STEWART INFORMATION SERVICES CORP Form SC 13G/A February 11, 2010

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934 (Amendment No. 14)*

Stewart Information Services Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

860372101

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)
[_] Rule 13d-1(c)
[_] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Edgar Fil	ing: STEWART INFORM	MATION SERVICES CORP - Fo	rm SC 13G/A
CUSIP No. 8603	372101	13G	
1 NAME OF REE	PORTING PERSON		
Artisan Pa	artners Holdings LP		
2 CHECK THE A (see Instru	APPROPRIATE BOX IF A M actions)	EMBER OF A GROUP	(a) [_] (b) [_]
Not Applic	cable		
3 SEC USE ONI	 .Y		
4 CITIZENSHIE	P OR PLACE OF ORGANIZA	TION	
Delaware			
	5 SOLE VOTING POWER		
NUMBER OF SHARES	None		
	6 SHARED VOTING POW	ER	
EACH	1,771,394		
PERSON WITH	7 SOLE DISPOSITIVE	POWER	
	None		
	8 SHARED DISPOSITIV	E POWER	
	1,943,394		
9 AGGREGATE A	AMOUNT BENEFICIALLY OWN	NED BY EACH REPORTING PERSON	
1,943,394			
10 CHECK BOX I (see Instru		T IN ROW (9) EXCLUDES CERTAIN	SHARES [_]
Not Applic	cable		
11 PERCENT OF	CLASS REPRESENTED BY	AMOUNT IN ROW (9)	
11.3%			
12 TYPE OF REE (see Instru	PORTING PERSON		
HC			

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1 NAME OF REPORTING PERSON					
Artisan Investment Corporation					
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions) (a) [_] (b) [_]					
Not Applicable					
3 SEC USE ONLY					
4 CITIZENSHIP OR PLACE OF ORGANIZATION					
Wisconsin					
5 SOLE VOTING POWER					
NUMBER OF None SHARES					
BENEFICIALLY 6 SHARED VOTING POWER					
OWNED BY EACH 1,771,394					
REPORTING PERSON 7 SOLE DISPOSITIVE POWER					
WITH None					
8 SHARED DISPOSITIVE POWER					
1,943,394					
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
1,943,394					
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see Instructions) [_]					
Not Applicable					
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11.3%					
.2 TYPE OF REPORTING PERSON (see Instructions)					
HC					

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CUSIP No. 860372101

13G

1 NAME OF REPORTING PERSON

	Artisan Pa	artners Limited Partnership		
2	(see Instructions) ([_]
	Not Applic	cable		
3	SEC USE ONL	ΥΥ		
4	CITIZENSHIP	P OR PLACE OF ORGANIZATION		
	Delaware			
		5 SOLE VOTING POWER		
	MBER OF SHARES	None		
BEN	EFICIALLY WNED BY	6 SHARED VOTING POWER		
	EACH PORTING	1,738,100		
	PERSON WITH	7 SOLE DISPOSITIVE POWER		
	WIIN	None		
		8 SHARED DISPOSITIVE POWER		
		1,910,100		
9	AGGREGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,910,100			
10	CHECK BOX I (see Instru	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH actions)	ARES	[_]
	Not Applic	cable		
11	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	11.1%			
12	TYPE OF REP (see Instru	PORTING PERSON actions)		
	IA			
		Page 4 of 17		

CUSIP No. 860372101

13G

1 NAME OF REPORTING PERSON

Artisan Investments GP LLC

2	CHECK THE A (see Instru		OPRIATE BOX IF A MEMBER OF A GROUP ons)	(a) (b)	[_]
	Not Applic		e 		
3	SEC USE ONL	Y			
4	CITIZENSHIP	OR	PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NU	IMBER OF SHARES		None		
		6	SHARED VOTING POWER		
	EACH EPORTING		1,738,100		
	PERSON	7	SOLE DISPOSITIVE POWER		
	WITH		None		
		8	SHARED DISPOSITIVE POWER		
			1,910,100		
9	AGGREGATE A	MOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,910,100				
10	CHECK BOX I (see Instru		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ons)	3	[_]
	Not Applic	abl	e		
11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (9)		
	11.1%				
12	TYPE OF REP (see Instru				
	НС				
			Page 5 of 17		
CUS	SIP No. 8603	721			
1	NAME OF REP	ORT	ING PERSON		
	ZFIC, Inc.				
2	 CHECK THE A	PPR	 OPRIATE BOX IF A MEMBER OF A GROUP		

