

UNITED STATES DISTRICT COURT DISTRICT OF MINNESOTA

MINNEAPOLIS FIREFIGHTERS' RELIEF ASSOCIATION,

Plaintiffs,

v.

MEDTRONIC, INC., *et al.*,

Defendants.

Civil No. 08-6324 (PAM/AJB)

PROOF OF CLAIM AND RELEASE FORM

TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM, AND RETURN IT TO:

Minneapolis Firefighters' Relief Association v. Medtronic, Inc.

c/o Rust Consulting, Inc., Claims Administrator

P.O. Box 2798

Faribault, MN 55021-9798

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM AND MAIL IT BY PREPAID, FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN DECEMBER 11, 2012**. FAILURE TO SUBMIT YOUR CLAIM BY DECEMBER 11, 2012 WILL SUBJECT YOUR CLAIM TO REJECTION AND MAY PRECLUDE YOU FROM BEING ELIGIBLE TO RECEIVE ANY MONEY IN CONNECTION WITH THE SETTLEMENT.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT, THE SETTLING PARTIES OR THEIR COUNSEL. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ABOVE.

GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of Pendency of Class Action and Proposed Settlement, Settlement Fairness Hearing, and Motion for Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") that accompanies this Proof of Claim and Release Form ("Proof of Claim" or "Claim Form"), and the Plan of Allocation included in the Notice. The Notice and the Plan of Allocation describe the proposed settlement ("Settlement") that will resolve this Action against Defendants Medtronic, Inc. ("Medtronic"), Arthur D. Collins, William A. Hawkins, and Gary L. Ellis; how the Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed, if the Court approves the Settlement and the Plan of Allocation. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read the Notice, including the terms of the releases described therein and provided for herein.
2. This Proof of Claim is directed to all persons and entities who, from November 20, 2006 through and including November 17, 2008 (the "Class Period") purchased or otherwise acquired Medtronic common stock and were damaged thereby. Excluded from the Class are (i) Defendants; (ii) members of the Immediate Family of each of the Individual Defendants; (iii) any person who was a Section 16 officer and/or Medtronic board member during the Class Period; (iv) any subsidiary of Medtronic; (v) any firm, trust, corporation or entity in which any Defendant has a Controlling Interest; and (vi) the legal representatives, heirs, successors-in-interest or assigns of any such excluded party. Also excluded from the Class are any Class Members who properly exclude themselves by submitting a valid and timely request for exclusion in accordance with the requirements set forth in the Notice.
3. IF YOU ARE NOT A CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, SUBMITTED A REQUEST FOR EXCLUSION FROM THE CLASS, DO NOT SUBMIT A PROOF OF CLAIM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A CLASS MEMBER. THUS, IF YOU ARE EXCLUDED FROM THE CLASS PURSUANT TO YOUR REQUEST OR A REQUEST MADE ON YOUR BEHALF, ANY PROOF OF CLAIM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.
4. If you are a Class Member, you will be bound by the terms of the Judgment entered in the Action WHETHER OR NOT A CLAIM FORM IS SUBMITTED, unless a valid request for exclusion from the Class is received by October 18, 2012. The Judgment will release the Settled Claims against the Released Parties, as described in the Notice. This means that all Class Members will be enjoined from filing or from continuing the prosecution of Settled Claims against the Released Parties.
5. You may only participate in the distribution of the Net Settlement Fund if you are a member of the Class and if you complete and return this form as specified below. If you fail to submit a timely, properly addressed, and completed Claim Form, your claim may be rejected and you may be precluded from receiving any distribution from the Net Settlement Fund.
6. **Submission of this Claim Form does not guarantee that you will share in the Net Settlement Fund.** The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if approved by the Court, or such other plan of allocation as the Court approves.
7. Use Part II of this Claim Form entitled "SCHEDULE OF TRANSACTIONS IN MEDTRONIC COMMON STOCK" to supply all required details of your transaction(s) in and holdings of Medtronic common stock. On the schedule, please provide all of the information

requested below with respect to *all* of your holdings, purchases, other acquisitions and sales of Medtronic common stock, whether such transactions resulted in a profit or a loss.

8. **Failure to report all transactions during the requested periods may result in the rejection of your claim. Please note**, only Medtronic common stock purchased/acquired during the Class Period, i.e., from November 20, 2006 through and including the close of trading on November 17, 2008 is eligible under the Settlement. However, because information regarding your sales of Medtronic common stock during the period from November 18, 2008 through and including February 13, 2009 will be used for purposes of calculating your Recognized Loss Amount under the Plan of Allocation, information with respect to your purchases/acquisitions of Medtronic common stock during that period is needed in order to balance your claim. While these purchases/acquisitions will not be used for purposes of calculating your Recognized Loss Amount pursuant to the Plan of Allocation, the information is necessary in order to process your claim.

