

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

B Book 1 Pg 445

In re: : Chapter 11
 UNITED COMPANIES FINANCIAL CORPORATION, et al., : Case Nos. 99-450 (MFW) through 99-461 (MFW)
 Debtors. : Jointly Administered

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**NOTICE OF BAR DATE REQUIRING FILING OF PROOFS OF CLAIM ON OR BEFORE
 SEPTEMBER 30, 1999 AT 4:00 P.M. EASTERN TIME**

BK 1 PG 445
 W.F. DAVIS CH. CLK

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE FOLLOWING DEBTORS:

DEBTOR NAME	CASE NO.	DEBTOR NAME	CASE NO.
Pelican Mortgage Co., Inc.	Case No. 99-450 (MFW)	GINGER MAE®, Inc.	Case No. 99-456 (MFW)
United Companies Financial Corporation	Case No. 99-451 (MFW)	UNICOR MORTGAGE®, Inc.	Case No. 99-457 (MFW)
United Companies Lending Group, Inc.	Case No. 99-452 (MFW)	Southern Mortgage Acquisition, Inc.	Case No. 99-458 (MFW)
United Companies Lending Corporation®	Case No. 99-453 (MFW)	United Companies Funding, Inc.	Case No. 99-459 (MFW)
Adobe, Inc.	Case No. 99-454 (MFW)	Gopher Equity, Inc. I	Case No. 99-460 (MFW)
Adobe Financial, Inc. I	Case No. 99-455 (MFW)	United Credit Card, Inc.	Case No. 99-461 (MFW)

PLEASE TAKE NOTICE THAT:

- On March 1, 1999, United Companies Financial Corporation ("UCFC") and eleven of its subsidiaries as listed above (collectively with UCFC, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). Their cases are being jointly administered under Case Nos. 99-450 (MFW) through 99-461 (MFW).
- Under the Bankruptcy Code, the Debtors are granted certain protections against creditors. A creditor is anyone to whom the Debtors owe money or property. Creditors are prohibited from taking any actions to collect money or property from the Debtors. **CREDITORS WHO OWE AMOUNTS TO THE DEBTORS ARE REQUIRED TO PAY SUCH AMOUNTS, EVEN THOUGH THE DEBTORS OWE MONEY OR PROPERTY TO THE CREDITORS; AND CREDITORS MAY NOT SETOFF AMOUNTS THEY OWE TO THE DEBTORS AGAINST AMOUNTS OWED BY THE DEBTORS TO THEM WITHOUT SPECIFIC AUTHORIZATION FROM THE COURT. For example, if you are one of the Debtors' borrowers, you must continue to make payments on the loan you received from the Debtors, even if you believe you have a claim against the Debtors.** If unauthorized actions are taken by a creditor against the Debtors, the Court may penalize that creditor. A creditor, including any borrower, who is considering taking action against the Debtors, or property of the Debtors, may wish to consult an attorney. The staff of the clerk of the Court is not permitted to give legal advice.
- On July 27, 1999, the Court entered an order (the "Bar Date Order") establishing **September 30, 1999, at 4:00 p.m. Eastern Time** (the "Bar Date"), as the last date and time for the filing of proofs of claim against the Debtors. The Bar Date and the procedures set forth below for the filing of proofs of claim apply to all claims against the Debtors that arose before March 1, 1999.
- You **MUST** file a proof of claim if you have a claim that arose prior to March 1, 1999, and it is not one of the other types of claims described in section 5 below. Acts or omissions of the Debtors that arose on or before March 1, 1998, may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.
- You should not file a proof of claim if:
 - You have already properly filed, with the Clerk of the United States Bankruptcy Court for the District of Delaware, a proof of claim against the Debtors utilizing a claim form which substantially conforms to the attached proof of claim form or Official Form No. 10;
 - Your claim is listed on the Debtors' Schedules (as defined below), is not described as "disputed", "contingent", or "unliquidated", and you do not dispute the amount or nature of your claim as set forth in the Debtors' Schedules;
 - You have a claim under section 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
 - Your claim has already been paid by the Debtors;
 - You are a Debtor in these cases and you have a claim against another Debtor;
 - You are a person or entity seeking to assert a claim for principal and interest due on a bond issued by UCFC (UCFC will rely on the proofs of claim filed by the indenture trustees) (however, if you are claiming damages or asserting causes of action based upon or arising from your bond, you must file a proof of claim by the Bar Date);

