

The Depository Trust Company  
**IMPORTANT**  
Correction

**B#:** 0263  
**DATE:** July 06, 2000  
**TO:** All Participants  
**CATEGORY:** Proxy  
**FROM:** DTC Proxy Department  
**ATTENTION:** Proxy/Reorganization  
**SUBJECT:** Brazos Sportswear Inc.

SECURITIES

CUSIP #

|                                      |             |
|--------------------------------------|-------------|
| Brazos Sportswear Inc. 10.50% 7/1/07 | 106233 AA 7 |
| Brazos Sportswear Inc. 10.50% 7/1/07 | 106233 AB 5 |
| Brazos Sportswear Inc. 10.50% 7/1/07 | 106233 AC 3 |

Brazos Sportswear Inc. is soliciting acceptances of its Plan of Reorganization, dated June 15, 2000 (the "Plan"). Holders of Brazos Sportswear Inc. (securities listed above) of record on June 15, 2000, are eligible to vote by ballot to accept or reject the Plan.

Accompanying the Disclosure Statement dated June 15, 2000 and other materials for voting on the Plan is the attached Notice, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on August 3, 2000. DTC also received the attached Ballot. Participants may obtain copies of the materials for voting on the Plan by contacting:

Donlin Recano & Co.  
(212) 481-1411

DTC will provide Brazos Sportswear Inc. with a listing of the Participants which had The Notes on deposit with DTC at the close of business on June 15, 2000, so that Participants may vote on the Plan.

Participants are referred to the Disclosure Statement dated June 15, 2000 for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by The Balloting Agent no later than July 21, 2000. Executed ballots should be returned to:

Donlin Recano & Co., Inc.  
PO. Box 2034  
Murray Hill Station  
New York, NY 10156-0701  
Attn.: Brazos Sportswear Ballot Tabulation

Brazos Sportswear, Inc., will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 93 and LENP for details of the Plan.

Karl Baker

Manager

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re : Jointly Administered  
BRAZOS SPORTSWEAR, INC., *et al.* : Chapter 11 Case Nos.  
Debtors. : 99-142(PJW) through 99-145(PJW)  
-----X

**NOTICE OF (1) APPROVAL OF DISCLOSURE STATEMENTS; (2) HEARING ON CONFIRMATION OF PLAN; (3) DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN; (4) DEADLINE AND PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS FOR VOTING PURPOSES; (5) TREATMENT OF CERTAIN UNLIQUIDATED, CONTINGENT OR DISPUTED CLAIMS FOR NOTICE, VOTING AND DISTRIBUTION PURPOSES; (6) OMNIBUS OBJECTIONS TO CLAIMS FOR VOTING PURPOSES; (7) RECORD DATE; AND (8) VOTING DEADLINE FOR RECEIPT OF BALLOTS**

TO ALL CREDITORS, EQUITY SECURITY HOLDERS AND OTHER PARTIES IN INTEREST:

PLEASE TAKE NOTICE that Brazos Sportswear, Inc. ("BSI") and its subsidiaries (the "Subsidiaries"), debtors and debtors-in-possession (collectively, the "Debtors"), are soliciting acceptances of their Amended Joint Chapter 11 Plan of Brazos Sportswear, Inc. and Subsidiaries, dated June 15, 2000 (the "Plan"), from holders of impaired claims who are (or may be) receiving distributions under the Plan.

