

3. **Statement of Class's Recovery:** Subject to Court approval, and as described more fully in ¶¶ 29-31 below, Lead Plaintiff, on behalf of itself and the Class, has agreed to settle all Released Claims against the Defendants in exchange for a settlement payment of \$14 million in cash (the "Settlement Amount") to be deposited into an interest-bearing escrow account (the "Settlement Fund") and certain other terms. The Settlement Fund less all Taxes, Tax Expenses, Notice and Administration Costs, and attorneys' fees and Litigation Expenses awarded to Lead Counsel (the "Net Settlement Fund") will be distributed to members of the Class in accordance with a plan of allocation (the "Plan of Allocation") that will be submitted and approved by the Court. The proposed Plan of Allocation is included in this Notice, and may be modified by the Court without further notice.
4. **Statement of Estimated Average Amount of Recovery:** Your recovery will depend on the number of shares of common stock that you purchased or acquired during the Class Period, the price(s) at which those shares were purchased or acquired, the timing of your purchases, and any sales. Depending on the number of eligible shares of common stock that participate in the Settlement, and when and at what price that common stock was purchased or acquired and sold, the estimated average recovery per share of common stock will be approximately \$0.26 before deduction of Court-approved fees and expenses and any other awards or payments.
5. **Statement of the Parties' Position on Damages:** The Defendants deny all claims of wrongdoing and deny that they are liable to the Lead Plaintiff and/or the Class or that Lead Plaintiff or other members of the Class suffered any injury. Moreover, the parties do not agree on the amount of recoverable damages. The issues on which the parties disagree include, but are not limited to: (1) whether the statements made or facts allegedly omitted were material, false or misleading; (2) whether the Defendants are otherwise liable under the securities laws for those statements or omissions; (3) whether all or part of the damages allegedly suffered by Lead Plaintiff or members of the Class were caused by the alleged fraud and misstatements or omissions; (4) whether Lead Plaintiff and/or Class Members knew or had reason to know of any alleged misstatements or omissions; and (5) whether the Director Defendants and Underwriter Defendants performed adequate due diligence in advance of the Secondary Offering.
6. **Statement of Attorneys' Fees and Expenses Sought:** Lead Counsel have litigated this case on a contingent basis. They have conducted this litigation and advanced the expenses of litigation with the expectation that if they were successful in recovering money for the Class, they would receive fees and be reimbursed for their expenses from the Settlement Fund. This is customary in this type of litigation. Prior to final distribution of the Net Settlement Fund, Lead Counsel will apply to the Court for an award of attorneys' fees from the Settlement Fund in an amount not to exceed 28% of the Settlement Fund (or \$3,920,000), plus interest earned at the same rate and for the same period as earned by the Settlement Fund. In addition, Lead Counsel also will apply for the reimbursement of certain Litigation Expenses paid or incurred in connection with the prosecution and resolution of the Action in an amount not to exceed \$600,000 plus interest earned at the same rate and for the same period as earned by the Settlement Fund. Litigation Expenses may include reimbursement of the expenses of Lead Plaintiff in accordance with 15 U.S.C. §77z-1a(4) not to exceed \$18,500. If the Court approves Lead Counsel's fee and expense application, the estimated average cost per share of common stock is \$0.07.
7. **Identification of Attorneys' Representatives:** Lead Plaintiff and the Class are being represented by Cohen Milstein Sellers & Toll PLLC. Any questions regarding the Settlement should be directed to Carol Gilden, 190 South LaSalle Street, Suite 1705, Chicago, IL 60603, cgilden@cohenmilstein.com; Joshua Devore, 1100 New York Avenue, N.W., Suite 500, Washington, DC 20005, jdevore@cohenmilstein.com; or Kenneth Rehns, 88 Pine Street, 14th Floor, New York, NY 10005, krehns@cohenmilstein.com.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:

<p align="center">REMAIN A MEMBER OF THE CLASS AND FILE A PROOF OF CLAIM FORM.</p>	<p>This is the only way to receive a payment. If you wish to obtain a payment as a member of the Class, you will need to file a proof of claim form (the “Proof of Claim Form”), which is included with this Notice, postmarked no later than November 30, 2015.</p>
<p align="center">EXCLUDE YOURSELF FROM THE CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS <i>POSTMARKED</i> NO LATER THAN OCTOBER 15, 2015.</p>	<p>If you exclude yourself from the Class, you will receive no payment pursuant to this Settlement. You may be able to seek recovery against the Defendants or other Released Parties through other litigation.</p>
<p align="center">OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS <i>RECEIVED</i> NO LATER THAN OCTOBER 29, 2015.</p>	<p>Write to the Court and explain why you do not like the Settlement, the proposed Plan of Allocation, or the request for attorneys’ fees and reimbursement of Litigation Expenses. You cannot object to the Settlement unless you are a member of the Class and do not validly exclude yourself.</p>
<p align="center">GO TO THE HEARING ON NOVEMBER 12, 2015 AT 2:00 P.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS <i>RECEIVED</i> NO LATER THAN OCTOBER 29, 2015.</p>	<p>You may attend the hearing to speak in Court about the fairness of the Settlement, the proposed Plan of Allocation, or Lead Counsel’s request for attorneys’ fees and reimbursement of Litigation Expenses.</p>
<p align="center">DO NOTHING</p>	<p>Receive no payment, remain a Class Member, give up your rights to seek recovery against the Defendants or other Released Parties or Related Parties through other litigation and be bound by the Judgment entered by the Court if it approves the Settlement, including the Release of the Released Claims.</p>

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WHY DID I GET THIS NOTICE?