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- G. You are a person or entity seeking to assert only stock ownership interests in UCFC (UCFC will rely on the records of the stock transfer agent for evidence of stock holdings) (however, if you are claiming damages or asserting causes of action based upon arising from your stock ownership interests, you must file a proof of claim by the Bar Date); and
- H. You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS, OR IF THE CLAIM YOU HELD ON MARCH 1, 1999 HAS BEEN PAID. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

- 6. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before August 31, 1999, must file a proof of claim based on such rejection on or before the Bar Date. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated after August 31, 1999, must file a proof of claim on or before such date as the Court may fix in the applicable rejection order.
- 7. Except as provided for herein, proofs of claim must be filed so as to be received on or before 4:00 p.m., Eastern Time, on September 30, 1999, at the following address (the "Claims Docketing Center"):

United Companies Financial Corporation
 Claims Processing Department
 c/o Logan & Company, Inc.
 615 Washington Street
 Hoboken, NJ 07030

A proof of claim will be deemed timely filed only if the original proof of claim is actually received by the Claims Docketing Center on or before the Bar Date. Proofs of claim may not be delivered by facsimile or telecopy.

- 8. If you file a proof of claim, your filed proof of claim must (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of March 1, 1999, and (iii) conform substantially with the attached proof of claim form or Official Form No. 10. **YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH SUCH CLAIM IS BASED.**

9. **EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 5 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE SEPTEMBER 30, 1999, FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE DEBTORS WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM) AGAINST THE DEBTORS AND THE DEBTORS AND THEIR PROPERTY, WILL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OF REORGANIZATION OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.**

- 10. You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules of Liabilities, as the same may be amended from time to time (as amended, the "Debtors' Schedules"). To determine if and how you are listed on the Debtors' Schedules, please refer to the accompanying Proof of Claim form, near the top of the right hand side of the first page.

Copies of the Debtors' Schedules and the Bar Date Order may be examined by interested parties between the hours of 8:30 a.m. and 4:00 p.m., Eastern Time, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Sixth Floor, 824 Market Street, Wilmington, Delaware 19801, or during regular business hours at the offices of the attorneys for the Debtors listed at the end of this notice.

If you have any questions concerning the filing, amount, nature, or processing of a proof of claim, please call (225) 987-5700.

A CLAIMANT SHOULD CONSULT AN ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

DATED: August 13, 1999

BY ORDER OF THE COURT:
 Mary F. Walrath, United States Bankruptcy Judge

Thomas L. Ambro and Deborah E. Spivack
 RICHARDS, LAYTON & FINGER, P.A.
 One Rodney Square, Wilmington, Delaware 19899
 Telephone: (302) 651-7570
 ATTORNEYS FOR DEBTORS

Marcia L. Goldstein and Brian S. Rosen
 WEIL, GOTSHAL & MANGES LLP
 767 Fifth Avenue, New York, New York 10153
 Telephone: (212) 310-8400
 ATTORNEYS FOR DEBTORS

PROOF OF CLAIM FILING DEADLINE: September 30, 1999, 4:00 p.m. Eastern Time

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UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

In re:
UNITED COMPANIES FINANCIAL CORPORATION, ET AL.,
DEBTORS.

