

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. 10-41902-705

**ORDER (A) APPROVING DISCLOSURE STATEMENT; (B) APPROVING
PLAN SUMMARY (C) ESTABLISHING PROCEDURES FOR
SOLICITATION AND TABULATION OF VOTING ON PROPOSED
CHAPTER 11 PLAN, APPROVING BALLOTS AND CONSUMER PROOF OF CLAIM
FORM, ESTABLISHING FINAL DATE TO FILE CONSUMER PROOFS OF CLAIM
AND ESTABLISHING VOTING DEADLINE TO ACCEPT OR
REJECT PLAN; (D) SCHEDULING HEARING ON
CONFIRMATION OF PROPOSED CHAPTER 11 PLAN;
AND (E) GRANTING CERTAIN RELATED RELIEF¹**

This matter comes before the Court upon the *Motion for an Order (A) Approving Plan Summary; (B) Establishing Procedures for Solicitation and Tabulation of Voting on Proposed Chapter 11 Plan, Approving Ballots and Consumer Proof Of Claim Form, Establishing Final Date To File Consumer Proofs of Claim and Establishing Voting Deadline to Accept Or Reject Plan; (C) Scheduling Hearing On Confirmation of Proposed Chapter 11 Plan; and (D) Granting Certain Related Relief* (the “**Solicitation Motion**”) filed by the Official Unsecured Creditors Committee (the “Creditors Committee”) for US Fidelis, Inc. (the “Debtor” or “US Fidelis”) on May 1, 2012 (dkt. #1070).

This Court having jurisdiction to consider the Solicitation Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of the Solicitation Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b). Due and proper notice of the Solicitation Motion and the hearing on the Solicitation Motion was provided, and

¹ Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Solicitation Motion.

no other or further notice needs to be provided. The relief requested in the Solicitation Motion is in the best interests of the Debtor, its estate and its creditors. The Court having reviewed the Solicitation Motion, reviewed the proposed changes to be made to the Plan of Liquidation and Disclosure Statement that were filed on June 4, 2012, which changes will be embodied in the First Amended Plan of Liquidation and First Amended Disclosure Statement to be filed by the Creditors Committee, and having heard the statements in support of the relief requested therein at a hearing before the Court on June 5, 2012 (the “**Disclosure Statement Hearing**”).

No objections to the Master Disclosure Statement or to the Solicitation Motion were timely filed. Having determined that (i) the legal and factual bases set forth in the Solicitation Motion and at the Disclosure Statement Hearing established just cause for the relief granted herein, (ii) the Master Disclosure Statement contains adequate information within the meaning of 11 U.S.C. § 1125, and (iii) the Solicitation Procedures provide a fair and equitable voting process and are consistent with § 1126 of the Bankruptcy Code. Upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The Solicitation Motion is granted as provided herein.
2. On or before June 6, 2012, the Creditors Committee shall file a First Amended Plan of Liquidation and a First Amended Disclosure Statement that reflect the modifications disclosed at or before the Disclosure Statement Hearing. All references in this Order to the “Plan” shall be deemed to refer to the First Amended Plan of Liquidation and all references to “Disclosure Statement” or “Master Disclosure Statement” shall be deemed to refer to the First Amended Disclosure Statement.

3. The Master Disclosure Statement is approved as containing adequate information within the meaning of 11 U.S.C. § 1125.

4. The Consumer Plan Summary in the form attached hereto as Exhibit A is an accurate summary of the Plan within the meaning of Bankruptcy Rule 3017(d), and the Creditors Committee is authorized and directed to cause the Consumer Plan Summary to be transmitted to Consumers in the Consumer Solicitation Package and to the State Attorneys General in the AG Solicitation Package. Use of the Consumer Plan Summary is appropriate in this case because it will save the considerable expense of mailing the complete Master Disclosure Statement and exhibits to over 600,000 Consumers.

5. The form of the Non-Consumer Ballot attached hereto as Exhibit B is approved and the Committee is authorized and directed to transmit the Non-Consumer Ballots in the Non-Consumer Creditor Solicitation Package.

6. The form of the Consumer Ballot attached hereto as Exhibit C is approved and the Committee is authorized and directed to transmit the Consumer Ballots in the Consumer Solicitation Package.

7. The form of the Consumer Proof of Claim attached hereto as Exhibit D is approved and the Committee is authorized and directed to transmit the Consumer Proof of Claim in the Consumer Solicitation Package.

8. The form of the Confirmation Hearing Notice attached hereto as Exhibit E is approved and the Committee is authorized and directed to transmit the Confirmation Hearing Notice in all applicable Solicitation Packages.

9. The form of the Frequently Asked Questions (“FAQs”) attached hereto as Exhibit F is approved and the Committee is authorized and directed to transmit the FAQs in the AG Solicitation Package.

10. This Court approved the form of the proof of claim (“**AG Class Proof of Claim and Ballot**”), which is attached hereto as Exhibit G to be used by the State Attorneys General (as defined in the Plan) to submit class proofs of claims and vote class ballots on behalf of Consumers in their respective states pursuant to *the Order Granting Motion of the States of Texas, Washington, Ohio and Missouri Seeking to File Class Proofs of Claim for Voting Purposes Only*.

11. No later than June 7, 2012 and continuing through and including the date of the Confirmation Hearing, the Creditors Committee shall cause to be posted on the website www.usbankruptcy.com copies (.pdf format) of the following documents, all of which shall be available for download for free: (a) this Order; (b) the Consumer Ballot; (c) the Non-Consumer Ballot; (d) the Committee Support Letter; (e) the Consumer Proof Claim; (f) the Plan; (g) the Master Disclosure Statement and all exhibits; (h) the Consumer Plan Summary; (i) the FAQs; (j) the Confirmation Hearing Notice; and (k) the AG Class Proof of Claim and Ballot. In addition, the Creditors Committee may post such additional documents, as it and the Attorney General Steering Committee deem appropriate.

12. No later than June 11, 2012, the Creditors Committee shall mail or cause to be mailed the following solicitation packages (collectively the “Solicitation Packages”) as follows:

- a) to all State Attorneys General, the following: (i) a copy of the Master Disclosure Statement, with the proposed Plan and all other schedules and exhibits attached thereto; (ii) a printed copy of the Confirmation Hearing Notice; (iii) a printed copy of the Consumer Ballot; (iv) a printed copy of the Consumer Plan Summary; (v) a printed copy of the FAQs; and (vi) a printed copy of the AG Class Proof of Claim and Ballot (the “**AG Solicitation Package**”);

- b) to all other Non-Consumer Notice Parties the following: (i) a printed copy of the Master Disclosure Statement, with the proposed Plan and all other schedules and exhibits attached thereto; (ii) the Committee Support Letter; (iii) a printed copy of the Confirmation Hearing Notice; and a (iv) a printed copy of the Non-Consumer Ballot (the “**Non-Consumer Creditor Solicitation Package**”); and
- c) to all Consumers, the following: (i) a printed copy of the Consumer Plan Summary and (ii) a printed copy of the Consumer Proof of Claim (the “**Consumer Solicitation Package**”).

