

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In Re Motel 6 Securities Litigation	) ) ) ) )	93 Civ. 2183 (JFK) and 95 Civ. 5191 (JFK) Consolidated
--	-----------------------	---

JOHN F. KEENAN  
UNITED STATES DISTRICT JUDGE

**NOTICE OF ADDITIONAL PROPOSED CLASS SETTLEMENTS, DISTRIBUTION PLAN AND REQUEST FOR ATTORNEYS' FEES  
AND COSTS.**

**THIS NOTICE MAY AFFECT YOUR RIGHTS -- PLEASE READ IT CAREFULLY**

TO: ALL PERSONS WHO SOLD SHARES OF MOTEL 6 L.P. ("SIX") OR SOLD CALL OPTIONS OF SIX SHARES BETWEEN MAY 18, 1990 AND JULY 12, 1990, INCLUSIVE (THE "CLASS PERIOD"):

PLEASE TAKE NOTICE: that the Class, as further defined herein, has been certified in this litigation by the United States District Court for the Southern District of New York and that additional settlements have been reached for the benefit of this Class on terms described herein among the Class Representatives and the Remaining Defendants (as defined below). The purpose of this Notice is to describe (1) the Motel 6 Securities Litigation; (2) the proposed additional settlements; (3) the distribution plan for the proceeds of all settlements received; (4) the request for attorneys' fees and costs in this litigation; (5) your rights and responsibilities as a Class Member; and (6) your opportunity to object to the proposed additional settlements, the distribution plan, and the request for attorneys' fees and costs.

This notice (hereinafter the "Additional Notice") is in addition to a previous notice initially sent to the Class on or about December 21, 1999 regarding the existence of this Class Action as well as settlements that the Class Representatives had reached with certain defendants at that time (the "Initial Notice"). As part of that Initial Notice, you had the opportunity to opt-out and exclude yourself from the Class and not participate in the proposed settlements reached by the Class Representatives for the benefit of the Class. If you are receiving this notice, you are a member of the Class. The opportunity to exclude yourself from the Class has expired and cannot be changed. If you believe you have received this Additional Notice in error, please contact the attorney listed in Section VII of this Additional Notice for further information.

**I. SUMMARY**

The Court has certified two actions, Redtail Leasing, Inc., et al. V. Hugh Thrasher, et al., 93 Civ. 2183 (JFK) (the "Thrasher Action") and Redtail Leasing Inc., et al. V. Leonard Bellezza, et al., 95 Civ. 5191 (JFK) (the "Bellezza Action"), as class actions on behalf of the following class:

All persons other than the defendants who sold shares of Motel 6 L.P. ("SIX") or sold call options of SIX shares between May 18, 1990 and July 12, 1990, inclusive (the "Class Period") and who traded contemporaneously with Defendants' purchases of SIX shares or call options (collectively, the "Class" or "Class Members").

Plaintiffs in these actions have reached settlement agreements with the Remaining Defendants in this litigation. This notice contains a description of those settlements. Class Counsel have developed a distribution plan to distribute the proceeds of those settlements along with the settlements described in the Initial Notice to the Class. This notice also contains a description of that distribution plan. Class Counsel also have requested that the Court in this litigation approve an amount for attorneys' fees and costs incurred in prosecuting this litigation, and that request is set forth in this notice. As a Class Member, you have a right to object to these settlements, the distribution plan, and/or the request for attorneys' fees and costs. If the settlements and/or distribution plan are approved, and you are entitled to participate in the proceeds of such settlements, you will be so entitled even if you have objected to the settlements, distribution plan and/or request for attorneys' fees and costs.

This Summary is qualified in its entirety by reference to this Additional Notice, the Initial Notice and any supplemental notices sent to the Class, the Settlement Agreements described herein, and all pleadings and papers filed in these class actions and related proceedings, which may be inspected as provided below.

