

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

In re AMERICA SERVICE GROUP, et al.) Civil Action No. 3:06-cv-00323
_____))
This Document Relates To:) CLASS ACTION
))
ALL ACTIONS.) Judge Haynes
_____))
_____)

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the consolidated action entitled *In re America Service Group, et al.*, Civil Action No. 3:06-cv-00323 (the "Litigation"), you must complete and, on page 7 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to timely file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Litigation.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of Settlement in the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE AUGUST 16, 2010, ADDRESSED AS FOLLOWS:

America Service Group Securities Litigation
c/o Gilardi & Co. LLC
Claims Administrator
P.O. Box 8040
San Rafael, CA 94912-8040

4. If you are NOT a Class Member (as defined in the Notice of Pendency and Proposed Settlement of Class Action (the "Notice")), DO NOT submit a Proof of Claim.

5. If you are a Class Member and you did not timely request exclusion in connection with the proposed Settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, REGARDLESS OF WHETHER YOU SUBMIT A PROOF OF CLAIM.

II. DEFINITIONS

1. "Defendants" means America Service Group Inc., Secure Pharmacy Plus, LLC, Michael Catalano, Michael W. Taylor, Enoch E. Hartman III, and Grant J. Bryson.

2. "Related Parties" means, with respect to each Defendant, the immediate family members, heirs, executors, administrators, successors, assigns, present and former employees, officers, directors, general partners, limited partners, attorneys, assigns, legal representatives, insurers, reinsurers, and agents of each of them, and any person or entity which is or was related to or affiliated with any Defendant or in which any Defendant has or had a controlling interest, and the present and former parents, subsidiaries, divisions, affiliates, predecessors, successors, general partners, limited partners, employees, officers, directors, attorneys, assigns, legal representatives, insurers, reinsurers, and agents of each of them.

3. "Released Persons" means any and all of the Defendants and each and all of their Related Parties.

III. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired publicly traded securities of America Service Group and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or otherwise acquired publicly traded securities of America Service Group and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.



2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser or acquirer of record ("nominee"), if different from the beneficial purchaser or acquirer of the publicly traded securities of America Service Group which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S), OF THE PUBLICLY TRADED SECURITIES OF AMERICA SERVICE GROUP UPON WHICH THIS CLAIM IS BASED.

3. All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in America Service Group Common Stock" to supply all required details of your transaction(s) in America Service Group common stock and Part III of this form entitled "Schedule of Transactions in America Service Group Options" to supply all required details of your transaction(s) in America Service Group put and call options. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to **all** of your purchases or acquisitions of America Service Group common stock, which took place at any time between September 24, 2003 and March 16, 2006, inclusive (the "Class Period"), and **all** of your sales of America Service Group common stock which took place at any time between September 24, 2003 and June 13, 2006, inclusive, and **all** of your purchases and sales of America Service Group put and call options which took place at any time between September 24, 2003 and June 13, 2006, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to all of the America Service Group common stock you held at the close of trading on September 23, 2003 and as of the close of trading on March 16, 2006 and June 13, 2006. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction during the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

4. The date of covering a "short sale" is deemed to be the date of purchase of publicly traded securities of America Service Group. The date of a "short sale" is deemed to be the date of sale of publicly traded securities of America Service Group.

5. Copies of broker confirmations or other documentation of your transactions in publicly traded securities of America Service Group should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTE: THE SETTLEMENT FUND IN THIS LITIGATION CONSISTS OF BOTH CASH AND AMERICA SERVICE GROUP COMMON STOCK. BECAUSE OF THE POTENTIAL SIGNIFICANT COST TO YOU OF SELLING 100 SHARES OR LESS, IF YOUR DISTRIBUTION INCLUDES 100 OR FEWER SHARES OF COMMON STOCK, UNLESS YOU CHECK THE BOX BELOW, LEAD COUNSEL MAY SELL YOUR SHARES ON YOUR BEHALF, AND SEND YOU THE NET CASH PROCEEDS.