13. No later than June 11, 2012, the Committee shall cause the Confirmation Hearing Notice to be published in the National Edition of *USA Today*.

14. The procedures to arrive at the final list to be used to send the Consumer Solicitation Packages to Consumers as set forth in the Solicitation Motion are approved and the Creditors Committee and Garden City are authorized and directed to carry out those procedures in advance of transmitting the Consumer Solicitation Packages to Consumers.

15. If a particular Solicitation Package is returned to either Thompson Coburn or Garden City, as the case may be, with no forwarding address, neither Thompson Coburn nor Garden City shall be under any further obligation to locate the correct address of the Creditor. If, on the other hand, a Solicitation Package is returned that contains a forwarding address, then Thompson Coburn or Garden City, as the case may be, shall cause the Solicitation Package to be mailed to the listed forwarding address. Thompson Coburn and Garden City shall each retain records regarding the Solicitation Packages that are returned with Undeliverable Addresses.

16. Pursuant to Bankruptcy Rule 3017(d), June 6, 2012 shall be the record date for voting on the Plan for purposes of determining which Non-Consumer Creditors are entitled to vote on the Plan (the “**Voting Record Date**”). All Consumers on the Final Consumer Notice List and all Non-Consumer Creditors shall be entitled to cast a ballot to accept or reject the Plan unless (i) they are members of the Non-Voting Classes, or (ii) they have assigned or transferred their claim against the Debtor prior to the Voting Record Date. The Creditors Committee shall

not be obligated to recognize for voting purposes any claim transfer that occurred after the Voting Record Date.

17. October 5, 2012 shall be fixed as the final date for filing Consumer Claims (the “**Consumer Claim Bar Date**”). It is not necessary for a Consumer to cast a Ballot on the Plan in order to share from distributions from the Consumer Restitution Fund, but it is necessary for a Consumer to file a Consumer Proof of Claim in order to receive a distribution from the Consumer Restitution Fund. Garden City (with Thompson Coburn’s assistance) shall be solely responsible for maintaining the database of Consumer Claims, and the Clerk’s Office shall not be responsible for maintaining such a database.

18. On or before June 8, 2012, Thompson Coburn shall provide to Garden City an electronic copy of each proof of claim filed with the Bankruptcy Court by a Consumer to-date, and Garden City shall then integrate such proofs of claim into the Final Consumer Notice List. A Consumer who has filed a Proof of Claim with the Bankruptcy Court before June 6, 2012 need not file a separate proof of claim with Garden City in order to share in any distributions under the Plan. Thompson Coburn shall continue to monitor the Bankruptcy Court’s claims register and will forward to Garden City any additional Consumer proofs of claim filed with the Bankruptcy Court before the Consumer Claim Bar Date on a weekly basis. Thompson Coburn shall have no obligation to forward to Garden City any consumer proofs of claim filed with the Bankruptcy Court after the Consumer Claim Bar Date.

19. With respect to any Claim that was transferred before the Voting Record Date, the transferee of such Claim is entitled to receive a Solicitation Package and cast a Ballot on account of such transferred Claim if the transferred Claim is not included in a Non-Voting Class, and only if by the Voting Record Date all actions necessary to effect the transfer of the Claim

pursuant to Bankruptcy Rule 3001(e) have been completed. Each transferee will be treated as a single creditor for purposes of the numerosity requirements in Section 1126(c) of the Bankruptcy Code and the other voting and solicitation procedures set forth herein.

20. In order to be counted as a valid vote to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to either Thompson Coburn or Garden City (as the case may be) either (a) by mail, (b) by overnight courier, or (c) by personal delivery so that the Ballot is received on or before July 9, 2012 at 4:00 p.m. (Central Time) (the “**Voting Deadline**”).

21. The following Tabulation Rules shall apply with respect to ballots received before the Voting Deadline:

- a. A Non-Consumer Claim will be deemed temporarily allowed for voting purposes in an amount equal to the amount for such claim set forth on Exhibit C to the Disclosure Statement (the “**Allowed Non-Consumer Claim List**”).
- b. Any Scheduled Non-Consumer Claim that is not listed on the Allowed Non-Consumer Claim List but is listed as disputed, contingent or unliquidated and for which no proof of claim was timely filed will be disallowed and not be entitled to vote.
- c. If a Non-Consumer claim that has been asserted in a timely filed proof of claim is marked in whole or in part as contingent or unliquidated on its face, such portion of the claim that is marked as contingent, unliquidated will be temporarily allowed for voting purposes in the greater of the liquidated amount or \$1.00.
- d. All Consumer Claims filed by an individual shall be temporarily allowed for voting purposes in lesser of the amount filed or \$5,000.
- e. All Class Claims filed by State Attorneys General shall be allowed for voting purposes only in accordance with the Consumer Class Proof of Claims Order shall be temporarily allowed for voting purposes in accordance with the Consumer Class Proof of Claims Order.
- f. If the Creditors Committee has filed and served an objection to a claim at least fifteen (15) days before the Voting Deadline, such claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection unless otherwise ordered by the Court

- g. If a Creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last dated Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and will supersede any prior Ballots.
- h. Creditors may not split their votes and partially reject and partially accept the Plan within a particular Class under the Plan; thus, a single Ballot from a single creditor that votes to accept the Plan in part and to reject the Plan in part will be counted as an acceptance of the Plan.
- i. Ballots that are otherwise properly completed, validly executed and timely received but do not indicate either acceptance or rejection of the Plan or indicate both acceptance and rejection of the Plan will be counted as a vote to accept the Plan.
- j. If no votes to accept or reject the Plan are received with respect to a particular Voting Class, such Class shall be deemed to have voted to accept the Plan.
- k. Mailed Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, will not be counted.
- l. No Ballot will be counted unless actually received by Thompson Coburn or Garden City, as applicable, by 4:00 p.m. Central Time on the Voting Deadline;
- m. Ballots that are illegible will not be counted.
- n. The signatory on the Ballot is presumed to be duly authorized to complete and sign the Ballot.
- o. Thompson Coburn shall forward to Garden City upon receipt any Consumer Ballots that are erroneously sent to Thompson Coburn before the Voting Deadline. Likewise, Garden City shall forward to Thompson Coburn upon receipt any Non-Consumer Ballots that are erroneously sent to Garden City before the Voting Deadline.
- p. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined, in the case of Non-Consumer Ballots, by consultation between the Debtor and the Creditors' Committee, which determination shall be final and binding and, in the case of Consumer Ballots, by consultation between the Creditors Committee and the Attorney General Steering Committee, which determination shall be final and binding.

