

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE COMPUTER ASSOCIATES CLASS ACTION : 98-CV-4839 (TCP)
SECURITIES LITIGATION :

IN RE COMPUTER ASSOCIATES 2002 CLASS : 02-CV-1226 (TCP)
ACTION SECURITIES LITIGATION :

PROOF OF CLAIM AND RELEASE

DEADLINE FOR SUBMISSION: DECEMBER 31, 2003.

IF YOU PURCHASED OR TRANSACTED IN COMMON STOCK OF COMPUTER ASSOCIATES INTERNATIONAL, INC. ("CA") OR CA COMMON STOCK OPTIONS DURING THE PERIOD JANUARY 20, 1998 THROUGH FEBRUARY 25, 2002, INCLUSIVE ("SETTLEMENT CLASS PERIOD"), AND YOU SUSTAINED DAMAGES AS A RESULT OF SUCH TRANSACTIONS YOU ARE A "SETTLEMENT CLASS MEMBER" AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS. (EXCLUDED FROM THE SETTLEMENT CLASS ARE THE DEFENDANTS, MEMBERS OF THEIR IMMEDIATE FAMILIES, THEIR OFFICERS, DIRECTORS, AFFILIATES, LEGAL REPRESENTATIVES, HEIRS, PREDECESSORS, SUCCESSORS AND ASSIGNS, AND ANY ENTITY IN WHICH ANY OF THE DEFENDANTS HAS A CONTROLLING INTEREST OR OF WHICH ANY OF THE DEFENDANTS IS A PARENT OR SUBSIDIARY. ALSO EXCLUDED FROM THE SETTLEMENT CLASS ARE THOSE PERSONS OR ENTITIES WHO PREVIOUSLY ELECTED TO EXCLUDE THEMSELVES FROM THE CLASS IN CONNECTION WITH THIS LITIGATION, UNLESS THEY SUBMIT A REQUEST FOR INCLUSION BY DECEMBER 31, 2003).

IF YOU ARE A SETTLEMENT CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN DECEMBER 31, 2003 TO THE FOLLOWING ADDRESS:

In re Computer Associates Securities Litigation
c/o Gilardi & Co, LLC
Claims Administrator
Post Office Box 808055
Petaluma, CA 94975-8055

YOUR FAILURE TO SUBMIT YOUR CLAIM BY DECEMBER 31, 2003 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY COMPENSATION IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION. DO NOT MAIL OR DELIVER YOUR CLAIM 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 CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

1. I purchased or transacted in common stock of Computer Associates International, Inc. ("CA") or CA common stock options during the period January 20, 1998 through February 25, 2002, inclusive, and sustained damages as a result of such transactions. (Do not submit this Proof of Claim if you did not purchase or transact in CA common stock or CA common stock options during this period).

2. By submitting this Proof of Claim, I state that I believe in good faith that I am a Settlement Class Member as defined above and in the Joint Notice of Pendency of Class Actions and Derivative Actions, Hearing on Proposed Settlement and Attorneys' Fee Petition and Right to Share in Settlement Proceeds (the "Settlement Notice"), or am acting for such person; that I am not a Defendant in the above-captioned actions or anyone excluded from the Settlement Class; that I have read and understand the Settlement Notice; that I believe that I am entitled to receive a share of the Net Settlement Shares; that I elect to participate in the proposed Settlement described in the Settlement Notice; and that I have not now or previously filed a request for exclusion (or if I did previously submit a request for exclusion, I have timely and properly submitted a request to be included in the Settlement Class). (If you are acting in a representative capacity on behalf of a Settlement Class Member (e.g., as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Settlement Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I have set forth where requested below all relevant information with respect to each purchase of or transaction in CA common stock or CA common stock options during the Settlement Class Period, and each sale, if any, of such securities. I agree to furnish additional information (including transactions in other CA securities) to the Claims Administrator to support this claim if requested to do so.

4. I have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, relevant portions of my tax returns or other documents evidencing each purchase, sale or retention of CA common stock or CA common stock options listed below in support of my claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE PROMPTLY OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)

5. I understand that 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 I agree 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 the subject securities such as options.)

6. Upon the occurrence of the Effective Date (as defined in the Settlement Notice) my signature hereto will constitute a full and complete release, remise and discharge by me or, if I am submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by my, its, his, her or their heirs, executors, administrators, successors, and assigns of each of the "Released Parties" of all "Settled Claims," as defined in the Settlement Notice.

* * *

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. All Claimants **MUST** submit a manually signed paper Proof of Claim form listing all their transactions whether or not they also submit electronic copies. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written or email acknowledgment of receipt and acceptance of electronically submitted data.

Official
Office
Use
Only

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

Must be Postmarked
No Later Than:
December 31, 2003

In re Computer Associates Securities Litigation
Master File No. 98-CV-4839 (TCP),
Master File No. 02-CV-1226 (TCP)

CMS2

PROOF OF CLAIM AND RELEASE

Please Print in the Boxes Below

Do Not Use Red Ink Or Pencil

7. STATEMENT OF CLAIM

Last Name (Beneficial Owner)

First Name (Beneficial Owner)

Last Name (Co-Beneficial Owner)

First Name (Co-Beneficial Owner)

Company/Beneficial Owner (If Claimant is Not an Individual)

Trustee/Custodian/Nominee

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

Trust/Pension Date

Social Security Number

Taxpayer Identification Number

or

Telephone Number (Day)

Telephone Number (Evening)

