

UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF PENNSYLVANIA

\_\_\_\_\_  
IN RE: VIROPHARMA INCORPORATED :  
SECURITIES LITIGATION : MASTER FILE NO. 02-CV-1627  
\_\_\_\_\_  
X  
:  
:  
X

**PROOF OF CLAIM AND RELEASE FORM**

**I. GENERAL INSTRUCTIONS**

1. To recover on your claims in the above-captioned action (the “Action”), you must complete and, on page 17 hereof, sign this Proof of Claim and Release. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE, POSTMARKED ON OR BEFORE NOVEMBER 30, 2004 ADDRESSED AS FOLLOWS:

Claims Administrator  
ViroPharma Incorporated Securities Litigation  
Heffler, Radetich & Saitta L.L.P.  
P.O. Box 58549  
Philadelphia, PA 19102-8549

2. If you fail timely to file a properly addressed Proof of Claim and Release, 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 Action.

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

4. If you are NOT a member of the Class (as defined below) DO NOT submit a Proof of Claim and Release.

5. If you are a member of the Class and you do not timely request exclusion, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

**II. CLAIMANT IDENTIFICATION**

1. If you purchased either ViroPharma common stock or 6% convertible subordinated notes due 2007 (“ViroPharma Securities”) during the period from July 13, 1999 through March 19, 2002 (inclusive) (the “Class Period”) and held the certificate(s) in your name, you are the beneficial owner as well as the record owner. If, however, you purchased ViroPharma Securities and the certificate(s) were registered in the name of a third-party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.

2. Use Part I of this form entitled “Claimant Identification” to identify each record owner, if different from the beneficial owner of ViroPharma Securities that forms the basis of this claim. THIS PROOF OF CLAIM AND RELEASE MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER OR OWNERS, OR THE LEGAL REPRESENTATIVE OF SUCH BENEFICIAL OWNER OR OWNERS OF THE VIROPHARMA SECURITIES UPON WHICH THE CLAIM IS BASED.

3. All joint beneficial owners must sign this Proof of Claim and Release. Executors, administrators, guardians, conservators and trustees must complete and sign this Proof of Claim and Release on behalf of persons represented by them and documentation evidencing their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or Employer 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.

**III. PROOF OF CLAIM FORM**

1. If you purchased shares of ViroPharma Common Stock during the Class Period, you should complete Part 2 of this form entitled “Schedule of Transactions in ViroPharma Common Stock.” If you purchased any of ViroPharma’s 6% Convertible Subordinated Notes due 2007 during the Class Period, you should use Part 3 of this form entitled “Schedule of Transactions in ViroPharma Notes.” In completing Parts 2 and 3, you should list required details of your transaction(s) in ViroPharma 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.

2. On the schedules, provide the requested information with respect to all of your purchases and all of your sales of ViroPharma Securities which took place at any time during the Class Period, whether such transactions resulted in a profit or a loss. You must also supply the number of shares of ViroPharma Common Stock held at the beginning of trading on July 13, 1999 and at the end of trading on March 19, 2002 as well as the face amount of ViroPharma 6% Convertible Subordinated Notes due 2007 held at the end of trading on March 19, 2002. Failure to report all such transactions may result in the rejection of your claim.

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

4. If you acquired or disposed of your ViroPharma Securities in a transaction other than through an open market transaction, you should supply any additional documentation that supports your claim regarding the number or amount of the ViroPharma Securities acquired or disposed of and the value of the consideration paid or received in the transaction.

5. The date of covering a “short sale” is deemed to be the date of purchase of ViroPharma Securities. The date of a “short sale” is deemed to be the date of sale of ViroPharma Securities. “Short sales” will not be recognized for any amount of loss on the cover or purchase transaction, and no Recognized Loss will be computed for any such covering purchase transaction.

6. Copies of brokers’ confirmations or other documentation of your transactions in ViroPharma Securities, including the securities held at the beginning and at the end of the Class Period, should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. Do not attach originals.

7. ViroPharma Securities “transferred into,” “delivered into” or “received into” the claimant’s account will NOT be considered as purchased ViroPharma Securities unless the Claimant submits documents supporting that the original purchase of the ViroPharma Securities occurred during the Class Period. Also, ViroPharma Securities purchased and subsequently “transferred out” or “delivered out” of the Claimant’s account will NOT be considered part of the Claimant’s claim, as the right to file for those ViroPharma Securities belongs to the person receiving the ViroPharma Securities.

8. The information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and the Claimant agrees to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Claim. In some cases the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives of ViroPharma Securities, such as options.)



