

**NOTICE OF PROPOSED CLASS ACTION SETTLEMENT ON BEHALF OF OVERHILL FARMS, INC.
SHAREHOLDERS FROM MAY 15, 2013 THROUGH AUGUST 9, 2013**

TO: All persons and entities who owned shares of the common stock of Overhill Farms, Inc. at any time between and including May 15, 2013 and August 9, 2013.

THIS NOTICE WAS SENT TO YOU BY ORDER OF THE COURT. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT OF THIS CLASS ACTION. IF YOU ARE A SETTLEMENT CLASS MEMBER, YOUR RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THIS ACTION, AND THIS NOTICE CONTAINS IMPORTANT INFORMATION AS TO YOUR RIGHTS CONCERNING THE SETTLEMENT DESCRIBED BELOW. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

IF YOU HELD COMMON STOCK OF OVERHILL FARMS, INC. DURING THE CLASS PERIOD FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO THE BENEFICIAL OWNER.

This Notice is not a lawsuit against you. You are not being sued. You have received this Notice because you may be a member of the Settlement Class described in this Notice.

THE PURPOSE OF THIS NOTICE

The purpose of this Notice is to inform you of a proposed settlement (the "Settlement") of the above captioned action (the "Nevada Consolidated Action") pending before the Eighth Judicial District Court of the State of Nevada, Clark County (the "Court"). The Settlement concerns the actions surrounding the transaction pursuant to which Overhill Farms, Inc. ("Overhill" or the "Company") acquired by Bellisio Foods, Inc. ("Bellisio") for \$5.00 per share (the "Merger"). In exchange for Settlement, the Company agreed to provide shareholders with additional information in a Form 8-K filed with the Securities and Exchange Commission ("SEC") on July 24, 2013. You do not need to complete any forms because there are no claims to be submitted in this Settlement.

A hearing will be held before the Court in the Nevada District Court, Department 27, 200 Lewis Avenue, Las Vegas, Nevada, on August 6, 2014 at 9:30 a.m. (the "Settlement Hearing") to determine: (a) whether the Court should finally certify the Nevada Consolidated Action as a class action, without opt-out rights, pursuant to Nevada Rules of Civil Procedure 23(a), 23(b)(1), and 23(b)(2), on behalf of all persons and entities who owned shares of the Company's common stock, at any time between and including May 15, 2013 (the date of the Merger Agreement) and August 9, 2013 (the date the Merger closed), other than Defendants their subsidiaries, affiliates, assigns, any entity in which any Defendants have controlling interest, and members of their immediate families (the "Settlement Class") (b) whether the Court should approve the proposed Settlement of the Actions (as defined below); (c) whether the Court should enter a final judgment dismissing the claims asserted in the Actions (as defined below) on the merits and with prejudice as against Plaintiffs and the Settlement Class; (d) if the Court approves the Settlement and enters the Order and Final Judgment (the "Final Judgment"), whether the Court should grant the application of Lead Plaintiffs' Counsel for an award of attorneys' fees and expenses to be paid by the Company and/or its successor(s) in interest or insurer; and (e) such other matters as may properly come before the Court.

The Court has the right to adjourn the Settlement Hearing without further notice. The Court also has the right to approve the Settlement with or without modifications, to enter its Final Judgment dismissing the Nevada Consolidated Action on the merits and with prejudice and to order the payment of attorneys' fees and expenses without further notice.

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY CLAIMS OR DEFENSES BY ANY OF THE PARTIES. IT IS BASED ON STATEMENTS OF THE PARTIES AND IS SENT FOR THE SOLE PURPOSE OF INFORMING YOU OF THE EXISTENCE OF THE CONSOLIDATED ACTION AND OF A SETTLEMENT HEARING ON A PROPOSED SETTLEMENT SO THAT YOU MAY MAKE APPROPRIATE DECISIONS AS TO STEPS YOU MAY WISH TO TAKE IN RELATION TO THIS LITIGATION.

BACKGROUND AND DESCRIPTION OF THE LITIGATION

As disclosed in the Schedule 14A Definitive Proxy Statement filed by Overhill with the SEC on July 1, 2013, Overhill's senior management and board regularly reviewed the Company's strategic alternatives as part of their ongoing oversight and management of the Company. In 2012, this review included examining unsolicited offers for purchase of Overhill by private equity funds and an offer for purchase by Bellisio. These processes ultimately led to the agreement that provided for the Merger, which was first announced on May 15, 2013.

