

**STATE COURT OF FULTON COUNTY
STATE OF GEORGIA**

HAL UNSCHULD, on behalf of himself and all
others similarly situated,

Plaintiff,

v.

TRIS SECURITY CORPORATION, f/k/a DIVERSIFIED
SECURITY CORPORATION, RONALD FARRELL,
E. WAYNE STALLINGS, CAPITAL GROWTH FINANCIAL,
LLC, and BATHGATE CAPITAL PARTNERS, LLC,

Defendants.

CIVIL ACTION FILE
NUMBER: 2006ev001333f

NOTICE OF CLASS ACTION SETTLEMENT

TO: ALL PERSONS AND ENTITIES THAT ACQUIRED UNITS, COMMON STOCK, OR WARRANTS OF TRIS SECURITY CORPORATION BETWEEN FEBRUARY 9, 2005 AND NOVEMBER 1, 2007:

All persons who are members of the following group:

Anyone who purchased or acquired, from February 9, 2005 through November 1, 2007, inclusive, Tri-S: (i) units issued pursuant to the Company's February 2005 IPO; (ii) common stock or warrants derived from such units; or (iii) common stock derived from the exercise of such warrants, such purchasers and acquirers constituting the "Class," "Settlement Class," or "Class Members." The Settlement Class does not include any Defendant, any Immediate Family of any Individual Defendant, any current or former officers or directors of any Corporate Defendant, any affiliates of any Corporate Defendant, or anyone with a Controlling Interest in a Corporate Defendant. Further, the Settlement does not include shares of Tri-S common stock or warrants issued pursuant to a private placement.

SUMMARY OF NOTICE

This Notice provides you with important information in connection with the proposed settlement of a lawsuit concerning Tri-S Security Corporation f/k/a Diversified Security Corporation ("Tri-S"). Your rights may be affected by this Notice. You should read this Notice carefully. A court authorized this Notice. This is not a solicitation.

- This Notice advises you of a proposed class action settlement. The named Parties have agreed to settle this litigation on the terms set forth in the Joint Stipulation of Settlement and Release (the "Settlement" or "Settlement Agreement") filed with the Court on March 9, 2009. The Settlement will provide a fund for the benefit of investors who purchased units, common stock, or warrants issued pursuant to the Company's initial public offering in February 2005 (the "IPO").
- The Settlement will resolve class litigation (the "Action") over whether Defendants misrepresented or failed to disclose certain information about problems that Tri-S allegedly experienced as a result of its acquisition of Paragon Systems, Inc. ("Paragon") in February 2004 and other matters. The Action alleged that Tri-S's stock price declined after additional information became known about alleged problems with Paragon's business.
- Unless otherwise defined herein, capitalized terms have the meaning defined in the Settlement Agreement.
- Your legal rights may be affected by this Settlement whether you act or do not act. Read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

YOU CAN PROMPTLY SUBMIT A CLAIM FORM TO SHARE IN THE SETTLEMENT FUND.	This is the way for you to receive a payment if the Settlement is finally approved.
YOU CAN REQUEST TO BE EXCLUDED FROM THE CLASS.	If you submit a timely exclusion request, you will receive nothing from this Settlement, but you will retain what rights you otherwise have, if any, to sue for the claims raised in the Action.
YOU CAN OBJECT.	You can write to the Court if you believe there are legal reasons to oppose the Settlement. You may not object to the Settlement if you exclude yourself. You can also go to a hearing and may be permitted to present evidence in support of your objection.
YOU CAN DO NOTHING.	You will receive no payment and you will give up your rights to bring claims against Defendants and others who are being released by this Settlement.

- These rights and options — **and the deadlines to exercise them** — are explained in this Notice.
- Payments will be made if the Court gives its final approval to the Settlement and the Settlement is upheld in the event of an appeal.

