

# **EXHIBIT 2**

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

IN RE AMERICAN DENTAL PARTNERS, INC.  
SECURITIES LITIGATION

No. 08-cv-10119-RGS  
(Consolidated Action)

**PROOF OF CLAIM AND RELEASE**

**I. GENERAL INSTRUCTIONS**

- A. To recover as a Class member based on your claims in the action entitled *In re American Dental Partners, Inc. Securities Litigation*, 08-cv-10119-RGS, and all lawsuits consolidated under that caption (the "Action"), which are being settled as discussed in the Notice of Pendency of Class Action, Proposed Settlement, Motion for Attorneys' Fees and Expenses, and Hearing on Proposed Settlement (the "Notice"), please complete this Proof of Claim and Release form ("Claim Form") according to the instructions below.
- B. The Class is defined as all persons or entities who purchased or acquired common stock of American Dental Partners, Inc. ("ADPI" or the "Company") between and including February 25, 2004 and December 13, 2007 (the "Class Period"). Excluded from the Class are the Defendants; the officers, directors, and partners of ADPI; each of ADPI's subsidiaries and affiliates; members of the Defendants' immediate families and their legal representatives, heirs, successors and assigns; any entity in which any of the foregoing have or had a controlling interest; and the directors and officers liability insurance carriers (and any affiliates or subsidiaries thereof) of ADPI.
- C. You may only participate in the settlement described in the Notice (the "Settlement") if you are a member of the Class and if you complete and return this form as specified below. Submission of this Claim Form, however, does not ensure that you will share in the Net Settlement Amount.
- D. You must mail your completed and signed Claim Form to the Claims Administrator postmarked by April 17, 2010, addressed as follows:
- American Dental Partners, Inc. Securities Litigation  
Claims Administrator  
c/o Administar Services Group  
P.O. Box 56380  
Jacksonville, FL 32241-6380**
- E. All Class members will be bound by the terms of the judgment entered in the Action WHETHER OR NOT A CLAIM FORM IS SUBMITTED, unless a valid exclusion request is received by February 25, 2010. If you submit a valid exclusion by the deadline noted, you MAY NOT submit a Claim Form.

**II. CLAIMANT IDENTIFICATION INSTRUCTIONS**

- A. If you purchased or acquired ADPI common stock during the Class Period and held the shares in your name, you are the beneficial owner as well as the record owner. If, however, you purchased or acquired ADPI common stock during the Class Period and the shares were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these shares, but the third party is the record owner of these shares.
- B. Use Section IV of this form entitled "CLAIMANT IDENTIFICATION" to identify each owner of record ("nominee"), if different from the beneficial owner of ADPI common stock that forms the basis of this claim. **THE ACTUAL BENEFICIAL OWNER OR THE LEGAL REPRESENTATIVE OF SUCH OWNER OF THE ADPI COMMON STOCK UPON WHICH THIS CLAIM IS BASED MUST SUBMIT THIS CLAIM FORM.** Legal representatives MUST include proof of authority to sign on behalf of the beneficial owner in accordance with Section II, Paragraph C, below.
- C. All joint beneficial owners must sign this Claim Form. Executors, administrators, guardians, conservators, and trustees must complete and sign this Claim Form on behalf of persons represented by them, and proof of their authority must accompany this Claim Form and their titles or capacities must be stated.

- D. 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.
- E. If you would like to use the correspondence address (noted in Section IV) for the distribution of check(s), please place a check mark next to "Check Here to Use Correspondence Address for Distribution of Checks;" you need not fill out the (Optional) Distribution Address portion of the form if you wish to use the correspondence address for all distributions. If you would like your distribution check sent to an address other than the correspondence address, please fill out the (Optional) Distribution Address portion of the form; you will still need to fill in the Correspondence Address section.

