

## Proof of Claim and Release Form

### I. General Instructions

1. It is important that you read and understand this Proof of Claim and Release Form (the “Claim Form”) and the documents that accompany the Claim Form: the Notice of Class Certification, Proposed Class Action Settlements with Defendants, and Final Approval Hearing (the “Notice”) and the Plan of Allocation of the Net Settlement Funds (the “Plan of Allocation”).

2. Unless otherwise stated, defined terms in this Claim Form have the meanings given to them in the Notice. Additional information is available at [www.PrivateEquityLBOSettlement.com](http://www.PrivateEquityLBOSettlement.com).

3. The Notice describes the proposed Settlements with the Defendants in the action titled *Dahl, et al. v. Bain Capital Partners, LLC, et al.*, Case No. 07-cv-12388-WGY (the “Action”) and it further describes how members of the Settlement Class may be affected by the proposed Settlements. The Plan of Allocation describes how Net Settlement Funds will be distributed to members of the Settlement Class if the proposed Settlements and the Plan of Allocation are approved by the Court.

4. The documents referred to above are available at [www.PrivateEquityLBOSettlement.com](http://www.PrivateEquityLBOSettlement.com).

5. To recover as a member of the Settlement Class, you must complete and sign this Claim Form. If you fail to submit a timely and properly addressed Claim Form, your claim may be rejected and you may be precluded from recovering in the proposed Settlements.

6. Submission of this Claim Form, however, does not assure that you will share in the proceeds of the proposed Settlements.

7. **This Claim Form must be postmarked no later than December 29, 2014 and must be mailed to:**

Private Equity Litigation  
c/o Epiq Class Action & Claims Solutions, Inc.  
Settlement Administrator  
PO Box 4390  
Portland, OR 97208-4390

8. If you are **not** a Settlement Class Member (defined below) **do not** submit a Claim Form.

9. If you are a Settlement Class Member and you do not timely request to be excluded from the proposed Settlements, you are bound by any Judgment or any other orders of the Court entered in the Action, **whether or not you submit a Claim Form**.

10. This Claim Form is directed to all persons or entities who sold or exchanged their common stock of (1) AMC Entertainment Inc., (2) SunGard Data Systems Inc., (3) Aramark Corporation, (4) Kinder Morgan, Inc., (5) HCA Inc., (6) Freescale Semiconductor, Inc., (7) Harrah’s Entertainment, Inc., and/or (8) TXU Corp. (collectively, the “Target Companies”), as part of the leveraged buyout of any of the Target Companies.

11. For reference, certain terms are defined below:

- (a) “LBO” or “leveraged buyout” is defined as a process whereby purchasers, often private equity firms, acquire most of a publicly-listed company’s outstanding shares of stock and subsequently take the company private by withdrawing its shares from the public exchange.
- (b) “Named Plaintiffs” means Kirk Dahl, Police and Fire Retirement System of the City of Detroit, City of Omaha Police and Fire Retirement System, and Michael Wojno as Executor for the Estate of Robert Zimmerman.
- (c) “Settlement Class” means the persons or entities who sold or exchanged their common stock of (1) AMC Entertainment Inc., (2) SunGard Data Systems Inc., (3) Aramark Corporation, (4) Kinder Morgan, Inc., (5) HCA Inc., (6) Freescale Semiconductor, Inc., (7) Harrah’s Entertainment, Inc., and/or (8) TXU Corp., as part of the LBO, of any of the preceding Target Companies. Excluded from the Settlement Class are the Court and any members of the Court’s immediate family; the Defendants, including their predecessors, successors,

and affiliates as well as their current and former directors, managers, partners, officers, and employees; and the directors and officers of each target company at the time of the LBO, provided that the foregoing exclusion shall not cover Goldman Sachs Investment Vehicles.

- (d) “Investment Vehicles,” mean any investment company or pooled investment fund, including, but not limited to, mutual fund families, exchange-traded funds, fund of funds and hedge funds, in which Goldman Sachs has or may have a direct or indirect interest, or as to which its affiliates may act as an investment advisor, but are not managed by Goldman Sachs’ Merchant Banking Division and of which Goldman Sachs or any of its respective affiliates is not a majority owner or does not hold a majority beneficial interest.
- (e) “Settlement Class Member” means each member of the Settlement Class who has not made a timely election to be excluded from the Settlement Class.

## II. Claimant Identification

1. Use Part I (at page 3) of this Form titled “Claimant Identification” to identify the Settlement Class Member. **This Claim Form must be filed by the actual holder of the common stock upon which the claim is based.**

2. All joint acquirers or purchasers must sign the Claim Form. Executors, administrators, guardians, conservators and trustees must complete and sign the Claim Form on behalf of persons represented by them and their title and authority and capacity to act must be included with the Claim Form. The Social Security (or taxpayer identification number) and telephone number of the beneficial owner may be used in verifying the claim. If you fail to provide this information, your claim could be delayed or rejected.

3. Any information you submit will be kept confidential and will be only used for reviewing and administering the claim submitted.

4. If you are acting in a representative capacity on behalf of a Settlement Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence that you are currently authorized to act on behalf of the Settlement Class Member. (For example, you can evidence your authority by providing with the Claim Form letters testamentary, letters of administration, or copies of trust documents.)

5. You must submit a paper Claim Form listing your transactions and you must manually sign the Claim Form, **regardless of whether you submit an electronic copy of the Claim Form.** If you wish to file an electronic copy of the Claim Form, contact the Settlement Administrator by telephone at 1-877-276-7350 or online at [www.PrivateEquityLBOSettlement.com](http://www.PrivateEquityLBOSettlement.com). An electronic copy is considered properly submitted only after you receive written acknowledgement of receipt and acceptance from the Settlement Administrator.

