

ent, spouse, sibling, or child) of any of the defendants in the litigation, or (d) are an entity in which any of the defendants in the Litigation have a controlling interest. **If you did not purchase TOMO common stock during the Class Period, or are excluded from participation in the settlement as described in this paragraph, please do NOT submit this Proof of Claim.**

3. To be eligible to participate in the Settlement, you must truthfully and accurately complete and, on page 19 hereof, sign this Proof of Claim. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE JANUARY 18, 2011, ADDRESSED AS FOLLOWS:**

TomoTherapy Securities Litigation
c/o RSM McGladrey, Inc.
P.O. Box 1367
Blue Bell, PA 19422

If you do not truthfully or accurately complete this Proof of Claim, or if you do not mail your Proof of Claim to the Claims Administrator **on or before January 18, 2011**, you will not be entitled to participate in the Settlement, but you will still be bound by the terms of the Settlement and any orders of the Court.

4. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of settlement in the Litigation.

5. If you are a member of the Class and you have not timely requested exclusion, you are bound by the terms of any judgment entered in the Litigation, **whether or not you submit this Proof of Claim.**

II. INSTRUCTIONS FOR PART I OF THIS PROOF OF CLAIM - CLAIMANT IDENTIFICATION

1. This claim must be filed by the actual beneficial purchaser of TOMO common stock or the legal representative of the actual beneficial purchaser, and not by the record purchaser of the stock. If you purchased TOMO common stock and held the certificate(s) in your own name, then you are the beneficial purchaser of the stock. If you purchased TOMO common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are still the beneficial purchaser, but the third party is the record purchaser.

2. If you are a record purchaser or nominee for a beneficial purchaser of TOMO common stock, then you must, within ten (10) days after receiving the Notice, either (a) send a copy of this Notice by first class mail to all beneficial purchasers of TOMO common stock during the Class Period or (b) provide a list of the names and addresses of all beneficial purchasers of TOMO common stock such Persons to the Claims Administrator. Additional information about these issues is included in Section 26 of the Notice.

3. If you are a beneficial purchaser of TOMO common stock during the Class Period, please use Part I of this form entitled "Claimant Identification" to provide information identifying yourself. Where indicated in Part I, you should also identify any record purchaser or nominee for the shares of TOMO common stock which forms the basis for this Proof of Claim pertains, if that record purchaser or nominee is different from the beneficial purchaser of the TOMO common stock.

4. If the shares of TOMO common stock to which this Proof of Claim pertains were owned jointly, each joint purchaser must complete and sign this Proof of Claim.

5. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons represented by them, and they must identify the persons or entities whom they represent and provide proof of their authority (e.g., powers of attorney or currently effective letters testamentary or letters of administration) to submit this Proof of Claim. 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.

6. Please complete and submit a separate Proof of Claim for each differently named account or form of ownership, such as an individual account, an IRA account, a joint account, a custodial account, etc. Joint tenants, co-owners, or UGMA custodians should file a single claim. Persons who file more than one claim (e.g., one in the person's name and one for an IRA or joint account) must identify the other claims filed.

III. INSTRUCTIONS FOR PART II OF THIS PROOF OF CLAIM – SCHEDULE OF TRANSACTIONS IN TOMO COMMON STOCK

1. Use Part II of this form entitled “Schedule of Transactions in TOMO Common Stock” to supply all required details of your transaction(s) in TOMO common stock. 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.

2. On the schedules, provide all of the requested information with respect to all of your purchases between May 9, 2007 and July 31, 2008 and all of your sales of TOMO common stock which took place at any time between May 9, 2007 and October 29, 2008, 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.

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.

4. The date of purchase and/or sale of shares of TOMO common stock is the “trade” date and not the “settlement” date.

5. The date of covering a “short sale” is deemed to be the date of purchase of TOMO common stock. The date of a “short sale” is deemed to be the date of sale of TOMO common stock.