Following the announcement of the Merger, several putative class action lawsuits challenging the Merger were filed in state courts in Nevada and California: *Morrozoff v. Overhill Farms, Inc.*, Case No. A-13-681991-C (8th Dist. Nev.); *Lenz v. Overhill Farms, Inc.*, Case No. BC509536 (Cal. Super. Ct.); *Kosko v. Overhill Farms, Inc.*, Case No. BC509639 (Cal. Super. Ct.); *Hall v. Rudis*, Case No. A-13-682173-C (8th Dist. Nev.); *Hirschler v. Overhill Farms, Inc., et al.*, Case No. A-13-684499-C (8th Dist. Nev.); *Catchpole v. Overhill Farms, Inc.*, Case No. A-13-684512 (8th Dist. Nev.) (collectively, the "Actions").

On June 4, 2013, the Superior Court of California, Los Angeles County, stayed the Lenz and Kosko actions pending an initial status conference.

On June 13, 2013, Overhill filed a preliminary proxy statement in connection with the Merger on Schedule 14A with the Securities and Exchange Commission (the "Preliminary Proxy Statement") which, among other things, summarizes the Merger, provides an account of the events leading up to the execution of the Merger Agreement, and provides a summary of the valuation analyses conducted by Piper Jaffray & Co. ("Piper Jaffray"), the financial adviser to the Company's board of directors.

On June 21, 2013, plaintiffs Ivan Morrozzoff ("Morrozzoff") and Alan Hall ("Hall") (collectively, the "Morrozzoff Group") sent a letter by email to Defendants requesting limited expedited discovery in the Morrozzoff and Hall Actions.

On June 21, 2013 plaintiff in the Lenz Action filed an Ex Parte Application for Expedited Discovery, Relief from Stay, and Settling of Preliminary Injunction Hearing Date and Briefing Schedule.

On June 25, 2013, the court in the Lenz Action denied the plaintiff's ex parte request for discovery and lifting of the stay. The court also consolidated the Lenz and Kosko Actions under Case No. BC509536 (together, the "California Action").

Also on June 25, 2013, Morrozzoff filed an amended class action complaint in the District Court of Clark County, Nevada, against Defendants alleging, among other things, that the directors of Overhill breached their fiduciary duties to the Company and that the Company and the Bellisio Defendants aided and abetted that breach, in connection with the Merger and the process leading up to it, and that the Company's Preliminary Proxy Statement contained materially misleading, and/or omissive information in connection with the Merger.

On June 26, 2013, Defendants voluntarily agreed to limited, expedited discovery, including the production of emails to or from Overhill's Chief Executive Officer, James Rudis, certain documents relating to the Overhill Board of Directors, certain financial projections and forecasts made by Overhill management, and the deposition of Mr. Rudis.

On July 1, 2013, the Morrozzoff Group and Defendants entered into a Stipulation and Order Governing the Production and Exchange of Confidential Information, which was entered by the Nevada court on July 9, 2013.

On or around July 1, 2013, Defendants produced, and the Morrozzoff Group's counsel reviewed, 256 pages of confidential non-public documents, including: minutes of the meetings of the Board, Board presentations, the bankers books from Piper Jaffray, and financial forecasts and projections. The Morrozzoff Group's counsel states that it engaged and consulted extensively with their financial expert for the purpose of evaluating and prosecuting the claims in Morrozzoff and Hall Actions.

On July 1, 2013, the Company filed a Definitive Proxy Statement by Schedule 14A with the Securities and Exchange Commission, which, among other things, summarizes the Merger, provides an account of the events leading up to the execution of the Merger Agreement, and provides a summary of the valuation analyses conducted by Piper Jaffray.

On July 2, 2013, the Morrozzoff Group's counsel sent a demand letter to counsel for Defendants ("Defendants Counsel") seeking: (i) waiver of the non-solicitation provision in the Confidentiality Agreements and (ii) supplemental disclosures to the Definitive Proxy Statement filed on July 1, 2013.

On or around July 8, 2013, Defendants produced, and the Morrozzoff's Group's counsel reviewed, 7,736 pages of emails to or from James Rudis ("Rudis").

On July 9, 2013, the Morrozzoff Group's counsel conducted the deposition of Mr. Rudis.

