

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

JOHN SMITH,)
individually and on behalf of a class,)
) 07 C 3616
Plaintiff,)
v.) Judge Kendall
) Magistrate Judge Nolan
)
MID-STATES EXPRESS, INC. and)
MID-STATES EXPRESS INC.)
EMPLOYEE HEALTH PLAN,)
)
Defendants.)

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

**YOU ARE NOT BEING SUED. PLEASE READ THIS NOTICE
CAREFULLY BECAUSE IT MAY AFFECT CERTAIN RIGHTS
YOU HAVE AT STAKE IN A PENDING LAWSUIT**

TO ALL MEMBERS OF THE FOLLOWING CLASS:

All persons who were participants in or beneficiaries of the Mid-States Express, Inc. Employee Health Plan at any time between June 27, 2001 and August 1, 2008 who do not opt out of the Settlement.

**PLEASE READ THIS NOTICE CAREFULLY.
A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION.**

This Notice advises you of a proposed class action settlement (the "Settlement"). The Settlement will create a Settlement Fund to pay claims made by medical providers who have provided treatment to participants or beneficiaries of ("the Mid-States Express, Inc. Employee Health Plan") at any time between June 27, 2001 and August 1, 2008. The Settlement also provides for certain non-monetary changes to the Plan. The Settlement resolves a lawsuit over whether the Defendants breached their fiduciary duties under the Employee Retirement Income Security Act of 1974 ("ERISA"), 29 U.S.C. §§ 1001 *et seq.*, to the Plan and its participants and beneficiaries. You should read this entire Notice carefully because your and your minor dependents' legal rights may be affected whether you act or not.

QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
NO ACTION IS NECESSARY TO PARTICIPATE	Under the Settlement, any covered Medical Provider Claims that you incurred will be paid according to the mechanism established by the parties, and no action is required by you.
YOU CAN OPT OUT	You can fill out an opt-out form, on behalf of yourself and/or your minor dependent who is also a beneficiary under the Plan, and return it to Class Counsel/Claims Administrator. By doing so, you are choosing not to have your covered medical provider claims satisfied from the Settlement Fund created by this Settlement.
IF YOU CHOOSE TO PARTICIPATE IN THE SETTLEMENT, YOU CAN REQUEST A REFUND	If you choose to participate in the Settlement, and do not fill out an opt-out form and return it to Class Counsel/Claims Administrator, and you have paid money directly to a medical provider in excess of your deductible or co-insurance under the Plan, you can request a refund by submitting the attached Claim for Reimbursement of Amounts Paid Directly to Medical Providers form.
YOU CAN OBJECT	You can write to the Court about why you don't like the Settlement.
YOU CAN GO TO A HEARING	You can ask to speak in Court about the fairness of the Settlement.

Your rights and options, and the date by which you must object if you are opposed to the Settlement, are explained in this Notice.

QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

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QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

BASIC INFORMATION

1. Why did I get this notice package?

You were a participant (or a named beneficiary of a participant) in the Mid-States Express Employee Health Plan (“Plan”) at some time between June 27, 2001 and August 1, 2008.

The Court sent you this Notice because you have a right to know about a proposed Settlement of a class action lawsuit in which you are a Class member, and about all of your options before the Court decides whether to approve the Settlement.

This package summarizes the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The lawsuit is pending in the United States District Court for the Northern District of Illinois, and the case is known as *Smith v. Mid-States Express, Inc., et al.*, Case No. 07 C 3616. Plaintiff John Smith (“Plaintiff”), brought the lawsuit against Mid-States Express, Inc. and the Mid-States Express, Inc. Employee Health Plan (the “Defendants”).

2. What is this lawsuit about?

On June 27, 2007, the Plaintiff commenced the Action by filing a complaint that asserted various claims for relief under the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended, against the Defendants. The Plaintiff alleges that Defendants failed to contribute funds to pay the covered medical bills of Plan Participants, and engaged in a practice of delaying payment of benefits for the purpose of benefiting Defendant Mid-States Express, Inc. in violation of ERISA. Defendants dispute all claims. The Court has not made any finding that the Defendants or any fiduciary has engaged in any wrongful conduct or violated any law or regulation.