Statement of Lead Plaintiff and Class Member Recovery

Pursuant to the Settlement Agreement, a cash settlement fund has been established, consisting of one million dollars (\$1,000,000.00) in cash paid by Defendants (the “Cash Settlement Fund”), to satisfy all claims in this Action. Plaintiff’s Counsel’s attorneys’ fees and expenses, the Administrator’s fees and expenses, the Case Contribution Award to Plaintiff, and Tax Expenses and bank charges, all as may be approved by the Court, will be paid from the Cash Settlement Fund, the remainder being the Net Cash Settlement Fund (“NCS Fund”). The exact amount that will be paid to a participating Class Member under the Settlement will depend upon various factors, including: (1) what securities you purchased; (2) when those securities were purchased and sold; and (3) the number of Class Members.

Statement of Potential Outcome of Case

The Parties disagree on both liability and damages and do not agree on the average amount of damages per share that would be recoverable, if any, if Plaintiff were to have prevailed on the basis of the allegations in the Complaint. Defendants deny that they are liable on any grounds to Plaintiff or the Class, and deny that Plaintiff or the Class have suffered any damages attributable to Defendants.

Statement of Attorneys’ Fees and Costs Sought

Plaintiff’s Counsel are moving the Court for an award of attorneys’ fees of 33-1/3% of the Cash Settlement Fund. They are also seeking payment of their expenses. Plaintiff’s Counsel have expended considerable time and effort in the prosecution of this litigation on a contingent-fee basis, and it is customary for counsel to be awarded a percentage of the common fund recovery as their fees. Plaintiff’s Counsel expect to show the Court, in support of their request for an award of attorneys’ fees, that the time they expended significantly exceeds a one-third contingent fee if that time were valued on an hourly basis.

Further Information

This Notice provides only a summary of the lengthy Settlement Agreement, which is available for your review at www.strategicclaims.net. The detailed language in the Settlement Agreement and the Court’s orders in this case specify the exact terms of the Settlement, and they control in the event of any conflict with the general information in this Notice. Further information regarding the Action and this Settlement may be obtained by contacting the Administrator or Plaintiff’s Counsel:

Tri-S Securities Litigation Settlement
c/o Strategic Claims Services
600 N. Jackson Street, Suite 3
Media, Pennsylvania 19063
(866) 274-4004

Stephen J. Fearon, Jr.
SQUITIERI & FEARON, LLP
32 East 57th Street, 12th Floor
New York, New York 10022
Telephone: (212) 421-6492
Facsimile: (212) 421-6553

David F. Walbert
PARKS, CHESIN & WALBERT, P.C
26th Floor, 75 Fourteenth Street
Atlanta, Georgia 30309
Telephone: (404) 873-8000
Facsimile: (404) 873-8050

DO NOT CALL OR WRITE THE COURT FOR INFORMATION.

Reasons for the Settlement

A principal reason for the Settlement is the benefit to be provided to the Class now. This benefit must be compared to the risk that no recovery might be achieved after a contested trial and likely appeals, possibly years into the future. Plaintiff's Counsel are experienced litigators. They recognize the risks of a trial, and that Plaintiff and the Class might not have prevailed on their claims. The claims advanced on behalf of the Class involve complex legal, financial, and technical issues, requiring extensive expert testimony, which would add considerably to the expense and duration of the litigation. There are questions regarding the extent of Defendants' liability, whether a jury might find them liable, and the true measure of the Class's damages, if any. In particular, Defendants would argue, among other things, that any alleged omissions or misstatements in the Registration Statement or Prospectus did not involve (1) matters that were required to be disclosed, (2) information that was material, and/or (3) information that was known to Defendants at the time of the IPO.

Another factor prompting settlement was the possibility that at least some of Defendants may not have been able to pay a large judgment at some unknown future date. There are also questions concerning the availability of insurance coverage for any of the claims in this Action. Tri-S's current and former insurance carriers have denied coverage for those claims.

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BASIC INFORMATION

1. Why did I receive this Notice package?

You or someone in your family may have purchased or acquired, between February 9, 2005 and November 1, 2007, units, common stock, or warrants issued pursuant to the Company's February 2005 IPO. The Court directed that this Notice be sent to all potential Class Members because they have a right to know about the proposed Settlement of this Action and about their options, before the Court decides whether to finally approve the Settlement. The Court has approved the Settlement on a preliminary basis already. If the Settlement becomes final, an Administrator will make any payments pursuant to the terms of the Settlement.

