

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

In re BUCA, INC. SECURITIES LITIGATION

Civil Action No. 05-1762 DWF/AJB

**NOTICE OF CLASS ACTION DETERMINATION,
PROPOSED SETTLEMENT AND HEARING ON SETTLEMENT**

TO: All persons who purchased the common stock of BUCA, Inc. ("BUCA") from February 6, 2001 through March 11, 2005, inclusive (the "Class Period").

A federal court authorized this Notice. This is not a solicitation from a lawyer.

THIS NOTICE AFFECTS YOUR LEGAL RIGHTS. PLEASE READ IT CAREFULLY.

YOU MAY WISH TO CONSULT YOUR ATTORNEY CONCERNING THIS NOTICE. NO CLAIM IS BEING MADE AGAINST YOU.

CLASS ACTION SETTLEMENT SUMMARY

Lead Plaintiffs, acting in behalf of a proposed class of persons who purchased BUCA common stock, as more fully described below (the "Class"), have reached a proposed settlement in this class action litigation. On May 28, 2008, Judge Donovan W. Frank of the United States District Court for the District of Minnesota (the "District Court") preliminarily approved the proposed settlement and ordered that this Notice be sent to potential members of the Class.

Composition of the Class: The Class is comprised of all persons who purchased shares of BUCA common stock during the Class Period, except for certain persons excluded from the Class, as described below.

Amount of the Settlement: The Defendants will cause their insurers to pay \$1,600,000 in cash. This amount will be paid into a separate account within seven business days of the Court's preliminary approval of this proposed Settlement and will earn interest for the benefit of the Class. Each Class Member's recovery depends on the amount and timing of their purchases and sales of BUCA Common Stock during the Class Period and upon the claims of other Class Members under this settlement.

The Lawsuit: The Settlement resolves class action litigation over whether BUCA and certain of its former executives issued materially false and misleading statements and concealed material adverse facts relating to BUCA's financial condition. See Question 2 below for more information.

Attorneys' Fees and Expenses: Class Counsel have litigated this lawsuit on behalf of the Class on a contingent basis and have conducted this litigation and advanced the expenses of litigation with the expectation that, if they were successful in recovering money for the Class, they would receive fees and be reimbursed for their expenses from the Settlement Fund that would be created by any payment by the Defendants at the conclusion of this lawsuit, as is customary in this type of litigation. Class Counsel will apply to the District Court for attorneys' fees not to exceed 30% of the Settlement Fund and reimbursement of out-of-pocket expenses not expected to exceed \$100,000, plus interest on both amounts, all to be paid from the Settlement Fund. If the above amounts are approved by the District Court, the requested fees and expenses would amount to an average of approximately \$0.03 per share of BUCA common stock outstanding as of the last day of the Class Period. The cost of administering this settlement will also be paid out of the Settlement Fund.

Deadlines:

Submit Claim: Received or Postmarked on or before November 14, 2008

Request Exclusion: Received or Postmarked on or before September 8, 2008

File Objection: Postmarked not later than September 8, 2008

District Court Hearing on Fairness of Settlement: October 15, 2008

Contacts for More Information:

Claims Administrator:

In re BUCA, Inc. Securities Litigation
c/o Complete Claim Solutions, LLC
P.O. Box 24632
West Palm Beach, FL 33416
Toll-Free Telephone: 1-877-465-1951

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Statement of Recovery

Lead Plaintiffs do not know for certain the number of BUCA shares that will be entitled to a recovery if this settlement is approved; shares not purchased during the Class Period or on whose behalf a claim is not filed will not be entitled to any payment. Lead Plaintiffs believe, however, that there were approximately 20,200,000 shares outstanding at the end of the Class Period. If each of these shares were entitled to a recovery under this settlement the average per share recovery would be approximately \$0.08. This estimate does not take into account any deduction of attorneys' fees, costs, and expenses, as approved by the District Court. A Class Member's actual recovery will depend on: (1) the number of claims filed; (2) when Class Members purchased their BUCA common stock; (3) whether Class Members sold their BUCA common stock during the Class Period, or held this stock past the end of the Class Period; (4) administrative costs, including the cost administering this settlement; and (5) the amount awarded by the District Court for attorneys' fees, costs, and expenses. Distributions to Class Members will be made based on the proposed Plan of Distribution set forth at Question 10 below, or as otherwise ordered by the Court.

