

# The Depository Trust Company

# **IMPORTANT**

**B#:** 1689

**DATE:** March 30, 2001

**TO:** All Participants

**CATEGORY:** Reorganization

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization Manager

**SUBJECT:** Sabratek Corporation

**SECURITIES**

Sabratek Corporation 6% due 04/15/05  
Sabratek Corporation 6% due 04/15/05

**CUSIP #'s**

78572E AA1  
78571U AA6

Sabratek Corporation is soliciting acceptances of its First Amended Plan of Reorganization, dated March 7, 2001 (the "Plan"). Holders of Sabratek Corporation Notes listed above and of record on March 8, 2001 (the "Securities"), are eligible to vote by ballot to accept or reject the Plan.

Accompanying the First Amended Disclosure Statement dated March 7, 2001 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 April 17, 2001. DTC also received the attached Ballots. Participants may obtain copies of the materials for voting on the Plan by contacting:

Robert L. Berger & Associates  
@ (818) 906-1007

DTC will provide Sabratek Corporation with a listing of the Participants which had the Securities on deposit with DTC at the close of business on March 8, 2001, so that Participants may vote on the Plan.

Participants are referred to the First Amended Disclosure Statement dated March 7, 2001 for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by the Ballot Agent no later than April 10, 2001. Executed ballots should be returned to:

Robert L. Berger & Associates, LLC  
PMB 1001  
10035 Santa Monica Boulevard  
Los Angeles, CA 90025

The Securities will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 94 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

_____ )	
In re )	Chapter 11
)	Case No. 99-4414 (MFW)
SABRATEK CORPORATION, et al., )	Jointly Administered
)	
Debtors. )	<b>Objection Date: April 10, 2001 @ 4:00 p.m.</b>
_____ )	<b>Hearing Date: April 17, 2001 @ 9:30 a.m.</b>

**NOTICE OF (i) CONFIRMATION HEARING AND (ii) NON-VOTING STATUS  
FOR JOINT PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE  
BANKRUPTCY CODE WITH RESPECT TO  
HOLDERS OF IMPAIRED EQUITY INTERESTS IN CLASSES C4, G4, M4 AND S5**

**PLEASE TAKE NOTICE THAT:**

1. On March 7, 2001, Sabratek Corporation ("Sabratek") and its debtor subsidiaries in the above-captioned cases, CMS Healthcare, Inc. ("CMS"), GDS Technology, Inc. ("GDS"), WFW Cardiac, Inc. f/k/a LifeWatch, Inc. ("LifeWatch"), and Unitron Medical Communications, Inc. d/b/a Moon Communications, Inc. ("Moon") (the "Debtors"), together with the Statutory Creditors' Committee (the "Committee" and the Debtors, collectively, the "Plan Proponents") filed a First Amended Joint Plan of Liquidation for the Debtors (as amended, the "Plan") and a First Amended Disclosure Statement related thereto (as amended, the "Disclosure Statement"). On March 7, 2001, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), approved the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code. All capitalized terms used herein have the meaning assigned to such terms in the Plan.
2. **IF YOU ARE A HOLDER OF EQUITY INTERESTS IN CLASSES C4 (CMS EQUITY INTERESTS), G4 (GDS EQUITY INTERESTS), M4 (MOON EQUITY INTERESTS) AND S5 (SABRATEK EQUITY INTERESTS)**, the Plan provides as follows: Because the value of the assets of the estates of each of CMS, GDS, Moon and Sabratek is less than the expected amount of Allowed Claims against the respective estates, the Holders of Classes C4, G4, M4 and S5 Equity Interests are not expected to receive any Distribution or retain any property under the Plan on account of their Equity Interests in the respective Debtors or their estates. **AS A HOLDER OF IMPAIRED EQUITY INTERESTS RECEIVING NO DISTRIBUTIONS UNDER THE PLAN, YOU ARE DEEMED TO HAVE REJECTED THE PLAN PURSUANT TO SECTION 1126(g) OF THE BANKRUPTCY CODE AND ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN.** Further, because no class of Claims or Equity Interests junior to the Classes C4, G4, M4 and S5 will receive any distribution under the Plan, pursuant to section 1129(b) of the Bankruptcy Code, the Bankruptcy Court can confirm the Plan over themed rejection by the holders of such Equity Interests in such Classes, if the Bankruptcy Court finds that the Plan is fair and equitable and that the Plan does not discriminate unfairly.
3. The hearing on confirmation of the Plan is scheduled for **April 17, 2001, at 9:30 a.m. Eastern Time**, at the Bankruptcy Court, 824 North Market Street, Sixth Floor, Wilmington, Delaware 19801. This hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date(s) at the hearing and at any adjourned hearing(s).

4. Any objection to confirmation of the Plan must be (1) filed with the Clerk of the Bankruptcy Court, together with proof of service, no later than **4:00 p.m. Eastern Time, on April 10, 2001**, and (2) must be served so as to be received on or before **4:00 p.m. Eastern Time on April 10, 2001** on (i) Attorneys for the Debtors (a) Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601, Attn: James Sprayregan, Esq. and Matthew N. Kleiman, Esq. and (b) Pachulski, Stang, Ziehl, Young & Jones P.C., 919 N. Market Street, Suite 1600, Wilmington, Delaware 19801-8705, Attn: Laura Davis Jones, Esq.; (ii) Attorneys for the Committee, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 Attn: Martin J. Bienenstock, Esq. and Johnson C. Ng, Esq. and (b) The Bayard Firm, 222 Delaware Avenue, Suite 900, Wilmington, Delaware 19801, Attn: Jeffrey M. Schlerf, Esq.; and (iii) Office of the United States Trustee, 601 Walnut Street, Curtis Center, Suite 950 West, Philadelphia, PA 19106, Attn: Maria D. Giannirakis, Esq. Any objection to confirmation of the Plan must be in writing and (x) must state the name and address of the objecting party and the amount of its claims or the nature of its interest and (y) must state, with particularity, the nature of its objection. Any confirmation objection not filed and served as set forth herein shall be deemed waived and shall not be considered by the Bankruptcy Court.
5. The Plan Proponents will not provide you with copies of the Disclosure Statement and/or the Plan unless you request copies of these documents. If you wish to receive copies of the Disclosure Statement and/or Plan, then please direct your request to: Robert L. Berger & Associates, LLC at PMB 1001, 10351 Santa Monica Boulevard, Los Angeles, CA 90025; phone: (818) 906-1007; e-mail address: Sabratek@bergerassociates.com. Upon receipt of such request, the Plan Proponents will provide you with copies of the Disclosure Statement and/or Plan at their expense. If, notwithstanding this Notice of Non-Voting Status, you believe that you may have a claim against the Debtors which entitles you to vote on the Plan, you should immediately request copies of the Disclosure Statement, the Plan and a ballot.

DATED: March 7, 2001  
Wilmington, Delaware

Attorneys for the Debtors

KIRKLAND & ELLIS  
200 East Randolph Drive  
Chicago, Illinois 60601  
James H.M. Sprayregan, Esq.  
Matthew N. Kleiman, Esq.  
Jonathan Carson, Esq.

- and -

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.  
919 N. Market Street, Suite 1600  
Wilmington, Delaware 19899-8705  
Laura Davis Jones, Esq.

Attorneys for the Committee

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, NY 10153  
Martin J. Bienenstock, Esq.  
Johnson C. Ng, Esq.

- and -

THE BAYARD FIRM  
222 Delaware Avenue, Suite 900  
Wilmington, DE 19801  
Jeffrey M. Schlerf, Esq.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
SABRATEK CORPORATION, et al.,	)	Case No. 99-4414 (MFW)
	)	
Debtors,	)	Jointly Administered
	)	

MASTER BALLOT FOR ACCEPTING OR REJECTING  
PROPOSED PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE  
FOR SABRATEK CORPORATION

**MASTER BALLOT FOR VOTING CONVERTIBLE NOTES CLAIMS  
(CLASS S3: GENERAL UNSECURED CLAIMS)**

PLEASE READ AND FOLLOW THE ENCLOSED VOTING  
INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

THIS MASTER BALLOT MUST BE RECEIVED BY ROBERT L. BERGER & ASSOCIATES, LLC (THE "VOTING AGENT")  
BY 4:00 P.M. PACIFIC TIME, ON OR BEFORE APRIL 10, 2001 (THE "VOTING DEADLINE").

