

UNITED STATES DISTRICT COURT  
DISTRICT OF CONNECTICUT

IN RE GREENFIELD ONLINE SECURITIES LITIGATION.

This Document Relates to:

All Actions.

Master File No. 3:07-cv-01118 (VLB)  
(Consolidated with 3:07-cv-01204 (CFD))

PROOF OF CLAIM AND RELEASE

**I. GENERAL INSTRUCTIONS**

1. To recover as a Class Member based on your claims in the action entitled *In re Greenfield Online Securities Litigation*, Master File No. 3:07-cv-01118 (VLB) (the "Action"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form. If you fail to submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release form, 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 form, however, does not assure that you will share in the proceeds of settlement in the Action.

**3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE FORM POSTMARKED ON OR BEFORE FEBRUARY 2, 2009, ADDRESSED AS FOLLOWS:**

*Greenfield Online Securities Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 990  
Corte Madera, CA 94976-0990

If you are NOT a Class Member, DO NOT submit a Proof of Claim and Release form.

4. If you are a Class Member, and you do not timely 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 FORM.

5. All capitalized terms that are not defined herein have the same meanings as such terms are defined in the Notice of Pendency and Proposed Settlement of Class Action (the "Notice").

**II. DEFINITIONS**

1. "Claims Administrator" means the firm of Gilardi & Co. LLC.

2. "Class" means all Persons who purchased or otherwise acquired the publicly traded common stock of Greenfield during the Class Period and were damaged thereby. Excluded from the Class are:

- (i) Persons or entities who submit valid and timely requests for exclusion from the Class; and
- (ii) Defendants, members of the immediate family of any such Defendant, any entity in which a Defendant has or had a controlling interest, officers and directors of Greenfield, at all relevant times, and legal representatives, agents, executors, heirs, successors or assigns of any such excluded Person, and any entity in which any Defendant is a trustee or has a controlling interest to the extent such entity's ownership of Greenfield publicly traded common stock inured or inures to the benefit of Defendants or members of their immediate family.

3. "Class Member" means a Person who falls within the definition of the Class.

4. "Defendants" means Greenfield Online, Inc. ("Greenfield"), Robert E. Bies and Dean A. Wiltse.

5. "Person" means an individual, corporation, partnership, limited partnership, association, joint stock company, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any business or legal entity and his, her or its spouses, heirs, predecessors, successors, representatives, or assignees.

6. "Released Parties" means each and all of the Defendants as well as each and all of their present or former parents, subsidiaries, affiliates, successors and assigns, and each and all of the present or former officers, directors, employees, agents, attorneys, accountants, financial advisors, commercial bank lenders, insurers, investment bankers, representatives, general and limited partners and partnerships, heirs, executors, administrators, successors and assigns of each of them.

### III. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired Greenfield publicly traded 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 Greenfield publicly traded common stock which forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S), OF THE GREENFIELD PUBLICLY TRADED 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 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 Greenfield Publicly Traded Common Stock" to supply all required details of your transaction(s) in Greenfield publicly traded 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/acquisitions and **all** of your sales of Greenfield publicly traded common stock that took place at any time beginning February 9, 2005 through September 29, 2005, inclusive (the "Class Period"), whether such transactions resulted in a profit or a loss. 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 Greenfield publicly traded common stock. The date of a "short sale" is deemed to be the date of sale of Greenfield publicly traded common stock.

5. Broker confirmations or other documentation of your transactions in Greenfield publicly traded common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

1. **NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at (866) 907-1962 or visit their website at [www.gilardi.com](http://www.gilardi.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.

Official  
Office  
Use  
Only



UNITED STATES DISTRICT COURT  
DISTRICT OF CONNECTICUT

*In re Greenfield Online Securities Litigation*  
Master File No. 3:07-cv-01118 (VLB)

**PROOF OF CLAIM AND RELEASE**

**Please Type or Print in the Boxes Below**  
Do **NOT** use Red Ink, Pencil, or Staples

**Must be Postmarked  
on or before  
February 2, 2009**

**GFLD1**

**PART I: CLAIMANT IDENTIFICATION**

Last Name (Beneficial Owner)												First Name (Beneficial Owner)											
Last Name (Co-Beneficial Owner)												First Name (Co-Beneficial Owner)											
<input type="radio"/> IRA <input type="radio"/> Trust <input type="radio"/> Joint Tenancy <input type="radio"/> UTMA/UGMA <input type="radio"/> Individual <input type="radio"/> Other _____ (specify)																							
Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA																							
Trustee/Asset Manager/Nominee/Record Owner's Name (if Different from Beneficial Owner Listed Above)																							
Account#/Fund# (Not Necessary for Individual Filers)												Date of Trust											