The Court in charge of the case is the State Court of Fulton County, State of Georgia, and the case is known as *Hal Unschuld v. Tri-S Security Corporation, et al.*, Civil Action No. 2006-EV-001333f. The person who sued to start this Action is called the "Plaintiff," and the companies and the persons being sued are called the "Defendants." The Defendants are: Tri-S, Ronald Farrell, E. Wayne Stallings, Capital Growth Financial, LLC, and Bathgate Capital Partners, LLC.

2. What is the lawsuit about?

Tri-S, through its subsidiaries, provides equipment and security services to various government agencies and to the private sector. It became a public company in 2005. The Action alleges that the Registration Statement and Prospectus, filed in connection with the initial public offering ("IPO") of Tri-S Securities on or about February 9, 2005, included false information about the Company's financial results and failed to disclose problems that the Company was experiencing as a result of acquiring Paragon. As a result of these alleged misstatements and omissions, Plaintiff asserts that Defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act of 1933. Defendants vigorously deny all allegations of wrongdoing and deny any and all liability.

3. Why is this lawsuit a class action?

In a class action, one or more people, called "plaintiffs" or "class representatives" (in this case, Hal Unschuld), sue on behalf of people or entities who have similar claims. All these people and/or entities are referred to collectively as a "class" or, individually, as a "class member." One court resolves the issue for all class members, except for those who exclude themselves.

4. Why is there a settlement?

In November 2006, Plaintiff Hal Unschuld filed this Action against Tri-S, one current and one former officer of Tri-S, and two of the underwriters for the IPO, alleging violations of the Securities Act of 1933. The Parties negotiated a settlement of the Action to, among other things, avoid the risks and costs of litigation. The Court did not decide in favor of Plaintiff or Defendants. Instead, Plaintiff and Defendants agreed to a Settlement that Plaintiff and his attorneys think is best for all Class Members. The Court has reviewed the Settlement and approved it preliminarily.

WHO IS IN THE SETTLEMENT?

5. How do I know if I am part of the Settlement?

The Class includes all persons or entities who purchased or acquired, from February 9, 2005 through November 1, 2007, the units, common stock, or warrants that were issued pursuant to Tri-S's February 2005 IPO.

6. Are there exceptions to being included in the Class?

Yes, there are exceptions. You are not a Class Member if you are a Defendant; a member of the Immediate Family of any Individual Defendant; a current or former officer or director of any Corporate Defendant; an affiliate of any Corporate Defendant; or someone with a Controlling Interest in a Corporate Defendant. You are not a Class Member if you acquired shares of Tri-S common stock or warrants through a private placement. Also excluded from the Class are any potential Class Members who exclude themselves by filing a valid and timely request for exclusion in accordance with the requirements of the Settlement Agreement, as summarized in this Notice.

7. I am still not sure whether I am included?

If you are still not sure whether you are included, you may ask for free help. You may call 1-866-274-4004 or visit www.strategicclaims.net for more information. Alternatively, you may fill out and timely return the Claim Form and the Administrator will determine if you are eligible to participate in the Settlement.

THE SETTLEMENT BENEFITS

8. What does the Settlement provide?

Defendants have agreed to make a one million dollar (\$1,000,000.00) payment into the Cash Settlement Fund Account. The balance of this account, after deducting any Court-awarded attorneys' fees and expenses, settlement administration costs, tax expenses and bank charges, and Case Contribution Award to Plaintiff, will be divided among Class Members who timely file a valid Claim Form.

9. How much will my payment be?

The payment to be made to a Class Member will depend upon a number of factors, including how many Class Members timely submit valid Claim Forms. The Settlement Agreement includes a Plan of Allocation that allocates payments from the NCS Fund based upon Class Members' losses. Compensable losses include "paper losses" that a Class Member suffered by the end of the Class Period, November 1, 2007, even if the Class Member had not yet sold the Tri-S common stock. The benefits to be paid from the NCS Fund also take into account several distinct time periods: (1) the time period from the initial public offering on February 9, 2005 to November 2, 2005, when Tri-S filed a form 8-K announcing that it was going to restate certain financial results; (2) the time period from November 3, 2005 to February 26, 2006, the day before Tri-S filed a public lawsuit that purportedly disclosed matters that Plaintiff contends should have been included in the Registration Statement and Prospectus; (3) the time period from February 27, 2006, to the end of the Class Period, November 1, 2007. Because a Class Member's legal claim for damages varies depending on the time the securities were bought and sold, payments from the NCS Fund are weighted according to the transaction dates.