PLEASE TAKE FURTHER NOTICE that the terms of the Plan will be binding on all holders of claims against, and all present and former holders of equity security interests in, BSI and the Subsidiaries once the Plan has been confirmed by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and that present and former holders of equity security interests in BSI will receive NO distributions or other property under the Plan on account of their interests arising from their present or former ownership of BSI's equity securities.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has entered an order, dated June 15, 2000 (the "Solicitation Procedures Order"), approving the (i) disclosure statement with respect to the Plan (the "Disclosure Statement") and (ii) summary plan and disclosure statement with respect to the Plan (the "Summary Disclosure Statement," and together with the Disclosure Statement, the "Disclosure Statements") and providing, among other things, that:

1. **Confirmation Hearing Date.** The hearing to consider confirmation of the Plan (the "Confirmation Hearing"), shall commence on August 3, 2000 at 2:00 p.m. or as soon thereafter as counsel can be heard, before the Honorable Peter J. Walsh, Chief United States Bankruptcy Judge, in the United States Bankruptcy Court, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127, prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

2. **Deadline for Objections to Confirmation.** July 21, 2000 at 4:00 p.m. (EDT) is fixed as the last date for filing and serving objections to confirmation of the Plan (the "Objection Deadline"). To be considered, objections, if any, to confirmation of the Plan must (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules, (c) set forth the name of the objector, and the nature and amount of any claim or interest asserted by the objector against the Debtors, their estates or their property, (d) state with particularity the legal and factual basis for the objection, and (e) be filed, together with proof of service, with the Bankruptcy Court and be served upon (a) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036-6522 (Attn: Carlene J. Gating, Esq.) and One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636 (Attn: Mark S. Chehi, Esq.), (b) counsel for the Creditors' Committee, Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, New York 10005 (Attn: Luc A. Despina, Esq.) and Saul, Ewing, Remick & Saul LLP, 222 Delaware Avenue, Suite 1200, P.O. Box 1266, Wilmington, Delaware 19899-1266 (Attn: Norman L. Pernick, Esq.), and (c) The Office of the United States Trustee, 601 Walnut Street, Curtis Center, Suite 950-W, Philadelphia, Pennsylvania 19106 (Attn: Daniel K. Astin, Esq.), so that they are RECEIVED no later than the Objection Deadline. Objections not timely filed and served in the manner set forth above shall not be considered and shall be overruled.

3. **Temporary Allowance of Claims.** July 21, 2000 at 4:00 p.m. (EDT) is fixed as the last date and time for filing and serving motions pursuant to Fed. R. Bankr. P. 3018(a) ("Rule 3018(a) Motions") seeking temporary allowance of claims for the purpose of accepting or rejecting the Plan. Holders of unimpaired claims and holders of claims who will receive no distribution under the Plan are not entitled to vote on the Plan. If you did not receive a ballot in your Information Package, you should assume that the Debtors have tentatively concluded you are not entitled to vote to accept or reject the Plan either because (i) your claim is classified as unimpaired (and you therefore are presumed to have accepted the Plan) or (ii) your claim is classified in a class of claims or interests that will receive no distribution under the Plan (and you therefore are presumed to have rejected the Plan). If you disagree with the Debtors' classification (for voting purposes only) of your claim, and believe that you are a member of a class entitled to vote, then you must timely file and serve a Rule 3018(a) Motion in accordance with the procedures set forth in this paragraph 3. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a ballot and shall be permitted to cast a provisional vote to accept or reject the Plan. If, and to the extent that, the Debtors and such party are unable

to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then at the Confirmation Hearing the Court shall determine whether the provisional ballot is to be counted as a vote on the Plan. Rule 3018(a) Motions must be (a) filed with the Bankruptcy Court and (b) served on the persons and in the manner set forth in paragraph 2 above so that they are RECEIVED no later than 4:00 p.m. (EDT) on July 21, 2000. **Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above shall not be considered, and the claims referred to therein shall not be counted in determining whether the Plan has been accepted or rejected.**

4. **Treatment of Certain Claims.** Any holder of a claim that (a) is scheduled in the Debtors' schedules of assets and liabilities dated March 17, 1999, or any amendment thereof (the "Schedules") as disputed, contingent or unliquidated, and is not the subject of a timely filed proof of claim, or (b) is not scheduled and is not the subject of a timely filed proof of claim, shall not be treated as a creditor with respect to such claim for purposes of (i) receiving notices regarding or distributions under the Plan, or (ii) voting on the Plan.

