UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE DG FASTCHANNEL, INC. SECURITIES LITIGATION	No. 10 Civ. 6523 (RJS)

PROOF OF CLAIM AND RELEASE

TO HAVE AN OPPORTUNITY TO RECEIVE A SHARE OF THE SETTLEMENT FUND, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM, AND RETURN IT TO:

IN RE DG FASTCHANNEL, INC.
CLAIMS ADMINISTRATOR
C/O Strategic Claims Services
600 N. Jackson Street, Suite 3
Media, PA 19063

MAIL THIS FORM BY PREPAID, FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN OCTOBER 24, 2011**. FAILURE TO SUBMIT YOUR CLAIM BY OCTOBER 24, 2011 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION.

DO NOT MAIL OR DELIVER YOUR PROOF OF CLAIM TO THE COURT, THE PARTIES OR THEIR COUNSEL. ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

PART I—CLAIMANT INFORMATION

Claimant Name (As you would like the Name(s) to appear on the check, if eligible)

Claimant Name (line 2)

Contact Person (If different from above)

Account Number (Not required)

Address Line 1

Address Line 2 (If Applicable)

City: State: Zip Code: –

Foreign Province and Postal Code: Foreign Country:

Area Code Telephone No. (Day) – Area Code Telephone No. (Night) – Area Code Facsimile Number –

Beneficial Owner's Employer Identification Number or Social Security Number[1].

Social Security Number (for individuals) – – OR Tax Identification Number –

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

Identity of Claimant (check only one box):

☐ Individual ☐ Corporation ☐ Private Pension Fund ☐ Legal Representative ☐ Joint Owners ☐ Trust ☐ Estate ☐ Partnership

☐ IRA, Keogh, or other type of individual retirement plan (indicate type of plan, mailing address, and name of current custodian)

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☐ Other (specify) ______________________________

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[1] The taxpayer identification number (TIN), consisting of a valid Social Security number (SSN) for individuals or employer identification number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.

PART II—GENERAL INSTRUCTIONS

1. It is important that you completely read the Notice of Pendency of Class Action and Proposed Settlement (the "Notice") that accompanies this Proof of Claim and Release ("Proof of Claim"), and the Plan of Allocation included in the Notice. The Notice contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Proof of Claim. By signing and submitting this Proof of Claim, you will be certifying that you have read the Notice, including the terms of the releases described therein and provided for herein.

2. This Proof of Claim is directed to all persons and entities who purchased or otherwise acquired the publicly traded securities of DG Fastchannel, Inc. ("DG") during the period from February 16, 2010 through and including August 29, 2010 (the "Class Period"), and who were allegedly damaged thereby (the "Class").

3. IF YOU ARE NOT A CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, FILED A REQUEST FOR EXCLUSION FROM THE CLASS, DO NOT SUBMIT A PROOF OF CLAIM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A CLASS MEMBER. THUS, IF YOU FILE A VALID REQUEST FOR EXCLUSION IN A TIMELY MANNER, ANY PROOF OF CLAIM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.

4. You may only participate in the distribution of the Net Settlement Fund if you are a member of the Class and if you complete and return this form as specified below. If you fail to file a timely, properly addressed, and completed Proof of Claim, your claim may be rejected and you may be precluded from receiving any distribution from the Net Settlement Fund.

5. **Submission of this Proof of Claim does not guarantee that you will share in the Net Settlement Fund.** The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if approved by the Court, or such other plan of allocation as the Court approves.

6. Use Part III of this Proof of Claim entitled "SCHEDULE OF TRANSACTIONS IN DG FASTCHANNEL SECURITIES DURING THE CLASS PERIOD" to supply all required details of your transaction(s) in the publicly traded securities of DG during the Class Period. On the schedule, provide all the requested information with respect to all purchases, acquisitions and sales of DG's publicly traded securities during the Class Period.

7. You are required to submit genuine and sufficient documentation for all your transactions in and holdings of DG securities during the Class Period as set forth in the Schedule of Transactions in Part III. Documentation may consist of copies of brokerage confirmations or monthly statements. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator.

