

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS
TYLER DIVISION

ALAN B. MARCUS, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

J.C. PENNEY COMPANY, INC., et al.,

Defendants.

§ Civil Action No. 6:13-cv-00736-RWS-KNM
§ (Consolidated)
§ CLASS ACTION
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PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the action entitled *Alan B. Marcus v. J.C. Penney Company, Inc.*, Civil Action No. 6:13-cv-00736-RWS-KNM (the "Action"), you must complete and, on page 7 hereof, sign this Proof of Claim and Release. If you fail to submit a timely and 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 Action.

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 Action.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE ON OR BEFORE NOVEMBER 6, 2017, ADDRESSED AS FOLLOWS:

JCPenney Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 404005
Louisville, KY 40233-4005

Online submissions: www.jcpennysecuritieslitigation.com

If you are NOT a member of the Class (as defined in the Notice of Pendency and Proposed Settlement of Class Action (the "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 Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

II. CLAIMANT IDENTIFICATION

If you purchased or otherwise acquired J.C. Penney Company, Inc. ("JCPenney" or the "Company") common stock or exchange-traded call options on JCPenney common stock or if you sold exchange-traded put options on JCPenney common stock (collectively, "Securities") during the period from August 20, 2013 through and including September 26, 2013, and held the Securities in your name, you are the beneficial purchaser, acquirer or seller as well as the record purchaser, acquirer or seller. If, however, you purchased, otherwise acquired or sold Securities that were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser, acquirer or seller and the third party is the record purchaser, acquirer or seller.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser, acquirer or seller of record ("nominee"), if different from the beneficial purchaser, acquirer or seller of the Securities which form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S), ACQUIRER(S) OR SELLER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S), ACQUIRER(S) OR SELLER(S) OF THE SECURITIES UPON WHICH THIS CLAIM IS BASED.

All joint purchasers, acquirers and/or seller(s) 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.

If you are acting in a representative capacity on behalf of a Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.



NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. All claimants MUST submit a manually signed paper Proof of Claim and Release form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at edata@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 acknowledgement of receipt and acceptance of electronically submitted data.

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in JCPenney Securities" to supply all required details of your transaction(s) in JCPenney Securities. 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 or acquisitions and **all** of your sales of JCPenney Securities between August 20, 2013 and December 24, 2013, inclusive, 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 shares of JCPenney common stock you held at the close of trading on August 19, 2013, September 26, 2013, and December 24, 2013. Failure to report all such transactions may result in the rejection of your claim.

List these transactions 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 JCPenney common stock. The date of a "short sale" is deemed to be the date of sale of JCPenney common stock.

Copies of stockbroker confirmation slips, stockbroker statements, or other documents evidencing your transactions in JCPenney Securities should be attached to your claim. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.



Must Be Postmarked (if Mailed)
or Received (if Submitted Online)
No Later Than November 6, 2017

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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS

Alan B. Marcus v. J.C. Penney Company, Inc.,

Civil Action No. 6:13-cv-00736-RWS-KNM

PROOF OF CLAIM AND RELEASE

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

Official
Office
Use
Only

PART I: CLAIMANT IDENTIFICATION

Last Name M.I. First Name

Last Name (Co-Beneficial Owner) M.I. First Name (Co-Beneficial Owner)

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)

Last Four Digits of Social Security Number or Taxpayer Identification Number

Telephone Number (Primary Daytime) Telephone Number (Alternate)

Email Address

MAILING INFORMATION

Address

Address

City State Zip Code

Foreign Province Foreign Postal Code Foreign Country Name/Abbreviation

FOR CLAIMS PROCESSING ONLY | OB | CB | ATP BE FL OP KE DR ME RE ICI EM ND SH | MM / DD / YYYY | FOR CLAIMS PROCESSING ONLY



PART II. SCHEDULE OF TRANSACTIONS IN JCPENNEY SECURITIES (CONT.)

PURCHASES/REPURCHASES

F. I made the following purchase/repurchase of options on JCPenney common stock during the period from August 20, 2013 through December 24, 2013, 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 |
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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 |
| <input type="radio"/> Put <input type="radio"/> Call | | | | | | | <input type="radio"/> Y <input type="radio"/> N |

SALES/WITTEN

G. I made the following sales/written of options on JCPenney common stock during the period from August 20, 2013 through December 24, 2013, 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 |
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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.



IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Settlement Agreement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Eastern District of Texas 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 Action. 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 in connection with the purchase or acquisition of JCPenney Securities and know of no other person having done so on my (our) behalf.

V. 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 as provided in the Settlement Agreement.

2. "Related Persons" means, with respect to the Defendants, each and all of their respective present or former parents, subsidiaries, affiliates, successors and assigns, and each and all of their respective present or former officers, directors, employees, employers, attorneys, accountants, financial advisors, commercial bank lenders, insurers, reinsurers, investment bankers, representatives, general and limited partners and partnerships, heirs, executors, administrators, successors, affiliates, agents, spouses, associates, and assigns of each of them or any trust of which any Defendant and/or their Related Persons is the settlor or which is for the benefit of any Defendant and/or their Related Persons and/or member(s) of his or her family and any entity in which any such Defendant and/or their Related Persons has a controlling interest.

3. "Released Claims" means any and all claims and causes of action of every nature and description whatsoever whether known or unknown, whether arising under federal, state, common or foreign law, whether class or individual in nature, that Lead Plaintiff NSPF or any other member of the Class asserted in the Action or could have asserted in any forum that arise out of or are based upon or related in any way to (i) the purchase or acquisition of JCPenney common stock or call options, or the sale of JCPenney put options, and (ii) the allegations, transactions, facts, matters, or occurrences, representations or omissions involved, set forth, or referred to in the Complaint. "Released Claims" includes "Unknown Claims" as defined below.

4. "Released Persons" means each and all of Defendants and each and all of their Related Persons.

5. "Unknown Claims" means any Released Claims which Plaintiffs or any Class Member does 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, Plaintiffs shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived 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.

Plaintiffs shall expressly and each of the 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, which is similar, comparable, or equivalent to California Civil Code §1542. Plaintiffs 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 Plaintiffs shall expressly, 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 that 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, whether or not previously or currently asserted in any action. Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and an essential term of the Settlement of which this release is a part.

6. This release shall be of no force or effect unless and until the Court approves the Settlement Agreement and the Settlement becomes effective on the Effective Date.

7. 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.

8. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions of JCPenney Securities which are the subject of this claim, which occurred during the Class Period, as well as the number of shares of JCPenney common stock held by me (us) at the close of trading on August 19, 2013, September 26, 2013 and December 24, 2013.



I declare 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.

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. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your Proof of Claim and Release and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your Proof of Claim and Release please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim and Release or supporting documentation.

THIS PROOF OF CLAIM AND RELEASE MUST BE POSTMARKED (IF MAILED) OR RECEIVED (IF SUBMITTED ONLINE) NO LATER THAN NOVEMBER 6, 2017, ADDRESSED AS FOLLOWS:

JCPenney Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 404005
Louisville, KY 40233-4005
www.jcpennysecuritieslitigation.com



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