On July 10, 2013, the Nevada actions were consolidated as *In re Overhill Farms, Inc. Shareholder Litigation*, Master Caption No. A-13-681991-C (8th Jud. Dist. Ct. Clark Cnty., Nevada, Dept. No. XVI).¹

On July 11, 2013, Lead Plaintiffs' Counsel conducted the deposition of Matthew Roghair, a Managing Director of Piper Jaffray.

On July 12, 2013, the defendants and plaintiffs in the California Action filed a stipulation in the Superior Court of the County of Los Angeles, California to stay the California Action pending final resolution of the Nevada Consolidated Action.

On July 13, 2013, the Lead Plaintiffs' Counsel sent a revised demand letter to Defendants' Counsel.

On July 16, 2013, the Court in the California Action stayed the California Action pending the outcome of the Nevada Consolidated Action.

After arm's length negotiations concerning the litigation, counsel to the parties in the Nevada Consolidated Action reached an agreement in principle concerning settlement of the Actions, which was set forth in summary form in a Memorandum of Understanding ("MOU"). The MOU provided that the Company would provide certain additional disclosures (the "Supplemental Disclosures") via a Form 8-K to be filed with the Securities and Exchange Commission.

On July 24, 2013, pursuant to the terms of the MOU, the Company filed Supplemental Disclosures with the Securities and Exchange Commission via a Form 8-K.

On August 6, 2013, the Merger was approved by the Company's stockholders at a special meeting and on August 9, 2013 the Merger closed.

On August 22, 2013, pursuant to the terms of the MOU, the parties in the Nevada Consolidated Action filed a Stipulation and Proposed Order to Stay Proceedings in that action.

¹ Co-Lead Counsel for the Nevada Consolidated Action are Faruqi & Faruqi LLP and Levi & Korsinsky LLP, and Interim Co-Liaison Counsel are Muckleroy Johnson and Aldrich Law Firm, Ltd. (together, "Lead Plaintiffs' Counsel").

On September 11, 2013, Lead Plaintiffs' Counsel took the deposition of Alexander Auerbach, a former member of the Overhill Board of Directors, as a confirmatory discovery measure pursuant to the MOU.

On May 28, 2014 the parties in the Actions entered into the Stipulation of Settlement (the "Stipulation"), which sets forth the terms and conditions of the proposed Settlement. The Stipulation provides for the dismissal of the Actions and a complete release, described fully below, of all claims that were or could have been asserted in the Actions.

REASONS FOR THE SETTLEMENT

Plaintiffs, through their counsel, have investigated the claims and allegations asserted in the Actions, as well as the underlying events and transactions relevant to the Actions.

Plaintiffs and their counsel believe that the claims asserted in the Actions have merit based on proceedings to date, but having concluded that the proposed Settlement is fair and adequate and, recognizing the risk of further litigation, believe that it is reasonable to pursue the settlement of the Consolidated Action based upon the procedures outlined and the benefits set forth in the Stipulation.

Defendants vigorously have denied, and vigorously continue to deny, all allegations of wrongdoing, fault, liability or damage asserted by Plaintiffs or with respect to the Merger, the Merger Agreement, the Preliminary Proxy Statement, and/or the Definitive Proxy Statement and any other disclosures, SEC filings, public filings, periodic reports, press releases, proxy statements or other statements issued, made available or filed relating, directly or indirectly, to the Merger, including that they have committed any violation of law, that they have acted improperly in any way, that they have any liability or owe any damages of any kind to Plaintiffs and/or to the Settlement Class (as defined below), the Plaintiffs or the Settlement Class sustained any injury, and that any additional disclosure (including the Supplemental Disclosures) was or is required under any applicable rule, regulation, statute or law; Defendants maintain that they have committed no breach of fiduciary duty whatsoever and that they have not aided or abetted any breach of fiduciary duty, and have committed no disclosure or other violations of duty, in connection with the Merger Agreement or otherwise.

Defendants entered into the Stipulation solely to avoid the costs, disruption, and distraction of further litigation.