6. You must attach to this Proof of Claim copies of brokerage confirmations, monthly statements, or other documentation evidencing your transactions in TOMO common stock during the Class Period in order for your claim to be valid. **Please do not attach original documents.**

UNITED STATES DISTRICT COURT
 WESTERN DISTRICT OF WISCONSIN
Michael Schultz, et al. v. Tomotherapy Incorporated, et al.,
 Case No. 3:08-cv-00314-slc (W.D. Wis.)

PROOF OF CLAIM

Must be Postmarked No Later Than: January 18, 2011

Please Type or Print:

PART I: CLAIMANT IDENTIFICATION

Name(s) of Beneficial Owner(s):

Street No. and Street

City

State Zip Code -

Foreign Province Foreign Country

Taxpayer I.D. No. or Social Security No.

Account Number

Email

Telephone Number: - (work) - (home)

Record Owner's Name (if different from Beneficial Owner listed above):

For Claims Administrator's use only

	Shares	Cost
Purchases	<input type="text"/>	<input type="text"/>
Sales	<input type="text"/>	<input type="text"/>

Late Y N Signed Y N

PART II: SCHEDULE OF TRANSACTIONS IN TOMO COMMON STOCK

(Please list only purchases and sales that occurred during the specified time periods)

A. Number of shares of TOMO common stock held at the close of trading on May 8, 2007: _____

B. Purchases (**May 9, 2007 - July 31, 2008**, inclusive) of TOMO common stock:

Trade Date Month/Day/Year	Number of Shares Purchased	Total Purchase Price (Exclusive of Commissions, Taxes and Fees)	Proof of Purchases
1. [] [] - [] [] - [] []	1. [] [] [] [] [] [] [] []	1. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>
2. [] [] - [] [] - [] []	2. [] [] [] [] [] [] [] []	2. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>
3. [] [] - [] [] - [] []	3. [] [] [] [] [] [] [] []	3. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>
4. [] [] - [] [] - [] []	4. [] [] [] [] [] [] [] []	4. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>
5. [] [] - [] [] - [] []	5. [] [] [] [] [] [] [] []	5. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>

IMPORTANT: Identify by number listed above all purchases in which you covered a "short sale":

C. Sales (**May 9, 2007 - October 29, 2008**, inclusive) of TOMO common stock:

Trade Date Month/Day/Year	Number of Shares Sold	Total Sales Price (Exclusive of Commissions, Taxes and Fees)	Proof of Sales
1. [] [] - [] [] - [] []	1. [] [] [] [] [] [] [] []	1. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>
2. [] [] - [] [] - [] []	2. [] [] [] [] [] [] [] []	2. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>
3. [] [] - [] [] - [] []	3. [] [] [] [] [] [] [] []	3. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>
4. [] [] - [] [] - [] []	4. [] [] [] [] [] [] [] []	4. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>
5. [] [] - [] [] - [] []	5. [] [] [] [] [] [] [] []	5. \$ [] [] [] [] [] [] [] [] . [] [] [] []	Yes <input type="checkbox"/> No <input type="checkbox"/>

D. Number of shares of TOMO common stock held at close of trading on October 29, 2008:

PART III: FOR CALL OPTIONS ON TOMO COMMON STOCK:

E. Purchases of Call Options on TOMO common stock during the period from May 9, 2007 through and including July 31, 2008:

Date of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Exercise/ Strike Price	Expiration Date (Month/Day/Year)	Purchase Price Per Share	Amount Paid (excluding commissions, taxes, and fees)	Proof of Purchases
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>

F. Sales of Call Options on TOMO common stock during the period from May 9, 2007 through and including October 29, 2008:

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Contracts	Exercise/ Strike Price	Expiration Date (Month/Day/Year)	Sale Price Per Share	Amount Received (excluding commissions, taxes, and fees)	Proof of Sales
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>

G. Exercises of Call Options on TOMO common stock during the period from May 9, 2007 through and including October 29, 2008:

Date of Exercise (Month/Day/Year)	Strike Price	Expiration Date (Month/Day/Year)	Number of Contracts
□□ - □□ - □□	\$□□□	□□ - □□ - □□	□□□□
□□ - □□ - □□	\$□□□	□□ - □□ - □□	□□□□
□□ - □□ - □□	\$□□□	□□ - □□ - □□	□□□□
□□ - □□ - □□	\$□□□	□□ - □□ - □□	□□□□

H. Call Options on TOMO common stock owned at the close of trading on July 31, 2008, which I thereafter either sold or exercised or which expired as follows:

Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)	Sold Date (Month/Day/Year)	Sale Proceeds	Exercised	Expired
□□□□	\$□□□	□□ - □□ - □□	□□ - □□ - □□	\$□□□□□□ . □□	<input type="checkbox"/>	<input type="checkbox"/>
□□□□	\$□□□	□□ - □□ - □□	□□ - □□ - □□	\$□□□□□□ . □□	<input type="checkbox"/>	<input type="checkbox"/>
□□□□	\$□□□	□□ - □□ - □□	□□ - □□ - □□	\$□□□□□□ . □□	<input type="checkbox"/>	<input type="checkbox"/>
□□□□	\$□□□	□□ - □□ - □□	□□ - □□ - □□	\$□□□□□□ . □□	<input type="checkbox"/>	<input type="checkbox"/>

PART IV: FOR PUT OPTIONS ON TOMO COMMON STOCK:

I. Put Options on TOMO common stock written (sold) during the period from May 9, 2007 through and including July 31, 2008:

Date of Writing (Sale) (List Chronologically) (Month/Day/Year)	Number of Contracts	Exercise/ Strike Price	Expiration Date (Month/Day/Year)	Sale Price Per Share	Amount Received (excluding commissions, taxes, and fees)	Proof of Sales
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>

J. Repurchases of Put Options on TOMO common stock during the period from May 9, 2007 through and including October 29, 2008:

Date of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Exercise/ Strike Price	Expiration Date (Month/Day/Year)	Purchase Price Per Share	Amount Paid (excluding commissions, taxes, and fees)	Proof of Purchases
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>
□□ - □□ - □□	□□□□	\$□□□	□□ - □□ - □□	\$□□□ . □□	\$□□□□□□□□	Yes <input type="checkbox"/> No <input type="checkbox"/>

K. Put Options on TOMO common stock written (sold) during the period May 9, 2007 through and including October 29, 2008 and exercised by the holders thereof and assigned to me:

Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)	Date of Exercise (Month/Day/Year)
□□□□□□□□	\$□□□□	□□ - □□ - □□	□□ - □□ - □□
□□□□□□□□	\$□□□□	□□ - □□ - □□	□□ - □□ - □□
□□□□□□□□	\$□□□□	□□ - □□ - □□	□□ - □□ - □□
□□□□□□□□	\$□□□□	□□ - □□ - □□	□□ - □□ - □□

L. Put Options on TOMO common stock, on which I was obligated at the close of trading on July 31, 2008 and which I thereafter either re-purchased, or were exercised and assigned to me or which expired as follows:

Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)	Re-purchases Date (Month/Day/Year)	Purchase Cost	Exercised	Expired Unexercised
□□□□	\$□□□□	□□ - □□ - □□	□□ - □□ - □□	\$□□□□□□ . □□	<input type="checkbox"/>	<input type="checkbox"/>
□□□□	\$□□□□	□□ - □□ - □□	□□ - □□ - □□	\$□□□□□□ . □□	<input type="checkbox"/>	<input type="checkbox"/>
□□□□	\$□□□□	□□ - □□ - □□	□□ - □□ - □□	\$□□□□□□ . □□	<input type="checkbox"/>	<input type="checkbox"/>
□□□□	\$□□□□	□□ - □□ - □□	□□ - □□ - □□	\$□□□□□□ . □□	<input type="checkbox"/>	<input type="checkbox"/>

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 RELEASE AND YOUR SIGNATURE ON PAGE 19 WILL CONSTITUTE YOUR ACKNOWLEDGMENT OF THE RELEASE.