**II. THE LITIGATION**

In the consolidated lawsuit In re Motel 6 Securities Litigation, 93 Civ. 2183 (JFK) and 95 Civ 5191 (JFK), consolidated, (the "Class Action"), which is pending in the United States District Court for the Southern District of New York, Plaintiffs assert claims, on behalf of themselves and the members of the Class, as defined above, against Defendants Hugh Thrasher, John H. Anderson, Ezra Chammah, Stanley Elbaum, Scott Forbes, Guillermo Gomez a/k/a William Gomez, Stephen V.R. Goodhue, Jr., Ira Gorman, Gorman Commodities & Securities, Inc., Estate of Carl Harris, Jonathan S. Hirsh, Ronald Kuznetsky, Darrell Sandy Marsh, Jack P. Marsh, Michael R. Newman, Roger K. Odwak, Angelo Petrotto, Lee Rosenblatt, Robert Sacks, Jeffrey A. Sanker, David Schaeen, Leonard Schaeen, Julian Schor, Gregg R. Shawzin, Mark R. Shawzin, Leonard Bellezza, Michael Borlinghaus, Jeffrey F. Green, Joseph P.

Greenwald, Heinz Grein, Steven Krysty, Joanne Latona-Administratrix of the Estate of Angelo Latona, Joseph Latona, Val Maiale, Christopher M. Garvey, Darrin Gleeman, Seymour Gleeman, Edwin Karger and David Simon. Plaintiffs assert claims for violations of the Securities Exchange Act of 1934; the Racketeer Influenced and Corrupt Organizations Act; and state statutes; various common law claims, arising out of alleged insider trading in SIX securities in connection with a tender offer. Plaintiffs seek, for themselves and the Class, compensatory and punitive damages, including out-of-pocket losses, costs, interest, and attorneys' fees and expenses. Defendants deny all liability and wrongdoing whatsoever. Settlements previously have been reached with the following defendants: John Anderson, Scott Forbes, Joseph Greenwald, Ronald Kuznetsky, Angelo Latona, Val Maiale, Darrell Sandy Marsh, Herbert Marsh, Jack P. Marsh, Michael R. Newman, Robert Sacks, and Leonard Schaen. Settlements have now been reached with the following defendants: Leonard Bellezza, Ezra Chammah, Jeffrey Green, Jonathan Hirsh, Stephen Krysty, Lee Rosenblatt, Jeffrey Sanker, David Schaen, Gregg Shawzin, Mark Shawzin, and Hugh Thrasher (the "Remaining Defendants").

In 1990, a company named Accor, S.A. initiated discussions with executives and Board members of SIX and its majority shareholder, Kohlberg Kravis Roberts & Company ("KKR"), regarding the possibility of a tender offer for SIX shares by Accor. Plaintiffs have alleged that on May 18, 1990 representatives of Accor and KKR discussed a possible tender offer for SIX at a purchase price of \$22.50 per share (the "Tender Offer"). KKR then informed SIX's chairman and chief executive officer, Joseph McCarthy, of the results of the negotiations with Accor representatives and directed SIX senior management to consider a possible acquisition by Accor.

The plaintiffs further allege that between at least May 18, 1990 and July 12, 1990, Defendant Thrasher, an Executive Vice President of SIX, conveyed material, non-public information to Defendant Harris about the Tender Offer, including details of the proposed acquisition such as the price and the timing of the proposed transaction. Plaintiffs allege a trail of tips, beginning with defendant Harris who tipped other defendants who tipped still others. Plaintiffs allege that material, non-public information eventually was made known to each of the Defendants and that each of those tips was made with the expectation of profit or with the intent of bestowing a gift.

On August 15, 1990, as a result of the Tender Offer, SIX became a wholly-owned subsidiary of Accor, pursuant to an acquisition agreement dated July 12, 1990.

Various actions were filed alleging an insider trading scheme in connection with the Tender Offer and eventually consolidated with the filing of a consolidated complaint on July 16, 1993 in the Thrasher Action.

The Thrasher Complaint names as defendants 26 individuals and corporations, each of whom are alleged to have profited by reason of trading in SIX shares or call options on material, non-public, inside information concerning the pending Tender Offer for SIX at a price substantially in excess of the market price of SIX shares. The Remaining Defendants in the Thrasher Action, all of whom are alleged to have conspired to engage in, and to have engaged in insider trading, are listed below. The Thrasher Complaint alleges a conspiracy among and between the defendants beginning in 1990 and continuing into 1991 and beyond. Plaintiffs seek to recover damages sustained as a result of defendants' insider trading conspiracy, alleging claims for violation of §§ 10(b), 14(e) and 20A of the Securities Exchange Act of 1934 ("1934 Act"), SEC Rules 10b-5 and 14e-3, the Racketeer Influenced and Corrupt Organizations Act ("RICO"), the Wire Fraud Act, the Interstate and Foreign Travel Act, state statutory law and the common law.

