



UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION

IN RE L90, INC. SECURITIES  
LITIGATION

THIS DOCUMENT RELATES  
TO ALL ACTIONS

Master File No:  
02-CV-2329 (ABC) (PjWx)

**PROOF OF CLAIM AND RELEASE**

**DEADLINE FOR SUBMISSION: MAY 18, 2004**

IF YOU PURCHASED THE COMMON STOCK OF L90, INC. (“L90”) DURING THE PERIOD FROM APRIL 28, 2000 THROUGH AND INCLUDING MAY 9, 2003 (“CLASS PERIOD”), AND ARE NOT OTHERWISE EXCLUDED FROM THE CLASS DESCRIBED IN THE ACCOMPANYING SETTLEMENT NOTICE, YOU ARE A “CLASS MEMBER” AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY FIRST CLASS MAIL, **POSTMARKED NO LATER THAN MAY 18, 2004** TO THE CLAIMS ADMINISTRATOR AT:

L90, Inc. Securities Litigation  
c/o Berdon Claims Administration LLC  
P.O. Box 9014  
Jericho, NY 11753-8914

DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR. YOU WILL BEAR ALL RISKS OF DELAY OR NON-DELIVERY OF YOUR CLAIM.

**1. INSTRUCTIONS:**

a. Persons or entities who received L90 common stock during the Class Period *other than by purchase on the open market* are not eligible to submit claims for those transactions. For example, transactions such as conversions from another security, exchanges of stock for stock in another company or exercise of options (market listed or employee stock options), are deemed ineligible for the purposes of this action.

b. This claim must be filed by the actual beneficial owner or owners, or by the legal representative of such owner or owners of L90 common stock, and all joint owners must sign this claim.



c. If you are acting in a representative capacity on behalf of a Class member (e.g., 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.

d. Please refer to the Plan of Allocation set forth at the end of the accompanying Notice for a detailed explanation of how an Authorized Claimant's Recognized Claim will be calculated.

e. For purposes of determining Class members' losses, the first-in, first-out basis ("FIFO") will be applied to both purchases and sales.

f. All transactions resulting in gains will be ignored in the process of calculating the Recognized Claim of each Authorized Claimant.

g. The date of a purchase or sale of L90 common stock is the trade date and not the settlement date.

h. The purchase and sale price(s) you state should exclude brokerage commissions, fees and transfer taxes paid by you in connection with your purchases of L90 common stock.

i. Purchases and sales of L90 shares as a result of option exercises, as well as short sales and covering purchases, will not be considered purchases or sales of common stock for purposes of calculating Recognized Claims.

j. Acquisition of L90 shares in exchange for shares or assets of another entity are not considered purchases of common stock for purposes of calculating Recognized Claims.

k. **Copies** of required documentation must be annexed to this Proof of Claim, such as stockbroker's confirmation slips, monthly account statements, or other documents evidencing each purchase, acquisition, sale or retention of L90 common stock listed below in support of your claim. A complete list of acceptable supporting documentation can be found on the Claims Administrator's website at [www.berdonllp.com/claims](http://www.berdonllp.com/claims). (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR PORTFOLIO MANAGER, BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)

l. Any claim submitted that contains more than 50 transactions must be filed electronically on a 3½" diskette, a CD-ROM, or ZIP media. The data must be provided in a spreadsheet (MS Excel 4.0) or in ASCII fixed length field text files. For complete filing instructions, and parameters, contact the Claims Administrator by phone at (800) 766-3330, by fax at (516) 931-0810, or via the website: [www.berdonllp.com/claims](http://www.berdonllp.com/claims) and click on "Electronic Filing."



**2. CLAIMANT IDENTIFICATION IN L90, INC. SECURITIES LITIGATION:**

*Please Type or Print*

Beneficial Owner's Name *(as it appears on your brokerage statement)*

Joint Beneficial Owner's Name *(as it appears on your brokerage statement)*

Street Address

City

State

Zip Code

Foreign Province

Foreign Country

Social Security Number

or

Taxpayer Identification Number

Specify one of the following:

\_\_\_\_ Individual(s)      \_\_\_\_ Corporation      \_\_\_\_ UGMA Custodian      \_\_\_\_ IRA  
\_\_\_\_ Partnership      \_\_\_\_ Estate      \_\_\_\_ Trust      \_\_\_\_ Other: \_\_\_\_\_

\_\_\_\_ (Day)      \_\_\_\_ (Evening)  
Area Code      Telephone Number      Area Code      Telephone Number