This Master Ballot is to be used by you – as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee or beneficial owner – on behalf of the beneficial owners of the 6% Convertible Notes due 2005 (the "Notes") issued by Sabratek Corporation ("Sabratek") pursuant to the Indenture dated April 14, 1998 to which HSBC Bank USA currently serves as successor Indenture Trustee, to transmit to the Voting Agent the votes of such beneficial holders in respect of their Notes to accept or reject the Plan of Liquidation (the "Plan") which Sabratek and the Statutory Creditors' Committee filed pursuant to chapter 11 of the Bankruptcy Code on March 7, 2001. The Plan is enclosed with the Disclosure Statement accompanying this Ballot. Before you transmit such votes in your capacity as a Nominee, please review carefully the accompanying Disclosure Statement. Under the Plan, the claims arising under the Notes (together with other general unsecured claims against Sabratek, including, without limitation, trade claims) are classified as Class S3 General Unsecured Claims. Acceptance of the Plan by holders of General Unsecured Claims in Class S3 under the Plan requires that the holders of two-thirds in amount and more than one-half in number of the General Unsecured Claims in Class S3 that actually vote on the Plan accept such Plan. If any class of claims or interests in respect of Sabratek rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nonetheless confirm the Plan in respect of Sabratek if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of March 8, 2001, the record holder date, the undersigned (please check appropriate box):

Is a broker, bank or other nominee for the beneficial owners of the aggregate principal amount of Notes listed in Item 2 below, and is the registered holder of such securities, or

**S3b Master Ballot**

- Is 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 registered holder of the aggregate principal amount of Notes listed in Item 2 below, or
- Has 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 registered holder of the aggregate principal amount of Notes listed in Item 2 below.

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the beneficial owners of the Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial owners in respect of their Notes, and certifies that the following beneficial owners of the Notes, as identified by their respective customer account numbers set forth below, are beneficial owners of such securities as of the March 8, 2001 record holder date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial owner must vote *all* of his, her or its Class S3 Claims to accept *or* to reject the Plan and may *not* split such vote.

Your Customer Account Number For Each Beneficial Owner of the Notes	Principal Amount of the Notes Voted to ACCEPT or REJECT Plan*		Elected Class S4 Convenience Claim Treatment
	ACCEPT	REJECT	
1.	\$	\$	
2.	\$	\$	
3.	\$	\$	
4.	\$	\$	
5.	\$	\$	
6.	\$	\$	
7.	\$	\$	
8.	\$	\$	
9.	\$	\$	
10.	\$	\$	
TOTALS:	\$	\$	

\* In order to vote on the Plan, the beneficial owner must have checked a box in item 2 to ACCEPT or REJECT the Plan on the beneficial owner's Ballot. Accordingly, if the beneficial owner did not check a box in item 2 on the beneficial owner's Ballot, please do not enter any vote in this column. In addition, if a beneficial owner has elected on its Ballot to treat all of its Class S3 General Unsecured Claims as one Class S4 Convenience Claim, please indicate such election by stating "S4" in the right hand column of the above chart that corresponds to such beneficial owner.

**Item 3. Certification as to Transcription of Information From Item 3 as to Notes Voted Through Other Ballots by Beneficial Owners.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by the beneficial owners in Item 3 of the Ballots for voting the Convertible Notes Claims, identifying any Notes for which such beneficial owners have submitted other Ballots other than to the undersigned:

TRANSCRIBE FROM ITEM 3 OF NOTES BALLOT:				
Your Customer Account Number For Each Beneficial Owner Who Completed Item 3 of the Notes Ballot	Account Number	Name of Holder	Amount of Other Class S3 Claims Voted	Type of Other Class S3 Claim Voted (Notes or Other General Unsecured Claim)
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	

**Item 4. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement (including the exhibits thereto) and the Plan and acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Nominee:

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

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

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

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

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

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

(If Appropriate)

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

(If Appropriate)

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

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

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

(Including Area Code)

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

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the 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.

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IF YOU HAVE ANY QUESTIONS

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, THE PLAN OR OTHER MATERIALS, PLEASE CALL THE VOTING AGENT, ROBERT L. BERGER & ASSOCIATES, LLC AT (818) 906-1007.

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## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

## VOTING DEADLINE/VOTING AGENT:

The Voting Deadline is 4:00 p.m., Pacific Time, on April 10, 2001 (the "Voting Deadline"), unless extended by the Plan Proponents. To have the vote of the beneficial owner(s) for whom you act as Nominee count, you must complete, sign and return this Master Ballot so that it is received by Robert L. Berger & Associates, LLC (the "Voting Agent"), *before* the Voting Deadline.