A second action, the Bellezza Action was filed by these same plaintiffs on July 12, 1995. In the Bellezza Action, plaintiffs allege that a new set of defendants also traded in SIX securities on inside information during the Tender Offer period. The plaintiffs also allege that the Bellezza defendants' insider trading in SIX securities was but one of many instances in which these defendants engaged in insider trading during the 1989-1991 period. Plaintiffs allege that, beginning no later than June 1989, the Bellezza defendants had begun trafficking in inside information about upcoming mergers and acquisitions gleaned by a well-placed paralegal at the law firm of Skadden Arps. In the Bellezza Action, plaintiffs allege claims for violations of §§ 10(b), 14(e) and 20A of the 1934 Act, SEC Rules 10b-5 and 14e-3, RICO, state statutory law and the common law.

Defendants have denied the foregoing allegations. The Court certified the Thrasher Action as a class action on September 16, 1996. The Bellezza Action was similarly certified as a class action on September 29, 1997. The Class in both actions is the same and is defined above.

On May 4, 2000, the Court entered an order giving final approval to settlements reached previously by the plaintiffs with certain settling defendants, as described in the Initial Notice. Since the Initial Notice was sent to the Class, the Court set a trial date for the Class Action. Class Counsel subsequently spent several years preparing this case for trial and conducting additional discovery regarding the defendants' conduct and the claims of the Class. In addition, claims against several defendants were dismissed in their entirety. Class Counsel also defended against several defendants' motions for summary judgment, which were granted in part and denied in part by the Court. Furthermore, Class Counsel pursued the right in bankruptcy court to proceed with the Class' claims against one of the defendants who had declared bankruptcy while the Class Action was pending.

Class Counsel also engaged in extensive settlement negotiations with the Remaining Defendants. The Court granted preliminary approval on June 11, 2002 to certain settlements with defendants Leonard Bellezza, Jeffrey Green, Stephen Krysty, Jeffrey Sanker and David Schaen, as described below. Class Counsel presently is seeking the Court's final approval for all of the settlements with the Remaining Defendants, as described below.

The following provisions of this Additional Notice summarizing the proposed settlements are qualified in their entirety by reference to the Settlement Agreements, complete copies of which are available for inspection and copying at the Office of the Clerk of the Court, United States Courthouse, 500 Pearl Street, Room 120, New York, New York 10007, during regular business hours.

### III. CLASS CERTIFICATION AND SETTLEMENTS

The Court has certified the Class defined above. The Court has designated Plaintiffs Redtail Leasing, Inc., Hull Trading Company, Robert J. Rosener, and Steven Paskvallich as Class Representatives. The Court has appointed as Class Counsel:

John Moynihan  
SACHNOFF & WEAVER  
30 South Wacker Drive  
29th Floor  
Chicago, IL 60606

Robin J. Omahana, Esq.  
405 N. Wabash Avenue  
Suite 1608  
Chicago, IL 60611

Charles R. Watkins  
SUSMAN & WATKINS  
Two First National Plaza  
Suite 600  
Chicago, IL 60603

Alan Pollack  
ROBINSON BROG LEINWAND GREENE  
GENOVESE & GLUCK P.C.  
1325 Avenue of the Americas  
New York, NY 10105-0143

Lawrence Walner  
Kristi L. Browne  
LAWRENCE WALNER & ASSOCIATES, LTD.  
150 N. Wacker Drive, Suite 2150  
Chicago, IL 60606

If the Court grants final approval of the proposed additional settlements, there will be no trial regarding any of the Class Members' claims against any of the defendants, whether those claims are asserted, unasserted, known or unknown. The Class Members' claims will be compromised, released, discharged, and dismissed with prejudice in exchange for the following payments to be allocated among the Class, after the deduction of attorneys' fees and costs awarded by the Court:

1. In 93 Civ 2183 (the "Thrasher Action"):

<u>Name</u>	<u>Amount</u>	<u>SEC<sup>1</sup></u>
Ezra Chammah	\$25,000.00	\$206,542.51
Jonathan Hirsh/ Lee Rosenblatt	\$180,000.00	\$1,420,596.00
Jeffrey Sanker	\$30,000.00	\$13,500.00
David Schaen	\$50,000.00	\$41,087.00
Greg Shawzin	\$1.00	
Mark Shawzin	\$300.00	
Hugh Thrasher	\$243,687.85	\$49,100.00

2. In 95 Civ 5191 (the "Bellezza Action"):

<u>Name</u>	<u>Amount</u>	<u>SEC</u>
Leonard Bellezza	\$16,000.00	\$192,426.10
Jeffrey Green	\$5,000.00	\$421,261.00
Stephen Krysty	\$85,000.00	

The proposed settlements, if approved, will generate a gross recovery of \$634,988.85 for shareholders, not including the \$2,344,512.61 recovery by the SEC in its related enforcement action against these defendants. This amount is in addition to the settlement amounts previously recovered by plaintiffs from other defendants, totaling \$319,856.25, as well as the settlement amounts recovered by the SEC in its related enforcement action from previously settling defendants, totaling \$1,336,576.41. The total amount of the recovery for shareholders from these actions as well as the related SEC enforcement actions is \$4,635,934.12, excluding interest and the award of attorneys' fees and costs by the Court. Of the total settlement amount, \$3,190,076.55 including interest, has been collected as of September 7, 2004.

### IV. DISTRIBUTION PLAN

Now that settlements have been reached with the Remaining Defendants, Class Counsel have developed a distribution plan to distribute the settlement proceeds to Class Members. The proceeds include all funds received as a result of the settlements reached between the Class Representatives, the SEC and all defendants. These settlement funds currently are held in two different accounts. Those settlement funds collected by the Class Representatives are held in Class Counsel's trust account. Those funds collected by the SEC are held in the Court Registry Investment System ("CRIS"). Under the proposed distribution plan, these two accounts will be

<sup>1</sup> Settlement amounts for some defendants are in addition to amounts paid to resolve the related Securities and Exchange Commission action, which amounts are listed in the column labeled "SEC." All settlements are for the total of the two amounts, with a credit to the settling defendant for amounts paid to the SEC. The funds collected by the SEC will be distributed to the Class Members along with the funds collected by the Class Representatives.

combined in a custodial account (the "Settlement Fund") and administered by Strategic Claims Services, 2710 Concord Road, Suite 5, Aston, Pennsylvania 19014 (the "Claims Administrator"). The Settlement Fund, less administration expenses and attorneys' fees and costs, will then be distributed to the Class Members according to the distribution plan outlined here.

Distributions from the Settlement Fund will be made in two phases. The first phase of the distribution will occur after all of the claims from the Class Members have been received and processed and will include all of the funds that have been collected as of that date. The second phase of the distribution will occur when the remaining settlement payments have been collected in their entirety, or when plaintiffs have determined, with the Court's approval, that no additional settlement payments can be collected. Those amounts collected since the first phase of distribution then will be distributed to the Class Members on the same basis and using the same method as the first phase of the distribution.

The Settlement Fund, with three exceptions, will be allocated pro-rata among each security or option that was traded by all of the settling defendants during the Class Period based on the amount of profit received by the settling defendants in each security or option. The first exception is for the settlement amounts received from Hugh Thrasher. Because Mr. Thrasher did not trade in any particular securities or options and his damages are based on his role in providing the alleged insider information, the settlement amounts received from Mr. Thrasher will be distributed across all of the securities and options purchased by the defendants who are contributing to the Settlement Fund. Mr. Thrasher's settlement amount will be allocated pro-rata based on the proportion of the settling defendants' profits in each type of security or option. The second exception is for the interest that has accrued on the settlement amounts collected by the plaintiffs and held in plaintiff counsel's trust account. Again, because that interest is not tied to a specific security or option, the total amount of interest will be allocated pro-rata across all of the securities or options at issue consistent with the Thrasher settlement amount allocation. The third exception is where the amount of the Settlement Fund allocated to a particular security or option series is less than \$1,000. In that case, no distribution will be made for that particular security or option series. Those amounts instead will be allocated pro-rata across all of the other securities or option series traded by the defendants.

