

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

In re:

COMPLETE MANAGEMENT, INC.

Debtor.

Chapter 11

Case No: 99 B 10857 (RLB)

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

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

(Cusip # 20452C AB 0)

This Master Ballot is to be used by a broker, bank or other nominee or proxy holder; or as the agent of a broker, bank or other nominee (each of the foregoing, a "Nominee") for beneficial owners of 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"), to transmit to the Voting Agent the votes of beneficial holders of August Debentures or December Debentures to accept or reject the Debtor's Third Amended Plan of Reorganization., dated December 18, 2001 (the "Plan"). A copy of the Plan is being transmitted herewith. Claims based on August Debentures and December Debentures are part of Class 3 in the Debtor's Plan. Any entity voting on the Debtor's Plan should carefully review the Plan and the accompanying Disclosure Statement in their entirety.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS MASTER BALLOT, AND RETURN IT TO THE VOTING AGENT SO THAT IT IS RECEIVED 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, OR BY FAX TO: (212) 681-1383. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification of Authority to Vote Subordinated Notes Claims. The undersigned certifies that as of December 19, 2001 (the "Voting Record Date"), the undersigned (please check applicable box):

Was a broker, bank or other nominee for the beneficial owners of the aggregate principal amount of August Debentures or December Debentures listed in Item 2 below, and is the holder of such securities, or

Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other nominee that is the holder of the aggregate principal amount of August Debentures or December Debentures listed in Item 2 below, or

Had been granted a proxy (an original of which is attached hereto) from a broker, bank or other nominee, or a beneficial owner, that is the holder of the aggregate principal amount of August Debentures or December Debentures listed in Item 2 below, and, accordingly, has full power and authority to vote to accept or reject the Debtor's Plan on behalf of the beneficial owners of the August Debentures or December Debentures described in Item 2.

Item 2. Class 3 (General Unsecured Claims Including Claims Based on August Debentures or December Debentures) Vote. The undersigned transmits the following votes of beneficial owners of August Debentures or December Debentures, and certifies that the following beneficial owners of August Debentures or December Debentures, as identified by their respective customer account numbers set forth below, were the beneficial owners of such securities as of the Voting Record Date and delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate in the appropriate column of the following table the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Each beneficial owner must vote *all* of his, her or its Claims based on August Debentures or December Debentures either to accept *or* to reject the Debtor's Plan, and may *not* split such vote.

Your Customer Account Number For Each Beneficial Owner of August Debentures or December Debentures	Principal Amount of August Debentures or December Debentures Voted to ACCEPT or REJECT Debtor's Plan*	
	ACCEPT	REJECT
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS:	\$	\$
	No. of Votes:	No. of Votes:

* A Ballot that is completed and received timely but does not indicate an acceptance or a rejection of the Debtor's Plan will be deemed a vote to accept the Debtor's Plan.