22. If any claimant seeks to challenge the allowance of its claim for voting purposes in accordance with the Tabulation Rules, such claimant is required to file a motion, pursuant to

Bankruptcy Rule 3018(a), for an order temporarily allowing such claim in a different amount or classification for purposes of voting to accept or reject the Plan (a “**Rule 3018 Motion**”) by no later than June 26, 2012. Any Ballot submitted by a creditor that files a Rule 3018 Motion will be counted solely in accordance with the Tabulation Rules and the other applicable provisions contained herein unless and until the underlying claim is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing. Notwithstanding anything to the contrary, Warrantech, Mepco and Prestige² shall be entitled to vote their respective Claims without filing a Rule 3018 Motion.

23. Any objections to the Plan must be (i) in writing, (ii) state the name and address of the objecting party and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed with the Bankruptcy Court (electronic filing required) no later than **4:00 p.m.** (Central time), on **July 9, 2012**. The Committee, any other party to the Global Settlement Agreement that wishes offer evidence in support of the Plan, and any party filing a timely objection to the Plan (an “**Objector**”) must each, by no later than **July 10, 2012**, prepare and file with the Bankruptcy Court a list of witnesses to be called to testify at the Confirmation and a list of exhibits that will be introduced at the Confirmation Hearing (the “**Witness and Exhibit List**”). Any objections to the Witness and Exhibit List must be filed by **July 12, 2012**. Any Objector that does not timely file a Witness and Exhibit List will be prohibited from introducing testimony or offering exhibits at the Confirmation Hearing.

24. A pre-trial conference shall be held before the Hon. Charles E. Rendlen, III
United States Bankruptcy Court, Thomas F. Eagleton Federal Courthouse, 111 S. Tenth St., St.

² The terms Warrantech, Mepco and Prestige shall have the same meanings as set forth in the Plan.

Louis, Missouri 63101 on **July 11, 2012 at 10:00 a.m.**, and the Creditors Committee and all Objectors must attend the pre-trial conference in person. The Court, in its discretion, may prohibit any Objector who does not attend the pre-trial conference from adducing testimony or offering argument at the Confirmation Hearing.

25. The Confirmation Hearing shall begin before the Honorable Charles E. Rendlen, III, United States Bankruptcy Judge, 7th Floor, United States Bankruptcy Court, Thomas F. Eagleton Federal Courthouse, 111 S. Tenth St., St. Louis, Missouri 63101 on July 16, 2012 at 10:00 a.m. (prevailing Central Time). The Confirmation Hearing may be adjourned from time to time by the Court without further notice.

DATED: June 5, 2012
St. Louis, Missouri 63102
mtc


CHARLES E. RENDLEN,
U.S. Bankruptcy Judge

Copy Mailed To:

David A. Warfield

Thompson Coburn LLP
One US Bank Plaza
St. Louis, MO 63101

David A. Lander

Greensfelder, Hemker & Gale, P.C.
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St Louis, MO 63102

Brian T. Fenimore

Lathrop & Gage L.C.
2345 Grand Blvd.
Suite 2800
Kansas City, MO 64108-2612

Exhibit A

Consumer Plan Summary

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

BY ORDER OF THE U.S. BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF MISSOURI (the "Bankruptcy Court") dated June 5, 2012, in the bankruptcy case, *In re US Fidelis, Inc.*, Case No. 10-41902-705 (CER) (Bankr. E.D. Mo. March 1, 2010), you are receiving this Notice because you may be a former customer of US Fidelis, Inc., the St. Louis, Missouri based vehicle service contract marketer. US Fidelis, Inc. was also formerly known as National Automotive Warranty Services, Inc., Dealer Services, NAWS and Big Time Productions (collectively, "US Fidelis").

Former US Fidelis customers are eligible to file the enclosed Consumer Restitution Fund Proof of Claim Form (the "Claim Form"). If you have a potential claim against US Fidelis as a result of its failure to pay you a refund, or otherwise, you may be eligible to receive payment from the US Fidelis Consumer Restitution Fund (the "Fund"). The Fund will be established upon approval of a plan of liquidation (the "Liquidating Plan") in the US Fidelis' bankruptcy case.

If the Liquidating Plan is approved by the Bankruptcy Court, the Fund will pay consumer claims based upon the type of, and value assigned to, each claim, as well as the aggregate amount of available funds. Consumer claims will be paid in the following order: First, consumers who cancelled their contracts and (1) did not receive a refund; (2) received a refund in the wrong amount; or (3) had their bank accounts debited without permission, will be paid the full amount of their allowed claim; Second, customers who timely redeemed a 100% money back guarantee, but did not receive a refund, will be paid \$250; Third, claims based upon misrepresentation, "Do Not Call" violations, and automated phone calls will be paid \$30; and Fourth, all other valid claims will be paid in full to the extent any funds remain. If there are insufficient funds to pay a particular class of claims in full, all claims in such class will be paid *pro rata* and no payments will be made to any subsequent classes of claims. **If the Liquidating Plan is approved, consumers will be releasing claims against certain parties, as detailed in Article XIII of the Liquidating Plan.**

Additional information can be obtained at www.usfbankruptcy.com, including a list of Frequently Asked Questions, the Liquidating Plan, the Disclosure Statement (which explains the Liquidating Plan), a ballot entitling you to vote for or against the Liquidating Plan and SPECIFIC INFORMATION ON HOW CLAIMS WILL BE PAID.

There is no charge for viewing and/or downloading any documents at or from www.usfbankruptcy.com. Further, (1) you will only be asked to provide personal information if you choose to electronically file a Claim Form, (2) any such personal information will be kept secure and (3) personal information will solely be used to process your claim. Finally, electronic filing is encouraged because it lowers the cost of administering the Fund and will increase the amount of funds available to consumers.

This is the ONLY NOTICE you will receive regarding US Fidelis' bankruptcy. For more information please visit www.usfbankruptcy.com or call toll free at (877) 691-8477.