Class Members who held Tri-S warrants may also be compensated pursuant to the Plan of Allocation and the time periods just described. However, because each warrant costs significantly less than a share of Tri-S common stock, the amount that will be paid on a per-warrant basis will be significantly less. Class Members who sold their Tri-S units, common stock, or warrants without a loss will not receive money from the NCS Fund.

Although it is impossible to determine in advance what your exact recovery will be after Final Approval by the Court, by way of an illustrative approximation: If Class Members submit valid Claim Forms at a rate that is reasonably typical of similar settlements in previous securities class actions, Plaintiff's Counsel estimates that the net payments to Class Members with Valid Claims in this Action may be in the range of 25-80% of your losses. Your recovery could be more or less, however, and would be less if more valid Claims are submitted than typically occurs in class action settlements.

10. How may I receive a payment?

To qualify for a payment, you must submit a valid and timely Proof of Claim form ("Claim Form"). A Claim Form came with this Notice. You may also obtain a Claim Form on the internet at www.strategicclaims.net. Read the instructions carefully, fill out the form, include all of the documents the form asks for, sign it, and send it **so that it is received no later than May 26, 2009 at Tri-S Securities Litigation Settlement, c/o Strategic Claims Services, 600 N. Jackson Street, Suite 3, Media, Pennsylvania 19063.**

Claim Forms cannot be sent by e-mail or fax.

11. When will I receive a payment?

If the Court gives its final approval to the Settlement at the Fairness Hearing, it is likely that you may receive your payment within ninety (90) days thereafter *if* no appeals are taken. If an appeal is taken, substantial delays of more than a year are possible, even if the Settlement is finally upheld on appeal.

12. What am I giving up to receive a payment?

Unless you exclude yourself, you are staying in the Class. This means that, if the Settlement is approved, you will release all "Released Claims" against the "Releasees."

"Released Claims" means each and every claim or unknown claim that you may have that relates to the subject matter of this Action. In brief, "Released Claims" broadly and comprehensively encompasses all possible claims and complaints you may have against the Releasees that pertain to the issues and allegations in this Action. The exact definition of "Released Claims" is in the Settlement Agreement, which you can review on the Settlement website. The term "Releasee" includes all of the Defendants, as well as their officers, employees, insurers, and others associated with the named Defendants. Again, the term "Releasee" is specifically defined in the Settlement Agreement.

EXCLUDING YOURSELF FROM THE SETTLEMENT

13. If I want to exclude myself from the Settlement, how do I do that?

To exclude yourself from the Settlement, you must send a letter saying that you want to be excluded from the Settlement in the Tri-S Securities Litigation. Be sure to include your name; address; telephone number; information concerning your purchase(s) and sale(s), between February 9, 2005 and November 1, 2007, of Tri-S units, common stock, or warrants issued pursuant to the Company's February 2005 IPO, including the number of shares and the date and price of each purchase and sale; and, your signature. You cannot exclude yourself by telephone, fax, or e-mail. You must send your exclusion request, so that it is ***received*** no later than May 22, 2009, to:

Tri-S Securities Litigation Settlement
c/o Strategic Claims Services
600 N. Jackson Street, Suite 3
Media, Pennsylvania 19063

If you exclude yourself from the Class, you will not receive a payment from the NCS Fund and you cannot object to the Settlement. If you exclude yourself, you will not be legally bound by anything that happens in this lawsuit.

14. If I do not exclude myself, may I sue Tri-S or the other Releasees later for the claims that I am releasing in this Settlement?

No. Unless you exclude yourself, you give up any right to sue Defendants and the other Releasees for the claims that this Settlement releases. You must *timely* exclude yourself from the Class to bring your own lawsuit.

