

PROOF OF CLAIM
NALCO CHEMICAL COMPANY

LAST DAY TO FILE PROOF OF CLAIM WITH DISTRIBUTION AGENT:

APRIL 13, 2012

FOR: United States District Court, Southern District of New York,
SECURITIES AND EXCHANGE COMMISSION v. JOSE LUIS BALLESTEROS FRANCO, et al.,
Consolidated Civil Action No. 01 CV 3872 (JGK)

PLEASE COMPLETE, SIGN AND RETURN THIS PROOF OF CLAIM FORM IMMEDIATELY TO:

RICHARD WEISSMAN, ESQ.
DISTRIBUTION AGENT
12121 Wilshire Blvd., Suite 600
Los Angeles, CA 90025
Tel: (888) 594-1294

The undersigned hereby submits the following claim against Jose Luis Ballesteros Franco, et al. ("Franco"), relating to the insider trading of shares of Nalco Chemical Company ("Nalco") during **June 1999**, and certifies and represents as follows:

1. **NAME(S) AND ADDRESS OF CLAIMANT(S):**

Name(s) of Company or (all) Individual(s): _____

Current Address: _____

Address at time of Investment (if different from current address):

Telephone No.: _____ E-Mail: _____

2. **THIS CLAIM IS BASED ON MY STATUS AS A NET SELLER OF STOCK IN NALCO**

on one or more of the Sale Dates of June 18, 21, 22, 23, 24 and 25 1999.

3. **AMOUNT OF NET CLAIM: \$ _____ (Principal Only)**

(Provide copies of canceled checks, Wired funds receipts, bank statements, brokerage account statements, etc.)

4. **Complete this Section from your information stated in the Supplemental Claim Form**

A. Number of Shares held as of June 17, 1999: _____

B. Number of Shares Sold on Sale Dates: _____

C. Number of Shares Purchased on the Sale Dates: _____

D. Net "Loss" (Average Price per Share Sold times total Net Shares Sold): _____

5. Please "check off" the box which was the source of information to you about this claim process:

Direct Mail from Distribution Agent Broker Print or Internet Publication Another Investor Other

If your source is other than direct mail from the Distribution Agent, legibly print the name, address, telephone number and email address of your stated source:

6. I acknowledge, agree and remit to the jurisdiction of this Court, and agree that my claim shall be adjudicated, determined and paid as ordered by the United States District Court that is administering this action and distribution. 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 for hearing, without a jury.

7. I have not sold, assigned, transferred, hypothecated or in any way conveyed my interest in or my claim against Franco or any portion thereof. I further agree not to sell, convey, assign, transfer or hypothecate hereafter, prior to the date(s) of distribution, my interest in the Franco claim, in any manner. In the event my interest is transferred hereafter prior to the date(s) of distribution, except by operation of law, I agree that any such assignment or transfer shall be deemed null and void and unenforceable by any successor third party as between the undersigned, on the one hand, and Franco, the Agent and the Court, on the other hand. I further represent that I, individually, or as an officer, director, partner, or member of any corporation, partnership or limited liability company, or other entity, possess all of the requisite power and authority to execute this form and to grant a full and irrevocable Release of all claims to the assets to be distributed by the Court, and to do all other things necessary and appropriate in connection with the submission of this Proof of Claim form and its attachments.

8. I further understand and agree that: (a) a disbursement check will be made payable jointly to me and to each of my co-claimants named herein below; (b) it will be our individual and collective responsibility for said check's timely deposit and collection en gross and later division between us, if any; (c) that the Agent will not prorate the amount due me or to us under separate checks; and (d) my correct Social Security Number (SSN), Federal Employer Identification Number (FEIN) or Tax Identification Number (TIN) is set forth adjacent to my signature below.

9. I represent that I am not and have never been affiliated with NALCO Chemical Company, Jose Louis Ballesteros Franco, Jorge Eduardo Ballesteros Franco, Pablo Escandon Cusi, Hugo Salvador Villa Manzo, or any of the other persons named in any of the U.S. District Court cases, nos. 01 CV 03872(JGK), 02 CV 0971 (JGK) and/or 02 CV 01766 (JGK) as a principal, employee, sales agent, independent contractor, relative or in any other manner.

10. I represent that I have not received from or on behalf of NALCO, Franco, or any of the above-named persons against whom this claim is filed, any distribution of money except as set forth in Section 3, above. (Sales of Nalco shares on and after June 28, 1999, are excluded from Section 3 above, and from this Claim.

11. I further consent to the Distribution Agent's and his employees' and agents' use of any of the information provided herein including but limited to confidential Social Security (or taxpayer identification) numbers, addresses, telephone numbers, brokerage account(s) and trading information, in any way deemed appropriate by the Court or Distribution Agent for verification of the claim.

