

Must be Postmarked
No Later Than
December 8, 2010

PILGRIM BAXTER MUTUAL FUND SETTLEMENT
In re Mutual Funds Investment Litigation
c/o The Garden City Group, Inc.
P.O. Box 9411
Dublin, OH 43017-4511
1 (800) 949-1898

PGM



CLAIMANT IDENTIFICATION:

Claim Number:

Control Number:

PROOF OF CLAIM AND RELEASE

YOU MUST COMPLETE THIS CLAIM FORM BY DECEMBER 8, 2010 TO BE ELIGIBLE TO SHARE IN THE \$31,538,600 SETTLEMENT.

SECTION A - CLAIMANT INFORMATION

Claimant Full Name(s) (as you would like the name(s) to appear on the check, if eligible for payment):

Account Number: (not required)

Name of the Person you would like the Claims Administrator to Contact Regarding This Claim (if different from the Claimant Name(s) listed above):

Claimant or Representative Contact Information:

The Claims Administrator will use this information for all communications relevant to this Claim (including the check, if eligible for payment). If this information changes, you **MUST** notify the Claims Administrator in writing at the address above.

Street Address:

City:

Daytime Telephone Number:

State and Zip Code:

Evening Telephone Number:

Country:

Last 4 digits of SSN/TIN:

Email Address:
(PRINT ONLY)

(Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)

NOTICE REGARDING ELECTRONIC FILES: Claims with 50 or more yearly balances, or on behalf of 10 or more different accounts should be submitted electronically and in the required format. To obtain the electronic filing requirements and file layout, you may visit the website at www.mutualfundsettlements.com/pilgrim-baxter/electronicfiles or you may e-mail the Claims Administrator at eClaim@gardencitygroup.com. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at eClaim@gardencitygroup.com to inquire about your file and confirm it was received.



SECTION B - SCHEDULE OF INTERVAL BALANCES

To determine your "Recognized Claim" amount, you must submit information concerning the number of shares you held in the Pilgrim Baxter Funds during the Class Period.

Specifically, you must enter below the number of shares of each Pilgrim Baxter Fund you held at or around each year-end (which should be contained in your year-end mutual fund statements from the relevant 1999-2003 period).

You will need to submit copies of your mutual fund statements from at or around each Class Period year-end in which you owned Pilgrim Baxter Funds (or other documents demonstrating your ownership of the Pilgrim Baxter Funds at or around each year-end of each year of the Class Period in which you owned Pilgrim Baxter Funds on which you are making a claim) with your Claim Form. If you did not hold any shares as of a particular date, you do not need to submit documentation of your lack of holdings.

For additional information on the purpose of this requested information and how it will be used, please see pages 7-9 of the Long Form Notice available at www.mutualfundsettlements.com/pilgrim-baxter.

	1999	2000	2001	2002	2003
PBHG Core Growth Fund	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Emerging Growth Fund	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Growth Fund	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Large Cap 20 Fund (f/k/a PBHG Large Cap Growth Concentrated Fund)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Large Cap Growth Fund	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Limited Fund (merged into PBHG Emerging Growth Fund)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Select Growth Fund (f/k/a PBHG Select Equity Fund)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Small Cap Fund (f/k/a PBHG Small Cap Value Fund)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Strategic Small Company Fund	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Technology & Communications Fund	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
PBHG Cash Reserves Fund	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>



SECTION C - RELEASE AND SIGNATURE

The Release

I (we) understand and acknowledge that, without further action by anyone, on and after the Effective Date, I (we) on behalf of myself (ourselves) and each of my (our) heirs, executors, administrators, successors, and assigns shall be deemed to have released and forever discharged each and every Released Claim as against each and every one of the Released Parties, and shall forever be barred and enjoined from commencing, instituting or maintaining any of the Released Claims against any of the Released Parties.

The defined terms in the Release (those words or phrases with initial capitalization) are defined at www.mutualfundsettlements.com under the tab "Definitions."

Signature and Certification:

1. I (we) have not filed a Request for Exclusion from the Class, and I (we) do not know of any Request for Exclusion from the Class filed on my (our) behalf with respect to my (our) transactions in Pilgrim Baxters Funds;
2. I (we) certify that I (we) (am a) (are) Settlement Class Member(s), as defined in the Notice;
3. I (we) are not acting for any of the defendants, nor am I (are we) such a defendant or otherwise excluded from the Settlement Class;
4. I (we) have read and understand the contents of the Notice and the Proof of Claim and Release;
5. I (we) did not engage in or enable market timing or late trading activities, as those terms are described in the Notice, concerning Pilgrim Baxter Funds during the Class Period;
6. I (we) submit to the jurisdiction of the United States District Court for the District of Maryland for purposes of investigation and discovery under the Federal Rules of Civil Procedure with respect to this Proof of Claim and Release;
7. I (we) agree to furnish such additional information with respect to this Proof of Claim and Release as the Claims Administrator or the Court may require;
8. I (we) declare under penalty of perjury under the laws of the United States of America that the foregoing information and any documents supplied by the undersigned are true and correct.

Executed this _____ day of _____, in _____, _____.

(Month/Year) (City) (State/Country)

(Sign your name here)

(Type your name here)

Capacity of Person(s) Signing, e.g.,
Beneficial Purchaser, Executor or Administrator

REMINDER CHECKLIST

1. Please sign the Release and Signature section of the Proof of Claim form.
2. If this claim is made on behalf of joint claimants, then both must sign.
3. Please remember to attach supporting documents.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim form and all documentation submitted for your records.
6. The Claims Administrator will acknowledge receipt of your Proof of Claim and Release by mail, within 30 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 30 days, please call the Claims Administrator toll free at **1 (800) 949-1898**.
7. If you move, please send us your new address.
8. **Do not use highlighter on the Proof of Claim form or supporting documentation.**