15. If I exclude myself, may I obtain a payment from this Settlement?

No. If you exclude yourself, do not send in a Claim Form to ask for any money. But, you may sue or be part of a different lawsuit involving claims against the Releasees that are released by this Settlement.

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this case?

Plaintiff's Counsel in this case have been appointed as counsel for the Class by Order of the Court. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How will the lawyers be paid?

Plaintiff's Counsel are moving the Court to award attorney fees from the Cash Settlement Fund equal to 33-1/3% of the Fund, as well as for reimbursement of their expenses. In addition, Plaintiff and his counsel will make an application to the Court for a Case Contribution Award to Plaintiff which shall not exceed twenty thousand dollars (\$20,000.00) to be paid from the Cash Settlement Fund in recognition of Plaintiff's efforts in achieving the Settlement for the Class.

OBJECTING TO THE SETTLEMENT

18. How do I legally object to the Settlement?

If you are a Class Member, you may object to the Settlement if you do not like all or a part of it. To object, you must send a signed letter saying that you are a Class Member in the Tri-S Securities Litigation, that you object to the Settlement, and explain the reasons why you object. In your objection, you must include your name, address, telephone number, and signature. You must also include, for any units, common stock, or warrants of Tri-S stock that you purchased, acquired, or sold from February 9, 2005 through November 1, 2007, (1) the number of such securities and (2) the date(s) and price(s) of each purchase, acquisition, and sale of those securities. Your objection must be filed with the Court and served on all the following counsel so that it is ***received*** no later than May 22, 2009.

COURT	PLAINTIFF'S COUNSEL	DEFENDANTS' COUNSEL
Clerk of the Court State Court of Fulton County, Georgia 185 Central Avenue Atlanta, Georgia 30303	Stephen J. Fearon, Jr. SQUITIERI & FEARON, LLP 32 East 57th Street, 12th Floor New York, New York 10022 David F. Walbert PARKS, CHESIN & WALBERT, P.C 26th Floor, 75 Fourteenth St. Atlanta, Georgia 30309	Jeffery W. Willis ROGERS & HARDIN 229 Peachtree Street N.E. 2700 International Tower Atlanta, Georgia 30303

For an objection to be considered by the Court, you **must also** set forth in sufficient detail the reasons why you think the Court should not give its final approval to the Settlement. You must explain your reasons for objecting to enable the Court to assess under the law whether your objection has merit. Without such detail, the objection will not be valid and the Court will not consider it.

19. What is the difference between objecting and requesting exclusion from the Settlement?

Objecting is telling the Court you do not like something about the Settlement. You may object only if you stay in the Class. Excluding yourself is telling the Court that you decided not to be part of the Class. If you exclude yourself and object, your objection will be disregarded.

THE FAIRNESS HEARING

20. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Fairness Hearing at 10 a.m. on June 1, 2009, at the State Court of Fulton County, Georgia, 185 Central Avenue, Courtroom 2F, Atlanta, Georgia 30303. At this hearing, the Court will make a final determination of whether the Settlement and the Plan of Allocation are fair, reasonable, and adequate. The Court may also decide then how much to award Plaintiff's Counsel for attorneys fees and expenses.

21. Do I have to come to the hearing?

No.

22. May I speak or offer evidence at the hearing?

If you file an objection, you may ask the Court for permission to speak or offer evidence at the Fairness Hearing. In order to be permitted to speak at the hearing, offer testimony from witnesses, or submit further written evidence in support of your objection, you must also include with your objection the statement, "I hereby give notice that I intend to appear at the Fairness Hearing in the Tri-S Securities Litigation." You must also describe and summarize in your objection the substance of any testimony or evidence you wish to offer. If you want to present any documentary evidence at the Fairness Hearing, you must include a copy of that evidence with your objection when you file it and serve it on the parties' counsel. If you do not comply with these procedures, you will not be permitted to speak or offer evidence at the Fairness Hearing.

If you excluded yourself from the Class, you will not be able to speak at the Fairness Hearing or present evidence.

23. What happens if I do nothing at all?

If you do nothing, you will receive nothing from the NCS Fund. You will be part of the Class, however, which means that you will be prohibited from starting or participating in any other lawsuit or other proceeding against Defendants and the other Releasees about the claims released by this Settlement.