## HOW TO VOTE:

If you are both the registered owner *and* the beneficial owner of any principal amount of the Notes and you wish to vote such Notes: You may complete, execute and return to the Voting Agent *either* a Convertible Notes Claims Ballot or a Master Ballot.

**If you are transmitting the votes of any beneficial owners of Notes other than yourself, you shall**

Deliver the Convertible Notes Claims Ballot to the beneficial owner, along with the Disclosure Statement (including the exhibits thereto) and other materials requested to be forwarded, and take the necessary action to enable such beneficial owner to complete and execute such Ballot voting to accept or reject the Plan, return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **before** the Voting Deadline; and

With respect to all Convertible Notes Claims Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of Notes. In addition, if a beneficial holder of Notes indicated on its Ballot that it has elected to treat its Class S3 General Unsecured Claim as Class S4 Convenience Claim, please note such election in Item 2 of the Master Ballot as well. To identify beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL OWNER MUST VOTE ALL HIS, HER OR ITS NOTES EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT THEIR VOTES. IN ADDITION, IF A BENEFICIAL OWNER ELECTS TREATMENT OF ITS S3 CLAIMS AS A CLASS S4 CONVENIENCE CLAIM, ALL OF ITS CLASS S3 CLAIMS MUST BE AGGREGATED AND TREATED AS ONE CLASS S4 CLAIM. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT ITS VOTE OR ELECTION, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Convertible Notes Claims Ballot or Master Ballot that is signed, dated and timely received, but does not indicate acceptance or rejection of the Plan will not be counted for purposes of voting on the Plan;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Convertible Notes Claims Ballot relating to other Notes voted;

## S3b Instructions

- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent if you need any additional information; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Voting Agent before the Voting Deadline. For each completed, executed Convertible Notes Claims Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Voting Agent or retain such Ballot in your files for one year from the Voting Deadline. If you deliver more than one Master Ballot prior to the Voting Deadline (which deadline may be extended in the discretion of the Plan Proponents), only the last Master Ballot received by the Voting Agent will be counted.
- i. Ballots must be sent to the following address: Robert L. Berger & Associates, LLC, PMB 1001, 10351 Santa Monica Boulevard, Los Angeles, CA 90025.

### PLEASE NOTE:

This Master 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. Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Voting Agent will 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 not be accepted pursuant to a letter of transmittal that will be furnished following confirmation of the Plan by the United States Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. The Debtors will, however, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other materials to the beneficial owners of Notes held by you as a nominee or in a fiduciary capacity. The Debtors also will pay all transfer taxes, if any, applicable to the transfer and exchange of your securities pursuant to and following confirmation of the Plan.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS, THE COMMITTEE 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 ENCLOSED DOCUMENTS.**

PLEASE RETURN YOUR MASTER BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT OR THE VOTING PROCEDURES PLEASE CALL THE VOTING AGENT AT (818) 906-1007

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
SABRATEK CORPORATION, et al.,	)	Case No. 99-4414 (MFW)
	)	
Debtors.	)	Jointly Administered
	)	

BALLOT FOR ACCEPTING OR REJECTING  
PROPOSED PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE  
FOR SABRATEK CORPORATION

**BALLOT FOR VOTING CONVERTIBLE NOTES CLAIMS  
(CLASS S3: GENERAL UNSECURED CLAIMS)**

PLEASE READ AND FOLLOW THE ENCLOSED VOTING  
INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN

THIS BALLOT IS ACCOMPANIED BY A RETURN ENVELOPE. YOUR VOTE (OR THE MASTER BALLOT CAST ON YOUR BEHALF BY YOUR NOMINEE) MUST BE RECEIVED BY ROBERT L. BERGER & ASSOCIATES, LLC (THE "VOTING AGENT") BY 4:00 P.M. PACIFIC TIME ON OR BEFORE APRIL 10, 2001 (THE "VOTING DEADLINE"). IF YOU RECEIVE YOUR BALLOT THROUGH YOUR NOMINEE, REFER TO THE COVER LETTER PREPARED BY THE NOMINEE AS TO THE DEADLINE BY WHICH YOU MUST SUBMIT YOUR BALLOT TO SUCH NOMINEE. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. 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.

