

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

In re LEAPFROG ENTERPRISES, INC.)
SECURITIES LITIGATION) Master File No. 3:15-cv-00347-EMC
)
) CLASS ACTION
_____)
This Document Relates To:)
)
ALL ACTIONS.)
)
_____)

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. Capitalized terms not defined in this Proof of Claim and Release form (“Proof of Claim”) have the same meaning as set forth in the Notice of Proposed Settlement of Class Action (“Notice”) that accompanies this Proof of Claim and the Stipulation of Settlement dated February 22, 2018 (the “Stipulation”).

2. To be eligible to recover as a member of the Settlement Class based on your claims in the action entitled *In re LeapFrog Enterprises, Inc. Securities Litigation*, Master File No. 3:15-cv-00347-EMC (the “Action”), you must complete and, on page 6 hereof, sign this Proof of Claim. If you fail to submit a timely and properly addressed (as set forth in paragraph 4 below) 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 proposed Settlement.

3. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Action. To share in the proceeds, the Claims Administrator must determine, based on the information in your Proof of Claim, that you have a recognized loss as a result of your purchases or acquisitions of LeapFrog common stock during the Class Period.

4. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN AUGUST 8, 2018, ADDRESSED AS FOLLOWS:

LeapFrog Enterprises Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 404056
Louisville, KY 40233-4056

Online submissions: www.LeapFrogSecuritiesClassAction.com

If you are NOT a member of the Settlement Class (as defined in the Notice), DO NOT submit a Proof of Claim.

5. You must submit supporting documentation for the transaction reported on this Proof of Claim, such as broker confirmation slips, brokerage account statements, an authorized statement from your broker reporting information about your transaction, or other similar documents.

6. If you are a member of the Settlement Class and you do not timely request exclusion, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased or otherwise acquired LeapFrog Enterprises, Inc. (“LeapFrog”) common stock and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired LeapFrog common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

Use Part I of this form entitled “Claimant Identification” to identify each purchaser or acquirer of record (“nominee”), if different from the beneficial purchaser or acquirer of the LeapFrog common stock that form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE LEAPFROG COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

All joint 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 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.

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in LeapFrog Common Stock" to supply all required details of your transaction(s) in LeapFrog common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases or acquisitions and **all** of your sales of LeapFrog common stock which took place during the period from May 5, 2014 through and including September 11, 2015, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the LeapFrog common stock you held at the close of trading on May 4, 2014, June 11, 2015, and September 11, 2015. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of LeapFrog common stock. The date of a "short sale" is deemed to be the date of sale of LeapFrog common stock.

Broker confirmations or brokerage statements reflecting your purchases or other documentation of your transactions in LeapFrog stock during the Class Period (such as a Schedule D from your federal income tax return) should be attached to your Proof of Claim. If you purchased LeapFrog stock through a broker, you should be able to obtain duplicate copies of confirmation or brokerage statements from that broker. **Failure to provide this documentation could delay verification of your claim or result in rejection of your 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 Settlement Class with the information provided, the Claims Administrator may condition acceptance of the Proof of Claim upon the production of additional information that it may, in its discretion, require to process the claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. **All claimants MUST submit a manually signed paper Proof of Claim whether or not they also submit electronic copies.** If you wish to file your claim electronically, you must contact the Claims Administrator at edata@gilardi.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Must Be Postmarked (if Mailed)
or Received (if Submitted Online)
No Later Than August 8, 2018

LFR

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

In re LeapFrog Enterprises, Inc. Securities Litigation

Master File No. 3:15-cv-00347-EMC

PROOF OF CLAIM AND RELEASE

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

Official
Office
Use
Only

PART I: CLAIMANT IDENTIFICATION

Last Name	M.I.	First Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Last Name (Co-Beneficial Owner)	M.I.	First Name (Co-Beneficial Owner)
<input type="text"/>	<input type="text"/>	<input type="text"/>

IRA
 Joint Tenancy
 Employee
 Individual
 Other _____ (specify)

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

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

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

Last Four Digits of Social Security Number	or	Taxpayer Identification Number
<input type="text"/>		<input type="text"/>

Telephone Number (Primary Daytime)	Telephone Number (Alternate)
<input type="text"/>	<input type="text"/>

Email Address

MAILING INFORMATION

Address

Address

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Foreign Province	Foreign Postal Code	Foreign Country Name/Abbreviation
<input type="text"/>	<input type="text"/>	<input type="text"/>

FOR CLAIMS PROCESSING ONLY	OB <input type="text"/>	CB <input type="text"/>	<input type="radio"/> ATP <input type="radio"/> KE <input type="radio"/> ICI	<input type="radio"/> BE <input type="radio"/> DR <input type="radio"/> EM	<input type="radio"/> FL <input type="radio"/> ME <input type="radio"/> ND	<input type="radio"/> OP <input type="radio"/> RE <input type="radio"/> SH	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
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PART II. SCHEDULE OF TRANSACTIONS IN LEAPFROG COMMON STOCK

A. Number of shares of LeapFrog common stock held at the close of trading on May 4, 2014:

[] [] [] [] [] [] [] [] [] []

Proof Enclosed? Y N

B. Purchases or acquisitions of LeapFrog common stock (May 5, 2014 – September 11, 2015, inclusive):

Table with 4 columns: Trade Date(s) of Shares, Number of Shares Purchased or Acquired, Total Purchase or Acquisition Price, and Proof of Purchase Enclosed?. Rows 1-5.