8. This Notice is being sent to you pursuant to an order of the United States District Court for the Southern District of New York (the “Court” or “District Court”) because you or someone in your family may have purchased or otherwise acquired IntraLinks common stock as described above. The Court has directed us to send you this Notice because, as a potential Class Member, you have a right to know about your options before the Court rules on the proposed Settlement of this case. Additionally, you have the right to understand how a class action lawsuit may generally affect your legal rights.
9. A class action is a type of lawsuit in which the claims of a number of individuals are resolved together, thus providing the class members with both consistency and efficiency. In a class action lawsuit, the Court selects one or more people, known as class representatives or lead plaintiffs, to sue on behalf of all people with similar claims, commonly known as the class or the class members. Once the class is certified, the Court must resolve all issues on behalf of the class members, except for any persons who choose to exclude themselves from the class. (For more information on excluding yourself from the Class, please read “What If I Do Not Want To Be A Part Of The Settlement? How Do I Exclude Myself?” located below.) In the Action, the Court has directed that Lead Plaintiff and Lead Counsel have primary responsibility for prosecuting all claims against Defendants on behalf of investors who purchased or acquired IntraLinks common stock shares during the Class Period.
10. The Court in charge of this case is the United States District Court for the Southern District of New York, and the case is known as *William Wallace v. IntraLinks Holdings, Inc., et al.*, Civil Action No. 11-8861 (TPG) (the “Action”). The Judge presiding over this case is the Honorable Thomas P. Griesa, United States District Judge. The person who is suing is called plaintiff, and those who are being sued are called defendants. In this case, the Lead Plaintiff is Plumbers and Pipefitters National Pension Fund, and the defendants are IntraLinks Holdings, Inc., the Company’s CEO and CFO during the Class Period, certain officers and directors of IntraLinks who signed the registration statement, and the investment banks that underwrote the April 6, 2011 Secondary Offering. This Settlement is with all Defendants: IntraLinks Holdings, Inc., J. Andrew Damico, Anthony Plesner, Patrick J. Wack, Jr., Harry D. Taylor, Brian J. Conway, Peter Gyenes, Thomas Hale, Habib Kairouz, Robert C. McBride, Morgan Stanley & Co. Inc., Jefferies LLC (f/k/a Jefferies & Company, Inc.), Lazard Capital Markets LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities, Inc., and Pacific Crest Securities LLC.
11. This Notice explains the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them. The purpose of this Notice is to inform you of this case, that it is a class action, how you might be affected, and how to exclude yourself from the Settlement if you wish to do so. It also is being sent to inform you of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness and adequacy of the proposed Settlement and the application by Lead Counsel for reimbursement of expenses incurred to date (the “Final Approval Hearing”).
12. The Final Approval Hearing will be held on November 12, 2015 at 2:00 p.m., before the Honorable Thomas P. Griesa at the United States District Court for the Southern District of New York, 500 Pearl Street, Courtroom 26B, New York, New York 10007, to determine:
 - (i) whether the proposed Settlement on the terms and conditions provided for in the Stipulation and Agreement of Settlement (the “Settlement”) is fair, reasonable and adequate, and should be approved by the Court;
 - (ii) whether a judgment should be entered dismissing the Action with prejudice, and whether the release by the Class Members of the Released Claims should be ordered;
 - (iii) whether the proposed Plan of Allocation is fair and reasonable and should be approved by the Court; and
 - (iv) whether Lead Counsel’s request for an award of attorneys’ fees and reimbursement of Litigation Expenses should be approved by the Court.

13. This Notice does not express any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlement. Any distribution will not be paid until after the completion of all claims processing. Please be patient.

WHAT IS THIS CASE ABOUT? WHAT HAS HAPPENED SO FAR?

14. On December 5, 2011 and December 27, 2011 William Wallace and Michael Thaler, respectively, filed complaints against Defendants IntraLinks, J. Andrew Damico and Anthony Plesner in the United States District Court for the Southern District of New York. Both actions asserted identical claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78j(b) and 78t(a), and Rule 10b-5 promulgated thereunder by the SEC.
15. On December 5, 2011, notice of the action was published pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”), notifying eligible purchasers of their right to move for appointment as lead plaintiff. On April 3, 2012, the District Court consolidated the two actions under the *Wallace v. IntraLinks Holdings, Inc., et al.*, caption, appointed the Plumbers and Pipefitters National Pension Fund as Lead Plaintiff and approved Lead Plaintiff’s selection of Cohen Milstein Sellers & Toll PLLC as Lead Counsel.
16. On June 15, 2012, Lead Plaintiff filed the Consolidated Class Action Complaint (the “Complaint”). The Complaint asserted securities fraud claims concerning the purchase of IntraLinks common stock during the Class Period as well as claims under Sections 11, 12 and 15 of the Securities Act of 1933, 15 U.S.C §§ 77(k)(l) and (o), concerning the purchase of stock pursuant and traceable to the Company’s April 6, 2011 secondary offering (“Secondary Offering”). The claims were asserted against IntraLinks Holdings, Inc., J. Andrew Damico, Anthony Plesner, Patrick J. Wack, Jr. (the “IntraLinks Defendants”), Harry Taylor, Brian Conway, Peter Gyenes, Thomas Hale, Habib Kairouz, Robert McBride (the “Director Defendants”), Morgan Stanley & Co. Inc., Jefferies LLC (f/k/a Jefferies & Company, Inc.) Lazard Capital Markets LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., and Pacific Crest Securities LLC (the “Underwriter Defendants”).
17. On July 31, 2012, Defendants moved to dismiss the Complaint.
18. On May 8, 2013, the Court issued a memorandum and order (the “Motion to Dismiss Order”) granting in part and denying in part Defendants’ motions to dismiss. In the Motion to Dismiss Order, the Court found that Lead Plaintiff adequately alleged violations of the Securities Act and Exchange Act against the Defendants “based on the allegation that defendants made false and misleading statements related to the strength of IntraLinks’ business and customer satisfaction, without disclosing the impending loss of its largest customer,” the Federal Deposit Insurance Company. *Wallace v. IntraLinks Holdings, Inc.*, 2013 WL 1907685, at *1 (S.D.N.Y. May 8, 2013). The Court dismissed Lead Plaintiff’s allegations of false and misleading statements related to the Company’s accounting practices and revenue classification.
19. On June 28, 2013, Defendants answered the Complaint and on October 15, 2013 the parties filed a Joint Stipulation and Report of the Parties’ Planning Meeting which formally commenced discovery.
20. On February 18, 2014, Lead Plaintiff moved to certify a class of “all persons and entities who purchased or acquired IntraLinks common stock between February 17, 2011 and November 11, 2011, inclusive, including a subclass of those persons or entities who purchased IntraLinks common stock pursuant or traceable to the Company’s registration statement and prospectus issued in connection with the April 6, 2011 Secondary Offering and who were damaged thereby.”
21. After full briefing by the parties, and Defendants’ deposition of Lead Plaintiff’s representative, on September 30, 2014, the Court granted Lead Plaintiff’s certification motion in part and certified the Class that is now the subject of this Settlement (the “Class Certification Decision”). The Court found that the Class met all of the requirements of Fed. R. Civ. P. 23. The Court also appointed Lead Plaintiff as Class Representative and Cohen Milstein to serve as Lead Counsel. The Court did not certify, however, the subclass claims under Section 12 of the Securities Act for aftermarket purchasers that did not purchase in the Secondary Offering.

