

**UNITED STATES DISTRICT COURT
For the District of Columbia**

PROOF OF CLAIM

Securities and Exchange Commission, Plaintiff

v.

*Michael J. McCloskey, Rance C. Miles, Luis E. Vallejo, Daniel Harris,
Defendants. (Dean Foods)*

CASE NUMBER 1:04-CV-01294

1. CLAIMANT INFORMATION (please print)

Name of Company or Individual

Street Address or P.O. Box

City / State / Zip Code

Primary Telephone Number

Email address

Social Security Number or Taxpayer ID Number (TIN)

Account or Reference Number

2. CLAIM DETAILS

2a. The Distribution Agent has identified the following information regarding your claim:

- Date of Dean Foods Common Stock Trade: _____
- Type of Trade: _____
- Number of Shares Traded: _____
- Price Per Share: _____

If you agree with the information the Distribution Agent has identified on your behalf, please initial and check the following box and proceed to Item #3 below. Otherwise, please continue to Item #2b.

- ☐ I agree with the Distribution Agent's assessment of my claim as illustrated in Item #2a on this form. I am initialing here to confirm this agreement: _____

2b. Total Amount of Claim as of April 4, 2001: \$ _____

- ☐ Check this box if claim includes increases over principal invested, interest or other charges, such as attorneys' fees, damages, claims or late fees in addition to the principal amount of the claim. Attach itemized statement of all additional amounts, interest or charges.

2c. Date and Amount of Funds Paid or Invested:

- Date of Dean Foods Common Stock Trade: _____
- Type of Trade (Sale/Purchase): _____
- Number of Shares Traded: _____
- Price Per Share: _____

(Attach additional sheets as necessary to reflect the date and amount of all transactions.)

*****You Must Date and Sign The Claim At Line 6**

Below For This Claim To Be Valid***

- 3. Supporting Documents:** Attach to this Proof of Claim copies of supporting documents, such as brokerage account statements, trade confirmations, cancelled checks (front and back), bank statements, account ledgers, promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, evidence of perfection of a lien, and statements or other documents evidencing the amount and basis of your claim.

DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, please provide a brief explanation of the reason(s) such documents are not available and attach it to this form. If the documents are voluminous, please attach a summary describing the documents that support your claim.

- 4. Acknowledgement of Filing:** To receive an acknowledgment of the filing of your Proof of Claim form, enclose a stamped, self-addressed envelope and copy of this proof of claim.

5. Certification

The undersigned represents and certifies, under penalty of perjury, that:

- a. I acknowledge, agree and remit to the jurisdiction of the United States District Court of the District of Columbia, and agree that my claim shall be adjudicated, determined and paid as ordered by the Court. I further consent to, and understand that the Court will determine (a) my right to any money from the above-named defendants, if any is available, (b) the priority of said claim(s), if any, (c) the scheduling and allocation of the assets to be distributed, and (d) that all objections and disputes to the allowance of my claim by the Distribution Agent, shall be submitted to and the subject of review by the Court for a final ruling thereon, upon motion practice, without a jury;
- b. I am not and have never been affiliated with Michael J. McCloskey, Rance C. Miles, Luis E. Vallejo, or Daniel Harris;
- c. I have not received from or on behalf of Dean Foods Company, or any of the above-named persons against whom this claim is filed, any distribution of money;
- d. The Social Security Number or Taxpayer Identification Number provided in response to Item 1, above is accurate and correct;
- e. I am NOT subject to backup withholding under provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because:
 - 1) I am exempt from backup withholding; or
 - 2) I have not been notified by the Internal Revenue Service that I am subject to backup withholding as a result of a failure to report all interest or dividends; or
 - 3) The Internal Revenue Service has notified me that I am no longer subject to backup withholding.

You must cross out Item 2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

6. Sign and print the name and title, if any, of all Claimants or other persons authorized to file this claim (attach copy of power of attorney, death certificate or other documents as needed if co-owner is unable to sign).

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing is true and correct:

Print (Full name)

Title

Signature

Date

Print (Full name)

Title

Signature

Date

INSTRUCTIONS FOR PROOF OF CLAIM FORM

UNITED STATES DISTRICT COURT For the District of Columbia

Securities and Exchange Commission, Plaintiff

v.

Michael J. McCloskey, Rance C. Miles, Luis E. Vallejo, Daniel Harris,
Defendants.

