

IN THE DISTRICT COURT OF THE UNITED STATES FOR THE
MIDDLE DISTRICT OF ALABAMA, NORTHERN DIVISION

In re
COLONIAL BANCGROUP, INC.
SECURITIES LITIGATION

)
) Civil Action No.
) 2:09-CV-00104-RDP-WC
)
) **PROOF OF CLAIM**
) **AND RELEASE FORM**
)

THIS PROOF OF CLAIM IS ONLY TO BE USED BY CLAIMANTS WHO DID NOT SUBMIT A CLAIM BY FEBRUARY 28, 2014 IN CONNECTION WITH THE PRIOR COLONIAL I SETTLEMENT. IF YOU DID SUBMIT A CLAIM IN CONNECTION WITH THE COLONIAL I SETTLEMENT, PLEASE DO NOT DO SO AGAIN. YOU CAN CALL THE CLAIMS ADMINISTRATOR IF YOU ARE UNSURE.

If you did not submit a claim in connection with the prior Colonial I Settlement by February 28, 2014, you must complete and, on page 29 below, sign this Proof of Claim and Release form ("Proof of Claim") in order to have an opportunity to recover from the Net Settlement Fund created in connection with the settlement with the remaining defendants in the Action - the Underwriter Defendants and PricewaterhouseCoopers LLP.

YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED OR RECEIVED NO LATER THAN JULY 27, 2015, ADDRESSED AS FOLLOWS:

In re Colonial BancGroup, Inc. Securities Litigation
Claims Administrator
c/o Strategic Claims Services
600 North Jackson Street, Suite 3
Media, PA 19063

Failure to submit your claim by **July 27, 2015** will subject your claim to rejection and preclude you from receiving any money in connection with the Settlement of this Action.

Do not mail or deliver your Proof of Claim to the Court, the Parties or their counsel. Any such claim will be deemed not to have been submitted. Submit your claim only to the Claims Administrator.

PART I – CLAIMANT INFORMATION

Claimant Name (the name as you would like it to appear on the check, if you are eligible)

Claimant Name line 2 (if applicable, will also be included on the check if eligible)

Contact Person (if claimant is not an individual)

Account Number (not required)

Address Line 1

Address Line 2 (if applicable)

City

State

Zip Code

Foreign Province

Country

Foreign Zip Code

Telephone Number (Day)

Telephone Number (Night)

Beneficial Owner's Employer Identification Number or Social Security Number¹⁰

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.*)

Did you previously submit a claim in the Colonial I Settlement?

Yes ☐ No ☐

¹⁰ The taxpayer identification number (TIN), consisting of a valid Social Security number (SSN) for individuals or employer identification number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.

IDENTITY OF CLAIMANT (check only one box):

- | | | |
|--|--|--------------------------------------|
| ☐ Individual | ☐ Joint Owners | ☐ Estate |
| ☐ Corporation | ☐ Trust | ☐ Partnership |
| ☐ Private Pension Fund | ☐ IRA, Keogh, or other type of individual retirement plan | |
| ☐ Legal Representative | (indicate type of plan, mailing address, and name of current custodian) | |
| ☐ Other (specify, describe on separate sheet) | _____ | |
| | _____ | |
| | _____ | |

PART II - GENERAL INSTRUCTIONS

- It is important that you completely read the Notice of Proposed Settlement With Remaining Defendants and Motion for Attorneys' Fees and Expenses (the "Notice") that accompanies this Proof of Claim and Release ("Proof of Claim"), and the Plan of Allocation included in the Notice. The Notice contains the definitions of many of the defined terms (which are indicated by initial capital letters) 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 therein and provided for herein.
- This Proof of Claim is directed to any person or entity that purchased or acquired, during the period between April 18, 2007 and August 6, 2009, inclusive (the "Class Period"): (i) the common stock of the Colonial BancGroup, Inc. ("Colonial"); (ii) Colonial's common stock traceable to the Company's April 23, 2008 stock offering pursuant to the Registration Statement and Prospectus filed with the Securities and Exchange Commission (the "Stock Offering"); and (iii) the \$250 million worth of Subordinated Notes due in 2038, paying 8.875% interest on a quarterly basis ("Subordinated Notes"), pursuant or traceable to Colonial's Form S-3/A Shelf Registration Statement and Prospectus dated November 12, 2004 and Form 424 (b)(2) Prospectus Supplement dated February 28, 2008 (the "Note Offering," and together with Colonial's common stock, and the Stock Offering, "Colonial Securities"), and were allegedly damaged thereby (the "Settlement Class").
- IF YOU ARE NOT A SETTLEMENT CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, FILED A REQUEST FOR EXCLUSION FROM THE SETTLEMENT CLASS, DO NOT SUBMIT A PROOF OF CLAIM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A SETTLEMENT CLASS MEMBER. THUS, IF YOU FILE A VALID REQUEST FOR EXCLUSION IN A TIMELY MANNER, ANY PROOF OF CLAIM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.
- Submission of this Proof of Claim does not guarantee that you will share in the Net Settlement Fund.** The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if approved by the Court, or such other plan of allocation as the Court approves.
- Use Parts III-V of this Proof of Claim to supply all required details of your transaction(s) in Colonial Securities during the Class Period. Provide all the requested information with respect to all purchases and sales of Colonial Securities during the Class Period.
- You are required to submit genuine and sufficient documentation for all your transactions in and holdings of Colonial Securities during the Class Period as set forth in the Schedule of Transactions in Parts III-V. Documentation may consist of copies of brokerage confirmations or monthly statements. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator.
- Separate Proofs of Claim should be submitted for each legal entity that has a claim. For example, if one joint owner also has an individual claim, two Proofs of Claim should be submitted. However, each Proof of Claim should include all transactions made by that entity, even if the transactions were in different accounts.

