

UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF MISSOURI
WESTERN DIVISION

IN RE AMERICAN ITALIAN PASTA COMPANY SECURITIES) Consolidated Civil Action No.
LITIGATION) 05-CV-0725-W-ODS

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

- A. To recover from the Net Settlement Fund as a member of the Class and/or Stub Period Class, based on your claims in the action entitled *In re American Italian Pasta Company Securities Litigation*, No. 05-CV-725-W-ODS, and all lawsuits consolidated under that caption (the "Action"), which are being partially settled as part of the Partial Settlement discussed in the Notice of Pendency and Proposed Partial Settlement of Class Action ("Notice"), you must complete and sign this Proof of Claim and Release form. If you fail to execute and submit a timely, properly completed and addressed Proof of Claim and Release form, your claim may be rejected and you may be precluded from any recovery in connection with the Partial Settlement.
- B. Pursuant to an Order in this Action dated March 26, 2007, and as indicated in the Order of Preliminary Approval dated November 5, 2007, **the Class is defined as: all purchasers of American Italian Pasta Corporation ("AIPC") common stock on or after January 23, 2002, who held shares of common stock of American Italian Pasta Company on August 9, 2005.** Excluded from the Class shall be the Defendants and their corporate affiliates, current or former officers or directors of AIPC, successors, heirs, assigns, executors, personal representatives, marital communities, and immediate family members.
- C. Pursuant to the Order of Preliminary Approval dated November 5, 2007, **the Stub Period Class is defined as: all purchasers of AIPC common stock on or after August 10, 2005, who held shares of AIPC common stock on August 17, 2005.** Excluded from the Stub Period Class shall be the Defendants and their corporate affiliates, current or former officers or directors of AIPC, successors, heirs, assigns, executors, personal representatives, marital communities, and immediate family members.
- D. **You may only participate in the Partial Settlement if you are a member of the Class or Stub Period Class. If you are such a member, and wish to participate, you must complete and return this form as specified below.**
- E. **Submission of this Proof of Claim and Release form, however, does not assure that you will share in the Net Settlement Fund.**
- F. You must mail your completed and signed Proof and Claim and Release form to the Settlement Administrator postmarked by **March 10, 2008**, or 30 days after entry of the Court's approval of Partial Settlement, whichever is later, addressed as follows:

American Italian Pasta Company Securities Litigation
Settlement Administrator
c/o A.B. Data, Ltd.
Post Office Box 170500
Milwaukee, WI 53217

- G. **If you are NOT a Member of the Class or the Stub Period Class, DO NOT submit a Proof of Claim and Release form.**
- H. If you are a member of the Class or the Stub Period Class and you have not timely requested exclusion, you will be bound by the terms of the Judgment entered in the Action **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.**

II. CLAIMANT IDENTIFICATION INSTRUCTIONS

- A. If you purchased or acquired AIPC common stock during the Class Period or Stub 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 AIPC common stock during the Class Period or Stub 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 AIPC common stock that forms the basis of this claim. **THE ACTUAL BENEFICIAL OWNER OR THE LEGAL REPRESENTATIVE OF SUCH OWNER OF THE AIPC COMMON STOCK UPON WHICH THIS CLAIM IS BASED MUST SUBMIT THIS PROOF OF CLAIM AND RELEASE 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 Proof of Claim and Release form. Executors, administrators, guardians, conservators and trustees must complete and sign this Proof of Claim and Release form on behalf of persons represented by them and their authority must accompany this Proof of Claim and Release 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 one of the beneficial owner(s) may be used in verifying this claim.
- E. If you would like to use the Correspondence Address for the distribution of check(s) and stock certificate(s), please mark that section as the address for all distributions; you need not fill out the (Optional) Distribution Address if you wish to use the Correspondence Address for all distributions. If you would like your distribution check and/or stock certificate(s) sent to an address other than the Correspondence Address, please select the appropriate option under (Optional) Distribution Address and fill in that 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 AIPC COMMON STOCK” to supply all required details of your transaction(s) in AIPC common stock. If you need more space, attach separate, numbered sheets giving 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, including free receipts, purchases and sales, including free deliveries, of AIPC common stock.
- C. Failure to report all transactions called for may result in the rejection of your claim.
- D. Shares of AIPC common stock acquired during the Class Period or Stub 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 stock was purchased during the Class Period or Stub Period by the donor, decedent or transferor, then, as long as the original purchaser **does not** submit a Proof of Claim and Release form with respect to the shares, the recipient will be allowed to participate in the Settlement and their claim Proof of Claim and Release form 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 relevant Class Period.
- F. List each acquisition, purchase and sale 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 of AIPC common stock. The date of a short sale is deemed to be the date of sale of AIPC common stock.
- I. You must include with your Proof of Claim and Release form copies of brokerage confirmations, monthly statements or other documentation of your transactions in AIPC common stock in order for your claim to be valid. If such documents are not available, please call the Settlement Helpline toll-free at (866) 778-9469 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 or Stub Period exceeds 50 transactions, you must provide, in an electronic file, all purchase and sale information required in the Schedule of Transactions. For a copy of instructions and parameters concerning such a submission, you may download the Electronic Claim Filing Guidelines and an Electronic Claims Filing Template from the Settlement Administrator’s website at: abdatalawserve.com/cases.php or you may call toll-free (866) 778-9469 for additional assistance. Please be advised that any claimant filing electronically must provide and maintain an up-to-date e-mail address with the Settlement Administrator and please be aware that further communication may be initiated by e-mail.