If you are a beneficial owner of the 6% Convertible Notes due 2005 (the "Notes") issued by Sabratek Corporation ("Sabratek") pursuant to the Indenture dated April 14, 1998, to which HSBC Bank USA currently serves as Indenture Trustee, please use this Ballot to cast your vote to accept or reject the Plan of Liquidation (the "Plan") filed by Sabratek and the Statutory Creditors' Committee on March 7, 2001. The Plan is enclosed with the Disclosure Statement accompanying this Ballot. Under the Plan, the claims arising under the Notes (together with other general unsecured claims against Sabratek, including, without limitation, trade claims) are classified as Class S3 General Unsecured Claims. Acceptance of the Plan by holders of General Unsecured Claims in Class S3 under the Plan requires that the holders of two-thirds in amount and more than one-half in number of the General Unsecured Claims in Class S3 that actually vote on the Plan accept such Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nonetheless confirm the Plan in respect of Sabratek if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2. AND COMPLETE ITEM 3 (if applicable).
2. REVIEW AND COMPLETE THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in sufficient time to submit it to the Voting Agent before the Voting Deadline).

**YOU MUST VOTE ALL CLASS S3 CLAIMS THAT YOU BENEFICIALLY HOLD EITHER TO ACCEPT OR TO REJECT THE PLAN, AND YOU MAY NOT SPLIT YOUR VOTE.**

**Item 1. Principal Amount of the Senior Notes Voted.** The undersigned certifies that as of March 8, 2001, the record holder date, the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of the Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately.

\$
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**Item 2. Vote and Election.** The beneficial owner of the Notes identified in Item 1 votes as follows (check one box only - - if you do NOT check a box your vote will not be counted):

- to Accept the Plan.  to Reject the Plan.

If you vote to accept the Plan, you are entitled to elect (by checking the Convenience Claim Election box below) to treat your Class S3 Claim as Class S4 Claim. For more information concerning such election, see Instruction Number 3 in the accompanying Voting Instructions. Holders that elect to treat their Class S3 Claims as Class S4 Claims are deemed to have accepted the Plan.

**Convenience Claim Election**  By checking this box, I understand that I have elected to the classification and treatment of all of my Class S3 General Unsecured Claims together as one Class S4 Convenience Claim, and that by such election I agree that all of my General Unsecured Claims together shall be limited to a cash distribution equal to the lesser of the total allowed amount of such claims and \$1,250, and that such claims be treated as one Class S4 Convenience Claim under the Plan. I further understand that if the Plan Proponents determine after the Voting Deadline and before the hearing on confirmation of the Plan that the number of Class S3 General Unsecured Claims electing the treatment as a Class S4 Convenience Claim would result in a total distribution to Class S4 Convenience Claims in excess of \$600,000, then the Plan Proponents may decide prior to the confirmation hearing, in their sole discretion, to eliminate Class S4 in its entirety and to classify all creditors in such class as members of Class S3.

**Item 3. Identify All Other Class S3 Claims Voted.** By returning this Ballot, the beneficial owner certifies that (a) this Ballot is the only Ballot submitted for the Class S3 Claims held by such beneficial owner, except for the Class S3 Claims identified in the following table, and (b) *all* Ballots for Class S3 Claims submitted by the beneficial owner indicate the same vote to accept or reject the Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

Account Number	Name of Holder*	Amount of Other Class S3 Claim Voted	Type of Other Class S3 Claim Voted (Notes or Other General Unsecured Claim)
		\$	
		\$	

\*Insert your name if the other Class S3 Claim is in your name; or, if the other Class S3 Claim is derived from Notes held in street name, insert the name of your bank or broker or other nominee.

**Item 4. Authorization.** By returning this Ballot, the Beneficial Owner certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on March 8, 2001 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and the Plan and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name: \_\_\_\_\_  
(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: (\_\_\_\_\_) \_\_\_\_\_  
(Including Area Code)  
Date Completed: \_\_\_\_\_

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the 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.

IF YOU HAVE ANY QUESTIONS

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, THE PLAN OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, ROBERT L. BERGER & ASSOCIATES, LLC AT (818) 906-1007.



one ballot voting the same claim prior to the Voting Deadline, only the last timely ballot received by the Voting Agent will be counted. If you cast simultaneous duplicative ballots and voted inconsistently, such ballots will not be counted. Except as may be allowed by the Bankruptcy Court, a ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

10. The Ballot must be returned in sufficient time to allow it – or the Master Ballot cast by your Nominee on your behalf -- to be RECEIVED by the Voting Agent by 4:00 p.m., Pacific Time, on or before April 10, 2001. If you believe you have received the wrong Ballot, please contact the Voting Agent immediately.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES  
PLEASE CALL THE VOTING AGENT AT (818) 906-1007.