The Circumstances of the Settlement

Class Counsel, acting on behalf of the Lead Plaintiffs and the Class, agreed to this Settlement because they believe it is in the best interests of the Class. Specifically, they believe that the settlement is fair, reasonable and adequate, given the significant risk that no recovery will be achieved if this lawsuit is litigated to a conclusion and the likelihood that, even if this lawsuit were to end with a final judgment in favor of the plaintiff Class, this would probably not occur for several years, following a trial and subsequent appeals.

The parties continue to disagree on a number of key issues, including: (1) the method for determining whether BUCA common stock traded at artificially inflated prices during the Class Period; (2) the amount of any such inflation; (3) the extent that various facts alleged by Lead Plaintiffs affected the trading price of BUCA common stock during the Class Period; and (4) whether the Defendants acted recklessly or with intent to deceive and are liable under the federal securities laws.

The District Court dismissed this lawsuit in August 2007, and the Lead Plaintiffs appealed. While Class Counsel believe that their claims are meritorious and that the District Court's August 2007 decision to dismiss this lawsuit would be reversed on appeal, they recognize that success against the Defendants is not assured. Even if the Lead Plaintiffs were successful in their appeal, the claims advanced by the Class involve numerous complex legal and factual issues, which would require extensive expert testimony and would add considerably to the cost and duration of this lawsuit. Even if Lead Plaintiffs ultimately prevail at trial there is no assurance that a jury would award damages greater than the amount provided for in this settlement.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM	The only way to receive a payment from the Settlement Fund.
EXCLUDE YOURSELF	Receive no payment from the Settlement Fund. This is the only option that may allow you to participate in another lawsuit against the Defendants and certain other persons concerning the Settled Claims.
OBJECT	You may write to the District Court if you do not like this settlement, the Plan of Distribution, or Class Counsel's request for attorneys' fees and expenses.
GO TO A HEARING	You may ask to speak in court about the fairness of the settlement.
DO NOTHING	Receive no payment from the Settlement Fund. Give up rights.

- These rights and options - ***and the deadlines to exercise them*** - are explained in this Notice.
- The District Court must decide whether to approve the settlement, the proposed Plan of Distribution, and Class Counsel's request for fees and expenses. Payments will be made to the Class if the District Court approves the settlement and, if there are any appeals, after they are resolved. Please be patient.

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BASIC INFORMATION

1. Why Did I Receive This Notice?

You or someone in your family may have purchased the common stock of BUCA during the Class Period, which is from February 6, 2001 through March 11, 2005, inclusive.

This notice explains the lawsuit, the proposed settlement, your legal rights, what benefits are available, who is eligible for them, and how to receive them.

2. What Is This Lawsuit About?

In August and September 2005, three class action lawsuits were commenced against BUCA, and against three former officers of BUCA, Joseph Micatrotto, Greg Gadel, and Pete Mihaljov (the "Individual Defendants"), in the United States District Court for the District of Minnesota. These lawsuits were consolidated under the caption "In re BUCA, Inc. Securities Litigation" and the District Court appointed the Lead Plaintiffs and Class Counsel. The Lead Plaintiffs filed a Consolidated Amended Complaint on January 11, 2006. This complaint alleged that the Defendants had made false and misleading statements to investors, in violation of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. The Defendants moved to dismiss, and, on October 16, 2006, after briefing by the parties, the District Court granted the Defendants' motions and dismissed the complaint without prejudice. On December 18, 2006 the Lead Plaintiffs filed a Second Amended Consolidated Class Action Complaint which provided the Court with additional information on what the Lead Plaintiffs alleged was Defendants' wrongful conduct. The Defendants again moved to dismiss, and, on August 30, 2007, after briefing by the parties, the District Court granted the Defendants' motions and dismissed the Second Amended Consolidated Class Action Complaint with prejudice. The District Court entered final judgment in favor of the Defendants on August 31, 2007. The Lead Plaintiffs then appealed to the United States Court of Appeals for the Eighth Circuit.