MUST BE POSTMARKED ON OR BEFORE MARCH 10, 2008, OR 30 DAYS AFTER ENTRY OF THE COURT'S ORDER APPROVING OF PARTIAL SETTLEMENT, WHICHEVER IS LATER

**STATEMENT OF CLAIM
IN RE AMERICAN ITALIAN PASTA
COMPANY SECURITIES LITIGATION
No. 05-CV-725-W-ODS
PLEASE PRINT OR TYPE**



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 and Stock Certificates

Correspondence Address Line 1

Correspondence Address Line 2 (if applicable)

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country

(Optional) Distribution Address: Checks Only Stock Certificates Only Both

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

C. SALES:

Separately list each and every sale of AIPC common stock during the period between **January 23, 2002, through August 17, 2005, 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			
/	/			\$.	Y N
/	/	_____	_____	\$ _____	Y N
/	/	_____	_____	\$ _____	Y N
/	/			\$.	Y N
/	/			\$.	Y N
/	/			\$.	Y N
/	/	_____	_____	\$ _____	Y N
/	/			\$.	Y N

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

D. UNSOLD HOLDINGS:

Please state the number of shares of AIPC common stock that you held **as of the close of trading on August 17, 2005**, 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 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 Western District of Missouri with respect to my (our) claims as a member of the Class and/or Stub Period Class 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 Settlement 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 AIPC common stock during the Class Period and/or Stub Period 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:

1. **“Defendants”** shall mean American Italian Pasta Corporation (“AIPC”), Timothy S. Webster, Horst W. Schroeder, George D. Shadid, Warren B. Schmidgall, Walter N. George, Jerry H. Dear, James A. Heeter, William R. Patterson, Jonathan E. Baum, and Ernst and Young LLP (“Ernst”);
2. **“Effective Date”** shall mean the first date by which all of the events and conditions specified in Paragraph 67 of the Stipulation have been met and have occurred;
3. **“Net Settlement Fund”** shall mean the Net Settlement Cash and the Net Settlement Securities (as those terms are defined in the Stipulation), as adjusted pursuant to the upside allocation and downside protection formulas set forth in the Stipulation;
4. **“Pending Shareholder Derivative Actions”** shall mean the following action filed in the Western District of Missouri: *Chaiet v. Allen*, Case No. 06-744-CV-W-ODS, and the following action filed in the Circuit Court of Jackson County, Missouri: *Haag v. Webster*, Case No. 05-CV-33137;
5. **“Plan of Allocation”** shall mean a plan or formula of allocation of the Net Settlement Fund described in the Notice;

6. **“Released Claims”** shall collectively mean all claims (including Unknown Claims) demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown, including violations of any local, state, federal, or foreign statutes, rules, regulations, common law, or other law, by or on behalf of the Lead Plaintiff, the Class, the Stub Period Class, or any member of the Class or Stub Period Class against the Released Parties which are in any way based upon or related to: (a) the purchase or acquisition of AIPC common stock by any member of the Class during the Class Period (whether on the open market or otherwise), or by any member of the Stub Period Class during the Stub Period (whether on the open market or otherwise); (b) the facts, transactions, events, occurrences, acts, disclosures, statements, omissions or failures to act and/or to supervise AIPC officers or employees which were or could have been alleged in the Action; (c) the facts which were alleged in any papers filed in the Action; and/or (d) the administration of the Net Settlement Fund or Plan of Allocation. Released Claims shall not include claims alleged in the Pending Shareholder Derivative Actions;

