# EXHIBIT F

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

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| In re: | Chapter 11 |
| PMGI Holdings Inc., *et al.*,[1] | Case No. 13-12404 (CSS) |
| Debtors. | (Jointly Administered) |

**BENEFICIAL HOLDER BALLOT FOR CLASS 1 FIRST LIEN NOTE CLAIMS FOR ACCEPTING OR REJECTING THE JOINT PLAN OF REORGANIZATION OF PMGI HOLDINGS, INC., ET AL. UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER BALLOT **BEFORE** COMPLETING THIS BENEFICIAL HOLDER BALLOT.

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL HOLDER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL HOLDER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE **ACTUALLY RECEIVED** BY THE VOTING AGENT BY **5:00 P.M. (PREVAILING EASTERN TIME) ON DECEMBER 9, 2013** (THE "**VOTING DEADLINE**") IN ACCORDANCE WITH THE FOLLOWING:

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR VOTING NOMINEE:**

YOUR VOTING NOMINEE HAS NOT PRE-VALIDATED THIS BENEFICIAL HOLDER BALLOT. YOU MUST RETURN THIS BENEFICIAL HOLDER BALLOT TO YOUR VOTING NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR VOTING NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR VOTING NOMINEE TO DELIVER A MASTER BALLOT (THE "**MASTER BALLOT**") INCLUDING YOUR VOTE TO THE VOTING AGENT SO IT IS **ACTUALLY RECEIVED** ON OR BEFORE THE VOTING DEADLINE.

PLEASE CONTACT YOUR VOTING NOMINEE WITH ANY QUESTIONS REGARDING THE DATE IT NEEDS TO RECEIVE YOUR BENEFICIAL HOLDER BALLOT TO TIMELY SUBMIT THE MASTER

[1] The "**Debtors**" in these Chapter 11 Cases, along with the last four (4) digits of each Debtor's federal tax identification number, are: Blue Hen Group Inc. (9667), Argus Payments Inc. (4661), Big Island Technology Group, Inc. (9795), Confirm ID, Inc. (7020), Danni Ashe, Inc. (5271), Fastcupid, Inc. (7869), Fierce Wombat Games Inc. (2019), FriendFinder California Inc. (2750), FriendFinder Networks Inc. (0988), FRIENDFINDER VENTURES INC. (3125), FRNK Technology Group (7102), General Media Art Holding, Inc. (2637), General Media Communications, Inc. (2237), General Media Entertainment, Inc. (2960), Global Alphabet, Inc. (7649), GMCI Internet Operations, Inc. (7655), GMI On-Line Ventures, Ltd. (7656), Interactive Network, Inc. (5941), Magnolia Blossom Inc. (8925), Medley.com Incorporated (3594), NAFT NEWS CORPORATION (4385), Penthouse Digital Media Productions Inc. (1056), Penthouse Images Acquisitions, Ltd. (9228), PerfectMatch Inc. (9020), Playtime Gaming Inc. (4371), PMGI Holdings Inc. (2663), PPM Technology Group, Inc. (9876), Pure Entertainment Telecommunications, Inc. (9626), Sharkfish, Inc. (1221), Snapshot Productions, LLC (7091), Streamray Inc. (2716), Streamray Studios Inc. (1009), Tan Door Media Inc. (1100), Traffic Cat, Inc. (1223), Transbloom, Inc. (1168), Various, Inc. (7762), Video Bliss, Inc. (6760), West Coast Facilities Inc. (4751), XVHUB Group Inc. (9401). The Debtors' business address is 6800 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

BALLOT TO THE VOTING AGENT.

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO THE VOTING AGENT:**

EITHER: (1) YOUR VOTING NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL HOLDER BALLOT, OR (2) YOU HAVE BEEN IDENTIFIED AS A REGISTERED HOLDER. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL HOLDER BALLOT DIRECTLY TO THE VOTING AGENT SO IT IS **ACTUALLY RECEIVED** ON OR BEFORE THE VOTING DEADLINE.