Social Security Number												Taxpayer Identification Number											
Telephone Number (Work)												Telephone Number (Home)											
Email Address																							

**MAILING INFORMATION**

Address																							
Address																							
City												State						Zip Code					
Foreign Province												Foreign Zip Code						Foreign Country Name/Abbreviation					

FOR CLAIMS PROCESSING ONLY	PB <input type="checkbox"/>	PC <input type="checkbox"/>	<input type="radio"/> ND	<input type="radio"/> NS	<input type="radio"/> ICI	<input type="radio"/> OPT	<input type="radio"/> EMP	DC <input type="checkbox"/>	<input type="radio"/> L1
			<input type="radio"/> IHI	<input type="radio"/> NTIN	<input type="radio"/> OTHER	<input type="radio"/> MRG			<input type="radio"/> L2
						<input type="radio"/> BOTH			





## V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release form under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of Connecticut with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information such as transactions in other Greenfield securities to the Claims Administrator (as defined in the Notice) to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases, other acquisitions or sales of Greenfield publicly traded common stock during the Class Period and know of no other person having done so on my (our) behalf.

## VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Released Parties.

2. "Released Claims" means all claims, whether known or unknown (including, but not limited to, "Unknown Claims"), that were asserted or could have been asserted in this Action by Lead Plaintiff or members of the Class, directly, derivatively or in any other capacity against the Released Parties under federal or state law, including without limitation all claims arising out of, or relating to, in whole or in part, (i) the claims or facts and circumstances asserted in this Action, and (ii) the purchase or other acquisition of the publicly traded common stock of Greenfield during the Class Period, including without limitation, any claims arising out of or relating to the financial statements, press releases, public filings, or other public disclosures made or issued by the Defendants concerning Greenfield during the Class Period.

3. "Unknown Claims" means any Released Claims which the Lead Plaintiff or any Class Member 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 the Released Parties, or might have affected his, her or its decision not to object to this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiff shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights and benefits of California Civil Code §1542, which 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 Lead Plaintiff shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any 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. The Lead Plaintiff and Class Members 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 Released Claims, but the Lead Plaintiff shall expressly and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Lead Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

4. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation of Settlement becomes effective on the Effective Date.

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 Greenfield publicly traded common stock which occurred during the Class Period as well as the number and type of shares of Greenfield publicly traded common stock held by me (us) at the opening of trading on February 9, 2005 and at the close of trading on September 29, 2005.



**SUBSTITUTE FORM W-9**

**PART I. Request for Taxpayer Identification Number ("TIN") and Certification**

First Name

Grid for First Name: 15 empty boxes

I. Last Name

Grid for Last Name: 15 empty boxes

Check appropriate box:

- Individual/Sole Proprietor
- IRA
- Trust
- Corporation
- Partnership
- Pension Plan
- Other \_\_\_\_\_ (specify)

Enter TIN on the appropriate line.

- For individuals, this is your Social Security Number ("SSN").
- However, for a resident alien, sole proprietor, or disregarded entity, see Part 1 of the enclosed W-9 instructions.
- For sole proprietors, you must show your individual name, but you may also enter your business or "doing business as" name. You may enter either your SSN or your Employer Identification Number ("EIN").
- For other entities, it is your EIN.

Social Security Number

Grid for Social Security Number: 9 empty boxes with dashes

Employer Identification Number

Grid for Employer Identification Number: 9 empty boxes with dashes

**PART II. For Payees Exempt from Backup Withholding**

If you are exempt from backup withholding, enter your correct TIN in Part I and write "exempt" on the following line: \_\_\_\_\_

**PART III. Certification**

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

- (1) The number shown on this form is my correct TIN; 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.

**SEE ENCLOSED FORM W-9 INSTRUCTIONS**

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 (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim and Release form by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_  
(Month/Year) (City/State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Type or print your name here)

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

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

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

Reminder Checklist:

- 1. Please sign the above release and declaration.
- 2. Remember to attach supporting documentation, if available.
- 3. Do not send original stock certificates.
- 4. Keep a copy of your claim form for your records.
- 5. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
- 6. If you move, please send the Claims Administrator your new address.

