

**IN THE DISTRICT COURT FOR MAYES COUNTY
STATE OF OKLAHOMA**

STEVEN W. LEMMINGS, and CITY OF PRYOR)	CASE NO. CJ-2004-62
CREEK, on behalf of themselves and all other)	
persons or entities similarly situated,)	CLASS ACTION
)	
Plaintiffs,)	
vs.)	
)	
SECOND CHANCE BODY ARMOR, INC.,)	
TOYOBO COMPANY, LTD., TOYOBO)	
AMERICA, INC., OKLAHOMA POLICE)	
SUPPLY, INC., OKLAHOMA POLICE SUPPLY,)	
LLC, JOHN DOE, INSURANCE COMPANIES,)	
SELLERS, DISTRIBUTORS, ADVERTISERS,)	
AND INDIVIDUALS,)	
)	
Defendants.)	
)	

Class Member Election of Benefits

On September 23, 2005, the Court entered its Final Order and Judgment finally approving the class action Settlement. You are receiving this Election of Benefits form because you registered with the Settlement Administrator, either on the class action website or through the toll free number, as a Class Member wanting to participate in the Settlement proceeds. The purpose of this Election of Benefits form is to provide you with further information about the Settlement benefits and to allow you to choose between your share of cash from the Settlement Fund or the Armor Holdings Voucher Option.

The initial Class Notice indicated that Class Members wishing to participate in Settlement proceeds must register with the Settlement Administrator by September 9, 2005. The parties agreed to extend the registration deadline, with Court approval, to allow Class Members who were unable to register by the September 9, 2005, deadline due to Hurricanes Katrina and Rita or other events beyond their control. This Election of Benefits Form is being sent to all Class Members who registered by November 21, 2005, to the addresses provided to the Settlement Administrator. The information set forth in this Election of Benefits form is based on the number of vests represented by those registrations.

The parties have also agreed to continue to accept late registrations through July 1, 2006. In order to provide Settlement proceeds to Class Members who have already registered, but still be able to accommodate late registrations, the parties, with Court approval, have agreed to reserve \$750,000.00 from the \$29 million Settlement Fund for late registrations. Any of this reserve that is not distributed to late registrations, will be redistributed to Class Members to the extent reasonable or will be otherwise donated to a law enforcement charity, as directed by the Court.

The Settlement provides two options from which each Class Member must select – the Cash Option or the Armor Holdings Voucher Option. These options are described below, and you must make your selection on the enclosed Election of Benefits Form.

1. Cash Option

The Settlement provides for the creation of a \$29 million Settlement Fund for Class Members' benefit. Toyobo deposited \$29 million into an escrow account on July 27, 2005, and it has been earning interest since that time. With the Court-approved reserve for late registrations set aside, the pro rata share of the \$29 million Settlement Fund is approximately \$670 per vest. This means that if you purchased one (1) vest, you are entitled to approximately \$670. If you purchased 10 vests, for example, you are entitled to approximately 10 x \$670 or \$6,700. If you only paid for a portion of the purchase price of your vest, you are entitled to that percentage of \$670. (Any amount of the purchase price reimbursed by the Federal Bulletproof Vest Partnership Act should not be considered.) Please note that these numbers are estimates only, based upon currently available information.

2. Armor Holdings Voucher Option

The Settlement also provides that you can apply your share of the Settlement Fund towards an Armor Holdings merchandise voucher ("Armor Holdings Voucher") worth the Cash Value Option, plus an additional amount. The Settlement originally provided that the additional amount of the Armor Holdings Voucher would be \$25.00; however, Armor Holdings has agreed to increase that amount to ten (10%) percent of the pro-rata share per vest. Thus, if you select the Armor Holdings Voucher Option and, for example, you purchased one (1) vest, you will receive an Armor Holdings Voucher in the amount of approximately \$737 (\$670 plus \$67 [10%] = \$737). The Armor Holdings Voucher is valid until October 23, 2010, and may be used for any Armor Holdings law enforcement product sold through your local distributor, including body armor, duty gear, batons, less lethal products, gloves and more.

