

UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA

JAMES V. SIRACUSANO, On Behalf of Himself and All Others)	Civ. No. 04-0886-PHX-NVW
Similarly Situated,)	(Consolidated)
Plaintiff,)	<u>CLASS ACTION</u>
vs.)	
MATRIXX INITIATIVES, INC., et al.,)	
Defendants.)	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the consolidated class action entitled *Siracusano v. Matrixx Initiatives, Inc., et al.*, Civ. No. 04-0886-PHX-NVW (the "Litigation"), you must complete and, on page 7 hereof, sign this Proof of Claim and Release. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund¹ created in connection with the proposed settlement (the "Settlement") of the Litigation provided for in the Stipulation.

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

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE NOVEMBER 13, 2012 ADDRESSED AS FOLLOWS:

Matrixx Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 990
Corte Madera, CA 94976-0990

If you are NOT a member of the Class (as defined below and in the Notice of Proposed Settlement of Class Action ("Notice")) DO NOT submit a Proof of Claim and Release form.

4. If you are a member of the Class and you do not timely request exclusion in connection with the proposed Settlement, you will be bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

II. DEFINITIONS

1. "Class" means all Persons or entities who, between October 22, 2003 and February 6, 2004, inclusive, purchased the publicly traded securities of Matrixx and who were damaged thereby. Excluded from the Class are Defendants, directors and officers of Matrixx and their families and affiliates. Also excluded from the Class are those Persons who timely and validly request exclusion from the Class.

2. "Defendants" means Matrixx, Carl J. Johnson, William J. Hemelt, and Timothy L. Clarot.

3. "Matrixx Securities" means Matrixx common stock and all put and call options.

III. CLAIMANT IDENTIFICATION

If you purchased Matrixx common stock and/or put or call options and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased Matrixx common stock and/or put or call options and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of Matrixx common stock and/or put or call options which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S), OF THE MATRIXX COMMON STOCK AND/OR PUT OR CALL OPTIONS UPON WHICH THIS CLAIM IS BASED.

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. 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.

¹ As defined more fully in Section 5.2 of the Stipulation of Settlement ("Stipulation") entered into by the parties to the Litigation, the "Net Settlement Fund" shall consist of the \$4.5 million in settlement funds minus various fees, costs, and taxes.



IV. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Matrixx Common Stock" to supply all required details of your transaction(s) in Matrixx common stock and Part III of this form entitled "Schedule of Transactions in Matrixx Options" to supply all required details of your transaction(s) in Matrixx put or call options. 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.

On the schedules, provide all of the requested information with respect to all of your purchases and all of your sales of Matrixx common stock and/or put or call options which took place at any time between October 22, 2003 and February 6, 2004, inclusive (the "Class Period"), whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to all of the Matrixx common stock you held at the close of trading on October 21, 2003 and at the close of trading on February 6, 2004. Failure to report all such transactions may result in the rejection of your claim.

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.

The date of covering a "short sale" is deemed to be the date of purchase of Matrixx common stock. The date of a "short sale" is deemed to be the date of sale of Matrixx common stock.

Copies of broker confirmations or other documentation of your transactions in Matrixx common stock and/or put or call options should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

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 whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-888-213-8827 or visit their website at www.gilardi.com 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.



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UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA

Siracusano v. Matrixx Initiatives, Inc., et al.
Civ. No. 04-0886-PHX-NVW

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

Must Be Postmarked
No Later Than
November 13, 2012

MATRIXX

PART I: CLAIMANT IDENTIFICATION

Last Name	M.I.	First Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Last Name (Co-Beneficial Owner)	First Name (Co-Beneficial Owner)
<input type="text"/>	<input type="text"/>

IRA
 Joint Tenancy
 Employee
 Individual
 Other _____ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Social Security Number	or	Taxpayer Identification Number
<input type="text"/> — <input type="text"/> — <input type="text"/>		<input type="text"/> — <input type="text"/>

Telephone Number (Work)	Telephone Number (Home)
<input type="text"/> — <input type="text"/> — <input type="text"/>	<input type="text"/> — <input type="text"/> — <input type="text"/>

Email Address

MAILING INFORMATION

Address

Address

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Foreign Province	Foreign Postal Code	Foreign Country Name/Abbreviation
<input type="text"/>	<input type="text"/>	<input type="text"/>

For Claims Processing Only	OB <input type="text"/>	CB <input type="text"/>	<input type="radio"/> ATP <input type="radio"/> KE	<input type="radio"/> BE <input type="radio"/> DR <input type="radio"/> EM	<input type="radio"/> FL <input type="radio"/> ME <input type="radio"/> ND	<input type="radio"/> OP <input type="radio"/> RE <input type="radio"/> SH	MM / DD / YYYY	For Claims Processing Only
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PURCHASES/REPURCHASES

A. I made the following purchase/repurchase of options on Matrixx common stock during the period between October 22, 2003 and February 6, 2004, inclusive:

Option Type	Date(s) of transaction (List Chronologically) (MM/DD/YY)	Number of option contracts acquired	Expiry Date (MM/YY)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised	Proof of transaction Enclosed?
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N

SALES/WRITTEN

B. I made the following sales/written options on Matrixx common stock during the period between October 22, 2003 and February 6, 2004, inclusive:

Option Type	Date(s) of transaction (List Chronologically) (MM/DD/YY)	Number of option contracts acquired	Expiry Date (MM/YY)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised	Proof of transaction Enclosed?
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
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<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N

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 AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



V. 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 United States District Court, District of Arizona, 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 to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or sales of Matrixx common stock and/or put or call options during the Class Period and know of no other person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Persons," defined as Defendants and/or their respective families, parent entities, associates, affiliates or subsidiaries, and each and all of their respective past, present, or future officers, directors, agents, representatives, employees, attorneys, financial or investment advisors, consultants, accountants, investment bankers, commercial bankers, trustees, engineers, agents, insurers, co-insurers and reinsurers, heirs, executors, general or limited partners or partnerships, personal or legal representatives, estates, administrators, predecessors, successors, and assigns.

2. "Released Claims" means any and all claims, actions, allegations, demands, rights, liabilities, and causes of action of every nature and description whatsoever, including, but not limited to, all claims arising under federal or state law, and whether asserted directly, indirectly, or derivatively (including "Unknown Claims" as defined below), that Lead Plaintiff or any member of the Class asserted or could have asserted, based upon, arising out of, or relating to, the purchase or acquisition of Matrixx Securities during the Class Period, and the acts, facts, statements, transactions, or omissions that were or could have been alleged by Lead Plaintiff in the Litigation.

3. "Unknown Claims" means all Released Claims which the Lead Plaintiff or any Class Members do 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, her or its settlement with and release of the Released Persons, or might have affected his, her 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, Lead Plaintiff shall expressly waive, and each of the Class Members shall be deemed to have waived, and by operation of the Judgment shall have waived and relinquished, to the fullest extent permitted by law, 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.

Upon the Effective Date, Lead Plaintiff 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 or international or foreign law, which is similar, comparable, or equivalent to California Civil Code §1542. Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff 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. Lead Plaintiff acknowledges, 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. 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).

5. 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.

6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Matrixx common stock and/or put or call options which occurred during the Class Period as well as the number of shares of Matrixx common stock held by me (us) at the close of trading on October 21, 2003 and at the close of trading on February 6, 2004.



I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, 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/declaration and return with the entire claim form.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form and all supporting documentation 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 the Claims Administrator your new address.



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