UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

In re INTERCLOUD SYSTEMS, INC. SECURITIES LITIGATION	)	Master Docket No. 3:14-01982-PGS-DEA
	)	CLASS ACTION
This Document Relates To: ALL ACTIONS.	)	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *In re InterCloud Systems, Inc. Securities Litigation*, Master Docket No. 3:14-01982-PGS-DEA (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.

3. **YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN JANUARY 12, 2018, ADDRESSED AS FOLLOWS:**

InterCloud Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 404021
Louisville, KY 40233-4021
Online Submissions: www.InterCloudSecuritiesLitigation.com

4. If you are NOT a Member of the Class, as defined in the Notice of Proposed Settlement of Class Action ("Notice"), DO NOT submit a Proof of Claim.

5. If you are a Member of the Class and you do not timely request exclusion, you will be bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased or acquired InterCloud Systems, Inc. ("InterCloud") common stock and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired InterCloud common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser or acquirer of record ("nominee"), if different from the beneficial purchaser or acquirer of the InterCloud common stock that forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE INTERCLOUD COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

Separate Proofs of Claim should be submitted for each separate legal entity (for example, a claim by joint owners should not include the transactions of just one of the joint owners, and an individual should not submit one claim that combines his or her IRA transactions with transactions made solely in the individual's

name). Conversely, a combined Proof of Claim should be submitted on behalf of each legal entity (including an individual) that includes all transactions made by that entity, no matter how many separate accounts that entity has (for example, a corporation/individual with multiple brokerage accounts should include all transactions made in InterCloud common stock during the Class Period on one Proof of Claim, no matter in how many accounts the transactions were made).

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators and trustees or others acting in a representative capacity on behalf of a Class Member must complete and sign this claim on behalf of persons represented by them, and submit evidence of their current authority to act on behalf of that Class Member, including that your titles or capacities must be stated. The Social Security (or taxpayer 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. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in InterCloud Common Stock" to supply all required details of your transaction(s) in InterCloud common stock. 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.

On the schedules, provide all of the requested information with respect to ***all*** of your purchases or acquisitions and ***all*** of your sales of InterCloud common stock which took place during the period December 3, 2013, through and including June 25, 2014, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to ***all*** of the shares of InterCloud common stock you held at the close of trading on December 2, 2013, March 27, 2014 and June 25, 2014. Failure to report all such transactions may result in the rejection of your claim.

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

The date of covering a "short sale" is deemed to be the date of purchase of InterCloud common stock. The date of a "short sale" is deemed to be the date of sale of InterCloud common stock.

For each transaction, copies of broker confirmations or other documentation of your transactions in InterCloud common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

A purchase or sale of InterCloud common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date; please provide any "contract" or "trade" dates in your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. This is different from the online submission process that is available at www.InterCloudSecuritiesLitigation.com. If you have a large number of transactions and wish to file your claim electronically, you must contact the Claims Administrator at edata@gilardi.com to obtain the required file layout.

Official
Office
Use
Only

[redacted]

**Must Be Postmarked (if Mailed)
or Received (if Submitted Online)
No Later Than January 12, 2018**

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

In re InterCloud Systems, Inc. Securities Litigation

Master Docket No. 3:14-01982-PGS-DEA

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

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PART I: CLAIMANT IDENTIFICATION

Last Name | M.I. | First Name

Last Name (Co-Beneficial Owner) | M.I. | First Name (Co-Beneficial Owner)

◯ IRA ◯ Joint Tenancy ◯ Employee ◯ Individual ◯ Other_____ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last Four Digits of Social Security Number

or

Taxpayer Identification Number —

Telephone Number (Primary Daytime) — —

Telephone Number (Alternate) — —

Email Address

MAILING INFORMATION

Address

Address

City | State | Zip Code

Foreign Province | Foreign Postal Code | Foreign Country Name/Abbreviation

FOR CLAIMS PROCESSING ONLY	OB	CB					MM/DD/YYYY	FOR CLAIMS PROCESSING ONLY
			◯ ATP ◯ KE ◯ ICI	◯ BE ◯ DR ◯ EM	◯ FL ◯ ME ◯ ND	◯ OP ◯ RE ◯ SH		

PART II. SCHEDULE OF TRANSACTIONS IN INTERCLOUD COMMON STOCK

A. Number of shares of InterCloud common stock held at the close of trading on December 2, 2013: _____ Proof Enclosed? ◯ Y ◯ N

B. Purchases or acquisitions of InterCloud common stock (December 3, 2013 – June 25, 2014, inclusive):

PURCHASES

	Trade Date(s) of Shares (List Chronologically)	Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Purchase Enclosed?
1.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N
2.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N
3.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N
4.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N
5.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N

IMPORTANT: (i) If any purchase listed covered a "short sale," please mark Yes: ◯ Yes

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:

M M / D D / Y Y Y Y Merger Shares: _____ Company: _____

C. Sales of InterCloud common stock (December 3, 2013 – June 25, 2014, inclusive):

SALES

	Trade Date(s) of Shares (List Chronologically)	Number of Shares Sold	Total Sales Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Sales Enclosed?
1.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N
2.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N
3.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N
4.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N
5.	M M / D D / Y Y Y Y		$ _____ .00	◯ Y ◯ N