5. **Objection to Claims for Voting Purposes.** Any proof of claim for a claim that is classified as a Class 2 or Class 3 Claim (a) filed against the Debtors (i) in an unliquidated amount, in whole or in part, or (ii) that reflects the Class 2 or Class 3 Claim as being contingent, in whole or in part, and (b) that has not been previously objected to by the Debtors, is deemed, for voting purposes only, to have been objected to by the Debtors for that portion of such claim that is unliquidated or contingent. Unless the holder of such claim obtains an order pursuant to paragraph 3 above temporarily allowing such claim for voting purposes in an amount deemed proper by the Bankruptcy Court, any ballot cast with respect to the unliquidated or contingent portion of such claim shall not be counted in determining whether the requirement of section 1126(c) of the Bankruptcy Code has been satisfied with respect to the Plan.

6. **Record Date.** June 15, 2000 shall be the record date for determining (a) creditors and equity security holders entitled to receive Information Packages and (b) creditors entitled to vote to accept or reject the Plan.

7. **Voting Deadline.** To be counted, ballots to accept or reject the Plan must be RECEIVED by 4:00 p.m. (EDT) on July 21, 2000 (the "Voting Deadline") by the voting agent, Donlin, Recano & Co., Inc., at one of the following addresses:

By Mail:

Donlin, Recano & Co., Inc.  
P.O. Box 2034  
Murray Hill Station  
New York, New York 10156-0701  
Attn: Brazos Sportswear Ballot Tabulation

By Messenger or Overnight Courier:

Donlin, Recano & Co., Inc.  
419 Park Avenue South  
Suite 1206  
New York, New York 10016  
Attn: Brazos Sportswear Ballot Tabulation

Ballots may NOT be cast by facsimile transmission. **BALLOTS THAT ARE NOT RECEIVED BY THE VOTING DEADLINE WILL NOT BE COUNTED.**

8. **Information and Documents.** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement(s), the Plan, or any exhibits to those documents, may request such information or copies by writing the Voting Agent, Donlin, Recano & Co., Inc., 419 Park Avenue South, Suite 1206, New York, New York 10016 or telephoning the Voting Agent at (212) 481-1411. Copies of all documents filed with the Bankruptcy Court also may be obtained by writing Parcels, Inc./DDR, 200 West 9th Street, Lower Level, Wilmington, Delaware 19801 or telephoning Parcels, Inc./DDR at (302) 658-9971. All such copies shall be prepared at the expense of the requesting party unless otherwise specifically required by Fed. R. Bankr. P. 3017(d). Any party in interest wishing to review the Plan or the Disclosure Statement(s) may (a) review such documents during regular business hours (9:00 a.m. to 4:30 p.m. weekdays, except legal holidays) at the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Wilmington, Delaware 19801, or (b) arrange to review the Plan and Disclosure Statement(s) at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 or One Rodney Square, Wilmington, Delaware 19801.

Dated: Wilmington, Delaware  
June 15, 2000

BY ORDER OF THE BANKRUPTCY COURT  
/s/ Peter J. Walsh  
Chief United States Bankruptcy Judge

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Attorneys for Brazos Sportswear, Inc., *et al.*, Debtors-in-Possession  
Carlene J. Gating  
Lawrence V. Gelber  
Four Times Square  
New York, New York 10036-6522  
(212) 735-3000  
-and-  
Mark S. Chehi (I.D. #2855)  
Perham Gorji (I.D. #3737)  
One Rodney Square  
P.O. Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

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

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----x  
In re :  
BRAZOS SPORTSWEAR, INC., et al, : Jointly Administered  
: Chapter 11 Case Nos.  
: 99-142(PJW) through 99-145(PJW)  
Debtors. :  
-----x

MASTER BALLOT FOR ACCEPTING OR REJECTING AMENDED  
JOINT CHAPTER 11 PLAN OF BRAZOS SPORTSWEAR, INC. AND SUBSIDIARIES

(Class 3 General Unsecured Claims)  
10½% Senior Notes due July 1, 2007

THE VOTING DEADLINE IS 4:00 P.M., EASTERN TIME, ON JULY 21, 2000. YOUR MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT BY THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR MASTER BALLOT WILL NOT BE COUNTED.