	(see Instru	cti	ons)		[_] [_]
	Not Applic	abl	e		
3	SEC USE ONL	Y			
4	CITIZENSHIP	OR	PLACE OF ORGANIZATION		
	Wisconsin				
		5	SOLE VOTING POWER		
	MBER OF		None		
BEN		6	SHARED VOTING POWER		
	WNED BY EACH		1,771,394		
	PORTING PERSON	7	SOLE DISPOSITIVE POWER		
	WITH		None		
		8	SHARED DISPOSITIVE POWER		
			1,943,394		
9	AGGREGATE A	MOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,943,394				
10	CHECK BOX I (see Instru		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE ons)	 S	[_]
	Not Applic	abl	e		
11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (9)		
	11.3%				
12	TYPE OF REP (see Instru				
	HC				
			Page 6 of 17		
CUS	IP No. 8603	721	01 13G		
1	NAME OF REP	ORT	ING PERSON		
	Andrew A.	Zie			
2	CHECK THE A		OPRIATE BOX IF A MEMBER OF A GROUP ons)	(a) (b)	[_]

. .

Not Applica	able	
3 SEC USE ONLY	Υ	
4 CITIZENSHIP	OR PLACE OF ORGANIZATION	
U.S.A.		
	5 SOLE VOTING POWER	
NUMBER OF	None	
	6 SHARED VOTING POWER	
OWNED BY EACH	1,771,394	
	7 SOLE DISPOSITIVE POWER	
WITH	None	
	8 SHARED DISPOSITIVE POWER	
	1,943,394	
9 AGGREGATE AM 1,943,394	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10 CHECK BOX II (see Instruc	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ctions)	[_]
Not Applica	able	
11 PERCENT OF (CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11.3%		
12 TYPE OF REPO (see Instruc	DRTING PERSON ctions)	
IN		
	Page 7 of 17	
CUSIP No. 8603	72101 13G	
1 NAME OF REPO	ORTING PERSON	
Carlene M.	Ziegler	
2 CHECK THE AN (see Instruc		(a) [_] (b) [_]
Not Applica	able	

د 	SEC USE ONL	 v			
J	SEC USE ONL	Ŧ			
4	CITIZENSHIP	OR	PLACE OF ORGANIZATION		
	U.S.A.				
		5	SOLE VOTING POWER		
NU	MBER OF		None		
	SHARES EFICIALLY	 6	SHARED VOTING POWER		
0	WNED BY EACH		1,771,394		
	PORTING PERSON	 7	SOLE DISPOSITIVE POWER		
	WITH		None		
		 Q	SHARED DISPOSITIVE POWER		
		0			
			1,943,394		
9		MOUI	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,943,394				
10	CHECK BOX II (see Instrue		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S	[_]
	Not Applica	able	2		
 11	PERCENT OF (CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)		
	11.3%				
 12			ING PERSON		
12	(see Instrue				
	IN				
			Page 8 of 17		
CUS	IP No. 8603	721(01 13G		
1	NAME OF REPO	ORT	ING PERSON		
	Artisan Fu	nds	Inc.		
2			OPRIATE BOX IF A MEMBER OF A GROUP	(2)	r 1
	(see Instru	UL L	, on o j		[_] [_]
	Not Applica	able	2		
 3	SEC USE ONL	 Y			

4 CITIZENSHIP	OR PLACE OF ORGANIZATION				
Wisconsin					
	5 SOLE VOTING POWER				
NUMBER OF	None				
SHARES BENEFICIALLY	6 SHARED VOTING POWER				
OWNED BY EACH	1,161,778				
REPORTING PERSON	7 SOLE DISPOSITIVE POWER				
WITH	None				
	8 SHARED DISPOSITIVE POWER				
	1,161,778				
9 AGGREGATE AI	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
1,161,778					
10 CHECK BOX II (see Instruc	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [_]				
Not Applica	able				
11 PERCENT OF (CLASS REPRESENTED BY AMOUNT IN ROW (9)				
6.8%					
	12 TYPE OF REPORTING PERSON (see Instructions)				
IC					
	Page 9 of 17				
Item 1(a) Name	e of Issuer:				
St	tewart Information Services Corporation				