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the Western District of Wisconsin, 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 or Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of TOMO common stock during the Class Period and know of no other Person having done so on my (our) behalf.

V. RELEASE

1. By signing this Proof of Claim, and in consideration of the establishment of the Settlement Fund as described in the Notice, I (We), on behalf of myself (ourselves) and my (our) heirs, executors, administrators, successors, assigns, representatives, and all other persons who may claim by or through me (us), do hereby fully, finally and forever settle, release, any and all Released Parties from any and all Released Claims. By signing this Proof of Claim, I (we) also covenant and agree to refrain from instituting, commencing, prosecuting, or participating in, either directly, indirectly, representatively, or in any other capacity, any and all Released Claims against any and all Released Parties.

2. For purposes of this Proof of Claim and the release contained herein, “Released Claims” shall collectively mean all claims (including “Unknown Claims” as defined in ¶1.25), demands, rights, liabilities, and causes of action of every nature and description, whatsoever, known or unknown, suspected or unsuspected, contingent or non-contingent, matured or unmatured, whether or not concealed or hidden, which now exist, or heretofore has existed, asserted or that might have been asserted by the Class or any member of the Class, including, without limitation, class, derivative, direct actions, claims for negligence, gross negligence, breach of duty of care and/or breach of duty of loyalty, fraud, breach of fiduciary duty, or violations of any state or federal statutes, rules or regulations including, without limitation, the federal securities laws and the regulations promulgated pursuant to the federal securities laws, or common law principles against the Released Persons or any of them, arising out, based upon or in any way related to the purchase or acquisition of the common stock of TOMO during the Class Period and the acts, failures to act, facts, transactions, events, disclosures, statements or omissions that were or could have been alleged by the Class or any member of the Class in the Litigation.

3. For purposes of this Proof of Claim and the release contained herein, “Unknown Claims” means any and all claims, demands, rights, liabilities, and causes of action of every nature and description which any Plaintiff or any 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, hers or its settlement with and release of the Released Persons, or might have affected his, hers or its decision not to object to this settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs shall expressly waive, and each of the Class Members shall be deemed to have waived, and by operation of the Judgment shall have waived, the provisions, rights and benefits of California Civil 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.

Plaintiffs shall expressly waive and each of the Class Members 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 California Civil Code §1542. Plaintiffs and Class Members may hereafter discover facts in addition to or different from those which he, she, they or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly fully, finally and forever settle and release, and each Class Member, 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. Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.

4. For purposes of this Proof of Claim and the release contained herein, "Released Parties" means each and all of Defendants and each and all of their Related Parties.

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

VI. REPRESENTATIONS AND WARRANTIES

1. I (we) represent and warrant that I (we) am (are) the sole and lawful owner of all right, title, and interest in the matters released pursuant to Section V of this Proof of Claim. If I (we) am (are) submitting this Proof of Claim in a representative capacity (e.g., executor, guardian, etc.), I (we) represent and warrant the persons or entities I (we) represent are the sole and lawful owner(s) of all right, title, and interest in the matters released pursuant to Section V of this Proof of Claim and that I (we) have all authority necessary to dispose of those matters. 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.

2. I (We) represent and warrant that I (we) am (are) fully authorized to execute and deliver this Proof of Claim.

3. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in TOMO common stock which occurred during the Class Period as well as the number of shares of TOMO common stock held by me (us) at the opening of trading on May 9, 2007 and at the close of trading on October 29, 2008.

(Sign your name here)

(Type or print your name here)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing,
e.g., Beneficial Purchaser, Acquirer,
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 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 us your new address.

TomoTherapy Securities Litigation
c/o RSM McGladrey, Inc.
P.O. Box 1367
Blue Bell, PA 19422

PRESORTED
FIRST-CLASS MAIL
U.S. POSTAGE PAID
PEARL PRESSMAN LIBERTY
COMMUNICATIONS GROUP

IMPORTANT LEGAL INFORMATION