**FAILURE TO PROVIDE THE FOREGOING INFORMATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.**

**III. TRANSACTION SCHEDULE INSTRUCTIONS**

- A. Use Section V of this Claim Form entitled "SCHEDULE OF TRANSACTIONS IN ADPI COMMON STOCK" to supply all required details of your transaction(s) in ADPI stock. If you need more space, attach separate, numbered sheets providing all of the required information in substantially the same format. Print or type the beneficial owner's name at the top of each additional sheet.
- B. On the schedules, provide all of the requested information with respect to all acquisitions and purchases (including free receipts), as well as all sales (including free deliveries), of ADPI common stock.
- C. Failure to report all transactions during the requested periods may result in the rejection of your claim.
- D. Shares of ADPI acquired during the Class Period by means of a gift, inheritance, or operation of law do not qualify as the purchase of such shares on the date of such acquisition. If, however, such securities were purchased during the Class Period by the donor, decedent, or transferor, then as long as the original purchaser does not submit a Claim Form with respect to the shares, recipients will be allowed to participate in the Settlement and their claims will be computed by using the price of such stock on the original date of purchase.
- E. In processing claims, the first in, first out (FIFO) basis will be applied to acquisitions, purchases, and sales starting with the opening position (if any) at the outset of the Class Period.
- F. List each acquisition, purchase, and sale, including free receipts and free deliveries, separately and in chronological order, by trade date (as distinguished from the "settlement" date), beginning with the earliest. You must accurately provide the month, day, and year of each such transaction you list.
- G. The price per share, paid or received, shall be exclusive of all commissions, taxes, fees, and other charges.
- H. The date of covering a short sale is deemed to be the date of purchase. The date of a short sale is deemed to be the date of sale. Although there is no recognized loss for a short sale, all short sales must be reported to allow proper balancing of the transactions contained in your claim overall.
- I. You must include with your Claim Form copies of brokerage confirmations, monthly statements, or other documentation of your transactions in ADPI common stock in order for your claim to be valid. If such documents are not available, please call the American Dental Partners, Inc. Securities Litigation Helpline toll free at (866) 880-8634 for additional assistance. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.
- J. If your trading activity during the Class Period exceeds 50 transactions, you must provide, in an electronic file, all purchase and sale information required in the Schedule of Transactions in ADPI Common Stock. For a copy of instructions and parameters concerning such a submission, you may download the Electronic Claims Filing Guidelines and an Electronic Claims Filing Template from the Claims Administrator's website at [www.ADPISettlement.com](http://www.ADPISettlement.com), or you may call toll free at (866) 880-8634 for additional assistance. Please be advised that any claimant filing electronically must provide and maintain an up-to-date e-mail address with the Claims Administrator, and please be aware that further communication may be initiated by e-mail. All claimants MUST submit a manually signed paper Claim Form listing all their transactions whether or not they also submit electronic copies. 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.

**CLAIMS  
MUST BE POSTMARKED BY  
APRIL 17, 2010**

**PROOF OF CLAIM AND RELEASE  
IN RE AMERICAN DENTAL PARTNERS,  
INC. SECURITIES LITIGATION**  
No. 08-cv-10119-RGS  
PLEASE PRINT OR TYPE

**\*ADPI\*  
FOR INTERNAL USE ONLY**

**IV. CLAIMANT IDENTIFICATION**

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)

Trustee/Nominee/Other

Account Number (If Claimant Is Not an Individual)

Trust/Other Date (If Applicable)

**Check Here to Use Correspondence Address for Distribution of Checks**

Correspondence Address Line 1

Correspondence Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country

**(Optional) Distribution Address:**

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

E-Mail Address

**IDENTITY OF CLAIMANT**

- Individual    Joint Owners    Estate    Corporation    Trust    Partnership    Private Pension Fund
- IRA, Keogh, or other type of individual retirement plan (indicate type of plan, mailing address, and name of current custodian)  
\_\_\_\_\_    Legal Representative    Other (specify, describe on separate sheet)

**LEGAL REPRESENTATIVES OF CLAIMANTS MUST ATTACH POWER OF ATTORNEY OR OTHER INSTRUMENT SHOWING AUTHORITY TO ACT AS A LEGAL REPRESENTATIVE.**

Individuals or entities excluded from participating in the Settlement include the Defendants in the Action; each of ADPI’s officers, directors, subsidiaries and affiliates between and including February 25, 2004 and December 13, 2007; members of the Defendants’ immediate families and their legal representatives, heirs, successors and assigns; any entity in which any of the foregoing have or had a controlling interest; and the directors and officers liability insurance carriers (and any affiliates or subsidiaries thereof) of ADPI.

