

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION

MIDDLESEX RETIREMENT SYSTEM, Individually and on behalf
of All Others Similarly Situated,

Plaintiff,

vs.

QUEST SOFTWARE, INC., VINCENT C. SMITH, M. BRINKLEY
MORSE, MICHAEL J. LAMBERT, DAVID M. DOYLE, JERRY
MURDOCK, JR., and KEVIN BROOKS,

Defendants.

Case No. CV 06-6863-DOC (RNBx)

CLASS ACTION

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *Middlesex Retirement System v. Quest Software, Inc.*, Case No. CV 06-6863-DOC (RNBx) (the "Action"), you must complete and, on page 4, sign this Proof of Claim and Release. If you fail to timely file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Action.
2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the Settlement in the Action.
3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED NOT LATER THAN **MAY 14, 2010**, ADDRESSED AS FOLLOWS:

Quest Software Class Action Settlement
c/o Rust Consulting, Inc.
P.O. Box 2259
Faribault, MN 55021-2379
Toll-Free Number (888) 356-0272

If you are NOT a Member of the Class (as defined in the "Notice of Pendency and Proposed Settlement of Class Action and Settlement Hearing") DO NOT submit a Proof of Claim and Release form.

4. If you are a Member of the Class, and you do not timely and validly request exclusion, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

II. DEFINITIONS

Terms as defined in the Notice of Pendency and Proposed Settlement of Class Action and Settlement Hearing shall also apply herein.

III. CLAIMANT IDENTIFICATION SECTION OF FORM

1. If you purchased Quest Software, Inc. ("Quest") common stock, and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.
2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of Quest common stock which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS, OF THE QUEST COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and proof of 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.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in Quest Common Stock" to supply all required details of your transaction(s) in Quest 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.
2. On the schedules, provide all of the requested information with respect to *all* of your purchases and *all* of your sales of Quest common stock which took place at any time during the period November 9, 2001 through July 3, 2006, inclusive (the "Class Period"). Failure to report all such transactions may result in the rejection of your claim.
3. List each transaction in the Class Period 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.
4. The date of covering a "short sale" is deemed to be the date of purchase of Quest common stock. The date of a "short sale" is deemed to be the date of sale of Quest common stock.
5. Copies of broker confirmations or other documentation of your transactions in Quest common stock must be attached to your claim. *Do not send originals.* Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. Certain Claimants with a large number of transactions, such as institutional holders, may ask (or be asked) to submit claim information in an electronic format. The Claims Administrator will decide when electronic filing of information will be authorized. In these cases, all Claimants *must* still submit a manually signed paper Proof of Claim form. The Proof of Claim form must list all the data and transactions, whether or not they are also submitted electronically. Only electronic files authorized by the Claims Administrator will be considered properly submitted. The Claims Administrator will issue a written acknowledgement of receipt and acceptance of electronically submitted data to the Claimant.

Reminder Checklist:

1. Please sign the release and declaration.
2. If this claim is being made on behalf of joint claimants, both must sign.
3. Remember to attach supporting documentation.
4. Do not send original or copies of stock certificates.
5. Keep a copy of your Proof of Claim form and all documents submitted for your records.
6. If you desire an acknowledgment of receipt of your Proof of Claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send us your new address.

These forms and your supporting documentation must be postmarked not later than **May 14, 2010**.



**MUST BE
POSTMARKED NOT
LATER THAN
MAY 14, 2010**

MIDDLESEX RETIREMENT SYSTEM v. QUEST
SOFTWARE, INC.
Case No. CV 06-6863-DOC (RNBx)
PROOF OF CLAIM AND RELEASE

For office use only

Please Type or Print

PART I: CLAIMANT IDENTIFICATION SCHEDULE – Complete either Section A or B.

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, or IRA account. Otherwise, proceed to B.

Last Name (Beneficial Owner)	First Name (Beneficial Owner)
<input type="text"/>	<input type="text"/>
Last Name (Joint Beneficial Owner, if applicable)	First Name (Joint Beneficial Owner, if applicable)
<input type="text"/>	<input type="text"/>
Name of IRA Custodian, if applicable	
<input type="text"/>	
If this account is an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA account, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).	

B. Complete this Section ONLY if the Beneficial Owner is an Entity, such as a corporation, trust, estate, etc. Then proceed to C.

