

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF CONTRA COSTA**

DONNA PRESS, Individually and
on behalf of all others similarly situated,

Plaintiff,

v.

DELSTAFF, LLC, KOOSHAREM CORPORATION,
MICHAEL T. WILLIS, DON K. RICE, WALTER K.
MACAULEY, RONALD D. STEVENS, GERALD E. WEDREN,
JOHN G. BALL, JOHN R. BLACK, JANET M. BRADY, and
MICHAEL R. PHILLIPS,

Defendants.

Case no. MSC 09-01051

**NOTICE OF PENDENCY AND
SETTLEMENT OF CLASS ACTION**

You are receiving this notice because you are believed to have been an owner of Westaff, Inc. (“Westaff”) common stock and your rights may be affected by the settlement of a class action lawsuit. You may be entitled to compensation. Please read this notice carefully because you may need to submit signed documents to a claims administrator or a court in connection with this settlement and, as described below, the timely submission of those documents may affect your legal rights.

If you were a holder of common stock (“Stock”) of Westaff and your Westaff Stock was converted into the right to receive \$1.25 per share in cash as a result of the merger by and among Westaff, Koosharem Corporation (“Koosharem”), and Select Merger Sub Inc., a wholly-owned subsidiary of Koosharem, (the “Merger”) or if you owned Westaff Stock on February 20, 2009 and were entitled to vote at a special meeting of stockholders of Westaff on March 17, 2009 on the Merger, and if you were not affiliated with Defendants at the time of the Merger, then you are a member of the class (“Class Member”). If you are a Class Member, you could get a payment from a class action settlement (the “Settlement”).

Under law, a court has authorized this notice.

- If approved by the Court, the settlement will provide \$1,642,500, plus interest (the “Settlement Amount”), less fees and expenses, to pay claims of investors who held Westaff Stock (a) that was exchanged for cash in the merger, or (b) as of the close of trading on February 20, 2009. Of the total Settlement Amount, a minimum of \$1,483,750 will be paid by Defendants into an escrow account (the “Settlement Fund”) prior to Court’s Approval of the Settlement. Of the total Settlement Amount, a maximum of \$158,750 will be paid into the Settlement Fund after the Court’s approval of the Settlement at the Settlement Hearing.
- The Settlement represents an average recovery of 25 cents per share of Westaff Stock for the approximately 6.4 million shares that were held by Class Members at the time of the Merger. For the Westaff shares purchased after February 20, 2009 and converted into \$1.25 per share cash in the Merger it represents an average recovery 3 cents per share. These amounts represent the gross recovery per share before the deduction of any legal fees or expenses that the Court may award to attorneys for the Class (“Class Counsel”) and payment of costs for administrating the Settlement.
- Class Counsel intends to ask the Court to award them fees of up to one-third of the Settlement Amount, reimbursement of litigation expenses not to exceed \$90,000, and an award to Named Plaintiff not to exceed \$2,500. Collectively, the attorneys’ fees and expenses are approximately 10 cents per share of Westaff Stock. If approved by the Court, these amounts will be paid from the Settlement Fund which will reduce the amount available for distribution to the Class.
- The approximate recovery, after deduction of attorneys’ fees and expenses approved by the Court, is approximately 15 cents per share of Westaff Stock owned as of February 20, 2009 and 2 cents per share of Westaff stock purchased after February 20, 2009 and converted into \$1.25 per share cash in the Merger. Your actual recovery could be greater depending on the total number of claims filed.

- The Settlement resolves the lawsuit concerning whether Defendants breached their fiduciary duties under Delaware law in connection with the evaluation, negotiation, and approval of the Merger, and aided and abetted Defendants in their alleged breaches of fiduciary duty to the Class. Michael T. Willis, John G. Ball (a/k/a John G. “Pete” Ball), Don K. Rice, Walter F. Macauley, Ronald D. Stevens, Gerald E. Wedren, John R. Black, Janet M. Brady, and Michael R. Phillips (collectively the “Director Defendants”), Delstaff, LLC (“Delstaff”), and Koosharem (Delstaff, Koosharem and the Director Defendants are collectively, the “Defendants”) deny the allegations in the lawsuit and deny any wrongdoing. The Defendants and Named Plaintiff disagree on liability and damages.
- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM FORM NO LATER THAN APRIL 8, 2011	The only way to get a payment.
EXCLUDE YOURSELF NO LATER THAN APRIL 8, 2011	Get no payment. This is the only option that allows you to be part of any other lawsuit against Defendants about the legal claims in this case.
OBJECT NO LATER THAN APRIL 13, 2011	Write to the Court about why you do not like the settlement.
GO TO A HEARING ON APRIL 27, 2011	Speak in Court about the fairness of the settlement.
DO NOTHING	Get no payment. Give up rights.