D. Number of shares of InterCloud common stock held at the close of trading on March 27, 2014: _____ Proof Enclosed? ◯ Y ◯ N

E. Number of shares of InterCloud common stock held at the close of trading on June 25, 2014: _____ Proof Enclosed? ◯ Y ◯ N

If you require additional space, attach extra schedules in the same format as above.
Sign and print your name on each additional page and fill this circle: ◯

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

On behalf of myself (ourselves) and each of my (our) heirs, agents, executors, trustees, administrators, predecessors, successors and assigns, I (we) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of New Jersey 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 Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other InterCloud securities) if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales of InterCloud common stock during the Class Period and know of no other person having done so on my (our) behalf.

V. RELEASE

1. Upon the Effective Date of the Settlement, I (we) acknowledge full and complete satisfaction of, and fully, finally and forever settle, release and discharge from the Released Claims each and all of the "Released Persons," defined as each and all of the Defendants and their Related Parties. "Related Parties" means each of a Defendant's respective former, present or future parents, subsidiaries, divisions and affiliates and the respective present and former employees, members, partners, principals, officers, directors, controlling shareholders, attorneys, advisors, accountants, auditors, and insurers and reinsurers of each of them; and the predecessors, successors, estates, spouses, heirs, executors, trusts, trustees, administrators, agents, legal or personal representatives and assigns of each of them, in their capacity as such.

2. "Released Claims" means any and all claims, rights, duties, controversies, obligations, demands, actions, debts, sums of money, suits, contracts, agreements, promises, damages, losses, judgments, liabilities, allegations, arguments and causes of action of every nature and description, whether known or unknown, whether arising under federal, state, local, common, statutory, administrative, or foreign law, or any other law, rule or regulation, at law or in equity, whether class or individual in nature, whether fixed or contingent, whether accrued or unaccrued, whether liquidated or unliquidated, whether matured or unmatured, which arise out of or relate in any way to both: (i) the purchase or acquisition of shares of InterCloud publicly traded common stock during the Class Period, and (ii) the acts, facts, statements, or omissions that were or could have been alleged by Lead Plaintiff or any Class Member in the Litigation. For the avoidance of doubt, Released Claims does not include claims brought in the following derivative actions: *Wasseem Hamdan v. Mark Munro, et al.*, Case No. 3:16-cv-03706 (D.N.J.); *John Scrutchens v. Mark E. Munro, et al.*, Case No. 3:16-cv-04207 (D.N.J.); and *Michael E. Sloan v. Mark Munro, et al.*, Case No. 11878 (Delaware Chancery Court). "Released Claims" does not include claims to enforce the Settlement. "Released Claims" includes "Unknown Claims" as defined below.

3. "Unknown Claims" means any and all Released Claims which Lead Plaintiff, Lead Plaintiff's Counsel or any Class Members do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons, any and all Released Defendants' Claims that the Released Persons do not know or suspect to exist in his, her, or its favor at the time of the release of the Lead Plaintiff, Lead Plaintiff's Counsel, or any Class Member, which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Persons, Lead Plaintiff, Lead Plaintiff's Counsel, or Class Members, or might have affected his, her, or its decision(s) with respect to the Settlement, including, but not limited to, whether or not to object to this Settlement or to the release of the Released Persons, Lead Plaintiff, Lead Plaintiff's Counsel, or Class Members. With respect to any and all Released Claims and Released Defendants' Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive and each of the Settling Parties shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights, and benefits of 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.**

The Settling Parties shall expressly waive and each of the Class Members shall be deemed to have, 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, which is similar, comparable or equivalent to California Civil Code §1542. The Settling Parties acknowledge that they may hereafter discover facts in addition to or different from those which he, she, it or their counsel now knows or believes to be true with respect to the subject matter of the Released Claims or Released Defendants' Claims, but the Settling Parties shall expressly settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims and Released Defendants' Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Settling Parties acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and is a key element of the Settlement of which this release is a part.

4. 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.

5. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in InterCloud common stock which are the subject of this claim, which occurred during the Class Period, as well as the opening and closing positions in such securities held by me (us) on the dates requested in this Proof of Claim.

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this_____ day of _____ in _____
(Month/Year) (City/State/Country)

_____	_____
(Sign your name here)	(Sign your name here)
_____	_____
(Type or print your name here)	(Type or print your name here)
_____	_____
(Capacity of person(s) signing, *e.g.*, Beneficial Purchaser or Acquirer, Executor or Administrator)	(Capacity of person(s) signing, *e.g.*, Beneficial Purchaser or Acquirer, Executor or Administrator)

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

Reminder Checklist:

1. Please sign the above release and acknowledgment.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your Proof of Claim and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your Proof of Claim please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

THIS PROOF OF CLAIM MUST BE POSTMARKED (IF MAILED) OR RECEIVED (IF SUBMITTED ONLINE) NO LATER THAN JANUARY 12, 2018, ADDRESSED AS FOLLOWS:

InterCloud Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 404021
Louisville, KY 40233-4021
www.InterCloudSecuritiesLitigation.com