Replacement Vest Offer

In addition to the above two options, as part of the Settlement benefits, Armor Holdings is offering several non-Zylon containing vest models in the American Body Armor and Safariland Armorwear lines in order to allow Class Members to purchase a replacement vest directly from Armor Holdings at substantially discounted prices. All of the vests being offered were originally certified by the NIJ to be in compliance with the 0101.04 standard, and have now been issued a Notice of Compliance in accordance with the NIJ's revised interim standards of August 24, 2005.

The following is a list of vests and discounted prices being offered by Armor Holdings under this Replacement Vest Offer:

ABA BODY ARMOR **Vest Replacement Program Price List**

	NIJ Model Number	Retail Price	Discount Price
XTREME®			
INCLUDES A TOTAL OF TWO (2) XTREME® NS CARRIERS WITH TAILS AND SOFT TRAUMA INSERT			
Level II	XT2-2	\$990.00	\$539.00
Level IIIA	XT3A-2	\$1,140.00	\$599.00
IMPULSE™			
INCLUDES A TOTAL OF TWO (2) ABA CLASSIC OR NS CARRIERS WITH TAILS AND SOFT TRAUMA INSERT			
IMPULSE™ i50			
Level II	SII-5.0	\$820.00	\$443.00
Level IIIA	SIIIA-5.0	\$960.00	\$479.00
IMPULSE™ i20			
Level II	BII-5.5	\$600.00	\$420.00
Level IIIA	BIIIA-5.3	\$750.00	\$456.00

SAFARILAND® ARMORWEAR®

Vest Replacement Program Price List

	NIJ Model Number	Retail Price	Discount Price
MATRIX®			
INCLUDES A TOTAL OF TWO (2) MATRIX® CARRIERS AND 5X8 SOFT SAF-T-PAK			
GOLD			
Level II	GII-4.0	\$985.00	\$539.00
Level IIIA	GIIIA-4.0	\$1,135.00	\$599.00
SILVER			
Level II	SII-5.0	\$815.00	\$443.00
Level IIIA	SIIIA-5.0	\$955.00	\$479.00
BRONZE			
Level II	BII-5.5	\$595.00	\$420.00
Level IIIA	BIIIA-5.3	\$745.00	\$456.00

* All vests come with a five (5) year warranty, subject, however, to potential future modification as may be required due to the NIJ's revised standards promulgated on August 24, 2005.

You may indicate your desire to participate in this Replacement Vest Offer on the enclosed Election of Benefits Form. If you are not ready to choose this selection now, you may do so until October 23, 2006, by contacting Armor Holdings Body Armor customer service at 800-347-1200. (Note, however, you will have until October 23, 2010 to complete your purchase at a discounted price). If you select the Armor Holdings Voucher Option instead of the Cash Option, you may apply the voucher towards the purchase of a vest under the Armor Holdings Replacement Vest Offer by purchasing one of the vests listed above directly from Armor Holdings. Once you select the Armor Holdings Replacement Vest Offer, you will be directed to a local distributor for the administrative processing, sizing and ordering of your vest/s.

Important Information About Vest Replacement

On August 24, 2005, the United States Department of Justice, National Institute of Justice ("NIJ"), issued interim requirements for body armor. These interim requirements effectively de-certified all body armor that was previously NIJ-certified. Body armor manufacturers must take several steps in order to have their products re-certified as NIJ compliant. The above models offered under Armor Holdings Replacement Vest Offer have been issued interim Notices of Compliance pursuant to the new standards.

Class Counsel cannot provide advice as to the make or model of an appropriate replacement vest.

In order to receive the proper amount of the \$29 million Settlement Fund or the Armor Holdings Voucher, you must complete the attached Election of Benefits Form as accurately as possible and return it to the Settlement Administrator by December 28, 2005 at the following address:

Zylon Class Administrator
P.O. Box 1700
Faribault, MN 55021-1700.

If you have questions about the Election of Benefits Form, you may contact the Settlement Administrator by calling toll-free (877) 567-2754. You may also visit the class action website at www.zylonvestclassaction.com to find answers to frequently asked questions about the Settlement and Election of Benefits Form or to e-mail questions to the Settlement Administrator.

PLEASE DO NOT CONTACT THE COURT, THE CLERK'S OFFICE OR THE JUDGE.

Dated: November 28, 2005

By Order of the Honorable James D. Goodpaster.

