

Bill Burgraff v. Green Bankshares, Inc., et al.

c/o GCG

P.O. Box 9909

Dublin, OH 43017-5809

Toll-Free: 1 (888) 265-5383

www.GCGINC.com

GRB



Control Number:

Claim Number:

Must be Postmarked
No Later Than
March 13, 2013

PROOF OF CLAIM AND RELEASE

YOU MUST COMPLETE THIS PROOF OF CLAIM AND RELEASE AND SUBMIT IT BY MARCH 13, 2013 TO BE ELIGIBLE TO SHARE IN THE SETTLEMENT.

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IMPORTANT: Before Completing This Proof of Claim And Release, Please Carefully Read the Enclosed Instruction Sheet.



SECTION A - CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last):

[Grid for Beneficial Owner's Name]

Joint Owner's Name (First, Middle, Last):

[Grid for Joint Owner's Name]

If you are a bank or other institution filing on behalf of a third-party, and an account is needed to identify the claimant for your records, indicate the account number here:

[Grid for Account Number]

Last 4 digits of Claimant Social Security Number/Taxpayer ID Number:

[Grid for Last 4 digits]

Name of the Person you would like the Claims Administrator to Contact Regarding This Claim
(if different from the Claimant Name(s) listed above):

[Grid for Name of Contact Person]

Claimant or Representative Contact Information:

The Claims Administrator will use this information for all communications relevant to this Claim (including the check, if eligible for payment). If this information changes, you **MUST** notify the Claims Administrator in writing.

Street Address:

[Grid for Street Address]

City:

[Grid for City]

State:

Zip Code:

[Grid for State]

[Grid for Zip Code]

Country (Other than U.S.):

[Grid for Country]

Daytime Telephone Number:

Evening Telephone Number:

([Grid]) [Grid] - [Grid]

([Grid]) [Grid] - [Grid]

Email Address:

[Grid for Email Address]

(Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the website at www.gcginc.com or you may e-mail the Claims Administrator at eClaim@gcginc.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at eClaim@gcginc.com to inquire about your file and confirm it was received and acceptable.

NOTE: Separate Proof of Claim and Release forms should be submitted for each separate legal entity (e.g., a claim from Joint Owners should not include separate transactions of just one of the Joint Owners, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (e.g., a Corporation with multiple brokerage accounts should include all transactions in GRNB common stock) during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in.



SECTION B - SCHEDULE OF TRANSACTIONS IN GRNB COMMON STOCK

NOTE: Separately list each of your applicable purchases or sales in GRNB common stock below. Attach a separate schedule if more space is needed. **Be sure to include and sign your name and the last four digits of your Social Security number or Tax ID number on any additional sheets.** The date of purchase or sale is the "trade" date, and not the "settlement" or "payment" date.

1. **BEGINNING HOLDINGS:** State the number of shares of GRNB common stock the Claimant owned at the beginning of trading on **January 19, 2010:**
(Must be documented. If none, write "0" or zero):

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2. **PURCHASES / ACQUISITIONS :** State the number of shares of GRNB common stock purchased or acquired between **January 19, 2010** and **November 9, 2010**, inclusive: (Must be documented. If none, write "0" or zero):

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase Price (excluding commissions, transfer taxes or other fees)
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.

3. **PURCHASES:** Please list the number of shares of GRNB common stock purchased during the period **November 10, 2010** through **February 7, 2011**, inclusive.

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4. **SALES:** List all sales of GRNB common stock made between **January 19, 2010** through **February 7, 2011**, inclusive. (Must be documented) **Please be aware of the extended sale period:

Trade Date (s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, transfer taxes or other fees)
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.

5. **UNSOLD HOLDINGS:** State the number of shares of GRNB common stock owned at the close of trading on **February 7, 2011:**
(Must be documented. If none, write "0" or zero):

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**IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS,
PLEASE PHOTOCOPY THIS PAGE AND CHECK THIS BOX**
IF YOU DO NOT CHECK THIS BOX, THESE ADDITIONAL PAGES MAY NOT BE REVIEWED



**YOU MUST READ THE RELEASE BELOW.
YOUR SIGNATURE ON PAGE 5 WILL CONSTITUTE YOUR ACKNOWLEDGMENT OF THE RELEASE.**

SECTION C - SIGNATURE AND CERTIFICATION

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 Eastern District of Tennessee, with respect to my (our) claim as a Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to Lead Counsel or the Claims Administrator to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases/acquisitions or sales of GRNB securities during the Class Period and know of no other Person having done so on my (our) behalf.

RELEASE

(i) I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, relinquish and discharge, all of the Released Claims against each and all of the Defendants and all of the Released Persons.