Case Number 1:04-CV-01294

GENERAL INFORMATION

On August 3, 2004, the United States District Court for the District of Columbia ("District Court") entered final judgments against Defendants Michael J. McCloskey, Rance C. Miles, Luis E. Vallejo, and Daniel Harris ("Defendants") ordering them to pay disgorgement, prejudgment interest, and penalties into the Distribution Fund. On February 11, 2008, Michael A. Grassmueck was appointed as the Distribution Agent to administer the Distribution Fund. The Distribution Agent, has determined that there will be some assets to distribute to investors from the Distribution Fund. The Distribution Agent currently has approximately \$324,000 on hand; this amount, minus the cost of administrative expenses and any taxes that may be assessed against the Distribution Fund, will be available for distribution to investors. The amount of funds available for distribution has not been determined. Investors are strongly encouraged to file claims using the attached form. **Unless otherwise ordered by the Court, if you fail to submit a Proof of Claim by 02/05/2009 at 5:00 p.m., PST, you will lose your right to receive any distribution from the Distribution Agent or the Distribution Fund and your claim will be barred.**

1. **WHO MUST FILE A PROOF OF CLAIM FORM?** You must submit a Proof of Claim form if you sold the common stock of Dean Foods Company on April 4, 2001 ("Claim Date"). To be eligible to receive funds in the distribution, you must meet the following conditions: (a) You are an investor in Dean Foods who sold common stock on the Claim Date; **and** (b) you had positive net sales in Dean Foods common stock on this date (i.e., a net seller is a person whose total number of shares sold on April 4, 2001, exceeds the total number of shares purchased on April 4, 2001). **Please note that failure to submit a signed Proof of Claim form and supporting documentation may result in the denial of your claim.**
2. **CONSENT TO JURISDICTION OF THE COURT AND THE CONSEQUENCES THEREOF.** If you submit a Proof of Claim form in this case, you consent to the jurisdiction of District Court for the District of Columbia for all purposes, agree to be bound by its decisions, including a determination, among other things, as to the validity and amount of your claim against Defendants. In submitting a Proof of Claim, you agree to be bound by the actions of the District Court even if that means that a claim is limited or denied. By submitting a Proof of Claim, you further agree that your participation in any distribution of the Distribution Fund may exclude or prevent you from pursuing other remedies.
3. **WHERE MUST THE PROOF OF CLAIM FORM BE SENT?** The completed Proof of Claim form, along with all supporting documentation must be mailed to:

Michael A. Grassmueck, Distribution Agent
Attention: McCloskey Claims Processing
PO Box 1050
Portland, OR 97207-1050
4. **WHAT IS THE DEADLINE TO FILE THIS PROOF OF CLAIM FORM?** The Proof of Claim form must be received by the Distribution Agent by 02/05/2009 at 5:00 p.m., PST. Please note that, unless the Court orders otherwise, any late filed claim will be denied in its entirety.
5. **SUPPORTING DOCUMENTS.** You must attach to the Proof of Claim form copies of all documents evidencing your claim, including but not limited to: (1) brokerage account statements, canceled checks, and confirmation of wire transfers; and (2) any other documents evidencing the prices and dates of your purchases and sales of Dean Foods common stock, along with the number of shares purchased and sold and/or still owned. If supporting documents are not available, you must attach an explanation of why they are not available. Failure to provide such documents may result in the denial of your claim.
6. **ADDITIONAL INFORMATION.** Please note that additional information regarding filing the Proof of Claim form, along with additional blank forms, may be obtained at www.grassmueckgroup.com/mccloskey.php or you may write to the Distribution Agent at the following address:

Michael A. Grassmueck, Distribution Agent
P.O. Box 1050
Portland, Oregon 97207-1050

INFORMATION ON COMPLETING THE PROOF OF CLAIM FORM

1. **Information about Claimant.** Complete this section giving the name, address and telephone number of the Claimant and any account or reference number associated with any claim submitted.
2. **Claim Details.**
 - 2a. Based on his research, the Distribution Agent has identified certain information regarding your claim. If you agree with the Distribution Agent's assessment of your claim, please check the appropriate box and initial it.
 - 2b. **Claim Amount.** If you disagree with the Distribution Agent's assessment, then complete this section. State the amount of your claim. If your claim includes increases over principal invested, such as interest, attorney's fees, damages, claims or late fees, please mark the appropriate box below the claim amount and provide a detailed breakdown of the claim. Also attach all documentation supporting the amount of your claim and the calculation of the claim amount. Also, if you allege that your claim is subject to a security interest, mark the appropriate box in this section and provide all supporting documentation evidencing the secured status of your claim.
 - 2c. **Date and Amount of Funds Invested.** Indicate in this section the details of your investment in Dean Foods Common Stock by indicating the investment date and the investment amount. Attach additional sheets as necessary to reflect all investments.
3. **Supporting Documentation.** Attach to your Proof of Claim, copies of all supporting documentation evidencing your claim. Supporting documentation may include documents such as canceled checks, bank statements, account ledgers, promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, or evidence of perfection of liens. If necessary, please also provide a narrative reflecting any additional facts that you believe are relevant to assessing your claim. Note: if you agree with the Distribution Agent's assessment of your claim as outlined in Item 2a, you need not provide additional supporting documentation.
4. **Acknowledgement of Filing.** To receive an acknowledgement of the filing of your Proof of Claim form, enclose an additional copy of the Proof of Claim form, along with a self-addressed, stamped envelope when filing the original form.
5. **Certification.** Please read Items 5a through 5e.
6. **Signature and Date.** Sign and date the Proof of Claim form and indicate your title, if applicable.

If you cannot certify under the penalties of perjury that you are a U.S. person, please contact the Distribution Agent as additional certification may be required in order to honor your claim.