

VOTING DEADLINE

YOU MUST FORWARD YOUR COMPLETED BALLOT TO THE VOTING AGENT PRIOR TO THE **VOTING DEADLINE, WHICH IS 5:00 P.M., EASTERN TIME, JANUARY 22, 2002**, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DEBTOR'S DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, THE ALTMAN GROUP, INC., AT (212) 681-9600.

VOTING INSTRUCTIONS

Parties in Interest Entitled to Vote

Pursuant to the applicable provisions of the Bankruptcy Code, generally only those classes of claims that are (i) "impaired" by a chapter 11 plan and (ii) entitled to receive a distribution under such a plan are entitled to vote on a chapter 11 plan. The impaired class of creditors may accept the Plan if the holders of at least two-thirds (2/3) in the amount and more than one-half (1/2) in number of the allowed claims which vote on the Plan vote to accept the Plan. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan affords fair and equitable treatment to classes rejecting the Plan.

If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of corporation or other acting in a fiduciary or representative capacity, such person should indicate such capacity when signing and, if requested by the Voting Agent, must submit proper evidence satisfactory to the Voting Agent of such person's authority to so act.

Withdrawal or Change of Vote

Any eligible voter that delivers a valid Ballot to the Voting Agent may withdraw his, her or its vote by delivering a written notice of withdrawal to the Voting Agent before the Voting Deadline. To be valid, the notice of withdrawal must (a) be signed by the party who signed the Ballot to be revoked, and (b) be received by the Voting Agent before the Voting Deadline. Any eligible voter that delivers a valid Ballot may change its vote by delivering to the Voting Agent a properly completed subsequent Ballot so as to be received before the Voting Deadline. In the case where more than one timely, properly completed Ballot is received in respect of the same claim only the Ballot that bears the latest date will be counted. The Debtor may contest the validity of any withdrawals or change of votes.

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

In re: Chapter 11

COMPLETE MANAGEMENT, INC. Case No: 99 B 10857 (RLB)

Debtor.

**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, 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

IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR VOTE MUST BE RECEIVED BY THE VOTING AGENT BEFORE THE **VOTING DEADLINE OF 5:00 P.M., EASTERN TIME, ON JANUARY 22, 2002** AT THE FOLLOWING ADDRESS:

THE ALTMAN GROUP, INC.
60 EAST 42ND STREET, SUITE 1241
NEW YORK, NEW YORK 10165
TELEPHONE: (212) 681-9600

OR BY FAX TO: (212) 681-1383

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 AND ITEM 2.
2. REVIEW THE CERTIFICATION CONTAINED IN ITEM 3.
3. COMPLETE AND **SIGN** THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE OR YOU MAY FAX THE COMPLETED BALLOT TO (212) 681-1383.
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 the record owner of August Debentures or December Debentures in the following aggregate unpaid principal amount (insert number in box below).

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Item 2. Vote. The record owner of the August Debentures or December Debentures identified in Item 1 above (the "Record 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. Certification. By returning this Ballot, the Record 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 record owner of the August Debentures or December Debentures described in Item 1 on the Voting Record Date, (d) if any other Ballots for August Debentures or December Debentures are being submitted by the Record Owner, all such Ballots indicate the same vote to accept or reject the Debtor's Plan that the Record 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.