Item 1(b) Address of Issuer's Principal Executive Offices:

1980 Post Oak Blvd, Houston, TX 77056

Item 2(a) Name of Person Filing:

Artisan Partners Holdings LP ("Artisan Holdings") Artisan Investment Corporation, the general partner of Artisan Holdings ("Artisan Corp.") Artisan Partners Limited Partnership ("Artisan Partners") Artisan Investments GP LLC, the general partner of Artisan Partners ("Artisan Investments") ZFIC, Inc., the sole stockholder of Artisan Corp. ("ZFIC")

Andrew A. Ziegler Carlene M. Ziegler Artisan Funds, Inc. ("Artisan Funds")

Item 2(b) Address of Principal Business Office:

Artisan Holdings, Artisan Corp., Artisan Partners, Artisan Investments, ZFIC, Mr. Ziegler, Ms. Ziegler and Artisan Funds are all located at:

875 East Wisconsin Avenue, Suite 800 Milwaukee, WI 53202

Item 2(c) Citizenship:

Artisan Holdings is a Delaware limited partnership Artisan Corp. is a Wisconsin corporation Artisan Partners is a Delaware limited partnership Artisan Investments is a Delaware limited liability company ZFIC is a Wisconsin corporation Mr. Ziegler and Ms. Ziegler are U.S. citizens Artisan Funds is a Wisconsin corporation

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

860372101

Item 3 Type of Person:

(d) Artisan Funds is an Investment Company under section 8 of the Investment Company Act.

(e) Artisan Partners and Artisan Holdings are investment advisers registered under section 203 of the Investment Advisers Act of 1940; Artisan Holdings is the sole limited partner of Artisan Partners; Artisan Investments is the general partner of Artisan Partners; Artisan Corp is the general partner of Artisan Holdings; ZFIC is the sole stockholder of Artisan Corp.; Mr. Ziegler and Ms. Ziegler are the principal stockholders of ZFIC.

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Item 4 Ownership (at December 31, 2009):

- (a) Amount owned "beneficially" within the meaning of rule 13d-3:1,943,394
- (b) Percent of class:

11.3% (based on 17,188,698 shares outstanding as of November 3, 2009)

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: None
- (ii) shared power to vote or to direct the vote:
 1,771,394
- (iii) sole power to dispose or to direct the disposition of:
- (iv) shared power to dispose or to direct the disposition
 of:

1,943,394

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

The shares reported herein have been acquired on behalf of discretionary clients of Artisan Partners and Artisan Holdings; as reported herein, Artisan Partners and Artisan Holdings hold 1,943,394 shares, including 1,161,778 shares on behalf of Artisan Funds. Persons other than Artisan Partners and Artisan Holdings are entitled to receive all dividends from, and proceeds from the sale of, those shares.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I

certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2010

ARTISAN INVESTMENT CORPORATION, for itself and as the general partner of ARTISAN PARTNERS HOLDINGS LP
By: Janet D. Olsen*
ARTISAN INVESTMENTS GP LLC, for itself and as the general partner of ARTISAN PARTNERS LIMITED PARTNERSHIP
By: Janet D. Olsen*
ZFIC, INC.
By: Janet D. Olsen*
ANDREW A. ZIEGLER
Andrew A. Ziegler*
CARLENE M. ZIEGLER
Carlene M. Ziegler*
ARTISAN FUNDS, INC.
By: Janet D. Olsen*
*By: /s/ Janet D. Olsen
Janet D. Olsen Vice President of Artisan Investment Corporation Vice President of Artisan Investments GP LLC Attorney-in-Fact for ZFIC, Inc. Attorney-in-Fact for Andrew A. Ziegler Attorney-in-Fact for Carlene M. Ziegler General Counsel and Secretary of Artisan Funds, Inc.

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Exhibit Index

Exhibit 1 Joint Filing Agreement dated February 11, 2010 by and among Artisan Partners Holdings LP, Artisan Investment Corporation,

Artisan Partners Limited Partnership, Artisan Investments GP LLC, ZFIC, Inc., Andrew A. Ziegler, Carlene M. Ziegler and Artisan Funds, Inc.

