

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
BSI HOLDING CO., INC.,)	Case Nos. 03-13254 (LHK), <u>et seq.</u>
f/k/a BOB'S STORES, INC., <u>et al.</u> ¹)	(Jointly Administered)
)	
Debtors.)	
)	

**CLASS 4 (GENERAL UNSECURED CLAIMS) BALLOT FOR ACCEPTING
OR REJECTING MODIFIED CONSOLIDATED JOINT PLAN OF LIQUIDATION**

Please use this Ballot² to cast your vote to accept or reject the “Modified Consolidated Joint Plan of Liquidation of the Debtors Together With the Official Committee of Unsecured Creditors Under Chapter 11 of the Bankruptcy Code” (the “Plan”). The Plan, which is Exhibit A to the Disclosure Statement, is enclosed with this Ballot. **You should review the Plan and the Disclosure Statement before you vote. You may wish to seek legal, financial, and other advice concerning the Plan and your classification and treatment under the Plan. If the Court confirms the Plan, it will be binding on you whether or not you vote.**

This Ballot should be used by holders of Class 4, General Unsecured Claims, as such terms are defined in the Plan (for the purposes of this Ballot, “General Unsecured Claims”).

Please review the attached voting information and instructions carefully. In order to vote to accept or reject the Plan, please complete, sign and date this Ballot and promptly return it in the enclosed pre-addressed envelope to The Altman Group, Inc., 60 East 42nd Street, Suite 405, New York, NY 10165 (the “Balloting Agent”) so that it is received no later than July 1, 2004 at 4:00 p.m. Eastern Time, or such later date as may be extended by the Court (the “Voting Deadline”).

¹ The Debtors are the following entities: BSI Holding Co., Inc., f/k/a Bob’s Stores, Inc.; BSC Holding Co., Inc., f/k/a Bob’s Stores Center, Inc.; Wind Down Corporation, f/k/a Bob’s H.C., Inc.; BI Retail, Inc., f/k/a Bob’s Inc.; and BNCO, Inc., f/k/a Bob’s Non-Connecticut Operating Co.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

You may not split your vote on the Plan. You must vote the full amount of your Claim either to accept or reject the Plan.

ITEM 1. AMOUNT OF GENERAL UNSECURED CLAIM. The undersigned certifies that as of June 10, 2004 (the “Record Date”), it was the holder of a General Unsecured Claim in the amount set forth below:

Principal Amount of General Unsecured Claim
\$

ITEM 2. VOTE. The undersigned votes as follows (check one box only):

- to ACCEPT the Plan to REJECT the Plan

NOTICE OF INJUNCTION/RELEASES: BY ACCEPTING THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE INJUNCTION AND RELEASE PROVISIONS OF THE PLAN DESCRIBED IN ARTICLE X OF THE PLAN.

ITEM 3. CONVENIENCE CLASS (CLASS 3) ELECTION

Any Holder of a Class 4 General Unsecured Claim may voluntarily and irrevocably elect to “opt into” Class 3 and have its Claim reduced to Two Thousand Dollars (\$2,000.00) in order to be treated as a Claim under Class 3 of the Plan (Convenience Claims). Any claim holder that elects to opt into Class 3 and have its claim treated as a Class 3 Convenience Claim by checking the box below in this Item 3 shall be deemed to have accepted the Plan as to all claims voted, notwithstanding anything to the contrary set forth in this Ballot. Please see Article V of the Plan for detail regarding the differences in treatment for Holders of Class 3 and Class 4 Claims.