Class Member Election of Benefits Form

If you are an individual officer that purchased an Ultima, Ultimax or Tri-Flex vest, please answer questions 1-9. If you are completing this Election of Benefits Form on behalf of an organization, department or agency, please answer questions 10 - 20. In order for this form to be valid it must be signed and dated in the space provided at the end and returned to the Settlement Administrator by December 28, 2005.

Questions for individual officers only:

1. Your Name: _____
2. Please check the appropriate box indicating your desired form of proceeds under the Settlement.
 Cash from Settlement Fund - (approximately \$ 673 per vest)
OR
 Armor Holdings Voucher – (approximately \$ _____ plus 10% = \$ _____ per vest)
3. Please check the Box if you intend on ordering a vest from Armor Holdings pursuant to the Replacement Vest Offer (If you are not ready to choose this selection now, you may do so until October 23, 2006, by contacting Armor Holdings Body Armor customer service at 800-347-1200.)
4. Did you purchase at least one (1) Second Chance Ultima, Ultimax or Tri-Flex vest? Yes No. If you purchased more than one (1) vest, please indicate the number of Ultima, Ultimax and/or Tri-Flex vests you purchased. _____.
5. Please provide your tax payer identification number or social security number. _____.

Note: For purposes of questions 6 and 7, any amount of the purchase price reimbursed by the Federal Bulletproof Vest Partnership Act should not be considered.

6. Did you pay the entire purchase price of the vest? Yes No. If not, who else paid any portion of the purchase price? _____.
7. If the answer to No. 6 is No, please indicate how much of the purchase price you paid and how much was paid by the other person(s)/entity(ies). _____.
8. Please provide your name and address where the Settlement proceeds or Armor Holdings Voucher should be sent:

Name: _____

Address: _____

Street Address

City

State

Zip

Phone number: _____

9. If any of the information you submitted on your original registration form has changed, please indicate what has changed and the correct information. _____.

In order for your Election of Benefits Form to be valid,
you must sign and date it in the space provided at the end of this form.

Questions to be answered on behalf of organizations, departments or agencies:

10. Name of organization, department or agency for whom you are submitting this Election of Benefits form.

11. Name of contact person for the above organization, department or agency. _____

12. Please check the appropriate box indicating the desired form of proceeds under the Settlement.

Cash from Settlement Fund - (approximately \$ _____ per vest)

OR

Armor Holdings Voucher – (approximately \$ _____ plus 10% = \$ _____ per vest)

13. Please check the Box if your organization, department or agency intends to order a vest from Armor Holdings pursuant to the Replacement Vest Offer (If you are not ready to choose this selection now, you may do so until October 23, 2006, by contacting Armor Holdings Body Armor customer service at 800-347-1200.)

14. Please provide the total number of Ultima, Ultimax and/or Tri-Flex vests purchased by your organization, department or agency. _____

15. Please provide the tax payer identification number for your organization, department or agency.

Note: For purposes of questions 16 and 17, any amount of the purchase price reimbursed by the Federal Bulletproof Vest Partnership Act should not be considered.

16. Did your organization, department or agency pay the entire purchase price of the vest(s)? Yes No. If not, who else paid any portion of the purchase price? _____

17. If the answer to No. 16 is No, please indicate how much of the purchase price for each vest your organization, department or agency paid and how much was paid by the other person(s)/entity(ies).

18. Please indicate your relationship to your organization, department or agency. _____

19. Please provide the name and address where the Settlement proceeds or Armor Holdings Voucher should be sent:

Name (c/o): _____

Address: _____

Street Address

City _____ State _____ Zip _____

Phone number: _____

20. If any of the information submitted on your organization's, department's or agency's original registration form has changed, please indicate what has changed and the correct information. _____

By submission of this Election of Benefits Form, I agree to be bound by all of the provisions of the Stipulation of Settlement entered in the matter entitled *Steven W. Lemmings and City of Pryor Creek v. Second Chance Body Armor, Inc., et al.*, Case No. CJ-2004-62 (the "Stipulation"), including granting to Toyobo Co., Ltd. and Toyobo America, Inc. a full and complete release as set forth in the Stipulation and the final order and judgment entered pursuant to the Stipulation. I agree that I submit to the jurisdiction of the District Court of Mayes County, Oklahoma, for the purposes of enforcing the Stipulation, and I certify that the foregoing is true and correct under the penalty of perjury.

Signature

Date