- Check here if the claimant or beneficial owner is excluded from the Class.
- Check here if the claimant or beneficial owner was an officer, director, subsidiary, or affiliate of ADPI between and including February 25, 2004 and December 13, 2007. If so, please state position(s) held and dates of employment:  
\_\_\_\_\_.
- Check here if the claimant or beneficial owner acquired ADPI common stock through an ADPI employee benefit plan.

**V. SCHEDULE OF TRANSACTIONS IN ADPI COMMON STOCK**

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

**A. BEGINNING HOLDINGS:**

Proof enclosed?

*Please state the total number of shares of ADPI common stock that you owned as of the close of business on February 24, 2004 (long or short positions).*

- Y
- N

**IF NONE, CHECK HERE**  

**B. PURCHASES:**

Separately list each and every purchase and/or acquisition, including free receipts, of ADPI common stock during the period between **February 25, 2004 and December 13, 2007, inclusive.**

**IF NONE, CHECK HERE**  

Date(s) of original purchase or acquisition. List chronologically MM      DD      YYYY	Number of shares purchased/acquired	Original purchase price per share (excluding commissions, taxes, & fees)	Proof of purchase 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
/      /		\$      .	<input type="radio"/> Y <input type="radio"/> N
/      /		\$      .	<input type="radio"/> Y <input type="radio"/> N

**C. SALES:**

Separately list each and every sale, including free deliveries, of ADPI common stock during the period between **February 25, 2004 and December 13, 2007, inclusive.**

**IF NONE, CHECK HERE**

Date(s) of sales 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
/	/		\$ .	<input type="radio"/> Y <input type="radio"/> N

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

**D. UNSOLD HOLDINGS:**

Please state the number of shares of ADPI common stock that you held **as of the close of trading on December 13, 2007** (long or short positions).

Proof enclosed?

Y N

**IF NONE, CHECK HERE**

YOU MUST ALSO READ THE RELEASE BELOW AND SIGN ON PAGE 7 OF THIS CLAIM FORM.

**VI. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I (We) submit this Claim Form under the terms of the Class Action Settlement Agreement (“Settlement Agreement”) described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of Massachusetts 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 (we) will be bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, sales, or holdings of ADPI common stock and know of no other person having done so on my (our) behalf.

**VII. RELEASE**

A. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, relinquish, and discharge each and all of the Released Parties from all Released Claims, as those terms are defined below.

B. Definitions for Release:



I (We) have read the foregoing Claim Form and certify that all of the information contained herein, and the supporting documents attached hereto, are true, correct, and complete to the best of my (our) knowledge, information, and belief and that this Claim Form was executed on the \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_ in \_\_\_\_\_ (City), \_\_\_\_\_ (State), \_\_\_\_\_ (Country).

\_\_\_\_\_  
Signature of claimant

\_\_\_\_\_  
Print your name here

\_\_\_\_\_  
Signature of joint claimant, if any

\_\_\_\_\_  
Print your name here

\_\_\_\_\_  
Signature of person signing on behalf of claimant

\_\_\_\_\_  
Print your name here

\_\_\_\_\_  
Capacity of person signing on behalf of claimant, if other than an individual, e.g., executor, president, custodian, etc.

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

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN **APRIL 17, 2010**, AND MUST BE MAILED TO:

American Dental Partners, Inc. Securities Litigation  
Claims Administrator  
c/o Administar Services Group  
P.O. Box 56380  
Jacksonville, FL 32241-6380

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by **April 17, 2010**, 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 process fully all of the Claim Forms and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Claim Form. Please notify the Claims Administrator of any change of address.

**REMINDER CHECKLIST:**

1. Please sign the above release and certification and Substitute Form W-9.
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. If you desire an acknowledgment of receipt of your Claim Form, please send it Certified Mail, Return Receipt requested, or its equivalent. **You will bear all risks of delay or non-delivery of your claim.**
7. If your address changes in the future, or if these documents were 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 **American Dental Partners, Inc. Securities Litigation, Claims Administrator, c/o Administar Services Group, P.O. Box 56380, Jacksonville, FL 32241-6380.**