

CAROLYN LYNN, individually and on) Case No. 3:12-CV-01137
behalf of all others similarly situated,)
)
) CLASS ACTION
Plaintiffs,)
)
) Judge Todd J. Campbell
v.)
)
)
ARTHUR F. HELF, H. LAMAR COX,)
MICHAEL R. SAPP, FRANK PEREZ and)
TENNESSEE COMMERCE BANCORP,)
INC. and KraftCPAs PLLC,)
)
)
Defendants.)
)

EXHIBIT A-2

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the class action entitled *Lynn v. Helf, et al.*, Case No. 3:12-CV-01137 (the “Litigation”), you must complete and, on page hereof, sign this Proof of Claim and Release form (“Proof of Claim”). If you fail to timely file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the settlement of the Litigation.

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

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE _____, 2015, ADDRESSED AS FOLLOWS:

Tennessee Commerce Bancorp Settlement
c/o GCG
PO Box 10096
Dublin, OH 43017-6696

4. If you are NOT a Class Member (as defined in the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”)), DO NOT submit a Proof of Claim.

5. If you are a Class Member and you did not timely request exclusion in connection with the settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, REGARDLESS OF WHETHER YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired Tennessee Commerce Bancorp, Inc. (“TNCC”) common stock between April 18, 2008 and January 27, 2012, inclusive (“Class Period”) and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as

well as the record purchaser or acquirer. If, however, you purchased or otherwise acquired the common stock of TNCC during the Class Period 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 or acquirer and the third party is the record purchaser or acquirer.

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

3. All joint purchasers or acquirers 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.

III. CLAIM FORM

1. Use Part II of this form entitled “Schedule of Transactions in TNCC Common Stock” to supply all required details of your transaction(s) in TNCC 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 or acquisitions and all of your sales of TNCC common stock which took place at

any time between April 18, 2008 and January 27, 2012, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to all of the TNCC common stock you held at the opening of trading on April 18, 2008 and as of the close of trading on January 27, 2012 and April 26, 2012. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction during 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 TNCC common stock. The date of a “short sale” is deemed to be the date of sale of TNCC common stock.

5. Copies of broker confirmations or other documentation of your transactions in TNCC 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.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at eClaim@gcginc.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

Lynn v. Helf, et al.

Case No. 3:12-CV-01137

PROOF OF CLAIM AND RELEASE

Must be Postmarked No Later Than:
_____, 2015

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

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

Street Address

City State or Province

Zip Code or Postal Code Country

Email Address¹

¹ While an email address is not required, if you provide it, you authorize the Claims Administrator to contact you through it rather than through the United States Postal Service, to request from or provide to you through it information about your claim.

		Individual
Social Security Number or		Corporation
Taxpayer Identification Number		IRA
		Trust
		Joint Tenancy
		Other (specify)

Area Code	Telephone Number (work)

Area Code	Telephone Number (home)

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

PART II: SCHEDULE OF TRANSACTIONS IN TNCC COMMON STOCK

- A. Number of shares of TNCC common stock held at the opening of trading on April 18, 2008: _____.
- B. Purchases or acquisitions of TNCC common stock (April 18, 2008-January 27, 2012, inclusive): _____.

Trade Date Mo. Day Year	Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____

IMPORTANT:

(i) If any purchase listed covered a "short sale," please mark Yes: _____ No: _____

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:

Mo. Day Year	Merger Shares	Company

C. Sales of TNCC common stock (April 18, 2008-April 26, 2012, inclusive):

Trade Date Mo. Day Year	Number of Shares Sold	Total Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____

D. Number of shares of TNCC common stock held at the close of trading on January 27, 2012: _____.

E. Number of shares of TNCC common stock held at the close of trading on April 26, 2012: _____.

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

**PART III: SUBMISSION TO JURISDICTION OF COURT AND
ACKNOWLEDGMENTS**

I (We) submit this Proof of Claim 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 Middle District of Tennessee, Nashville Division, 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 Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or sales of TNCC common stock during the Class Period and know of no other person having done so on my (our) behalf.

PART IV: RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge all Released Claims against the Released Persons, as set forth in the Notice of Settlement.

2. 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.

3. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases or acquisitions and sales of the common stock of TNCC which occurred between April 18, 2008 and January 27, 2012, inclusive, and the amount of TNCC common stock held by me (us) at the opening of trading on April 18, 2008, and at the close of trading on January 27, 2012 and April 26, 2012.

I 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 2015,

in _____ (City) _____ (State/Country)

(Sign your name here)

(Type or print your name here)

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