**PART 3: SCHEDULE OF TRANSACTIONS IN VIROPHARMA 6% NOTES**

A. Face Amount of Purchases of ViroPharma 6% Convertible Subordinated Notes due 2007 from March 1, 2000 through March 19, 2002 (inclusive):

Trade Date(s) Month / Day / Year	Face Amount of Notes Purchased	Price Per \$100 in Face Amount of Notes	Total Cost (excluding commissions, fees and accrued interest)
□□ - □□ - □□	\$ □□□□ . □□□□	\$ □□□□ . □□□□	\$ □□□□□□□□ . □□
□□ - □□ - □□	\$ □□□□ . □□□□	\$ □□□□ . □□□□	\$ □□□□□□□□ . □□
□□ - □□ - □□	\$ □□□□ . □□□□	\$ □□□□ . □□□□	\$ □□□□□□□□ . □□
□□ - □□ - □□	\$ □□□□ . □□□□	\$ □□□□ . □□□□	\$ □□□□□□□□ . □□

B. Total Face Amount of 6% Notes Purchased during the Class Period: \_\_\_\_\_.

C. Face Amount of Sales of ViroPharma 6% Convertible Subordinated Notes due 2007 from March 1, 2000 through March 19, 2002 (inclusive):

Trade Date(s) Month / Day / Year	Face Amount of Notes Sold	Price Per \$100 in Face Amount of Notes	Total Proceeds (excluding commissions, fees and accrued interest)
□□ - □□ - □□	\$ □□□□ . □□□□	\$ □□□□ . □□□□	\$ □□□□□□□□ . □□
□□ - □□ - □□	\$ □□□□ . □□□□	\$ □□□□ . □□□□	\$ □□□□□□□□ . □□
□□ - □□ - □□	\$ □□□□ . □□□□	\$ □□□□ . □□□□	\$ □□□□□□□□ . □□
□□ - □□ - □□	\$ □□□□ . □□□□	\$ □□□□ . □□□□	\$ □□□□□□□□ . □□

D. Total Face Amount of 6% Notes Sold during the Class Period: \_\_\_\_\_.

E. Face Amount of ViroPharma 6% Convertible Subordinated Notes due 2007 held at the end of trading on March 19, 2002: \_\_\_\_\_.

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page. If you have a transaction that did not take place on the open market, then be sure to include any additional documents supporting your claim and the consideration paid or received in any such transaction.

**YOU MUST READ AND SIGN THE RELEASE BELOW.**

**IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I/We submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement described in the Notice of Pendency and Settlement of Class Action. I/We understand and agree that the terms have the meanings defined in this Notice and the Stipulation. I/We also submit to the jurisdiction of the United States District Court for the Eastern District of Pennsylvania 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 required to do so. I/We have not submitted any other claim covering the same purchases of ViroPharma Securities during the Class Period and know of no other person having done so on my/our behalf. If this Proof of Claim and Release is submitted on behalf of a corporation, trust or partnership, or other entity, I/we am authorized to sign on behalf of such entity.

**V. RELEASE AND COVENANT NOT TO SUE**

1. I/We, on my/our own behalf and on behalf of my/our heirs, executors, administrators, successors and assigns, and any persons they represent, hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge the Released Parties from all Settled Claims and any and all claims arising out of, relating to, or in connection with the Settlement or resolution of the Action against the Released Parties (including Unknown Claims). I/We understand and agree that I/we and my/our heirs, executors, administrators, successors and assigns, and any persons they represent, are forever barred and enjoined from commencing, instituting, or prosecuting the Settled Claims or any action or other proceeding against any of the Released Parties with respect to, based on, or arising under the Settled Claims and any and all claims arising out of, relating to, or in connection with the Settlement or resolution of the Action against the Released Parties (including Unknown Claims), except claims to enforce any terms of the Stipulation.

2. I/We, on my/our own behalf and on behalf of my/our heirs, executors, administrators, successors and assigns, and any persons they represent, hereby expressly covenants not to assert any claim or action against any of the Defendants derivatively on behalf of ViroPharma Incorporated that (i) arises out of or relates to any of the acts, omissions, misrepresentations, facts, events, matters, transactions or occurrences referred to in the Action or otherwise alleged, asserted or contended in the Action or (ii) that could have been alleged, asserted or contended in any forum by the Class Members or any of them against any of the Released Parties which arise out of, relate to, or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Complaint, and shall forever be enjoined from commencing, instituting or prosecuting any such claim. I/we understand and agree that I/we and my/our heirs, executors, administrators, successors and assigns, and any persons they represent, are forever barred and enjoined from commencing, instituting, or prosecuting any such claim.