Exhibit B
Non-Consumer Ballot

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.

[Ballot to be tailored to include the name and address of Creditor, the amount of the Claim or Claims and the Class into which the Claim(s) are classified.]

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!

Exhibit C
Consumer Ballot

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

CONSUMER BALLOT
TO ACCEPT OR REJECT THE FIRST AMENDED
CHAPTER 11 PLAN OF LIQUIDATION
DATED JUNE 5, 2012

**YOU MUST HAVE FILED A PROOF OF CLAIM TO BE
ELIGIBLE TO VOTE**
**Filing a Proof of Claim at the same time you cast your
ballot is acceptable**

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

PLEASE READ THESE INSTRUCTIONS BEFORE COMPLETING THE BALLOT

The Bankruptcy Code permits you to vote for or against the First Amended Plan of Liquidation Dated June 5, 2012 (the "Plan") *if you have filed a Proof of Claim*. The Plan is a proposal by the Official Committee of Unsecured Creditors of US Fidelis, Inc. and explains how creditor claims will be paid or not paid. The Plan was filed with the United States Bankruptcy Court, Eastern District of Missouri (the "Bankruptcy Court"), Case No. 10-41902, on June 5, 2012 along with a Disclosure Statement.

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 can be obtained free of charge by downloading the documents from www.usfbankruptcy.com. In addition, this website contains a set of Frequently Asked Questions and Answers ("FAQs"). 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. While you may seek legal advice concerning the Plan and your claim classification and treatment under the Plan, you do not need to hire an attorney in order to vote or in order to be eligible to receive payments from

a Consumer Restitution Fund being established under the proposed Plan. You also do not need to cast this ballot (vote) in order to be eligible to receive to payments from the Consumer Restitution Fund.

The Bankruptcy Court has approved the Disclosure Statement as containing “adequate information.” Approval of the Disclosure Statement does not mean the Bankruptcy Court has approved the Plan. A hearing on confirmation (approval) of the Plan is set on July 16, 2012. The Plan can be made binding on 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.

You are entitled to vote this Ballot if you have filed a Proof of Claim as that Claim has been included in one of the Voting Classes under the Plan. Therefore, you have the right to vote to accept or reject the Plan. To have your vote counted, you must, before the Voting Deadline, complete, sign, and return this 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 fax to (614) 289-5433. **Regardless of the method of delivery, the completed Ballot must be received by 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. 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. I certify that on _____ (date) I filed a Proof of Claim in the amount of \$ _____ against US Fidelis. (Today's date is acceptable).

Item 2. Vote on Plan.

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

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

Item Acknowledgments Concerning Ballot. By signing this Ballot, I acknowledge that the Disclosure Statement, Plan and the other relevant materials have been made available to me at *www.usfbankruptcy.com*. I certify that I have a claim against US Fidelis or 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.

Name

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 INSTRUCTIONS,
PLEASE RETURN PROMPTLY TO:

by first class mail

US Fidelis Case Administration
c/oGCG
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)

Exhibit D

Consumer Proof of Claim

Exhibit E

Confirmation Hearing Notice

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

**NOTICE OF CONFIRMATION HEARING AND OBJECTION
DEADLINE WITH RESPECT TO FIRST AMENDED PLAN OF
LIQUIDATION DATED JUNE 5, 2012 FILED BY THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

PLEASE TAKE NOTICE that on June 5, 2012, the United States Bankruptcy Court for the Eastern District of Missouri (the “Bankruptcy Court”) entered an order (the “Disclosure Statement Order”) approving the *First Amended Disclosure Statement for the First Chapter 11 Plan of Liquidation Dated June 5, 2012 filed by the Official Committee of Unsecured Creditors* (the “Master Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “Confirmation Hearing”) to consider confirmation of the First Amended Plan of Liquidation (the “Plan”) will be held at 10:00 a.m. (Central Time) on July 16, 2012, before the Hon. Charles E. Rendlen, III, United States Bankruptcy Judge, 111 South Tenth Street, 7th Floor, St. Louis, Missouri. The Confirmation Hearing may be continued from time to time without further notice, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE that if you hold a claim or claims against the Debtor as of June 5, 2012, which is the voting record date, and are entitled to vote to accept or reject the Plan, you will be sent a ballot form (the “Ballot”) for each of your claim(s) and voting instructions. For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, and execute and return the completed Ballot so that it is received on or before July 9, 2012 (the “Voting Deadline”) by 4:00 p.m.(Central Time). Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

PLEASE TAKE FURTHER NOTICE that if you disagree with the classification of your claim by the Official Committee of Unsecured Creditors (the “Creditors Committee”) or you believe that you should be entitled to vote on the Plan, then you must serve on the Creditors Committee and file with the Bankruptcy Court a motion (“Rule 3018(a) Motion”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. Any Rule 3018(a) Motion must be filed by June 26, 2012. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such

creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing that is held on or before the date of the Confirmation Hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above will not be considered.

PLEASE TAKE FURTHER NOTICE that Article XIII of the Plan contains certain releases and injunctions.

PLEASE TAKE FURTHER NOTICE that any objections to the Plan must be (i) in writing, (ii) state the name and address of the objecting party and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed electronically no later than **4:00 p.m.** (Central time), on **July 9, 2012**. Any party that files and objection is subject to the additional requirements set forth in the Disclosure Statement Order.

PLEASE TAKE FURTHER NOTICE any party in interest wishing to obtain (i) certain additional information about the solicitation procedures; or (ii) a complete printed copy of the Master Disclosure Statement and the exhibits and attachments thereto, including the Plan, may access and download a copy of those documents, free of charge, by visiting www.usfbankruptcy.com, or by requesting a copy in writing from the undersigned counsel.

Dated: June 5, 2012
St. Louis, Missouri

THOMPSON COBURN LLP

By: /s/ David A. Warfield
David A. Warfield, #34288MO
dwarfield@thompsoncoburn.com
One US Bank Plaza, Suite 2600
St. Louis, MO 63101
Telephone: (314) 552-6000
Telecopy: (314-552-7079

Attorneys for the Official Committee of
Unsecured Creditors

Exhibit F

FAQS

FREQUENTLY ASKED QUESTIONS AND ANSWERS

I. WHY DID I RECEIVE NOTICE FROM THE BANKRUPTCY COURT?

- Why am I receiving a Notice and Proof of Claim form from the U.S. Bankruptcy Court for the Eastern District of Missouri?