8. Separate Claim Forms should be submitted for each legal entity that has a claim. For example, if one joint owner also has an individual claim, two Claim Forms should be submitted. However, each Claim Form should include all transactions made by that entity, even if the transactions were in different accounts.

9. All joint beneficial owners must each sign this Proof of Claim. If you purchased or acquired the publicly traded securities of DG during the Class Period and held the securities in your name, you are the beneficial owner as well as the record owner. If, however, you purchased or acquired the publicly traded securities of DG during the Class Period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner.

10. Agents, executors, administrators, guardians, and trustees must complete and sign the Proof of Claim on behalf of persons represented by them, and they must:

(a) expressly state the capacity in which they are acting;

(b) identify the name, account number, Social Security number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the publicly traded securities of DG during the Class Period; and

(c) furnish herewith evidence of their authority to bind the person or entity on whose behalf they are acting. (Authority to complete and sign a Proof of Claim cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)

11. **NOTICE REGARDING ELECTRONIC FILES:** To obtain the mandatory electronic filing requirements and file layout, visit the website at www.strategicclaims.net or email the Claims Administrator at info@strategicclaims.net.

12. If you have questions concerning the Proof of Claim, or need additional copies of the Proof of Claim or the Notice, you may contact the Claims Administrator, Strategic Claims Services, at the above address or by toll-free phone at 1-866-274-4004, or you may download the documents from www.strategicclaims.net.

PART III—SCHEDULE OF TRANSACTIONS IN THE PUBLICLY TRADED SECURITIES OF DG FASTCHANNEL DURING THE CLASS PERIOD

A. BEGINNING HOLDINGS OF COMMON STOCK

State the total number of shares of DG common stock held as of the close of trading on February 15, 2010. ____________________

IF NONE, CHECK HERE ☐

B. PURCHASES OF DG COMMON STOCK

Date(s) of Purchase(s) (List Chronologically) (Month/Day/Year)	Number of Shares Purchased	Purchase Price Per Share (excluding commissions, taxes & fees)	Proof of Purchase Enclosed
/ /		$.	☐ Yes ☐ No
/ /		$.	☐ Yes ☐ No
/ /		$.	☐ Yes ☐ No
/ /		$.	☐ Yes ☐ No
/ /		$.	☐ Yes ☐ No

C. SALES OF DG COMMON STOCK

Separately list each and every sale of DG common stock during the Class Period.

IF NONE, CHECK HERE ☐

Date(s) of Sale(s) (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share (excluding commissions, taxes & fees)	Proof of Purchase Enclosed
/ /		$.	☐ Yes ☐ No
/ /		$.	☐ Yes ☐ No
/ /		$.	☐ Yes ☐ No
/ /		$.	☐ Yes ☐ No
/ /		$.	☐ Yes ☐ No

D. ENDING HOLDINGS OF COMMON STOCK

State the total number of shares of DG common stock held as of the close of trading on August 30, 2010. ____________________

IF NONE, CHECK HERE ☐

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

E. BEGINNING POSITION OF CALL OPTIONS

At the beginning of trading on February 16, 2010, the following call options on DG common stock were owned:

Date of Purchase (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2010/$40)	Purchase Price Per Contract	Amount Paid*	Exercised "E" or Expired "X" (leave blank if neither)	Exercise Date (Month/Day/Year)

*** Excluding taxes, fees and commissions.**

F. PURCHASES OF CALL OPTIONS

Purchases or other acquisitions, including by way of exchange, conversion or otherwise (on or after February 16, 2010 through and including August 29, 2010) of call options on DG common stock:

Date of Purchase (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2010/$40)	Purchase Price Per Contract	Amount Paid*	Exercised "E" or Expired "X" (leave blank if neither)	Exercise Date (Month/Day/Year)

G. SALES OF CALL OPTIONS

Sales of the above call options on DG common stock which call options were purchased before August 30, 2010 **(include all such sales no matter when they occurred)**:

Date of Purchase (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2010/$40)	Sale Price Per Contract	Amount Received*

H. BEGINNING WRITTEN POSITION OF PUT OPTIONS

At the beginning of trading on February 16, 2010, the following put options written on DG common stock were open:

Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2010/$40)	Sale Price Per Contract	Amount Received*	Assigned "A" or Expired "E" (leave blank if neither)	Assign Date (Month/Day/Year)

I. SALES (WRITING) OF PUT OPTIONS

Written (sold) put options on DG common stock (on or after February 16, 2010 through and including August 29, 2010) as follows:

Date of Writing (Sale) (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2010/$40)	Sale Price Per Contract	Amount Received*	Assigned "A" or Expired "X" (leave blank if neither)	Assign Date (Month/Day/Year)

*** Excluding taxes, fees and commissions.**

J. COVERING TRANSACTIONS (REPURCHASES) OF PUT OPTIONS

Repurchases of the above put options on DG common stock that were written (sold) before August 30, 2010 (include all repurchases no matter when they occurred):

Date of Purchase (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2010/$40)	Price Paid Per Contract	Aggregate Cost*

*** Excluding taxes, fees and commissions.**

PART IV—CERTIFICATION

YOU MUST SIGN ON PAGE 19 OF THIS PROOF OF CLAIM

I (we) hereby acknowledge that as of the Effective Date, I (we) shall: (i) have and be deemed to have fully, finally and forever waived, released, discharged and dismissed each and every one of the Released Defendant Parties from any and all of the Released Claims; (ii) have and be deemed to have covenanted not to sue any of the Released Defendant Parties with respect to any and all of the Released Claims; and (iii) forever be barred and enjoined from commencing, instituting, prosecuting or maintaining any of the Released Claims against any of the Released Defendant Parties.

By signing and submitting this Proof of Claim, the claimant(s) or the person(s) who represents the claimant(s) certifies, as follows:

1. that I (we) have read the Notice, the Plan of Allocation and the Proof of Claim, including the releases provided for in the Settlement;

2. that the claimant(s) is (are) Class Member(s), as defined in the Notice, and is (are) not excluded from the Class;

3. that the claimant(s) has (have) not submitted a request for exclusion from the Class;

4. that the claimant(s) owns(ed) the DG securities identified in the Proof of Claim during the Class Period and has (have) not assigned the claim against the Released Defendant Parties to another, or that, in signing and submitting this Proof of Claim, the claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;

5. that the claimant(s) has (have) not submitted any other claim covering the same purchases, sales, or holdings of DG securities during the Class Period and knows of no other person having done so on his/her/its/their behalf;

6. that the claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;

7. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the Claims Administrator or the Court may require;

8. that the claimant(s) waives (waive) the right to trial by jury, to the extent it exists, and agrees (agree) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Proof of Claim; and

9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment that may be entered in the Litigation;

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant

Print Name of Claimant

Date

Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date

THIS PROOF OF CLAIM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, **POSTMARKED BY OCTOBER 24, 2011**, ADDRESSED AS FOLLOWS:

IN RE DG FASTCHANNEL, INC.
Claims Administrator
c/o Strategic Claims Services
600 N. Jackson Street, Suite 3
Media, PA 19063

You should be aware that it will take a significant amount of time to fully process all of the Proof of Claims. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

1. Please sign the above release and certification. If this Proof of Claim is being made on behalf of joint claimants, then both must sign.
2. Remember to attach only copies of supporting documentation.
3. Please do not highlight any portion of the Proof of Claim or any supporting documents.
4. Do not send original stock certificates or documentation. These items cannot be returned to you by the Claims Administrator.
5. Keep copies of the completed Proof of Claim and documentation for your own records.
6. If you desire an acknowledgment of receipt of your Proof of Claim, please send it to the Claims Administrator Certified Mail, Return Receipt Requested.
7. If your address changes in the future, or if this Proof of Claim was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
8. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the above address or at info@strategicclaims.net, or visit www.strategicclaims.net.

IN RE DG FASTCHANNEL, INC.
Claims Administrator
c/o Strategic Claims Services
600 N. Jackson Street, Suite 3
Media, PA 19063

PLEASE FORWARD

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PLEASE FORWARD—IMPORTANT LEGAL NOTICE