Name of Custodian, if applicable
<input type="text"/>
Name of Representative, if applicable (Executor, administrator, trustee, c/o, etc.)
<input type="text"/>

C. Mailing Information

Number and Street or P.O. Box		
<input type="text"/>		
City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province and Postal Code	Foreign Country	
<input type="text"/>	<input type="text"/>	
Telephone Number (Day, including area and/or country code)	Telephone Number (Evening, including area and/or country code)	
<input type="text"/>	<input type="text"/>	
E-mail Address	Account No.	
<input type="text"/>	<input type="text"/>	
Enter Taxpayer Identification Number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. If you fail to provide this information, your claim may be rejected.		
Social Security No. (for individuals)	OR Taxpayer Identification No. (for estates, trusts, corporations, etc.)	
<input type="text"/>	<input type="text"/>	



PART II: SCHEDULE OF TRANSACTIONS IN QUEST COMMON STOCK

BEGINNING SHARES

A. State the total number of shares of Quest common stock owned at the close of trading on November 8, 2001, long or short (*must be documented*):

Number of Shares

PURCHASES

B. Separately list each and every purchase of Quest common stock during the period November 9, 2001 through July 3, 2006, inclusive, and provide the following information (*must be documented*):

Trade Date <i>(List Chronologically)</i> <small>(Month/Day/Year)</small>	Number of Shares of Common Stock Purchased	Purchase Price Per Share of Common Stock	Amount Paid <small>(net of commissions, taxes & fees)</small>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

SALES

C. Separately list each and every sale of Quest common stock during the period November 9, 2001 through the close of trading on July 3, 2006, inclusive, and provide the following information (*must be documented*):

Trade Date <i>(List Chronologically)</i> <small>(Month/Day/Year)</small>	Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Amount Received <small>(net of commissions, taxes & fees)</small>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

UNSOLD SHARES

D. State the total number of shares of Quest common stock you still owned at the close of trading on July 3, 2006, long or short (*must be documented*):

Number of Shares



* 2 - 4 *

PART III: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Notice. I also submit to the jurisdiction of the United States District Court for the Central District of California, with respect to my claim as a Class Member and for purposes of enforcing the release set forth herein. I further acknowledge that I am bound by and subject to the terms of any Judgment that may be entered in the Action. I agree to furnish additional information to the Claims Administrator to support this claim if required to do so. I have not submitted any other claim covering the same purchases or sales of Quest common stock during the Class Period and know of no other Person having done so on my behalf.

PART IV: RELEASE

1. I hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Settled Claims (including Unknown Claims) each and all of the Released Parties and each and all of their "Related Parties," defined as each of Quest or an Individual Defendant's past or present directors, officers, employees, partners, principals, members, insurers, co-insurers, re-insurers, controlling shareholders, attorneys, advisors, accountants, auditors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, related or affiliated entities; any entity in which Quest or an Individual Defendant has or had a controlling interest, other than any entities that, as of or after the beginning of the Class Period, no excluded party held a 5% or greater interest in; any member of any Individual Defendant's immediate family; or any trust of which any Individual Defendant is the settlor or which is for the benefit of any member of an Individual Defendant's immediate family.
2. "Settled Claims" means and includes any and all claims, including "Unknown Claims" (as defined in ¶ 3 below), arising from the purchase of Quest common stock that: (i) have been asserted in this Action by the Class Representative on behalf of the Class and its Class Members against any of the Released Parties, or (ii) have been or could have been asserted in any forum by the Class Representative, Class Members or any of them against any of the Released Parties, which arise out of, relate to or are based upon the allegations, transactions, facts, matters, occurrences, representations or omissions involved, or set forth in the Complaint.
3. "Unknown Claims" means any and all claims that the Class Representative or any Class Member does not know or suspect to exist and any and all claims that Quest or any Individual Defendant does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties which, if known by him, her or it, might have affected his, her or its settlement with and release of, as applicable, the Released Parties, the Class Representative, and Class Members, or might have affected his, her or its decision to object or not to object to this Settlement. The Class Representative, Class Members, Quest and the Individual Defendants and each of them 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 Settled Claims and/or the Settled Defendants' Claims and Unknown Claims include those claims in which some or all of the facts comprising the claim may be undisclosed or hidden. Nevertheless, with respect to any and all Settled Claims and Settled Defendants' Claims, the Parties stipulate and agree that, upon the Effective Date, the Parties shall expressly waive and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, waived all provisions, rights and benefits of California Civil Code § 1542 and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code § 1542. California Civil Code § 1542 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.

The Parties expressly acknowledge, and the Class Members shall be deemed to have, and by operation of the Judgment shall have acknowledged, that the waiver and release of Unknown Claims constituting Settled Claims and/or Settled Defendants' Claims was separately bargained for and is a material element of the Settlement.

4. This release shall only be in force when the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).
5. 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.
6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Quest common stock which occurred during the Class Period as well as the number of shares of Quest common stock held by me (us) at the opening of trading on November 9, 2001, through the close of trading on July 3, 2006.





PART V: CERTIFICATION

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number shown on this form is my correct Taxpayer Identification Number; and
2. 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 Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 2 above.

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

I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, _____ in _____, _____.
(Month) (Year) (City) (State/Country)

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

Signature of Claimant

Type/print name here

Signature of Joint Claimant (if any)

Type/print Joint Claimant name here

Signature of person signing on behalf of Claimant

Type/print name of person signing on behalf of Claimant

Capacity of person(s) signing (e.g., Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Mail your Proof of Claim, postmarked not later than **May 14, 2010**, to:

Quest Software Class Action Settlement
c/o Rust Consulting, Inc.
P.O. Box 2259
Faribault, MN 55021-2379