INQUIRIES

Please do not contact the Court regarding this notice. All inquiries concerning this Notice, the Proof of Claim form, or any other questions by Class Members should be directed to:

Westaff Securities Litigation
 Claims Administrator
 c/o Strategic Claims Services
 P.O. Box 230
 600 North Jackson Street, Suite 3
 Media, PA 19063
 Tel: (866) 274-4004
www.strategicclaims.net

COMMON QUESTIONS AND ANSWERS CONCERNING THE SETTLEMENT

1. Why did I get this Notice?

You or someone in your family may have held Westaff Stock as of the close of trading on February 20, 2009 or exchanged your shares for the right to receive \$1.25 in cash in the Merger.

2. What is this lawsuit about?

The case is known as Press v. Delstaff LLC, et al., Case No. 09-01051 (the “Litigation”), and the Court in charge of the case is the Superior Court of the State of California, County of Contra Costa.

The lawsuit is a Class Action, and involves whether Defendants breached their fiduciary duties under Delaware law in connection with the evaluation, negotiation, and approval of the Merger, and aided and abetted Defendants in their alleged breaches of fiduciary duty to the Class. As stated above, Defendants deny all of the allegations in the lawsuit.

3. Why is this a class action?

In a class action, a person(s) and/or entity(ies), called the Named Plaintiff(s), sues on behalf of all persons and/or entities who have similar potential claims. All of these persons and/or entities are referred to collectively as a Class, and these individual persons and/or entities are known as Class Members. One court resolves all of the issues for all Class Members, except for those Class Members who exclude themselves from the Class.

4. Why is there a Settlement?

Named Plaintiff and Defendants do not agree regarding the merits of Named Plaintiff's allegations with respect to liability or the amount of damages per share that would be recoverable if Named Plaintiff were to prevail at trial on each claim. The issues on which the Named Plaintiff and Defendants disagree include: (1) whether Defendants had a fiduciary duty to Class Members in connection with the evaluation, negotiation, and approval of the Merger; (2) whether Defendants breached their alleged fiduciary duty to Class Members in connection with the evaluation, negotiation, and approval of the Merger; (3) whether Defendants aided and abetted other Defendants who allegedly breached their alleged fiduciary duty to Class Members in connection with the evaluation, negotiation, and approval of the Merger; (4) whether Defendants' alleged breach of their alleged fiduciary duty was the cause of the Class Members' alleged damages; and (5) the amount of damages, if any, suffered by the Class Members.

This matter has not gone to trial and the Court has not decided in favor of either Named Plaintiff or Defendants. Instead, Named Plaintiffs and Defendants have agreed to settle the Class Action. The Named Plaintiff and Class Counsel believe the settlement is best for all Class Members because of the risks and substantial expense associated with continued litigation and the nature of the defenses raised by the Defendants. Even if Plaintiffs win at trial, they might not withstand Defendants' inevitable challenge on appeal.

5. How do I know if I am part of the Class settlement?

To be a Class Member, you must have held Westaff Stock as of the close of trading on February 20, 2009 or exchanged Westaff Stock for the right to receive \$1.25 in the Merger, and you must not have been affiliated with Defendants at the time of the Merger.

6. Are there exceptions to being included?

Yes. You are not a Class Member if you are a Defendant, an officer or director of a Defendant, a member of any of the immediate family of any Defendant or of an officer or director of any Defendant, or any entity that any Defendant or officer or director of a Defendant controls. Also, if you exclude yourself from the Class, as described below, you are not a part of the Class.

7. What does the Settlement provide?

a. What is the Settlement Fund?