DATED: MARCH 10, 2009

By Order of the Court
CLERK OF THE COURT

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STATE COURT OF FULTON COUNTY
STATE OF GEORGIA

HAL UNSCHULD, on behalf of himself and all
others similarly situated,

Plaintiff,

v.

TRI-S SECURITY CORPORATION, f/k/a DIVERSIFIED
SECURITY CORPORATION, RONALD FARRELL,
E. WAYNE STALLINGS, CAPITAL GROWTH FINANCIAL,
LLC, and BATHGATE CAPITAL PARTNERS, LLC,

Defendants.

CIVIL ACTION FILE
NUMBER: 2006ev001333f

PROOF OF CLAIM

I. GENERAL INFORMATION

Further information concerning this Proof of Claim (“Claim Form”) is given in the Notice of Class Action Settlement (“Notice”) that was mailed with this Claim Form. You should read that Notice. If you need another copy, you can get one from the Claims Administrator’s website www.strategicclaims.net or by calling the Claims Administrator, Strategic Claims Services, toll-free at (866) 274-4004.

In order to receive money from the Settlement of this Class Action, you must complete this Claim Form, and you must submit it so that it is received by the Claims Administrator no later than May 26, 2009. The completed and signed Claim Form must be timely delivered to:

Tri-S Securities Litigation
c/o Strategic Claims Services
Claims Administrator
600 N. Jackson Street, Suite 3
Media, Pennsylvania 19063

As described in the Notice, if you bought or otherwise acquired certain Tri-S Security Corporation securities (units, common stock, or warrants) between February 9, 2005 and November 1, 2007, inclusive, and you either (1) suffered a loss on the sale of some or all of those securities or (2) still held some or all of those securities on November 1, 2007 and had a “paper loss” at that time, you may receive proceeds from the Settlement, ***but only if*** you timely submit this Claim Form, completed in accordance with the instructions. Please be sure to submit your Claim Form early, rather than waiting until the deadline. You bear all risks of delay of delivery of your claim.

The Settlement does not include shares of Tri-S common stock or warrants that were issued pursuant to a private placement. Further, Defendants, any Immediate Family of any Individual Defendant, any current or former officers or directors of any Corporate Defendant, any affiliates of any Corporate Defendant, or anyone with a Controlling Interest in a Corporate Defendant are ***not*** members of the Class and are ***not*** eligible to submit Claim Forms.

Send your Claim Form only to the Claims Administrator whose address is given above. ***DO NOT*** send or deliver your Claim Form to the Court, to any of the Parties, or to the lawyers, as that is ***insufficient*** to make your Claim Form valid.

II. CLAIM FORM INSTRUCTIONS

1. If you purchased or otherwise acquired Tri-S units, common stock, or warrants and held the certificate(s) in your name, you are the beneficial owner as well as the record owner. If, however, you purchased or otherwise acquired these Tri-S units, common stock, or warrants and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.

2. Use ¶ 15 of this form entitled “Claimant Information” to identify each beneficial owner and, if different, each record owner, of the Tri-S units, common stock, or warrants which form the basis of this claim.

THIS CLAIM FORM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER OR OWNERS, OR THE LEGAL REPRESENTATIVE OF SUCH OWNER OR OWNERS, OF THE TRI-S SECURITIES UPON WHICH THIS CLAIM IS BASED.

3. All joint owners must sign this claim. If you are acting in a representative capacity on behalf of a Class Member, e.g., as an executor, administrator, trustee, conservator, or other representative, documentation establishing your current authority to act on behalf of that Class Member must accompany this claim, and your title or capacity must be stated. Such documentation would include letters testamentary, letters of administration, or a copy of the trust documents. The Social Security or Taxpayer Identification Number and telephone number of the beneficial owner may be used in verifying the claim and must be included. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

4. Use ¶ 16 §§ A, B, C, and D of this form entitled “Schedule of Transactions in Tri-S Securities” to supply all required details of your transaction(s) in Tri-S Securities. If you need more space, attach separate, numbered sheets giving all of the required information in substantially the same form. Print your name and Social Security or Taxpayer Identification Number at the top of each additional sheet.