SUMMARY OF THE SETTLEMENT

The terms of the Settlement are fully described in the Stipulation, on file with the Court, which is available for your inspection as discussed below under the heading "Scope of Notice." Capitalized terms used herein and not otherwise defined are deemed to have the same meaning as set forth in the Stipulation. In summary, as a result of the foregoing and the negotiations between Lead Plaintiffs' Counsel and Defendants' counsel, the parties to the Actions have agreed to the Settlement. The Settlement acknowledges that the Actions and the efforts of Lead Plaintiff's Counsel were a substantial factor in the dissemination of the Supplemental Disclosures filed by Overhill via Form 8-K with the SEC on July 24, 2013. These disclosures included revisions and additions to the Definitive Proxy Statement, as laid out below (page references are to the Definitive Proxy Statement):

The following disclosure replaces the sixth paragraph on page 21 of the Definitive Proxy Statement, under the heading "Background of the Merger":

On Tuesday, March 27, 2012, the senior executive of a private equity firm who on March 7, 2012, had contacted Mr. Rudis, visited Overhill's facilities in Vernon, California, and an employee of Overhill gave the executive a tour of the facilities. Mr. Rudis has a business relationship with the executive from past dealings, and the two kept in touch. Overhill later was made aware that Suitor 1 was acting in concert with another private equity firm, in connection with a proposal to acquire Overhill. All references to Suitor 1's actions after March 27, 2012 shall be deemed the joint actions of these two private equity firms.

The following disclosure replaces the first paragraph on page 22 of the Definitive Proxy Statement, under the heading "Background of the Merger":

On Friday, May 11, 2012, Mr. Rudis called an informal meeting of the Board, at which Mr. Rudis informed the Board of his conversations with Suitor 1, Suitor 2 and Bellisio. References to an informal meeting of the Board refer to meetings of the Board (with or without the giving of formal notice, but at which at least a quorum of the Board was present), in which the Board received updates on the progress of the Merger and provided corresponding input, but at which no resolutions were adopted. The Board agreed that Mr. Rudis should continue to pursue discussions with all three potential acquirers and agreed that Overhill should consider any and all reasonable offers, as well as other transactions that might enhance stockholder value.

The following disclosure replaces the fifth full paragraph on page 25 of the Definitive Proxy Statement, under the heading "Background of the Merger":

Overhill, through Mr. Rudis, and Piper Jaffray, on a collaborative basis, had identified eleven parties, including Target 2 (in addition to Bellisio, Suitor 1 and Suitor 2) with which a business combination could potentially maximize value for Overhill's stockholders. Overhill and Piper Jaffray drew upon their respective industry knowledge and contacts in identifying those parties. Piper Jaffray had conversations with these third parties to determine their possible interest in a business combination transaction with Overhill. In addition, Piper Jaffray and Overhill were contacted by six parties (in addition to Suitor 3) that became aware of Overhill's intentions to explore strategic alternatives by virtue of the press release issued by Overhill on August 13, 2012. Based on the foregoing, parties indicating a continuing interest in a potential business combination transaction with Overhill were requested to execute confidentiality agreements with Overhill.

The following disclosure replaces the sixth full paragraph on page 25 of the Definitive Proxy Statement, under the heading "Background of the Merger":

Ultimately, in addition to Bellisio, Suitor 1 and the controlling stockholder of Target 2, ten financial sponsors (five that held strategic portfolio companies and five with no existing portfolio companies in Overhill's industry), and three strategic acquirers entered into confidentiality agreements with Overhill regarding a potential business combination transaction with Overhill (including an interested party that contacted Piper Jaffray in January 2013 and is described further below). All of the confidentiality agreements, including those entered into with Suitor 1, Bellisio and the controlling stockholder of Target 2, contained customary obligations to return all of Overhill's confidential information upon Overhill's request. Other than the confidentiality agreements entered into with Bellisio and with Suitor 1, all of the confidentiality agreements contained customary standstill obligations. Of those agreements that contained standstill obligations, two of the standstill provisions have expired by their terms as of the date of this proxy statement and the rest remain in effect. Suitor 2 determined not to execute a confidentiality agreement and not to further pursue a transaction in light of the public disclosure of Overhill's intentions to explore strategic alternatives and engagement of Piper Jaffray contained in the press release issued on August 13, 2012.

The following disclosure replaces the fifth paragraph on page 36 of the Definitive Proxy Statement, under the heading "Selected Public Companies Analysis":

Piper Jaffray reviewed selected historical financial data of Overhill and estimated financial data of Overhill based on projections provided by Overhill management and compared them to corresponding financial data, where applicable, for U.S. listed public companies in the frozen and packaged food sectors with market capitalization below \$5 billion (as of May 10, 2013), and selected U.S. listed public companies in the meat protein sector that were both U.S. based and U.S. controlled. Piper Jaffray selected companies in these industries based on information obtained by searching SEC filings, public company disclosures, press releases, equity research reports, industry and popular press reports, databases and other sources. No company utilized in the selected public companies analysis is identical to Overhill. In evaluating the selected public companies, Piper Jaffray made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters.

