

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X  
In re: : Chapter 11 Case Nos.  
: :  
AMPHYDYNAMICS CORPORATION, et al., : 99-009 (SBJ) through  
: 98-012 (SBJ)  
: :  
Debtors. : JOINTLY ADMINISTERED  
-----X

**BALLOT FOR PLAN OF REORGANIZATION  
BALLOT FOR HOLDERS OF CLASS 3 BANK CLAIMS**

[ An individualized sticker will be placed on each Ballot ]  
[ setting forth the name and address of the claimholder ]  
[ and the claim amount such holder is entitled to vote. ]

Amphydynamics Corporation, Kid-Vid, Inc., Comp-U-All, Inc. and Scarlet's Web, Inc. (collectively, the "Debtors"), as debtors in possession, are soliciting votes with respect to their Joint Plan of Reorganization dated October 16, 2000, (the "Plan") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), from the holders of certain impaired claims against the Debtors. If you have any questions on how to properly complete this Ballot, please call Susan Bright of Bankruptcy Services Group (the "Balloting Agent") at (860) 555-7594.

THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF CLASS 3 BANK CLAIMS ONLY. IN ORDER FOR YOUR VOTE TO BE COUNTED, THE BALLOT MUST BE PROPERLY COMPLETED, SIGNED AND RETURNED SO THAT IT IS RECEIVED BY THE BALLOTING AGENT, BANKRUPTCY SERVICES GROUP, ATTN: SUSAN BRIGHT, GRIFFIN CENTER, FOUR GRIFFIN ROAD NORTH, WINDSOR, CONNECTICUT 06095, BY 4:00 P.M. EASTERN TIME ON DECEMBER 1, 2000, UNLESS SUCH TIME IS EXTENDED BY THE DEBTORS (THE "VOTING DEADLINE").

CLASS 3 BANK CLAIMS SHALL BE ALLOWED, IN THE AGGREGATE, IN THE AMOUNT SET FORTH IN SECTION 4.3 OF THE PLAN.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. **Amount of Claim.** For purposes of voting to accept or reject the Plan, the undersigned holds a Class 3 Bank Claim against the Debtors in the amount set forth above.

ITEM 2. **Vote on the Plan.** The undersigned holder of a Class 3 Bank Claim set forth in Item 1 above hereby votes to:

- Check one box:                       Accept the Plan  
    Reject the Plan

ITEM 3. **Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Debtors' Joint Disclosure Statement dated October 16, 2000 (the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of a Class 3 Bank Claim and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned understands that if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, it will be counted as rejection of the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan.

Print or Type Name of Claimant: \_\_\_\_\_

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

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

If by Authorized Agent, Name and Title of Agent: \_\_\_\_\_

Name of Institution: \_\_\_\_\_

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

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

Telephone Number: \_\_\_\_\_

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

**VOTING INSTRUCTIONS  
FOR COMPLETING THE BALLOT  
FOR HOLDERS OF CLASS 3 BANK CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Debtors' Second Amended Joint Plan of Reorganization dated October 16, 2000 (the "Plan"). The terms of the Plan are described in the Debtors' Joint Disclosure Statement dated October 16, 2000 (the "Disclosure Statement"). All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**
2. The Plan will be accepted by Class 3 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 3 voting on the Plan. In the event that Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the holders of Claims in Class 3 and all other Classes of Claims or Equity Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on, reject or are deemed to reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign and return this Ballot so that it is received by the Balloting Agent (set forth below) not later than 4:00 p.m., Eastern Time, on December 1, 2000, unless such time is extended in the sole discretion of the Debtors (the "Voting Deadline").** Ballots must be delivered either by mail, hand delivery or overnight courier to the Balloting Agent at the following address:

BANKRUPTCY SERVICES GROUP  
GRIFFIN CENTER  
FOUR GRIFFIN ROAD NORTH  
WINDSOR, CONNECTICUT 06095  
ATTN: SUSAN BRIGHT

**Ballots will not be accepted by telecopy or facsimile transmission.**

4. To properly complete the Ballot, you must follow the procedures described below:
  - a. make sure that the information required in Item 1 is correct;
  - b. cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - c. if you are completing this 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);
  - d. please use additional sheets of paper if additional space is required to respond to any item on the Ballot (clearly marked to indicate the applicable item of the Ballot);
  - e. return your Ballot using the enclosed pre-addressed return envelope;
  - f. if you also hold Claims in a Class other than Class 3, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining

acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;

- g. sign and date your Ballot;
- h. if you submit more than one Ballot voting the same Claim prior to the Voting Deadline, the last timely filed Ballot shall be counted;
- i. if you believe that you have received the wrong Ballot, please contact the Balloting Agent immediately; and
- j. provide your name and mailing address.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT SUSAN BRIGHT OF BANKRUPTCY SERVICES GROUP AT (860) 555-7594.