

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

**IN RE FIRST CENTRAL FINANCIAL
CORPORATION, INC. SECURITIES LITIGATION**

Civil Action No. CV 98-4573 (TCP)

PROOF OF CLAIM AND RELEASE

**(TO BE FILED BY CLASS MEMBERS UNLESS YOU FILED A PROOF OF CLAIM
IN CONNECTION WITH A PRIOR SETTLEMENT WITH THE INDIVIDUAL DEFENDANTS)**

**YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE
POSTMARKED ON OR BEFORE MARCH 15, 2005, ADDRESSED TO: FCFC SECURITIES LITIGATION,
C/O COMPLETE CLAIM SOLUTIONS, INC., P. O. BOX 24648, WEST PALM BEACH, FL 33416**

GENERAL INSTRUCTIONS

1. To recover as a member of the Class (as defined in the accompanying Notice of Pendency of Class Action, Proposed Settlement, and Settlement Hearing (the "Notice")) based on your claims in the above-captioned class action (the "Action"), you must complete and, on page 4 hereof, sign this Proof of Claim and Release. If you fail to submit a properly addressed (as set forth above) Proof of Claim and Release by March 15, 2005, 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 Action (as defined in the Notice).
2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the Settlement of the Action.
3. If you are a member of the Class and you did not timely request exclusion in connection with the proposed Settlement, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.
4. If you are NOT a member of the Class, DO NOT submit a Proof of Claim and Release.

INSTRUCTIONS FOR CLAIMANT IDENTIFICATION

1. If you purchased shares of First Central Financial Corporation ("First Central") common stock and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased First Central common stock and 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 purchaser of record.
2. Use Part I of this form, entitled "Claimant Identification," if you are the beneficial purchaser or to identify each purchaser of record ("nominee"), if different from the beneficial purchaser, of First Central common stock that forms the basis of this claim. THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS, OF THE FIRST CENTRAL 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, their titles or capacities must be stated and proof of their authority to act must accompany this claim form. 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.

INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS

1. Use Part II of this form, entitled "Schedule of Transactions in First Central Common Stock," to supply all required details of your transaction(s) in First Central 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 and all of your sales of First Central common stock that took place at any time during the Class Period (as defined in the Notice), 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 First Central common stock. The date of a "short sale" is deemed to be the date of sale of First Central common stock.
5. Copies of brokers' confirmations or other documentation of your transactions and positions in First Central common stock must be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

**Must Be Postmarked
No Later Than:
MARCH 15, 2005**

FCFC Securities Litigation, No. CV 98-4573 (TCP)
PROOF OF CLAIM AND RELEASE
Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (as it appears on your brokerage statement)

Joint Beneficial Owner's Name (as it appears on your brokerage statement)

Record Owner's Name (if different from beneficial owner listed above)

Street Address

City State Zip Code

Foreign Province

Foreign Country

OR

Social Security Number (Individual)

Corporation/Other Taxpayer Identification Number

()
Area Code Telephone Number (work)

()
Area Code Telephone Number (home)

PART II: SCHEDULE OF TRANSACTIONS IN FCFC COMMON STOCK

A) Number of shares of FCFC common stock held at the close of trading on July 5, 1995: _____
 (Be sure to attach the required documentation.)

B) Purchases of FCFC common stock during the period July 6, 1995 – September 6, 1997, inclusive:
 (Be sure to attach the required documentation evidencing your transactions.)

Trade Date(s) (List Chronologically) <u>Month/Day/Year</u>	<u>Number of Shares Purchased</u>	<u>Purchase Price Per Share</u>	<u>Total Purchase Price*</u>
1. _____	_____	\$ _____	\$ _____
2. _____	_____	\$ _____	\$ _____
3. _____	_____	\$ _____	\$ _____
4. _____	_____	\$ _____	\$ _____
5. _____	_____	\$ _____	\$ _____

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

*DO NOT include brokers' commissions, transfer taxes or other fees.

PART II: SCHEDULE OF TRANSACTIONS IN FCFC COMMON STOCK (cont'd)

C) Sales of FCFC common stock during the period July 6, 1995 – September 6, 1997, inclusive:
(Be sure to attach the required documentation evidencing your transactions.)

Trade Date(s) (List Chronologically) <u>Month/Day/Year</u>	Number of <u>Shares Sold</u>	Sale Price <u>Per Share</u>	<u>Sales Proceeds*</u>
1. _____	_____	\$ _____	\$ _____
2. _____	_____	\$ _____	\$ _____
3. _____	_____	\$ _____	\$ _____
4. _____	_____	\$ _____	\$ _____
5. _____	_____	\$ _____	\$ _____

*DO NOT include brokers' commissions, transfer taxes or other fees.

D) Number of shares of FCFC common stock held at the close of trading on September 6, 1997: _____
(Be sure to attach the required documentation.)

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 AND SIGN THE RELEASE ON PAGES 3 AND 4.

SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Eastern District of New York, 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 (we) am (are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to Plaintiff's Counsel or the Settlement 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 First Central common stock during the Class Period and know of no other person having done so on my (our) behalf.

RELEASE

A. I (We) and my (our) respective past or present, direct or indirect, [corporate] parents, predecessors, successors, divisions, subsidiaries, affiliates, shareholders, directors, officers, agents, partners, heirs, executors, administrators, assigns, grantees, and representatives (collectively, the "Plaintiff Releasers") do hereby forever release and absolutely and forever discharge Defendant McGladrey & Pullen, LLP ("McGladrey") and any and all of its present or former directors, partners, principals, officers, employees, agents, trustees, parents, subsidiaries, affiliates, divisions, insurers or any of their respective predecessors or successor partners, or McGladrey's heirs, executors, administrators, successors, or assigns (hereinafter "McGladrey Releasees") of and from any and all actions, causes of action, suits, obligations, claims, debts, demands, agreements, promises, liabilities, controversies, costs, and expenses whatsoever, whether based on any federal or state law or right of action foreseen or unforeseen, matured or unmatured, known or unknown, accrued or not accrued, which the Plaintiff Releasers had, has, could or might have had, or may hereafter have against the McGladrey Releasees, or any of them, for, by reason of, or arising from any fact, matter, transaction, occurrence, or event, alleged or which might have been alleged in the First Amended Complaint or any other pleading or paper filed in the Action.

B. This release shall be of no force or effect unless and until the Court enters a judgment approving the Stipulation of Settlement dated November 4, 2004, and such judgment becomes a final judgment.

C. I (We) hereby warrant and represent that I am (we are) not excluded from the Class and 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.

D. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in First Central common stock that occurred during the Class Period, as well as the number of shares of First Central common stock held by me (us) at the commencement of trading on July 6, 1995, and held by me (us) at the close of trading on September 6, 1997.

E. 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.

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

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 and that this Proof of Claim and Release form was executed this _____ day of _____, _____, in _____.
(month) (yr) (City, State, Country)

Signature of Claimant

Type or print your name here

Signature of Joint Claimant (if any)

Type or print your name here

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

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

Proof of Claim Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation.
3. Do not send original stock certificates.
4. Keep a copy of the completed 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, or if this Notice was sent to you at an old or otherwise incorrect address, please send us your new or correct address.
7. If you have any questions concerning this claim form, contact:

***FCFC Securities Litigation
c/o Complete Claim Solutions, Inc.
P. O. Box 24648
West Palm Beach, FL 33416
Tel: (800) 930-0057
Fax: (561) 651-7788
Website: www.completeclaimsolutions.com***