The following disclosure replaces the last sentence of the second paragraph and the following table on page 37 of the Definitive Proxy Statement, under the heading "Selected Public Companies Analysis":

The tabular summary below presents the selected public company metrics separately for the frozen/packaged food (f/p) sector and for the protein sector, and together on a combined basis:

	Overhill(1)	Selected Public Companies											
		Minimum			Mean			Median			Maximum		
		f/p	Protein	Combined	f/p	Protein	Combined	f/p	Protein	Combined	f/p	Protein	Combined
EV to LTM Revenue (2)	0.4x	0.4x	0.3x	0.3x	1.3x	0.5x	1.1x	1.5x	0.4x	1.1x	2.0x	0.7x	2.0x
EV to Projected 2013 Revenue (3)	0.4x	0.8x	0.3x	0.3x	1.4x	0.5x	1.1x	1.4x	0.4x	1.2x	1.8x	0.6x	1.8x
EV to Projected 2014 Revenue (3)	0.4x	0.8x	0.3x	0.3x	1.2x	0.5x	0.9x	1.3x	0.4x	0.8x	1.4x	0.6x	1.4x
EV to LTM EBITDA (2)	13.1x	5.5x	5.9x	5.5x	10.5x	7.8x	9.8x	10.6x	7.3x	10.4x	15.9x	10.3x	15.9x
EV to Projected 2013 EBITDA (3)	13.3x	9.6x	5.6x	5.6x	10.6x	6.2x	9.2x	10.2x	6.0x	10.0x	12.4x	7.1x	12.4x
EV to Projected 2014 EBITDA (3)	6.6x	8.0x	5.2x	5.2x	9.3x	6.6x	8.1x	9.2x	6.5x	8.0x	10.9x	7.9x	10.9x
Projected 2013 Price/Earnings (3)	49.3x	19.6x	10.9x	10.9x	21.4x	11.3x	18.1x	21.4x	11.3x	20.7x	23.4x	11.8x	23.4x
Projected 2014 Price/Earnings (3)	14.3x	17.5x	9.7x	9.7x	18.7x	11.6x	15.7x	18.5x	10.3x	17.5x	20.4x	14.8x	20.4x
Projected NTM Revenue Growth Rate % (4)	7.4%	(0.7%)	2.0 %	(0.7 %)	6.8 %	3.9 %	5.9%	3.9%	4.7%	4.3%	18.7%	5.1%	18.7%
LTM EBITDA Margin % (2)(5)	3.3%	6.8 %	5.4 %	5.4 %	11.8%	6.0 %	10.4%	12.0%	6.2%	9.7%	17.2%	6.3%	17.2%

(1) Based on the merger consideration.

(2) LTM for selected public company analysis is based on latest publicly reported financial results. For Overhill, LTM is as of March 31, 2013.

(3) Projected fiscal year 2013 and fiscal year 2014 revenue, EBITDA, and earnings per share for Overhill were based on Overhill management projections for fiscal year ending September/October. Projected calendar year 2013 and calendar year 2014 revenue, EBITDA, and earnings per share for the selected public companies were based on equity research analyst consensus estimates.

(4) The projected NTM revenue growth rate for Overhill was based on Overhill management projections for the period ending March 31, 2014. The projected revenue growth rates for the selected public companies were based on equity research analyst consensus estimates for the period ending twelve months forward from each comparable company's most recent financial reporting period.

(5) LTM EBITDA Margin is calculated as LTM EBITDA divided by LTM revenue.