On March 20, 2008, while this appeal was pending, and after the Lead Plaintiffs had filed their opening brief, the parties, with the assistance of a mediator, reached final agreement on this proposed settlement. Before reaching agreement each side obtained a preliminary expert report on damages. At the request of the parties the Court of Appeals returned the lawsuit to the District Court so that the District Court can determine whether this settlement should be approved.

3. Why Is This Lawsuit A Class Action?

In a class action, one or more people called class representatives sue on behalf of individuals and entities who have similar claims. All of these individuals and entities who have similar claims are referred to collectively as a Class, or individually as Class Members. One court resolves the issues for all Class Members, except for those who exclude themselves from the Class. Judge Donovan W. Frank of the District Court is in charge of this lawsuit. Judge Frank has certified a Class for settlement purposes only.

4. Why Is There A Settlement?

To avoid the cost and risks of further litigation, both sides agreed to a settlement. As explained above, the Lead Plaintiffs and their attorneys believe the settlement is best for all Class Members. The Defendants are not admitting that they did anything wrong by entering into this settlement.

WHO IS IN THE SETTLEMENT

To see if you will receive money from this settlement, you first have to determine if you are a Class Member.

5. How Do I Know If I Am Part Of The Settlement?

The Class includes: all those who purchased BUCA common stock during the Class Period (February 6, 2001 through March 11, 2005, inclusive) except for those persons and entities that are excluded, as described in Question 6, below.

6. Who Is Excluded?

The following persons and entities are excluded from the Class: (a) any person who files a valid and timely request for exclusion from the Class, as discussed below; (b) the Defendants in this case; (c) John Motschenbacher and Daniel P. Skrypek (who are former employees of BUCA); (d) any member of the immediate family of any Individual Defendant, or of John Motschenbacher or Daniel P. Skrypek; (e) any entity in which any Defendant in this case, or John Motschenbacher or Daniel P. Skrypek, has a controlling interest; and (f) any legal representative, heir, successor, predecessor in interest, or assign of any Defendant, or of John Motschenbacher or Daniel P. Skrypek.

You can be a Class Member only if you purchased BUCA common stock during the Class Period. If you sold BUCA common stock during that period, or acquired BUCA common stock by some means other than purchase, that alone does not make you a Class Member.

If one of your mutual funds purchased BUCA common stock, that alone does not make you a Class Member.

7. What If I Am Still Not Sure If I Am Included?

If you are still not sure whether you are included, you can ask for free help. You can call the Claims Administrator, Complete Claim Solutions at 1-877-465-1951, for more information. Or you can fill out and return the claim form described in Question 11, to see if you qualify.

THE SETTLEMENT BENEFITS - WHAT YOU RECEIVE

8. What Does The Settlement Provide?

Defendants have agreed to cause their insurers to create a \$1,600,000 cash Settlement Fund. This amount will be paid into a separate account within seven business days of the Court's preliminary approval of this proposed settlement and will earn interest for the benefit of the Class. The balance of this fund (including interest earned), after payment of Court-approved attorneys' fees and expenses, including the costs of administering this settlement, such as the printing and mailing of this Notice and the cost of publishing notice, will be divided among all Class Members who submit timely and valid claim forms.

