

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE FLAG TELECOM HOLDINGS, LTD. SECURITIES
LITIGATION : Master File No. 02-CV-3400 (CM) (PED)
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THIS DOCUMENT RELATES TO: All Actions :



PROOF OF CLAIM AND RELEASE

DEADLINE FOR SUBMISSION: NOVEMBER 30, 2010.

IF YOU PURCHASED THE COMMON STOCK OF FLAG TELECOM HOLDINGS LIMITED (“FLAG”), BETWEEN MARCH 6, 2000 AND FEBRUARY 13, 2002 OR PURCHASED FLAG COMMON STOCK PURSUANT TO OR TRACEABLE TO FLAG’S IPO BETWEEN FEBRUARY 11, 2000 AND MAY 10, 2000, INCLUSIVE, AND YOU WERE DAMAGED THEREBY AND YOU DID NOT SELL ALL OF THOSE SHARES PRIOR TO FEBRUARY 13, 2002, YOU ARE A “CLASS MEMBER” AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

Excluded from the Class are (1) the current and former defendants herein, members of the immediate family of any current or former individual defendant herein, any entity in which any current or former defendant herein has a controlling interest, and the legal affiliates, representatives, heirs, controlling persons, successors, and predecessors in interest or assigns of any such excluded party; (2) Verizon Communications, Inc.; and (3) entities that had the right to appoint a director to FLAG’s board of directors and proceeded to make such an appointment (or, for reasons unique to them, chose not to exercise such right), including, but not limited to, Dallah Albaraka Holding Company, Telecom Asia Corporation Public Co. Ltd., Marubeni Corporation, The Asian Infrastructure Fund, and Tyco International Ltd. No Investment Vehicle (as defined within the Stipulation and Agreement of Settlement) is excluded from the Class.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY FIRST-CLASS MAIL, POSTMARKED NO LATER THAN **NOVEMBER 30, 2010** TO THE FOLLOWING ADDRESS:

**FLAG TELECOM HOLDINGS, LTD. SECURITIES LITIGATION
CLAIMS ADMINISTRATOR
C/O A.B. DATA, LTD.
P.O. BOX 170500
MILWAUKEE, WI 53217-8042**

YOUR FAILURE TO SUBMIT YOUR CLAIM BY **NOVEMBER 30, 2010** WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION. 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 CLAIMS ADMINISTRATOR AT THE ABOVE ADDRESS.

CLAIMANT’S STATEMENT

1. I affirm that I purchased the common stock of FLAG from February 11, 2000 through February 13, 2002, inclusive, and was damaged thereby and did not sell those shares prior to February 13, 2002. (Do not submit this Proof of Claim if you did not purchase FLAG common stock during this period.)
2. By submitting this Proof of Claim, I state that I believe in good faith that I am a Class Member as defined above and in the Notice of Pendency of Class Action and Proposed Settlement, Motion for Attorneys’ Fees and Settlement Fairness Hearing (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 Funds; 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 (for example, 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.)
3. I consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I understand and agree that my claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my status as a Class Member and the validity and amount of my claim. I further understand and agree that no discovery shall be allowed on the merits of the Action or Settlement in connection with the processing of the Proofs of Claim and, in particular, that no discovery shall be permitted against any Defendants in connection with any Proofs of Claim.

4. I have set forth where requested below all relevant information with respect to each purchase of FLAG common stock during the Class Period and each sale, if any, of such securities. I agree to furnish additional information (including transactions in other FLAG securities) to the Claims Administrator to support this claim if requested to do so.
5. I have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale, or retention of FLAG common stock listed below in support of my claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)
6. I understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, 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 Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives of the subject securities such as options.)
7. I hereby acknowledge that, upon the occurrence of the Effective Date, by operation of law, I on behalf of myself and on behalf of my heirs, executors, administrators, predecessors, successors, and assigns (or, if I am submitting this Proof of Claim on behalf of a corporation, a partnership, estate, or one or more other persons, I on behalf of it, him, her, or them and on behalf of its, his, her, or their heirs, executors, administrators, predecessors, successors, and assigns) shall fully and completely release, remise, and discharge each of the "Released Parties" of all "Settled Claims," as defined in the Notice.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. All claimants MUST submit a manually signed paper Proof of Claim listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 800-949-0194 or visit their website at flagtelecomsecuritiessettlement.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.

CLAIMANT IDENTIFICATION

Last Name (Claimant)	First Name (Claimant)	
Last Name (Beneficial Owner If Different From Claimant)	First Name (Beneficial Owner)	
Last Name (Co-Beneficial Owner)	First Name (Co-Beneficial Owner)	
Company/Other Entity (If Claimant Is Not an Individual)		
Record Owner's Name (If Different From Beneficial Owner Listed Above, e.g., brokerage firm, bank, nominee, etc.)		
Account Number (If Claimant Is Not an Individual)	Trust/Other Date (If Applicable)	
Address Line 1		
Address Line 2 (If Applicable)		
City	State	Zip Code
Foreign Province	Foreign Zip Code	Foreign Country

○ **Check Here to Use Alternate Address for Distribution**

(Optional) Distribution Address

Distribution Address Line 1

Distribution Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country

Telephone Number (Day)

Telephone Number (Night)

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Beneficial Owner's Employer Identification Number or Social Security Number

Email Address

Check appropriate box (check only one box):

Individual/Sole Proprietor Joint Owners Pension Plan Corporation Partnership Trust IRA Other (describe: _____)

NOTE: Separate Proofs of Claim should be submitted for each separate legal entity (for example, a claim from joint owners should not include separate transactions of just one of the joint owners, an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity, no matter how many separate accounts that entity has (for example, a corporation with multiple brokerage accounts should include all transactions made in FLAG common stock during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in.)