The following disclosure replaces the second sentence in the last paragraph on page 39 of the Definitive Proxy Statement, under the heading "Discounted Cash Flow Analysis":

For the purposes of this analysis, Piper Jaffray (i) utilized Overhill management's projections for the period of the last six months of fiscal year 2013 through fiscal year end 2017, furnished on May 7, 2013 to Piper Jaffray and described below under "Certain Financial Information" beginning on page 42 (in conducting this analysis, Piper Jaffray did not utilize projected data for the fiscal year ending 2018 furnished by Overhill's management, as projected data for the period ending with the fiscal year 2017 was believed to be sufficient and of less uncertainty for purposes of this analysis); (ii) calculated the free cash flows for each year from Overhill's projections as operating income less taxes plus depreciation and amortization, less capital expenditures, plus/less changes in net working capital; (iii) discounted all amounts to April 1, 2013 using an assumed discount range from 14.9% to 16.9%, based on a weighted average cost of capital calculation utilizing the selected public companies used in Piper Jaffray's selected public companies analysis; (iv) assumed a range of 2017 EBITDA multiples of 6.7x, 7.2x and 7.7x based on the median of the transaction enterprise value to LTM EBITDA multiple of selected transactions used in Piper Jaffray's selected merger and acquisition transaction analysis; and (v) assumed a tax rate of 35.7% as provided by Overhill management.

The following disclosure is added to the end of the second full paragraph on page 42 of the Definitive Proxy Statement, under the heading "Miscellaneous":

During the five years preceding the date of its fairness opinion, Piper Jaffray did not render any paid services to Overhill other than in connection with the Merger, and did not render any paid services to either Bellisio or Centre.

The following disclosure is added to the end of the first full paragraph on page 45 of the Definitive Proxy Statement, under the heading "Interests of Overhill Directors and Executive Officers in the Merger":

Throughout the Merger process, through and including the date of this proxy statement, James Rudis has had no discussions or negotiations with either Bellisio or Centre regarding his continued employment, salary or benefits following the consummation of the Merger.

DISMISSAL AND RELEASE

The Final Judgment approving the Settlement shall order the complete discharge, dismissal with prejudice, release and settlement of any and all claims, demands, rights, actions, causes of action, and liabilities, of any kind or nature whatsoever, for damages, injunctive relief, or any other remedies, whether direct or derivative, state or federal, known or unknown, asserted or unasserted, absolute or contingent, matured or unmatured, accrued or unaccrued, apparent or unapparent, in law or in equity, including Unknown Claims (as defined below) that have been, could have been, or in the future can or might be asserted in any court, tribunal, or proceeding (including but not limited to any claims arising under federal, state, foreign, or common law, including the federal securities laws and any state disclosure law), by or on behalf of Plaintiffs or any member of the Settlement Class, and any and all of each of the Plaintiffs' and Settlement Class members' respective present and former parent companies, subsidiaries, divisions and affiliates and their respective present and former employees, members, partners, principals, officers, directors, attorneys, advisors, accountants, auditors, and insurers, in their capacity as such, and their successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under any of them, whether individual, direct, class, derivative, representative, legal, equitable, or any other type or in any other capacity (collectively, the "Releasing Persons") against any of the Defendants and any of their family members, parent entities, affiliates, subsidiaries, predecessors, successors or assigns, and each and all of their respective past or present officers, directors, associates, shareholders, members, partners, controlling persons, representatives, employees, attorneys, counselors, financial or investment advisors, consultants, accountants, auditors, investment bankers, commercial bankers, insurers, advisors or agents, heirs, executors, trustees, general or limited partners or partnerships, personal representatives, estates or administrators of any of the foregoing (collectively, the "Released Persons") which Plaintiffs or any member of the Settlement Class ever had, now has, or hereafter can, shall or may have by reason of, arising out of, relating to, in connection with or concerning the allegations, facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, omissions or any other matter, thing or cause whatsoever, or any series thereof, embraced, involved, set forth or otherwise related, directly or indirectly, to the Actions, the Merger or the Merger Agreement or in connection with any of the foregoing (collectively, the "Settled Claims"), provided, however, that Plaintiffs shall retain the right to enforce the terms of the Settlement.

Upon Final Court Approval, the Released Persons shall fully, finally, and forever release, relinquish, and discharge Plaintiffs, each and all of the Releasing Persons, and Plaintiffs' counsel from all claims (including Unknown Claims) arising out of, relating to, or in connection with, the institution, prosecution, assertion, settlement, or resolution of the Actions or the Settled Claims (the "Defendants' Released Claims"); and the Released Persons shall fully, finally, and forever release, relinquish, and discharge one another from any and all claims arising from or in connection with any Settled Claims described in the preceding paragraph.

