

Must be Postmarked
No Later Than
January 23, 2006

In re St. Paul Travelers Securities Litigation
c/o The Garden City Group, Inc.
Claims Administrator
P.O. Box 9000 #6375
Merrick, NY 11566-9000
1(800) 445-9125

SPT



PROOF OF CLAIM

STATEMENT OF CLAIM:

Claim Number:

Control Number:

WRITE ANY NAME AND ADDRESS CORRECTIONS BELOW OR IF THERE IS NO PREPRINTED DATA TO THE LEFT, YOU MUST PROVIDE YOUR FULL NAME AND ADDRESS HERE:

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

IF THE ABOVE AREA IS BLANK, YOU MUST ENTER YOUR FULL NAME AND ADDRESS HERE



Please fill in Social Security Number/
Taxpayer ID Number if box is blank:

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Daytime Telephone Number:	()	-
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Evening Telephone Number:	()	-
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Identity of Claimant (Check one):

- Individual/Sole Proprietor Pension Plan
- Corporation Partnership
- Trust IRA
- Other _____

(specify)

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Settlement Class based on your claims in the action entitled *In re St. Paul Travelers Securities Litigation*, Master File No. 04-CV-3801-JRT-FLN (the "Action"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release, and submit the requested documentation. If you fail to file or properly complete the Proof of Claim and Release, your claim may be rejected and you may be precluded from obtaining any recovery from the Settlement Fund created in connection with the proposed Settlement of the Action.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the Settlement. The Claims Administrator will review your Proof of Claim to determine if you are entitled to a distribution.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE, WITH APPROPRIATE DOCUMENTATION, POSTMARKED ON OR BEFORE JANUARY 23, 2006, ADDRESSED AS FOLLOWS:

In re St. Paul Travelers Securities Litigation
c/o The Garden City Group, Inc.
Claims Administrator
P.O. Box 9000 #6375
Merrick, NY 11566-9000

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

4. If you are a Member of the Settlement Class, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.



II. DEFINITIONS

1. "Defendants" means The St. Paul Companies, Inc. ("St. Paul"), Travelers Property Casualty Corp. ("Travelers"), The St. Paul Travelers Companies, Inc. ("STA"), Jay Fishman, Robert E. Lipp, Jay Benet, John A. MacColl, Thomas A. Bradley, John C. Treacy, Carolyn H. Byrd, John H. Dasburg, Janet M. Dolan, Lawrence G. Graev, Thomas R. Hodgson, William H. Kling, James A. Lawrence, Glen D. Nelson, and Gordon M. Sprenger.

2. "Released Persons" means all Defendants and Related Parties as defined in the Stipulation.

III. CLAIMANT IDENTIFICATION

1. If you purchased St. Paul or STA common stock, or held Travelers Common A and/or B stock, and the stock certificate(s) are in your name, you are the beneficial owner as well as the record owner of the stock. If, however, the certificate(s) are registered in the name of a third party, such as a nominee or brokerage firm, you are only the beneficial owner of the shares, and the nominee or brokerage firm is the record holder.

2. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER, OR LEGAL REPRESENTATIVE OF SUCH BENEFICIAL PURCHASER OF ST. PAUL, STA, OR TRAVELERS A AND/OR B COMMON STOCK UPON WHICH THESE CLAIMS ARE BASED. Use Part I of this form, entitled Claimant Identification, to identify yourself as the purchaser of St. Paul, STA, or Travelers A and/or B common stock.

3. All joint purchasers of stock 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 St. Paul, STA, or Travelers A and/or B common stock, to supply all required details of your transaction(s) in: (i) St. Paul common stock during the Pre-Merger Period; (ii) STA common stock during the Post-Merger Period; or (iii) the exchange of your Travelers A and/or B common stock for STA common stock in the Merger. 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 and *all* of your sales of: (i) St. Paul common stock which took place beginning November 17, 2003 through April 1, 2004, inclusive; (ii) STA common stock beginning April 2, 2004 through August 4, 2004, inclusive, and (iii) all STA shares received in the Merger; whether or not such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

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

4. Broker confirmations or other documentation of your transactions in St. Paul and/or STA common stock or with respect to your exchanges of Travelers A and/or B common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

5. The above requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some exceptional cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Settlement Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the Claimant's cost.



PART V: SCHEDULE OF TRANSACTIONS IN ST. PAUL, STA AND/OR TRAVELERS A AND/OR B COMMON STOCK

Separately list each of your purchases or sales of St. Paul, STA and/or Travelers A and/or B common stock below. Photocopy this page if more space is needed. **Be sure to include and sign your name and Social Security number or Tax ID number on any additional sheets.** The date of purchase, acquisition or sale is the "trade" or "contract" date, and not the "settlement" or "payment" date.

A. BEGINNING HOLDINGS: Number of shares St. Paul common stock held by you at the beginning of trading on **November 17, 2003**. (If none, write 0), (Must be documented):

B. PURCHASES: Below, please list all purchases of St. Paul common stock during the period between **November 17, 2003** to **April 1, 2004** inclusive. (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (excluding commissions, taxes, and fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

C. SALES: Below, please list all sales of St. Paul common stock during the period between **November 17, 2003** and **April 1, 2004**, inclusive. (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, taxes, and fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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 5-6.