22. On October 6, 2014, the Court so-ordered the parties' Second Amended Joint Stipulation and Proposed Scheduling Order ("Scheduling Order"). Among other things, the Scheduling Order extended the deadline for completion of fact discovery to February 27, 2015.
23. On October 14, 2014, Defendants filed a petition under Federal Rule of Civil Procedure 23(f) with the Second Circuit requesting interlocutory appeal of the District Court's Class Certification Decision. On December 30, 2014, the Second Circuit denied Defendants' petition.
24. After the Second Circuit's denial of Defendants' petition, the parties continued to engage in extensive merits discovery until the February 27, 2015 fact discovery deadline, including additional depositions after the deadline that were delayed for scheduling reasons.
25. On March 11, 2015, after the close of fact discovery, the parties jointly informed the Court that they had agreed to attempt to resolve the claims through mediation and asked the Court to suspend the remaining expert discovery and summary judgment deadlines in anticipation of that mediation. On March 12, 2015, the Court granted the parties' request.
26. On April 14, 2015, Lead Counsel and Defendants' Counsel participated in a full day mediation session under the auspices of Jed D. Melnick, Esq., an experienced mediator with JAMS. As a result of that mediation session, and additional conversations with the mediator in the weeks following, the Settling Parties reached an agreement in principle on May 13, 2015 to settle the action for \$14 million.
27. Lead Counsel has conducted extensive discovery relating to the claims and the underlying events and transactions alleged in the Complaint. Lead Counsel has analyzed evidence adduced in discovery, including reviewing over 150,000 documents consisting of nearly 1.9 million pages produced by Defendants, Lead Plaintiff and third parties, taking 21 depositions, attending or defending two more and serving extensive written discovery requests on Defendants. Lead Counsel researched the applicable law with respect to the claims of Lead Plaintiff and the Class against the Defendants, as well as the potential defenses thereto, retained and consulted with experts in the areas of damages, underwriting and due diligence, and have actively litigated this case for the past four years.
28. On July 31, 2015, the Court authorized this Notice to be sent to potential Class Members and scheduled the Final Approval Hearing to consider whether to grant final approval of the Settlement.

WHAT ARE LEAD PLAINTIFF'S REASONS FOR THE SETTLEMENT?
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29. Lead Plaintiff and Lead Counsel believe that certain claims asserted against the Defendants have merit. Lead Plaintiff and Lead Counsel recognize, however, the expense and length of continued proceedings necessary to pursue their claims against the Defendants through continued discovery, trial and appeals, as well as the difficulties in establishing liability. Lead Plaintiff and Lead Counsel have considered the uncertain outcome of trial and appellate risk in complex lawsuits like this one.
30. In light of the risks of continued litigation, including depleting insurance available to Defendants, Lead Plaintiff and Lead Counsel believe that the proposed Settlement is fair, reasonable and adequate, and in the best interests of the Class. Lead Plaintiff and Lead Counsel also believe that the Settlement provides a substantial benefit now, namely Defendants' payment of \$14 million U.S. dollars (less the various deductions described in this Notice), as compared to the risk that the claims would produce a similar, smaller, or no recovery after summary judgment, trial and appeals, possibly years in the future.
31. The Defendants have denied and continue to deny each and all of the claims alleged by Lead Plaintiff in the Action and affirm that they have acted properly and lawfully at all times. The Defendants expressly have denied and continue to deny all charges of wrongdoing or liability against them arising out of any and all of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the

Action. The Director Defendants and Underwriter Defendants have further contended, among other things, that they performed a reasonable investigation of IntraLinks business, exculpating them from liability. The Defendants also have taken into account the uncertainty and risks inherent in any litigation, especially in a complex case such as this. Nonetheless, the Defendants have concluded that further conduct of the Action would be protracted and expensive, and that it is desirable that the Action be fully and finally settled in the manner and upon the terms and conditions set forth in the Settlement.

WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?