Excluded from the Class are (1) the current and former defendants herein, members of the immediate family of any current or former individual defendant herein, any entity in which any current or former defendant herein has a controlling interest, and the legal affiliates, representatives, heirs, controlling persons, successors, and predecessors in interest or assigns of any such excluded party; (2) Verizon Communications, Inc.; and (3) entities that had the right to appoint a director to FLAG's board of directors and proceeded to make such an appointment (or, for reasons unique to them, chose not to exercise such right), including, but not limited to, Dallah Albaraka Holding Company, Telecom Asia Corporation Public Co. Ltd., Marubeni Corporation, The Asian Infrastructure Fund, and Tyco International Ltd. Investment Vehicles (as defined within the Stipulation and Agreement of Settlement) are not excluded from the Class.

Check here if the claimant or beneficial owner is excluded from the Class.

BEGINNING HOLDINGS OF FLAG COMMON STOCK: As of the beginning of trading on February 11, 2000, I owned the following number of shares of FLAG common stock (must be documented):	Proof enclosed? <input type="radio"/> Y <input type="radio"/> N
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PURCHASES OF FLAG COMMON STOCK: I made the following purchases of FLAG common stock between February 11, 2000 and February 13, 2002, inclusive (if other than "0," must be documented). ³ (Persons who received FLAG common stock during the Class Period other than by purchase are not eligible to submit claims for those transactions.):	If none, check here <input type="checkbox"/>
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Date(s) of Purchase (List Chronologically)	Number of Shares of Common Stock Purchased	Purchase Price Per Share of Common Stock	Aggregate Cost (including commissions, taxes, and fees)	Proof of Purchase Enclosed
MM DD YY				
<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
<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
<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

PURCHASES OF FLAG COMMON STOCK FROM FEBRUARY 14, 2002 TO APRIL 11, 2002: From February 14, 2002 to April 11, 2002, I purchased the following number of shares of FLAG common stock (if other than "0," must be documented):	Proof enclosed? <input type="radio"/> Y <input type="radio"/> N
If none, check here <input type="checkbox"/>	

SALES OF FLAG COMMON STOCK: I made the following sales of FLAG common stock during the period between February 11, 2000 and April 11, 2002, inclusive (if other than "0," must be documented):	If none, check here <input type="checkbox"/>
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Date(s) of Sale (List Chronologically)	Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Aggregate Proceeds (including commissions, taxes, and fees)	Proof of Purchase Enclosed
MM DD YY				
<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
<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
<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

UNSOLD HOLDINGS OF FLAG COMMON STOCK: At the close of trading on April 11, 2002, I owned the following number of shares of FLAG common stock (if other than "0," must be documented): ⁴	Proof enclosed? <input type="radio"/> Y <input type="radio"/> N
If none, check here <input type="checkbox"/>	

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS, PHOTOCOPY THE ABOVE TRANSACTION SCHEDULES.

³ Documentation to show a transaction should normally include a trade confirmation slip or a monthly statement showing the trade.

⁴ Documentation to show holding would commonly include the monthly brokerage statement for the account in which the stock was held.

SUBSTITUTE FORM W-9/REQUEST FOR TAXPAYER IDENTIFICATION NUMBER

Enter taxpayer identification number below for the beneficial owner(s). For most individuals, this is your Social Security number. The Internal Revenue Service (IRS) requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Employer Identification Number (for estates, trusts, corporations, etc.)

Grid for Employer Identification Number: [][] - [][][][][][][][][][]

Social Security Number (for individuals)

Grid for Social Security Number: [][][] - [][] - [][][][][][]

CERTIFICATION

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 IRS that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the IRS that you **are** subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

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

Signature of Claimant

Date

Print name here

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

Date

Print name here

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

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN **NOVEMBER 30, 2010** AND MUST BE MAILED TO:

**FLAG TELECOM HOLDINGS, LTD. SECURITIES LITIGATION
CLAIMS ADMINISTRATOR
C/O A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8042**

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by **November 30, 2010** 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 Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any name change or change of address.

REMINDER CHECKLIST

- 1. Please be sure to sign this Proof of Claim on Page 5. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- 2. Please remember to attach supporting documents. Do NOT send any original stock certificates or documentation. Keep copies of everything you submit.
- 3. Do NOT use highlighter on the Proof of Claim or any supporting documents.
- 4. If you move or change your name after submitting this Proof of Claim, please notify the Claims Administrator.

NOTE: RECEIPT ACKNOWLEDGMENT NEEDED

The Claims Administrator will send a written confirmation of its receipt of your Proof of Claim. Do not assume your claim is submitted until you receive written confirmation of its receipt. Your claim is not deemed fully filed until the Claims Administrator sends you written confirmation of its receipt of your Proof of Claim. If you do not receive an acknowledgment postcard within thirty (30) days of your mailing the Proof of Claim, then please call the Claims Administrator toll free at 800-332-2952.

QUESTIONS? CALL 800-332-2952 OR VISIT FLAGTELECOMSECURITIESSETTLEMENT.COM