

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

**BALLOT FOR ACCEPTING OR REJECTING THE FIRST AMENDED
CHAPTER 11 PLAN OF LIQUIDATION DATED JUNE 5, 2012 FILED
BY THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS JULY 9, 2012 AT 4:00 P.M. (CENTRAL TIME). YOUR
BALLOT MUST BE COMPLETED, SIGNED AND RECEIVED
BY THE VOTING DEADLINE IN ORDER TO BE COUNTED.**

The Official Unsecured Creditors Committee is soliciting votes on the First Amended Plan of Liquidation Dated June 5, 2012 filed by the Official Unsecured Creditors Committee (the "Plan"). The Plan is described in the First Amended Disclosure Statement (the "Disclosure Statement") approved by order (the "Disclosure Statement Order") of the Bankruptcy Court.

The Disclosure Statement provides information to assist you in voting your Ballot. Accompanying this Ballot is a copy of the Disclosure Statement and Plan, which has been approved by the Bankruptcy Court for your Voting Class ("Solicitation Package"). A complete set of the Plan-related documents filed with the Bankruptcy Court can be obtained free of charge by downloading such documents from www.usfbankruptcy.com. A copy of the Disclosure Statement also may be obtained by written request 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. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

Bankruptcy Court approval of the Disclosure Statement does not indicate Bankruptcy Court approval of the Plan. The Plan can be confirmed by the Bankruptcy Court and made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Class who vote on the Plan, and if the Plan otherwise satisfies the applicable requirements of Section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan, and (ii) otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code.

You are receiving this Ballot because the record in the Debtor's case indicates that as of June 5, 2012 ("Voting Record Date"), you hold a Claim against the Debtor, which Claim has been

included in one of the Voting Classes under the Plan, and, therefore, have the right to vote to accept or reject the Plan. To have your vote counted, you must before the Voting Deadline mentioned above either (i) complete, sign, and return this Ballot to the following address: US Fidelis Ballot Processing, c/o Thompson Coburn, LLP, One U.S. Bank Plaza, Suite 2600, St. Louis, MO 63101, Attn.: Laura McKinnon. **The completed Ballot must be received by no later than July 9, 2012 at 4:00 p.m. (Central).**

DO NOT RETURN YOUR BALLOT TO THE BANKRUPTCY COURT

If you believe that you have received this Ballot in error, please contact David A. Warfield, Thompson Coburn LLP, One US Bank Plaza, Suite 2600, St. Louis, MO 63101, 314-552-6000, dwarfield@thompsoncoburn.com.

**PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 2 AND 3. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Claim. The undersigned hereby certifies that as of the Voting Record Date, the undersigned is the Holder of the Claim set forth below against US Fidelis, Inc.

| NAME AND ADDRESS | CLASS | CLAIM AMOUNT |
|------------------|-------|--------------|
| | | |

Item 2. Vote on Plan.

The holder of the Claim set forth above votes to (check one):

- ACCEPT (vote FOR) the Plan.
- REJECT (vote AGAINST) the Plan.

Item 3. Acknowledgments Concerning Ballot. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other materials in the Solicitation Package. The undersigned certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the Creditor. The undersigned understands that an otherwise properly completed, executed and timely returned Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will be counted as a vote to accept the Plan. The undersigned also acknowledges that the tabulation of votes is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Creditor

Social Security [Last 4 Digits] or Federal Tax I.D. No.

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Date Completed

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

US Fidelis Ballot Processing,
c/o Thompson Coburn, LLP
One U.S. Bank Plaza, Suite 2600
St. Louis, MO 63101
Attn.: Laura McKinnon

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 DEADLINE, YOUR VOTE WILL NOT BE COUNTED.

(DO NOT RETURN YOUR BALLOT TO THE BANKRUPTCY COURT)

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. Your Ballot has been coded by your name, Claim amount, Class under the Plan.
2. Your Claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with the tabulation rules (the “Tabulation Rules”) approved by the Bankruptcy Court. If you wish to challenge the temporary allowance of your Claim for voting purposes as set forth in the Tabulation Rules, you must file a motion pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Creditors Committee so that it is received not later than June 26, 2012.

In the appropriate box provided in Item 2 of the Ballot, please indicate either acceptance or rejection of the Plan. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to the Creditors Committee at the following address: US Fidelis Ballot Processing, c/o Thompson Coburn, LLP, One U.S. Bank Plaza, Suite 2600, St. Louis, MO 63101, Attn.: Laura McKinnon.

3. **Ballots must be received on or before July 9, 2012 at 4:00 p.m. (Central Time) (the “Voting Deadline”).** If a Ballot is received after the Voting Deadline, it will not be counted. **An envelope addressed to the Ballot Agent is enclosed for your convenience.**
4. The Ballot does not constitute and will not be deemed a proof of claim or an assertion of a Claim or equity interest.
5. If you cast more than one Ballot voting the same Claim in the same Class prior to the Voting Deadline, the latest received Ballot will supersede any prior Ballots.
6. If you have received a damaged Ballot or have lost your Ballot, or if you have any questions concerning the Ballot or the voting procedures, please call Laura McKinnon, 314-552-6000, ext. 1221 between the hours of 9:00 a.m. and 5:00 p.m. (Central Time), Monday through Friday.
7. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Creditors Committee.
8. **NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS INCLUDED WITHIN THE SOLICITATION PACKAGE OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.**

PLEASE RETURN YOUR BALLOT PROMPTLY!