

**MUST BE
POSTMARKED
NO LATER THAN
NOVEMBER 23, 2013**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION
Grant Barfuss, et al, v. DGSE Companies, Inc., et al.
No. 12 Civ. 3664 (JJB)
ECF Case

DGB

PROOF OF CLAIM AND RELEASE

**YOU MUST COMPLETE THIS CLAIM FORM AND SUBMIT IT BY
NOVEMBER 23, 2013 TO BE ELIGIBLE TO SHARE IN THE SETTLEMENT.**

If you purchased or otherwise acquired common stock issued by DGSE Companies, Inc. (“DGSE”) from April 15, 2011 through and including April 17, 2012, then you may be a class member entitled to share in the settlement proceeds (“Settlement Class Member,” as further defined in the Notice) in *Grant Barfuss, et al, v. DGSE Companies, Inc., et al.*, No. 12 Civ. 3664 (N.D. Tex.) (the “Action”), pending in the United States District Court for the Northern District of Texas (the “Court”).

To be eligible for any settlement benefits, you must provide the information requested below. To submit by mail, you must complete and sign this Proof of Claim and Release form and submit it to the Claims Administrator at the following address by first class mail, postmarked no later than November 23, 2013:

Grant Barfuss v. DGSE Companies, Inc., et al.
c/o KCC Class Action Services
Claims Administrator
P.O. Box 43186
Providence, RI 02940-3186

If you do not submit your Proof of Claim and Release form by the deadline set forth above, your claim will be rejected absent a court order to the contrary, and you will not receive any money in connection with the settlement of this Action. If you are a Settlement Class Member and you do not timely and validly request exclusion in connection with the settlement, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, regardless of whether you submit a Proof of Claim and Release form.

Do not mail or deliver this form 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 Proof of Claim and Release form only to the Claims Administrator.

In completing the schedules of transactions requested in this form, separately list each purchase or acquisition and sale of DGSE common stock, as applicable. Photocopy the relevant pages if more space is needed. Be sure to include and sign your name and the last four digits of your social security number or tax ID number on any additional sheets.

All purchases or acquisitions and sales of DGSE common stock requested in this form must be documented by brokerage statements, confirmations or similar documents. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

For further information on the proposed settlement in this Action, please review the Notice of (I) Pendency of Class Action; (II) Proposed Settlement and Plan of Allocation; (III) Settlement Fairness Hearing; and (IV) Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses.

QUESTIONS? PLEASE CONTACT THE CLAIMS ADMINISTRATOR:

- **VIA EMAIL AT DGSESecuritiesLitigation@kccllc.com**
- **OR CALL 1-877-427-8568**
- **OR VISIT <http://ClassAction.kccllc.net/DGSESecuritiesLitigation>.**

Tear along perforation at left and mail all pages of this form with supporting documentation

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PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Joint Owner's Name (First, Middle, Last)

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

Address Line 1 (Number and Street or P.O. Box)

Address Line 2 (if needed)

City

State

Zip Code

Country name/abbreviation

Email

Telephone Number (Day)

Telephone Number (Evening)

Social Security Number (for individuals)

Employer Identification Number
(for estates, trusts, corporations, etc.)

OR

Check appropriate box (check only one box):

Individual/Sole Proprietor Corporation Partnership IRA Joint Owners Pension Plan

Trust Other (describe):

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the website at <http://ClassAction.kccllc.net/DGSESecuritiesLitigation> or you may email the Claims Administrator at DGSESecuritiesLitigation@kccllc.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 a report 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 report. If you do not receive this report you should contact the electronic filing department at DGSESecuritiesLitigation@kccllc.com to inquire about your file and confirm it was received and acceptable. Brokers and nominees filing electronic claims should submit those claims to: *Grant Barfuss v. DGSE Companies, Inc., et al., c/o KCC Class Action Services, Claims Administrator, P.O. Box 6177, Novato, CA 94948-6177.*

NOTE: A single Proof of Claim and Release form should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions in DGSE common stock) during the Settlement Class Period on one Proof of Claim and Release form, no matter how many accounts the transactions were made in.

PART II: SCHEDULE OF TRANSACTIONS IN DGSE COMMON STOCK

A. Number of shares of DGSE common stock held at the beginning of trading on April 15, 2011:

(If none, write "zero" or "0"; if other than zero, must be documented)

NUMBER OF SHARES

B. **PURCHASES** or acquisitions of DGSE common stock during the period from April 15, 2011 through and including February 13, 2013.¹

Identify if shares acquired pursuant to:

- (1) sale of put options;
- (2) corporate merger or acquisition;
- (3) employee shares;
- (4) cover of short position; or
- (5) exercise of call option during class period

<u>Trade Date</u> (List Chronologically) (Month/Day/Year)	<u>Number of Shares</u> <u>Purchased or</u> <u>Acquired</u>	<u>Purchase or</u> <u>Acquisition Price</u> <u>Per Share</u>	<u>Net Purchase or</u> <u>Acquisition Price</u> (Less commissions and fees)	<u>Mark "1" through "5",</u> <u>or leave blank</u> <u>if not applicable</u>
<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>

C. **SALES** of DGSE common stock during the period from April 15, 2011 through and including February 13, 2013.

<u>Trade Date (List</u> <u>Chronologically)</u> (Month/Day/Year)	<u>Number of Shares Sold</u>	<u>Sale Price Per Share</u>	<u>Net Sale Price</u> (less commissions and fees)	<u>Shares Sold Short (Y/N)</u>
<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid red;" type="text"/>
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D. Number of shares of DGSE common stock held at the close of trading on February 13, 2013:

(If none, write "zero" or "0"; if other than zero, must be documented)

NUMBER OF SHARES

¹ Only purchases made during the Settlement Class Period from April 15, 2011 through and including April 17, 2012 will be used to calculate your Recognized Loss.

