

The Depository Trust Company

IMPORTANT

B#: 1559

DATE: March 02, 2001

TO: All Participants

CATEGORY: Reorganization

FROM: DTC Proxy Department

ATTENTION: Proxy/Reorganization Manager

SUBJECT: National Boston Medical, Inc.
New Common
CUSIP #635040 20 7

National Boston Medical, Inc. is soliciting acceptances of its Amended Consolidated Plan of Reorganization, dated February 8, 2001 (the "Plan"). Holders of National Boston Medical, Inc. of record on February 8, 2001, are eligible to vote by ballot to accept or reject the Plan.

A confirmation hearing has been scheduled for April 5, 2001. DTC also received the attached Ballots. Participants may obtain copies of the materials for voting on the Plan by contacting:

Debtors Counsel
Chappell White
@ (617) 279-3000

DTC will provide National Boston Medical, Inc. with a listing of the Participants which had National Boston Medical Inc. New Common on deposit with DTC at the close of business on February 8, 2001, so that Participants may vote on the Plan.

Participants are referred to the Amended Consolidated Disclosure Statement dated February 8, 2001, for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by Debtors Counsel no later than March 26, 2001. Executed ballots should be returned to:

Daniel S. Bleck, Esq.
Chappell White, LLP
268 Summer Street
Boston, MA 02210

National Boston Medical, Inc. will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 94 and LENP for details of the Plan. Participants may also view the documents on DTC's web cite at www.dtc.org.

Karl Baker

Manager

Attachments

****BALLOT****

**UNITED STATES BANKRUPTCY COURT
FOR THE
DISTRICT OF MASSACHUSETTS
WESTERN DIVISION**

In re:)	Chapter 11
NATIONAL BOSTON MEDICAL, INC.,)	Case Nos. 00-44515-JBR through
a Nevada Corporation, NATIONAL BOSTON)	00-44517-JBR
MEDICAL, INC., a Delaware Corporation, and)	Jointly Administered
BONTEMPI INSTRUMENTS PLUS, INC.,)	
Debtors.)	

BALLOT FOR ACCEPTING OR REJECTING PLAN

National Boston Medical, Inc., a Nevada corporation, National Boston Medical, Inc., a Delaware corporation and Bontempi Instruments Plus, Inc. (collectively, the "Debtors") have filed its Amended Consolidated Plan of Reorganization dated February 8, 2001 (the "Plan") with respect to the above-referenced cases. The Bankruptcy Court has approved the Disclosure Statement, as amended, with respect to the Plan (the "Disclosure Statement") which describes, in detail, the terms and conditions of the Plan. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. The Disclosure Statement provides information to assist you in deciding how to vote. A copy of the Plan and Disclosure Statement are included with this Ballot. If you do not have a Disclosure Statement or a Plan, you may obtain one from the party listed at the end of this Ballot. The Plan may be confirmed by the Court and thereby made binding on you if it is accepted by the holder of two-thirds (2/3) in amount and more than one-half (1/2) in number of claims in each class and at least two-thirds (2/3) in amount of allowed interest of such class held by holders of such interest. In the event that the requisite acceptances are not obtained, the Court may, nevertheless, confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the Class rejecting it and otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

TO HAVE YOUR VOTE COUNT, THE PERSON DESIGNATED BELOW MUST RECEIVE YOUR COMPLETED BALLOT ON OR BEFORE March 26, 2001 AT 4:00 P.M. EASTERN STANDARD TIME (THE "VOTING DEADLINE").

The Plan provides for the distribution to Class 1 creditors holding Allowed Claims either (i) common stock of National Boston Medical in an amount and upon the terms as provided for under the Plan; or (ii) a one time cash payment in full and complete satisfaction of their respective Allowed Claim. In particular, a creditor holding an Allowed Claim Class 1 may elect to receive in full and complete consideration of its claim (without interest), cash on the Effective Date in an amount equal to the lesser of (i) one hundred percent (100%) of the amount of its allowed unsecured claim, or (ii) \$35,000.00. Holders of larger unsecured claims may elect to voluntarily reduce their claims to \$35,000.00 and receive \$35,000.00 in full and complete satisfaction of its claims. This election must be made by completing the appropriate portion of the Ballot as listed below and submitting the properly completed ballot no later than the Voting Deadline. This election is irrevocable.

VOTE: The undersigned creditor, with a claim in the amount of \$ _____:

Check One: Accepts
 Rejects

the Consolidated Plan of Reorganization dated February 8, 2001 of the Debtors.