8. Agents, executors, administrators, guardians, and trustees must complete and sign the Proof of Claim on behalf of persons represented by them, and they must:

- (a) expressly state the capacity in which they are acting;
- (b) identify the name, account number, social security number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Colonial Securities during the Class Period; and
- (c) furnish herewith evidence of their authority to bind the person or entity on whose behalf they are acting. (Authority to complete and sign a Proof of Claim cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)

9. **NOTICE REGARDING ELECTRONIC FILES:** To obtain the mandatory electronic filing requirements and file layout, visit the website at www.strategicclaims.net or email the Claims Administrator at info@strategicclaims.net.

10. If you have questions concerning the Proof of Claim, or need additional copies of the Proof of Claim or the Notice, you may contact the Claims Administrator, Strategic Claims Services, at the above address or by toll-free phone at 1-866-274-4004 or you may download the documents from www.strategicclaims.net.

PART III – SCHEDULE OF TRANSACTIONS IN COLONIAL COMMON STOCK

A. BEGINNING HOLDINGS OF COLONIAL COMMON STOCK

State the total number of shares of Colonial common stock held as of the close of trading on April 17, 2007. _____	IF NONE, CHECK HERE ☐
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B. PURCHASES OF COLONIAL COMMON STOCK

Separately list each and every transaction in Colonial common stock: (i) purchased during the period between April 18, 2007 and August 6, 2009, inclusive, or (ii) purchased pursuant and traceable to the Company's April 23, 2008 stock offering pursuant to the Registration Statement and Prospectus filed with the SEC.			IF NONE, CHECK HERE ☐
Date(s) of Purchase(s) (List Chronologically) Month/Day/Year	Number of Shares Purchased	Purchase Price Per Share (excluding taxes, fees, and commissions)	Pursuant or Traceable to the Stock Offering?
____/____/____	_____	\$ _____	○Y ○N
____/____/____	_____	\$ _____	○Y ○N
____/____/____	_____	\$ _____	○Y ○N
____/____/____	_____	\$ _____	○Y ○N
____/____/____	_____	\$ _____	○Y ○N
____/____/____	_____	\$ _____	○Y ○N

C. SALES OF COLONIAL COMMON STOCK

Separately list each and every sale of Colonial common stock during the period between April 18, 2007 and August 6, 2009, inclusive.		IF NONE, CHECK HERE ☐
Date(s) of Sale(s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale price per share (excluding taxes, fees, and commissions)
___/___/___	_____	\$ _____
___/___/___	_____	\$ _____
___/___/___	_____	\$ _____
___/___/___	_____	\$ _____
___/___/___	_____	\$ _____
___/___/___	_____	\$ _____

D. ENDING HOLDINGS OF COMMON STOCK

State the total number of shares of Colonial common stock held as of the close of trading on August 6, 2009. _____	IF NONE, CHECK HERE ☐
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PART IV -- SCHEDULE OF TRANSACTIONS IN COLONIAL SUBORDINATED NOTES**A. PURCHASES OF COLONIAL SUBORDINATED NOTES**

Separately list each and every Colonial Subordinated Note purchased during the period between April 18, 2007 and August 6, 2009, inclusive, that is due in 2038, paying 8.875% interest on a quarterly basis, and pursuant or traceable to Colonial's Form S-3/A Shelf Registration Statement and Prospectus dated November 12, 2004 and Form 424 (b)(2) Prospectus Supplement dated February 28, 2008.				IF NONE, CHECK HERE ☐	
Coupon Rate/Maturity	Trade Date Month/Day/Year	Principal Amount	CUSIP	Purchase Price per \$1000 of Principal Amount*	Aggregate Cost*

* Excluding taxes, fees, and commissions.

