

MUST BE POSTMARKED
NO LATER THAN
September 26, 2005

21ST CENTURY SECURITIES LITIGATION
c/o Berdon Claims Administration LLC
P.O. Box 9014
Jericho, NY 11753-8914
Telephone: 800-766-3330
Fax: 516-931-0810
Website: www.berdonllp.com/claim



PROOF OF CLAIM AND RELEASE FORM

NOTE: You are urged to read carefully the accompanying Notice of Class Action, Disclosure of Proposed Settlement Terms, Hearing Thereon and Right to Appear, and Related Matters (the "Class Notice"). In order to be eligible to participate in the Net Settlement Fund, members of the Class (defined in the Class Notice) or their authorized representatives must complete this Proof of Claim and Release Form ("Proof of Claim"), sign it and mail it, sufficient postage prepaid, to the above address **postmarked no later than September 26, 2005**, together with the required supporting documents indicated on the instructions. **If you need assistance filling out this Proof of Claim Form, please call the above toll-free number.**

SECTION 1A: CLAIMANT IDENTIFICATION: (You must file a **separate** Proof of Claim for each differently named account or ownership, such as an individual account, an IRA account, a joint account, etc. Joint tenants, co-owners or custodians UGMA should file a single claim.)

PLEASE USE UPPER CASE BLOCK LETTERS IN COMPLETING THIS FORM.

Claimant is: ___ INDIVIDUAL ___ TWO OR MORE PERSONS AS JOINT OWNERS ___ ESTATE ___ TRUST
___ PARTNERSHIP ___ CORPORATION ___ OTHER (DESCRIBE ON SEPARATE SHEET)

Last Name															OR Legal Name of Trust/Estate															First Name														
[Grid for Name Entry]																																												
Street Address																																												
[Grid for Street Address]																																												
City																														State					Zip Code									
[Grid for City]																														[Grid for State]					[Grid for Zip Code]									
Social Security Number															OR					Employer Identification Number										Day Phone: Area Code and Telephone Number														
[Grid for SSN]															[Grid for OR]					[Grid for EIN]										[Grid for Day Phone]														

SECTION 1B: REPRESENTATIVE: (Complete this section only if the Claimant is an estate, trust, corporation or partnership, and you are filing this claim on the Claimant's behalf.) If the Claimant's representative is an institution such as a bank or trust company, please provide the **FULL NAME** of the institution when filling out this section. Do not use street name or nominee name.

Last Name(s) of Representative																														First Name														
[Grid for Representative Name]																																												
Title of Representative Officer (e.g., Trustee, Executor, Guardian)																																												
[Grid for Title]																																												
Street Address																																												
[Grid for Street Address]																																												
City																														State					Zip Code									
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Day Phone: Area Code and Telephone Number																																												
[Grid for Day Phone]																																												

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INSTRUCTIONS FOR FILLING OUT THE PROOF OF CLAIM FORM

1. In order to be eligible to participate in the distribution of the Net Settlement Fund, a claimant (“Claimant”) must have: (a) purchased the common stock of 21st Century Holding Company (“21st Century”) during the period November 5, 1998 through August 13, 1999.

Please refer to the Plan of Allocation set forth in the accompanying Class Notice for a detailed explanation of how a Claimant’s loss will be calculated.

2. The submission of a Proof of Claim does not ensure that your claim will be upheld or that you will share in any recovery. All claims are subject to verification and investigation. You may be requested to provide further information.
3. All claims must be made by persons or entities who were beneficial owners, in addition to those who were record holders or nominees, of shares of 21st Century common stock. (Brokerage firms, banks and other nominees are requested to transmit copies of the Notice and Proof of Claim to their present or former customers who were such beneficial owners.) If shares of 21st Century common stock were owned jointly, all joint owners must complete and sign the Proof of Claim. *In addition, a Claimant must certify his social security number or other taxpayer identification number.*
4. Executors, administrators, guardians, conservators and trustees may complete and sign the Proof of Claim on behalf of persons or entities represented by them, but they must identify such persons or entities and provide proof of their authority (e.g., powers of attorney or currently effective letters testamentary or letters of administration) to do so.
5. The date of purchase and/or sale of shares of 21st Century common stock is the “trade” date and not the “settlement” date.
6. Note carefully and comply with the documentation requirements described below. COPIES, NOT ORIGINALS, OF DOCUMENTS SHOULD BE SUBMITTED. YOUR SUBMITTED DOCUMENTS WILL NOT BE RETURNED TO YOU. YOU ARE URGED TO MAKE A COPY FOR YOUR FILES OF THE PROOF OF CLAIM AND ALL DOCUMENTATION.
7. Claimants who file one or more Proofs of Claim (e.g., one in Claimant’s name and one for an IRA or joint ownership) must identify the other claims filed.
8. Important additional information regarding the Settlement and this Proof of Claim is contained in the accompanying Notice.
9. If you have any questions or need additional Proofs of Claim, write to the Claims Administrator at the above address. You may make photocopies of this form.

DOCUMENTATION REQUIREMENTS

You must attach proof of your purchase of shares of 21st Century common stock during the period November 5, 1998 through August 13, 1999 (the “Class Period”), in the form of brokerage confirmation slips, brokers’ monthly statements, or similar documents. If such documents are not available, you may submit a written statement on the letterhead of, and certified under oath by, the broker through whom the purchase of said shares was effectuated, indicating the day of purchase. The above documentation must confirm the date of purchase, the number of shares purchased, and the purchase price per share.