The proposed Settlement calls for Defendants to create a Settlement Fund (the "Settlement Fund") in the amount of \$1,642,500. Of the total Settlement Amount, a minimum of \$1,483,750 will be paid by Defendants into the Settlement Fund prior to Court's Approval of the Settlement. Of the total Settlement Amount, a maximum of \$158,750 will be paid into the Settlement Fund after the Court's approval of the Settlement at the Settlement Hearing. The Settlement is subject to Court approval. If Defendants do not pay at least \$1,483,750 into the Settlement Fund, the Settlement may be terminated prior to the Settlement Hearing, pursuant to the terms of the agreement among the parties. Also, subject to the Court's approval, a portion of the Settlement Fund will be used to pay Named Plaintiff's attorneys' fees and reasonable litigation expenses and an award to Named Plaintiff. A portion of the Settlement Fund also will be used to pay taxes due on interest earned by the Settlement Fund, if necessary, and any notice and claims administration expenses permitted by the Court. After the foregoing deductions from the Settlement Fund have been made, the amount remaining (the "Net Settlement Fund") will be distributed to Class Members who submit valid claims.

b. What can you expect to receive under the proposed Settlement?

Your share of the Net Settlement Fund will or may depend on: (i) the number of claims filed; (ii) whether you owned the Westaff shares on February 20, 2009 (the record date for voting on the Merger), (iii) the amount of administrative costs, including the costs of notice; and (iv) the amount awarded by the Court to Named Plaintiff and Class Counsel for attorneys' fees, costs, and expenses.

For an Authorized Claimant to receive compensation for Westaff shares from the Settlement Fund, the Authorized Claimant must have either owned the shares on February 20, 2009, the record date for voting on the Merger, or exchanged the Westaff shares for \$1.25 per share in cash in the Merger on March 17, 2009 ("Qualifying Shares").

PLAN OF ALLOCATION

The Plan of Allocation determines how the Net Settlement Fund shall be divided among the Class Members. Westaff shares owned as of February 20, 2009, the record date for voting on the Merger, are allocated a much larger pro-rata portion of the Net Settlement Fund because shares purchased after February 20, 2009 were purchased with full knowledge of the pending merger and the \$1.25 per share price. Shares owned as of

February 20, 2009 were entitled to vote on the merger and thus were beneficiaries of more valuable voting rights in the Merger and thus stronger protections under Delaware law. Moreover, shares purchased after February 20, 2009 and exchanged for \$1.25 per share cash in the Merger resulted in a profit for their owners. Therefore, shares purchased after February 20, 2009 are allocated only one-ninth the per share amount allocated to shares held as of February 20, 2009. Shares purchased after February 20, 2009 and sold prior to the Merger, are not included in the definition of the class and will not receive any portion of the Net Settlement Fund. The Net Settlement Fund shall be distributed to Authorized Claimants according to the following formula:

1. For shares owned on February 20, 2009, the applicable portion of the Net Settlement Fund to be distributed for such shares is equal to the total number of shares owned by the Authorized Claimant on February 20, 2009, divided by the difference of (a) the total number of all Qualifying Shares owned by Authorized Claimants and (b) ninety percent (90.0%) times the sum of all Qualifying Shares that were not held by Authorized Claimants on February 20, 2009.
2. For shares that were not owned on February 20, 2009, but were exchanged for a cash payment of \$1.25 per share on March 17, 2009 in the Merger, the applicable portion of the Net Settlement Fund to be distributed for such shares is equal to ten percent (10.0%) times the total number of such shares owned by the Authorized Claimant divided by the difference of (a) the total number of all Qualifying Shares owned by Authorized Claimants and (b) ninety percent (90.0%) times the sum of all Qualifying Shares that were not held by Authorized Claimants on February 20, 2009.

c. Are there any further limitations on the amount I may receive?

- i) To the extent there are sufficient funds in the Net Settlement Fund, each Class Member that satisfies the requirements approved by the Court (“Authorized Claimant”) will receive an amount equal to the Authorized Claimant’s pro-rata percentage of the Net Settlement Fund, as adjusted by the formula in paragraph b. above.
- ii) Covering purchases of short sales are not Qualifying Shares.

8. How can I get a payment?

To qualify for a payment, you must send in a form entitled “Proof of Claim and Release” form. This claim form is attached to this Notice. You may also obtain a claim form on the Internet at www.strategicclaims.net. Read the instructions carefully, fill out the form, sign it in the location indicated, and mail the claim form together with all documentation requested in the form, postmarked no later than April 8, 2011, to:

Westaff Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

The Claims Administrator will process your claim and determine whether you are an “Authorized Claimant.”