B. SALES OF COLONIAL SUBORDINATED NOTES

Separately list each and every Colonial Subordinated Note sold during the period between April 18, 2007 and August 6, 2009, inclusive.				IF NONE, CHECK HERE ☐	
Coupon Rate/Maturity	Trade Date Month/Day/Year	Principal Amount	CUSIP	Sale Price per \$1000 of Principal Amount*	Aggregate Received*

PART V -- SCHEDULE OF TRANSACTIONS IN COLONIAL OPTIONS**A. BEGINNING POSITION OF CALL OPTIONS**

At the beginning of trading on April 18, 2007, the following call options on Colonial common stock were owned:

Date of Purchase (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2009/\$40)	Purchase Price Per Contract	Amount Paid*	Exercised "E" or Expired "X" (leave blank if neither)	Exercise Date (Month/Day/Year)

B. PURCHASES OF CALL OPTIONS

Purchases, including by way of exchange, conversion or otherwise (between April 18, 2007 and August 6, 2009, inclusive) of call options on Colonial common stock:

Date of Purchase (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2009/\$40)	Purchase Price Per Contract	Amount Paid*	Exercised "E" or Expired "X" (leave blank if neither)	Exercise Date (Month/Day/Year)

* Excluding taxes, fees, and commissions.

C. SALES OF CALL OPTIONS

Sales of the above call options on Colonial common stock which call options were purchased before August 7, 2009 (include all such sales no matter when they occurred):

Date of Sale (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2009/\$40)	Sale Price Per Contract	Amount Received*

D. BEGINNING WRITTEN POSITION OF PUT OPTIONS

At the beginning of trading on April 18, 2007 the following put options written on Colonial common stock were open:

Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2009/\$40)	Sale Price Per Contract	Amount Received*	Assigned "A" or Expired "E" (leave blank if neither)	Assign Date (Month/Day/Year)

E. SALES (WRITING) OF PUT OPTIONS

Written (sold) put options on Colonial common stock (between April 18, 2007 and August 6, 2009, inclusive) as follows:

Date of Writing (Sale) (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2009/\$40)	Sale Price Per Contract	Amount Received*	Assigned "A" or Expired "E" (leave blank if neither)	Assign Date (Month/Day/Year)

* Excluding taxes, fees, and commissions.

F. COVERING TRANSACTIONS (REPURCHASES) OF PUT OPTIONS

Repurchases of the above put options on Colonial common stock that were written (sold) before August 7, 2009, (include all repurchases no matter when they occurred):

Date of Purchase (Month/Day/Year)	Number of Contracts	Expiration Month and Year/Strike Price of Options (i.e. July 2009/\$40)	Price Paid Per Contract	Aggregate Cost*

* Excluding taxes, fees, and commissions.

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME AND TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.

PART VI - CERTIFICATION

YOU MUST SIGN ON PAGE 29 OF THIS PROOF OF CLAIM

By signing and submitting this Proof of Claim, the claimant(s) or the person(s) who represents the claimant(s) certifies, as follows:

1. that I (we) have read the Notice, the Plan of Allocation and the Proof of Claim, including the releases provided for in the Settlement;
2. that the claimant(s) is (are) Settlement Class Member(s), as defined in the Notice, and is (are) not excluded from the Settlement Class;
3. that the claimant(s) has (have) not submitted a request for exclusion from the Settlement Class;
4. that the claimant(s) owns(ed) the Colonial Securities identified in the Proof of Claim during the Class Period and has (have) not assigned the claim against the Released Defendant Parties to another, or that, in signing and submitting this Proof of Claim, the claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;
5. that the claimant(s) has (have) not submitted any other claim covering the same purchases, sales, or holdings of Colonial Securities during the Class Period and knows of no other person having done so on his/her/its/their behalf;
6. that the claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;
7. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the Claims Administrator or the Court may require;
8. that the claimant(s) waives (waive) the right to trial by jury, to the extent it exists, and agrees (agree) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Proof of Claim; and
9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment that may be entered in the Action;

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant

Print Name of Claimant

Date

Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date

THIS PROOF OF CLAIM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, **POSTMARKED OR RECEIVED BY JULY 27, 2015** ADDRESSED AS FOLLOWS:

In re Colonial BancGroup, Inc. Securities Litigation
c/o Strategic Claims Services
600 North Jackson Street, Suite 3
Media, PA 19063

You should be aware that it will take a significant amount of time to fully process all of the Proof of Claims. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

1. Please sign the above certification. If this Proof of Claim is being made on behalf of joint claimants, then both must sign.
2. Remember to attach only **copies** of supporting documentation. Do not send original stock certificates or documentation. These items cannot be returned to you by the Claims Administrator.
3. Please do not highlight any portion of the Proof of Claim or any supporting documents.
4. Keep copies of the completed Proof of Claim and documentation for your own records.
5. If you desire an acknowledgment of receipt of your Proof of Claim, please send it to the Claims Administrator Certified Mail, Return Receipt Requested.
6. If your address changes in the future, or if this Proof of Claim was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the above address or at 1-866-274-4004, or visit www.strategicclaims.net.

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In re Colonial BancGroup, Inc. Securities Litigation
c/o Strategic Claims Services
600 N Jackson Street – Suite 3
Media, PA 19063

IMPORTANT LEGAL DOCUMENT – PLEASE FORWARD

PRESORTED
FIRST-CLASS MAIL
U.S. POSTAGE
PAID
LANSDALE, PA
PERMIT NO. 491