ELECTION, (if applicable):, In accordance with the terms of Plan, the undersigned creditor (circle one) elects/does not elect, to receive a one time cash payment equal to the lesser of (i) one hundred percent (100%) of the amount of the Allowed Claim, or (ii) \$35,000.00.

In submitting your Ballot please check the appropriate Class of your claim:

Class 1 (General Unsecured Creditor)

Class 2 (Equity Holder)

Name of Creditor: _____

Authorized Officer: _____

Title: _____

Address: _____

Address: _____

Signature: _____

Please return this Ballot to: Tracy Dane, Chappell White LLP, 268 Summer Street, 7th Floor, Boston, MA 02210 on or before the Voting Deadline. If by facsimile, 617-279-3001.

MASTER BALLOT

**UNITED STATES BANKRUPTCY COURT
FOR THE
DISTRICT OF MASSACHUSETTS
WESTERN DIVISION**

In re:)	Chapter 11
)	
NATIONAL BOSTON MEDICAL, INC.,)	Case Nos. 00-44515-JBR
through)	
a Nevada Corporation, NATIONAL BOSTON)	00-44517
MEDICAL, INC., a Delaware Corporation, and)	Jointly Administered
BONTEMPI INSTRUMENTS PLUS, INC.,)	
)	
Debtors)	

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE FIRST
AMENDED CONSOLIDATED PLAN OF REORGANIZATION BY CLASS 2
EQUITY INTEREST HOLDERS**

Please read and follow the attached voting instructions carefully. Please complete, sign and date this Master Ballot and promptly return to Daniel S. Bleck, Esquire, Chappell White LLP, 268 Summer Street, Boston, Massachusetts, 02210. If this Master Ballot has not been received by **4:00p.m. Eastern Standard time, on March 26, 2001**, or such later date to which such date may be extended (the "Voting Deadline"), the votes of the interest holders for whom you are the record holder will not be counted.

This Master Ballot may not be used for any purpose other than (a) to cast a vote to accept or reject the Consolidated Plan of Reorganization (the "Plan") of National Boston Medical, Inc. (the "Debtor"). Each initially capitalized term used herein and not defined in this Ballot shall have the meaning ascribed to such term in the Plan.

This Master Ballot is being delivered to, and should only be used by, a broker, bank, proxy, intermediary or other nominee (collectively "Representatives") that was a record holder as of February 1, 2001 (the "Record Date"), or is acting by authority of such record holder and is casting votes on the Plan on behalf of beneficial holders. Only Representatives should complete this Master Ballot. If a Representative holds a Class 2 Equity Interest as a stockholder, such Representative should execute a Ballot in the form attached hereto with respect to such Equity Interest.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on the Equity Interest holders for whom you are the record holder if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of the Allowed Claims in each Class of Claims voting to accept or reject the Plan and at least two-thirds in amount of the allowed interest of such class held by holder so such interest. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy 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(a) and (b) of the Bankruptcy Code. To have the votes of the Equity Interest holders for whom you are the record holder count, you must complete, execute and timely return this Master Ballot.

Please supply the appropriate information:

Item 1. Aggregate Amount of as Class 2 Equity Interests which votes are cast.

As of the Record Date, the undersigned was the record holder of and/or has full power and authority to execute and deliver this Master Ballot on behalf of such record holder(s) with respect to [fill in blank] _____ number of shares of stock of NBM.

Item 2. Vote – Aggregate Amount of Class 2 Claims

As authorized and instructed by the Equity Interest holders set forth below, the undersigned transmits the votes of such Equity Interest holders with respect to the Class 2 Interest, as follows:

Votes to accept the Plan: _____
Aggregate amount of Class 2 Equity Interest

Votes to reject the Plan: _____
Aggregate amount of Class 2 Equity Interest

Item 3. Vote – Number of Equity Interest Holders

The undersigned certifies that the following Equity Interest holders have delivered to the undersigned properly completed and duly executed Ballots casting votes, which Ballots (or copies thereof) are attached to this Master Ballot [indicate the aggregate amount of shares held by each Equity Interest holder in the appropriate column; please use additional sheets if necessary]:

Aggregate Amount of Class 2 Equity Interest

<u>Name and/or Account Number of Equity Interest Holder</u>	<u>To Accept Plan (Number of Shares)</u>	<u>To Reject Plan (Number of Shares)</u>
(1) _____	_____	_____
(2) _____	_____	_____
(3) _____	_____	_____
(4) _____	_____	_____
(5) _____	_____	_____

Item 4. Certification

By signing the Master Ballot, the undersigned hereby certifies that (i) each Equity Interest holder whose votes are being transmitted by this Master Ballot has been provided with a copy of the Disclosure Statement and an appropriate Ballot; and (ii) it has not submitted any other Master Ballots relating to Class 2 Equity Interest inconsistent with the votes to accept or reject the Plan as set forth in this Master Ballot or that, if such other Master Ballot were previously submitted, they either have been or are hereby revoked.