9. What am I giving up to get a payment or stay in the Class?

Unless you exclude yourself, you will remain in the Class. That means that if the Settlement is approved, you and all Class Members will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) all claims against Defendants, and each of their past or present affiliates, predecessors, successors, agents, advisors, insurers, and attorneys (“Released Parties”) that were alleged in the Litigation, could have been alleged in the Litigation based on or related to the allegations in the Litigation, or are otherwise in connection with your having purchased, acquired, or owned Westaff Stock between December 19, 2008 and March 17, 2009, except that you do not release the Released Parties from any claim or action to enforce the Settlement. It also means that all of the Court’s orders will apply to you and legally bind you. If you sign the claim form, you are agreeing to a “Release of Claims,” which will bar you from ever filing a lawsuit against any Released Party to recover losses from the ownership of Westaff Stock at the time of the Merger, except to enforce the Settlement. That means you will accept a share in the Net Settlement Fund as sole compensation for any losses you have suffered due to your having owned Westaff Stock as of the close of trading on February 20, 2009 or exchanged your shares for the right to receive \$1.25 in cash in the Merger.

If the Settlement is approved, Class Members will not release certain potential claims unrelated to their claims as shareholders, such as claims not related to the Merger, or for wrongful termination, unpaid wages, or other employment or labor related claims arising under the California Labor Code or ERISA.

10. How do I get out of the Settlement?

If you do not want to receive a payment from this Settlement, and you want to keep the right to sue or continue to sue Defendants on your own based on the legal claims raised in this Class Action, then you must take steps to get out of the Settlement. This is called excluding yourself from—or “opting out” of—the Class. To exclude yourself from the Settlement, you must mail a letter stating you want to be excluded as a Class Member from Press v. Delstaff LLC, et al., Case No. 09-01051. Be sure to include your name, address, telephone number and your signature, along with an accurate list of all of your purchases and sales of Westaff Stock including the number of shares owned on February 20, 2009 and the number of such shares converted into \$1.25 per share in cash. You must mail your exclusion request, postmarked no later than April 8, 2011, to:

Westaff Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

You cannot exclude yourself by telephone or by e-mail. If you ask to be excluded, you will not receive a settlement payment, and you cannot object to the Settlement. If you ask to be excluded, you will not be legally bound by anything that happens in this Class Action.

11. If I do not exclude myself, can I sue Defendants for the same thing later?

No. Unless you exclude yourself, you give up any right to sue Defendants for the claims that this Settlement resolves. If you have a pending lawsuit, speak to your lawyer in that case immediately, since you may have to exclude yourself from this Class to continue your own lawsuit.

12. Do I have a lawyer in this case?

The Rosen Law Firm, P.A. represents you and the other Class Members. These lawyers are called Named Plaintiff’s Counsel or Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

13. How will the lawyers be paid?

Class Counsel have expended considerable time litigating this action on a contingent fee basis, and have paid for the expenses of the litigation themselves and have not been paid attorneys’ fees in advance of this Settlement with the expectation that if they are successful in recovering money for the Class, they will receive attorneys’ fees and be reimbursed for their litigation expenses from the Settlement Fund, as is customary in this type of litigation. Class Counsel will not receive attorneys’ fees or be reimbursed for their litigation expenses except from the Settlement Fund. Therefore, Class Counsel will file a motion asking the Court at the Settlement Hearing to make an award of attorneys’ fees in an amount not to exceed one-third of the Settlement amount, for reimbursement of reasonable litigation expenses not to exceed \$90,000, and an award to the Named Plaintiff in an amount not to exceed \$2,500. The Court may award less than these amounts. Any amounts awarded by the Court will come out of the Settlement Fund.