**PART V: SCHEDULE OF TRANSACTIONS IN ST. PAUL, STA AND/OR TRAVELERS A AND/OR B COMMON STOCK
CONTINUED**

Separately list each of your purchases or sales of St. Paul, STA and/or Travelers A and/or B common stock below. Photocopy this page if more space is needed. **Be sure to include and sign your name and Social Security number or Tax ID number on any additional sheets.** The date of purchase, acquisition or sale is the "trade" or "contract" date, and not the "settlement" or "payment" date.

D. **MERGER HOLDINGS:** If you exchanged Travelers A and/or B common shares in the Merger, list the number of STA shares you received in exchange. (If none, write 0), (Must be documented):

E. **PURCHASES:** Below, please list all purchases of STA common stock during the period between **April 2, 2004** and **August 4, 2004** inclusive. (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (excluding commissions, taxes, and fees)
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$

F. **SALES:** Below, please list all sales of STA common stock during the period between **April 2, 2004** and **August 4, 2004**, inclusive. (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, taxes, and fees)
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$

G. **AUGUST 4, 2004 HOLDINGS:** Number of shares of STA common stock held at the close of trading on **August 4, 2004**. (If none, write 0), (Must be documented):

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 5-6.



VI. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I submit this Proof of Claim and Release under the terms of the Stipulation of Settlement dated as of November 22, 2005 ("Stipulation") described in the Notice. I also submit to the jurisdiction of the United States District Court for the District of Minnesota, with respect to my claim as a Settlement Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered in the Litigation. I agree to furnish additional information to Lead Counsel to support this claim if required to do so. I have not submitted any other claim covering the same purchases or sales of St. Paul/STA common stock or my exchange of Travelers A and/or B common stock in the Merger, during the Settlement Class Period and know of no other Person who has done so on my behalf.

VII. RELEASE

1. I hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish and discharge, all of the Released Claims (as defined in the Stipulation) against each and all of the Defendants and each and all of their Related Parties, as defined in the Stipulation.

2. "Released Claims" shall collectively mean all claims (including "Unknown Claims"), demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown, whether or not concealed or hidden, asserted or that might have been asserted, including, without limitation, claims for negligence, gross negligence, breach of duty of care and/or breach of duty of loyalty, fraud, breach of fiduciary duty, or violations of any state or federal statutes, rules or regulations, without limitation, including the federal securities laws, by the Lead Plaintiff or any Settlement Class Member against the Defendants arising out of, relating to, or in connection with the purchase or acquisition of St. Paul or STA stock during the Class Period, including by voting and/or exchanging shares in the Merger, based on or arising out of (1) the Merger; (2) Defendants' alleged failure to disclose the condition of the loss reserves and the different reserving methodologies between St. Paul and Travelers; (3) the setting of loss reserves and the \$1.6 billion reserve adjustment; (4) the announcements on July 23, August 2 and August 5, 2004; (5) the NAIC Report, to the extent that it relates to the \$1.6 billion reserve adjustment; (6) all other claims in the Amended Complaint or that could have been asserted in the Amended Complaint; and (7) the claims asserted in the Connecticut Actions or that could have been asserted in the Connecticut Actions. However, nothing in this release, by itself, shall operate to bar prosecution of the Excluded Actions.

3. "Unknown Claims" shall collectively mean all claims, demands, rights, liabilities, and causes of action of every nature and description which the Lead Plaintiff or any Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this Settlement, other than claims which were or could be asserted in the Excluded Actions.

California Civil Code § 1542 states:

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.

Lead Plaintiff shall expressly and each of the Settlement Class Members shall be deemed to have, and by operation of the 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.

4. This release shall be of no force or effect unless and until the Court approves the Settlement and it becomes effective on the Effective Date.

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 St. Paul, STA or Travelers A and/or B common stock that occurred during the Settlement Class Period as well as the number of shares of St. Paul common stock held by me (my) at the opening of trading on November 17, 2003; the number of STA shares I (we) received in the Merger as a result of our exchange of Travelers A and/or B common stock, and the number of STA shares I (we) held at the close of trading on August 4, 2004.



SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number ("TIN") and Certification

PART I

Enter TIN on appropriate line.

- For individuals, this is your Social Security Number ("SSN").
- For sole proprietors, you must show your individual name, but you may also enter your business or "doing business as" name. You may enter either your SSN or your Employer Identification Number ("EIN")
- For other entities, it is your EIN.

Social Security Number

OR

Employer Identification Number

PART II

For Payees Exempt from Backup Withholding

If you are exempt from backup withholding, enter your correct TIN in Part I and write "exempt" on the following line: _____

PART III

Certification

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number shown on this form is my correct TIN; and
2. I (we) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 2 above.

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

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

(Signature of Claimant)

(Type or print name of Claimant)

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



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

REMINDER CHECKLIST

1. Please sign the Certification Section of the Proof of Claim and Release form.
2. If this claim is made on behalf of joint claimants, then both must sign.
3. Please remember to attach supporting documents.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim and Release form and all documentation submitted for your records.
6. The Claims Administrator will acknowledge receipt of your Proof of Claim and Release by mail, within 30 days. Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgment postcard within 30 days, please call the Claims Administrator toll free at 1(800) 445-9125.
7. If you move, please send us your new address.
8. **Do not use highlighter on the Proof of Claim and Release form or supporting documentation.**

THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN
JANUARY 23, 2006 AND MUST BE MAILED TO:

**In re St. Paul Travelers Securities Litigation
c/o The Garden City Group, Inc.
Claims Administrator
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