DO NOT SELL MY SHARES OF AMERICA SERVICE GROUP COMMON STOCK ON MY BEHALF.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants MUST submit a manually signed paper Proof of Claim and Release form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-877-789-9477 or visit their website at www.gilardi.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



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Only

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

In re America Service Group, et al.
Civil Action No. 3:06-cv-00323

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

**Must be Postmarked
No Later Than
August 16, 2010**

AMERICA

PART I: CLAIMANT IDENTIFICATION

Last Name	M.I.	First Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Last Name (Co-Beneficial Owner)	First Name (Co-Beneficial Owner)
<input type="text"/>	<input type="text"/>

IRA
 Joint Tenancy
 Employee
 Individual
 Other _____ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

Trustee/Asset Manager/Nominee/Record Owner's Name (if Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)	Trust Date
<input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>

Social Security Number	or	Taxpayer Identification Number
<input type="text"/> - <input type="text"/> - <input type="text"/>		<input type="text"/> - <input type="text"/>

Telephone Number (Work)	Telephone Number (Home)
<input type="text"/> - <input type="text"/> - <input type="text"/>	<input type="text"/> - <input type="text"/> - <input type="text"/>

Email Address

MAILING INFORMATION

Address

Address

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/> - <input type="text"/>

Foreign Province	Foreign Zip Code	Foreign Country Name/Abbreviation
<input type="text"/>	<input type="text"/>	<input type="text"/>

FOR CLAIMS PROCESSING ONLY	PB <input type="text"/>	PC <input type="text"/>	<input type="radio"/> ND	<input type="radio"/> NS	<input type="radio"/> ICI	<input type="radio"/> OPT	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/>	FOR CLAIMS PROCESSING ONLY
			<input type="radio"/> IHI	<input type="radio"/> NTIN	<input type="radio"/> OTHER	<input type="radio"/> MRG		<input type="radio"/> BOTH



PART III. SCHEDULE OF TRANSACTIONS IN AMERICA SERVICE GROUP OPTIONS

PURCHASES/REPURCHASES

F. I made the following purchase/repurchase of options on America Service Group common stock during the period from September 24, 2003 through June 13, 2006, inclusive:

Option Type	Date(s) of transaction (List Chronologically)						Number of option contracts acquired	Expiry Date (Month/Year)				Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised	Proof of transaction Enclosed?
	M	M	D	D	Y	Y		M	M	Y	Y				
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N

SALES/WRITTEN

G. I made the following sales/written options on America Service Group common stock during the period from September 24, 2003 through June 13, 2006, inclusive:

Option Type	Date(s) of transaction (List Chronologically)						Number of option contracts acquired	Expiry Date (Month/Year)				Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised	Proof of transaction Enclosed?
	M	M	D	D	Y	Y		M	M	Y	Y				
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N
<input type="radio"/> Put															<input type="radio"/> Y
<input type="radio"/> Call															<input type="radio"/> N

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**



V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Middle District of Tennessee, Nashville Division, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or sales of publicly traded securities of America Service Group during the Class Period and know of no other person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge all Released Claims against the Released Persons.

2. "Released Claims" means any and all rights, debts, demands, claims (including "Unknown Claims" as defined below) or causes of action or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory, common law, foreign law, or any other law, rule, or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class and/or individual in nature, including both known claims and unknown claims that relate to the purchase or acquisition of the securities of America Service Group during the Class Period and that (a) Lead Plaintiff or any member of the Class asserted, or could have asserted in this Litigation against any of the Released Persons; or (b) could have been asserted in this Litigation, or in any other action or forum by Lead Plaintiff and/or the Class Members or any of them against any of the Released Persons which arise out of, are based upon, or are in any way related, directly or indirectly, to the purchase or acquisition of America Service Group publicly traded securities during the Class Period, and to the facts, matters, allegations, transactions, events, disclosures, statements, acts or occurrences, representations or omissions involved, set forth, or referred to in the Complaint or that could have been alleged in the Complaint.

3. "Unknown Claims" means any of the Released Claims which Lead Plaintiff or any Class Member does not know or suspect to exist in such party's favor at the time of the release of the Released Persons which, if known by such party, might have affected such party's settlement with and release of the Released Persons, or might have affected such party's decision not to object to this Settlement. With respect to any and all Released Claims, upon the Effective Date, the Lead Plaintiff and the Class Members shall expressly waive, and by operation of the Order and Final Judgment shall have expressly waived, the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Class Members, by operation of the Order and Final Judgment, shall have expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. The Class Members may hereafter discover facts in addition to or different from those which such party now knows or believes to be true with respect to the subject matter of the Released Claims, but the Class Members, upon the Effective Date, by operation of the Order and Final Judgment, shall have fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, that now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts.

4. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in publicly traded securities of America Service Group which occurred during the Class Period as well as the amount of America Service Group publicly traded securities held by me (us) at the close of trading on September 23, 2003, and at the close of trading on March 16, 2006 and June 13, 2006.



I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
6. If you move, please send the Claims Administrator your new address.



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