32. If there were no Settlement and Lead Plaintiff failed to establish any essential legal or factual element of their claims against the Defendants, neither Lead Plaintiff nor members of the Class would recover anything from the Defendants. Also, if the Defendants were successful in proving any of their defenses, the Class likely would recover substantially less than the amount provided in the Settlement, or nothing at all. Had the action proceeded and Lead Plaintiff obtained a substantial judgment, it is unlikely that the IntraLinks Defendants would have the ability to fund a substantial damages award.

HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?

33. If you are a member of the Class, you are subject to the Settlement unless you timely request to be excluded. The Class consists of: all persons and entities who purchased or acquired IntraLinks common stock between February 17, 2011 and November 11, 2011, inclusive, including a subclass of those persons or entities who purchased IntraLinks common stock pursuant or traceable to the Company's registration statement and prospectus issued in connection with the April 6, 2011 Secondary Offering and who were damaged thereby; *except* those persons or entities that timely and validly request exclusion from the Class pursuant to and in accordance with the terms herein. Also excluded from the Class are Defendants; members of the immediate family of any Defendant; any person, firm, trust, corporation, officer, director or other individual or entity in which any Defendant has or had a controlling interest during the Class Period; the officers and directors of any Defendant during the Class Period; and legal representatives, agents, executors, heirs, successors, or assigns of any such excluded person or entity.
34. RECEIPT OF THIS NOTICE DOES NOT NECESSARILY MEAN THAT YOU ARE A CLASS MEMBER OR THAT YOU ARE ELIGIBLE TO RECEIVE PROCEEDS FROM THE SETTLEMENT. IF YOU WISH TO PARTICIPATE IN THE SETTLEMENT, YOU MUST SUBMIT THE ENCLOSED CLAIM FORM POSTMARKED NO LATER THAN NOVEMBER 30, 2015.

HOW MUCH WILL MY PAYMENT BE? WHEN WILL I RECEIVE IT?

I. THE PROPOSED PLAN OF ALLOCATION: GENERAL PROVISIONS

35. IntraLinks (or its insurers), on behalf of all Defendants, have agreed to pay the Settlement Amount in cash no later than ten (10) days after preliminary approval of the Settlement by the District Court. At this time, it is not possible to make any determination as to how much individual Class Members may receive from the Settlement.
36. The \$14 million Settlement Amount, and the interest earned thereon while it is held in escrow before distribution, is referred to as the "Settlement Fund." The Settlement Fund, less all Taxes, Tax Expenses, Notice and Administration Costs, and attorneys' fees and Litigation Expenses awarded to Lead Counsel (the "Net Settlement Fund"), shall be distributed based on the acceptable Proof of Claim Forms submitted by members of the Class ("Authorized Claimants"). The Net Settlement Fund will be distributed to Authorized Claimants who timely submit acceptable Proof of Claim Forms under the Plan of Allocation described below, or as otherwise ordered by the Court.

37. Your share of the Net Settlement Fund will depend on the number of shares (represented by valid and acceptable Proof of Claim Forms) that members of the Class submit to the Claims Administrator, relative to the Net Settlement Fund; how many shares you purchased or acquired and when you purchased or acquired them; what claims relate to your shares (if you are also a member of the subclass of those persons or entities who purchased IntraLinks common stock pursuant to or traceable to the Company's registration statement and prospectus issued in connection with the Secondary Offering (the "Securities Act Subclass")); whether you held or sold those shares; the date on which you sold those shares; and the price at which you sold them, among other factors. At this time, it is not possible to determine how much individual Class Members may receive from the Settlement.
38. A payment to any Authorized Claimant that would amount to less than \$10.00 in total will not be included in the calculation of the Net Settlement Fund, and no payment to those members of the Class will be made.
39. For each Authorized Claimant, a "Recognized Loss" will be calculated. The calculation of a "Recognized Loss," as defined in ¶ 40 below, is not intended to be an estimate of, nor does it indicate, the amount that a Class Member might have been able to recover after a trial. Nor is the calculation of a Recognized Loss pursuant to the Plan of Allocation an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement, which would depend on the total amount of all Authorized Claimants. The Recognized Loss formula provides the basis for proportionately allocating the Net Settlement Fund to Authorized Claimants. That computation is only a method to weigh Class Members' claims against one another. Each Authorized Claimant will receive a pro rata share of the Net Settlement Fund based on his, her or its Claim.

II. CALCULATION OF RECOGNIZED LOSS OR GAIN AMOUNTS

40. The Plan of Allocation has been prepared by Lead Counsel. It reflects the allegations in the Complaint that Defendants made materially untrue and misleading statements and omissions resulting in violations of Sections 10(b) and 20(a) of the Exchange Act and Sections 11, 12 and 15 of the Securities Act and opinions of Lead Plaintiff's experts on damages that were caused by disclosures relating to Defendants' alleged misleading statements. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund to Class and Securities Act Subclass Members who suffered economic losses as a result of the alleged violations of the federal securities laws, as opposed to losses caused by market or industry factors or factors unrelated to the alleged violations of law. As set forth in the Plan of Allocation, Lead Plaintiff alleges that on certain disclosure dates, IntraLinks disclosed information that allegedly corrected previous alleged misrepresentations and omissions, causing a drop in IntraLinks' stock price (net of factors unrelated to the alleged misrepresentations and omissions). An Authorized Claimant's Recognized Loss will be based upon the particular disclosure date(s) on which the Class Member held IntraLinks stock for those shares purchased or acquired during the Class Period. The Recognized Loss formula is not intended to be an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss formula is simply the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants.
41. Please note that you may have a claim under both the Securities Act (the "Securities Act Subclass Claims") and the Exchange Act (the "Class Claims") for the same transaction. In recognition of the relative strength of Securities Act claims to Exchange Act claims, if you have a Recognized Loss for Securities Act Subclass Claims, your total Recognized Loss will be calculated by adding your Recognized Loss from the Securities Act Subclass Claims to your Recognized Loss for the Class Claims.
42. Based on the foregoing, and for purposes of this Settlement only, "Recognized Loss" for any share of IntraLinks common stock purchased or acquired¹ will be calculated as follows:

¹ All transactions are to be calculated at trade prices exclusive of commissions or fees.