On October ___, 2013, the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") entered an order (the "**Disclosure Statement Order**"), which approved the *Disclosure Statement With Respect To The Joint Plan Of Reorganization Of PMGI Holdings, Inc. Under Chapter 11 Of The Bankruptcy Code* [Docket No. 80] (as it may be further amended, supplemented or modified from time to time, the "**Disclosure Statement**") with respect to the *Joint Plan Of Reorganization Of PMGI Holdings, Inc. Under Chapter 11 Of The Bankruptcy Code* [Docket No. 81] (as it may be further amended, supplemented or modified from time to time, the "**Plan**"). Please use this ballot (the "**Ballot**" or "**Beneficial Holder Ballot**") to cast your vote to accept or reject the Plan, which is proposed by PMGI Holdings, Inc. and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). The Plan is attached as "Exhibit A" to the Disclosure Statement, which is annexed hereto. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Disclosure Statement Order or the Plan, as applicable. If you have any questions regarding the proper completion of this Ballot, please call BMC Group, Inc. (the "**Voting Agent**"), at (888) 909-0100.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim proposed under the Plan by the Debtors. Your Claim has been placed in Class 1 under the Plan.

**This Beneficial Holder Ballot is to be used for voting by the record holders or beneficial holders (the "Beneficial Holders") of the First Lien Note Claims and First Lien Guarantee Claims (collectively, the "Class 1 Claims"), as identified by your broker, bank, commercial bank, trust company, dealer, or other agent or nominee thereof (each of the foregoing, a "Voting Nominee") on "Exhibit A" attached hereto or otherwise on this Beneficial Holder Ballot. If you hold Claims in other Classes in which you are entitled to vote, you will receive a Ballot for each such other Class.**

**THIS BALLOT IS TO BE USED BY BENEFICIAL HOLDERS OF CLAIMS IN CLASS 1. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOU MUST PROPERLY COMPLETE, DATE AND SIGN THIS BENEFICIAL HOLDER BALLOT AND RETURN THIS BALLOT IN THE ENCLOSED ENVELOPE, EITHER TO (A) THE VOTING NOMINEE OR (B) THE VOTING AGENT DIRECTLY, IF YOUR BALLOT HAS BEEN PRE-VALIDATED OR IF YOU ARE A RECORD HOLDER. Regardless of whether your Beneficial Holder Ballot is sent to the Voting Nominee or the Voting Agent directly, all Beneficial Holder Ballots (including Master Ballots cast on behalf of Beneficial Holders by Voting Nominees), all Ballots must be actually received by the Voting Agent by no later than the Voting Deadline, unless such time is extended in writing by the Debtors or by order of the Bankruptcy Court.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR VOTING NOMINEE, YOUR VOTING NOMINEE HAS NOT PRE-VALIDATED YOUR BENEFICIAL HOLDER BALLOT, AND YOU MUST RETURN YOUR BALLOT TO YOUR VOTING NOMINEE USING THE ENCLOSED ENVELOPE. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO RECEIVE YOUR BALLOT AND PROCESS YOUR VOTE ON A MASTER BALLOT SUCH THAT THE MASTER BALLOT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE. Please see "Exhibit A" to this Beneficial Holder Ballot for a list of the First Lien Notes.**

**Your rights are described in the Disclosure Statement, which is included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other**

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**materials). Copies of the Plan and Disclosure Statement and all pleadings and orders of the Bankruptcy Court are publicly available for a fee via PACER at: www.deb.uscourts.gov, or free of charge from the Voting Agent at: www.bmcgroup.com/ffn. Such documents and pleadings may also be obtained from the Voting Agent upon request by (i) first-class mail, BMC Group, Inc., Attn: FriendFinder Networks Claims Processing, PO Box 3020, Chanhassen, MN 55317-3020, (ii) personal delivery, or overnight courier addressed to BMC Group, Inc., Attn: FriendFinder Networks Claims Processing, 18675 Lake Drive East, Chanhassen, MN 55317, or (iii) telephone at (888) 909-0100.**

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if: (i) it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote to accept or reject the Plan, and (ii) the Plan otherwise satisfies the applicable requirements of section 1129(a) under title 11 of the United States Code, 11 U.S.C. §§101 et seq. (the "**Bankruptcy Code**"). **The votes of those Claims actually voted in your Class will bind those who do not vote.** If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(b) of the Bankruptcy Code.