3. With respect to any of the Settled Claims, I/we agree that upon the Effective Date, I/we 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 Cal. Civ. Code § 1542, which provides:

**GENERAL RELEASE-CLAIMS EXTINGUISHED.**

**A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO 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 acknowledge that the inclusion of Unknown Claims in the definition of Settled Claims was separately bargained for and was a key element of the Settlement of which this release is a part.

4. This release and covenant not to sue shall be of no force or effect unless and until the Court approves the Stipulation and Agreement of Settlement (“Stipulation”) and the Stipulation becomes effective on the Effective Date. This release and covenant not to sue shall be in addition to and not in derogation of the release set forth in the Stipulation and effectuated by the Stipulation and Judgment.

5. I/We hereby warrant and represent that I/We have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

6. I/We hereby declare and warrant, under penalty of perjury under the laws of the United States of America, that I/we have included information about all of my/our transactions in ViroPharma Securities that occurred during the Class Period: (i) the number of shares of or face amount of ViroPharma Securities owned by me/us (or the corporation, partnership, trust or other entity on whose behalf this claim has been filed) at the beginning of trading on July 13, 1999; (ii) the number of shares of or face amount of ViroPharma Securities purchased and/or sold during the Class Period; (iii) the number of shares of or face amount of ViroPharma Securities held at the close of trading on March 19, 2002; (iv) if this claim is submitted on behalf of a corporation, partnership, trust or other entity, that I/we are authorized to file this claim on behalf of such entity; and (v) that the foregoing information is true and correct.

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Signature of Claimant

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(Type or print your name here)

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(Signature of Joint Claimant, if any)

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(Type or print your name here)

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(Capacity of person(s) signing, e.g. Beneficial Purchaser(s),  
Executor or Administrator or Corporate Title)

**SUBSTITUTE FORM W-9**

**Request for Taxpayer Identification Number:**

**PART 1**

NAME: \_\_\_\_\_

Check appropriate box:

Individual/Sole Proprietor  Pension Plan  Corporation  Partnership  Trust  IRA  Other (Specify) \_\_\_\_\_

Enter your Taxpayer Identification Number ("TIN") in the appropriate space. For individuals, this is your Social Security Number ("SSN"). For sole proprietors, you must show your individual name, but you may also enter your business or "doing business as" name. You may enter either your SSN or your Employer Identification Number ("EIN"). For other entities, it is your EIN.

Social Security Number: -- OR Employer Identification Number: -  
(for individuals) (for estates, trusts, corporations, etc.)

**PART 2**

**CERTIFICATION**

**UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT:**

The number shown on this form is my/our correct Taxpayer Identification Number; and 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 because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me (us) that I am (we are) no longer subject to backup withholding.

**NOTE:** If you have been notified by the IRS that you are subject to backup withholding, you must cross out the word "**NOT**" above and check here . The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

**NOTE:** If you require instructions for Completing Substitute Form W-9, please make a written request to us at Claims Administrator, ViroPharma Incorporated Securities Litigation, Heffler, Radetich & Saitta L.L.P., P.O. Box 58549, Philadelphia, PA 19102-8549. Please note that your accountant should also be able to provide you with these instructions.

I/We 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 \_\_\_\_\_, 2004 in \_\_\_\_\_, \_\_\_\_\_.  
(month) (City) (State/Country)

\_\_\_\_\_  
Signature of Person whose name appears above or its Representative

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

\_\_\_\_\_  
(Capacity of person(s) signing, e.g. Beneficial Purchaser(s), Executor, Administrator, Trustee, Corporate Title, etc.)

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

**Reminder Checklist:**

1. Please sign the Release on Page 17 and the W-9 Certification on page 18.
2. Remember to attach copies of supporting documentation.
3. Do not send original or copies of stock certificates.
4. Keep a copy of your Proof of Claim form for your records.
5. If you desire an acknowledgement of receipt of your Proof of Claim form, please send it via Certified Mail, Return Receipt Requested.
6. If you move after submitting your Proof of Claim form, please send your new address to the Claims Administrator.

In Re ViroPharma Incorporated Securities Litigation  
c/o Claims Administrator  
Heffler, Radetich & Saitta L.L.P.  
P.O. Box 58549  
Philadelphia, PA 19102-8549

FIRST-CLASS MAIL  
U.S. POSTAGE  
PAID  
PERMIT NO. 2323  
PHILADELPHIA, PA

**Notice to those who bought ViroPharma Securities (common stock or 6% notes due 2007) between July 13, 1999 and March 19, 2002 (inclusive)**

**FIRST-CLASS MAIL**

**PLEASE FORWARD—IMPORTANT LEGAL NOTICE**

**If you bought ViroPharma Securities  
(common stock or 6% notes due 2007)  
between July 13, 1999 and March 19, 2002 (inclusive),  
you could get a payment from a class action settlement.**