## III. Claim Form

1. If you have questions about the Claim Form, or need copies of any relevant documents contact the Settlement Administrator by mail at the above address, by telephone at 1-877-276-7350, or by email at [info@PrivateEquityLBOSettlement.com](mailto:info@PrivateEquityLBOSettlement.com).

2. If you are a Settlement Class Member, or are acting in a representative capacity on behalf of a Settlement Class Member, and you fail to submit a timely request seeking exclusion from the Settlement Class, you are bound by the terms of any Judgment and other orders that the Court enters in connection with the Settlements, **whether or not you have submitted a Claim Form. The Judgment will prevent you from, among other things, filing or prosecuting any Released Claims against the Releasees, and it releases any Released Claims against the Releasees.**

3. You are required to submit documentation that is true and genuine and sufficiently supports all shares of common stock in the Target Companies that you held on the date of the LBO. **Do not send original stock certificates. Broker statements or similar confirmations should be attached to the Claim Form. If you do not have Broker Statements, or confirmations, ask your broker for copies or, if none exist, ask your broker for similar documents such that your claim can be supported. If you fail to provide adequate documentation, your claim may be delayed or rejected.**

4. All joint holders of common stock must each sign this Claim Form.



**PART II: SCHEDULE OF HOLDINGS**

Number of shares of common stock sold or exchanged in each or any of the Target Companies at the time of the LBOs (be sure to attach required documentation):

Company	Number of shares of common stock sold or exchanged as part of the LBOs:	
AMC Entertainment Inc.	<input type="text"/>	• <input type="text"/>
SunGard Data Systems Inc.	<input type="text"/>	• <input type="text"/>
Aramark Corporation	<input type="text"/>	• <input type="text"/>
Kinder Morgan, Inc.	<input type="text"/>	• <input type="text"/>
HCA Inc.	<input type="text"/>	• <input type="text"/>
Freescale Semiconductor, Inc.	<input type="text"/>	• <input type="text"/>
Harrah's Entertainment, Inc.	<input type="text"/>	• <input type="text"/>
TXU Corp.	<input type="text"/>	• <input type="text"/>

**SIGNATURE AND CERTIFICATION**

By signing and submitting this Claim Form, the claimant (or claimants) or the authorized person representing the claimant (or claimants) certifies the following:

1. claimant is a Settlement Class Member as defined in the Notice;
2. claimant has read and understands the Notice and the Claim Form;
3. claimant is not acting for the Defendants, for the Defendants' immediate family members, for trusts for the benefit of Defendants or their immediate family members, for majority-owned affiliates of any Defendant(s), nor is the claimant a Defendant, a member of the immediate family of a Defendant, a trust for the benefit of Defendants or their immediate family members, nor is the claimant a majority-owned affiliate of any Defendant or otherwise excluded from the Settlement Class;
4. claimant has not filed a request for exclusion from the Settlement Class and does not know of any request for exclusion from the Settlement Class filed on claimant's behalf;
5. claimant owned the common stock identified in the Claim Form or claimant's representative is submitting the Claim Form and has the authority to act on behalf of the claimant;
6. claimant may be entitled to receive a distribution from the Net Settlement Funds;
7. claimant wishes to participate in the Settlements described in the Notice and agrees to the terms and conditions thereof, which are more fully set forth in the Settlement Agreements;
8. claimant submits to the jurisdiction of the District Court of Massachusetts for purposes of investigation and discovery under the Federal Rules of Civil Procedure with respect to this Claim Form and for the purposes of enforcing the releases set forth in this Claim Form;
9. claimant has not submitted any other claim in this case covering the same sales or exchanges of common stock and knows of no other person having done so on claimant's behalf;

10. claimant acknowledges full and complete satisfaction of, and does hereby fully, finally and forever settle, release, relinquish and discharge each and every one of the Releasees with respect to any and all of the Released Claims by and subject to the terms of any judgment and other orders that may be entered by the Court in the Action in connection with the Settlements, as those terms are defined in the Notice that accompanied this Claim Form; and

11. claimant agrees to furnish such additional information of this Claim Form as the Settlement Administrator or the Court or other parties may require.

Claimant declares, under penalty of perjury under the laws of the United States of America, that the statements made and answers given in this Claim Form are true and correct and that the documents submitted herewith are true and genuine.

Signature of Claimant

Print Name of Claimant

Date   -   -    
MM DD YY

Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date   -   -    
MM DD YY

***If Claimant is other than individual, or is not the person completing this form, the following must also be provided:***

Signature of Person Completing Form

Print Name of Person Completing Form

Date   -   -    
MM DD YY

Capacity of Person Signing (Executor, President, Trustee, etc.)

## Reminder Checklist

1. Please sign the Certification Section of the Claim Form.
2. If this Claim is being made on behalf of Joint Claimants, both must sign.
3. Please remember to attach supporting documents.
4. **Do not send stock certificate or original of any supporting documents.**
5. Keep a copy of your Claim Form and all supporting documents submitted for your records.
6. If your mailing address changes, send your new address to:

Private Equity Litigation  
c/o Epiq Class Action & Claims Solutions, Inc.  
Settlement Administrator  
PO Box 4390  
Portland, OR 97208-4390

7. Do not use highlighter on the Claim Form or on the supporting documents.

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c/o Epiq Class Action & Claims Solutions, Inc.  
Settlement Administrator  
PO Box 4390  
Portland, OR 97208-4390

**Accurate claims processing takes a significant amount of time, thank you for your patience.**