9. What Rights Do Class Members Give Up In The Settlement?

Class Members who do not opt out of the Class give up any right they may have to file a lawsuit with respect to any "Settled Claims." Settled Claims are any and all claims, actions, causes of action, rights or liabilities, whether arising out of state or federal law, including Unknown Claims, of any Class Member, which exist or may exist against any of the Settling Defendants and their respective past and present parent, subsidiary, and affiliated corporations and entities, the predecessors and successors in interest of any of them, and all of their respective past and present officers, directors, employees, agents, partners, representatives, spouses, heirs, executors, administrators, attorneys, and assigns, and the Insurers, by reason of any matter, event, cause or thing whatsoever arising out of, relating to, or in any way connected with: (a) the purchase or sale of any BUCA Securities during the Class Period; or (b) any facts, circumstances, transactions, events, occurrences, acts, omissions or failures to act that were alleged in the Action and that relate to a Class Member's decision to purchase, sell, or hold BUCA Securities.

PLAN OF DISTRIBUTION OF NET SETTLEMENT FUND AMONG CLASS MEMBERS

10. How Will My Payment Be Determined?

The following proposed Plan of Distribution reflects the proposition that the price of BUCA common stock was artificially inflated throughout the entire Class Period. The Plan of Distribution is not a formalized damage study, but rather a methodology that takes into account price drops that accompanied what Lead Plaintiffs contend were disclosures of misconduct by the Defendants, related to the allegations in this lawsuit, which occurred during and at the end of the Class Period. The proposed Plan of Distribution provides for distribution of the Settlement Fund to the Class Members, after deductions for fees and expenses (the "Net Settlement Fund") as follows:

Each person claiming to be an Authorized Claimant must submit a separate Proof of Claim and Release form ("Proof of Claim") signed under penalty of perjury and supported by such documents as specified in the Proof of Claim as are reasonably available to the Authorized Claimant. A Proof of Claim accompanies this notice. If you are entitled to a payment, your share of the Net Settlement Fund will depend on the number of valid claim forms that Class Members submit, the number of shares of BUCA common stock you purchased, and when you bought or sold your BUCA common stock. By following the Plan of Distribution described herein, you can calculate your "Recognized Loss."

All Proofs of Claim must be postmarked or received on or before November 14, 2008, addressed as follows:

In re BUCA, Inc. Securities Litigation
c/o Complete Claim Solutions, LLC
Claims Administrator
P.O. Box 24632
West Palm Beach, FL 33416
Toll-Free: 1-877-465-1951

A "Recognized Loss" will be calculated for each purchase of BUCA common stock during the Class Period for which adequate documentation is provided. The amount of Recognized Loss per share will depend on when the BUCA shares were purchased and when such shares were sold. Documentation of all purchases and sales must be submitted. Class Counsel's damages expert determined, based on public disclosures during the Class Period, that there were three partial corrective disclosures during the Class Period where information was disclosed that reduced the level of artificial inflation in BUCA's stock price. The schedule below reflects the effect of those partial corrective disclosures, which reduced damages later in the Class Period. Shares purchased and sold prior to any corrective disclosure have not, according to this analysis, sustained any damages, and accordingly do not have a Recognized Loss.

The Recognized Loss is the amount that will be used by the Claims Administrator in determining each Class Member's share of the Net Settlement Fund. The Recognized Loss is NOT the amount Class Members can expect to receive on their claim. Because it is anticipated that the aggregate Recognized Loss for all Class Members who submit claims will far exceed the Net Settlement Fund, the amount Class Members can expect to receive from the Net Settlement Fund is expected to be substantially less than each Class Member's Recognized Loss.

The Recognized Loss for each share of BUCA common stock purchased during the Class Period shall be as follows:

- a. For shares purchased on or after February 6, 2001 through July 16, 2002 and;
 - i sold on or after March 12, 2005, the Recognized Loss shall be \$7.39 per share;
 - ii sold on or after May 11, 2004 through March 11, 2005, the Recognized Loss shall be \$6.85 per share;
 - iii sold on or after October 24, 2002 through May 10, 2004, the Recognized Loss shall be \$6.19 per share;
 - iv sold on or after July 17, 2002 through October 23, 2002, the Recognized Loss shall be \$4.21 per share;
 - v shares purchased and sold on or after February 6, 2001 through July 16, 2002 have no Recognized Loss.
- b. For shares purchased on or after July 17, 2002 through October 23, 2002 and;
 - i sold on or after March 12, 2005, the Recognized Loss shall be \$3.18 per share;
 - ii sold on or after May 11, 2004 through March 11, 2005, the Recognized Loss shall be \$2.64 per share;
 - iii sold on or after October 24, 2002 through May 10, 2004, the Recognized Loss shall be \$1.98 per share;
 - iv shares purchased and sold on or after July 17, 2002 through October 23, 2002 have no Recognized Loss.
- c. For shares purchased from October 24, 2002 on or after May 10, 2004 and;
 - i sold on or after March 12, 2005, the Recognized Loss shall be \$1.20 per share;
 - ii sold on or after May 11, 2004 through March 11, 2005, the Recognized Loss shall be \$0.66 per share;
 - iii shares purchased and sold on or after October 24, 2002 through May 10, 2004 have no Recognized Loss.
- d. Shares purchased on or after May 11, 2004 through March 11, 2005 and;
 - i sold on or after March 12, 2005, the Recognized Loss shall be \$0.54 per share;
 - ii shares purchased and sold on or after May 11, 2004 through March 11, 2005 have no Recognized Loss.

Shares retained after March 11, 2005 shall be deemed to have been sold on March 14, 2005, the first trading day after the end of the Class Period.

For Class Members who held BUCA common stock before the Class Period or made multiple purchases or sales during the Class Period, the first-in, first-out ("FIFO") method will be applied to such holdings, purchases and sales for purposes of calculating a Recognized Claim. Under the FIFO method, each sale of BUCA common stock during the Class Period will first be matched, in chronological order, against any BUCA common stock held at the beginning of the Class Period. Such holdings and sales will be included in the calculation of a Recognized Claim as described above. The remaining sales of BUCA common stock during the Class Period will then be matched, in chronological order, against purchases of such BUCA common stock during the Class Period.

A purchase or sale of BUCA common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date.

The receipt or grant by gift, devise or operation of law of BUCA common stock during the Class Period shall not be deemed a purchase, acquisition, disposition, or sale of BUCA common stock for the calculation of any Recognized Claim.

Each Authorized Claimant shall be allocated a pro rata share of the Net Settlement Fund based on his, her or its Recognized Claim compared to the Total Recognized Claims of all Authorized Claimants. Each Authorized Claimant shall be paid an amount determined by multiplying the Net Settlement Fund by a fraction the numerator of which shall be his, her, or its "Recognized Claim" and the denominator of which shall be the Total Recognized Claims of all Authorized Claimants.

"Short" sales of BUCA common stock shall not be recognized for any amount of loss on any cover, purchase or closing transaction, and there will be no Recognized Loss for any such covering purchase or closing transaction.

Sales or purchases of options to purchase or sell BUCA common stock and sales or purchases of BUCA common stock resulting from the exercise of such options will have no Recognized Loss.

Class Members who do not file Proofs of Claim in the manner specified in this Notice will not receive any payment, but will nevertheless be bound by the settlement and the Final Judgment dismissing this lawsuit.

Those who purchased and sold within the time periods above that have no Recognized Loss may have sustained a market loss on the sale of such shares. However, in consultation with damages experts, Class Counsel have determined that such loss appears to be attributable to market or other factors unrelated to the claims brought in this lawsuit. Such losses are not compensable under the federal securities laws.

HOW YOU MAY RECEIVE A PAYMENT - SUBMITTING A CLAIM FORM

11. If I Am Entitled To A Payment, How Will I Receive It?

To qualify for payment, you must be an eligible Class Member and you must submit a Proof of Claim. A Proof of Claim is enclosed with this Notice. Read the instructions carefully, fill out the Proof of Claim, include all the documents the form requests, sign it, and mail it in an envelope received or postmarked on or before November 14, 2008 to the Claims Administrator at the address indicated in Question 10. Retain a copy of everything you mail.

