

**Must be Postmarked
No Later Than
June 4, 2011**

**WellCare Securities Litigation
c/o GCG, Inc.
P.O. Box 9640
Dublin, OH 43017-4940
1-888-345-0869
www.WellCareSecuritiesLitigation.com**



WCG

Claim Number:

Control Number:

PROOF OF CLAIM

<u>TABLE OF CONTENTS</u>	<u>PAGE #</u>
GENERAL INSTRUCTIONS	1
CLAIMANT IDENTIFICATION	3
SCHEDULE OF TRANSACTIONS IN WELLCARE COMMON STOCK	5
SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS	6

I. SECURITIES TRANSFER INFORMATION: The proceeds of this settlement, if approved, may include securities. In order to receive all the securities for which you may be eligible, if any, you must provide information sufficient to post the securities to an account on the Direct Registration System maintained by The Bank of New York. Failure to provide the information requested may lead to forfeiture of any securities to which you might otherwise be eligible.

II. GENERAL INSTRUCTIONS

1. To receive a recovery from the Net Settlement Fund as a Member of the Class in the class action lawsuit entitled *Eastwood Enterprises, LLC v. Farha, et al.*, No. 8:07-CV-1940-VMC-EAJ (the "Action"), you must complete and, on page 6 below, sign this Proof of Claim form. If you fail to submit a timely, properly completed and addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the Settlement of the Action.

2. Submission of this Proof of Claim form, however, does not ensure that you will share in the Net Settlement Fund, even if you are a Class Member.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE JUNE 4, 2011, ADDRESSED AS FOLLOWS:

**WellCare Securities Litigation
c/o GCG, Inc.
P.O. Box 9640
Dublin, OH 43017-4940**

If you are NOT a Member of the Class (as defined in the Notice of Pendency of Class Action and Proposed Settlement) DO NOT submit this Proof of Claim form. You are not entitled to a recovery.

4. If you are a Member of the Class and you have not timely and validly requested to be excluded from the Class, you will be bound by the terms of the Final Order and Judgment entered by the Court, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.**



III. DEFINITIONS

All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Notice of Pendency of Class Action and Proposed Settlement (“Notice”) that accompanies this Proof of Claim form and in the Stipulation and Agreement of Settlement.

IV. IDENTIFICATION OF CLAIMANT

1. You are a Class Member if you purchased or otherwise acquired the common stock of WellCare during the period from February 14, 2005 through 10:59 a.m. Eastern Standard Time on October 24, 2007, inclusive (the “Class Period”), and were damaged thereby and are not an excluded person. Excluded from the Class are: (1) all persons or entities who purchased or otherwise acquired WellCare’s common stock during the Class Period and sold or otherwise disposed of such WellCare common stock during the Class Period, to the extent of those shares; (2) Defendants Farha, Behrens and Bereday and members of their immediate families; (3) any entity in which Defendants WellCare, Farha, Behrens or Bereday had a controlling interest during the Class Period; (4) officers and directors of WellCare during the Class Period; and (5) the legal representatives, heirs, successors, or assigns of any of the excluded persons or entities who assert any interest in WellCare common stock through or on behalf of any of the excluded persons or entities. Also excluded from the Class are any persons or entities who exclude themselves by filing a request for exclusion in accordance with the requirements set forth in the Notice.

2. If the WellCare common stock you purchased or acquired was held in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or otherwise acquired WellCare common stock during the Class Period through a third party, such as a nominee or brokerage firm, and the securities were registered in the name of that third party, you are the beneficial purchaser or acquirer of these securities, but the third party is the record purchaser or acquirer of these securities.

3. Use Part I of this form entitled “Claimant Identification” to identify each beneficial purchaser or acquirer of WellCare common stock that forms the basis of this claim, as well as the purchaser or acquirer of record if different. **THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER(S), OR AUTHORIZED ACQUIRER(S) OR LEGAL REPRESENTATIVE(S) OF SUCH BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OF THE WELLCARE COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

4. All joint beneficial purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or Employer Identification) Number and telephone number of one of the beneficial owner(s) may be used in verifying this claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

V. IDENTIFICATION OF TRANSACTION(S)

1. Use Part II of this form entitled “Schedule of Transactions in WellCare Common Stock” to supply all required details of your transaction(s) in WellCare common stock. If you need more space or additional schedules, attach separate sheets providing all of the required information in substantially the same form. Sign and print or type your name and include your Social Security or Employer Identification Number and the full name of the account on each additional sheet.