III. CLASS PLAN OF ALLOCATION

- A. For all shares of IntraLinks common stock purchased or otherwise acquired for consideration between February 17, 2011 and November 11, 2011, inclusive, the Recognized Loss is calculated as the number of shares sold multiplied by the lesser of:
1. the recoverable damages set forth in Table A below;
 2. the difference between the purchase/acquisition price per share and the sale price per share for those shares; or
 3. the difference between the purchase/acquisition price per share and the 90-day look-back price of \$6.09 for the period November 10, 2011 and ending February 8, 2012.

TABLE A						
	Date of Sale (inclusive)					
		On or Before 5/10/2011	5/11/2011 through 8/9/2011	8/10/2011 through 11/8/2011	11/9/2011	11/10/2011 and later
Date of Purchase (inclusive)	2/17/2011 through 5/10/2011	\$0	\$9.13	\$12.74	\$15.20	\$15.92
	5/11/2011 through 8/9/2011		\$0	\$3.61	\$6.07	\$6.79
	8/10/2011 through 11/8/2011			\$0	\$2.46	\$3.18
	11/9/2011				\$0	\$0.72
	11/10/2011 through 11/11/2011					\$0

IV. SECURITIES ACT SUBCLASS PLAN OF ALLOCATION

Secondary Offering Price: \$25.50 per share

Closing price on the date the lawsuit was filed: \$5.69

- A. For shares of IntraLinks common stock purchased or acquired at \$25.50 per share in the Company's Secondary Offering (*i.e.*, the offering registered pursuant to the March 25, 2011 registration statement and April 6, 2011 prospectus), or following the Secondary Offering and for which you have records demonstrating those shares were issued pursuant to the Secondary Offering documents, and:
1. sold prior to the close of trading on December 5, 2011, the claim per share is the purchase price per share (not to exceed \$25.50) less the Sales Price per share.
 2. retained at the close of trading on December 5, 2011, but sold on or after December 6, 2011, the Recognized Loss per share is the lesser of:
 - a. the purchase/acquisition price per share (not to exceed \$25.50) less the sales price per share; or
 - b. the purchase/acquisition price per share (not to exceed \$25.50) less \$5.69 (*i.e.*, the closing price on the date the lawsuit was filed).
 3. retained at the time you submit your Proof of Claim Form, the purchase/acquisition price per share (not to exceed \$25.50) less \$5.69 (*i.e.*, the closing price on the date the lawsuit was filed).

43. All purchases/acquisitions and sales of IntraLinks shares in the Class Period shall be matched on a First-In-First-Out (“FIFO”) basis. Sales of Class Members during the Class Period and the 90 days thereafter will be matched first against the first IntraLinks shares purchased or acquired that have not already been matched to sales under FIFO, and then against subsequent purchases/acquisitions in chronological order, until the end of the Class Period. Sales of Securities Act Subclass Members during the Class Period and any time thereafter will be matched first against the first IntraLinks shares purchased or acquired that have not already been matched to sales under FIFO, and then against subsequent purchases/acquisitions in chronological order, until the end of the Class Period. A purchase/acquisition or sale of IntraLinks common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date.
44. The receipt or grant by gift, devise or inheritance of IntraLinks common stock during the Class Period shall not be deemed to be a purchase or acquisition of IntraLinks common stock for the calculation of an Authorized Claimant’s Recognized Loss if the person from which the IntraLinks common stock was received did not themselves acquire the common stock during the Class Period, nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such shares unless specifically provided in the instrument or gift or assignment.
45. If any funds remain in the Net Settlement Fund by reason of uncashed distributions or otherwise, then after the Claims Administrator has made reasonable and diligent efforts to have Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund six (6) months after the initial distribution of such funds shall be redistributed to Class Members who have cashed their initial distributions in a manner consistent with the Plan of Allocation. Lead Counsel shall, if feasible, continue to reallocate any further balance remaining in the Net Settlement Fund after the redistribution is completed among Class Members in the same manner and time frame as provided for above. In the event that Lead Counsel determines that further redistribution of any balance remaining (following the initial distribution and redistribution) is no longer feasible, thereafter, Lead Counsel shall donate the remaining funds, if any, to a nonsectarian charitable organization(s) certified under the United States Internal Revenue Code § 501(c)(3), to be designated by Lead Counsel and approved by the Court.

V. DISTRIBUTION OF THE NET SETTLEMENT FUND

46. The “Recognized Loss” will be used solely to calculate the relative amount of the Net Settlement Fund for each Authorized Claimant and does not reflect the actual amount an Authorized Claimant may expect to recover from the Net Settlement Fund. The combined Recognized Loss of all Authorized Claimants may be greater than the Net Settlement Fund. If this is the case, and subject to the \$10.00 minimum payment requirement described in ¶ 38 above, each Authorized Claimant shall receive his, her or its pro rata share of the Net Settlement Fund, which shall be his, her or its Recognized Loss divided by the total of all Recognized Losses to be paid, multiplied by the total amount in the Net Settlement Fund.
47. Payment pursuant to the Plan of Allocation shall be conclusive against all Authorized Claimants. No person shall have any claim based on distributions made substantially in accordance with the Settlement, the Plan of Allocation, or further order(s) of the Court against Lead Counsel, Lead Plaintiff, Class Members, the Claims Administrator, Defendants, the Released Parties (defined below), the Related Parties (defined below), or any person designated by Lead Counsel. All members of the Class who fail to timely submit an acceptable Proof of Claim Form by the deadline set by the Court, or such other deadline as may be ordered by the Court, or otherwise allowed, shall be forever barred from receiving any payments pursuant to the Settlement, but will in all other respects be subject to and bound by the terms of the Settlement, including the release of the Released Claims.