This master ballot (the "Master Ballot") is to be used by you -- as a bank, broker, or other nominee; or as the agent of a bank, broker, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee or beneficial owner -- for beneficial owners ("Beneficial Owners") of 10½% Senior Notes due July 1, 2007 (the "Senior Notes") of Brazos Sportswear, Inc. ("BSI"), to transmit to the Voting Agent the votes of such Beneficial Owners to accept or reject the Amended Joint Chapter 11 Plan (the "Plan") of Brazos Sportswear, Inc. and Subsidiaries (collectively, the "Debtors"). The Plan is annexed as Exhibit A to the Debtors' disclosure statement, dated June 15, 2000 (the "Disclosure Statement"), which is on file with the Bankruptcy Court, and is described in the Summary Disclosure Statement that accompanies this Ballot. Before you, in your capacity as Nominee, transmit the votes of your Beneficial Owners, please review the Summary Disclosure Statement carefully, particularly the Voting Procedures described in Section I.D. -- "Voting Procedures, Ballots, And Voting Deadline" The Plan can be confirmed by the Bankruptcy Court and thereby made binding on all holders of claims against or interests in the Debtors if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT SO THAT IT IS RECEIVED BY 4:00 P.M., EASTERN TIME, ON JULY 21, 2000, BY THE VOTING AGENT, DONLIN, RECANO & CO., INC., 419 PARK AVENUE SOUTH, SUITE 1206, NEW YORK, NEW YORK 10016. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

Item 1. **Certification of Authority to Vote.** The undersigned certifies that as of the June 15, 2000 voting record date (the "Record Date"), the undersigned (please check applicable box):

- Is a bank, broker, or other nominee for the Beneficial Owners of the aggregate principal amount of Senior Notes listed in Item 4 below, and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other nominee that is the registered holder of the aggregate principal amount of Senior Notes listed in Item 4 below, or
- Has been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other nominee, or a Beneficial Owner, that is the registered holder of the aggregate principal amount of Senior Notes listed in Item 4 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Senior Notes described in Item 4.

Item 2. **Tabulation of Votes with Respect to the Plan.** Please note that each Beneficial Owner of Senior Notes who votes must vote all the Senior Notes owned by such Beneficial Owner. For purposes of tabulating the vote, each Beneficial Owner who votes should be deemed to have voted the full amount of Senior Notes owned by such Beneficial Owner according to your records. A beneficial owner may not split the vote and, accordingly, a Beneficial Owner ballot (a "Beneficial Owner Ballot") received from a Beneficial Owner that partially accepts and partially rejects the Plan may not be counted.

Item 3. **Senior Note Claims Vote on Plan -- Aggregate Face Amount (In Dollars).**

As instructed by the Beneficial Owners of the Senior Notes set forth in Item 4 below, the undersigned transmits the following votes of such Beneficial Owners in respect of their Senior Notes:

To ACCEPT (vote FOR) the Plan      \$ \_\_\_\_\_  
Aggregate face amount of  
Senior Notes

To REJECT (vote AGAINST) the Plan      \$ \_\_\_\_\_  
Aggregate face amount of  
Senior Notes

**Item 4. Senior Note Claims Vote on Plan -- Number of Beneficial Owners.** The undersigned certifies that the following Beneficial Owners of Senior Notes, as identified by their respective customer account numbers or the respective sequence numbers set forth below, have delivered to the undersigned ballots casting votes (indicate the aggregate face amount for each respective account under the appropriate column) (please use additional sheets of paper if necessary):

| Customer Name and/or Account Number for Each Beneficial Owner of Senior Notes | Face Amount of Senior Notes |                              |
|---|-----------------------------|------------------------------|
|   | To Accept (For) the Plan    | To Reject (Against) the Plan |
| 1   | \$                          | \$                           |
| 2   | \$                          | \$                           |
| 3   | \$                          | \$                           |
| 4   | \$                          | \$                           |
| 5   | \$                          | \$                           |
| 6   | \$                          | \$                           |
| 7   | \$                          | \$                           |
| 8   | \$                          | \$                           |
| 9   | \$                          | \$                           |
| 10  | \$                          | \$                           |