9. You are required to submit genuine and sufficient documentation for all your transaction(s) in and holdings of Medtronic common stock as set forth in the Schedule of Transactions in Part II. Documentation may consist of copies of brokerage confirmations or monthly statements. The Parties and the Claims Administrator do not independently have information about your investments in Medtronic common stock. **IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR COULD RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please do not highlight any portion of the Claim Form or any supporting documents and please keep a copy of all documents that you send to the Claims Administrator.**

10. Separate Claim Forms should be submitted for each separate legal entity (*e.g.*, a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (*e.g.*, a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

11. All joint beneficial owners must each sign this Claim Form. If you purchased or acquired Medtronic common stock and held the securities in your name, you are the beneficial owner as well as the record owner. If, however, you purchased or acquired Medtronic common stock and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner.

12. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:

- (a) expressly state the capacity in which they are acting;
- (b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Medtronic common stock; and
- (c) furnish herewith evidence of their authority to bind the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)

13. By submitting a signed Claim Form, you will be swearing that you:

- (a) own(ed) the Medtronic common stock you have listed in the Claim Form; or
- (b) are expressly authorized to act on behalf of the owner thereof.

14. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

15. **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. To obtain the mandatory electronic filing requirements and file layout, you may visit the Settlement website at www.MDTsecuritieslitigationsettlement.com or you may email the Claims Administrator at info@MDTsecuritieslitigationsettlement.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the Claims Administrator's electronic filing department at info@MDTsecuritieslitigationsettlement.com to inquire about your file and confirm it was received and is acceptable.

16. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, Rust Consulting, Inc., at the above address, by email at info@MDTsecuritieslitigationsettlement.com, or by toll free phone at 1-866-590-8527, or you may download the documents from www.MDTsecuritieslitigationsettlement.com.

**MUST BE POSTMARKED
NO LATER THAN
DECEMBER 11, 2012**

*Minneapolis Firefighters' Relief
Association v. Medtronic, Inc., et al.*
PROOF OF CLAIM AND RELEASE

For Official Use Only

03

Please Type or Print - Use Blue or Black Ink Only

Page 1 of 6



PART I. CLAIMANT IDENTIFICATION - Complete either Section A or B and then proceed to C. Please type or print.

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, UGMA, UTMA or IRA account. Otherwise, proceed to B.

Last Name (Beneficial Owner)	First Name (Beneficial Owner)
<input type="text"/>	<input type="text"/>
Last Name (Joint Beneficial Owner, if applicable)	First Name (Joint Beneficial Owner)
<input type="text"/>	<input type="text"/>
Name of Custodian, if applicable	
<input type="text"/>	
If this account is an UGMA, UTMA or IRA, please include "UGMA", "UTMA", or "IRA" in the "Last Name" box above (e.g., Jones IRA).	

B. Complete this Section ONLY if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. Then, proceed to C.

Entity Name
<input type="text"/>
Name of Representative (Executor, administrator, trustee, corporate officer, c/o, etc.)
<input type="text"/>

C. Account/Mailing Information:

Specify one of the following:

Individual(s) Corporation Private Pension Fund IRA, Keogh Partnership Estate Trust

Other:

Number and Street or P.O. Box

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province and Postal Code	Foreign Country	
<input type="text"/>	<input type="text"/>	
Telephone Number (Day)	Telephone Number (Evening)	
<input type="text"/>	<input type="text"/>	
E-mail Address*	Account Number	
<input type="text"/>	<input type="text"/>	

**Email address is not required, but if provided, you authorize the Claims Administrator to use it in providing you with information relevant to this claim.*

Enter Taxpayer Identification Number below for the Beneficial Owner(s)¹

Social Security No. (for individuals)	or	Employer Identification No.
<input type="text"/>		<input type="text"/>

¹ The taxpayer identification number (TIN), consisting of a valid Social Security number (SSN) for individuals or employer identification number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.



PART II - SCHEDULE OF TRANSACTIONS IN MEDTRONIC COMMON STOCK

Failure to provide proof of all of the information requested below with respect to beginning holdings, purchases/acquisitions, sales, and ending holdings will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Claim Form as described in detail in General Instructions, Paragraph 9, above.