2. On the schedules, provide all of the requested information with respect to: (i) all of your holdings of WellCare common stock as of the beginning of trading on February 14, 2005; (ii) all of your purchases, acquisitions, and other transactions of WellCare common stock which took place at any time beginning February 14, 2005 through October 24, 2007; (iii) the number of all of your purchases, acquisitions, and other transactions of WellCare common stock which took place through and including October 25, 2007 and January 22, 2008; (iv) sales or other deliveries, including by way of exchange or otherwise which took place on or after February 14, 2005 through and including January 22, 2008, whether such purchases, acquisitions, sales or transactions resulted in a profit or a loss; and (v) proof of your holdings, if any, of WellCare common stock as of January 22, 2008. Failure to report all such transactions may result in the rejection of your claim.

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

4. Copies of broker confirmations or other documentation of your purchases, acquisitions, sales or transactions in WellCare common stock must be attached to your claim. **DO NOT SEND ORIGINALS.** Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Parties and the Claims Administrator do not independently have information about your investments in WellCare common stock. The Claims Administrator may also request additional information as needed to efficiently and reliably calculate your losses.



PART I - CLAIMANT IDENTIFICATION

Please read this PART I carefully. Please complete this PART I in its entirety. Failure to do so will result in your ineligibility to receive the notes portion of the Settlement Fund that you otherwise may be entitled to.

Beneficial Owner's Name (Name must be written exactly as it appears in your securities brokerage account). You must also complete page 4, Part I - Claimant Identification (Continued).

[Empty text box for Beneficial Owner's Name]

Account Number

[Empty text box for Account Number]

Street Address

[Empty text box for Street Address]

City

State and Zip Code

[Empty text box for City]

[Empty text box for State and Zip Code]

Foreign Province

Foreign Country

[Empty text box for Foreign Province]

[Empty text box for Foreign Country]

Social Security Number or Employer Identification Number

[Empty grid for Social Security Number or Employer Identification Number]

Area Code

Telephone Number (Daytime)

Fax Number

[Empty text box for Area Code]

[Empty text box for Telephone Number (Daytime)]

[Empty text box for Fax Number]

Area Code

Telephone Number (Evening)

[Empty text box for Area Code]

[Empty text box for Telephone Number (Evening)]

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

[Empty text box for Email Address]

Please check the appropriate box that describes your account. (You must check one):

- A. Individual / Sole Proprietor.
- B. Joint Ownership.
- C. Retirement accounts.
- D. Private or public entity.
- E. Custodianships.
- F. Under Trust agreements.
- G. Estate.
- H. Other. Please explain _____

NOTE: YOU MUST COMPLETE THE CORRESPONDING SECTION ON THE NEXT PAGE.

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 website at www.gcginc.com or you may e-mail the Claims Administrator at eClaim@gcginc.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 electronic filing department at eClaim@gcginc.com to inquire about your file and confirm it was received and acceptable.



PART I - CLAIMANT IDENTIFICATION (CONTINUED)

Please complete the appropriate section carefully. Failure to complete it in its entirety will result in the forfeiture of your rights to receive the Securities if any are distributed. You may only complete one.

Section A. Individual / Sole Proprietor. *Use of initials only (e.g. J.G. Doe) is not acceptable.*

- Individual.
 Sole Proprietor

Name:

Section B. Joint Ownership. *Please indicate the type of tenancy.*

- Joint Tenants - Jt Ten
 (includes right of survivorship – JTWROS)
 Tenants in Common - Ten Com
 Tenants by Entireties - Ten Ent

Name(s):

Section C. Retirement accounts. *Please indicate the type of retirement account.*

- IRA
 Roth IRA
 Keogh
 (Defined Benefit Plan or Defined Contribution Plan)
 Other (please describe) _____

Custodian:

Beneficiary:

Section D. Private or public entity. *Please indicate the entity type and check one box below.*

- Corporation
 Partnership
 Limited Liability Company
 Non-Profit Organization
 Foundation

Section E. Custodianships.