The records of US Fidelis, Inc. (“US Fidelis”) show that you were a customer of US Fidelis or one of the other names under which US Fidelis did business. As a former customer, you may be eligible to file a Proof of Claim form as a result of the US Fidelis bankruptcy case. Your Proof of Claim will be reviewed by a claims administrator to determine whether you are entitled to receive compensation from the Consumer Restitution Fund established under the US Fidelis Plan of Liquidation.

You may have a claim against the Consumer Restitution Fund if (1) you requested, but did not receive, a refund from US Fidelis; (2) you had an unauthorized deduction from your bank account; (3) you received the incorrect refund amount; (4) you made a timely request for, but did not receive, a Money Back Guarantee refund; (5) US Fidelis made a misrepresentation to you in writing or on the telephone; (6) you received unwanted automated telemarketing calls; or (7) for any other reason.

II. MORE ABOUT US FIDELIS

- Under what other names did US Fidelis do business?
 - National Auto Warranty Services, Inc. (NAWS)
 - Dealer Services
 - Big Time Productions

- Is US Fidelis still in business?

No. US Fidelis stopped operating shortly after it went into bankruptcy in March 2010 and is liquidating its assets.

- Is US Fidelis related to Fidelis Care of New York or the US Catholic Health Plan?

No, there is absolutely no business relationship or association between the companies.

- US Fidelis made millions of dollars. What happened to its assets?

US Fidelis' growth was fueled by a number of illegal, fraudulent or misleading practices. These practices are described in more detail in the Disclosure Statement (available to download free of charge at **INSERT DIRECT LINK**). Before the company filed bankruptcy, the two brothers who owned the company, Darain Atkinson and Cory Atkinson, siphoned funds in excess of \$100 million out of the company. Once the bankruptcy case was filed, the Atkinson brothers were sued by the bankruptcy estate to recover what remained of these funds. The Official Committee of Unsecured Creditors (the "Creditors Committee") is a committee that was appointed by the U.S. Trustee and is composed of creditors holding some of the largest claims against US Fidelis. Because of the efforts by the Creditors Committee and lawsuits filed by thirteen Attorneys General, the Atkinsons agreed to turn over their assets to the bankruptcy estate to be used to pay creditors.

- What happened to the individuals who ran this company?

Darain Atkinson and Cory Atkinson were individually sued by more than a dozen state Attorneys General and the bankruptcy estate. As part of settlements with the Attorneys General and the Creditors Committee, the Atkinsons agreed to turn 100% of their assets over to the bankruptcy estate. Further, both Darain Atkinson and Cory Atkinson were charged criminally in the State of Missouri. Darain Atkinson pled guilty to stealing, insurance fraud and unlawful merchandising practices in Missouri state court, and pled guilty to charges in federal court. Cory Atkinson has also been indicted on state and federal charges and his case is still pending as of May 2012.

III. WHO IS MY VEHICLE SERVICE CONTRACT WITH?

- What company is my Vehicle Service Contract ("contract") with?

Although you may have dealt with US Fidelis, your service contract may not actually be with US Fidelis, but rather with another company. US Fidelis marketed and sold contracts for companies associated with US Fidelis as well as many other unrelated companies. Check out "How can I find out who my contract is with?"

- How can I find out who my contract is with?

The name of the company should be listed in your contract as the company responsible for paying repairs and refunds. Sometimes the company is referred to as an "Administrator," "Provider" or "Obligor." Check the definition section of your contract to determine the company that is responsible for providing paying repair or refunds under the contract.

IV. DO I NEED TO CANCEL MY CONTRACT? IS MY CONTRACT STILL VALID?

- Do I need to cancel my contract?

YOU DO NOT NEED TO CANCEL YOUR CONTRACT.

If your contract is with a company still in business, you do not need to cancel your contract. You should research the company associated with your contract and consider whether you are better off keeping your contract in the event you need to repair your vehicle.

There is no guarantee of payment from the Consumer Restitution Fund because it is unknown how many claims will be filed, the amounts of claims filed, the total value of claims and the final amount of funds available for distribution. The Consumer Restitution Fund, the claims administrator and all other persons associated with the Consumer Restitution Fund make no representations or recommendations on cancellation of your contract. If you need additional information or advice, you are encouraged to consult the contract administrator, the company responsive for repairs, or an attorney.

- Is my contract still valid?

If the company responsible for repairs is still in business and your contract has not yet expired, the company that provided it to you is still obligated to pay for repair services covered under the contract for you.

- I'm still making payments on the contract. Will it be honored?

If you have an existing contract with a company that is still in business, you do not need to cancel your contract. The company that provided you the existing contract is still obligated to pay for repair services as covered in the contract for you.

V. WHAT IS A CLAIM (RIGHT TO PAYMENT)?

- Do I need to take any action in the bankruptcy court?

Yes. You need to file a Proof of Claim form in order to be eligible to receive a payment from the Consumer Restitution Fund.

- What is a “claim” in the bankruptcy court?

A “claim” is a creditor’s right to receive payment on a debt owed by US Fidelis.

- What is a Proof of Claim?

A “Proof of Claim” is a form used by a creditor to indicate the amount of the debt owed by US Fidelis. Essentially, a Proof of Claim is the document you submit to the bankruptcy court to request payment in the event funds are available for distribution.

VI. AM I ELIGIBLE FOR PAYMENT?

- What Consumer Claims may be eligible for payment?

Consumer claims eligible for payment include the following:

- Unpaid refund claims for contracts cancelled or refund claims in which the consumer did not receive a full refund upon cancellation;
- Unauthorized deductions from a bank account;
- Money Bank Guarantee claims in which the consumer timely requested a refund and did not receive payment for a repair claim;
- Misrepresentation claims made in the sale or marketing of contracts;
- Do Not Call violations;
- Unwanted automated telemarketing calls; and
- Any other claim asserted by a consumer or governmental entity on behalf of consumers.

VII. HOW DO I FILE MY PROOF OF CLAIM?

- What is the deadline for filing a Proof of Claim in this case?

The deadline is October 5, 2012 for most consumer claims. However, there are exceptions for contracts that are cancelled or expire after the Proof of Claim deadline. You will be eligible to file a Proof of Claim for a refund until the date the contract expires. If you file a claim and your contract is with a company that is able to pay your claim, your refund claim will be referred to the contract administrator for payment.

- To submit a Proof of Claim form, what do I do?