48. The Net Settlement Fund will not be distributed until the Court has approved a plan of allocation, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.
49. Approval of the Settlement is independent from approval of the Plan of Allocation. Any determination with respect to the Plan of Allocation will not affect the Settlement, if approved.
50. Only those Class Members who purchased or otherwise acquired IntraLinks common stock during the Class Period and were damaged as a result of such purchases or acquisitions, will be eligible to share in the distribution of the Net Settlement Fund. Each person or entity wishing to participate in the distribution must timely submit a valid Proof of Claim Form establishing membership in the Class, and include all required documentation, before the deadline set forth herein.
51. Unless the Court otherwise orders, any Class Member who fails to submit a Proof of Claim Form before the deadline shall be forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Class Member and be subject to the provisions of the Settlement, including the terms of any judgments entered and releases given. This means that each Class Member is bound by the release of claims (described in ¶¶ 55-59 below) regardless of whether or not such Class Member submits a Proof of Claim Form.
52. Persons and entities that are excluded from the Class by definition or that exclude themselves from the Class will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Proof of Claim Forms.
53. The Court has reserved jurisdiction to allow, disallow, or adjust on equitable grounds the claim of any member of the Class.
54. The Plan of Allocation set forth herein is the proposed plan submitted by Lead Plaintiff and Lead Counsel for the Court's approval. The Court may approve this plan as proposed or it may modify it without further notice to the Class.

WHAT RIGHTS AM I GIVING UP BY AGREEING TO THE SETTLEMENT?
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55. If the Settlement is approved, the Court will enter a judgment (the "Judgment"). The Judgment will dismiss with prejudice the claims in the Action and will provide that Lead Plaintiff and all other Class Members, on behalf of themselves and any of their personal representatives, spouses, domestic partners, trustees, heirs, executors, administrators, successors or assigns shall be deemed to have – and by operation of the Judgment shall have – fully and finally released, dismissed and forever discharged the Released Claims against the Released Parties and Related Parties, and shall forever be enjoined from pursuing any or all Released Claims.
56. There is a risk that Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which they now know or believe 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 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, reckless, 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. Such claims are referred to as "Unknown Claims." Lead Plaintiff acknowledges, and Class Members by law and operation of the Judgment shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and was a material element of the Settlement.

57. The Judgment also will provide that the Defendants and each of the other Released Parties will be deemed to have released, dismissed and forever discharged Lead Plaintiff, each and all of the Class Members, and Lead Counsel from all claims (including, without limitation, unknown claims) arising out of, relating to, or in connection with the institution, prosecution, assertion, Settlement or resolution of the Action or the Released Claims.
58. “Released Claims” means any and all actions, causes of action, claims, including “Unknown Claims,” as defined in the Settlement, duties, debts, demands, rights, disputes, suits, matters, damages, losses, obligations, proceedings, issues, judgments, and liabilities of every nature and description whatsoever, known or unknown, suspected or unsuspected, fixed or contingent, foreseen or unforeseen, liquidated or unliquidated, accrued and unaccrued, matured or unmatured, at law or in equity, whether class, derivative, or individual in nature, whether or not concealed or hidden, which now exist, or heretofore have existed, or can, shall or may exist, whether arising under federal, state, common or foreign law or at equity, that (a) Lead Plaintiff or any Class Member has asserted in this Action, or could have asserted in the Action or in any other proceeding or forum that concern, arise out of, refer to, are based upon, or are related in any way to the allegations, transactions, facts, matters, occurrences, representations, statements, or omissions alleged, involved, set forth, or referred to in the Complaint, (b) would have been barred by *res judicata* or collateral estoppel had the Action been fully litigated to a final judgment, or (c) could have been, or in the future could be, asserted in any forum or proceeding or otherwise by any Class Member that relate to the purchase, sale, acquisition or holding of IntraLinks common stock during the Class Period; *provided however*, that the term “Released Claims” shall not include the claims currently asserted by the existing plaintiffs in the pending derivative actions *Horbal v. IntraLinks Holdings, Inc. et al.*, No. 651228/2012 (Sup. Ct. of N.Y., N.Y. Cnty. 2012) (appeal filed) and *Levine v. IntraLinks Holdings, Inc.*, No. 651772/2015 (Sup. Ct. of N.Y., N.Y. Cnty. 2015).
59. “Released Parties” means each Defendant and his, her or its respective directors, officers, employees, partners, members, principals, agents, shareholders, related or affiliated entities, attorneys, accountants, auditors, advisors, trustees, consultants, underwriters, investment advisors, personal or legal representatives, predecessors, successors, divisions, joint ventures, assigns, spouses, heirs, executors, personal representatives, associates, any members of their immediate families, marital communities, or any trusts for which any of them are trustees, settlers, or beneficiaries, or anyone acting or purporting to act for or on behalf of any of them or their successors. “Related Parties” means each Defendant’s insurers, co-insurers and reinsurers.

