

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

JERRY RYAN, On Behalf of Himself and All Others Similarly  
Situating,

Plaintiff,

vs.

FLOWERVE CORPORATION, et al.,

Defendants.

§ Civil Action No. 3:03-CV-01769-B  
§ (Consolidated with 3:03-CV-01827-M;  
§ 3:03-CV-01846-M; 3:03-CV-02079-M)

ECF

**PROOF OF CLAIM AND RELEASE**

**I. GENERAL INSTRUCTIONS**

1. To recover as a Member of the Settlement Class based on your claims in the action entitled *Ryan v. Flowserve Corporation, et al.*, Civil Action No. 3:03-CV-01769-B (the "Litigation"), you must complete and, on page 8 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 Fund created in connection with the proposed settlement of the Litigation.

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

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE JUNE 8, 2010, ADDRESSED AS FOLLOWS:

*Flowserve Securities Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 808003  
Petaluma, CA 94975-8003

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

4. If you are a Member of the Settlement Class, you are bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

**II. DEFINITIONS**

- 1. "Defendants" means Flowserve, the Individual Defendants, PwC, and the Underwriter Defendants.
- 2. "Individual Defendants" means C. Scott Greer and Renee J. Hornbaker.
- 3. "PwC" means PricewaterhouseCoopers LLP.
- 4. "Released Persons" means each and all of the Defendants and their respective Related Parties.
- 5. "Underwriter Defendants" means Banc of America Securities LLC and Credit Suisse First Boston LLC.

**III. CLAIMANT IDENTIFICATION**

1. If you purchased Flowserve securities and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, 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.

2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of the Flowserve securities that form 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 FLOWERVE SECURITIES UPON WHICH THIS CLAIM IS BASED.



3. 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.

#### IV. CLAIM FORM

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

2. On the schedules, provide all of the requested information with respect to **all** of your purchases of Flowserve common stock and/or put and call options that took place at any time on or between and including February 6, 2001 and September 27, 2002 (the "Settlement Class Period"), and **all** of your sales of Flowserve common stock that took place at any time on or between and including February 6, 2001 and December 26, 2002, and **all** of your sales of Flowserve put and call options that took place at any time on or between and including February 6, 2001 and September 27, 2002, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction in the Settlement Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

4. Broker confirmations or other documentation of your transactions in Flowserve securities should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

5. The above requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Settlement Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the claimant's cost.

6. 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 1-877-571-8675 or visit their website at [www.gilardi.com](http://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.



Official  
Office  
Use  
Only



UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS

*Ryan v. Flowserve Corporation, et al.*  
Civil Action No. 3:03-CV-01769-B

**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  
June 8, 2010**

**FLOWSRV**

**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"/> - <input type="text"/>

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

FOR CLAIMS PROCESSING ONLY	PB <input type="text"/>	PC <input type="text"/>	<input type="radio"/> ND	<input type="radio"/> NS	<input type="radio"/> ICI	<input type="radio"/> OPT	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
			<input type="radio"/> IHI	<input type="radio"/> NTIN	<input type="radio"/> OTHER	<input type="radio"/> MRG		
						<input type="radio"/> BOTH		





**PART II. SCHEDULE OF TRANSACTIONS IN FLOWSERVE COMMON STOCK  
(CONTINUED)**

D. Purchases of Flowserve common stock (February 6, 2001 – September 27, 2002, inclusive):

<b>PURCHASES</b>				Total Purchase Price (Excluding Commissions, Taxes and Fees) <i>Please round off to the nearest whole dollar</i>	Proof of Purchase Enclosed?															
Trade Date(s) of Shares (List Chronologically)				Number of Shares Purchased																
M	M	D	D	Y	Y	Y	Y													
1.									\$											<input type="radio"/> Y <input type="radio"/> N
2.									\$											<input type="radio"/> Y <input type="radio"/> N
3.									\$											<input type="radio"/> Y <input type="radio"/> N
4.									\$											<input type="radio"/> Y <input type="radio"/> N
5.									\$											<input type="radio"/> Y <input type="radio"/> N

E. Sales of Flowserve common stock (February 6, 2001 – December 26, 2002, inclusive):

<b>SALES</b>				Total Sales Price (Exclusive of Commissions, Taxes and Fees) <i>Please round off to the nearest whole dollar</i>	Proof of Sales Enclosed?															
Trade Date(s) of Shares (List Chronologically)				Number of Shares Sold																
M	M	D	D	Y	Y	Y	Y													
1.									\$											<input type="radio"/> Y <input type="radio"/> N
2.									\$											<input type="radio"/> Y <input type="radio"/> N
3.									\$											<input type="radio"/> Y <input type="radio"/> N
4.									\$											<input type="radio"/> Y <input type="radio"/> N
5.									\$											<input type="radio"/> Y <input type="radio"/> N