To be eligible to receive compensation from the Consumer Restitution Fund, you must file a Proof of Claim form with the US Fidelis claims administrator by submitting the Proof of Claim form and required documentation by October 5, 2012 to the following address:

Via Electronic Mail

www.USFbankruptcy.com

Via Regular Mail

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

Via Hand Delivery or Overnight Mail

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

- If I do nothing, what will happen?

If you do not submit a Proof of Claim form, the Consumer Restitution Fund will have no record of your request and you will not be eligible to receive any payment from the funds available.

- What if I want to request a refund after the Proof of Claim filing date expires?

If your contract expired before October 5, 2012 and you failed to submit a Proof of Claim, any claim submitted would be untimely and you may not be eligible for any distribution from the Consumer Restitution Fund. If your contract expires after the Proof of Claim filing date of October 5, 2012, you may still have a right to file a Proof of Claim. Please see “What if my contract expires after the Proof of Claim filing deadline

and I later want a refund.” for more information on whether you can file a Proof of Claim after the filing date expires.

- If I want a refund, how do I fill out the Proof of Claim form?

Complete Sections 1, 2 and 3 of the Proof of Claim form. The information in Sections 2 and 3 are needed to determine the amount of your refund, if any. Fill out Section 1 as follows:

- Check all the boxes that apply.
- You can request payment for more than one type of claim (i.e. refund, Money Back Guarantee, misrepresentation or unwanted telemarketing calls). However, you will only be paid for the one type of claim that pays you the most money.

Complete Section 2 by providing the all the following information:

- The date you purchased the contract. If you are not sure of the actual date, then indicate the approximate date;
- The company your contract was with. Check the definition section of your contract to determine the company that is responsible for paying repair or refunds under the contract. Your contract is with this company.
- The total purchase price of the contract; and
- The total amount of all payments made on the purchase price and when you made your last payment on a payment plan.

Complete Section 3 by checking all the boxes that apply to your situation:

- Check the first box and fill in the requested information if you notified someone that you wanted to cancel your contract and the date on which you notified that person or entity. If you are not sure of the actual date, then indicate the approximate date;
- Check the second box if you did NOT notify anyone that you wanted to cancel your contract;

- Check the third box and state the date if you cancelled your contract by not paying a monthly payment that was due;
 - Check the fourth box and state the refund amount you received, if you believe that the refund amount was incorrect. Please answer all the applicable questions in Sections 1, 2 and 3, including the date you cancelled your contract and how much you actually made in payments.
 - Box 5: Check this box if you received payment on a repair claim. You may still be entitled to a refund even though you received payment on a repair claim. However, you must state the date you made the repair claim and the amount you or the repair company received for making the repair to your vehicle.
- If unauthorized deductions were made from my bank account, how do I fill out the Proof of Claim form?

Complete Section 1 and check the box “Other,” providing an explanation. Attach any documentation that provides evidence that an unauthorized deduction was made. Please ensure that any documents enclosed with your Proof of Claim include your full name, current address, Claim Number and Control Number. These items must appear at the top of each page you submit.

- If I received a Money Back Guarantee, how do I fill out the Proof of Claim form?

Complete all applicable questions in Sections 1, 2, 3 and check the first box in Section 4.

Be sure to include a copy of your Money Back Guarantee offer with your Proof of Claim form. Please ensure that any documents enclosed with your Proof of Claim include your full name, current address, Claim Number and Control Number. These items must appear at the top of each page you submit.

- If I received unwanted automated telemarketing calls, how do I fill out a Proof of Claim form?

Check the second box in Section 4 and indicate the number of unwanted automated telemarketing calls you received.

- If misrepresentations were made to me, how do I fill out the Proof of Claim form?

Check the third box in Section 4 and provide an explanation of the damages you suffered as a result of these misrepresentations. Please ensure that any documents enclosed with your Proof of Claim include your full name, current address, Claim Number and Control Number. These items must appear at the top of each page you submit.

- What documents do I need to submit with the Proof of Claim?

Documentation is only needed if you (a) received an incorrect refund; (b) had money deducted from a bank account without your authorization; (c) make a Money Back Guarantee claim; or (d) submit a claim for misrepresentations.

Please ensure that any documents enclosed with your Proof of Claim include your full name, current address, Claim Number and Control Number. These items must appear at the top of each page you submit.

If there is not enough space on the Proof of Claim form for any given response, please provide your answer on an extra sheet of paper. You must include your name, address, and Claim Number and Control Number at the top of each extra sheet of paper and reference the question to which you are responding.

If you are submitting a claim for a Money Back Guarantee offer, attach a copy of the Money Back Guarantee offer.

If you submitted a request for repairs to your vehicle under the contract and you or your repair facility received any reimbursement, no additional documentation is needed. However, be sure to indicate the amount that was received and the approximate date of receipt.

If you believe US Fidelis made misrepresentations to you in its mail solicitations or telemarketing sales, attach an explanation of the specific damages that resulted from those misrepresentation(s).

- What if my contract expires after the Proof of Claim filing deadline and I later want a refund?

After the Proof of Claim deadline expires, you may file a Proof of Claim if your contract has not expired and the company obligated to pay your claim is unable to pay your refund. You must submit your claim as soon as possible, but not later than the expiration of the contract. Submitting a claim does not guarantee payment.

- What if my contract expires after the Proof of Claim deadline and I have a Money Back Guarantee?

If you have a Money Back Guarantee claim, you have 90 days after your contract expires to file a Proof of Claim with the Consumer Restitution Fund. After this time, your claim may be disallowed. Submitting a claim does not guarantee payment.

- I already filed a Proof of Claim with the bankruptcy court. Do I need to file another Proof of Claim to be eligible to receive a payment from the Consumer Restitution Fund?

No, however, even if you already filed a claim in the bankruptcy case (from a template form you found on the US Bankruptcy Court website), it will greatly assist the claims administrator in processing your claim if you submit the Proof of Claim form that you received in the mail (or downloaded from this website) and submit it to the address listed above. It was created specifically for consumers in the US Fidelis case.

- I lost the Proof of Claim form I received in the mail. Where can I obtain another copy?

You may click on the **[INSERT DIRECT LINK HERE]** on this website to download another copy of the form.

- If I have questions about my claim or need help completing the Proof of Claim form, who can I contact?

There is valuable information on completion of the Proof of Claim form on the instructions for the Proof of Claim and on this website. If you need additional assistance, you may call the US Fidelis Customer Hotline toll-free at 1-877-691-8477.

VIII. HOW MUCH WILL I BE PAID AND WHEN?

- How much money will I receive from the Consumer Restitution Fund?

