

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

In re:

NEW ENGLAND COMPOUNDING
PHARMACY, INC.,

Debtor.

Chapter 11

Case No. 12-19882-HJB

**BALLOT FOR ACCEPTING OR REJECTING THE
FIRST AMENDED JOINT CHAPTER 11 PLAN OF NEW ENGLAND COMPOUNDING
PHARMACY, INC., PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS C CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY MAY 5, 2015 AT 4:00 P.M.
(EASTERN PREVAILING TIME) (THE “VOTING DEADLINE”)**

The Plan Proponents have sent this Ballot to you because our records indicate that you are a holder of a Class C Claim, and accordingly, you have a right to vote to accept or reject the *First Amended Joint Chapter 11 Plan of New England Compounding Pharmacy, Inc.* [Docket No. 1154] (as may be amended or supplemented from time to time and including all exhibits or supplements thereto, the “Plan”).¹

Your rights are described in the *Disclosure Statement for First Amended Joint Chapter 11 Plan of New England Compounding Pharmacy, Inc.* [Docket No. 1155] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”) and the *Order (I) Approving the Adequacy of the Amended Joint Disclosure Statement; (II) Approving Solicitation and Notice Procedures With Respect to Confirmation of the Plan Proponents’ First Amended Joint Plan of Reorganization; (III) Approving the Form of Various Ballots and Notices in Connection Therewith; (IV) Scheduling Certain Dates With Respect Thereto; and (V) Granting Related Relief* [Docket No. 1181] (the “Disclosure Statement Order”). The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the Disclosure Statement Order (as defined herein), as applicable.

packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact Donlin, Recano, & Co., Inc., the claims and noticing agent retained in the Chapter 11 Cases (the “Claims and Noticing Agent”) by: (a) accessing the website for the Claims and Noticing Agent at <http://www.drcdrx.com/cases/caseinfo/necp>; (b) writing to the Claims and Noticing Agent by First Class Mail at P.O. Box 2034, Murray Hill Station, New York, NY 10156-0701, Re: New England Compounding Pharmacy, Inc. , Attn: Voting Department; (c) writing to the Claims and Noticing Agent by Hand Delivery or Overnight Mail at 6201 15th Ave, Brooklyn, NY 11219, Re: New England Compounding Pharmacy, Inc., Attn: Voting Department; or (d) calling the Claims and Noticing Agent at (212) 771-1128. You may also obtain solicitation materials for a fee via PACER at <http://www.mab.uscourts.gov>. The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Claims and Noticing Agent at the address or telephone number set forth above.

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND THE PLAN’S CLASSIFICATION AND TREATMENT OF YOUR CLAIM. YOUR CLAIM HAS BEEN PLACED IN CLASS C UNDER THE PLAN. IF YOU HOLD CLAIMS IN MORE THAN ONE CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

If the Claims and Noticing Agent does not **actually receive** your Ballot on or before the Voting Deadline, which is May 5, 2015, at 4:00 p.m. (Eastern Prevailing Time), and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Principal Amount of Class C Claim

The undersigned hereby certifies that as of the Voting Record Date, March 6, 2015, the undersigned was the holder of a Class C Claim against the Debtor in the following amount (insert amount in box below):

Amount of Claim: \$ _____

Item 2. Vote on Plan

The holder of the Class C Claim set forth in Item 1 votes to (please check one):

<p style="text-align: center;"><u>ACCEPT THE PLAN</u></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><u>REJECT THE PLAN</u></p> <p style="text-align: center;"><input type="checkbox"/></p>
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Any Ballot that is executed by the holder of a Claim, but that indicates both an acceptance and a rejection of the Plan or does not indicate either an acceptance or rejection of the Plan, will not be counted.

Item 3. Certifications

By signing this Ballot, the undersigned certifies to the Court and the Plan Proponents:

1. that either: (a) the entity is the holder of the Class C Claim(s) being voted; or (b) the entity is an authorized signatory for an entity that is a holder of the Class C Claim(s) being voted;
2. that the entity has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the entity has cast the same vote with respect to all Class C Claims;
4. that no other Ballots with respect to the amount of the Class C Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s) that such Ballots dated earlier are hereby revoked;
5. that the entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such entity's Class C Claim(s);
6. that the entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan; and
7. that the entity acknowledges and agrees that the Plan Proponents may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided, that the Plan Proponents will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

Name of Holder: _____

(Please print or type)

Social Security or Federal Tax ID Number: _____

Signature: _____

Name of Signatory: _____

Representative Capacity (if other than holder): _____²

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS
4:00 P.M. (EASTERN PREVAILING TIME) ON MAY 5, 2015.**

² 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. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Plan Proponents are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “Ballot Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Claims and Noticing Agent is **4:00 p.m. (Eastern Prevailing Time) on May 5, 2015**. Your completed Ballot must be received by the Claims and Noticing Agent on or before the Voting Deadline.
4. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Plan Proponents may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Plan Proponents determine otherwise. The method of delivery of Ballots to the Claims and Noticing Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Claims and Noticing Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Claims and Noticing Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtor, the Debtor’s agents (other than the Claims and Noticing Agent), or the Plan Proponents or their financial or legal advisors, and if so sent will not be counted.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of

Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtor nor the Claims and Noticing Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Claims and Noticing Agent, the Debtor, the Plan Proponents, or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. If you hold Claims in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you received.
9. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim; (b) any Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan; (e) any Ballot marked both to accept and reject the Plan; and (f) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures.
10. If you believe you have received the wrong Ballot, you should contact the Claims and Noticing Agent immediately.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT AT:

<u>If by First Class Mail:</u>	<u>If by Hand Delivery or Overnight Mail:</u>
Donlin, Recano & Company, Inc. Re: New England Compounding Pharmacy, Inc. Attn: Voting Department P.O. Box 2034, Murray Hill Station New York, NY 10156-0701	Donlin, Recano & Company, Inc. Re: New England Compounding Pharmacy, Inc. Attn: Voting Department 6201 15 th Ave Brooklyn, NY 11219
<u>If by E-Mail</u>	<u>If by Phone</u>
balloting@donlinrecano.com	(212) 771-1128