

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
Case No. 07-61057-Civ-COHN/SELTZER

_____ X
In re 21st CENTURY HOLDING :
COMPANY SECURITIES LITIGATION :
_____ :
This Document Relates To: :
 :
 ALL ACTIONS. :
_____ X

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 21st Century Holding Company Securities Litigation*, Case No. 07-61057-Civ-COHN/SELTZER (the “Class Litigation”), you must complete and, on page 13 hereof, sign this Proof of Claim and Release. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed settlement of the Class Litigation.

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

3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE JANUARY 20, 2010, ADDRESSED AS FOLLOWS:**

21st Century Securities Litigation
Claims Administrator
c/o RSM McGladrey, Inc.
P.O. Box 1387
Blue Bell, PA 19422

If you are NOT a Member of the Class (as defined in the “Notice of Pendency and Proposed Settlement of Class and Derivative Actions”) DO NOT submit a Proof of Claim and Release form.

4. If you are a Member of the Class, and you do not timely request exclusion, you are bound by the terms of any judgment entered in the Class Litigation, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.**

II. DEFINITIONS

1. “Individual Class Defendants” means Edward J. Lawson and James Gordon Jennings III.

III. CLAIMANT IDENTIFICATION

1. If you purchased 21st Century common stock and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

2. Use Part I of this form entitled “Claimant Identification” to identify each purchaser of record (“nominee”), if different from the beneficial purchaser of 21st Century common stock which forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE 21ST CENTURY COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their 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.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in 21st Century Common Stock" to supply all required details of your transaction(s) in 21st Century 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.

2. On the schedules, provide all of the requested information with respect to *all* of your purchases of 21st Century common stock which took place at any time beginning October 3, 2006 through May 3, 2007, inclusive (the "Class Period") and *all* of your sales of 21st Century common stock which took place at any time beginning October 3, 2006 through August 2, 2007, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction in the Class Period 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.

4. The date of covering a "short sale" is deemed to be the date of purchase of 21st Century common stock. The date of a "short sale" is deemed to be the date of sale of 21st Century common stock.

5. Broker confirmations or other documentation of your transactions in 21st Century 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.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

In re 21st Century Holding Company Securities Litigation
Case No. 07-61057-Civ-COHN/SELTZER

PROOF OF CLAIM AND RELEASE

Must be Postmarked No Later Than:
January 20, 2010

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Name(s) of Beneficial Owner(s):

Street No. and Street

City State Zip Code -

Foreign Province Foreign Country

Taxpayer I.D. No.

or
Social Security No.

Claimant's Capacity: Individual Corporation IRA Partnership
 Joint Trust/Pension Plan Other (specify) _____

Telephone Number: - (work)

Telephone Number: - (home)

Record Owner's Name (if different from Beneficial Owner listed above):

PART II: SCHEDULE OF TRANSACTIONS IN 21ST CENTURY COMMON STOCK

A. Number of shares of 21st Century common stock held at the opening of trading on October 3, 2006:

_____.

B. Purchases (October 3, 2006 – May 3, 2007, inclusive) of 21st Century common stock:

	Trade Date Month/Day/Year	Number of Shares Purchased	Price Per Share	Total Purchase Price
1.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
2.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
3.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
4.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
5.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>

IMPORTANT: Identify by number listed above all purchases in which you covered a “short sale”: _____

C. Sales (October 3, 2006 – August 2, 2007, inclusive) of 21st Century common stock:

	Trade Date Month/Day/Year	Number of Shares Sold	Price Per Share	Total Sale Price
1.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
2.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
3.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
4.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
5.	<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>

D. Number of shares of 21st Century common stock held at close of trading on May 3, 2007: _____

E. Number of shares of 21st Century common stock held at the close of trading on August 2, 2007: _____

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

YOU MUST READ THE RELEASE AND SIGN ON PAGE 13.

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release 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 Southern District of Florida, 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 Class Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of 21st Century common stock during the Class Period and know of no other Person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Class Claims, 21st Century and each of the Individual Class Defendants and each and all of their “Related Parties,” defined as each of a defendant’s past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants, auditors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, related or affiliated entities, any entity in which a defendant has a controlling interest, any members of any individual defendant’s immediate family, or any trust of which any defendant is the settlor or which is for the benefit of any individual defendant’s family.

2. “Released Class Claims” shall collectively mean all claims (including “Unknown Claims” as defined below) relating to and/or arising from both the purchase of 21st Century common stock during the Class Period and the acts, facts, statements, or omissions that were or could have been alleged by the Lead Plaintiffs in the Class Litigation.

3. “Unknown Claims” means any Released Class Claims which any Lead Plaintiff or Class Member does not know or suspect to exist in his, her or its favor at the time of the release of 21st Century and the Individual Class Defendants and their Related Parties

which, if known by him, her or it, might have affected his, her or its settlement with and release of 21st Century and the Individual Class Defendants and their Related Parties, or might have affected his, her or its decision not to object to this settlement. With respect to any and all Released Class Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiffs shall expressly, and each of the Class Members shall be deemed to have, and by operation of the Class 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 Lead Plaintiffs shall expressly, and each of the Class Members shall be deemed to have, and by operation of the Class 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 Lead Plaintiffs and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Class Claims, but each Lead Plaintiff shall expressly and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Class Judgment shall have, fully, finally, and forever settled and released any and all Released Class 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 Lead Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Class Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.

4. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

5. 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.

6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in 21st Century common stock which occurred during the Class Period as well as the number of shares of 21st Century common stock held by me (us) at the opening of trading on October 3, 2006, at the close of trading on May 3, 2007, and at the close of trading on August 2, 2007.

I(We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, in _____, _____.

(Month / Year) (City) (State / Country)

(Sign your name here)

(Type or print your name here)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing,
e.g., Beneficial Purchaser, 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 declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send us your new address.

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21st Century Securities Litigation
Claims Administrator
c/o RSM McGladrey, Inc.
P.O. Box 1387
Blue Bell, PA 19422

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COMMUNICATIONS GROUP

IMPORTANT LEGAL INFORMATION