To obtain recovery from the Settlement Fund, Class Members must complete a Proof of Claim setting forth each sale of SIX shares or call options in which the Class Member had a direct or indirect beneficial interest and which occurred between May 18, 1990 and July 12, 1990, inclusive. The Proof of Claim form is located at the end of this Additional Notice. Each Proof of Claim also shall state for each transaction the date, price, amount of securities, and account identification and must be signed by the Class Member and verified under penalty of perjury.

The Proof of Claim Form must be **postmarked no later than March 31, 2005** to be eligible for a distribution from the Settlement Fund. If a claim form is postmarked **after March 31, 2005**, that claim will be denied. Please send each Proof of Claim Form to:

**Motel 6 Securities Litigation  
c/o Strategic Claims Services  
2710 Concord Road, Suite 5  
Aston, Pennsylvania 19014**

Claimants who sold the same securities or options on the same date within the Class Period as any defendant (hereinafter "Contemporaneous Sales") will be eligible to receive a distribution from that portion of the Settlement Fund corresponding to the profits made by all of the settling defendants in the particular security or call option traded. The amount a Claimant will receive from that portion of the Settlement Fund will be calculated initially based on the damages incurred by that Claimant with respect to his/her Contemporaneous Sales in each security or call option (the "Preliminary Claim"). Damages for each Claimant will be calculated by determining the difference between the amount the Claimant received when selling the particular security or option at issue and the amount the Claimant should have received based on the calculations identified in the Plaintiffs' expert report filed in this action, less any net profits, realized or imputed, on non-contemporaneous purchases and/or sales of SIX shares and/or call options.

The Claims Administrator will review all of the Proof of Claim forms submitted by the deadline to determine whether the Claimant qualifies for a distribution from the Settlement Fund. Distributions will be made on a pro-rata basis from that portion of the Settlement Fund allocated to each security or call option and will depend on the proportion of a Claimant's individual claim for a particular security or call option as compared to the total of all claims for that particular security or call option. If the total amount of distribution to any individual Claimant is less than \$100, the Claimant will receive no distribution.

If the Claims Administrator determines that a Claimant does not qualify for a distribution from the Settlement Fund, the Claims Administrator will send a denial notice to that Claimant. The denial notice shall inform the Claimant that an appeal of a claim denial can be filed with this Court within 30 days after the postmark on the denial notice, and that this Court will retain jurisdiction over this Class Action, the distribution of the Settlement Fund, and all appeals relating to that distribution. If a Claimant fails to appeal the denial of a claim within the allotted time, that claim denial will be final.

#### **V. RECOMMENDATION OF CLASS COUNSEL**

Class Counsel have recommended to the Court, and now recommend to the Class Members, approval of the proposed additional settlements with the Remaining Defendants.

Class Counsel, who have extensive experience in class actions and securities litigation, have conducted a thorough investigation and undertaken extensive discovery into the facts and circumstances relating to the claims asserted against the Remaining Defendants in the Class Action. Class Counsel have examined thousands of pages of documents relating to such claims. In addition, Class Counsel have analyzed the law relating to the claims against the Remaining Defendants. They have conducted

extensive arm's-length negotiations with the Remaining Defendants' counsel. Class Counsel have considered such things as: (a) the benefits that the Class members will receive from the additional settlements; and (b) the fact that the outcome of litigating the claims against the Remaining Defendants, including the amount of damages awarded, if any, is uncertain. The Remaining Defendants' alleged liability depends on the resolution of many sharply disputed issues relating both to liability and remedy, as well as other uncertainties and risks inherent in protracted litigation, including the likelihood that even if a judgment were rendered in favor of the Class, appeals will follow. It is likely, therefore, that several years could elapse before Class Members receive any benefit.

In each of the Settlements where Class counsel agreed to accept an amount less than the total profits earned by a Remaining Defendant on SIX trades during the relevant period (less amounts paid to the SEC), such decision was based, in part, on the determination that the Remaining Defendant in question did not have sufficient assets or income to pay a higher judgment, assuming one were attained after a trial. Those Remaining Defendants' ability to withstand substantially greater judgments is doubtful, particularly if those Remaining Defendants were to continue to incur litigation expenses through trial.