14. How do I tell the Court that I do not like the Settlement?

You can tell the Court you do not agree with the Settlement, any part of the Settlement, or Class Counsel’s motion for attorneys’ fees, and that you think the Court should not approve the Settlement, by mailing a letter stating that you object to the Settlement in the matter of Press v. Delstaff LLC, et al., Case No. 09-01051. Be sure to include your name, address, telephone number, your signature, the case name and number, a list of your purchases and sales of Westaff Stock in order to show your membership in the Class, and all of the reasons you object to the Settlement. Be sure to mail the objections to the three different places listed below, postmarked no later than April 13, 2011, so the Court will consider your views:

COURT	CLASS COUNSEL	DEFENSE COUNSEL
Judge Barry P. Goode Department 17 Superior Court of the State of California, County of Contra Costa 725 Court Street Martinez, CA 94553	Laurence M. Rosen, Esq. THE ROSEN LAW FIRM, P.A. 333 South Grand Avenue 25th Floor Los Angeles, CA 90071	Erik J. Olson, Esq. MORRISON & FOERSTER LLP 755 Page Mill Road Palo Alto, CA 94304

15. What is the difference between objecting and requesting exclusion?

Objecting is simply telling the Court you do not like something about the Settlement. You can object only if you stay in the Class. Requesting exclusion is telling the Court you do not want to be part of the Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it does not affect your legal rights.

16. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Settlement Hearing on April 27, 2011, at 2:00 p m., before the Honorable Barry P. Goode at the Superior Court of the State of California, County of Contra Costa, Department 17, 725 Court Street, Martinez, CA 94553.

At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate and whether to approve the Settlement. If there are objections, the Court will consider them, and the Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Class Counsel for attorneys' fees and expenses.

17. Do I have to come to the hearing?

No. However, you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

18. What happens if I do nothing at all?

If you do nothing, you will not receive a payment from the Settlement and you will be bound by the Settlement, including the releases. Unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants about the claims made in this case ever again.

DATED: DECEMBER 22, 2010.

HONORABLE BARRY P. GOODE
SUPERIOR COURT JUDGE

**Westaff Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063**

PROOF OF CLAIM AND RELEASE

Deadline for Submission: April 8, 2011

IF YOU WERE A HOLDER OF COMMON STOCK ("STOCK") OF WESTAFF, INC. ("WESTAFF"), IF YOUR WESTAFF STOCK WAS CONVERTED INTO THE RIGHT TO RECEIVE \$1.25 PER SHARE IN CASH AS A RESULT OF THE MERGER BY AND AMONG WESTAFF, KOOSHAREM CORPORATION ("KOOSHAREM"), AND SELECT MERGER SUB INC., A WHOLLY-OWNED SUBSIDIARY OF KOOSHAREM, (THE "MERGER"), OR IF WERE ENTITLED TO VOTE AT A SPECIAL MEETING OF STOCKHOLDERS OF WESTAFF ON MARCH 17, 2009 ON THE MERGER , AND IF YOU WERE NOT AFFILIATED WITH DEFENDANTS AT THE TIME OF THE MERGER, THEN YOU ARE A CLASS MEMBER AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE ("PROOF OF CLAIM") AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN APRIL 8, 2011 TO THE FOLLOWING ADDRESS:

Westaff Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street
Media, PA 19063

YOUR FAILURE TO SUBMIT YOUR CLAIM BY APRIL 8, 2011 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

CLAIMANT'S STATEMENT

1. I (we) owned Westaff Stock and exchanged my (our) shares for the right to receive \$1.25 per share in connection with the Merger. In the alternative, I (we) owned Westaff Stock as of the close of trading on February 20, 2009 and thus was eligible to vote the Special Meeting of Stockholders was convened to vote on the Merger.
2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class Member as defined above and in the Notice of Pendency and Settlement of Class Action (the "Notice"), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Actions or anyone excluded from the Class; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund, as defined in the Notice; that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member [e.g., as an executor, administrator, trustee, or other representative], you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)
3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we) understand and agree that my (our) claim may be subject to investigation and discovery under the California Code of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status as a Class Member(s) and the validity and amount of my (our) claim. No discovery shall be allowed on the merits of the Litigation or Settlement in connection with processing of the Proof of Claim.
4. I (we) have set forth where requested below all relevant information with respect to each purchase I (we) have made of Westaff Stock, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.