Chapter 11
Case Nos. 99-450 (MFW) through
99-461 (MFW)

Name of Debtor Against Which Claim is Held (See List of Names on Reverse Side)

Case No. of Debtor (See List)

Your claim is scheduled by the Debtor as:

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor:

UCF00062436BD-03
DESOTO COUNTY CHANCERY CLERK
PO BOX 949
HERNANDO, MS 38632

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

If there is an amount shown, you have a claim scheduled by the Debtor as shown. If you agree with the amount scheduled by the Debtor and you have no other claims against the Debtor, you do not need to file this proof of claim, **EXCEPT AS FOLLOWS:** If the amount shown is **DISPUTED, UNLIQUIDATED OR CONTINGENT**, a proof of claim **MUST** be filed in order to recover any distribution in respect of your claim. If you have already filed a proof of claim with the Bankruptcy Court, you need not file again.

If above address is incorrect, or if notices should be sent to a different address, please complete the following:

Name of Creditor

Address of Creditor

City/State/Zip Code

Telephone Number of Creditor:

Tax ID # / SS # of Creditor:

Account or other number by which creditor identifies debtor:

Check here

If this claim replaces amends a previously filed claim, dated: _____

1. Basis for Claim

- Goods sold to Debtor
- Services performed for Debtor
- Money loaned to Debtor
- Personal injury/wrongful death
- Taxes
- Other _____

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (fill out below)
Your SS #: _____
Unpaid compensation for services performed
from _____ (date) to _____ (date)

2. Date debt was incurred: _____

3. If court judgment, date obtained: _____

4. Total Amount of Claim at Time Case Filed (March 1, 1999):

\$ _____

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Secured Claim.

Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

- Real Estate Motor Vehicle
- Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

6. Unsecured Priority Claim.

Check this box if you have an unsecured priority claim
Amount entitled to priority \$ _____

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,300), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).
- Up to \$1,950 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
- Other - Specify applicable paragraph of 11 U.S.C. § 507 (a) (_____).

7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

Date

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

THIS SPACE IS FOR COURT USE ONLY

Penalty for presenting a fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, there may be exceptions to these general rules.

THE ORIGINAL OF THIS PROOF OF CLAIM MUST BE SENT SO THAT IT IS RECEIVED ON OR BEFORE 4:00 P.M., EASTERN TIME, ON SEPTEMBER 30, 1999. SEND PROOF OF CLAIM FORM TO: United Companies Financial Corporation, Claims Processing Department, c/o Logan & Company, Inc., 615 Washington Street, Hoboken, New Jersey 07030. Facsimiles or telecopies will not be accepted.

PLEASE READ THE PROOF OF CLAIM FORM CAREFULLY AND FILL IT IN COMPLETELY AND ACCURATELY. PRINT LEGIBLY. YOUR CLAIM MAY BE DISALLOWED IF IT CANNOT BE READ AND UNDERSTOOD. THE PROOF OF CLAIM MUST BE COMPLETED IN ENGLISH. THE AMOUNT OF ANY CLAIMS MUST BE AS OF MARCH 1, 1999 AND MUST BE DENOMINATED IN UNITED STATES CURRENCY.

--- DEFINITIONS ---

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim).

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Name of Debtor and Case Number:

Fill in the name of the Debtor against which you assert a claim, as well as the Case Number applicable to such Debtor. The Debtors and their Case Numbers are listed below:

- Pelican Mortgage Company, Inc. / Case No. 99-450 (MFW)
- United Companies Financial Corporation / Case No. 99-451 (MFW)
- United Companies Lending Group, Inc. / Case No. 99-452 (MFW)
- United Companies Lending Corporation / Case No. 99-453 (MFW)
- Adobe, Inc. / Case No. 99-454 (MFW)
- Adobe Financial Inc. / Case No. 99-455 (MFW)
- GINGER MAE®, Inc. / Case No. 99-456 (MFW)
- UNICOR MORTGAGE®, Inc. / Case No. 99-457 (MFW)
- Southern Mortgage Acquisition, Inc. / Case No. 99-458 (MFW)
- United Companies Funding, Inc. / Case No. 99-459 (MFW)
- Gopher Equity, Inc. / Case No. 99-460 (MFW)
- United Credit Card, Inc. / Case No. 99-461 (MFW)

Information about Creditor:

Complete the section giving the name, address, telephone number and Tax Identification Number or Social Security Number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

P.O. Box 43802
Upper Montclair, NJ 07043