

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

IN RE NETOPIA, INC. SECURITIES LITIGATION

CASE NO.: C 04-3364 RMW (PVT) And Related Cases

This Document Relates to: All Actions

CLASS ACTION

**PROOF OF CLAIM AND RELEASE**

**TO: IF YOU PURCHASED THE PUBLICLY TRADED COMMON STOCK (THE "SHARES") OF NETOPIA, INC. FROM NOVEMBER 6, 2003, THROUGH AND INCLUDING AUGUST 16, 2004, YOU MAY WISH TO FILE THIS PROOF OF CLAIM AND RELEASE FOR ANY POTENTIAL RECOVERY.**

**GENERAL INSTRUCTIONS**

1. In order to receive any payments to which you may be entitled as a member of the Class in the consolidated action entitled *In re Netopia, Inc. Securities Litigation*, Civil Action No. C-04-3364 RMW (PVT) (the "Litigation"), you must complete and, on page 4 hereof, sign this Proof of Claim and Release (the "Proof of Claim and Release"). If you fail to submit a properly addressed Proof of Claim and Release (as set forth in Paragraph 3 below), your claim may be rejected, and you may be precluded from any recovery from the 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 the Settlement in the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE TO THE CLAIMS ADMINISTRATOR POSTMARKED ON OR BEFORE OCTOBER 6, 2007, ADDRESSED AS FOLLOWS:

In re Netopia, Inc. Securities Litigation  
c/o FRG Information Systems Corp.  
P.O. Box 460, Peck Slip Station  
New York, NY 10272

4. If you are a member of the Class and you did not timely request exclusion in connection with the proposed settlement, you are bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

5. If you are NOT a member of the Class (as defined in the enclosed Notice), DO NOT submit a Proof of Claim and Release.

**CLAIM FORM**

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

2. Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser and, if different, each purchaser of record of Shares which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS, OF THE SHARES 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 form on behalf of Persons represented by them and documentation establishing their authority must accompany this claim and their titles and 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.

4. Use Part II, Sections A, B and C of this form entitled "Schedule of Transactions in Netopia Shares" to supply all required details of your transaction(s) in the Shares. On the schedules, provide all of the requested information with respect to (i) the number of Netopia Shares you owned as of November 5, 2003; (ii) all of your purchases and all of your sales of Netopia Shares which took place from November 6, 2003, through August 16, 2004, inclusive (the "Class Period"), regardless of whether such transactions resulted in a profit or loss; and (iii) the number of Netopia Shares you owned as of the close of trading on August 16, 2004. Failure to report all such transactions may result in the rejection of your claim.

5. 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.

6. Brokerage commissions and transfer taxes paid by you in connection with your purchase and sale of Netopia Shares should be excluded in computing the "total purchase price" and the "total sales price."

7. Brokers' confirmations or other documentation of your transactions in Netopia Shares should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

In re Netopia, Inc. Securities Litigation  
Civil Action No. C-04-03364 RMW (PVT)

**PROOF OF CLAIM AND RELEASE**

**MUST BE POSTMARKED NO LATER THAN OCTOBER 6, 2007**

Please Type or Print

**PART I: CLAIMANT IDENTIFICATION**

Beneficial Owner's Name (First, Middle Initial, Last)

Joint Beneficial Owner's Name (First, Middle Initial, Last)

Street Address

City

State

Zip Code

Foreign Province

Foreign Country

Social Security Number or Tax Identification Number

Corporation/Other

Individual

( )  
Area Code Tel. No. (work)

( )  
Area Code Tel. No. (home)

E-mail address

Record Owner's Name (if different from beneficial owner listed above)

**PART II: SCHEDULE OF TRANSACTIONS IN NETOPIA SHARES**

A. NUMBER OF NETOPIA SHARES OWNED AS OF NOVEMBER 5, 2003: \_\_\_\_\_ (must be documented)

B. PURCHASES OF NETOPIA SHARES (NOVEMBER 6, 2003 through AUGUST 16, 2004, inclusive):

Trade Date Mo./Day/Yr.	No. of Shares Purchased	Total Purchase Price (including commissions, transfer taxes or other fees)	Proof of Purchase Enclosed? * Yes/No
1.		\$	
2.		\$	
3.		\$	
4.		\$	