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

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:

M M D D Y Y Y Y Merger Shares: Company:

C. Sales of LeapFrog common stock (May 5, 2014 – September 11, 2015, inclusive):

Table with 4 columns: Trade Date(s) of Shares, Number of Shares Sold, Total Sales Price, and Proof of Sales Enclosed?. Rows 1-5.

D. Number of shares of LeapFrog common stock held at the close of trading on June 11, 2015:

[] [] [] [] [] [] [] [] [] []

Proof Enclosed? Y N

E. Number of shares of LeapFrog common stock held at the close of trading on September 11, 2015:

[] [] [] [] [] [] [] [] [] []

Proof Enclosed? Y N

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

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.



IV. 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) also submit to the jurisdiction of the United States District Court for the Northern District of California with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other LeapFrog securities) if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales of LeapFrog common stock during the Class Period and know of no other person having done so on my (our) behalf.

V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the Released Defendant Parties.

2. "Released Claims" means any and all claims, rights, liabilities, and causes of action of every nature and description, including both known claims and Unknown Claims, whether contingent or absolute, mature or unmature, discoverable or undiscoverable, liquidated or unliquidated, accrued or unaccrued, including those that are concealed or hidden, regardless of legal or equitable theory, that Lead Plaintiff or any other member(s) of the Settlement Class asserted or could have asserted in any forum that: (i) arise out of, are based upon, or are related in any way directly or indirectly, in whole or in part, to the allegations, transactions, facts, events, matters, occurrences, disclosures, statements, representations, or omissions referred to in the Action and that relate to the purchase, sale, acquisition, or ownership of LeapFrog common stock by the Settlement Class during the Class Period; or (ii) are related to the administration of the Settlement. The Parties intend that the releases provided hereunder provide for claim and issue preclusion. For the avoidance of doubt, Released Claims include any claims under Sections 10(b) and 20(a) of the 1934 Act, which were or could have been alleged in the Action. Notwithstanding the foregoing, "Released Claims" does not include claims (i) relating to the enforcement of the Settlement; or (ii) which were or could be asserted on behalf of LeapFrog in any derivative action based on similar allegations.

3. "Released Defendant Parties" means each and all of: (i) Defendants, the members of each Individual Defendant's immediate family, any entity in which any Defendant or member of any Individual Defendant's immediate family has, or had during the Class Period, a controlling interest (directly or indirectly), any estate or trust of which any Individual Defendant is a settlor or which is for the benefit of any Individual Defendant and/or members of his family, Defendants' Counsel, and Defendants' insurers, co-insurers, and re-insurers; and (ii) for each and every Person listed in part (i), each of their respective past, present, and future heirs, executors, administrators, predecessors, successors, assigns, employees, agents, affiliates, analysts, assignees, attorneys, auditors, co-insurers, commercial bank lenders, consultants, controlling shareholders, directors, divisions, domestic partners, financial advisors, general or limited partners, general or limited partnerships, insurers, investment advisors, investment bankers, investment banks, joint ventures and joint venturers, managers, managing directors, marital communities, members, officers, parents, personal or legal representatives, principals, reinsurers, selling shareholders, shareholders, spouses, subsidiaries (foreign or domestic), trustees, underwriters, and other retained professionals, in their respective capacities as such.

4. "Unknown Claims" means any and all Released Claims that Lead Plaintiff or any other Settlement Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendant Parties, and any and all Released Defendants' Claims that any Defendant does not know or suspect to exist in his or its favor, which if known by him or it, might have affected his or its decision to enter into this Settlement, execute the Stipulation, and agree to all the various releases set forth therein, or might have affected his or its decision not to object to this Settlement or not exclude himself or itself from the Settlement Class. Unknown Claims include, without limitation, those claims in which some or all of the facts composing the claim may be unsuspected, undisclosed, concealed, or hidden. With respect to any and all Released Claims and Released Defendants' Claims, the Released Parties stipulate and agree that, upon the Effective Date, Lead Plaintiff and Settlement Class Members (as regards the Released Claims) and the Defendants (as regards the Released Defendants' Claims) shall expressly waive and relinquish, and each Settlement Class Member shall be deemed to have and by operation of law and of the Judgment shall have, expressly waived and relinquished, to the fullest extent permitted by law, any and all provisions, rights and benefits conferred by California Civil Code §1542, or any law of any state or territory of the United States, or principle of common law or of international or foreign law, which is similar, comparable, or equivalent to Cal. Civ. Code §1542, which provides:

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.

5. Lead Plaintiff and Settlement Class Members 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, but Lead Plaintiff shall expressly settle and release, and each Settlement Class Member, 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, known or unknown, suspected or unsuspected, contingent or non-contingent, disclosed or undisclosed, matured or unmatured, 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. Lead Plaintiff acknowledges, and the Settlement Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

6. I (We) acknowledge that I (we) have read the Notice of Proposed Settlement of Class Action and that pursuant thereto I (we) file this claim to participate in the Settlement.

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 the information requested about all of my (our) transactions in LeapFrog common stock which are the subject of this claim, which occurred during the period from May 5, 2014 through and including September 11, 2015, as well as the closing positions in such shares held by me (us) on the dates requested in this Proof of Claim.

9. I (We) hereby warrant and represent that I am (we are) authorized to execute and deliver this Proof of Claim.

I 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 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 or Acquirer, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, 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 Proof of Claim and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your Proof of Claim please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR, IF MAILED,
POSTMARKED NO LATER THAN AUGUST 8, 2018, ADDRESSED AS FOLLOWS:**

LeapFrog Enterprises Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 404056
Louisville, KY 40233-4056
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