12. When Will I Receive My Payment?

The District Court will hold a hearing on October 15, 2008, on whether to approve the settlement. If the District Court approves the settlement, there may be appeals. Resolving appeals can take time, perhaps several years. In addition, the Claims Administrator must process all of the Proof of Claim forms. The processing is complicated and will take months. Please be patient.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this settlement, but you want to keep any rights you may have to sue or continue to sue the Defendants on your own for claims being released in this settlement, you must take steps to exclude yourself from the settlement. This is referred to as opting out of the Class.

13. How Do I Exclude Myself From The Settlement?

To exclude yourself from the settlement, you must send a letter by mail stating that you want to be excluded from this settlement. You must include your name, address, telephone number, your signature, and information concerning your purchase(s), acquisition(s) and sale(s) of BUCA common stock during the Class Period, including the number of shares and the dates of each purchase, acquisition and sale. You must mail your exclusion request, received or postmarked on or before September 8, 2008, to the Claims Administrator at the address indicated in Question 10.

You cannot exclude yourself over the phone or by e-mail. If you ask to be excluded from the settlement, you are not eligible to receive any payment from the Net Settlement Fund, and you cannot object to the settlement. You will not be legally bound by anything that happens in this lawsuit and you may be able to pursue the claims that are being released in this settlement.

14. If I Do Not Exclude Myself, Can I Sue The Defendants Later?

As explained under Question 9, unless you exclude yourself, you give up any right you may have to sue any of the Defendants and certain other persons for any of the "Settled Claims."

15. If I Exclude Myself, Can I Receive A Payment From This Settlement?

No.

THE LAWYERS REPRESENTING YOU

16. Do I Have A Lawyer In This Case?

The District Court appointed the law firms of Cohen, Milstein, Hausfeld & Toll, P.L.L.C. and Berman DeValerio Pease Tabacco Burt & Pucillo to represent you and the other Class Members. These lawyers are called Class Counsel. You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How Will The Lawyers Be Paid?

Class Counsel will apply to the District Court for attorneys' fees not to exceed 30% of the Settlement Fund and for reimbursement of their out-of-pocket expenses advanced in connection with the lawsuit up to an amount not expected to exceed \$100,000, plus interest on both amounts at the same rate as earned by the Settlement Fund. Such sums as may be approved by the District Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

The attorneys' fees and expenses requested will be the only payment to Class Counsel for their efforts in achieving this settlement and for their risk in undertaking this representation on a wholly contingent basis. To date, Class Counsel have not been paid for their services in this lawsuit or for their out-of-pocket expenses. The fee requested will compensate Class Counsel for their work in achieving the settlement. The District Court may, however, award less than any amount requested.

OBJECTING TO THE SETTLEMENT

You can tell the District Court that you do not agree with the settlement or some part of it.

18. How Do I Tell The District Court That I Do Not Like The Settlement?

If you are a Class Member, you can object to the settlement if you do not like any part of it. To object, you must send a letter explaining the reasons why you object to the settlement in *In re BUCA, Inc. Securities Litigation*, Civil Action No. 05-1762 DWF/AJB. You must include your name, address, telephone number, signature, and information concerning your purchases and sales of BUCA common stock during the Class Period, including the number of shares and the dates of each purchase, or sale. You should also state whether you intend to appear at the October 15, 2008 hearing. If you have documents or other writings that you would like the Court to consider, you should include copies of them. Any objection to the settlement must be sent to *each of the following*, in an envelope postmarked not later than September 8, 2008:

DISTRICT COURT

Clerk of the Court
United States District Court
District of Minnesota
Warren E. Burger United States Courthouse
316 North Robert Street
St. Paul, MN 55101

CLASS COUNSEL

Herbert E. Milstein
COHEN, MILSTEIN,
HAUSFELD & TOLL, P.L.L.C.
1100 New York Avenue, N.W.
West Tower, Suite 500
Washington, DC 20005

DEFENDANT BUCA'S COUNSEL

Wendy J. Wildung
FAEGRE & BENSON LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

19. What Is The Difference Between Objecting And Excluding?

Objecting is telling the District Court that you do not like something about the settlement, the Plan of Distribution or the application for attorneys' fees and expenses. You can object *only if* you stay in the Class. Excluding yourself is telling the District Court that you do not want to be part of the settlement.