12. Upon receipt and acceptance of a distribution from the Fair Fund, I fully and finally and forever waive, release and relinquish any and all claims of any kind, nature or description whatsoever that the undersigned may now, or at any time in the future, may have against the Distribution Agent and his respective employees, agents, representatives and affiliates, whether known or unknown, that arise out of or relate in any manner to the performance by such "persons" of their respective duties and responsibilities under the Distribution Plan, including without limitation the administration of the Fair Fund. The foregoing Release and Waiver does not include or extend to any individual claims I/we may have directly against any of the named Defendants outside of the subject consolidated actions.

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

Executed on : _____, 2012, at _____, _____
 (City or Town) (State, Zip Code)

NO PROOF OF CLAIM SHOULD BE FILED WITH THE COURT.

Delivery of an originally executed and fully completed Proof of Claim to Richard Weissman, Distribution Agent of NALCO, et al., postmarked on or before APRIL 13, 2012, shall constitute Claimant's "filing" of the Proof of Claim.

_____ PRINT (FULL NAME)	_____ CLAIMANT SIGNATURE	_____ SSN / FEIN
_____ PRINT (FULL NAME)	_____ CLAIMANT SIGNATURE	_____ SSN / FEIN
_____ PRINT (FULL NAME)	_____ CLAIMANT SIGNATURE	_____ SSN / FEIN
_____ PRINT (FULL NAME)	_____ CLAIMANT SIGNATURE	_____ SSN / FEIN

NAME, ADDRESS AND ACCOUNT NUMBER FOR CURRENT IRA/PENSION ACCOUNT(S)

** To receive an acknowledgment from the Distribution Agent of his receipt of your Proof of Claim, you must provide him with a duplicate of the original Proof of Claim and a self-addressed, postage prepaid envelope. The Distribution Agent will mark the duplicate Proof of Claim "Received" with a date stamp and return it to you for your records. **It is recommended that you send your Proof of Claim and supporting documents by certified mail, return receipt requested, to confirm the actual receipt of the POC by the Distribution Agent.**

SUPPLEMENTAL CLAIM FORM

Securities and Exchange Commission (SEC) v Franco, et al.
 US District Court, Southern District of New York, case no. 01-CV-3872 (JGK) (CONSOLIDATED)

Richard Weissman, Esq.
 Distribution Agent
 12121 Wilshire Blvd., Suite 600
 Los Angeles, CA 90025-1188

COMPUTATION OF NET LOSS ON COMMON STOCK (June 18, 21, 22, 23, 24, & 25, 1999)

NUMBER OF SHARES HELD BY INVESTOR AS OF JUNE 17, 1999 :

Investor Sale Dates	SHARES SOLD		SHARES PURCHASED	
	Number of Shares	Total Sale Price	Number of Shares	
June 18, 1999		\$		
-----		-----		-----
June 21, 1999		\$		
-----		-----		-----
June 22, 1999		\$		
-----		-----		-----
June 23, 1999		\$		
-----		-----		-----
June 24, 1999		\$		
-----		-----		-----
June 25, 1999		\$		
-----		-----		-----
TOTAL SHARES SOLD/PRICE	Line 1a	Line 1b	TOTAL SHARES PURCHASED	Line 1c
		\$		
NET SHARES SOLD (if result is zero shares OR negative shares, STOP)			Deduct Total of Line 1c from Line 1a	Line 2 _____ NET SHARES
AVERAGE SHARE VALUE			Divide Total of Line 1b by Line 1a	Line 3 \$ -
ELIGIBLE LOSS AMOUNT PER NET SHARES SOLD (June 18, through 25, 1999)			Damage computation: Insider Profit Price: \$53 Minus Line 3 =	Line 4 \$ -
NET CLAIM AMOUNT "Please print the amount in this line also in "Section 3" of the main Proof of Claim form "Amount of Net Claim)."			Multiply Line 4 by Line 2	Line 5 \$ -

* Please attach copies of canceled checks, Wired funds receipts, bank statements, brokerage account statements, etc. (detailing your NALCO STOCK transactions in June 1999)

I/We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.		
Full Name	Signature	Date

EXAMPLES TO ASSIST YOU IN COMPLETING SUPPLEMENTAL CLAIM FORM

EXAMPLE 1

You owned 100 shares on June 17, 1999.
 You sold 10 shares at \$36 per share on June 18th, 1999.
 If you did not buy any shares on the remaining Sale Dates, your loss will be calculated on the basis of the 10 shares.