3. Why is this a class action?

In a class action, one or more persons called Class Representatives sue on behalf of people who have similar claims. Plaintiff John Smith is the Class Representative in this lawsuit. All of the people who have similar claims make up the Class and are Class Members. One court resolves all of the issues for all Class Members. Because the Plaintiff believes that the wrongful conduct alleged in this case affected the Plan and a large group of people in a similar way, he filed his Complaint as a class action.

4. Why is there a Settlement?

The parties have agreed to a Settlement after extensive negotiations. By agreeing to a Settlement, the parties avoid the costs and risks of a trial, and the Plan and Class will get compensation. Class Counsel has conducted an extensive review of the evidence in the case and the potential risks and benefits of continued litigation. Plaintiff and Class Counsel agree that the Settlement is in the best interest of the Plan and the Class. The Court has not made any finding that the Defendants or any fiduciary has engaged in any wrongful conduct or violated any law or regulation.

QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

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

In the Settlement Agreement, the parties have agreed to the certification of a Class for purposes of the Settlement. Everyone who fits the following description is a Class Member:

All persons who were participants in or beneficiaries of the Mid-States Express, Inc. Employee Health Plan at any time between June 27, 2001 and August 1, 2008 who do not opt out of the Settlement.

6. Are there more details about the Settlement?

This Notice is intended only as a summary of the Action and proposed Settlement. All capitalized terms shall have the same meaning in this Notice as they have in the Settlement Agreement. This Notice is not a complete description of the Action or the proposed Settlement. You may inspect the pleadings and other papers (including the Settlement Agreement) that have been filed in this lawsuit at the office of the Clerk of the Court, United States District Court for the Northern District of Illinois, Everett McKinley Dirksen, United States Courthouse, 219 South Dearborn Street, Chicago, IL 60604. You can also review a copy of the Settlement Agreement in the “Legal Notices” section of Class Counsel’s website, www.edcombs.com. If you have any questions about this notice or the proposed settlement, you may contact Class Counsel at (312) 739-4200.

DO NOT CONTACT THE COURT OR ANYONE AT MID-STATES FOR INFORMATION. MID-STATES EMPLOYEES ARE NOT AUTHORIZED TO PROVIDE ANY INFORMATION ABOUT THE PROPOSED SETTLEMENT OR ANY CLAIMS YOU MAY HAVE.

THE SETTLEMENT BENEFITS – WHAT YOU MAY GET

7. What does the Settlement provide?

On July 22, 2008, Mid-States made an initial payment of \$250,000, paid into a Settlement Fund held by Group Administrators, Ltd., which the parties have directed Group Administrators to use to pay, at a discounted rate, outstanding claims by medical providers for services rendered to Plan participants and beneficiaries (“Medical Provider Claims”) before August 1, 2008. By Friday, August 8, 2008, and by or on every Friday thereafter, until such time as all Medical Provider Claims have been satisfied, Mid-States will make a payment of \$25,000 into the Settlement Fund. Group Administrators will continue to use the funds that Mid-States deposits into the Settlement Fund to negotiate and pay outstanding Medical Provider Claims. If, after all Medical Provider Claims have been satisfied, contributions made by Plan participants have not been used toward the payment of Medical Provider Claims, such unused contributions will be returned to the Plan participants. The costs of Group Administrators’ services in negotiating claims with Medical Providers will also be deducted from the Settlement Fund.

QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

8. How will I benefit from the Settlement?

You will benefit from the Settlement by having your Medical Provider Claims satisfied, by payment at a negotiated rate, subject to the Provider's agreement to (a) cease all collection efforts and release any claims against you, (b) dismiss any pending lawsuits against you, (c) undertake to and make best efforts to vacate any judgments that may have previously been entered against you, (d) request that any debts previously reported to credit reporting agencies be deleted from your credit reports, and (d) voluntarily refund any money that you paid above and beyond your liability (deductible/coinsurance).

In addition, you will also benefit by receiving the right to show the letter enclosed with this Notice to anyone who raises concerns (including future employers) about entries on your credit reports relating to any unpaid or late paid bills of medical providers, for which you were not responsible due to coverage under the Mid-States Express Employee Health Plan.

HOW I GET MY MEDICAL PROVIDER CLAIMS SATISFIED

9. How can I get my Medical Provider Claims Satisfied?

If you are a participant or beneficiary in the Plan whose Medical Provider claims outstanding amounts owed for services rendered to you before August 1, 2008, Group Administrators has a record of those claims, and will contact your Medical Provider, or a legal representative of the Provider, directly to negotiate satisfaction of the claim from the Settlement Fund. You do not need to take any action.