1. BEGINNING HOLDINGS:

State the total number of shares of Medtronic common stock held as of the opening of trading on November 20, 2006. If none, write "zero" or "0". (Must be documented.)

2. PURCHASES/ACQUISITIONS DURING THE CLASS PERIOD:

Separately list each and every purchase and/or acquisition of Medtronic common stock during the Class Period, i.e., from **November 20, 2006** through and including the close of trading on **November 17, 2008**. For Medtronic common stock purchased through the exercise of an option, the purchase date is the date that the option was exercised and the purchase price per share is the exercise price of the option. (Must be documented.)

**IF NONE,
CHECK HERE**

Date(s) of Purchase(s)/Acquisition(s) (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase/ Acquisition Price (Excluding taxes, fees and commissions)	Proof of Purchase/ Acquisition Enclosed
//____	_____	\$_____	\$_____	<input type="radio"/> Y <input type="radio"/> N
//____	_____	\$_____	\$_____	<input type="radio"/> Y <input type="radio"/> N
//____	_____	\$_____	\$_____	<input type="radio"/> Y <input type="radio"/> N
//____	_____	\$_____	\$_____	<input type="radio"/> Y <input type="radio"/> N

3. PURCHASES/ACQUISITIONS DURING THE 90-DAY LOOKBACK PERIOD:

Separately list each and every purchase and/or acquisition of Medtronic common stock during the 90-day "lookback" period, i.e., from **November 18, 2008** through and including the close of trading on **February 13, 2009**. For Medtronic common stock purchased through the exercise of an option, the purchase date is the date that the option was exercised and the purchase price per share is the exercise price of the option. (Must be documented.)

**IF NONE,
CHECK HERE**

Date(s) of Purchase(s)/Acquisition(s) (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase/ Acquisition Price (Excluding taxes, fees and commissions)	Proof of Purchase/ Acquisition Enclosed
//____	_____	\$_____	\$_____	<input type="radio"/> Y <input type="radio"/> N
//____	_____	\$_____	\$_____	<input type="radio"/> Y <input type="radio"/> N
//____	_____	\$_____	\$_____	<input type="radio"/> Y <input type="radio"/> N
//____	_____	\$_____	\$_____	<input type="radio"/> Y <input type="radio"/> N

4. SALES DURING THE CLASS PERIOD:

Separately list each and every sale of Medtronic common stock during the Class Period, i.e., from **November 20, 2006** through and including the close of trading on **November 17, 2008**. For Medtronic common stock sold through the exercise of an option, the sale date is the date that the option was exercised and the sale price per share is the exercise price of the option. (Must be documented.)

**IF NONE,
CHECK HERE**

Date(s) of Sale(s) (List Chronologically) <u>(Month/Day/Year)</u>	Number of <u>Shares Sold</u>	Sale Price <u>Per Share</u>	Total Sale Price (<i>Excluding taxes, fees and commissions</i>)	Proof of Sale <u>Enclosed</u>
_ / _ / _	_____	\$ _____	\$ _____	<input type="radio"/> Y <input type="radio"/> N
_ / _ / _	_____	\$ _____	\$ _____	<input type="radio"/> Y <input type="radio"/> N
_ / _ / _	_____	\$ _____	\$ _____	<input type="radio"/> Y <input type="radio"/> N
_ / _ / _	_____	\$ _____	\$ _____	<input type="radio"/> Y <input type="radio"/> N

5. SALES DURING THE 90-DAY LOOKBACK PERIOD:

Separately list each and every sale of Medtronic common stock during the 90-day "lookback" period, i.e., from **November 18, 2008** through and including the close of trading on **February 13, 2009**. For Medtronic common stock sold through the exercise of an option, the sale date is the date that the option was exercised and the sale price per share is the exercise price of the option. (Must be documented.)

**IF NONE,
CHECK HERE**

Date(s) of Sale(s) (List Chronologically) <u>(Month/Day/Year)</u>	Number of <u>Shares Sold</u>	Sale Price <u>Per Share</u>	Total Sale Price (<i>Excluding taxes, fees and commissions</i>)	Proof of Sale <u>Enclosed</u>
_ / _ / _	_____	\$ _____	\$ _____	<input type="radio"/> Y <input type="radio"/> N
_ / _ / _	_____	\$ _____	\$ _____	<input type="radio"/> Y <input type="radio"/> N
_ / _ / _	_____	\$ _____	\$ _____	<input type="radio"/> Y <input type="radio"/> N
_ / _ / _	_____	\$ _____	\$ _____	<input type="radio"/> Y <input type="radio"/> N

6. ENDING HOLDINGS:

State the total number of shares of Medtronic common stock held as of the close of trading on **February 13, 2009**. If none, write "zero" or "0". (Must be documented.)