<p style="text-align: center;">WHAT PAYMENT ARE THE ATTORNEYS FOR THE CLASS SEEKING? HOW WILL THE LAWYERS BE PAID?</p>

60. Lead Counsel has not received any payment for its services in pursuing claims against Defendants on behalf of the Class, nor has Lead Counsel been reimbursed for its out-of-pocket expenses. Before final approval of the Settlement, Lead Counsel intends to apply to the Court for an award of attorneys’ fees from the Settlement Fund in an amount not to exceed 28% of the Settlement Fund (or \$3,920,000), plus interest at the same rate and for the same time period as earned by the Settlement Fund. At the same time, Lead Counsel also intends to apply for the reimbursement of certain Litigation Expenses in an amount not to exceed \$600,000, plus interest at the same rate and for the same time period as earned by the Settlement Fund. Litigation Expenses may include reimbursements for, among other things, litigation related expenses of Lead Plaintiff in accordance with 15 U.S.C. § 77z-1a(4) not to exceed \$18,500. The sums approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for the payment of these sums.
61. Defendants take no position on the request by Lead Counsel for attorneys’ fees and reimbursement of Litigation Expenses.

HOW DO I PARTICIPATE IN THE SETTLEMENT? WHAT DO I NEED TO DO?

62. If you purchased or acquired IntraLinks common stock as described above, and you are not excluded by the definition of the Class and you do not timely exclude yourself from the Class in the manner provided in this Notice, then you are a member of the Class and you will be bound by the proposed Settlement if the Court approves it, and by any judgment or determination of the Court affecting the Class. If you are a member of the Class, you must submit a Proof of Claim Form and supporting documentation to establish your entitlement to share in the Settlement. A Proof of Claim Form is included with this Notice, or you may go to the website maintained by the Claims Administrator for the Settlement to request that a Proof of Claim Form be mailed to you. The website is www.IntraLinksSecuritiesSettlement.com. You may also request a Proof of Claim Form by calling toll-free 1-855-325-6935 or emailing info@IntraLinksSecuritiesSettlement.com. Copies of the Proof of Claim Form can also be downloaded from Lead Counsel's website at www.cohenmilstein.com. Those who exclude themselves from the Class, and those who do not submit timely and valid Proof of Claim Forms with adequate supporting documentation will not be eligible to share in the Settlement. Please retain all records of your ownership of, or transactions in IntraLinks common stock from during the Class Period, as they may be needed to document your claim. Do not submit original documentation with your Claim Form – submit copies only – because materials submitted will not be returned.
63. As a Class Member, you are represented by Lead Plaintiff and Lead Counsel unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her notice of appearance on the attorneys listed in the section below entitled, "When and Where Will the Court Decide Whether to Approve the Settlement?"
64. If you do not wish to remain a Class Member, you may exclude yourself from the Class by following the instructions in the section below entitled, "What If I Do Not Want To Be A Part Of The Settlement? How Do I Exclude Myself?"
65. If you wish to object to the Settlement or any of its terms, the proposed Plan of Allocation, or Lead Counsel's application for attorneys' fees and reimbursement of Litigation Expenses, and if you do not exclude yourself from the Class, you may present your objections by following the instructions in the section below entitled, "When and Where Will the Court Decide Whether to Approve the Settlement?"

WHAT IF I DO NOT WANT TO BE A PART OF THE SETTLEMENT? HOW DO I EXCLUDE MYSELF?

66. Each Class Member will be bound by all determinations and judgments in this lawsuit, including those concerning the Settlement, whether favorable or unfavorable, unless such person or entity mails, by first class mail (or its equivalent outside the U.S.), or otherwise delivers a written request for exclusion from the Class, addressed to IntraLinks Securities Settlement, c/o KCC Class Action Services, EXCLUSIONS, 75 Rowland Way, Suite 250, Novato, CA 94945. The exclusion request must be postmarked by no later than October 15, 2015. Each request for exclusion must clearly indicate the name, address and telephone number of the person or entity seeking exclusion, that the sender requests to be excluded from the Class in *Wallace v. IntraLinks Holdings, Inc.*, Civil Action No. 11 Civ. 8861 (TPG), and must be signed by such person or entity. Such persons or entities requesting exclusion are also required to provide the following information: (i) the quantity of IntraLinks common stock purchased or acquired between February 17, 2011 and November 11, 2011, inclusive; and (ii) the dates of such transactions. Requests for exclusion will not be valid if they do not include the information set forth above and are not received within the time stated above, unless the Court otherwise determines.

Please keep a copy of everything you send by mail, in case it is lost during shipping.

67. If a person or entity requests to be excluded from the Class, that person or entity will not receive any benefit provided for in the Settlement.

**WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT?
DO I HAVE TO COME TO THE HEARING?
MAY I SPEAK AT THE HEARING IF I DON'T LIKE THE SETTLEMENT?**

68. **If you do not wish to object in person to the proposed Settlement and/or the application for reimbursement of Litigation Expenses, you do not need to attend the Final Approval Hearing. You can object to or participate in the Settlement without attending the Final Approval Hearing.**
69. The Final Approval Hearing will be held on November 12, 2015, at 2:00 p.m., before the Honorable Thomas P. Griesa at the United States District Court for the Southern District of New York, 500 Pearl Street, Courtroom 26B, New York, New York 10007. The Court reserves the right to approve the Settlement at or after the Final Approval Hearing without further notice to the members of the Class. The Court has the right to approve the Settlement, the Plan of Allocation or the request for attorneys' fees and reimbursement of Litigation Expenses at or after the Final Approval Hearing without further notice to the members of the Class.
70. Any Class Member who does not request exclusion in accordance with ¶ 66 above may object to the Settlement, the Plan of Allocation, or Lead Counsel's request for an award of attorneys' fees and reimbursement of Litigation Expenses. Objections or oppositions must be in writing. You must file any written objection or opposition, together with copies of all other supporting papers and briefs, with the Clerk's Office at the United States District Court for the Southern District of New York at the address set forth below on or before October 29, 2015. You must also serve the papers on Lead Counsel for the Class and counsel for the Defendants at the addresses set forth below so that the papers are *received* on or before October 29, 2015.