20. What Happens If The Settlement Is Not Approved?

If the settlement is not approved than the District Court's certification of a class for settlement purposes will be voided and the lawsuit would continue.

THE DISTRICT COURT'S SETTLEMENT FAIRNESS HEARING

21. When And Where Will The District Court Hold A Hearing On Whether To Approve The Settlement?

The District Court will hold a fairness hearing at 2:00 p.m., on October 15, 2008, at the United States District Court for the District of Minnesota, Courtroom 2, 7th Floor, Warren E. Burger United States Courthouse, 316 North Robert Street, St. Paul, Minnesota 55101. At the hearing, the District Court will consider whether the settlement is fair, reasonable and adequate. If there are timely written objections, the District Court will consider them. The District Court will listen to people whose request to speak has been postmarked not later than September 8, 2008. The District Court may also consider Class Counsel's application for attorneys' fees and reimbursement of expenses and whether the Plan of Distribution is fair, reasonable, and adequate. The District Court may change the date, place or time of this hearing or conduct other hearings without further notice to the Class.

22. Do I Have To Come To The Hearing?

No. Class Counsel will represent the Class. But you are welcome to come at your own expense. If you send an objection, you do not have to come to court to talk about it. As long as you have made an objection on time, the District Court will consider it. You may also hire your own lawyer to attend, but this is not required.

23. May I Speak At The Hearing?

You may ask the District Court for permission to speak at the fairness hearing. To do so, you must send a letter stating your intention to appear in *In re BUCA, Inc. Securities Litigation*, Civil Action No. 05-1762 DWF/AJB. Include your name, address, telephone number, and signature, and identify the date(s), price(s) and number(s) of shares of all purchases of BUCA common stock you made during the Class Period. Your notice of intention to appear must be postmarked not later than September 8, 2008, and be sent to the Clerk of the Court, Class Counsel, and Defendant BUCA's Counsel, at the addresses listed in Question 18. Unless the District Court orders otherwise, you cannot speak at the hearing if you exclude yourself from the settlement.

IF YOU DO NOTHING

24. What Happens If I Do Nothing At All?

If you do nothing, you will receive no money from this settlement. But, unless you exclude yourself, you will lose any right you may have to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants or certain other persons relating to the claims being released in this settlement.

OBTAINING MORE INFORMATION

25. Are There More Details About The Settlement?

This Notice summarizes the proposed settlement. More details are in the Stipulation of Settlement dated March 20, 2008. All terms used in this Notice have the same meanings as in the Stipulation. You can obtain a copy of the Stipulation and other information about the settlement by visiting www.BUCASecuritiesLitigation.com, by writing to Class Counsel listed above in Question 18, or by visiting the office of the Clerk of the District Court at the address listed above in Question 18.

DO NOT TELEPHONE THE DISTRICT COURT REGARDING THIS NOTICE.

SPECIAL NOTICE TO NOMINEES

If you purchased BUCA common stock as nominee for a beneficial owner, during the time period beginning February 6, 2001 through March 11, 2005, inclusive, the District Court has ordered that you either promptly forward this Notice to such beneficial owners, or promptly provide the Claims Administrator with their names and addresses. The Claims Administrator's address is:

In re BUCA, Inc. Securities Litigation
c/o Complete Claim Solutions, LLC
Claims Administrator
P.O. Box 24632
West Palm Beach, FL 33416
Toll-Free: 1-877-465-1951
Email: info@BUCASecuritiesLitigation.com

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you need.

Regardless of whether you choose to complete the mailing yourself or have it performed for you, you may obtain reimbursement for reasonable administrative costs actually incurred in connection with forwarding the Notice and that would not have been incurred but for the obligation to forward the Notice, upon timely submission of appropriate documentation to the Claims Administrator.

DATED: May 28, 2008.

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA