

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

_____	X	
HOWARD LEVINE, Individually and On Behalf of	:	Civil Action No. 1:06-cv-14324-RJH
All Others Similarly Situated,	:	
	:	<u>CLASS ACTION</u>
	:	
Plaintiff,	:	
	:	
vs.	:	
	:	
ATRICURE, INC., et al.,	:	
	:	
	:	
Defendants.	:	
_____	X	

PROOF OF CLAIM AND RELEASE

**I. GENERAL INSTRUCTIONS**

To recover as a member of the Class based on your claims in the action entitled *Levine v. AtriCure, Inc., et al.*, Civil Action No. 1:06-cv-14324-RJH (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to file a properly addressed (as set forth below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed Settlement of the Litigation.

Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.

**YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE APRIL 21, 2011, ADDRESSED AS FOLLOWS:**

***AtriCure Securities Litigation***  
**Claims Administrator**  
**c/o Gilardi & Co. LLC**  
**P.O. Box 5100**  
**Larkspur, CA 94977-5100**

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

If you are a member of the Class and you do not timely request exclusion in connection with the proposed Settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

**II. CLAIMANT IDENTIFICATION**

If you purchased AtriCure, Inc. ("AtriCure") common stock pursuant and/or traceable to AtriCure's initial public offering on or about August 5, 2005, through February 16, 2006, inclusive, and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased AtriCure common stock and 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.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of AtriCure common stock which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S), OF THE ATRICURE COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

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.

### III. CLAIM FORM

Use Part I of this form, entitled "Claimant Identification," to provide information about the beneficial and record owner(s) of the AtriCure common stock on whose behalf this Proof of Claim is submitted. Use Part II of this form entitled "Schedule of Transactions in AtriCure Common Stock" to supply all required details of your transaction(s). 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.

On the schedules, provide all of the requested information with respect to **all** of your purchases of AtriCure common stock which took place pursuant and/or traceable to AtriCure's initial public offering between August 5, 2005 and February 16, 2006, inclusive (the "Class Period") and **all** of your sales of AtriCure common stock which took place at any time between August 5, 2005, and the date you sign this Proof of Claim, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the AtriCure common stock you held at the close of trading on December 11, 2005, December 11, 2006, and the date you sign this Proof of Claim. Failure to report all such transactions may result in the rejection of your claim.

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.

The date of covering a "short sale" is deemed to be the date of purchase of AtriCure common stock. The date of a "short sale" is deemed to be the date of sale of AtriCure common stock.

Copies of broker confirmations or other documentation of your transactions in AtriCure 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.

**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 1-888-222-2848 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.

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Use  
Only



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

*Levine v. AtriCure, Inc., et al.*  
Civil Action No. 1:06-cv-14324-RJH

**PROOF OF CLAIM AND RELEASE**

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

**Must Be Postmarked  
No Later Than  
April 21, 2011**

**ATRICURE**

**PART I: CLAIMANT IDENTIFICATION**

Last Name [ ] M.I. [ ] First Name [ ]

Last Name (Co-Beneficial Owner) [ ] First Name (Co-Beneficial Owner) [ ]

IRA  Joint Tenancy  Employee  Individual  Other \_\_\_\_\_

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify) [ ]

Trustee/Asset Manager/Nominee/Record Owner's Name (if Different from Beneficial Owner Listed Above) [ ]

Account#/Fund# (Not Necessary for Individual Filers) [ ]

Social Security Number [ ] — [ ] — [ ] or Taxpayer Identification Number [ ] — [ ]

Telephone Number (Work) [ ] — [ ] — [ ] Telephone Number (Home) [ ] — [ ] — [ ]

Email Address [ ]

**MAILING INFORMATION**

Address [ ]

Address [ ]

City [ ] State [ ] Zip Code [ ] — [ ]

Foreign Province [ ] Foreign Postal Code [ ] Foreign Country Name/Abbreviation [ ]

FOR CLAIMS PROCESSING ONLY PB [ ] PC [ ]  ND  NS  ICI  OPT  MRG  BOTH  IHI  NTIN  OTHER [ ] M M / D D / Y Y Y Y FOR CLAIMS PROCESSING ONLY



**PART II. SCHEDULE OF TRANSACTIONS IN ATRICURE COMMON STOCK**

A. Purchases of AtriCure common stock (August 5, 2005 through February 16, 2006, inclusive):

<b>PURCHASES</b>				Total Purchase Price (Excluding Commissions, Taxes and Fees) <i>Please round off to the nearest whole dollar</i>	Proof of Purchase Enclosed?
Trade Date(s) of Shares (List Chronologically)			Number of Shares Purchased		
M M	D D	Y Y Y Y			
1.	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2.	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
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IMPORTANT: (i) Identify by number listed above all purchases in which you covered a "short sale":

B. Sales of AtriCure common stock (August 5, 2005 through the date you sign this Proof of Claim):

<b>SALES</b>				Total Sales Price (Exclusive of Commissions, Taxes and Fees) <i>Please round off to the nearest whole dollar</i>	Proof of Sales Enclosed?
Trade Date(s) of Shares (List Chronologically)			Number of Shares Sold		
M M	D D	Y Y Y Y			
1.	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
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C. Number of shares of AtriCure common stock held at the close of trading on December 11, 2005:  Proof Enclosed?  Y  N

D. Number of shares of AtriCure common stock held at the close of trading on December 11, 2006:  Proof Enclosed?  Y  N

E. Number of shares of AtriCure common stock purchased during the period from August 5, 2005 through February 16, 2006, and still held on the date you execute this Proof of Claim:  Proof Enclosed?  Y  N

*If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.*

**YOU MUST READ THE "SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGEMENTS" SET FORTH IN SECTION IV BELOW, AND THE "RELEASE" SET FORTH IN SECTION V BELOW, AND YOU MUST SIGN THIS FORM ON PAGE 6 BELOW. YOUR SIGNATURE ON PAGE 6 WILL CONSTITUTE YOUR ACKNOWLEDGMENT OF AND AGREEMENT TO THESE PROVISIONS, INCLUDING THE RELEASE.**



#### IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim 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 Southern District of New York 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 Litigation. 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 or sales of AtriCure common stock during the Class Period and know of no other person having done so on my (our) behalf.

#### V. 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" as described below, each and all of the "Released Persons," defined as Defendants, their respective families, parent entities, associates, past or present affiliates or subsidiaries, and each and all of their respective past, present or future officers, directors, stockholders, representatives, employees, attorneys, financial or investment advisors, consultants, accountants, auditors, investment bankers, commercial bankers, underwriters, insurers, reinsurers, engineers, advisors, agents, heirs, executors, trustees, general or limited partners or partnerships, personal representatives, estates, administrators, predecessors, successors and assigns, and any and all of Defendants' Affiliates, as defined in the Stipulation, and any person, firm, trust, corporation, officer, director or other individual or entity in which any of them has a controlling interest or which is related to or affiliated with any of them, and the legal representatives, heirs, administrators, successors-in-interest or assigns of any of them. Notwithstanding the foregoing, participation in this Settlement shall not be construed to bar or in any way interfere with participation in the litigation styled *Halford v. AtriCure, Inc., et al.*, No. 1:08-cv-00867 (S.D. Ohio).

2. "Released Claims" means all of the Released Plaintiffs' Claims and all of the Released Defendants' Claims, as defined herein.

3. "Released Plaintiffs' Claims" means with respect to the Released Persons: all rights, demands, claims (including "Unknown Claims" as defined below) and causes of action of every nature and description, in law or equity, whether arising under federal, state, local, statutory, common law, foreign law, or any other law, rules or regulations, whether fixed or contingent, accrued or unaccrued, liquidated or un-liquidated, matured or un-matured, whether class, derivative and/or individual in nature arising out of, or relating to, directly or indirectly, the Plaintiffs' or any member of the Class's purchase of AtriCure common stock during the Class Period, and the facts, matters, allegations, transactions, events, disclosures, statements, acts, or omissions which were alleged or that could have been alleged in the Complaint.

4. "Released Defendants' Claims" means any and all actions, claims, debts, demands, causes of action and rights and liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses, or liability whatsoever), whether based on federal, state, local statutory, or common law or any other law, rule, or regulation, including both known claims and Unknown Claims (as defined below), that have been or could have been asserted in the Litigation or any forum by Defendants, or the heirs, successors, and assigns of any of them against Plaintiffs, Plaintiffs' Counsel, any of the Class Members or their attorneys, which arise out of or relate in any way to the institution, prosecution, or settlement of the Litigation, excluding any claims for breaches of the Stipulation.

5. "Unknown Claims" means any Released Plaintiffs' Claim which the Plaintiffs or any Class Members do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons, which, if known by him, her, or it, would or might have affected his, her, or its settlement with and release of the Released Persons, or would or might have affected his, her, or its decision not to object to this Settlement; and any Released Defendants' Claim which any Defendant does not know or suspect to exist in his or its favor at the time of the release of the Released Persons, which, if known by him or it, would or might have affected his or its decision(s) with respect to the Settlement. Plaintiffs or Class Members may hereafter discover facts in addition to or different from those that he, she, or it now knows or believes to be true with respect to the subject matter of the Released Plaintiffs' Claims, but Plaintiffs and Class Members shall expressly, upon the Effective Date, be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally, and forever settled and released any and all Released Plaintiffs' Claims (including Unknown Claims, as defined herein), 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 that 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. Likewise, Defendants may hereafter discover facts in addition to or different from those which he or it now knows or believes to be true with respect to the subject matter of the Released Defendants' Claims, but Defendants shall expressly waive, and by operation of the Order and Final Judgment shall have fully, finally, and forever settled and released any and all Released Defendants' Claims (including Unknown Claims, as defined herein), 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, breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs and Defendants acknowledge, and the Class Members by operation of law shall be deemed by operation of the Order and Final Judgment to have acknowledged, that the inclusion of Unknown Claims in the definition of Released Claims and Released Defendants' Claims was separately bargained for and was a key element of the Settlement, of which this release is a material and essential part, and expressly waive the benefits of (i) the provisions of §1542 of the California Civil Code, which provides that:

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,

and (ii) any and all provisions or rights 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.

This Release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

6. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any claim or matter released pursuant to this release or any other part or portion thereof.

7. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in AtriCure common stock which occurred during the Class Period as well as the number of shares of AtriCure common stock held by me (us) at the close of trading on December 11, 2005, December 11, 2006, and still held on the date I (we) execute this Proof of Claim form.



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)

M M / D D / Y Y Y Y

\_\_\_\_\_  
(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, Executor or Administrator)

\_\_\_\_\_  
(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.**

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 and all supporting documentation 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.