The Settlement is intended to extinguish all Settled Claims, including Unknown Claims, all Defendants' Released Claims, including Unknown Claims, and, consistent with such intentions, the Releasing Persons and Released Persons shall waive their rights to the extent permitted by state law, federal law, foreign law, or any principle of common law, that may have the effect of limiting the release set forth above. "Unknown Claims" means any claim that a Releasing or Released Person does not know or suspect exists in his, her, or its favor at the time of the release of the Settled Claims as against the Released or Releasing Persons, including without limitation those that, if known, might have affected the decision to enter into the Settlement, and any claim that a Released or Releasing Person does not know or suspect exists in his, her, or its favor at the time of the release of the Defendants' Released Claims as against the Releasing Persons, including without limitation those that, if known, might have affected the decision to enter into the Settlement. This shall include a waiver by the Releasing Persons and Released Persons of any rights pursuant to § 1542 of the California Civil Code (or any similar, comparable, or equivalent provision in any jurisdiction), 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 Releasing Persons acknowledge that they, Plaintiffs, Plaintiffs' counsel, members of the Settlement Class, or other Company stockholders may discover facts in addition to or different from those that they now know or believe to be true with respect to the subject matter of this release, but that it is their intention, as Releasing Persons, Plaintiffs' counsel, and Plaintiffs, on behalf of the Settlement Class, to fully, finally, and forever settle and release any and all claims released hereby, known or unknown, suspected or unsuspected, that now exist, or heretofore existed, or may hereafter exist, and without regard to the subsequent discovery or existence of such additional or different facts. Plaintiffs' counsel, Plaintiffs, and the other undersigned parties acknowledge, and the members of the Settlement Class and other Releasing Persons by operation of law shall be deemed to have acknowledged, that the inclusion of Unknown Claims in the definition of Settled Claims was separately bargained for, constitutes separate consideration, was a key element of the Settlement, and was relied upon by each and all of the Defendants in entering into the Stipulation.

If approved by the Court, the Settlement shall extinguish for all time all rights, claims, and causes of action for any of the Released Claims against any of the Released Persons.

INTERIM INJUNCTION AND STAY OF PROCEEDINGS

Pursuant to the Notice and Scheduling of Hearing on Settlement (the "Scheduling Order"), pending final determination by the Court of whether the Settlement should be approved, Plaintiffs and all members of the Settlement Class are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any action asserting any Settled Claims, either directly, representatively, derivatively, or in any other capacity against any Released Person. In addition, all proceedings in the Actions, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, have been stayed and suspended until further order of the Court.

ATTORNEYS' FEES

Concurrently with seeking final approval of the Settlement, Lead Plaintiffs' Counsel in the Nevada Consolidated Action will apply for an award of up to \$275,000 in attorneys' fees and up to \$25,000 for reimbursement of expenses (the "Fee Application"). Any attorneys' fees and expenses awarded by the Court, and in an amount not exceeding \$275,000 in fees and up to \$25,000 in expenses, will be paid by Overhill and/or its successor(s) in interest or insurer. Court approval of the Settlement shall not in any way be conditioned on Court approval of any attorneys' fees or expenses. Any attorneys' fees awarded by the Court will not reduce the benefits provided for by the Settlement.

CONDITIONS FOR SETTLEMENT

The Settlement is conditioned upon the occurrence of certain events. Those events include (a) certification of the non-opt-out Class for settlement purposes; (b) final approval of the Settlement by the Court and the affirmance of such approval on appeal or the expiration of the time to take any further appeal; (c) approval of a complete release of all Released Persons by the Court, in a form customarily approved by the Court in connection with settlements of this type; (d) the inclusion in the preliminary order of approval and the final judgment of a provision enjoining all members of the Settlement Class from asserting any of the Released Claims; and (e) dismissal with prejudice of the Nevada Consolidated Action and the California Action. If for any reason, any condition described in the Stipulation is not met, the Stipulation might be terminated and, if terminated, will become null and void, and the Parties to the Stipulation will be restored to their respective positions prior to the execution of the Stipulation.

In addition, the Stipulation shall be terminated, shall be deemed null and void, and shall have no further force or effect if any of the following events occur: (a) the Court declines to approve the Settlement or to enter the Final Judgment in any material respect (it being understood that any provisions of the Settlement regarding the payment of attorneys' fees, costs and expenses are not material terms for these purposes); or (b) the Final Judgment is modified or reversed in any material respect on appeal, rehearing, or reconsideration.