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PURCHASE AND SALE INFORMATION

Separately list *each and every* purchase and sale of 21st Century common stock during the period November 5, 1998 through August 13, 1999, and provide the following information:

Date of Purchase Month/Day/Year	Number of Shares of 21st Century Common Stock Purchased	Purchase Price Per Share (excluding commissions, taxes, fees)	Documentation Enclosed Yes/No

Date of Sale Month/Day/Year	Number of Shares of 21st Century Common Stock Sold	Sale Price Per Share (excluding commissions, taxes, fees)	Documentation Enclosed Yes/No

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If additional space is needed, please attach an additional sheet.





SUBMISSION TO JURISDICTION OF THE COURT

By submitting this Proof of Claim and Release Form, I, and every Class member I represent, submit to the jurisdiction of the United States District Court for the Southern District of New York for purposes of the Settlement of the Action and the Amended Class Action Complaint (the "Settlement"). I further agree to be bound by the orders of the Court, agree that this Proof of Claim Form, my status or the status of the Class member I represent as a Claimant, and the allowable amount of this claim will be subject to review and further inquiry, and that I will furnish such additional documentation with respect to this Proof of Claim as may be required.

RELEASE

By signing this Proof of Claim and Release Form, and in consideration of the establishment of the Settlement Fund pursuant to the Settlement, as of the Effective Date thereof, I, on my behalf and my heirs, executors, administrators, successors, custodians, representatives, assigns and all other persons who may claim by or through me, do hereby release and dismiss any and all claims, demands, rights, causes of action or liabilities, of every nature and description whatsoever, whether based in law or equity, on federal, state, local, statutory or common law, or any other law, rule or regulation, including both known claims and unknown claims, that have been or could have been asserted in any forum by the Class members, or any of them, or the successors or assigns of any of them, whether directly or indirectly, representatively or in any other capacity against any of the Released Parties as defined herein, which arise out of, or relate in any way, directly or indirectly, to the allegations, transactions, facts, events, matters, occurrences, acts, representations or omissions involved, set forth, referred to, or that could have been asserted in this Action, including without limitation, claims for negligence, gross negligence, breach of duty of care, breach of duty of loyalty, breach of duty of candor, fraud, negligent misrepresentation, and breach of fiduciary duty, arising out of, based upon or related in any way to the purchase or acquisition of 21st Century Holding Company securities by any Class member during the Class Period. For purposes of this release the "Released Parties" are defined as: a) each of the named defendants; b) the accounting firm KPMG Peat Marwick LLP, KPMG LLP, any other KPMG entities, and Carlton Christian, Thomas Zibelli, and William Kline; c) the law firm of Broad & Cassel and Dale S. Bergman, A. Jeffry Robinson, Alberto de Cardenas, and Joshua Weingard; and d) all of the above listed Released Parties' past, present, or future affiliates, subsidiaries, partners, principals, creditors, officers, directors, employees, insurers, reinsurers, professional advisors, attorneys, agents, and such others as is usual and customary.

REPRESENTATIONS

I acknowledge that I have read the Notice of Class Action, Disclosure of Proposed Settlement Terms, Hearing Thereon and Right to Appear, and Related Matters, and that pursuant thereto I file this claim to participate in the Settlement.

I hereby warrant and represent that neither I, nor any person I represent, is a Defendant (as defined in the Notice) with respect to any of the claims asserted in the Action, or a member of the immediate family of any of the individual Defendants.

I hereby warrant and represent that I am authorized to execute and deliver this Proof of Claim and Release Form.

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CERTIFICATION

I certify that I am not subject to backup withholding. **(If you have been notified by the IRS that you are subject to backup withholding, strike out the previous sentence.)**

I declare and affirm under penalties of perjury that the foregoing statements and the documents attached hereto, including the Social Security or Employer Identification Number shown on this Proof of Claim, are true, correct and complete.

Date: ___/___/___ _____
SIGNATURE of Claimant (Type or print name)

Date: ___/___/___ _____
SIGNATURE of Joint Claimant (Type or print name)

If the Claimant is other than an individual, or if the Claimant is not the person completing this form, the following must also be provided:

Capacity of Person Signing _____ Name of Person Signing _____
(Executor, President, Trustee, etc.) (Type or print legibly)

If the Claimant is a brokerage firm, bank, financial institution, corporation, partnership or limited partnership, the certification must be signed by an officer, partner or general partner of the Claimant.

Date: ___/___/___

SIGNATURE of Officer, Partner or General Partner (Type or print name)

TITLE

SUBSTITUTE FORM W-8: IF YOU ARE NOT A RESIDENT OR CITIZEN OF THE UNITED STATES, COMPLETE THE FOLLOWING:

Permanent residence (principal office if a corporation) _____

If your claim is connected with a trade or business conducted in the U.S., please provide the name and address of your U.S. business, the type of business, and the Federal Tax Identification Number of the U.S. business.

_____ Tax Identification Number

W-8 Certification: Under the penalties of perjury, I certify that the information provided above is true, correct and complete.

SIGNATURE(S): _____ /___/___

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

Reminder Checklist:

1. Please sign the above release and certification.
2. Remember to attach only **copies** of acceptable supporting documentation, a complete list of which can be found on the website below.
3. Do not send originals of common stock certificates.
4. Keep a copy of the completed claim form and documentation for your records.
5. If you desire an acknowledgment of receipt of your claim form, please sent it Certified Mail, Return Receipt Requested, or its equivalent. **You will bear all risks of delay or non-delivery.**
6. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us **written** notification of your new address.
7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at:

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IMPORTANT LEGAL INFORMATION

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Jericho, NY 11753-8914

FIRST-CLASS MAIL
U.S. POSTAGE
PAID
PEARL PRESSMAN LIBERTY
COMMUNICATIONS GROUP