**Item 5. Additional Ballots Submitted by Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Beneficial Owner Ballot received from a Beneficial Owner:

| Your Customer Name and/or Account Number for each Beneficial Owner | TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT     |  |                  |
|--|---|--|------------------|
|  | Name of Registered Holder or Nominee of Other Account | Customer Account Number of Other Account (if applicable) | Principal Amount |
| 1.   |   |  | \$               |
| 2.   |   |  | \$               |
| 3.   |   |  | \$               |
| 4.   |   |  | \$               |
| 5.   |   |  | \$               |
| 6.   |   |  | \$               |
| 7.   |   |  | \$               |
| 8.   |   |  | \$               |
| 9.   |   |  | \$               |
| 10.  |   |  | \$               |

Item 6. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of Senior Notes whose votes are being transmitted by this Master Ballot has been provided with a copy of the Summary Disclosure Statement. The undersigned also acknowledges that the solicitation of votes to accept or reject the Plan is subject to all the terms and conditions set forth in the Summary Disclosure Statement, the Disclosure Statement, and the Plan.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

\_\_\_\_\_  
(Print or Type)

Name of Proxy Holder or Agent for Bank,  
Broker, or other Nominee (if applicable):

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_  
(If Applicable)

Signature: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_ ( ) \_\_\_\_\_

Date Completed: \_\_\_\_\_

**VOTING DEADLINE**

THIS MASTER BALLOT MUST BE RECEIVED BY 4:00 P.M., EASTERN TIME, ON JULY 21, 2000 BY THE VOTING AGENT, DONLIN, RECANO & CO., INC., 419 PARK AVENUE SOUTH, SUITE 1206, NEW YORK, NEW YORK 10016, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED.

**ADDITIONAL INFORMATION**

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, DONLIN, RECANO & CO., INC., AT (212) 481-1411.

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

Brazos Sportswear, Inc. and its Subsidiaries (the "Debtors") are soliciting your customers' votes on the Debtors' Amended Joint Chapter 11 Plan, dated June 15, 2000 (the "Plan"), referred to in their disclosure statement and summary disclosure statement, each dated June 15, 2000, (together, the "Disclosure Statements"). Please review the Disclosure Statements and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

### VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Donlin, Recano & Co., Inc. by 4:00 P.M. Eastern Time, on July 21, 2000 (the "Voting Deadline"). Unsigned Master Ballots may not be counted.

### HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Senior Notes and you wish to vote such Senior Notes, you may complete, execute, and return to the Voting Agent *either* a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Senior Notes other than yourself, you may *either*:

(a) deliver the Beneficial Owner Ballot to each Beneficial Owner for whom you hold Senior Notes, along with the Summary Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner (i) complete and execute such Beneficial Owner Ballot voting to accept or reject the Plan and (ii) return the completed, executed Beneficial Owner Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent prior to the Voting Deadline;

OR

(b) prevalidate the Beneficial Owner Ballot contained in the Solicitation Package (by signing that ballot and by indicating on that ballot the record holder of the Senior Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Senior Notes for voting so that the Beneficial Owner may return the completed Beneficial Owner Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package. With regard to any Beneficial Owner Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Senior Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(a) Vote to accept (for) or reject (against) the Plan in Item 3 for the Senior Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners.

(b) Provide appropriate information for each of the items on the Master Ballot. Please note that Item 4 requests information for each individual beneficial owner for whom you are voting Senior Notes in your name (the "Beneficial Owners"). If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(c) Fill in the information requested in Item 5 for each beneficial owner that completed Item 3 of their Beneficial Owner Ballot, if applicable.