RIGHT TO APPEAR

Any member of the Settlement Class who objects to the Settlement, the Final Judgment to be entered in the Nevada Consolidated Action, and/or Lead Plaintiffs' Counsel's application for an award of attorneys' fees, costs, and expenses, or who otherwise wishes to be heard, may appear personally or by counsel at the Settlement Hearing and present evidence or argument that may be proper and relevant; *provided, however*, that no member of the Settlement Class may be heard and no papers or briefs submitted by or on behalf of any member of the Settlement Class shall be received and considered, except by Order of the Court for good cause shown, unless, no later than fourteen (14) calendar days prior to the Settlement Hearing copies of (a) a written notice of intention to appear, identifying the name, address, email address, and telephone number of the objector and, if represented, their counsel, (b) proof of ownership in the Settlement Class by way of brokerage statement, account statement, or other document evidencing ownership of shares of Overhill stock during the Class Period, (c) a written detailed statement of such person's specific objections to any matter before the Court, (d) the grounds for such objections and any reasons for such person's desiring to appear and be heard, and (e) all documents and writings such person desires the Court to consider, shall be served electronically or by hand or overnight mail upon the following counsel:

Juan E. Monteverde, Esq.
FARUQI & FARUQI LLP
369 Lexington Avenue, 10th Floor
New York, NY 10017

Co-Lead Counsel to Lead Plaintiffs and the Settlement Class

Michael T. Hornak, Esq.
Bradley A. Chapin, Esq.
Chelsea A. Epps, Esq.
RUTAN & TUCKER, LLP
Costa Mesa, CA 92626-9035

*Counsel to Defendants Overhill Farms, Inc., James Rudis, Harold
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Co-Lead Counsel to Lead Plaintiffs and the Settlement Class

Daniel J. Kramer, Esq.
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Robert N. Kravitz, Esq.
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1285 Avenue of the Americas
New York, NY 10019-6064

Counsel for Bellisio Foods, Inc. and Bellisio Acquisition Corp.

At the same time, these papers must be filed with the Court, Regional Justice Center - Courtroom 3A (Department 27), 200 Lewis Avenue, Las Vegas, Nevada, 89155. Unless the Court otherwise directs, no member of the Settlement Class shall be entitled to object to the Settlement, the Final Judgment to be entered herein, or the award of attorneys' fees, costs, and expenses to Plaintiffs' counsel or otherwise to be heard, except by serving and filing written objections as described above. Any person who fails to object in the manner provided above shall be deemed to have waived such objection and shall forever be barred from making any such objection in the Nevada Consolidated Action or in any other action or proceeding.

**NOTICE TO PERSONS OR ENTITIES HOLDING OWNERSHIP ON BEHALF OF OTHERS,
INCLUDING BROKERS AND OTHER NOMINEES**

The Court has requested that record holders of shares of Overhill common stock included in the Settlement Class who held such shares for the benefit of others (including, for example, brokerage firms and banks) at any time between and including May 15, 2013 and August 9, 2013, either send this Notice to each of their respective beneficial owners of such shares within seven (7) days after receipt of the Notice or provide a list of the names and addresses of such beneficial owners to the following:

In re Overhill Farms, Inc. Shareholder Litigation
c/o Garden City Group
P.O. Box 10050
Dublin, OH 43017-6650

SCOPE OF NOTICE

This Notice does not purport to be a comprehensive description of the Actions or the pleadings, the terms of the proposed Settlement, the scheduled Settlement Hearing, or other matters described herein. For more complete information concerning the Actions and the proposed Settlement, you may inspect the pleadings, the Stipulation, and other papers and documents filed with the Court in the Nevada Consolidated Action, during normal business hours at Regional Justice Center, 200 Lewis Avenue, Courtroom 3A, Las Vegas, Nevada, 89155.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS NOTICE, THE CONSOLIDATED ACTION, THE PROPOSED SETTLEMENT, OR THE SETTLEMENT HEARING THEREON, YOU SHOULD RAISE THEM WITH YOUR OWN COUNSEL OR DIRECT THEM TO LEAD COUNSEL FOR PLAINTIFFS IN THIS ACTION, AT THE ADDRESSES SET FORTH ABOVE. PLEASE DO NOT CONTACT THE COURT OR THE CLERK OF THE COURT.

DATED this 2nd day of June, 2014.

BY ORDER OF THE COURT, EIGHTH
JUDICIAL DISTRICT, DEPARTMENT XXVII,
CLARK COUNTY, NEVADA