

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

In re BIGBAND NETWORKS, INC.
SECURITIES LITIGATION

) Master File No. 07-CV-5101 SBA
)

) CLASS ACTION
)

) **PROOF OF CLAIM AND RELEASE**
)

THIS DOCUMENT RELATES TO:

ALL ACTIONS.

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class¹ based on your claims in the action entitled *In re BigBand Networks, Inc. Securities Litigation*, Master File No. 07-CV-5101 SBA (the “Litigation”), you must complete and, on Page 6, sign this Proof of Claim and Release form (the “Claim Form”). If you fail to file a properly addressed (as explained in Paragraph 3 below) Claim Form, your claim may be rejected and you may be unable to recover anything from the Net Settlement Fund created in connection with the proposed settlement of the Litigation.
2. Submission of this Claim Form, however, does not ensure that you will share in the proceeds of the settlement in the Litigation.
3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED CLAIM FORM POSTMARKED ON OR BEFORE SEPTEMBER 25, 2009 TO:**

**BIGBAND NETWORKS, INC. SECURITIES LITIGATION
CLAIMS ADMINISTRATOR
C/O A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8042**

If you are NOT a Member of the Class, as defined in the Notice of Pendency of Class Action and Proposed Settlement With All Defendants, Motion for Attorneys’ Fees, and Settlement Hearing (the “Notice”), DO NOT submit a Claim Form.

4. If you are a Member of the Class, you are bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A CLAIM FORM. You may exclude yourself from the Class in the manner described in the Notice.

II. DEFINITIONS

1. **“Individual Defendants”** means Amir Bassan-Eskenazi, Ran Oz, Frederick Ball, Gal Israely, Dean Gilbert, Ken Goldman, Lloyd Carney, Bruce Sachs, Robert Sachs, and Geoffrey Yang.
2. **“Underwriter Defendants”** means Morgan Stanley & Co. Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Jefferies & Company, Inc., Cowen and Company, LLC, and ThinkEquity LLC, formerly known as ThinkEquity Partners LLC.
3. **“Defendants”** means BigBand Networks, Inc. (“BigBand” or the “Company”), the Individual Defendants, and the Underwriter Defendants.
4. **“Released Persons”** means each and all of the Defendants and each and all of their Related Parties.
5. **“Related Parties”** means each Defendants’ past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, agents, controlling shareholders, attorneys, accountants, auditors, advisors, investment advisors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, related or affiliated entities, any entity in which a Defendant has or had a controlling interest, and the Individual Defendants’ immediate families and their legal representatives, heirs, successors or assigns, or any trust of which an Individual Defendant is the settlor or which is for the benefit of an Individual Defendant’s family.

III. CLAIMANT IDENTIFICATION

1. If you purchased the securities of BigBand and held the securities in your name, you are the beneficial owner as well as the record owner. If, however, the securities were registered in the name of someone else, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.

¹ All capitalized terms not otherwise defined in this document shall have the meaning provided in the Stipulation of Settlement.

2. Use Part I of this form entitled "CLAIMANT IDENTIFICATION" to identify each beneficial owner and owner of record or nominee (if different from the beneficial owner) of BigBand securities that form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER OR OWNERS OR THE LEGAL REPRESENTATIVE OF SUCH OWNER OR OWNERS OF THE BIGBAND SECURITIES UPON WHICH THIS CLAIM IS BASED.**
3. All joint 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 their authority must accompany this claim and their titles or capacities must be stated. If the Claim Form is not properly signed and if proof of authority is not provided (if applicable), the claim may be delayed or rejected.
4. The taxpayer identification number (TIN) for the beneficial owner must be provided. For individuals, this is a Social Security number, and for entities, this is an employer identification number. The TIN and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could result in the delay or rejection of your claim.

IV. CLAIM FORM

1. Use Part II of this form entitled "SCHEDULE OF TRANSACTIONS IN BIGBAND PUBLICLY TRADED COMMON STOCK" to list all required details of your transaction(s) in BigBand securities. If you need more space, please attach separate schedules or sheets providing all of the required information in substantially the same form. Sign and print or type your name and include your TIN and the full name of the account on each additional sheet.
2. On the schedules, provide all of the requested information with respect to **all** of your purchases and free receipts in addition to **all** of your sales and free deliveries of BigBand publicly traded common stock which took place at any time from March 15, 2007 to the day you are signing this Claim Form, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim. **ONLY PURCHASES AND SALES OF PUBLICLY TRADED COMMON STOCK ARE ELIGIBLE TO CLAIM.** If you did not have trades in BigBand publicly traded common stock, please do not file a 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. You must also provide your beginning position prior to the opening of trading on March 15, 2007 and your closing position as of the day you are signing this Claim Form.
PLEASE NOTE: If you sell any of the shares included as part of your closing position in Part II, Section D, of this Claim Form before the final judgment is entered in this action, but after submitting this Claim Form to the Claims Administrator, and the proceeds of those sales are greater than \$5.99 per share, you must contact the Claims Administrator to report these sales. If you have any questions about this requirement, please call the Claims Administrator at 866-905-8125 for more information.
4. Broker confirmations or other documentation of your transactions in BigBand common stock listed in Part II: Schedule of Transactions in BigBand 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.
5. The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases in which the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the Claimant's cost.
6. In the event a Class Member has more than one purchase or sale of BigBand common stock, all purchases and sales shall be matched on a first in, first out (FIFO) basis. Class Period sales will be matched first against any Company shares held at the beginning of the Class Period and then against purchases in chronological order.
7. The receipt or grant by gift, devise, or operation of law of BigBand common stock during the Class Period shall not be deemed a purchase or sale of BigBand common stock for the calculation of an Authorized Claimant's recognized loss, nor shall it be deemed an assignment of any claim relating to the purchase of such shares unless specifically provided in the instrument of gift or assignment.
8. A purchase or sale of BigBand common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date; please provide only "contract" or "trade" dates in your claim.
9. To the extent a Claimant had a gain from his, her, or its overall transactions in BigBand common stock during the Class Period, the value of the recognized loss will be zero. To the extent that a Claimant suffered an overall loss on his, her, or its overall transactions in BigBand common stock during the Class Period, but that loss was less than the calculated recognized loss, then the recognized loss shall be limited to the amount of the actual loss. There shall be no recognized loss on short sales of Company common stock during the Class Period; however, any recognized gains with respect to short sales shall be offset against recognized losses on other transactions.

**MUST BE POSTMARKED NO
LATER THAN
SEPTEMBER 25, 2009**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
In re BigBand Networks, Inc. Securities Litigation
Master File No. 07-CV-5101 SBA
PROOF OF CLAIM AND RELEASE



For Official Use Only

Please Type or Print

PART I: 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)

Address Line 1

Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country

☐ **Check Here to Use Alternate Address for Distribution**

(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

Email Address

IDENTITY OF CLAIMANT

- ☐ Individual/Sole Proprietor ☐ Joint Owners ☐ Estate ☐ Corporation ☐ Trust ☐ Partnership ☐ Legal Representative ☐ Pension Plan
- ☐ IRA, Keogh, or Other Type of Individual Retirement Plan (indicate type of plan, mailing address, and name of current custodian) _____
- ☐ Other (specify, describe on separate sheet if necessary) _____

Excluded from the Class are the Defendants, the officers and directors of the Defendants at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns, and any entity in which the Defendants have or had a controlling interest. Also excluded from the Class are those Persons who timely and validly request exclusion from the Class pursuant to the Notice.

- ☐ Check here if the Claimant or beneficial owner is excluded from the Class.
- ☐ Check here if the Claimant or beneficial owner was an officer or director of BigBand at any time during the period from March 15, 2007 to October 30, 2007, inclusive. If so, please state position(s) held and dates of employment: _____
- ☐ Check here if the Claimant or beneficial owner acquired BigBand publicly traded common stock through any BigBand employee benefit plan.

PART II: SCHEDULE OF TRANSACTIONS IN BIGBAND PUBLICLY TRADED COMMON STOCK

- A. Number of shares of BigBand publicly traded common stock held at the beginning of trading on March 15, 2007** (if none, write "0"; if other than zero, documentation must be provided):
- | | | | | | | | |
|--|--|--|--|--|--|--|--|
| | | | | | | | |
|--|--|--|--|--|--|--|--|
- Proof Enclosed? ☐ Y ☐ N
- B. Purchases and/or free receipts of BigBand publicly traded common stock from March 15, 2007 to the date you are signing this Claim Form, inclusive:**

Trade Date(s) of Purchase List Chronologically Month/Day/Year MM DD YY			Number of Shares of BigBand Common Stock Purchased	Purchase Price Per Share of Common Stock	Total Purchase Price (excluding commissions, taxes, and fees)	Proof of Purchase Enclosed
				\$	\$	☐ Y ☐ N
				\$	\$	☐ Y ☐ N
				\$	\$	☐ Y ☐ N
				\$	\$	☐ Y ☐ N

- C. Sales and/or free deliveries of BigBand publicly traded common stock from March 15, 2007 to the date you are signing this Claim Form, inclusive (PLEASE NOTE: If you sell any additional shares before the final judgment is entered in this action and the proceeds of those sales are greater than \$5.99 per share, you must contact the Claims Administrator to report these sales):**

Trade Date(s) of Sale List Chronologically Month/Day/Year MM DD YY			Number of Shares of BigBand Common Stock Sold	Sale Price Per Share of Common Stock	Sales Proceeds (excluding commissions, taxes, and fees)	Proof of Sales Enclosed
				\$	\$	☐ Y ☐ N
				\$	\$	☐ Y ☐ N
				\$	\$	☐ Y ☐ N
				\$	\$	☐ Y ☐ N

D. Number of shares of BigBand publicly traded common stock held as of the date you are signing this Claim Form (if none, write "0"; if other than zero, documentation must be provided):

--	--	--	--	--	--	--	--

Proof Enclosed?
☐ Y ☐ N

PLEASE NOTE: If you sell any of the shares included as part of your closing position in Part II, Section D, above before the final judgment is entered in this action, but after submitting this Claim Form to the Claims Administrator, and the proceeds of those sales are greater than \$5.99 per share, you must contact the Claims Administrator to report these sales. If you have any questions about this requirement, please call the Claims Administrator at 866-905-8125 for more information.

If you require additional space, attach extra schedules in the same format as above including your name, TIN, and the full name of the account on each page along with your signature.

YOU MUST READ THE RELEASE AND SIGN YOUR NAME ON PAGE 6.

PART III. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We), the undersigned, submit this Claim Form under the terms of the Stipulation of Settlement dated as of April 6, 2009 ("Stipulation") described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of California, with respect to my (our) claim as a Class Member (Class Members) (as defined in the Stipulation) 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 Co-Lead Counsel and/or the Claims Administrator to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of BigBand securities during the Class Period and know of no other Person having done so on my (our) behalf.

PART IV. RELEASE

1. I (we) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, relinquish, and discharge all of the Released Claims against each and all of the Defendants and each and all of their Related Parties, defined as each of a Defendant's past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, agents, controlling shareholders, attorneys, accountants, auditors, advisors, investment advisors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, related or affiliated entities, any entity in which a Defendant has or had a controlling interest, any members of an Individual Defendant's immediate family and their legal representatives, heirs, successors or assigns, or any trust of which an Individual Defendant is the settlor or which is for the benefit of an Individual Defendant's family.
2. **"Released Claims"** shall mean any and all claims, debts, demands, rights, liabilities and causes of action of every nature and description 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, whether fixed or contingent, accrued or un-accrued, liquidated or unliquidated, at law or in equity, matured or unmatured, including, without limitation, claims arising under Sections 11, 12(a)(2), and 15 of the Securities Act of 1933, or claims arising under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, claims for negligence, gross negligence, breach of duty of care and/or breach of duty of loyalty, fraud, breach of fiduciary duty, whether class or individual in nature including both known claims and Unknown Claims (as defined below), whether or not concealed or hidden (i) that have been asserted in this action by the Lead Plaintiff or any Class Member against any of the Settling Parties or Related Parties, or (ii) that could have been asserted in any forum by the Lead Plaintiff or any Class Member against any of the Settling Parties or Related Parties and which arose out of the purchase of BigBand common stock from March 15, 2007 to October 30, 2007, inclusive.

"Unknown Claims" means any and all Released Claims which any Lead Plaintiff or Class Member does 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 might have affected his, her or its decision(s) with respect to the 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 waive and each Class Member shall be deemed to have waived, 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 Cal. Civ. 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.

Lead Plaintiff acknowledges, and Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and was a key element of the Settlement.

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 and each Class Member shall expressly fully, finally and forever settle and release, and 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

3. This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.
4. 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.
5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in BigBand publicly traded common stock that occurred during the Class Period as well as the number of BigBand shares of common stock held by me (us) at the opening of trading on March 15, 2007 and as of the date I am (we are) signing this Claim Form.