**VI. APPLICATION OF CLASS COUNSEL FOR REIMBURSEMENT OF EXPENSES AND AWARD OF ATTORNEYS' FEES**

Class Counsel have applied for reimbursement of costs and expenses and an award of attorneys' fees in connection with the various settlements with all of the defendants. During the more than ten years that this Class Action has been litigated, Class Counsel have incurred costs, expenses and attorneys' fees totaling \$2,581,218.60 as of September 9, 2004. Class Counsel, however, are seeking only to recover \$291,229.37 in attorneys' fees, which is substantially less than the amount of fees actually incurred by Class Counsel. Class Counsel also seek reimbursement in full of \$337,046.90 for their costs and expenses in prosecuting this Class Action.

**VII. FINAL SETTLEMENT APPROVAL HEARING AND COMMENTS BY CLASS MEMBERS**

The Court will hold a hearing on **March 14, 2005 at 10 a.m.**, in the courtroom of the Honorable John F. Keenan, United States Judge for the Southern District of New York, located at the United States Courthouse, 500 Pearl Street, New York, New York 10007, to determine whether the proposed additional settlements with the Remaining Defendants and the proposed distribution plan for all settlements are fair, reasonable, and adequate. At that time, the Court also will hold a hearing on whether the request for attorneys' fees and costs in this litigation is fair, reasonable and adequate. Although you may attend this hearing, you are not required to do so.

**YOU DO NOT NEED TO APPEAR AT THE HEARING OR TAKE ANY OTHER ACTION IN SUPPORT OF THE SETTLEMENT.** As a Class Member, you have the right to state your position for or against the proposed additional settlements, the distribution plan, and/or the request for attorneys' fees and costs. You have the right to appear in the Class Action through your own attorney. If you wish to submit written comments on the proposed additional settlements, the distribution plan, and/or the request for attorneys' fees and costs, you may do so provided that your letter, including any materials which you wish the Court to consider, is **postmarked no later than March 4, 2005** and is sent to the Clerk of the Court, United States Courthouse, 500 Pearl Street, Room 120, New York, New York 10007. Copies must be sent simultaneously to the attorney listed below:

Kristi L. Browne, Esq.  
LAWRENCE WALNER & ASSOC., LTD.  
150 N. Wacker, Suite 2150  
Chicago, Illinois 60606

You may be heard orally in support of or in opposition to the proposed additional settlements, the distribution plan, and/or the request for attorneys' fees and costs provided that you mail a letter, **postmarked no later than March 4, 2005** stating your intention to appear before the Court personally and indicating briefly the nature of the argument to be presented. Copies of such letters must be sent to the Clerk of the Court and the attorney designated above.

If you do not object to the proposed additional settlements, the distribution plan, and/or the request for attorneys' fees and costs in the manner described above, you shall be deemed to have consented to the settlements, the distribution plan, and/or the request for attorneys' fees and costs and to have waived all objections and shall forever be foreclosed from making any such objections.

**VIII. RIGHTS AND OBLIGATIONS OF CLASS MEMBERS**

As a member of the Class, you are bound by all further orders and judgments of the Court affecting the Class, and your claims for damages against all of the defendants as alleged in the Class Action have been determined in the Class Action. You will be entitled to notice of any further ruling affecting the Class. For this reason, as well as to enable you to share in the payments made by various defendants, you are requested to notify Class Counsel at the address listed above of any corrections or changes to your name or address.

You need not hire or pay an attorney. Class Members will be represented by Class Counsel, who are proponents of the settlements. If you wish, however, you may retain and appear through your own attorney, at your expense. You may also seek to intervene individually in the Class Action, and you may advise the Court if at any time you think you are not being fairly and adequately represented by the Class Representatives or Class Counsel.

**IX. ADDITIONAL INFORMATION**

Any questions you have concerning the matters contained in this Additional Notice (and any corrections or changes to your name or address) should not be directed to the Court, but should be addressed in writing to the attorney listed above in Section VII.

Complete copies of all pleadings and papers filed in the Class Action, including the complete text of the Settlement Agreements embodying the proposed additional settlements with the Remaining Defendants are available for inspection and copying at the Office of the Clerk of Court, United States Courthouse, 500 Pearl Street, Room 120, New York, New York 10007, during regular business hours.

If the Court does not approve any of the proposed settlements, the settlements will be null and void, and the parties will be restored to their respective positions as they existed immediately prior to the presentation of the Settlement Agreements to the Class.

