

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION

BUTTONWOOD TREE VALUE PARTNERS, LP,  
et al.,

Plaintiffs,

v.

JACK A. SWEENEY, STEVEN J. SWEENEY,  
MARILYN J. SWEENEY GARY M. HORGAN, H.  
ANTHONY GARTSHORE, ELIZABETH  
THOMPSON, FRED M. EDWARDS, THOMAS  
MCCULLOUGH, RICHARD E. SCHREIBER,  
LAWRENCE J. SHERMAN,

Defendants.

Case No.: 8:10-cv-00537 CJC (MLGx)

**CLASS ACTION**

**INSTRUCTIONS TO PROOF OF CLAIM AND RELEASE FORM**

**I. GENERAL INSTRUCTIONS.**

1. To recover as a member of the Class based on your claims in the action entitled *Buttonwood Tree Value Partners, LP, et al. v. Jack A. Sweeney, et al.*, United States District Court for the Central District of California, Case No. 8:10-cv-00537 CJC (MLGx) (the "Action"), you must complete and sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to file a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim will be rejected and you will be precluded from any recovery from the Settlement Fund created in connection with the proposed Settlement of the Action.

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

**3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE AUGUST 8, 2014 TO THE FOLLOWING ADDRESS:**

*First Regional Bancorp Securities Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 990  
Corte Madera, CA 94976-0990

1. If you are NOT a Member of the Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action ("Notice"), DO NOT submit a Proof of Claim and Release form.

2. If you fail to properly and fully complete this Proof of Claim or fail to send it to the Settlement Administrator on or before the deadline set forth above, your claim will be rejected and you will be precluded from any recovery from the Settlement Fund created in connection with the proposed Settlement of the Action. If you are a Member of the Class, you are bound by the terms of any judgment entered in the Action WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM unless you timely and validly request exclusion from the Class pursuant to the Notice.

3. It is important that you read and understand the Notice that accompanies this Proof of Claim, and the Plan of Allocation set out in the Notice. The Notice and the Plan of Allocation describe the proposed Settlement; how the Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed, if the Court approves the Settlement and the Plan of Allocation. The Notice also contains the definitions of many of the defined terms used in this Proof of Claim. By signing and submitting this Proof of Claim, you will be certifying that you have read the Notice, including the terms of the releases described in it and provided for in this document.

**II. CLAIMANT IDENTIFICATION**

1. If you purchased or acquired First Regional 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 the beneficial owner(s) of the First Regional common stock that form the basis of this claim, as well as the record holder ("nominee"), if different. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR A PERSON AUTHORIZED TO ACT ON BEHALF OF SUCH OWNER(S) OF THE FIRST REGIONAL COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

3. All joint purchasers (or a person authorized to act on the purchaser's behalf) must sign this claim. Executors, administrators, guardians, conservators, and trustees, or others authorized to act on behalf of the beneficial purchaser, must complete and sign this claim on behalf of persons or entities 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 will 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 First Regional Common Stock" to supply all required details of your transaction(s) in First Regional common stock purchased or acquired during the Class Period. 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 holdings, purchases or acquisitions, and sales of First Regional common stock which took place at any time from January 30, 2007 to January 29, 2010, inclusive (the "Class Period"), whether such transactions resulted in a profit or a loss. Failure to report all such transactions will 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 Regional common stock. The date of a "short sale" is deemed to be the date of sale of First Regional common stock.

5. You are required to submit genuine and sufficient documentation for all your transaction(s) in and holdings of First Regional common stock as set forth in the Schedule of Transactions in Part II. Documentation may consist of copies of broker confirmation slips, broker account statements, an authorized statement from the broker containing the transactional information found in a broker confirmation slip, or such other documentation as is deemed adequate by the Settlement Administrator. **The Parties and the Claims Administrator do not independently have information about your transactions in First Regional common stock other than proofs of ownership provided by First Regional's Transfer Agent.** If such documents are not in your possession, please obtain copies or equivalent contemporaneous documents from your broker or other nominee. Failure to supply this documentation will delay verification of your claim or result in rejection of your claim. Do not send original documents. Please do not highlight any portion of the Claim Form or any supporting documents, and please keep a copy of all documents that you send to the Settlement Administrator.

6. The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Settlement Administrator may request additional information as required to efficiently and reliably calculate your claim. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Settlement Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the Claimant's cost.

7. **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 Settlement Administrator at 1-877-401-0696 or visit their website at [www.FirstRegionalBancorpSecuritiesSettlement.com](http://www.FirstRegionalBancorpSecuritiesSettlement.com) to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Settlement Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

### IV. SUBMISSION TO JURISDICTION AND ACKNOWLEDGEMENTS

1. Part III of this form consists of an agreement to be bound by the jurisdiction of the United States District Court for the Southern District of California, and your acknowledgements of certain facts or agreements. Your submission to the jurisdiction of the District Court is a necessary condition for your participation in the Settlement, as is your acknowledgement of each of the statements set forth in that Part. You do not need to fill in any information or take any other action in response to Part III other than to read them carefully and be aware that your signature at the end of the Proof of Claim form constitutes an agreement to each of the statements set forth in that Part. You cannot alter, revise or amend any of the statements in Part III, and any efforts to do so will result in your Proof of Claim being deemed invalid and you not receiving any distribution from the Settlement Fund.