10. When will my Medical Provider Claims Be Satisfied?

Group Administrators will extend offers to Medical Providers to accept a negotiated payment from the Settlement fund in stages, and in an order that is designed to provide relief to the most Plan Participants and beneficiaries the soonest. Your Medical Provider may not be one of those contacted first, but every Medical Provider with an outstanding claim will eventually be offered payment from the Settlement Fund. Please be patient.

If, after all Medical Provider Claims have been satisfied, any contributions made by Plan participants have not been used toward the payment of Medical Provider Claims, such unused contributions will be returned to the Plan Participants.

11. What if I have already paid my Medical Provider directly?

If you claim that you have made a payment to your Medical Provider above and beyond your liability (deductible/coinsurance) that has not been refunded by the Medical Provider, you may seek reimbursement of the amount you paid by completing and returning the attached form titled "Claim For Reimbursement Of Amounts Paid Directly to Medical Providers," as instructed on that form.

THE LAWYERS REPRESENTING YOU

12. Do I have a lawyer in this case?

QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

The Court appointed Edelman Combs, Lattuner and Goodwin, LLC to represent you and other Class Members. These lawyers are called Class Counsel. You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

13. How will the lawyers be paid?

Class Counsel will petition the Court for an award of attorneys' fees not to exceed \$60,000. This award, if approved, will be paid separate and apart from the Settlement Fund. Class Counsel may also apply to the Court for incentive compensation for John Smith of no less than \$3,000 and no more than \$5,000, for his participation in the Action. Plaintiff's incentive payments, if approved, will be paid separate and apart from the Settlement Fund. You will not have to pay any attorneys' fees or costs, or any of Plaintiff's incentive payment.

OPTING OUT OF THE SETTLEMENT

You can exclude yourself or your minor dependent who is also a beneficiary under the Plan from the Settlement Class by "opting out" of the Settlement.

14. Can I exclude myself from the Settlement Class?

Yes, you have the opportunity to exclude yourself and/or your minor dependent who is also a beneficiary under the Plan from the Settlement by completing the enclosed form entitled "Election to Opt Out of Settlement and Class Action" and returning it as instructed on the form, thus, "opting out" of the Settlement. If you choose to "opt out" of the Settlement, your Medical Provider Claims will not be satisfied with Settlement Funds, and you will not be bound by any judgments or orders that are entered in the case.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement.

15. What does it mean to object?

Objecting is simply telling the Court that you do not like something about the Settlement. It will not have any bearing on your right to have your covered Medical Provider Claims satisfied from the Settlement Fund if Settlement is approved and you do not opt out of the Settlement.

16. How do I tell the Court that I don't like the Settlement?

A Class Member wishing to object to the certification of the Class, the Settlement, an application for incentive payments for the Plaintiff, an award of attorneys' fees and costs to Class Counsel, or to any other aspect of the Settlement must file a written objection. Objections and any supporting papers must be filed with the Clerk of the Court, United States District Court for the Northern District of Illinois, Everett McKinley Dirksen, United States Courthouse, 219 South Dearborn Street, Chicago, IL 60604, on or before April 8, 2009. As stated in the Order granting preliminary approval to the Settlement, written objections must contain the following information: (i) a statement certifying that the objector is a member of the Class, (ii) your name,

QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

address, telephone number and, if applicable, the name, address and telephone number of your attorney, (iii) a detailed statement of your specific objections to any matter before the Court and all the reasons for the objection, (iv) all of the documents you wish the Court to consider, (v) the names, addresses, and telephone numbers of any witness you may call to testify, and (vi) any exhibits that you intend to introduce into evidence at the Settlement Fairness Hearing.

In addition, if you wish to be heard orally, you must state in your written objection(s) your intention to appear at the Fairness Hearing (your attendance at the Fairness Hearing, however, is not required in order to object). Your objection must be accompanied by copies of any supporting papers or briefs you intend to submit in support of your objection. Objections must be served upon Class Counsel and Defendants' Counsel at the addresses listed below on or before April 8, 2009.