Exhibit 2 Power of Attorney of ZFIC, Inc., dated March 19, 2007

Exhibit 3 Power of Attorney of Andrew A. Ziegler dated March 19, 2007

Exhibit 4 Power of Attorney of Carlene M. Ziegler dated March 19, 2007

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EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: February 11, 2010

ARTISAN INVESTMENT CORPORATION, for itself and as the general partner of ARTISAN PARTNERS HOLDINGS LP

By: Janet D. Olsen*

ARTISAN INVESTMENTS GP LLC, for itself and as the general partner of ARTISAN PARTNERS LIMITED PARTNERSHIP

By: Janet D. Olsen*

ZFIC, INC.

By: Janet D. Olsen*

ANDREW A. ZIEGLER

Andrew A. Ziegler*

CARLENE M. ZIEGLER

Carlene M. Ziegler*

ARTISAN FUNDS, INC.

By: Janet D. Olsen*

*By: /s/ Janet D. Olsen Janet D. Olsen Vice President of Artisan Investment Corporation

Vice President of Artisan Investments GP LLC Attorney-in-Fact for ZFIC, Inc. Attorney-in-Fact for Andrew A. Ziegler Attorney-in-Fact for Carlene M. Ziegler General Counsel and Secretary of Artisan Funds, Inc.

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EXHIBIT 2

POWER OF ATTORNEY

The undersigned, ZFIC, Inc., hereby appoints Lawrence A. Totsky, Janet D. Olsen, and Sarah A. Johnson, and each of them individually, its true and lawful attorney-in-fact and agent, with full power to execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on its behalf in any and all capacities, any and all reports required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder, including but not limited to reports on Schedule 13D or 13G, any and all amendments to such reports, with all exhibits, and any other forms or documents as may be necessary in connection with the filing of such reports with the United States Securities and Exchange Commission and any stock exchange or similar authority, granting unto said attorney full power and authority to do and perform any and all acts for and on behalf of the undersigned might or could do in person.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact and agents.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed this 19th day of March, 2007.

ZFIC, INC.

By: /s/ Andrew A. Ziegler

Andrew A. Ziegler Vice President

STATE OF WISCONSIN)) SS. COUNTY OF MILWAUKEE)

I, Timothy K. Weston, a Notary Public in and for the County of Milwaukee, State of Wisconsin, DO HEREBY CERTIFY that Andrew A. Ziegler, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 19th day of March, 2007.

/s/ Timothy K. Weston

Notary Public

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EXHIBIT 3

POWER OF ATTORNEY

The undersigned, Andrew A. Ziegler, hereby appoints Lawrence A. Totsky, Janet D. Olsen, and Sarah A. Johnson, and each of them individually, his true and lawful attorney-in-fact and agent, with full power to execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on his behalf in any and all capacities, any and all reports required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder, including but not limited to reports on Schedule 13D or 13G, any and all amendments to such reports, with all exhibits, and any other forms or documents as may be necessary in connection with the filing of such reports with the United States Securities and Exchange Commission and any stock exchange or similar authority, granting unto said attorney full power and authority to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, as fully as the undersigned might or could do in person.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact and agents.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed this 19th day of March, 2007.

/s/ Andrew A. Ziegler Andrew A. Ziegler

STATE OF WISCONSIN)) SS. COUNTY OF MILWAUKEE)

I, Timothy K. Weston, a Notary Public in and for the County of Milwaukee, State of Wisconsin, DO HEREBY CERTIFY that Andrew A. Ziegler, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 19th day of March, 2007.

/s/ Timothy K. Weston ------Notary Public

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EXHIBIT 4

POWER OF ATTORNEY

The undersigned, Carlene M. Ziegler, hereby appoints Lawrence A. Totsky,

Janet D. Olsen, and Sarah A. Johnson, and each of them individually, her true and lawful attorney-in-fact and agent, with full power to execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on her behalf in any and all capacities, any and all reports required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder, including but not limited to reports on Schedule 13D or 13G, any and all amendments to such reports, with all exhibits, and any other forms or documents as may be necessary in connection with the filing of such reports with the United States Securities and Exchange Commission and any stock exchange or similar authority, granting unto said attorney full power and authority to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, as fully as the undersigned might or could do in person.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact and agents.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed this 19th day of March, 2007.