C. SALES OF NETOPIA SHARES (NOVEMBER 6, 2003 through AUGUST 16, 2004, inclusive):

Trade Date Mo./Day/Yr.	No. of Shares Sold	Total Sales Price (including commissions, transfer taxes or other fees)	Proof of Sale Enclosed? * Yes/No
1.		\$	
2.		\$	
3.		\$	
4.		\$	

**\*IMPORTANT: FAILURE TO PROVIDE SUPPORTING DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM AND PREVENT YOU FROM RECEIVING ANY DISTRIBUTION UNDER THE SETTLEMENT.**

D. Number of Netopia shares held at the close of trading on August 16, 2004: \_\_\_\_\_ (must be documented).

Proof of Holdings Enclosed?\* Yes/No \_\_\_\_\_

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 4.**

**SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Notice. I also submit to the jurisdiction of the United States District Court, Northern District of California, with respect to my claim as a Class Member and for purposes of enforcing the release set forth herein and any judgment that may be entered in the Litigation. I agree to furnish additional information to Lead Counsel to support this claim if required to do so. I have not submitted any other claim covering the same purchases or sales of Netopia Shares during the Class Period and know of no other Person having done so on my behalf.

**DEFINITIONS**

1. "Defendants" means Netopia, Inc. ("Netopia"), Alan B. Lefkof, David A. Kadish, William D. Baker, and Thomas A. Skoulis.
2. "Related Parties" means each of the Defendants and their current and prior parents, affiliates, subsidiaries, predecessors, officers, directors, employees, agents, insurers, attorneys, successors, assigns, creditors, administrators, heirs and legal representatives.
3. "Released Claims" means all claims, known or unknown (including "Unknown Claims"), arising under the laws, regulations, or common law of the United States of America, any state or political subdivision thereof, or any foreign country or jurisdiction that were, could have been, or might have been asserted in the Litigation in connection with, arising out of, related to, based upon, in whole or in part, directly or indirectly, any action or omission or failure to act which was alleged or could have been alleged in the Litigation.
4. "Released Persons" means the Defendants and their respective Related Parties.

**RELEASE**

A. I hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge each and all of the Released Persons from any and all Released Claims.

B. With respect to any and all Released Claims, I expressly waive any and all rights or benefits they may now have, or in the future may have, under any law relating to the releases of unknown claims, including, without limitation, Section 1542 of the California Civil Code, which provides:

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

I expressly have waived any and all provisions, rights and benefits conferred by any law or any state or territory of the United States or any foreign country, or any principle of common law, which is similar, comparable or equivalent in substance or intent to Section 1542 of the California Civil Code.

C. This Release shall be of no force and effect unless and until the Court approves the Stipulation of Settlement (the "Settlement Stipulation") and the Settlement Stipulation becomes effective as to all Released Persons as of the Effective Date (as defined in the Settlement Stipulation).

D. I hereby warrant and represent that I 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.

E. I hereby warrant and represent that I have included information about all of my transactions in Netopia Shares with regard to (i) the number of Netopia Shares owned by me as of November 5, 2003; (ii) all of my purchases and sales of Netopia Shares which took place from November 6, 2003, through August 16, 2004, inclusive (the "Class Period"); (iii) all of my sales of Netopia Shares which took place from November 6, 2003, through August 16, 2004, inclusive; and (iv) the number of Netopia Shares I owned as of the close of trading on August 16, 2004.

F. 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.

**\*IMPORTANT: FAILURE TO PROVIDE SUPPORTING DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM AND PREVENT YOU FROM RECEIVING ANY DISTRIBUTION UNDER THE SETTLEMENT.**

Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the word "NOT" in the Certification above.

I hereby certify under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct and that this Proof of Claim form was executed this \_\_\_\_\_ day of \_\_\_\_\_ (Month) (Year) in \_\_\_\_\_ (City, State, Country)

\_\_\_\_\_  
(Signature of Claimant)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Signature of Joint Claimant, if any)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of persons 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 and declaration.
2. Remember to attach supporting documentation.
3. Do not send original or copies of stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgement of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send us your new address.
7. If you have any questions concerning this Proof of Claim, contact the Claims Administrator at:

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c/o FRG Information Systems Corp.  
P.O. Box 460, Peck Slip Station  
New York, New York 10272  
(800)556-9955