E. Sales of DGSE put options sold during the period from April 15, 2011 through and including April 17, 2012.²

<u>Option Sale Date (List Chronologically) (Month/Day/Year)</u>	<u>Number of Options Sold</u>	<u>Sale Price Per Option</u>	<u>Net Sale Price (less commissions and fees)</u>	<u>Date of Assignment (Month/Day/Year)</u>

If you require additional space to list your transactions, you **must** photocopy this page and check this box . If you do not check this box, these additional pages will **not** be reviewed.

PART III: RELEASES

I/We request payment from the DGSE Defendants as provided for in the Settlement, and I/we agree to the terms set out below:

I/We hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever compromise, settle, release, resolve, relinquish, waive, discharge and dismiss each and every Released Claim (as defined below) as against all of the Released Defendant Persons (as defined below), and that I/we shall forever be enjoined from prosecuting any or all of the Released Claims against any of the Released Defendant Persons.

“Released Claims” means any and all claims, rights, demands, liabilities, or causes of action, by or on behalf of Lead Plaintiff or any other Settlement Class Members against any of the Released Defendant Persons that have been alleged or could have been alleged in the Action, (or in any forum or proceeding or otherwise), whether based on federal, state, local, statutory, or common law or any other law, rule, or regulation, whether known claims or Unknown Claims, whether class, representative, or individual in nature, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, whether at law or in equity, matured or unmatured that arise out of Lead Plaintiff’s or any other Settlement Class Member’s purchase, or acquisition of DGSE common stock during the Settlement Class Period. However, Released Claims do not include claims relating to the enforcement of the Settlement, nor do they include the claims asserted in the DGSE derivative action, *Farmer v. Oyster, et al.*, 3:12-cv-03850 (N.D. Tex.) (JJB).

“Unknown Claims” means any Released Claims which the Lead Plaintiff or any other Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Defendant Persons, and any Released Defendant Persons’ Claims which any Released Defendant Person does not know or suspect to exist in his, her, or its favor at the time of the release of the Plaintiff-Related Releasees, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiff and each of the DGSE Defendants and John Benson shall expressly waive, and each of the other Settlement Class Members and each of the other Released Defendant Persons shall be deemed to have waived, and by operation of the Judgment 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 or foreign law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiff and each of the DGSE Defendants and John Benson acknowledge, and each of the other Settlement Class Members and each of the other Released Defendant Persons shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

“Released Defendant Persons” means the Defendants, their respective present and former direct and/or indirect parents, subsidiaries, and divisions and their respective present and former members, partners, principals, officers, directors, attorneys, advisors, administrators and representatives; the predecessors, successors, estates, heirs, executors, trusts, trustees, administrators and assigns of each of them, in their capacity as such; and any firm, trust, corporation or other entity in which any Defendant has or had a controlling interest; and the Immediate Family members of the Individual Defendants.

Any capitalized terms not otherwise defined in this Proof of Claim and Release form shall have the meaning set forth in the Stipulation, a copy of which (with exhibits) may be obtained as explained in the Notice.

² For DGSE shares that were put to investors pursuant to put options sold by those investors, the purchase of DGSE shares shall be deemed to have occurred on the date that the put option was sold, rather than the date on which the stock was subsequently put to the investor pursuant to that option. The proceeds of any put option sales shall be offset against any losses from shares that were purchased as a result of the exercise of the put option.

PART IV: SIGNATURES

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

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)

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

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

Date

Print Name of Person Completing Form

Capacity of Person(s) Signing, (e.g., Beneficial Purchaser or Acquirer, Executor or Administrator)

SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number (TIN) and Certification.

NAME: _____

Check appropriate box:

- | | |
|---------------------------------------|--------------------------------------|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input type="checkbox"/> Joint Owners | <input type="checkbox"/> IRA |
| <input type="checkbox"/> Estate | <input type="checkbox"/> Other |

Enter TIN on appropriate line. 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.

SSN: ____ -- ____ -- ____ OR EIN: ____ -- ____

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 the instructions for Completing Substitute Form W-9, please make a written request to us at the address below. 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 _____, in _____.

(Signature) _____
Date

(Type or print your name here)

(Signature) _____
Date

(Type or print your name here)

Capacity of persons signing (e.g., Beneficial Owner, Executor, Administrator or Corporate Title)

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

REMINDER CHECKLIST

- 1. Please be sure to sign this Proof of Claim and Release form.
- 2. If this Proof of Claim and Release form is being made on behalf of Joint Claimants, then both must sign.
- 3. For an overview of what constitutes adequate supporting documentation, please visit <http://ClassAction.kccllc.net/DGSESecuritiesLitigation>
- 4. Remember to attach supporting documentation, if available.
- 5. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
- 6. Keep a copy of your Proof of Claim and Release form and all documentation submitted for your records.
- 7. If you desire an acknowledgment of receipt of your Proof of Claim and Release form, please send it Certified Mail, Return Receipt Requested.
- 8. If you move, please send your new address to the Claims Administrator at the address below:

Grant Barfuss v. DGSE Companies Inc., et al.
c/o KCC Class Action Services
Claims Administrator
P.O. Box 43186
Providence, RI 02940-3186
DGSESecuritiesLitigation@kccllc.com

- 9. **Do not use highlighter on the Proof of Claim and Release form or supporting documentation.**