F. Number of shares of Flowserve common stock held at the close of trading on September 27, 2002:

--	--	--	--	--	--	--	--	--	--

Proof of Holding Enclosed?  
 Y  
 N

G. Number of shares of Flowserve common stock held at the close of trading on December 26, 2002:

--	--	--	--	--	--	--	--	--	--

Proof of Holding Enclosed?  
 Y  
 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 8. FAILURE TO SIGN THE RELEASE  
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**



**PART III. SCHEDULE OF TRANSACTIONS IN FLOWSERVE OPTIONS**

**PURCHASES/REPURCHASES**

A. I made the following purchase/repurchase of options on Flowserve common stock on or between and including February 6, 2001 and September 27, 2002:

Option Type	Date(s) of transaction (List Chronologically)	Number of option contracts acquired	Expiry Date (Month/Year)	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	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N

**SALES/WRITTEN**

B. I made the following sales/written options on Flowserve common stock on or between and including February 6, 2001 and September 27, 2002:

Option Type	Date(s) of transaction (List Chronologically)	Number of option contracts acquired	Expiry Date (Month/Year)	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	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call	M M D D Y Y		M M Y Y			<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N

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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 of Settlement dated as of December 18, 2009 ("Stipulation") described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of Texas, with respect to my (our) claim as a Settlement Class Member (as defined in the Notice) 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 Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of Flowserve securities during the Settlement 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, relinquish and discharge, all of the Released Claims against each and all of the Defendants and each and all of their "Related Parties," defined as each of a Defendant's past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or auditors, advisors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, other underwriters in the underwriting syndicates for the Flowserve offerings identified in the Litigation, assigns, spouses, heirs, related or affiliated entities, any entity in which a Defendant has a controlling interest, any members of any Individual Defendant's immediate family, or any trust of which any Individual Defendant is the settlor or which is for the benefit of any Individual Defendant's family.

2. "Released Claims" means any and all claims, causes of action, rights, actions, suits, obligations, debts, demands, judgments, agreements, promises, liabilities, damages, losses, controversies, costs, expenses or attorneys' fees, of every nature and description whatsoever that were, may have been, or could have been asserted in the Litigation, whether direct, indirect, or derivative, now known or unknown, suspected or unsuspected, accrued or unaccrued, in law or in equity whether having arisen or yet to arise, including, without limitation, any claims of violations of federal or state securities laws and any federal or state claims of fraud, intentional misrepresentation, negligent misrepresentation, negligence, gross negligence, breach of duty of care and/or breach of duty of loyalty, breach of fiduciary duty, unjust enrichment, abuse of control, mismanagement, waste of corporate assets, or violations of any state or federal statutes, rules or regulations (including "Unknown Claims" as defined below), that have been or could have been alleged or asserted now or in the future by the Lead Plaintiff, the Representative Plaintiff, or any Settlement Class Member, whether direct, indirect, or derivative, against the Released Persons, or any of them in the Litigation or in any other court action or before any administrative body, tribunal, arbitration panel, or other adjudicatory body, arising out of or relating in any way to, or in connection with any of the acts, facts, transactions, events, occurrences, disclosures, statements, omissions, or failures to act or matters set forth, referred to, alleged or that could have been alleged in the Litigation.

3. "Unknown Claims" means any Released Claims which the Plaintiffs or any Settlement Class Member, as of the Effective Date, does not know or suspect to exist in his, her or its favor, whether direct, indirect, or derivative, including those 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, the Plaintiffs shall expressly waive and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived, the provisions, rights and benefits of California Civil Code §1542, which provides:

**A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.**

The Plaintiffs shall expressly waive and each of the Settlement Class Members shall be deemed to have, 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 that is similar, comparable or equivalent to California Civil Code §1542, or that might otherwise operate to bar or limit the release of Unknown Claims. The Plaintiffs and Settlement 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 the Plaintiffs shall expressly release and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, expressly, 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 that is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to and notwithstanding the subsequent discovery or existence of such different or additional facts. The Plaintiffs acknowledge, and the Settlement 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 it becomes effective on the Effective Date.

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 Flowserve common stock and/or put and call options that occurred during the Settlement Class Period as well as the number of shares of Flowserve common stock held by me (us) at the close of trading on February 5, 2001, at the close of trading on September 27, 2002, and at the close of trading on December 26, 2002.



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 or Acquirer, Executor or Administrator)

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

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form 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.