COURT	CLASS COUNSEL	DEFENSE COUNSEL
Clerk's Office United States District Court Northern District of Illinois Everett McKinley Dirksen United States Courthouse 219 South Dearborn Street Chicago, IL 60604	Francis Greene (19876) Edelman, Combs, Lattuner & Goodwin, LLC 120 LaSalle Street, Suite 1800 Chicago, IL 60603	Alison B. Willard Morgan Lewis & Bockius LLP 77 W. Wacker, Fifth Floor Chicago, IL 60601

ANY CLASS MEMBER WHO DOES NOT OBJECT IN THE WAY DESCRIBED ABOVE SHALL BE DEEMED TO HAVE WAIVED SUCH OBJECTION AND SHALL NOT HAVE ANY RIGHT TO OBJECT TO THE FAIRNESS OR ADEQUACY OF THE SETTLEMENT. ALL PAPERS SUBMITTED MUST INCLUDE THE CASE NUMBER 07 C 3616 ON THE FIRST PAGE.

THE COURT'S FAIRNESS HEARING

On December 9, 2008, the Court entered an order preliminarily approving the Settlement and enjoining the Settlement Class (all persons who were participants in or beneficiaries of the Plan at any time between June 27, 2001 and August 1, 2008 and who do not opt out of the Settlement) from commencing or prosecuting any lawsuits or actions asserting any of the claims that are being released against the Defendants, pending the final determination of whether the proposed Settlement should be approved. Any person or entity who knowingly violates the injunction may be required to pay the costs and attorneys' fees incurred by Defendants or other Released Parties as a result of the violation.

The Court will hold a Fairness Hearing to decide whether to grant final approval to the Settlement. You may attend and you may ask to speak, but you are not required to do so.

17. When/where will the Court decide on final approval of the Settlement?

QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

The Court will hold a Fairness Hearing on May 11, 2009, in the United States District Court for the Northern District of Illinois, Everett McKinley Dirksen, United States Courthouse, 219 South Dearborn Street, Chicago, IL 60604 in Room 2319. At this hearing, the Court will determine whether the Class should be certified; whether the Settlement Agreement is fair, reasonable, and adequate and whether it should be finally approved by the Court; whether the amount of attorneys' fees and costs to be awarded to Class Counsel, if any; and whether the Plaintiff will receive an incentive payment. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. After the hearing, the Court will decide whether to approve the Settlement. We do not know how long the Court will take to make its decision.

18. Do I have to go to the hearing?

No. You are, however, welcome to attend at your own expense. If you file an objection to the Settlement, you do not have to go to Court to talk about it. As long as your objection is postmarked by April 8, 2009, and you comply with the requirements in answer to question 15 above, the Court will consider it. You also may pay your own lawyer to attend the Fairness Hearing.

19. May I speak at the hearing?

You may ask the Court for permission to speak at the hearing. Any person wishing to appear must state in their written objection(s) their intention to appear at the Fairness Hearing.

IF YOU DO NOTHING

20. What happens if I do nothing at all?

Your and your minor dependents who are also beneficiaries under the Plans' outstanding covered Medical Provider Claims will be satisfied from the Settlement Fund, and you and they will be bound by the Settlement Agreement in this Action, including the waiver and release of claims.

DATED: February 9, 2009

QUESTIONS? CALL CLASS COUNSEL AT (312) 739-4200. Do not call the Court or Mid-States. They cannot answer your questions.

Date: February 2, 2009

To: All persons who were participants in or beneficiaries of the Mid-States Express, Inc. Employee Health Plan at any time between June 27, 2001 and August 1, 2008 who do not opt out of the Settlement.

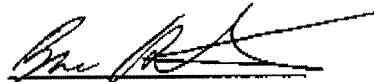
From: Bruce Hartmann, Vice President, Mid-States Express, Inc.

Re: Your Participation in the Mid-States Express, Inc. Employee Health Plan

This memorandum confirms that you were a participant in or beneficiary of the Mid-States Express, Inc. Employee Health Plan at some time between June 27, 2001 and August 1, 2008.

This memorandum also confirms that, as a participant in the Plan, you were not responsible, beyond the satisfaction of deductibles and co-payments, for any non-payment or late payment of your or your beneficiaries' covered medical bills.

Mid-States Express, Inc. is providing you with this letter to enable you to respond to any concerns raised by future employers or others about entries on your credit reports relating to any unpaid or late paid bills of medical providers, for which you were not responsible due to coverage under the Mid-States Express Employee Health Plan.



Bruce Hartmann
Vice President
Mid-States Express, Inc.