### V. RELEASES

1. Part IV of this form consists of your releases with respect to Plaintiffs' Released Persons. These releases were bargained for by the Defendants as a material condition of the Settlement and, to obtain any recovery from the Settlement Fund, you must agree to the Releases set forth in Part IV. You do not need to fill in any information or take any other action in response to Part IV other than to read them carefully and be aware that your signature at the end of the Proof of Claim form constitutes an agreement to each of the releases, covenants, warranties, representations and other provisions set forth in that Part. You cannot alter, revise or amend any of the statements in Part IV, and any efforts to do so will result in your Proof of Claim being deemed invalid and you not receiving any distribution from the Settlement Fund.

Official  
Office  
Use  
Only

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION

Must Be Postmarked  
No Later Than  
August 8, 2014

FRBANK

Buttonwood Tree Value Partners, LP, et al. v. Jack  
A. Sweeney, et al

Case No.: 8:10-cv-00537 CJC (MLGx)

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below  
Do NOT use Red Ink, Pencil, or Staples



PART I: CLAIMANT IDENTIFICATION

Last Name

[Grid for Last Name]

M.I.

[Grid for M.I.]

First Name

[Grid for First Name]

Last Name (Co-Beneficial Owner)

[Grid for Last Name (Co-Beneficial Owner)]

M.I.

[Grid for M.I.]

First Name (Co-Beneficial Owner)

[Grid for First Name (Co-Beneficial Owner)]

IRA       Joint Tenancy       Employee       Individual       Other \_\_\_\_\_ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

[Grid for Company Name]

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

[Grid for Trustee/Asset Manager/Nominee/Record Owner's Name]

Account#/Fund# (Not Necessary for Individual Filers)

[Grid for Account#/Fund#]

Social Security Number

[Grid for Social Security Number]

Taxpayer Identification Number

[Grid for Taxpayer Identification Number]

or

Telephone Number (Primary Daytime)

[Grid for Telephone Number (Primary Daytime)]

Telephone Number (Alternate)

[Grid for Telephone Number (Alternate)]

Email Address

[Grid for Email Address]

MAILING INFORMATION

Address

[Grid for Address]

Address

[Grid for Address]

City

[Grid for City]

State

[Grid for State]

Zip Code

[Grid for Zip Code]

Foreign Province

[Grid for Foreign Province]

Foreign Postal Code

[Grid for Foreign Postal Code]

Foreign Country Name/Abbreviation

[Grid for Foreign Country Name/Abbreviation]

FOR CLAIMS  
PROCESSING  
ONLY

OB

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CB

[Grid for CB]

ATP  
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BE  
 DR  
 EM

FL  
 ME  
 ND

OP  
 RE  
 SH

MM / DD / YYYY

FOR CLAIMS  
PROCESSING  
ONLY





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

By signing this Proof of Claim and Release form below, I (we) expressly acknowledge and agree:

1. I (We) submit this Proof of Claim under the terms of the Settlement Agreement, dated as of March 28, 2014, described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Central District of California, 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.
2. 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 Action.
3. I (We) agree to furnish additional information to Class Counsel to support this claim if required to do so.
4. I (We) have not submitted any other claim covering the same purchases, acquisitions, or sales of First Regional common stock during the Class Period and know of no other Person having done so on my (our) behalf.
5. I (We) have not sold, assigned, transferred, hypothecated, pledged or encumbered, or otherwise disposed of, in whole or in part, voluntarily or involuntarily, any Claim against any of Plaintiffs' Released Persons or the Plans released pursuant to this Settlement Agreement.
6. I (We) further covenant that I (we) will not assign or otherwise transfer any interest in any of Plaintiffs' Released Claims.

**PART IV: RELEASE**

By signing this Proof of Claim and Release form below, I (we) expressly agree to be bound by each of the following:

1. Upon the Effective Date, I (we), on my (our) own behalf (behalfes) and on behalf of my (our) family members, heirs, executors, trustees, personal representatives, estates or administrators, attorneys, counselors, insurers, reinsurers, financial or investment advisors, consultants, advisors, representatives, agents and Successors, conclusively, absolutely, unconditionally, irrevocably, and forever release and discharge Plaintiffs' Released Persons from all of Plaintiffs' Released Claims.
2. I (We) covenant and agree, from and after the Effective Date: (a) not to file any Claim, individual or derivative, released pursuant to this Release against any of Plaintiffs' Released Persons; and (b) that the foregoing covenant and agreement shall be a complete defense to any such Claims against any of Plaintiffs' Released Persons.
3. As used in this Release, the following terms shall have then meaning assigned to them in the Settlement Agreement and shall mean:
  - a. "Plaintiffs' Released Claims" shall mean any and all Claims of any nature whatsoever, whether individual, representative, or derivative, known or unknown, accrued or unaccrued, by or on my (our) behalf, including my (our) respective heirs, beneficiaries, executors, administrators, past and present partners, agents, attorneys, Successors, and assigns that were brought in the Action or arise out of the same or substantially similar facts, circumstances, situations, transactions, or occurrences as those alleged in the Action.
  - b. "Plaintiffs' Released Persons" shall mean (a) First Regional Bancorp and First Regional Bank and their parents, affiliates, partners, subsidiaries, predecessors, Successors, assigns, and past or present directors, officers, employees, associates, controlling persons, attorneys, counselors, insurers, reinsurers, financial or investment advisors, consultants, advisors, representatives or agents, and (b) (i) Jack A. Sweeney, Steven J. Sweeney, Marilyn J. Sweeney, H. Anthony Gartshore, Gary M. Horgan, Elizabeth Thompson, Fred M. Edwards, Thomas E. McCullough, Richard Schreiber and Lawrence J. Sherman (collectively, the "Defendants"), (ii) any person, other than Deloitte & Touche LLP ("Deloitte"), formerly named as a defendant in any Complaint in the Action (including, without limitation, F. David Hare and Dorthea Montoya), (iii) and each Defendant or former defendant's respective family members, heirs, executors, trustees, personal representatives, trusts, estates or administrators, attorneys, counselors, insurers, reinsurers, financial or investment advisors, consultants, advisors, representatives, agents and Successors-In-Interest. Deloitte is not a Plaintiffs' Released Person.
  - c. "Successors" shall mean my (our) estate, legal representatives, heirs, successors, or assigns, including successors or assigns that result from corporate mergers or other structural changes.
4. I (We) hereby expressly waive any and all rights and benefits conferred upon me (us) by the provisions of Section 1542 of the California Civil Code and all similar provisions of the statutory or common laws of any other state, territory, or other jurisdiction. Section 1542 reads in pertinent part:

**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.**

I (We) hereby acknowledge that the foregoing waiver of the provisions of Section 1542 of the California Civil Code and all similar provisions of the statutory or common law of any other state, territory, or other jurisdiction is a material term of the Settlement that was bargained for and without which the Parties would not have entered into the Settlement.



5. I (We) hereby warrant and represent that I (we) have read the Notice, the Plan of Allocation and the Proof of Claim form, including the releases provided for in the Settlement.
6. I (We) hereby warrant and represent that I (we) have not sold, assigned, transferred, hypothecated, pledged or encumbered, or otherwise disposed of, in whole or in part, voluntarily or involuntarily, any matter released pursuant to this release or any part or portion thereof. I (We) further covenant that I (we) will not assign or otherwise transfer any interest in any of Plaintiffs' Released Claims.
7. I (We) hereby warrant and represent that I (we) have included information about all of my (our) holdings and transactions in First Regional common stock that occurred during the Class Period as well as the number of First Regional common stock held by me (us) at the close of trading on January 29, 2007, and at the close of trading on January 29, 2010.
8. I (We) understand and intend that the signature below serves as the release of Plaintiffs' Released Claims.
9. I (We) hereby warrant and represent that I (we) have not requested exclusion from the Class.
10. This Release shall be of no force or effect unless and until the Court approves the Settlement Agreement and the Settlement Agreement becomes effective on the Effective Date (as defined in the Settlement Agreement).

**I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT AND THE DOCUMENTS SUBMITTED ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.**

Executed this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_  
 (Month/Year) (City/State/Country)

\_\_\_\_\_  
 (Sign your name here)

\_\_\_\_\_  
 (Sign your name here)

\_\_\_\_\_  
 (Type or print your name here)

\_\_\_\_\_  
 (Type or print your name here)

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

\_\_\_\_\_  
 (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:

- |   |   |
|---|---|
| <ol style="list-style-type: none"> <li>1. Please sign the above release and declaration.</li> <li>2. If this Claim is being made on behalf of Joint Claimants, then both must sign.</li> <li>3. Remember to attach copies of supporting documentation, if available.</li> <li>4. <b>Do not send</b> originals of certificates or other documentation as they will not be returned.</li> <li>5. Keep a copy of your claim form and all supporting documentation for your records.</li> </ol> | <ol style="list-style-type: none"> <li>6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.</li> <li>7. If you move, please send your new address to:<br/> <div style="text-align: center;"> <p><i>First Regional Bancorp Securities Litigation</i><br/>           Claims Administrator<br/>           c/o Gilardi &amp; Co. LLC<br/>           P.O. Box 990<br/>           Corte Madera CA 94976-0990</p> </div> </li> <li>8. <b>Do not use red pen or highlighter</b> on the Proof of Claim form or supporting documentation.</li> </ol> |
|---|---|

THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN AUGUST 8, 2014,  
 ADDRESSED AS FOLLOWS:

*First Regional Bancorp Securities Litigation*  
 Claims Administrator  
 c/o Gilardi & Co. LLC  
 P.O. Box 990  
 Corte Madera CA 94976-0990