Clerk's Office

U.S. DISTRICT
COURT FOR THE SOUTHERN
DISTRICT OF NEW YORK
500 Pearl Street
New York, New York 10007

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New York, NY 10153-0115

Director Counsel

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Jay B. Kasner
James R. Carroll
David S. Clancy
Christopher G. Clark
Four Times Square
New York, NY 10036
—or—
500 Boylston Street
Boston, MA 02116

71. To object, you must send a letter, brief or other writing saying that you object to the Settlement in *Wallace v. IntraLinks Holdings, Inc., et al.*, Civil No. 11-8861-TPG and explaining in detail the basis for your objection or objections. Be sure to include your name, address, telephone number, your signature, the quantity of IntraLinks common stock that you purchased or acquired from February 17, 2011 through November 11, 2011, inclusive, the dates of these purchases and sales and copies of documents (such as brokerage statements) sufficient to show that you are a member of the Class. Persons or entities who intend to object to the Settlement, the Plan of Allocation and/or to Lead Counsel's application for an award of attorneys' fees and reimbursement of Litigation Expenses must include a list of cases in which you or your counsel have appeared as settlement objectors or counsel for objectors in the preceding five years. If you desire to present evidence at the Final Approval Hearing, you must include in their written objections the exhibits you intend to introduce into evidence at the Final Approval Hearing
72. You may not object to the Settlement, or any aspect of it, if you are not a member of the Class or if you excluded yourself from the Class.
73. If you wish to be heard orally at the Final Approval Hearing in opposition to the approval of the Settlement, the Plan of Allocation, or Lead Counsel's request for an award of attorneys' fees and reimbursement of Litigation Expenses, and if you have filed and served a timely written objection as described above, you also must notify the above counsel on or before October 29, 2015, concerning your intention to appear. Persons or entities who intend to object and desire to present evidence at the Final Approval Hearing must include in their written objections the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing.
74. You may file a written objection without having to appear at the Final Approval Hearing. You may not appear at the Final Approval Hearing to present your objection, however, unless you first filed and served a written objection in accordance with the procedures described above, unless the Court orders otherwise.
75. You are not required to hire an attorney to represent you in making written objections or in appearing at the Final Approval Hearing. If you decide to hire an attorney at your own expense, he or she must file a notice of appearance with the Court and serve it on Lead Counsel so that the notice is received on or before October 29, 2015.
76. If you object to the Settlement, the Plan of Allocation and/or Lead Counsel's request for an award of attorneys' fees and reimbursement of Litigation Expenses, or otherwise request to be heard at the Final Approval Hearing in the manner stated above, you are submitting to the jurisdiction of the Court with respect to the subject matter of the Settlement, including, but not limited to, the release of the Released Claims contained in the Judgment. If the Court overrules your objection and approves the Settlement or the part of the Settlement to which you have objected, you only will potentially share in the Net Settlement Fund if you file a Proof of Claim Form in the manner stated in ¶ 62 above and the Claims Administrator approves your claim.
77. The Final Approval Hearing may be adjourned by the Court without further written notice to the Class. Any new date for the Final Approval Hearing will be posted on the settlement website at www.IntraLinksSecuritiesSettlement.com. If you intend to attend the Final Approval Hearing, you should confirm the date and time with Lead Counsel.

Unless the Court orders otherwise, any Class Member who does not object in the manner described above will be deemed to have waived any objection and will be forever foreclosed from making any objection to the proposed Settlement or Lead Counsel's request for reimbursement of expenses. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

WHAT IF I BOUGHT SHARES ON SOMEONE ELSE'S BEHALF?

78. If you purchased or otherwise acquired IntraLinks common stock for the beneficial interest of a person or organization other than yourself, you must either (i) within fourteen (14) days after you receive this Notice, request from the Claims Administrator sufficient copies of the Notice to forward to all such

beneficial owners and within fourteen (14) days of receipt of the copies of the Notice forward them to all such beneficial owners, or (ii) within fourteen (14) days after you receive this Notice, provide a list of the names and addresses of all such beneficial owners (preferably in electronic format (e.g., excel, csv)) to IntraLinks Securities Settlement, c/o KCC Class Action Services, PO Box 30194, College Station, TX 77842-3194 or by email to nominees@IntraLinksSecuritiesSettlement.com. If you choose the second option, the Claims Administrator will send a copy of the Notice to each beneficial owner whose name and address you provide. Upon full compliance with these directions, nominees may seek reimbursement of their reasonable expenses *actually* incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Copies of this Notice may also be obtained by calling the Claims Administrator at 1-855-325-6935 or Lead Counsel at (212) 838-7797. Copies of this Notice may be downloaded from the settlement website, www.IntraLinksSecuritiesSettlement.com, or from Lead Counsel's website, www.cohenmilstein.com.

CAN I SEE THE COURT FILE? WHO SHOULD I CONTACT IF I HAVE QUESTIONS?

79. This Notice contains only a summary of the terms of the proposed Settlement. More detailed information about the matters involved in the Action is available at www.IntraLinksSecuritiesSettlement.com, including, among other documents, copies of the Settlement and the Complaint. All inquiries concerning this Notice should be directed to:

INTRALINKS SECURITIES SETTLEMENT
c/o KCC Class Action Services
PO Box 30194
College Station, TX 77842-3194
Toll-Free: 1-855-325-6935
info@IntraLinksSecuritiesSettlement.com

OR

COHEN MILSTEIN SELLERS & TOLL PLLC
Carol V. Gilden
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(212) 838-7797
krehns@cohenmilstein.com

Lead Counsel

**DO NOT CALL OR WRITE THE COURT OR THE OFFICE
OF THE CLERK OF COURT REGARDING THIS NOTICE.**

Dated: July 31, 2015

By Order of the Clerk of Court
United States District Court for
the Southern District of New York