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME AND TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.

PART III – RELEASE OF CLAIMS AND SIGNATURE

YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN ON PAGE 5 OF THIS CLAIM FORM

A. I (we) hereby acknowledge full and complete satisfaction of, and do hereby fully and finally release, to the fullest extent that the law permits their release in this Action, each and every one of the Settled Claims as against each and every one of the Released Parties, as those terms are defined in the accompanying Notice.

B. I (we) hereby acknowledge that as of the Effective Date, I (we), on behalf of myself (ourselves) and my (our) heirs, executors, administrators, predecessors, successors, and assigns, shall be deemed by operation of law to have fully and finally released, to the fullest extent that their law permits their release in this Action, each and every one of the Settled Claims as against each and every one of the Released Parties.

CERTIFICATION

By signing and submitting this Claim Form, the Claimant(s) or the person(s) who represents the Claimant(s) certifies, as follows:

1. that I (we) have read the Notice, the Plan of Allocation and the Claim Form, including the releases provided for in the Settlement;
2. that the Claimant(s) is (are) Class Member(s), as defined in the Notice, and is (are) not one of the individuals or entities excluded from the Class by definition (*i.e.*, (i) Defendants; (ii) members of the Immediate Family of each of the Individual Defendants; (iii) any person who was a Section 16 officer and/or Medtronic board member during the Class Period; (iv) any subsidiary of Medtronic; (v) any firm, trust, corporation or entity in which any Defendant has a Controlling Interest; and (vi) the legal representatives, heirs, successors-in-interest or assigns of any such excluded party);
3. that the Claimant(s) has (have) not submitted a request for exclusion from the Class;
4. that the Claimant(s) owns(ed) the Medtronic common stock identified in the Claim Form and has (have) not assigned the claim against the Released Parties to another, or that, in signing and submitting this Claim Form, the Claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;
5. that the Claimant(s) has (have) not submitted any other claim covering the same purchases, acquisitions, sales, or holdings of Medtronic common stock and knows (know) of no other person having done so on his/her/its/their behalf;
6. that the Claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;
7. that I (we) agree to furnish such additional information with respect to this Claim Form as the Claims Administrator or the Court may require;
8. that the Claimant(s) waives (waive) the right to trial by jury, to the extent it exists, and agrees (agree) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;
9. that I (we) acknowledge that the Claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Action; and
10. that the Claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (i) the Claimant(s) is (are) exempt from backup withholding; or (ii) the Claimant(s) has (have) not been notified by the IRS that he/she/it/they is (are) subject to backup withholding as a result of a failure to report all interest or dividends; or (iii) the IRS has notified the Claimant(s) that he/she/it/they is (are) no longer subject to backup withholding. *If the IRS has notified the Claimant(s) that he/she/it/they is (are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.*

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant

Signature of Joint Claimant, if any

Print Name of Claimant

Print Name of Joint Claimant, if any

Date

Date

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of Person Completing Form

Print Name of Person Completing Form

Date

Capacity of person signing on behalf of Claimant, if other than an individual, *e.g.*, executor, president, custodian, etc.

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, **POSTMARKED NO LATER THAN DECEMBER 11, 2012**, ADDRESSED AS FOLLOWS:

Minneapolis Firefighters' Relief Association v. Medtronic, Inc.
c/o Rust Consulting, Inc.
Claims Administrator
P.O. Box 2798
Faribault, MN 55021-9798

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by December 11, 2012 and if a postmark is indicated on the envelope, it is mailed First Class, and it is addressed in accordance with the above instructions. In all other cases, a Claim Form shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to fully process all of the Claim Forms. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

1. Please sign the above release and certification. If this Claim Form is being made on behalf of joint Claimants, then both must sign.
2. Remember to attach only **copies** of acceptable supporting documentation.
3. Please do not highlight any portion of the Claim Form or any supporting documents.
4. Do not send original documentation. These items cannot be returned to you by the Claims Administrator.
5. Keep copies of the completed Claim Form and documentation for your own records.
6. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. **Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at 1-866-590-8527.**
7. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
8. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the above address, by email at info@MDTsecuritieslitigationsettlement.com, or at 1-866-590-8527, or visit www.MDTsecuritieslitigationsettlement.com.