

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

COMPLETE MANAGEMENT, INC.

Debtor.

Chapter 11

Case No: 99 B 10857 (RLB)

**BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S THIRD AMENDED PLAN OF REORGANIZATION**

**BALLOT FOR VOTING CLAIMS BASED ON 8% CONVERTIBLE SUBORDINATED DEBENTURES
WITH MATURITIES OF EITHER (A) AUGUST 15, 2003, OR (B) DECEMBER 15, 2003**

This Ballot is for holders of Claims based on 8% convertible subordinated debentures issued by Complete Management, Inc. (the "Debtor") with maturities of either August 15, 2003 ("August Debentures") or December 15, 2003 ("December Debentures"), as of December 19, 2001 (the "Voting Record Date"). Holders of Claims Based on August Debentures or December Debentures are those entities that own August Debentures or December Debentures as of the Voting Record Date. This Ballot is to be used to cast votes to accept or reject the Debtor's Third Amended Plan of Reorganization, dated December 18, 2001 (the "Debtor's Plan"). The Debtor's Plan and the Debtor's Amended Disclosure Statement (the "Disclosure Statement"), dated December 18, 2001 are transmitted herewith. Subordinated Notes Claims are placed in Class 3 in the Debtor's Plan. Before voting on the Debtor's Plan, please carefully review the Debtors' Plan and the Debtors' Disclosure Statement in their entirety.

IMPORTANT

VOTING DEADLINE: 5:00 P.M. EASTERN TIME, ON JANUARY 22, 2002

ALL ENTITIES HOLDING THROUGH A BANK, BROKER OR OTHER NOMINEE SHOULD RETURN THEIR BALLOTS IN THE PRE-ADDRESSED POSTAGE PAID ENVELOPE PROVIDED.

A BALLOT THAT IS COMPLETED AND RECEIVED TIMELY BY THE VOTING AGENT BUT DOES NOT INDICATE AN ACCEPTANCE OR A REJECTION OF THE DEBTORS' PLAN WILL BE DEEMED A VOTE TO ACCEPT THE DEBTORS' PLAN.

DO NOT RETURN ANY SECURITIES WITH THIS BALLOT. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes.

HOW TO VOTE

1. COMPLETE ITEM 1, ITEM 2, AND, IF APPLICABLE, ITEM 3.
2. REVIEW THE CERTIFICATION CONTAINED IN ITEM 4.
3. COMPLETE AND **SIGN** THE BALLOT (unless your ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your bank, broker or their agent, make sure such entity receives your Ballot in sufficient time to submit it to the Voting Agent before the Voting deadline).
5. YOU MUST VOTE *ALL* YOUR CLAIMS BASED ON AUGUST DEBENTURES AND/OR DECEMBER DEBENTURES *EITHER* TO ACCEPT *OR* TO REJECT THE DEBTOR'S PLAN, AND MAY NOT SPLIT YOUR VOTE.

Item 1. Principal Amount of the August Debentures or December Debentures Voted. The undersigned certifies that, as of December 19, 2001, the Voting Record Date, the undersigned was either the beneficial owner or the nominee of a beneficial owner of August Debentures or December Debentures in the following aggregate unpaid principal amount (insert number in box below). If your August Debentures or December Debentures are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately to obtain this information.

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Item 2. Vote. The beneficial owner of the August Debentures or December Debentures identified in Item 1 above (the "Beneficial Owner") votes as follows (**check one box only -- if you do NOT check a box, your vote will be deemed an acceptance of the plan**):

to **Accept** the Debtor's Plan to **Reject** the Debtor's Plan.

Item 3. Identify All Other August Debentures or December Debentures Voted. If any other Ballots have been or will be submitted for August Debentures or December Debentures owned by the Beneficial Owner other than those identified in Item 1 above, complete the following table with respect to such other August Debentures or December Debentures voted (please use additional sheets of paper if necessary):

ONLY COMPLETE ITEM 3 IF YOU HAVE SUBMITTED OTHER BALLOTS.

Name of Record Holder of any other August Debentures or December Debentures Voted*	Account Number of any other August Debentures or December Debentures Voted (if Held in Street Name)	Principal Amount of any other August Debentures or December Debentures Voted

* Insert your name if the August Debentures or December Debentures are held by you in record name. If held in Street Name, insert the name of your bank or broker.

Item 4. Certification. By returning this Ballot, the Beneficial Owner certifies that (a) it has received a copy of the Debtor's Disclosure Statement (including the exhibits thereto) and understands that this solicitation is subject to all the terms and conditions set forth in the Debtor's Disclosure Statement, (b) it has full power and authority to vote to accept or reject the Debtor's Plan with respect to the August Debentures or December Debentures in the amount listed in Item 1, (c) it was the beneficial owner of the August Debentures or December Debentures described in Item 1 on the Voting Record Date, (d) this Ballot is the only Ballot being submitted for the August Debentures or December Debentures owned by such Beneficial Owner (except for the August Debentures or December Debentures identified in Item 3 above), and (e) if any other Ballots for August Debentures and/or December Debentures are being submitted by the Beneficial Owner, all such Ballots indicate the same vote to accept or reject the Debtor's Plan that the Beneficial Owner has indicated in Item 2 of this Ballot.

Name of Creditor: _____
(Print or Type)

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

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Fax Number: _____

Date Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Debtor's Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