5. On the schedule, provide all of the requested information with respect to **all** of your purchases and **all** of your sales of Tri-S Securities that took place during the Class Period, without regard to whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

6. 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.

7. The date of purchase, acquisition, or sale is the “contract” or “trade” date and not the “settlement” date.

8. In processing claims, the first-in, first-out (“FIFO”) basis will be applied to purchases and sales. Sales will be matched in chronological order, by trade date, first against the Securities held as of the close of trading on February 9, 2005 (the first day the Class Period begins) and then against the purchases during the Class Period.

9. The date of covering a “short sale” is deemed to be the date of purchase of Tri-S Securities. The date of a “short sale” is deemed to be the date of sale of Tri-S Securities. Shares originally sold short will result in a zero recognized Claim.

10. Where securities were purchased/sold by reason of having exercised an option/warrant, the option/warrant premium should be incorporated into the price accordingly.

11. If a Class Member’s trading activity during the Class Period exceeds 50 transactions, he, she, or it must provide, in an electronic file, all purchases, acquisitions, and sales information required in ¶ 16, the “Schedule of Transactions in Tri-S Securities.” For a copy of instructions and parameters concerning an electronic submission, contact Strategic Claims Services by phone: (866) 274-4004 or by visiting its website: www.strategicclaims.net.

12. If claims are submitted that would result in a distribution of \$5.00 or less to a particular Class Member, the Court may determine that no cash payment will be made in those instances. Regardless of whether any payment or distribution is made or received, Class Members, except those who submit a valid and timely request for exclusion, shall continue to be bound by the full and complete release as described in the Notice and Settlement Agreement if the Court finally approves the Settlement.

13. Brokerage commissions and transfer taxes paid by you in connection with your purchase and sale of Tri-S Securities should be excluded from the purchase and sale prices.

14. **Copies** of brokers’ confirmations or other documentation of your transactions in Tri-S Securities should be attached to your claim. IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OF EQUIVALENT DOCUMENTS FROM YOUR BROKER OR PORTFOLIO MANAGER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM. For a complete listing of the documentation deemed acceptable by the Claims Administrator, please refer to the website www.strategicclaims.net. Failure to provide acceptable documentation could delay verification of your claim or result in rejection of your claim.

16. Schedule of Transactions in Tri-S Securities (Units, Common Stock, or Warrants)

A. Number of shares of Tri-S common stock or warrants held at the beginning of trading on February 9, 2005: (If none, write "0". If other than 0, documentation must be provided.)

Stock:	Warrants:																
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B. Acquisitions of units, warrants, or shares of Tri-S common stock from February 9, 2005 to November 1, 2007, inclusive:

Date(s) of purchase/acquisition List chronologically MM / DD / YYYY	Number of units, warrants, or shares of common stock purchased or acquired	Purchase price per unit, warrant, or share of common stock (excluding taxes, commissions, etc.)																										
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IMPORTANT: Identify by date of purchase/acquisition and number of units, warrants, or shares listed above all purchases in which you covered a "short sale": _____ .

C. Sale of any units, warrants, or shares of Tri-S common stock from February 9, 2005 to November 1, 2007, inclusive:

Date(s) of sale List chronologically MM / DD / YYYY	Number of units, warrants, or shares of common stock sold	Sale price per unit, warrant, or share of common stock (excluding taxes, commissions, etc.)																										
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D. Number of shares of Tri-S common stock and warrants held at the close of trading on November 1, 2007: (If none, write "0", If other than 0, documentation must be provided.)

Stock:	Warrants:																
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IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PLEASE INCLUDE THE BENEFICIAL OWNER'S NAME, SIGNATURE, AND TAX IDENTIFICATION NUMBER ON ALL ADDITIONAL SHEETS. COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION EVIDENCING YOUR TRANSACTIONS IN TRI-S SECURITIES SHOULD BE ATTACHED TO THIS CLAIM FORM.