The amount each Consumer will receive is uncertain because it is not known how many claims will be filed, the amounts of claims filed, the total value of filed claims, and the amount of funds available for distribution.

- When can I expect my refund?

After the Proof of Claim deadline October 5, 2012, the claims administrator will review all claims that have been filed and process them as expeditiously as possible in accordance with the payment provisions in the Plan. Payments will be made as soon as feasibly possible.

- How will claims be paid?

Claims will be paid in the following order:

1. Class One: Refund claims or claims for unauthorized deductions from a bank account will be paid first. Only after these claims are paid in full will the other types of claims listed below be paid.
2. Class Two: Money Back Guarantee claims in which the claimant complies with the guarantee terms will be paid second. These claims will only be paid if refund claims and claims for unauthorized bank deductions are paid in full.
3. Class Three: Misrepresentation claims, Do Not Call Claims and claims for unwanted automated telemarketing calls will be paid third. These claims will only be paid if the claims listed above (claims for refunds, unauthorized bank deductions and Money Back Guarantees) are paid in full.
4. Class Four: All other claims that do not fall into any of the categories listed above may be paid if any funds remain after payments to the first three classes of claims. Class Four claims will be paid under the terms of the Consumer Restitution Fund Agreement.

If there are not enough funds to pay all claims in a particular Class, then all claims within that Class will be paid pro-rata with no distribution to the next Class. For example, if there are not enough funds to pay all refund or unauthorized deduction claims in Class One, then all Class One claims will be paid pro-rata and there will be no distribution to Classes Two, Three or Four claims.

- How much money will I receive for a refund claim?

Consumers will receive (based on funds available) the unused portion of their paid contract. Any payment is subject to the availability of funds. However, if the company obligated to pay claims under the Vehicle Service Contract is able to pay the consumer, the Consumer claim will be referred to the company responsible for payment.

For example and illustration only: Consumer A purchased and paid \$2,000 for a 24 month Vehicle Service Contract that she cancelled on the 365th contract day. The unused portion of Consumer A's contract would be fifty percent or \$1,000 because she

only received one-half of the contract's value based on her date of cancellation. However, Consumer A had a repair bill of \$500 that was paid by a company that is now out of business. The value of the repair (\$500) would be deducted from the refund amount (\$1,000 minus \$500). Thus, Consumer A would be entitled to receive \$500 subject to the funds available for distribution. If there are not enough funds available to pay Consumer A in full, she would receive a pro-rata share of the funds available.

For consumers that believe they did not receive an accurate refund, the consumer will receive the difference between the correct refund and the refund amount actually received, or the appropriate amount of pro-rata distribution if there are not enough funds available to pay the Consumers in that class in full.

- How much money will I receive if an unauthorized deduction was made from my bank account?

You will receive the amount of the unauthorized deduction, subject to funds available.

- How much money will I receive for my Money Back Guarantee claim?

If you complied with the terms of the Guarantee Agreement, you will receive a lump sum of \$250 if all refund and unauthorized deduction claims are paid in full. If there are funds available to pay Money Back Guarantee claims, you may receive either a full payment of the \$250 claim or a pro-rata payment.

- What if I have a Money Back Guarantee and my contract expired after US Fidelis filed its bankruptcy but before the Proof of Claim filing date?

You should file a Proof of Claim by the claim filing deadline of October 5, 2012.

- How much money will I receive for misrepresentation, Do Not Call and unwanted automated telemarketing calls?

You will receive a single payment of \$30 if all refund, unauthorized deduction and Money Back Guarantee claims are paid in full. If funds are available to pay misrepresentation, Do Not Call and unwanted automated telemarketing call claims, you may receive either a full payment or a pro-rata payment based upon the funds available for distribution. If you list multiple unwanted automated telemarketing calls, you will still only receive a single payment of \$30 based upon funds available.

- Can I be paid on both a refund claim and a misrepresentation claim?

No. You will be paid for only one claim, whichever claim results in the highest payment to you.

IX. WHAT IS THE CONSUMER RESTITUTION FUND?

- What is the Consumer Restitution Fund?

The Consumer Restitution Fund is a fund created pursuant to the US Fidelis bankruptcy plan to review and pay Consumer claims.

- How much money is in the Consumer Restitution Fund?

The Consumer Restitution Fund will initially have \$12,196,500 to distribute to eligible consumers who file Proofs of Claim. The actual amount to be distributed is unknown because the expense of administering the fund will be deducted from this amount.

- Who is overseeing the Consumer Restitution Fund?

The Consumer Restitution Fund will be overseen by a Consumer Fund Advisory Committee, which is comprised of the Attorney General (or his/her designee) of at least three states. A large, national company named GCG, Inc. will act as a claims administrator and administer the Fund under direction of the Consumer Fund Advisory Committee. GCG is regularly engaged to perform such a role in bankruptcy cases and in class actions.

X. WHAT IS THE PLAN OF LIQUIDATION?

- What is the US Fidelis bankruptcy case about?

US Fidelis filed for bankruptcy in early 2010. Thereafter, the management and executives of the company ended their management of the company and a restructuring company was brought into manage the wind down of the company. The Official Committee of Unsecured Creditors, a committee composed of creditors holding the largest claims against US Fidelis, was appointed by the U.S. Trustee to oversee the bankruptcy proceedings and pursue the interests of all creditors. The new management has been working under the supervision of the United States Bankruptcy Court and has sold, recovered or filed lawsuits to recover the company's assets.

- What is the "Plan" that keeps being mentioned?

Under applicable bankruptcy law, a company in bankruptcy must file either a Plan of Reorganization or a Plan of Liquidation that is approved by the Bankruptcy Judge, after creditors have been given an opportunity to review the Plan and vote on it. A "Plan of Liquidation" is essentially a roadmap of how the remaining assets of the company will be divided among all of its creditors (including consumers).

- What type of Plan did US Fidelis file?

US Fidelis filed a Plan of Liquidation, which you can download at no charge and review. The Plan is available on this website at **[INSERT DIRECT LINK]**. Accompanying the Plan is another document called a “Disclosure Statement,” which you may also download free of charge at **[INSERT DIRECT LINK]**. The Disclosure Statement explains the Plan and is written to provide information to creditors to assist them in understanding the Plan and any alternatives.

- Does the Plan say if and how I will be paid?

Yes, the Plan sets out how all creditors will be paid. Because US Fidelis had so many customers (approximately 656,000), it would be impractical for the Bankruptcy Court to deal with each person and the costs involved would exhaust the money available to be distributed to anyone. For that reason, the Plan creates a Consumer Restitution Fund that will pay consumer claims based upon the nature of the claim. (For more information, *see* the sections entitled, What is a Claim (Right to Payment)?; Am I Eligible for Payment?; and How Do I File My Proof of Claim?).

