

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:) Chapter 11
)
US FIDELIS, INC.,) Hon. Charles E. Rendlen, III
)
Debtor.) Case No. 10-41902

**STATE ATTORNEY GENERAL PROOF OF CLAIM FOR VOTING PURPOSES ONLY
AND CLASS BALLOT**

**THE DEADLINE TO VOTE IS JULY 9, 2012 AT 4:00 P.M. (CENTRAL TIME).
YOUR PROOF OF CLAIM AND CLASS BALLOT MUST BE COMPLETED,
SIGNED AND RECEIVED BY THIS DEADLINE IN ORDER TO BE COUNTED**

PLEASE READ THESE INSTRUCTIONS BEFORE COMPLETING THE BALLOT

Pursuant to the Court's Order Granting Motion of the State of Texas, the State of Washington, the State of Ohio, and the State of Missouri Seeking to Allow Attorneys General to File Class Proofs of Claim for Voting Purposes Only dated June 5, 2012 (the "Consumer Class Proof of Claims Order") State Attorneys General are permitted to file class proofs of claim for voting purposes only, on behalf of consumers in their States. Pursuant to the Bankruptcy Code, a creditor who has filed a Proof of Claim (including a State Attorney General) is permitted to vote for or against the First Amended Plan of Liquidation dated June 5, 2012 (the "Plan"), which was filed with the United States Bankruptcy Court, Eastern District of Missouri, Case no. 10-41902 along with a Disclosure Statement.

The Plan is a proposal by the Official Committee of Unsecured Creditors of US Fidelis, Inc. (the "Debtor") and explains how creditor claims will be paid or not paid. The Disclosure Statement is a document that provides background information on US Fidelis, its bankruptcy filing, and the mechanism by which both consumer and non-consumer claims will be paid. This information is to assist you in voting your ballot. A complete set of the Plan-related documents that were filed with the Bankruptcy Court may be obtained at www.usfbankruptcy.com. In addition, this website contains a set of Frequently Asked Questions and Answers ("FAQs") that was approved by the Bankruptcy Court. A copy of the Disclosure Statement also may be obtained by writing to David A. Warfield, Thompson Coburn LLP, One US Bank Plaza, Suite 2600, St. Louis, MO 63101.

You should review the Disclosure Statement and Plan before you vote. A hearing on confirmation (approval) of the Plan is set on July 16, 2012 at 10:00 a.m. The Plan can be made binding upon you and all creditors if certain requirements of the Bankruptcy Code are met. Under the Bankruptcy Code, the Bankruptcy Court may still confirm the Plan even if certain classes of creditors vote against it.

For a State Attorney General to have its class ballot counted, it must complete, sign and return this State Attorney General Proof of Claim for Voting Purposes Only and Class Ballot (the "Ballot") either (i) by first class mail to the following address: US Fidelis Case Administration, c/o GCG, P.O. Box 9865, Dublin, OH 43017-5765; (ii) by overnight or hand delivery to US Fidelis Case Administration, c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (iii) by facsimile to (614) 289-5433. **Regardless of the method of delivery, the completed Ballot must be received no later than July 9, 2012 at 4:00 p.m. (Central Time).**

(DO NOT RETURN YOUR BALLOT TO THE BANKRUPTCY COURT)

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF THIS PROOF OF CLAIM AND CLASS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES, IT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Claim. The State of _____ ("State") is entitled to seek restitution on behalf of _____ [insert number] consumers in the State who did business with the Debtor and civil fines and penalties pursuant to _____ [statutory citation to your State's applicable consumer protection law]. Pursuant to the Consumer Class Proof of Claims Order, dated June 5, 2012 the State is entitled to an allowed claim for voting purposes only in the amount of \$5,000 per each consumer in the State who did business with the Debtor for restitution (Class 6) and \$2,000 per consumer for civil fines and penalties (Class 7).

Accordingly, the State asserts claims in the following amounts for voting purposes only:

Class 6: \$ _____ (# of consumers x \$5,000)

Class 7: \$ _____ (# of consumers x \$2,000)

Item 2. Ballot for Voting on Plan.

With respect to both its Class 6 and Class 7 claims, the undersigned State Attorney General's Office votes to (check one):

ACCEPT (vote FOR) the Plan which, *inter alia*, establishes a Consumer Restitution Fund, funded in the initial amount of \$14,100,000.00.

REJECT (vote AGAINST) the Plan and against the establishment of this Consumer Restitution Fund.

Item 3. Acknowledgments Concerning Ballot. By signing this Ballot, I acknowledge that the Disclosure Statement, Plan and the other relevant materials were sent to me and have further been made available to me at *www.usfbankruptcy.com*. I certify that I am an authorized agent with the power and authority to vote to accept or reject the Plan. I understand that an otherwise properly completed, executed and timely returned Ballot that fails to indicate whether the Plan is accepted or rejected, or that indicates that the Plan is both accepted and rejected will be counted

as a vote to accept the Plan. I also acknowledge that votes will be tabulated subject to all of the terms and conditions set forth in the Disclosure Statement.

Signature

Name and Title

State Attorney General's Office

Street Address

City, State, Zip Code

Telephone Number

Date Completed

AFTER COMPLETING THE BALLOT IN ACCORDANCE WITH THE INSTRUCTIONS,
PLEASE RETURN PROMPTLY TO:

by first class mail

US Fidelis Case Administration
c/o GCG
P.O. Box 9865
Dublin, OH 43017-5765

or by overnight or hand delivery

US Fidelis Case Administration
c/o GCG
5151 Blazer Parkway, Suite A,
Dublin, OH 43017.

Ballots may also submitted by facsimile. The fax number is (614) 289-5433.

BALLOTS MUST BE RECEIVED ON OR BEFORE JULY 9, 2012 AT 4:00 P.M. (CENTRAL TIME). IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED.

(DO NOT RETURN YOUR BALLOT TO THE BANKRUPTCY COURT)