TO OPT INTO CLASS 3, YOU MUST CHECK THE “OPT INTO CLASS 3 (CONVENIENCE CLAIMS)” BOX BELOW. IF YOU DO NOT CHECK THIS BOX, YOUR CLAIM WILL BE TREATED AS A CLASS 4 CLAIM. **PLEASE NOTE THAT YOUR ELECTION TO OPT INTO CLASS 3 WILL BE IRREVOCABLE.**

TO OPT INTO CLASS 3 (CONVENIENCE CLAIMS) (Check the box below)
<input type="checkbox"/>

ITEM 4. Certification. By signing this Ballot, the holder of the General Unsecured Claim identified in Item 1 certifies that it:

(a) is the beneficial holder of the General Unsecured Claim to which this Ballot pertains,

(b) has been provided with a copy of the Disclosure Statement and that it acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Disclosure Statement, and

(c) has not submitted any other Ballots relating to the General Unsecured Claim that are inconsistent with the votes as set forth in this Ballot or that, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name of Creditor: _____
(Print or Type)

Social Security or Federal
Tax I.D. No.: _____
(Optional)

Name of Party Completing
Ballot _____

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE BALLOTING AGENT BY JULY 1, 2004 AT 4:00 P.M. EASTERN TIME, OR YOUR VOTE WILL NOT BE COUNTED. FACSIMILE AND ELECTRONIC TRANSMISSION OF YOUR BALLOT IS NOT PERMITTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (212) 681-9600.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. The accompanying Ballot is to be used for casting votes to accept or reject the Modified Consolidated Joint Plan of Liquidation (the "Plan").
2. All capitalized terms used in the Ballot or Voting Information and Instructions but not otherwise defined herein shall have the meaning ascribed to them in the Plan.
3. FOR YOUR VOTE TO BE COUNTED AS VOTING FOR OR AGAINST THE PLAN, YOU MUST COMPLETE THE BALLOT IN ITS ENTIRETY (INCLUDING THEREON, AMONG OTHER INFORMATION, YOUR INDICATION OF ACCEPTANCE OR REJECTION OF THE PLAN IN THE APPROPRIATE SPACE AND YOUR SIGNATURE) AND THEN RETURN THE BALLOT TO THE BALLOTING AGENT AT THE ADDRESS BELOW. **DULY EXECUTED BALLOTS MUST BE ACTUALLY RECEIVED BY THE BALLOTING AGENT NO LATER THAN JULY 1, 2004 AT 4:00 P.M. EASTERN TIME** (THE "VOTING DEADLINE"). IF YOUR BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. Your Ballot must be sent by mail, by overnight mail, or by personal delivery to the Balloting Agent. Any Ballot postmarked prior to the Voting Deadline but received by the Balloting Agent after the Voting Deadline shall not be counted, unless the Plan Proponents consent to the counting of such Ballot. Any Ballot received by the Balloting Agent by telecopier, facsimile or other electronic communication shall not be counted, and any attempt to vote orally shall be void and shall not be counted.

YOUR BALLOT MUST BE RETURNED TO THE BALLOTING AGENT AT THE FOLLOWING ADDRESS:

The Altman Group
60 East 42nd Street, Suite 405
New York, NY 10165

4. **Voting Procedures.** In order for your vote to count, you must:
 - (a) Complete Item 1;
 - (b) Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2;
 - (c) Review the certifications in Item 4;
 - (d) Sign and date the Ballot; and
 - (e) Return the completed Ballot to the Voting Tabulator in the postage prepaid, pre-addressed envelope enclosed with this Ballot.
5. **Class 3 Election.** By checking the box in Item 3 to accept treatment under Class 3 of the Plan, you irrevocably elect to reduce your Class 4 General Unsecured Claim to \$2,000 and have that Claim treated as a Class 3 Claim. In addition, notwithstanding your vote on Item 2, you will be deemed to have ACCEPTED the Plan. You should consult the Plan for a better understanding of the treatment of Classes 3 and 4 under the Plan.
6. If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact the Balloting Agent.
7. If multiple Ballots are received from the same party with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received by the Balloting Agent will supersede and revoke any earlier received Ballot.
8. A Ballot does not constitute and shall not be deemed to be a proof of claim, an amendment to a proof of claim or an assertion or admission of a claim.
9. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached Ballot or if no such information is included on the Ballot.

PLEASE MAIL YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR THE VOTING PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT (THE ALTMAN GROUP) AT (212) 681-9600.