(d) Read Item 6 carefully.

- (e) Sign and date your Master Ballot.
- (f) Provide your name and mailing address.

**PLEASE NOTE:**

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their securities, and the Debtors will *not* accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may *only* be made by you, and will *only* be accepted pursuant to a letter of transmittal, which will be furnished to you by the Debtors following confirmation of the Plan by the United States Bankruptcy Court.

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Donlin, Recano & Co., Inc. by 4:00 P.M. Eastern Time, on July 21, 2000 (the "Voting Deadline). **Unsigned Master Ballots will not be counted. Do not deliver completed Master Ballots to the Voting Agent by facsimile. MASTER BALLOTS CAST BY FACSIMILE WILL NOT BE COUNTED.**

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to your clients.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.**

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

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re :  
BRAZOS SPORTSWEAR, INC., *et al.*, : Jointly Administered  
: Chapter 11 Case Nos.  
: 99-142(PJW) through 99-145(PJW)  
Debtors. :  
-----X

BENEFICIAL/RECORD OWNER BALLOT FOR ACCEPTING OR REJECTING AMENDED  
JOINT CHAPTER 11 PLAN OF BRAZOS SPORTSWEAR, INC. AND SUBSIDIARIES

(Class 3 General Unsecured Claims)  
10½% Senior Notes due July 1, 2007

This Ballot is being sent to beneficial/record owners of 10½% Senior Notes due July 1, 2007 (the "Senior Notes") of Brazos Sportswear, Inc. ("BSI") for their use in voting to accept or reject the Amended Joint Chapter 11 Plan (the "Plan") of Brazos Sportswear, Inc. and Subsidiaries (collectively, the "Debtors"). The Plan is annexed as Exhibit A to the Debtors' disclosure statement, dated June 15, 2000 (the "Disclosure Statement"), which is on file with the Bankruptcy Court, and is described in the Summary Disclosure Statement that accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote count, you must complete and return this ballot.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE RECEIVED BY THE VOTING AGENT IS 4:00 P.M., EASTERN TIME, ON JULY 21, 2000. OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS, AND ARE THE BENEFICIAL OWNER, PLEASE CALL YOUR BROKER. IF YOU ARE A RECORD OWNER PLEASE CALL THE VOTING AGENT, DONLIN, RECANO & COMPANY AT (212) 481-1411.

YOU SHOULD REVIEW THE ACCOMPANYING SUMMARY DISCLOSURE STATEMENT FOR A DESCRIPTION OF THE PLAN AND ITS EFFECTS ON HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS.

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 to accept or reject the Plan.

By returning this Ballot, you are certifying that either you were the beneficial/record owner on June 15, 2000 (the "Record Date") of the Senior Notes in the face amount set forth below or you are an authorized signatory or Nominee (as defined below) for someone who was a beneficial/record owner of such face amount of such Senior Notes on the Record Date. Beneficial/record owners may not split their vote on the Plan with respect to their Senior Notes. If you are submitting a vote with respect to any Senior Notes that you beneficially own, you must vote all of your Senior Notes in the same way (i.e., all "accept" or all "reject").

An authorized signatory (e.g., a guardian, conservator, executor, or other agent or representative) of an eligible beneficial/record owner may execute this Ballot and may be required to submit evidence to the Debtors and the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the beneficial/record owner. Authorized signatories voting on behalf of more than one beneficial/record owner must complete a separate Ballot for each owner.

You may receive multiple mailings containing Ballots, especially if you own your Senior Notes through more than one bank, broker, or other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Senior Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

**Item 1. Face Amount Of Senior Note Claims.** The undersigned hereby certifies that as of the Record Date, the undersigned was the beneficial/record owner (or authorized signatory for a beneficial/record owner), or the Nominee of a beneficial/record owner, of Senior Notes in the following aggregate unpaid principal amount (insert amount in box below). (If your Senior Notes are held by a Nominee on your behalf and you do not know the amount, please contact your Nominee immediately.)