17. Certification and Release

a. I/We hereby certify that I/we purchased or otherwise acquired Tri-S common stock, units, or warrants between February 9, 2005 and November 1, 2007, inclusive, as listed in Paragraph 16.B. above, and that such common stock, units, or warrants were not received as part of a private placement.

b. By submitting this Proof of Claim, I/we believe in good faith that I am a member/we are members of the Class as defined in the Notice of Class Action Settlement, or am/are acting for such person; that I am not a Defendant/we are not Defendants in the Action or anyone excluded from the Class; that I/we have read and understand the Notice; that I/we believe that I am/we are entitled to receive a share of the Net Cash Settlement Fund; that I/we elect to participate in the proposed Settlement described in the Notice; and that I/we have not filed a request for exclusion.

c. I/We have set forth where requested above all relevant information with respect to each purchase or acquisition of Tri-S common stock, units, or warrants during the time periods requested, and for each sale, if any, of the Securities, the balance, if any, held at the close of trading on November 1, 2007.

d. I/We have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale, or retention of Tri-S common stock, units, or warrants listed above in support of my/our claim.

e. I/We understand that the information contained in this Proof of Claim is subject to such verification as Strategic Claims Services may request or as the Court may direct, and I/we agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. Strategic Claims Services may request additional information as required to efficiently and reliably calculate your recognized claim. In some cases acceptance of the claim may be conditioned upon production of additional information.)

f. If the Court gives its final approval to the Settlement, my/our signature(s) hereto will constitute a full and complete release by me/us or, if I am/we are submitting this Proof of Claim on behalf of a corporation, a partnership, estate, or one or more persons, by it, him, her, or them, and by my/our, its, his, her, or their heirs, administrators, successors, and assigns, of each of the "Releasees" of all "Released Claims," as stated in the Notice and Settlement Agreement.

g. 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 I.R.S. that you are subject to backup withholding, please strike out the word "**NOT**" in the certification above.

h. I/We consent to the jurisdiction of the Court with respect to any questions concerning the validity of this Proof of Claim. I/We understand and agree that my/our claim may be subject to investigation and discovery, provided that such investigation and discovery shall be limited to my/our status as Class Member(s) and the validity and amount of my/our claim. No discovery shall be allowed on the merits of the Action or the Settlement.

I/We have read the foregoing Proof of Claim and certify that all of the information contained herein, and in the supporting documents attached hereto, is true, correct, and complete to the best of my/our knowledge, information and belief, and that this form was executed on the _____ day of _____, 2009,

in _____
(City) (State/Country)

Signature of Claimant

(Print your name here)

Signature of Joint Claimant, if any

(Print your name here)

(Signature of person signing on behalf of Claimant)

(Print your name here)

Capacity of person signing on behalf of Claimant if other than an individual, e.g., Executor, President, Custodian, etc.

**THIS PROOF OF CLAIM MUST BE
RECEIVED ON OR BEFORE MAY 26, 2009 AT:**

Tri-S Securities Litigation
c/o Strategic Claims Services
Claims Administrator
600 N. Jackson Street, Suite 3
Media, Pennsylvania 19063

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

Reminder Checklist:

1. Remember to sign the above Certification and Release.
2. Remember to attach only **copies** of acceptable supporting documentation, a complete list of which can be found on our website.
3. Do not send original securities certificates.
4. Keep a copy of the complete Claim Form for your own records.
5. If you want an acknowledgement of receipt of your Claim Form, please send it Certified Mail, Return Receipt Requested, or its equivalent. **You will bear all risks of delay or non-delivery of your Claim Form.**
6. If you move after submitting your Claim Form, please send us your new address.
7. If you have any questions or concerns regarding your claim, please contact:

Tri-S Securities Litigation
c/o Strategic Claims Services
Claims Administrator
600 N. Jackson Street, Suite 3
Media, Pennsylvania 19063
Telephone: (866) 274-4004
Website: www.strategicclaims.net

DO NOT CALL OR WRITE THE COURT OR JUDGE FOR INFORMATION

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Tri-S Securities Litigation Settlement
c/o Strategic Claims Services
Claims Administrator
600 N. Jackson Street, Suite 3
Media, PA 19063

FIRST CLASS MAIL

PLEASE FORWARD — IMPORTANT LEGAL NOTICE