5. I (we) have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale and/or retention of Westaff Stock listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM. DO NOT SUBMIT ORIGINALS OF THESE DOCUMENTS AS THE CLAIMS ADMINISTRATOR DOES NOT HAVE AN OBLIGATION TO SAFEGUARD OR RETURN ORIGINALS TO YOU.)
6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your recognized claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives securities such as options.)
7. Upon the occurrence of the Court's approval of the Settlement, as detailed in the Notice, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a full and complete release, remise and discharge by me (us) and my (our) current and former heirs, executors, administrators, successors, attorneys, insurers and assigns, and any person they represent (or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their executors, administrators, successors, attorneys, insurers and assigns, and any person they represent) of each of the Released Parties, as defined in the Stipulation of Settlement, of all Settled Claims and Unknown Claims, as defined in the Stipulation of Settlement, could have been alleged in the Litigation based on or related to the allegations in the Litigation, or are otherwise in connection with my (our) having purchased, acquired, or owned Westaff Stock between December 19, 2008 and March 17, 2009, except that I (we) do not release the Released Parties from any claim or action to enforce the Settlement.
8. 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 listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-866-274-4004 or visit their website at www.strategicclaims.net 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.

CLAIMANT INFORMATION

Name:

[Grid for Name]

Address:

[Grid for Address]

City: [Grid] State: [Grid] Zip Code: [Grid] - [Grid]

Foreign Province: [Grid] Foreign Country: [Grid]

Email: [Grid]

[Grid] [Grid] - [Grid] [Grid]
Area Code Telephone No. (day)

[Grid] [Grid] - [Grid] [Grid]
Area Code Telephone No. (evening)

Social Security Number (for individuals)
[Grid] - [Grid] - [Grid]

OR

Tax Identification Number
(for estates, trusts, corporations, etc)
[Grid] - [Grid]

SCHEDULE OF TRANSACTIONS IN WESTAFF STOCK

WESTAFF COMMON STOCK TRANSACTIONS

Holdings Exchanged in the Merger:

A. State the total number of shares of WESTAFF Stock exchanged for the right to receive \$1.25 in cash in the Merger (must be documented):

**Check Here If Documentation
Is Enclosed**

[Grid] [Grid]

Holdings Owned on the Record Date for the Vote on the Merger:

B. State the total number of shares of WESTAFF Stock owned at the close of trading on February 20, 2009 (must be documented):

**Check Here If Documentation
Is Enclosed**

[Grid] [Grid]

Purchases:

C. Separately list each and every open market purchase of WESTAFF Stock during the period from February 21, 2009 through March 17, 2009, inclusive, and provide the following information (must be documented):

Trade Date (List Chronologically) (Month / Day / Year)	Number of Shares Purchased	Check Here If Documentation Is Enclosed
[Grid]/[Grid]/[Grid]	[Grid]	[Grid]
[Grid]/[Grid]/[Grid]	[Grid]	[Grid]
[Grid]/[Grid]/[Grid]	[Grid]	[Grid]
[Grid]/[Grid]/[Grid]	[Grid]	[Grid]

Sales:

D. Separately list each and every sale of WESTAFF Stock during the period from February 21, 2009 through March 17, 2009, inclusive, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month / Day / Year)	Number of Shares Sold	Check Here If Documentation Is Enclosed
<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="checkbox"/>
<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="checkbox"/>
<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="checkbox"/>
<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="checkbox"/>

Ending Holdings:

E. State the total number of shares of WESTAFF Stock owned at the close of trading on March 17, 2009, long or short (*must be documented*).

**Check Here If Documentation
Is Enclosed**

If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.

Substitute Form W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals) <input type="text"/> <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/>	or	Taxpayer Identification Number (for estates, trusts, corporations, etc.) <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"/>
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Certification

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

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

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

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign)

(Signature)

(Signature)

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

Check here if proof of authority to file is enclosed.
(See Item 2 on Page 7 for instructions)

Date: _____

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN APRIL 8, 2011 AND MUST BE MAILED TO:

**Westaff Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063**

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by April 8, 2011 and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

- o Please be sure to sign this Proof of Claim on page 10. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- o Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- o Do NOT use highlighter on the Proof of Claim or any supporting documents.
- o If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

NOTE: RECEIPT ACKNOWLEDGMENT NEEDED

The Claims Administrator will send a written confirmation of its receipt of your Proof of Claim. Do not assume your claim is submitted until you receive written confirmation of its receipt. Your claim is not deemed fully filed until the Claims Administrator sends you written confirmation of its receipt of your Proof of Claim. If you do not receive an acknowledgement postcard within thirty (30) days of your mailing the Proof of Claim, then please call the Claims Administrator toll free at 1-866-274-4004.

Westaff Securities Litigation
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

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PLEASE FORWARD

FIRST CLASS MAIL

PLEASE FORWARD—IMPORTANT LEGAL NOTICE