

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

POLICE AND FIRE RETIREMENT SYSTEM
OF THE CITY OF DETROIT, PLYMOUTH
COUNTY RETIREMENT SYSTEM, STATE-
BOSTON RETIREMENT SYSTEM, and
MICHAEL GOLDE, On Behalf of Themselves
and All Others Similarly Situated,

Plaintiffs,

v.

SAFENET, INC., ANTHONY A. CAPUTO,
KENNETH A. MUELLER, CAROLE D. ARGO,
THOMAS A. BROOKS, IRA A. HUNT, Jr.,
BRUCE R. THAW, ARTHUR L. MONEY,
SHELLEY A. HARRISON, and ANDREW E.
CLARK,

Defendants.

Case No. 06 Civ. 5797 (PAC)

PROOF OF CLAIM


For Official Use Only

DEADLINE FOR SUBMISSION: **FEBRUARY 14, 2011.**

TO HAVE AN OPPORTUNITY TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM FORM “CLAIM FORM”), AND RETURN IT TO:

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

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM FORM AND MAIL IT BY PREPAID, FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN FEBRUARY 14, 2011.** FAILURE TO SUBMIT YOUR CLAIM BY FEBRUARY 14, 2011 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT OR ANY PARTIES OR THEIR COUNSEL. ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

PART I—CLAIMANT INFORMATION

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)

Contact Person (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 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)

Beneficial Owner's Employer Identification Number or Social Security Number [The taxpayer identification number (TIN), consisting of a valid Social Security number (SSN) for individuals or employer identification number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.]

Email Address [An email address is not required, but if you provide it, you authorize the Claims Administrator to use it in providing you with information relevant to this claim.]

IDENTITY OF CLAIMANT (check only one): Individual Corporation Joint Owners Estate Trust Partnership Private Pension Fund Legal Representative
 IRA, Keogh, or other type of individual retirement plan (indicate type of plan, mailing address, and name of current custodian on separate sheet) Other (specify, describe on separate sheet)

PART II—GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”) that accompanies this proof of claim and release (“Claim Form”), and the Plan of Allocation included in the Notice. The Notice describes the proposed Settlement that will resolve this Litigation, how the Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed, if the Court approves the Settlement and the Plan of Allocation. The Notice also contains the definitions of many of the defined terms (which are indicated by initial-capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read and that you understand the Notice, including the terms of the releases described therein and provided for herein.
2. TO BE ELIGIBLE TO RECEIVE A DISTRIBUTION FROM THE NET SETTLEMENT FUND, YOU MUST MAIL YOUR COMPLETED AND SIGNED CLAIM FORM TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, **POSTMARKED BY FEBRUARY 14, 2011**, ADDRESSED AS FOLLOWS:

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

3. This Claim Form is directed to all persons and entities that purchased or otherwise acquired common stock of SafeNet, Inc. (“SafeNet” or the “Company”) during the period from March 31, 2003 through May 18, 2006, inclusive (the “Class Period”), and were allegedly damaged thereby (the “Settlement Class”), including all persons and entities that acquired SafeNet common stock in exchange for their shares of Rainbow Technologies, Inc. stock as a result of the March 14, 2004 acquisition of Rainbow Technologies, Inc. by SafeNet (the “Subclass”).
4. “Class Members” means any persons and entities that purchased or otherwise acquired SafeNet common stock during the Class Period and are not excluded by definition from the Settlement Class and who do not timely submit a proper request for exclusion in accordance with the requirements set forth in the Notice. Persons and entities excluded from the Settlement Class by definition are the current and former defendants in the Litigation; the current and former trustees, officers and directors of the Company; the members of the immediate families of the current and former individual defendants in the Litigation; the subsidiaries and affiliates of SafeNet; any entity in which any current or former defendant has or had a controlling interest; and the legal representatives, heirs, successors or assigns of any excluded Person.
5. IF YOU ARE NOT A CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, FILED A REQUEST FOR EXCLUSION FROM THE SETTLEMENT CLASS, DO NOT SUBMIT A CLAIM FORM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A CLASS MEMBER. THUS, IF YOU FILE A VALID REQUEST FOR EXCLUSION IN A TIMELY MANNER, ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.
6. All Class Members will be bound by the terms of the Judgment entered in the Litigation WHETHER OR NOT A CLAIM FORM IS SUBMITTED, unless a valid request for exclusion from the Settlement Class is received by November 29, 2010. The Judgment will release and enjoin the filing or continued prosecution of the Released Claims against the Released Defendant Parties, as described in the Notice.
7. You may only participate in the distribution of the Net Settlement Fund if you are a member of the Settlement Class and if you complete and return this form as specified below. If you fail to file a timely, properly addressed, and completed Claim Form, your claim may be rejected and you may be precluded from receiving any distribution from the Net Settlement Fund.
8. **Submission of this Claim Form does not guarantee that you will share in the Net Settlement Fund.** The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if approved by the Court, or such other plan of allocation as the Court approves.
9. Use Part III of this Claim Form entitled “SCHEDULE OF TRANSACTIONS IN SAFENET COMMON STOCK” to supply all required details of your transaction(s) in SafeNet common stock. On the schedule, provide all the requested information with respect to all purchases, acquisitions, and sales of SafeNet common stock during the period from March 31, 2003 through May 18, 2006, inclusive, as well as the number of shares of SafeNet common stock you held as of the close of trading on March 30, 2003 and May 18, 2006.
10. You are required to submit genuine and sufficient documentation for all your transactions in and holdings of SafeNet common stock as set forth in the Schedule of Transactions in Part III. Documentation may consist of copies of brokerage confirmations or monthly statements. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator.

11. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).
12. All joint beneficial owners must each sign this Claim Form. If you purchased or acquired SafeNet common stock during the Class Period and held the securities in your name, you are the beneficial owner as well as the record owner. If, however, you purchased or acquired SafeNet common stock during the Class Period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner.
13. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:
 - (a) expressly state the capacity in which they are acting;
 - (b) identify the name, account number, Social Security number (or taxpayer identification number), address, and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the SafeNet common stock; and
 - (c) furnish herewith evidence of their authority to bind to the Claim Form the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)
14. By submitting a signed Claim Form, you will be swearing that you:
 - (a) own(ed) the SafeNet common stock you have listed in the Claim Form; or
 - (b) are expressly authorized to act on behalf of the owner thereof.
15. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.
16. **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. To obtain the mandatory electronic filing requirements and file layout, you may visit the website at www.SafeNetSecuritiesSettlement.com or you may email the Claims Administrator at efiling@abdata.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at efiling@abdata.com to inquire about your file and confirm it was received and acceptable.
17. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator at the above address or by toll-free phone at 866-905-8126, or you may download the documents from www.SafeNetSecuritiesSettlement.com.

PART III—SCHEDULE OF TRANSACTIONS IN SAFENET COMMON STOCK

Failure to provide proof of all purchases, sales, and closing positions will impede proper processing of your claim. Please include proper documentation with your Claim Form as described in detail in Part II, Paragraph 10, above.

<p>A. BEGINNING HOLDINGS: State the total number of shares of SafeNet common stock held as of the close of trading on March 30, 2003. If other than zero, be sure to attach the required documentation. IF NONE, CHECK HERE <input type="checkbox"/></p>	<table style="margin: auto;"> <tr> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> </tr> <tr> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> </tr> </table>																									<p>Proof enclosed <input type="radio"/> Y <input type="radio"/> N</p>

B. PURCHASES AND ACQUISITIONS:			IF NONE, CHECK HERE <input type="checkbox"/>
Separately list each and every purchase and acquisition of SafeNet common stock during the period from March 31, 2003 through and including the close of trading on May 18, 2006. Be sure to attach the required documentation.			
Date(s) of Purchase or Acquisition (List Chronologically)	Number of Shares Purchased/ Acquired	Purchase/Acquisition Price Per Share (excluding commissions, taxes & fees)	Proof of Purchase/Acquisition Enclosed?
MM DD YYYY			
____ / ____ / _____	_____	\$ _____ . _____	<input type="radio"/> Y <input type="radio"/> N
____ / ____ / _____	_____	\$ _____ . _____	<input type="radio"/> Y <input type="radio"/> N
____ / ____ / _____	_____	\$ _____ . _____	<input type="radio"/> Y <input type="radio"/> N
____ / ____ / _____	_____	\$ _____ . _____	<input type="radio"/> Y <input type="radio"/> N

C. SHARES ACQUIRED THROUGH A MERGER:		IF NONE, CHECK HERE <input type="checkbox"/>
State the number of shares of SafeNet common stock that you acquired through a merger between SafeNet and another company (e.g., shares acquired in connection with the March 14, 2004 merger between SafeNet and Rainbow Technologies, Inc.). Be sure to attach the required documentation.		
Merger Transaction (e.g., "Rainbow Merger")	Number of Shares Acquired	Proof of Acquisition Enclosed?
_____	_____	<input type="radio"/> Y <input type="radio"/> N
_____	_____	<input type="radio"/> Y <input type="radio"/> N
_____	_____	<input type="radio"/> Y <input type="radio"/> N