/s/ Carlene M. Ziegler

Carlene M. Ziegler

STATE OF WISCONSIN)) SS. COUNTY OF MILWAUKEE)

I, Timothy K. Weston, a Notary Public in and for the County of Milwaukee, State of Wisconsin, DO HEREBY CERTIFY that Carlene M. Ziegler, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that she signed and delivered the said instrument as her own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 19th day of March, 2007.

/s/ Timothy K. Weston ------Notary Public

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E="font-family:Times New Roman" SIZE="2">1.4551

Meson LP:

			Price Per
			Share
Date	Purchase/Sale	Quantity	(\$)
11/1/2011	Purchase	50,000	0.954
11/2/2011	Purchase	60,400	0.983
11/3/2011	Purchase	20,400	1.032
11/4/2011	Purchase	16,850	1.151
11/7/2011	Purchase	100,000	1.280
11/8/2011	Purchase	171,000	1.252
11/15/2011	Purchase	17,500	1.239

	11/17/2011	Purchase	10,300	1.276
Morris:				

			Price Per
			Share
Date	Purchase/Sale	Quantity	(\$)
11/9/2011	Purchase	16,100	1.218
11/15/2011	Purchase	20,000	1.2
11/22/2011	Sale	76	1.51
11/28/2011	Sale	2,598	1.554

B-1

WHITE AGENT DESIGNATION CARD

AGENT DESIGNATION

SOLICITED BY MESON CAPITAL PARTNERS LLC

(TOGETHER WITH THE OTHER PARTICIPANTS, THE CONCERNED INFUSYSTEM STOCKHOLDERS)

TO CALL A SPECIAL MEETING OF THE STOCKHOLDERS OF

INFUSYSTEM HOLDINGS, INC.

Meson Capital Partners LLC is soliciting this Agent Designation for the appointment of Designated Agents to provide for the calling of a special meeting of the stockholders of InfuSystem Holdings, Inc. The Board of Directors of InfuSystem Holdings, Inc. is not soliciting this Agent Designation.

Each of the undersigned hereby constitutes and appoints Meson Capital Partners LLC with full power of substitution, the proxy and agent of the undersigned (said proxy and agent, together with each substitute appointed by them, if any, collectively, the Designated Agents) in respect of all shares of common stock, par value \$0.0001 per share (the Common Stock), of InfuSystem Holdings, Inc. (the Company) owned by the undersigned to do any or all of the following, to which each of the undersigned hereby consents:

1. The demand of the call of a special meeting of stockholders of the Company pursuant to Article I, Section 1.3 of the Company s Amended and Restated Bylaws, to be held as soon as possible for the purposes of (i) amending Article II, Section 2.4 of the Amended and Restated Bylaws of the Company (the Bylaws) in order to allow the Company s stockholders to fill any vacancies, however caused, on the Board of Directors of the Company (the Board); (ii) removing, without cause, each of the seven (7) members of the current Board, Sean McDevitt, David Dreyer, Timothy Kopra, Pat LaVecchia, Jean-Pierre Millon, John Voris and Wayne Yetter, and any person or persons appointed by the Board without stockholder approval between the date of this Solicitation Statement and up through and including the date of the Special Meeting; (iii) electing directors to fill up to seven (7) vacancies created by the removal of directors: Alan Bazaar, John Climaco, Charles Gillman, Ryan Morris, Robert Pons, Dilip Singh and Joseph Whitters (each, a Nominee and collectively, the Nominees); (iv) repealing any provision of the Bylaws that may be adopted by the Board subsequent to the last public filing of the Bylaws on January 22, 2009 prior to the Special Meeting, and (v) transacting such other business as may properly come before the Special Meeting (the Special Meeting).

2. The exercise of any and all other rights of each of the undersigned incidental to calling the Special Meeting and causing the purposes of the authority expressly granted herein to the Designated Agents to be carried into effect; <u>provided</u>, <u>however</u>, that **nothing contained in this** instrument shall be construed to grant the Designated Agents the right, power or authority to vote any shares of Company common stock owned by the undersigned at the Special Meeting or at any other stockholders meeting.

Date: , 2012

Signature

Signature, if jointly held

Title:

Please sign exactly as name appears hereon. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee or guardian, give full title as such. If a corporation, sign in full corporate name by President or other authorized officer. If a partnership, sign in partnership name by authorized person.

PLEASE SIGN, DATE AND MAIL PROMPTLY IN THE ENCLOSED ENVELOPE.