Email Address

MAILING INFORMATION

Address

Address

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country Abbreviation

For Claims
Processing only

PC LS BC1 DEF LATE

FOR CA COMMON STOCK (CONT.):

11. I made the following sales of CA common stock during the period **January 20, 1998** through **February 25, 2002**, inclusive:

SALES				Amount Received	Proof of Sale
Trade Date(s) of Sale (List Chronologically)			Number of Shares of Common Stock Sold	To Nearest Whole Dollar (Net of Commissions, etc.)	Enclosed?
MM	DD	YYYY			
1.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
4.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
5.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

12. I made the following sales of CA common stock during the period **February 26, 2002** through **May 28, 2002**, inclusive:

SALES				Amount Received	Proof of Sale
Trade Date(s) of Sale (List Chronologically)			Number of Shares of Common Stock Sold	To Nearest Whole Dollar (Net of Commissions, etc.)	Enclosed?
MM	DD	YYYY			
1.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
4.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
5.	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

13. At the close of business on **May 28, 2002**, I still owned shares of CA common stock. Proof of Holding Enclosed? Y
 N

If you require additional space, attach copies of this page as necessary. Sign and print your name on each additional page.

FOR CALL OPTIONS ON CA COMMON STOCK:

14. At the close of business on January 19, 1998, I owned the following call options on CA common stock:

Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)
_____	\$ _____	_____/_____/_____

15. I made the following purchases of call options on CA common stock during the period January 20, 1998 through February 25, 2002, inclusive:

	Date of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Strike Price and Expiration Date (Month/Day/Year)	Aggregate Cost (including commissions, taxes, and fees)	Proof Enclosed?	
					Yes	No
1.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
2.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
3.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
4.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
5.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>

16. I made the following sales of call options on CA common stock during the period January 20, 1998 through February 25, 2002, inclusive:

	Date of Sale (List Chronologically) (Month/Day/Year)	Number of Contracts	Strike Price and Expiration Date (Month/Day/Year)	Amount Received (net of commissions, taxes, and fees)	Proof Enclosed?	
					Yes	No
1.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
2.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
3.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
4.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
5.	_____/_____/_____	_____	_____/_____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>

17. I exercised the following call options on CA common stock during the period January 20, 1998 through February 25, 2002, inclusive:

	Date of Exercise (Month/Day/Year)	Strike Price and Expiration Date (Month/Day/Year)	Number of Contracts Exercised	Number of Shares Purchased	Proof Enclosed?	
					Yes	No
1.	_____/_____/_____	_____/_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
2.	_____/_____/_____	_____/_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
3.	_____/_____/_____	_____/_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
4.	_____/_____/_____	_____/_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
5.	_____/_____/_____	_____/_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>

18. At the close of business on February 25, 2002, I still owned the following call options on CA common stock:

Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)
_____	\$ _____	_____/_____/_____

FOR PUT OPTIONS ON CA COMMON STOCK:

19. At the close of business on January 19, 1998, I was obligated on the following put options on CA common stock:

Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)
_____	\$ _____	____/____/____

20. I wrote (sold) put options on CA common stock during the period January 20, 1998 through February 25, 2002, inclusive as follows:

Date of Writing/Sale (List Chronologically) (Month/Day/Year)	Number of Contracts	Strike Price and Expiration Date (Month/Day/Year)	Amount Received (net of commissions, taxes, and fees)	Proof Enclosed?	
				Yes	No
1. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
2. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
3. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
4. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
5. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>

21. I made the following re-purchases of put options on CA common stock during the period January 20, 1998 through February 25, 2002, inclusive:

Date of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Strike Price and Expiration Date (Month/Day/Year)	Aggregate Cost (including commissions, taxes, and fees)	Proof Enclosed?	
				Yes	No
1. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
2. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
3. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
4. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
5. ____/____/____	_____	____/____/____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>

22. The following put options on CA common stock which I wrote (sold) during the period January 20, 1998 through February 25, 2002, inclusive were exercised by the holders thereof and assigned to me. (Include exercises occurring after February 25, 2002)

Date of Exercise (Month/Day/Year)	Strike Price and Expiration Date (Month/Day/Year)	Number of Contracts Exercised	Number of Shares Purchased	Proof Enclosed?	
				Yes	No
1. ____/____/____	____/____/____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
2. ____/____/____	____/____/____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
3. ____/____/____	____/____/____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
4. ____/____/____	____/____/____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
5. ____/____/____	____/____/____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>

23. At the close of business on February 25, 2002, I was obligated on the following put options on CA common stock:

Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)
_____	\$ _____	____/____/____

24. Substitute Form W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Check appropriate box:

- Individual IRA Account Estate Corporation Trustee/Custodian Other (specify) _____

Social Security Number

			-				
--	--	--	---	--	--	--	--

(for individuals)

or

Taxpayer Identification Number

		-							
--	--	---	--	--	--	--	--	--	--

(for estates, trusts, corporations, etc.)

25. Certification

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 I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION 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)

(Signature)

(Signature)

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

Date

Proof of Authority to File Enclosed? Yes No
(See Proof of Claim Instruction 2)

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN DECEMBER 31, 2003, AND MUST BE MAILED TO:

In re Computer Associates Securities Litigation
c/o Gilardi & Co. LLC
Claims Administrator
Post Office Box 808055
Petaluma, CA 94975-8055

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by December 31, 2003, and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

If you wish to be assured that your Proof of Claim is actually received by the Claims Administrator, then you should send it by Certified Mail, Return Receipt Requested. No acknowledgment will be made as to the receipt of claim forms. You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.