D. SALES:			IF NONE, CHECK HERE <input type="checkbox"/>
Separately list each and every sale of SafeNet common stock during the period from March 31, 2003 through and including the close of trading on May 18, 2006. Be sure to attach the required documentation.			
Date(s) of Sale (List Chronologically)	Number of Shares Sold	Sale Price Per Share (excluding commissions, taxes & fees)	Proof of Sale Enclosed?
MM DD YYYY			
____ / ____ / _____	_____	\$ _____ . _____	<input type="radio"/> Y <input type="radio"/> N
____ / ____ / _____	_____	\$ _____ . _____	<input type="radio"/> Y <input type="radio"/> N
____ / ____ / _____	_____	\$ _____ . _____	<input type="radio"/> Y <input type="radio"/> N
____ / ____ / _____	_____	\$ _____ . _____	<input type="radio"/> Y <input type="radio"/> N

E. ENDING HOLDINGS:

State the total number of shares of SafeNet common stock held as of the close of trading on May 18, 2006. If other than zero, be sure to attach the required documentation.

Proof enclosed

Y N

IF NONE, CHECK HERE

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME, ACCOUNT NUMBER, AND TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.

PART IV—RELEASE OF CLAIMS AND SIGNATURE

You must also read the release and certification below and sign on Page 7 of this Claim Form.

- A. I (we) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever waive, release, discharge, and dismiss each and every one of the Released Defendant Parties with respect to any and all of the Released Claims, as those terms are defined in the accompanying Notice.
- B. I (we) hereby acknowledge that as of the Effective Date, I (we) shall (a) have and be deemed to have fully, finally, and forever waived, released, discharged, and dismissed each and every one of the Released Defendant Parties from any and all of the Released Claims; (b) have and be deemed to have covenanted not to sue any of the Released Defendant Parties with respect to any and all of the Released Claims; and (c) forever be barred and enjoined from commencing, instituting, prosecuting, or maintaining any of the Released Claims against any of the Released Defendant Parties.

CERTIFICATION

By signing and submitting this Claim Form, the claimant(s) or the person(s) who represents (represent) the claimant(s) certifies (certify), as follows:

- 1. that I (we) have read and understand the contents of the Notice, the Plan of Allocation, and the Claim Form, including the releases provided for in the Settlement;
- 2. that the claimant(s) is a (are) Class Member(s), as defined in the Notice, and is (are) not excluded from the Settlement Class;
- 3. that the claimant(s) has (have) not submitted a request for exclusion from the Settlement Class;
- 4. that I (we) own(ed) the SafeNet common stock identified in the Claim Form and have not assigned the claim against the Released Defendant Parties to another, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;
- 5. that the claimant(s) has (have) not submitted any other claim covering the same purchases, sales, or holdings of SafeNet common stock and knows (know) of no other person having done so on his/her/its/their behalf;
- 6. that the claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;
- 7. that I (we) agree to furnish such additional information with respect to this Claim Form as the Settling Parties, the Claims Administrator, or the Court may require;
- 8. that the claimant(s) waives (waive) the right to trial by jury, to the extent it exists, and agrees (agree) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;
- 9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment that may be entered in the Action; and
- 10. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (a) the claimant(s) is (are) exempt from backup withholding or (b) the claimant(s) has (have) not been notified by the IRS that he/she/it/they is (are) subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified the claimant(s) that he/she/it/they is (are) no longer subject to backup withholding. If the IRS has notified the claimant(s) that it is (they are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant

Date

Print Name of Claimant

Signature of Joint Claimant (if any)

Date

Print Name of Joint Claimant

Capacity of Person(s) Signing, e.g., beneficial owner, executor, administrator, trustee, etc.

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, **POSTMARKED BY FEBRUARY 14, 2011**, ADDRESSED AS FOLLOWS:

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

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted if mailed by February 14, 2011 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 Claim Form 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 fully process all of the Claim Forms. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

1. Please sign the above release and certification. If this Claim Form is being made on behalf of joint claimants, then both must sign.
2. Remember to attach only copies of acceptable supporting documentation
3. Please do not highlight any portion of the Claim Form or any supporting documents.
4. Do not send original stock certificates or documentation. These items cannot be returned to you by the Claims Administrator.
5. Keep copies of the completed Claim Form and documentation for your own records.
6. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 60 days, please call the Claims Administrator toll free at 866-905-8126.
7. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
8. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the above address or at info@SafeNetSecuritiesSettlement.com or visit www.SafeNetSecuritiesSettlement.com.