Facsimile Number

E-Mail Address

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

DETACH HERE





**3. SCHEDULE OF TRADING ACTIVITY IN L90, INC. SECURITIES LITIGATION:**

a. State the total number of shares of L90 (now known as MaxWorldwide) common stock owned at the close of trading on April 27, 2000, long or short (*must be documented*): \_\_\_\_\_

b. Separately list each and every purchase of L90 common stock during the period April 28, 2000 **through** May 9, 2003, and provide the following information (*must be documented*):

Trade Date(s) of Purchase(s) <i>(list chronologically)</i> Month/Day/Year	Number of Shares Purchased	Total Cost <i>(including commissions, taxes &amp; fees)</i>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

c. Separately list each and every sale of L90 common stock during the period April 28, 2000 **through** May 9, 2003 and provide the following information (*must be documented*):

Trade Date(s) of Sale(s) <i>(list chronologically)</i> Month/Day/Year	Number of Shares Sold	Total Proceeds <i>(net of commissions, taxes &amp; fees)</i>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

d. State the total number of shares of L90 common stock owned at the close of trading on May 9, 2003, long or short (*must be documented*): \_\_\_\_\_

**If you need additional space, attach the required information on separate schedules in the same format as above and print your name and Social Security or Tax Identification Number at the top of each page**

DETACH HERE





**4. RELEASE:**

Upon the occurrence of the Effective Date (as defined in the Settlement Notice) my (our) signature(s) hereto will constitute a full and complete release, remise and discharge by me (us) or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by my, (our), its, his, her or their heirs, executors, administrators, successors, and assigns, of each of the "Released Parties" of all "Released Claims," as defined in the Settlement Notice.

**5. CERTIFICATION:**

I (We) understand that the information contained in this Proof of Claim is subject to such verification as the Court may direct, and I (we) agree to cooperate in any such verification.

I (We) purchased the common stock of L90, Inc., during the period from April 28, 2000 through and including May 9, 2003.

By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class member as defined in the Notice of Pendency and Proposed Settlement of Class Action (the "Settlement Notice"), or am (are) acting for such person;

I am (We are) not a Defendant in the Action or anyone excluded from the Class; that I (we) have read and understand the Settlement Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund; that I elect to participate in the proposed Settlement described in the Settlement Notice; and that I (we) have not filed a request for exclusion.

I (We) have set forth, where requested, all relevant information with respect to each purchase of L90 common stock during the Class Period, and each sale, if any, of such securities.

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.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the word "NOT" in the certification above.

I (We) have read the foregoing Proof of Claim and Release and affirm that all the information contained herein, and in the documents attached hereto, is true, correct and complete to the best of my (our) knowledge, information and belief, and that this form was executed on the \_\_\_\_ day of \_\_\_\_\_, 2004 in \_\_\_\_\_, \_\_\_\_\_ (City), \_\_\_\_\_ (State/Country).

\_\_\_\_\_  
Signature of Claimant

\_\_\_\_\_  
(Print your name here)

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

\_\_\_\_\_  
(Print your name here)

\_\_\_\_\_  
Signature of person signing on behalf of Claimant

\_\_\_\_\_  
(Print your name here)

\_\_\_\_\_  
Capacity of person signing on behalf of Claimant, if other than an individual, e.g., Executor, President, Custodian, etc.)

DETACH HERE





**THIS PROOF OF CLAIM MUST BE SUBMITTED POSTMARKED NO LATER THAN MAY 18, 2004, AND MUST BE MAILED TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS BELOW.**

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

**Reminder Checklist:**

1. Remember to sign the above Release and Certification.
2. Remember to attach only **copies** of acceptable supporting documentation, a complete list of which can be found on the Claims Administrator's website.
3. Do not send originals of stock certificates.
4. Keep a copy of the completed claim form and documentation for your records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent. **You will bear all risks of delay or non-delivery of your claim.**
6. If your address changes in the future, or if these documents were sent to you at an old or incorrect address, please send us **written notification** of your new address.
7. If you have any questions concerning this claim form, contact:

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c/o Berdon Claims Administration LLC  
P.O. Box 9014  
Jericho, NY 11753-8914  
Telephone: (800) 766-3330  
Fax: (516) 931-0810  
Website: [www.berdonllp.com/claims](http://www.berdonllp.com/claims)



**IMPORTANT LEGAL INFORMATION**

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FIRST-CLASS MAIL  
U.S. POSTAGE  
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COMMUNICATIONS GROUP