* Assuming the closing price per share on June 28, 1999 was \$51

COMPUTATION OF NET LOSS ON COMMON STOCK (June 18, 21, 22, 23, 24, & 25, 1999)					
NUMBER OF SHARES HELD BY INVESTOR AS OF JUNE 17, 1999 :					100 SHARES
Investor Sale Dates	SHARES SOLD		SHARES PURCHASED		
	Number of Shares	Total Sale Price	Number of Shares		
June 18, 1999	10	x \$36 \$ 360.00	-	-	-
June 21, 1999	-	\$	-	-	-
June 22, 1999	-	\$	-	-	-
June 23, 1999	-	\$	-	-	-
June 24, 1999	-	\$	-	-	-
June 25, 1999	-	\$	-	-	-
TOTAL SHARES SOLD/PRICE	10	\$ 360.00	TOTAL SHARES PURCHASED	0	
NET SHARES SOLD (If result is zero shares OR negative shares STOP)					Deduct Total of Line 1c from Line 1a Line 2 10 NET SHARES
AVERAGE SHARE VALUE					Divide Total of Line 1b by Line 1a Line 3 \$36.00
ELIGIBLE LOSS AMOUNT PER NET SHARES SOLD (June 18, through 25, 1999)					* Damage computation: Insider Profit Price: \$51 Minus Line 3 = Line 4 \$15.00
NET CLAIM AMOUNT *Please print the amount in this line also in "Section 3" of the main Proof of Claim form "Amount of Net Claim".					Multiply Line 4 by Line 2 Line 5 \$150.00

EXAMPLE 2

You owned 100 shares on June 17, 1999.
 You sold 10 shares at \$36 on June 18th, 1999.
 If you bought 3 shares on June 21st and 7 shares on June 22nd, 1999. Your purchases of the 10 shares would offset the 10 shares sold on June 18th. You would have no claim, as your Net Shares are zero, having been offset by 10 (3+7) shares purchased on the Sale Dates.

COMPUTATION OF NET LOSS ON COMMON STOCK (June 18, 21, 22, 23, 24, & 25, 1999)					
NUMBER OF SHARES HELD BY INVESTOR AS OF JUNE 17, 1999 :					100 SHARES
Investor Sale Dates	SHARES SOLD		SHARES PURCHASED		
	Number of Shares	Total Sale Price	Number of Shares		
June 18, 1999	10	x \$36 \$ 360.00	-	-	-
June 21, 1999	-	\$	3	-	-
June 22, 1999	-	\$	7	-	-
June 23, 1999	-	\$	-	-	-
June 24, 1999	-	\$	-	-	-
June 25, 1999	-	\$	-	-	-
TOTAL SHARES SOLD/PRICE	10	\$ 360.00	TOTAL SHARES PURCHASED	10	
NET SHARES SOLD (If result is zero shares OR negative shares STOP)					Deduct Total of Line 1c from Line 1a Line 2 0 NET SHARES
AVERAGE SHARE VALUE					Divide Total of Line 1b by Line 1a Line 3 _____
ELIGIBLE LOSS AMOUNT PER NET SHARES SOLD (June 18, through 25, 1999)					Damage computation: Insider Profit Price: \$51 Minus Line 3 = Line 4 _____
NET CLAIM AMOUNT *Please print the amount in this line also in "Section 3" of the main Proof of Claim form "Amount of Net Claim".					Multiply Line 4 by Line 2 Line 5 \$0.00

EXAMPLE 3

You owned 100 shares on June 17, 1999.
 You sold 10 shares at \$36 per share on June 18th and sold an additional 20 shares at \$39.10 on June 23, 1999. (A total of 30 shares sold during the sale dates)
 If you bought 5 shares on June 21st and 10 shares on June 22nd, 1999. Your total purchases of the 15 shares would offset the total of 30 shares sold during the sales date.
 Your Net Shares would be 15 shares and the basis for calculation of your claim.

* Assuming the closing price per share on June 28, 1999 was \$51

COMPUTATION OF NET LOSS ON COMMON STOCK (June 18, 21, 22, 23, 24, & 25, 1999)					
NUMBER OF SHARES HELD BY INVESTOR AS OF JUNE 17, 1999 :					100 SHARES
Investor Sale Dates	SHARES SOLD		SHARES PURCHASED		
	Number of Shares	Total Sale Price	Number of Shares		
June 18, 1999	10	x \$36 \$ 360.00	-	-	-
June 21, 1999	-	\$	5	-	-
June 22, 1999	-	\$	10	-	-
June 23, 1999	20	x \$39.10 \$ 782.00	-	-	-
June 24, 1999	-	\$	-	-	-
June 25, 1999	-	\$	-	-	-
TOTAL SHARES SOLD/PRICE	30	\$ 1,142.00	TOTAL SHARES PURCHASED	15	
NET SHARES SOLD (If result is zero shares OR negative shares STOP)					Deduct Total of Line 1c from Line 1a Line 2 15 NET SHARES
AVERAGE SHARE VALUE					Divide Total of Line 1b by Line 1a Line 3 \$38.07
ELIGIBLE LOSS AMOUNT PER NET SHARES SOLD (June 18, through 25, 1999)					* Damage computation: Insider Profit Price: \$51 Minus Line 3 = Line 4 \$12.93
NET CLAIM AMOUNT *Please print the amount in this line also in "Section 3" of the main Proof of Claim form "Amount of Net Claim".					Multiply Line 4 by Line 2 Line 5 \$194.00