- Who is looking out for consumer interests in this Plan?

Soon after US Fidelis filed bankruptcy, a dozen state Attorneys General sued the company. These state Attorneys General have been actively following the bankruptcy case and have had significant input into the Plan in order to protect consumers.

- What are the alternatives to this Plan?

This Plan was proposed after extensive negotiations between all the major parties in the case (including some of the state Attorneys General). If this Plan is not approved by the Bankruptcy Court, the case may convert to Chapter 7 and a Chapter 7 Trustee would be appointed to pursue the pending litigation among all the parties over the existing funds. As set out in the Disclosure Statement at Section VII (c) (Best Interest of Holders of Claims), a continuation of any litigation will be extremely expensive and will severely deplete funds that could otherwise be paid to all creditors. In addition, it is anticipated that payments to creditors would be delayed at least a year while the litigation proceeds.

- Why is the Plan giving “releases” to certain individuals and entities?

In exchange for payments made to the Consumer Restitution Fund, the Attorneys General and consumers are giving up the right to sue, called a “release,” certain individuals and companies under the Plan. As these individuals and entities are funding the Consumer Restitution Fund, settlement would not have been possible without these releases being part of the bargain. These individuals and entities are being released from many civil claims that arose prior to confirmation of the plan as well as to any civil claims arising

from or related to the acts of US Fidelis in marketing, selling, entering into and refunding the contracts.

XI. VOTING ON THE PLAN?

- Do I have to cast a ballot for or against the Plan?

No. You do not need to cast a ballot in order to be eligible to receive a distribution from the Consumer Restitution Fund. You can cast of ballot if you so choose.

- Where can I locate the ballot form and instructions so that I can vote?

You may click on the **[INSERT DIRECT LINK HERE]** on this website to download the ballot and instructions.

Ballots need to be submitted in one of the following ways (i) by mail to 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 fax to (614) 289-5433. Regardless of the method of delivery, the completed Ballot must be received by no later than July 9, 2012 at 4:00 p.m. (Central Time).

XII. CONTACT US

- Who can I contact if I have questions?

You may call the US Fidelis Customer Hotline toll free at 1-877-691-8477 with any questions.

Exhibit G

AG CLASS PROOF OF CLAIM AND BALLOT

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 free of charge by downloading the documents from 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 _____ [number of] 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 _____, 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)

US FIDELIS, INC. CONSUMER RESTITUTION FUND

Instructions for Completing the Consumer Restitution Fund Proof of Claim Form (“Claim Form”) of US Fidelis, Inc., a St. Louis, Missouri Vehicle Service Contract Marketer (“US Fidelis”)

The pages of this document contain a Claim Form for filing with the Consumer Restitution Fund. Alternatively, you may complete a Claim Form online at www.usfbankruptcy.com. Any payment from the Consumer Restitution Fund depends on the total number and type of claims made against the Consumer Restitution Fund. Payment is not guaranteed. If you have an existing service contract, **you do not need to cancel your contract**. The companies that provided you the existing contract are still obligated to perform services for you. Filing a claim with the Consumer Restitution Fund will result in cancellation of your existing service contract.

A. To be eligible to receive compensation from the Consumer Restitution Fund you MUST fill out and timely submit (i) the Claim Form on the proceeding pages to the proper address provided below in Section B, or (ii) the online Claim Form at www.usfbankruptcy.com. Please fill out and submit this Claim Form or the online Claim Form even if you have already filed a claim form with the U.S. Bankruptcy Court. The Claim Form must be received by GCG no later than October 5, 2012.

B. If you decided to fill out the Proof of Claim Form on the proceeding pages (as opposed to the online Claim Form), send the completed Claim Form, along with all required documentation, to one of the following addresses:

Via Regular Mail

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

Via Hand Delivery or Overnight Mail

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

C. Question No. 2 of the Claim Form states “My contract was with [blank] company.” While you dealt with US Fidelis (or one of its other names, i.e. National Auto Warranty Services, Dealer Services, etc.), your contract was most likely with a different company that issued the contract. It is very important that such company obligated under the contract be specifically identified. A list of such companies is available at: www.usfbankruptcy.com.

D. If there is not enough space on the Claim Form for any given response, please provide your answer on an extra sheet of paper. You must include your name, address and Claim Number and Control Number at the top of each extra sheet of paper and reference the question to which you are responding.

E. Section 5 of the Claim Form requests your social security number. If you receive more than \$600 from the Consumer Restitution Fund, your social security number may be needed to report the payment to you and the IRS on a 1099 form.

F. In accordance with applicable federal bankruptcy law, you MUST sign the Claim Form under penalty of perjury. Failure to sign the Claim Form where shown will result in any potential claim you might have being disallowed.

G. If you have any questions with respect to filling out the Claim Form, call the US Fidelis Bankruptcy Consumer Hotline toll free at (877) 691-8477.

US Fidelis Case Administration
c/o GCG
P.O. Box 9865
Dublin, OH 43017-5765
Toll-Free: 1 (877) 691-8477
www.usbankruptcy.com



Claim Number:
Control Number:

Must be Received by
GCG, Inc. or Submitted
Online No Later Than
October 5, 2012

md_barcode:



JANE CLAIMANT
123 4TH ST
APT 5
SEATTLE, WA 67890

REQUIRED ADDRESS INFORMATION OR CORRECTIONS

If the pre-printed address to the left is incorrect or out of date, OR if there is no pre-printed data to the left, YOU **MUST** provide your current address here:

Name:	
Address:	
City, State, Zip Code:	
Country:	

US FIDELIS, INC. CONSUMER RESTITUTION FUND PROOF OF CLAIM FORM

1. I wish to make a claim for the following reason:

- I requested a refund and did not receive one;
- I was not paid the correct refund amount;
- I have a money back guarantee, my contract has expired and I have made no claim for repairs;
- US Fidelis made a misrepresentation by mail or telephone;
- I received unwanted telemarketing calls; or
- Other, please list reason:

2. To process your claim, we need the following information. Provide the requested information in the blank spaces:

- I purchased a contract on this date: / / .
- My contract was with company.
[See Section C. on the Proof of Claim form instructions.]
- I agreed to pay this amount \$. for my contract.
- I made payments on my contract that totaled this amount \$. and my last payment on the contract was made on this date: / / .