**CLAIM FOR REIMBURSEMENT OF AMOUNTS PAID
DIRECTLY TO MEDICAL PROVIDERS**

Smith v. Mid-States Express, Inc., et al., Case No. 07 C 3616

Instructions: Please complete this Claim for Reimbursement Form only if you choose to participate in the Settlement and do not want to opt out of the Settlement that is described in the Notice (“Class Notice”) that accompanies this Form. Please attach to this form copies of any documentation that you have that proves you have made the payment for which you claim reimbursement. Do not attach any original documents, as they will not be returned to you. Please note that you will only be reimbursed for amounts that you may have paid above and beyond applicable co-payments and deductibles. Proof of payment is not necessarily required, but will be helpful to the verification of your claim for reimbursement. If you choose to complete this Form, the deadline for mailing it to Group Administrators is April 8, 2009 (as evidenced by the postmark).

I. PERSONAL INFORMATION

Name (first, middle and last): _____

Home Street Address: _____

City, State, Zip Code: _____

Home Telephone Number: (____) _____

Social Security Number: _____

II. REQUEST FOR REIMBURSEMENT

By signing and returning this Form, I certify that I have made a payment directly to a Medical Provider above and beyond my liability (deductible/coinsurance) that has not already been refunded by the Medical Provider.

The payments that I have made are as follow (use additional sheets if needed):

Name of Patient	Name of Medical Provider	Date of Service	Date of Payment	Amount of Payment	Documentation Attached

III. MAILING INSTRUCTIONS

If you choose to return this Form, you must return it to Group Administrators postmarked on or before April 8, 2009 at the address listed below:

Group Administrators, Ltd.
Attn: Mid-States Express, Inc. Class Action Settlement
915 National Parkway, Suite F
Schaumburg, IL 60173

IV. CERTIFICATION AND SIGNATURE

I hereby acknowledge that I am submitting this Claim for Reimbursement Form in a legal proceeding, and I certify that the contents of this Claim for Reimbursement Form are true and accurate to the best of my knowledge and understanding, and that I have read and understand the Class Notice.

Dated: _____

(Signature)

(Print Name)

ELECTION TO OPT OUT OF SETTLEMENT AND CLASS ACTION

Smith v. Mid-States Express, Inc., et al., Case No. 07 C 3616

Instructions: Please complete this Opt Out Form only if you do not want to participate in the Settlement that is described in the Notice (“Class Notice”) that accompanies this Form. If you choose to complete this Form, the deadline for mailing it to the Office of the Clerk and the Claims Administrator is April 8, 2009 (as evidenced by the postmark). NOTE: If you are the parent or guardian of a minor who has received this Notice and Opt Out Form, you must complete the Opt Out Form on his or her behalf, if you do not want him or her to participate in the Settlement.

I. PERSONAL INFORMATION

Name (first, middle and last): _____

Name of Parent or Guardian (if under 18): _____

Home Street Address: _____

City, State, Zip Code: _____

Home Telephone Number: (____) _____

Social Security Number: _____

II. MAILING INSTRUCTIONS

If you choose to return this Form, you must return it to the Court postmarked on or before April 8, 2009 at the address listed below:

Office of the Clerk
United States District Court
Northern District of Illinois
Everett McKinley Dirksen United States Courthouse
219 South Dearborn Street
Chicago, IL 60604

In addition, you must send copies of this Form to the Claims Administrator, Class Counsel, and Defense Counsel postmarked on or before April 8, 2009 at the addresses listed below:

Class Counsel/Claims Administrator:

Francis R. Greene
Edelman, Combs, Lattuner & Goodwin, LLC
120 South La Salle Street, Suite 1800
Chicago, Illinois 60603
Fax: (312) 419-0379

Counsel for Defendants

Alison B. Willard
Morgan, Lewis & Bockius LLP
77 W. Wacker Drive, Fifth Floor
Chicago, Illinois 60601
Fax: (312) 324-1001

III. CERTIFICATION

I hereby certify that the contents of this Opt Out Form are true and accurate, and that I have read and understand the Class Notice.

IV. SIGNATURE AND REQUEST FOR EXCLUSION

By signing and returning this Form, I certify that I have carefully read the Class Notice and that I wish to be excluded from the Settlement described therein. I understand this means that I will not receive any benefits under the Settlement.

Dated: _____

(Signature) (You Must Be At Least 18 To Sign)

(Print Your Name)

(Print Name Of Minor Dependent You Are Opting Out)