\$

**Item 2. Vote On Plan.** (Please check one.)

- The undersigned:        ACCEPTS (votes FOR) the Plan.
- REJECTS (votes AGAINST) the Plan.

**Item 3. Certification As To Senior Notes Held In Additional Accounts.** By returning this Ballot, the beneficial/record owner certifies that either (1) it has not submitted any other Ballots for Senior Notes held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Senior Notes for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

**ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED  
BALLOTS OTHER THAN THIS BALLOT**

| Name of Holder <sup>1</sup> | Account Number | Principal Amount of Other Senior Notes Voted |
|-----------------------------|----------------|--|
|                             |                | \$   |
|                             |                | \$   |
|                             |                | \$   |

<sup>1</sup> Insert your name if Senior Notes are held by you in record name or, if held in street name, insert name of Nominee.

**Item 4. Authorization.** By returning this Ballot, the beneficial/record owner hereby certifies that it either (a) was on the Record Date the registered or record holder *and* the beneficial/record owner of the Senior Notes to which this Ballot pertains and is sending this Ballot directly to the Voting Agent or (b) was on the Record Date the beneficial/record owner of the Senior Notes, but *not* the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the Senior Notes to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver such Master Ballot to the Voting Agent.

The beneficial/record owner further certifies that it has received a copy of the Summary Disclosure Statement and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Summary Disclosure Statement, the Disclosure Statement, and the Plan.

Name of Voter: \_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Print or Type Name: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip code: \_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_

Date Completed: \_\_\_\_\_

**VOTING DEADLINE**

**YOUR VOTE MUST BE FORWARDED TO YOUR NOMINEE OR TO THE VOTING AGENT, AS APPLICABLE, IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED PRIOR TO THE VOTING DEADLINE, WHICH IS 4:00 P.M., EASTERN TIME, ON JULY 21, 2000, OR YOUR VOTE WILL NOT BE COUNTED.**

PLEASE MAKE SURE YOU HAVE PROVIDED  
ALL INFORMATION REQUESTED BY THIS BALLOT.

YOU SHOULD NOT SUBMIT SENIOR NOTES WITH THIS BALLOT.

BALLOTS SUBMITTED BY FACSIMILE WILL NOT BE COUNTED.

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## INSTRUCTIONS FOR COMPLETING THE BENEFICIAL/RECORD OWNER BALLOT

Brazos Sportswear, Inc. and its Subsidiaries (the "Debtors") are soliciting your vote on their Amended Joint Chapter 11 Plan, dated June 15, 2000 (the "Plan"), referred to in their disclosure statement and summary disclosure statement, each dated June 15, 2000, (together, the "Disclosure Statements"). Please review the Disclosure Statements and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their securities, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered together with this Ballot. Surrender of securities for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan by the United States Bankruptcy Court.

To have your vote count, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Donlin, Recano & Co., Inc., 419 Park Avenue South, Suite 1206, New York, New York 10016 by 4:00 P.M. Eastern Time, on July 21, 2000. If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Senior Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2.

(c) Provide the information required by Item 3, if applicable to you.

(d) Read Item 4 carefully.

(e) Sign and date your Ballot. (Applicable only if your Ballot has *not* been prevalidated by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Donlin, Recano & Co., Inc., at (212) 481-1411, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

The Ballot should be returned by mail in the pre-addressed envelope provided with the Ballot. The Voting Deadline is July 21, 2000 at 4:00 p.m. Eastern Time. If you hold your Senior Notes in street name, please allow sufficient time for your Ballot to be processed by your Nominee, so that your vote will be received by the Voting Agent, Donlin, Recano & Co., Inc., by the Voting Deadline.

**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 VOTING AGENT, DONLIN, RECANO & CO., INC., AT (212) 481-1411.**