Attach the Ballots you have received from the interest holders or copies thereof.

Name of Record Holder: _____
(Print or Type)

Social Security or Federal Tax I.D. No:

Signature: _____

By: _____

Title: _____
(If appropriate)

Address: _____

Telephone Number: (.) _____

Date Completed: _____

This Master Ballot must be received by the Counsel for the Debtor by the Voting Deadline or the votes transmitted hereby will not be counted.

To complete the Master Ballot properly, you must follow the procedures described below:

- (a) provided appropriate information for each of the items on the Master Ballot; transfer the requested information from each Ballot you receive from the Equity Interest holders on to the Master Ballot;
- (b) cast votes to accept or reject the Plan for all Class 2 Equity Interest Holders arising under or related to the stock of National Boston Medical, Inc. held by you as nominee as directed by the interest holders;
- (c) sign and date the Master Ballot;
- (d) if you are completing the Master Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing, and submit satisfactory evidence of your authority to so act (e.g. a power of attorney or a certified copy of Board resolutions authorizing you to so act);
- (e) provide your name and mailing address if different from the pre-printed address which appears on the Master Ballot or if no pre-printed address appears on the Master Ballot; and
- (f) return the Master Ballot to the Debtors' Counsel on or before the Voting Deadline by facsimile. Please forward the Ballots you have received from the beneficial holders (or copies thereof) to the Debtors' Counsel along with the Master Ballot, as you are authorized and instructed by such beneficial holders.

No fees or commission or other remuneration will be payable to any Representative for soliciting Ballots accepting the Plan. We will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

Nothing contained herein or in the enclosed documents shall make you or any other person the agent of the Debtor, the Reorganized Debtor or the Debtor's Counsel, 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.

PLEASE MAIL YOUR MASTER BALLOT PROMPTLY

**IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER
BALLOT, OR THE VOTING PROCEDURES GENERALLY, OR IF YOU NEED
ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS OR OTHER
ENCLOSED MATERIALS, PLEASE CALL DEBTOR'S COUNSEL
AT 1-617-279-3000**

**THE ADDRESS (FOR FIRST CLASS MAIL, OVERNIGHT MAIL, AND
HAND DELIVER) OF THE DEBTORS' COUNSEL IS:**

**DANIEL S. BLECK, ESQ.
CHAPPELL WHITE LLP
268 SUMMER STREET
BOSTON, MA 02210**

THE FACSIMILE NUMBER IS (617) 279-3001

INSTRUCTIONS FOR COMPLETING MASTER BALLOT

**FOR RECORD HOLDERS OF CLASS 2 EQUITY INTEREST HOLDERS
ARISING UNDER OR RELATED TO THE STOCK OF
NATIONAL BOSTON MEDICAL, INC.**

Please read and follow these instructions carefully. Your Master Ballot must be received by Daniel S. Bleck, Esq., Chappell White LLP, 268 Summer Street, Boston, MA 02210, or, by facsimile at (617) 279-3001, no later than 4:00p.m., Eastern Standard time, on March 26, 2001 (the "Voting Deadline"), or the votes of the Equity Interest holders for whom you are on the record holder will not be counted.

The Debtors are soliciting the votes of the holders of the stock of National Boston Medical, Inc. with respect to the Debtors' Consolidated Plan of Reorganization (the "Plan") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), as described in and attached to the Disclosure Statement accompanying the Ballot.

To have the votes of the Equity Interest holders for whom you are the record holder count, you must complete, sign and return the Ballot to Daniel S. Bleck, Esq. ("Debtors' Counsel") by the Voting Deadline unless such deadline is extended by the Debtor or by the Bankruptcy Court.

The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote on the Plan.

If you believe you received the wrong form of Ballot or Master Ballot, or if you need additional Ballots or Master Ballots, please contact the Debtors' Counsel immediately.

You should deliver to each interest holder on whose behalf you a record holder (a) a Ballot in the form attached hereto (b) a postage-paid return envelope with your pre-printed address and (c) a copy of the Disclosure Statement (with exhibits). You should take any further action required to enable each interest holder to vote to accept or reject the Plan.