(ii) "Released Claims" means any and all claims (including Unknown Claims as defined below), demands, losses, rights, causes of action, liabilities, obligations, judgments, suits, matters and issues of any kind or nature whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, concealed or hidden, asserted or unasserted that have been or could have been asserted in this Litigation or in any court, tribunal, forum or proceeding (including, but not limited to, any claims arising under federal, state or foreign law, common law, statute, rule, or regulation relating to alleged fraud, breach of any duty, negligence, violations of the federal or state securities laws, or otherwise, and including all claims within the exclusive jurisdiction of the federal courts), whether individual, class, direct, derivative, representative, legal, equitable or any other type or in any other capacity, which Plaintiffs or any member of the Class ever had, now has, or hereafter can, shall, or may have by reason of, arising out of, relating to or in connection with the allegations, conduct, facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, omissions, or any other matter, thing or cause whatsoever, or any series thereof, embraced, involved, or set forth or otherwise related, directly or indirectly, to the Litigation, including without limitation, any disclosures, written or oral statements, financial statements or accountings, press releases, or regulatory filings made in connection with any of the foregoing, except claims to enforce the Settlement.

(iii) "Unknown Claims" means any and all Released Claims which Plaintiffs or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this settlement. Unknown Claims include those claims in which some or all of the facts comprising the claim may be suspected, or even undisclosed, concealed, or hidden. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs shall expressly waive, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights, and benefits of California Civil Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Plaintiffs shall expressly waive, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable or equivalent in effect to California Civil Code § 1542. 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 Claims, but Plaintiffs shall expressly and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, 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, heretofore have existed, or coming into existence in the future, including, but not limited to, conduct which is negligent, reckless, intentional, with or without malice, or a breach of any duty, law, rule or regulation, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver and the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and a key element of the settlement of which this release is a part.

(iv) This Release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and it becomes effective on the Effective Date.

(v) 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.



SECTION C - SIGNATURE AND CERTIFICATION (CONTINUED)

CERTIFICATION

Under penalty of perjury, I (we) hereby certify and represent that I (we) have included information about all of my (our) purchases/acquisitions of GRNB securities which took place at any time between January 19, 2010 and November 9, 2010, inclusive, and all of my (our) sales of GRNB securities which took place at any time between January 19, 2010, and February 7, 2011, inclusive, and that such information and documentation is true and correct to the best of my (our) knowledge. By executing this certification, I (we) acknowledge and agree to be bound by the Release set forth above.

Executed this _____ day of _____,
(Month/Year)

in _____,
(City) (State/Province, Country)

(Sign your name here)

(Joint Owner – Sign your name here)

(Type or print your name here)

(Joint Owner – Type or print your name here)

(Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor or Administrator)



SUBSTITUTE FORM W-9
Request for Taxpayer Identification Number ("TIN") and Certification

PART I

Name:

Check appropriate box:

- | | | | |
|---|---------------------------------------|--------------------------------|------------------------------|
| <input type="checkbox"/> Individual/Sole Proprietor | <input type="checkbox"/> Partnership | <input type="checkbox"/> Trust | <input type="checkbox"/> IRA |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Pension Plan | <input type="checkbox"/> Other | |

Enter TIN on appropriate line.

- For individuals, this is your Social Security Number ("SSN").
- For sole proprietors, you must show your individual name, but you may also enter your business or "doing business as" name. You may enter either your SSN or your Employer Identification Number ("EIN").
- For other entities, it is your EIN.

_____ - _____ - _____ Social Security Number	or	_____ - _____ Employer Identification Number (for estates, trusts, corps, etc)
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NOTE: If you require instructions for completing Substitute Form W-9, please make a written request to us at: Bill Burgraff v. Green Bankshares, Inc., et al., c/o GCG, P.O. Box 9909, Dublin, OH 43017-5809, or visit the Claims Administrator's website at www.GCGINC.com. Please note that your accountant should also be able to provide you with these instructions.

PART II
CERTIFICATION

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED IN THIS FORM IS TRUE, CORRECT AND COMPLETE.

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

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please cross out the word NOT in the certification above.

(Sign your name here)

(Joint Owner – Sign your name here)

(Date)

(Date)

(Type or print your name here)

(Joint Owner – Type or print your name here)

(Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor or Administrator)



REMINDER CHECKLIST:

1. Please sign both the Proof of Claim and Release form at Section C and the Substitute Form W-9.
2. Remember to attach supporting documentation, and please sign and print/type your name on each additional sheet.
3. Do not send original or copies of stock certificates.
4. Keep a copy of your Proof of Claim and Release form for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim and Release form, please send it Certified Mail, Return Receipt Requested.
6. If you move after submitting your Proof of Claim and Release form, please send your new address to the Claims Administrator.

THIS PROOF OF CLAIM AND RELEASE MUST BE POSTMARKED NO LATER THAN
MARCH 13, 2013, AND MUST BE MAILED TO:

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c/o GCG
P.O. Box 9909
Dublin, OH 43017-5809

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

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