- UGMA
 UTMA

Custodian:

State:

Minor:

Section F. Under Trust agreements. *Please indicate the name of the trustee(s), the name of the Trust and the date of the Trust agreement in the space provide below)*

Name of trustee(s):

Name of Trust:

Date of Trust Agreement:

 / /

Section G. Estate. *Please indicate the fiduciary capacity and the name of the person or entity authorized to hold such capacity as follows. (e.g. Include the name of the deceased and the executor)*

- Executor (EX)
 Personal Representative (Per Rep)
 Administrator (Adm)
 Conservator (Cons)
 Other. Please explain _____

Fiduciary Name(s):

Estate of:



PART II - SCHEDULE OF TRANSACTIONS IN WELLCARE COMMON STOCK

- A. BEGINNING HOLDINGS:** Number of shares of WellCare common stock held at the beginning of trading on **February 14, 2005**. (Must be documented. If none, write "0" or zero):
- B. PURCHASES/ACQUISITIONS:** Purchases or other acquisitions on or after **February 14, 2005**, through and including **October 24, 2007**, of WellCare common stock: (Must be documented):

Trade Date(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)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

- C. PURCHASES/ACQUISITIONS:** Purchases or other acquisitions from **October 25, 2007**, through and including **January 22, 2008**. (Must be documented. If none, write "0" or zero):
- D. SALES:** Sales on or after **February 14, 2005**, through and including **January 22, 2008**, of WellCare common stock: (Must be documented):

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Sale Price (Excluding taxes, fees and commissions)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

- E. UNSOLD HOLDINGS:** Number of shares of WellCare common stock held at the end of trading on **January 22, 2008**: (Must be documented. If none, write "0" or zero):

If you require additional space please check the box and attach extra schedules in the same format as above. Sign and print your name and include your Social Security or employer identification number and full account name on each additional page.

**YOU ARE NOT FINISHED, PLEASE READ THE RELEASE AND SIGN ON PAGE 6 BELOW.
FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE
REJECTION OF YOUR CLAIM.**



VI. SUBMISSION TO THE JURISDICTION OF THE COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation and Agreement of Settlement (“Stipulation”) described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Middle District of Florida 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 (we) will be bound by and subject to the terms of any Final Order and Judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or acquisitions of WellCare common stock during the Class Period and know of no other Person having done so on my (our) behalf.

VII. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Settled Claims each and all of the Released Parties as those terms are defined in the accompanying Notice.
2. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Effective Date (as defined in the Stipulation) has occurred.
3. 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.
4. I (We) hereby warrant and represent that I (we) have included information about: (i) all holdings of WellCare common stock as of the beginning of trading on February 14, 2005; (ii) all purchases, acquisitions, and other transactions of WellCare common stock which took place at any time beginning February 14, 2005 through October 24, 2007; (iii) the number of all purchases, acquisitions, and other transactions of WellCare common stock which took place through and including October 25, 2007 and January 22, 2008; (iv) all sales or other deliveries, including by way of exchange or otherwise which took place on or after February 14, 2005 through and including January 22, 2008, whether such purchases, acquisitions, sales or transactions resulted in a profit or a loss; and (v) proof of holdings, if any, of WellCare common stock as of January 22, 2008.
5. I (We) hereby warrant and represent that I am (we are) not excluded from the Class as defined herein and in the Notice.

CERTIFICATION

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

1. The number shown on this form is my correct TIN or EIN; and
2. The foregoing information supplied by the undersigned is true and correct.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign.)

Executed this _____ day of _____, in _____, _____.
(Month/Year) (City) (State/Country)

(Sign your name here)

(Type or print your name here)

Date

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

REMINDER CHECKLIST

1. Please sign the Certification Section of the Proof of Claim Form and Release.
2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
3. For an overview of what constitutes adequate supporting documentation please visit www.gcginc.com/pages/cases/filing-tips.php.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim Form and Release and all documentation submitted for your records.
6. The Claims Administrator will acknowledge receipt of your Proof of Claim Form and Release by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 60 days, please call the Claims Administrator toll free at **1-888-345-0869**.
7. If you move, please send us your new address to:

**WellCare Securities Litigation
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8. **Do not use highlighter on the Proof of Claim Form and Release or supporting documentation.**

**THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN
JUNE 4, 2011 AND MUST BE MAILED TO:**

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