7. **“Released Parties”** shall mean each and every one of the following: Settling Defendants and all entities owned, affiliated or controlled by them, all current and former AIPC directors and officers and each of their respective agents, employees, consultants, insurers, attorneys, advisors, successors, heirs, assigns, executors, personal representatives, marital communities and immediate families. However, Released Parties does not include Ernst;

8. **“Settling Defendants”** shall mean all Defendants other than Ernst;

9. **“Unknown Claims”** shall mean any Released Claims which the Lead Plaintiff or any member of the Class or Stub Period Class 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, or opt out of, this Settlement. With respect to any and all Released Claims, the Settling Parties have stipulated and agreed that, upon the Effective Date, the Lead Plaintiff expressly waives and relinquishes, and the members of the Class and Stub Period Class shall be deemed to have, and by operation of the Judgment shall have expressly waived and relinquished, to the fullest extent permitted by law, the provisions, rights, and benefits of § 1542 of the California Civil Code, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor.

The Lead Plaintiff expressly waives and the members of the Class or Stub Period Class shall be deemed to have waived, and upon the Effective Date and by operation of the Judgment shall have waived any and all provisions, rights and benefits conferred by any law of the United States or of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to § 1542 of the California Civil Code. The Lead Plaintiff and the members of the Class or Stub Period Class 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 each of them hereby stipulates and agrees that the Lead Plaintiff does settle and release, and each member of the Class or Stub Period Class shall be deemed to have, and upon the Effective Date 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, all Released Claims that are in any way based on or related 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 Settling Parties acknowledge that the foregoing waiver was bargained for and a key element of the Settlement of which this release is a part.

All other capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Notice, which accompanies this Proof of Claim and Release form.

This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Effective Date has occurred. 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.

I (We) hereby warrant and represent that I (we) have included all information about the acquisition, purchase and sales transactions as well as holdings in AIPC common stock that are referenced above in Section V.

I (We) hereby warrant and represent that I (we) am (are) not excluded from the Settlement Class or Stub Period Class as defined herein and in the Notice.

VIII. CERTIFICATION AND SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number (“TIN”)

Enter Taxpayer Identification Number (“TIN”) below for the Beneficial Owner(s). The Internal Revenue Service (“IRS”) requires such TIN. If you fail to provide this information, your claim may be rejected.

Employer Identification Number (“EIN” for estates, trusts, corporations, etc.) Social Security Number (“SSN” for individuals)

I (We) certify that I (we) am (are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I (we) am (are) exempt from backup withholding; or (b) I (we) have not been notified by the IRS that I (we) am (are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the IRS has notified me (us) that I (we) am (are) no longer subject to backup withholding.

NOTE: If the IRS has notified you that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

Instructions for Substitute Form W-9

1. If your account is held jointly, BOTH parties must sign the form above.
2. If you have a joint account, only the Social Security Number associated with that account is required to be provided.
3. You may contact the American Italian Pasta Company Securities Litigation Helpline at (866) 778-9469 with any questions you may have or if you need additional assistance filling out this Proof of Claim and Release form.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT AND COMPLETE.

I (We) have read the foregoing Proof of Claim and Release form and certify that all of the information contained herein, and the supporting documents attached hereto, is true, correct and complete to the best of my (our) knowledge, information and belief, and that this Proof of Claim and Release 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.**

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 Proof of Claim and Release form or any supporting documents.
4. Do not send original stock certificates.
5. Keep copies of the completed Proof of Claim and Release form and documentation for your own records.
6. If you desire an acknowledgment of receipt of your Proof of Claim and Release 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 us written notification of your new address.
8. If you have any questions or concerns regarding your claim, please contact the Settlement Administrator at:

**American Italian Pasta Company Securities Litigation
Settlement Administrator
c/o A.B. Data, Ltd.
Post Office Box 170500
Milwaukee, WI 53217**