**PLEASE DO NOT CONTACT THE COURT  
OR THE CLERK'S OFFICE FOR INFORMATION.**

**PROOF OF CLAIM**

**FOR OFFICE USE ONLY**

**PROOF OF CLAIM NUMBER:** \_\_\_\_\_

**DATE RECEIVED:** \_\_\_\_\_

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In Re Motel 6 Securities Litigation	) ) ) ) )	93 Civ. 2183 (JFK) and 95 Civ. 5191 (JFK) Consolidated
--	-----------------------	---

JOHN F. KEENAN  
UNITED STATES DISTRICT JUDGE

READ ALL MATERIALS CAREFULLY BEFORE COMPLETING THIS FORM  
-PLEASE PRINT CAREFULLY OR TYPE-

**THIS FORM MUST BE POSTMARKED NO LATER THAN MARCH 31, 2005. ALL CLAIMS POSTMARKED AFTER THIS DATE  
WILL BE DENIED.**

IF YOU SOLD SHARES OR CALL OPTIONS OF MOTEL 6 DURING THE PERIOD FROM MAY 18, 1990 TO JULY 12, 1990, INCLUSIVE, AND WERE DAMAGED THEREBY, YOU ARE A "CLASS MEMBER," AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

Please take notice that, pursuant to an order of the Court in the above-captioned case, in order for you to receive any payments relating to the settlement of the above-captioned case, you must complete this proof of claim form and mail it to the address listed at the end of this form **postmarked no later than March 31, 2005**.

If you fail to file a fully completed form with all required documentation postmarked by that date, your claim will be denied, and you will be precluded from receiving any money as a result of the settlement of the above-captioned case. You will be bound, however, by all of the terms of the settlement agreement covering this case, including the terms of the judgment to be entered releasing and discharging your rights to pursue any individual or class claims against any of the defendants.

DO NOT send this form to the Court or any attorneys or parties involved with this case because any such form will be deemed not submitted.

1)	Claimant's Name:		
2)	Address:		
3)	Phone Numbers:	Day:	
		Night:	
	Fax Number:		
	E-mail Address:		
4)	The Internal Revenue Service requires a taxpayer identification number to be provided for this claim. Please provide that information, as directed:		
	Taxpayer ID No.: (for corporations, trusts, estates, etc.)		
	Social Security No.: (for individuals)		

5)	Check One:	<input type="checkbox"/> Individual
		<input type="checkbox"/> Joint Owners (if any, identify here: _____ )
		<input type="checkbox"/> IRA
		<input type="checkbox"/> Estate
		<input type="checkbox"/> Corporation
		<input type="checkbox"/> Other (please specify: _____ )
6) <b>At the close of business on May 17, 1990, I owned _____ shares of Motel 6 ("Six").</b> <b>For Each Purchase Or Sale Of Motel 6 ("Six") Shares Or Call Options Made Between May 18, 1990 And July 12, 1990, Inclusive, Please Identify The Following Information:</b>		
7)	Date of Transaction:	
	Type of Transaction (Purchase or Sale of Shares or Call Options):	
	Price Per Share or Call Option:	
	Number of Shares or Call Options Traded:	
	Total Price of Transaction:	
	Account Identification Number for this Transaction:	
<b>Please attach pages for additional transactions as necessary.</b>		
8)	<b>At the close of business on July 12, 1990, I still owned _____ shares of Motel 6 ("Six").</b>	
9)	For each transaction listed above, you <b>MUST</b> enclose a copy of a broker's confirmation slip or other documentation confirming the above-listed transaction in SIX shares or call options.	
10)	All Claimants must complete the following:  I, _____, (insert individual claimant's name or name of person completing this form for a legal entity) am authorized to make this claim on behalf of the individual or entity identified in Item No. 1 above and subscribe and affirm as true, under the penalty of perjury as follows: that I have read the foregoing Proof of Claim and know the contents thereof, that this claim regarding Motel 6 Securities is justly owed, and that the matters set forth in this Proof of Claim are true to the best of my knowledge and belief.  _____ Date _____ Claimant's Signature	
11)	Send this completed Proof of Claim Form, <b>postmarked by March 31, 2005</b> , to:  Motel 6 Securities Litigation c/o Strategic Claims Services 2710 Concord Road Suite 5 Aston, PA 19014	