and/or 9.00% Series C Cumulative Preferred Stock of W2007 Grace Acquisition I, Inc. (collectively, the “Preferred Stock”) between October 25, 2007 and October 8, 2014, inclusive, and suffered a loss, you are a member of the Seller Class. The Seller Class excludes: (a) Defendants and their affiliates, and (b) any persons or entities that (i) sold shares to Defendant PFD Holdings, LLC in a private transaction or (ii) validly opted out of the Seller Class.

If you purchased Preferred Stock and held the securities in your name, you are the beneficial owner as well as the record owner. If, however, the Preferred Stock was registered in the name of a third party, such as a nominee or brokerage firm through which you purchased the Preferred Stock, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of this form entitled “Claimant Identification” to identify each beneficial owner and record owner (if different from the beneficial owner) of the shares of Preferred Stock on whose behalf the claim is submitted. This Proof of Claim must be filed by the actual beneficial owner(s) or the legal representative of such owner(s).

**All joint owners must sign this Proof of Claim.** Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and evidence of their authority must accompany this claim and their titles or capacities must be stated. The last four digits of the Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

## CLAIM FORM

Use Part II of this form entitled “Schedule of Transactions in Preferred Stock” to supply all required details of your transaction(s) in 8.75% Series B Cumulative Preferred Stock (“Series B”) and/or 9.00% Series C Cumulative Preferred Stock (“Series C”) of W2007 Grace Acquisition I, Inc. between October 25, 2007 and October 8, 2014, inclusive. **Failure to report all transactions during the requested periods may result in the rejection of your claim.**

**You are required to submit genuine and sufficient documentation for of your transaction(s) in and holdings of Preferred Stock set forth in Part II. Broker confirmations, brokerage statements reflecting your purchases or ownership or other documentation of your transactions in Preferred Stock should be attached to your Proof of Claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your Proof of Claim.**

The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate the amount of your claim. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Seller Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information that it may, in its discretion, require to process the claim.

**IF YOU HAVE QUESTIONS** regarding the Proof of Claim, or need additional copies, you may contact the Claims Administrator, Angeion Group LLC at the above address, by email at [W2007Grace@AngeionGroup.com](mailto:W2007Grace@AngeionGroup.com), or call (877) 386-1776 (toll-free).



**PART II: SCHEDULE OF TRANSACTIONS IN W2007 GRACE PREFERRED STOCK**

**A. Number of shares of Preferred Stock held as of October 25, 2007 as a result of the Equity Inns merger. If none, write “zero” or “0”. (Must be documented):**

i) \_\_\_\_\_ of Series B Preferred Stock

ii) \_\_\_\_\_ of Series C Preferred Stock

**B. Purchases/Acquisitions Between October 25, 2007 and October 8, 2014, inclusive.**

Separately list each and every purchase and/or acquisition of Preferred Stock during the Class Period, i.e., between October 25, 2007 and October 8, 2014, inclusive. (Must be documented).

**IF NONE, CHECK HERE \_\_\_\_\_**

*For Series B Preferred Shares:*

<b>Date(s) of Purchase(s)/Acquisition(s) (List Chronologically) (Month/Day/Year)</b>	<b>Number of Series B Preferred Shares Purchased/Acquired</b>	<b>Purchase/Acquisition Price Per Share</b>	<b>Total Purchase/Acquisition Price (Excluding taxes, fees, and commissions)</b>	<b>Proof of Purchase/Acquisition Enclosed? Y/N</b>

*For Series C Preferred Shares:*

<b>Date(s) of Purchase(s)/Acquisition(s) (List Chronologically) (Month/Day/Year)</b>	<b>Number of Series C Preferred Shares Purchased/Acquired</b>	<b>Purchase/Acquisition Price Per Share</b>	<b>Total Purchase/Acquisition Price (Excluding taxes, fees, and commissions)</b>	<b>Proof of Purchase/Acquisition Enclosed? Y/N</b>

**C. Sales Between October 25, 2007 and October 8, 2014, inclusive.**

Separately list each and every sale of Preferred Stock during the Class Period, i.e., between October 25, 2007 and October 8, 2014, inclusive. (Must be documented).

**IF NONE, CHECK HERE** \_\_\_\_\_

*For Series B Preferred Shares:*

<b>Date(s) of Sale(s) (List Chronologically) (Month/Day/Year)</b>	<b>Number of Series B Preferred Shares Sold</b>	<b>Sale Price Per Share</b>	<b>Total Sale Price (Excluding taxes, fees, and commissions)</b>	<b>Proof of Sale Enclosed? Y/N</b>

*For Series C Preferred Shares:*

<b>Date(s) of Sale(s) (List Chronologically) (Month/Day/Year)</b>	<b>Number of Series C Preferred Shares Sold</b>	<b>Sale Price Per Share</b>	<b>Total Sale Price (Excluding taxes, fees, and commissions)</b>	<b>Proof of Sale Enclosed? Y/N</b>

**D. Number of shares of Preferred Stock held as of October 8, 2014. If none, write “zero” or “0”. (Must be documented):**

iii) \_\_\_\_\_ of Series B Preferred Stock

iv) \_\_\_\_\_ of Series C Preferred Stock

**If you need additional space, attach extra schedules in the same format as above. Print the beneficial owner’s full name and taxpayer identification number on each additional page.**

**PART III: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) submit this Proof of Claim acknowledging that I (We) have read the Notice, the Plan of Allocation and the Proof of Claim form, including the releases provided for in the Settlement.

I (We) also submit to the jurisdiction of the United States District Court for the Western District of Tennessee, Western Division, with respect to my (our) claim as a member of the Seller Class (as defined in the Notice).

I (We) further acknowledge that I am (we are) bound by and subject to the terms of any Final Judgments that may be entered in the Action.

I (We) agree to furnish additional information to Class Counsel or the Claims Administrator to support this claim if required to do so.

I (We) have not submitted any other claim covering the same Preferred Shares and know of no other Person having done so on my (our) behalf.

I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully and finally release, to the fullest extent that the law permits their release in this Action, each and every one of the Settled Claims as against each and every one of the Release Parties, as those terms are defined in the accompanying Notice. 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 the releases or any other part or portion thereof, which is part of the Settlement.

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.**

I declare under penalty of perjury under the laws of the State of \_\_\_\_\_ that the foregoing information supplied by the undersigned is true and correct and that this Proof of Claim was executed this \_\_\_\_\_ day of \_\_\_\_\_ 2015 in \_\_\_\_\_ (City, State)

\_\_\_\_\_  
(Signature of Claimant)

\_\_\_\_\_  
(Joint Owner sign your name here)

\_\_\_\_\_  
(Type or print Claimant name here)

\_\_\_\_\_  
(Joint Owner type or print your name here)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**Identify capacity of person(s) signing on behalf of Claimant, if other than the individual, e.g., executor, president, custodian, etc.** \_\_\_\_\_

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

**Reminder Checklist:**

1. Please remember to sign the Proof of Claim form.
2. Remember to attach supporting documentation, and please write your name and tax identification number on each additional transaction schedule submitted.
3. Do not send original documentation to the Claims Administrator, including any stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move after submitting your Proof of Claim form, please provide your new mailing address to the Claims Administrator by email at [W2007Grace@AngeionGroup.com](mailto:W2007Grace@AngeionGroup.com).

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c/o Angeion Group  
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