The Plan contains certain release, discharge, injunction and exculpation provisions (collectively, the "**Releases**") that provide, among other things, that any Holder of any Claim or Interest in these Chapter 11 Cases that (i) either votes to accept the Plan or is presumed to have voted to accept the Plan, (ii) is entitled to vote to accept or reject the Plan and who rejects the Plan or abstains from voting, and (iii) is entitled to vote to accept or reject the Plan, but in each case does not mark the Ballot indicating his, her or its refusal to grant such Releases, is deemed to forever release, waive, and discharge each of the Released Parties from any and all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action (including avoidance actions), and liabilities whatsoever in connection with or in any way relating to the Debtors, the conduct of the Debtors' businesses, the Chapter 11 Cases, the Disclosure Statement or the Plan. In addition, the Plan purports to materially affect the rights of Holders of Class 1 Claims. Except as provided in the Plan, the Debtors will not have any liability for any Claim or equity interest in the Debtors that arose on or prior to the Effective Date of such Plan.

**PLEASE COMPLETE THE FOLLOWING:**

**ITEM 1. Principal Amount of First Lien Notes.**

The undersigned hereby certifies that as of **November 5, 2013** (the "**Voting Record Date**"), the undersigned was the Beneficial Holder (or authorized signatory for a Beneficial Holder) of First Lien Notes in the following unpaid principal amount (insert amount in box below). If your First Lien Notes are held by a Voting Nominee on your behalf and you do not know the amount of First Lien Notes held, please contact your Voting Nominee immediately.

| Principal amount: $_____ |
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**ITEM 2. Vote on the Plan (to be counted in Class 1).**

The undersigned Beneficial Holder of the First Lien Notes identified in Item 1 above hereby votes to:

Check Only One Box: ☐ ACCEPT the Plan

☐ REJECT the Plan

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**ITEM 3. Releases.**

IF YOU ARE ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN, YOU MAY OPT OUT OF RELEASES BY HOLDERS OF CLAIMS AND INTERESTS PROVIDED IN ARTICLE XI OF THE PLAN BY CHECKING THE BOX BELOW AND YOU WILL NOT BE BOUND BY THE RELEASES. CHECK THE BOX BELOW IF YOU ELECT **NOT** TO GRANT THE RELEASES CONTAINED IN ARTICLE XI OF THE PLAN. THE ELECTION TO WITHHOLD CONSENT TO GRANT SUCH RELEASES IS AT YOUR OPTION. IF YOU VOTE TO ACCEPT OR REJECT THE PLAN AND SUBMIT YOUR BALLOT WITHOUT CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS SET FORTH IN ARTICLE XI OF THE PLAN.

IF YOU ABSTAIN FROM VOTING ON THE PLAN AND YOU DO NOT CHECK THE BOX BELOW, YOU WILL BE BOUND BY THE RELEASES.

The Beneficial Holder of the Class 1 Claims set forth in Item 1 hereby elects to:

❑ **Opt Out** of the Releases in Article XI of the Plan.

IF YOU CHECK THE BOX, YOU WILL BE DEEMED TO OPT OUT OF THE RELEASES IN ARTICLE XI OF THE PLAN.

**ITEM 4. Certification as to First Lien Notes held in Additional Accounts.**

By completing and returning this Beneficial Holder Ballot, the undersigned Beneficial Holder certifies that either (1) it has not submitted any other Beneficial Holder Ballots for other First Lien Notes held in other accounts or other record names or (2) it has provided the information specified in the following table for all other First Lien Notes for which it has submitted additional Beneficial Holder 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 AS A CLASS 1 HOLDER ON A BENEFICIAL HOLDER BALLOT OTHER THAN THIS BENEFICIAL HOLDER BALLOT.

| Account Number | Name of Record Holder[2] | Amount of Other Claims Voted | Type of Claim Voted | CUSIP/ISIN of Other Claims Voted (if applicable) |
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[2] Insert your name if the First Lien Notes are held by you in record name or, if held in street name, insert the name of your Voting Nominee.

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**ITEM 5. Acknowledgements and Certification.**

By returning this Beneficial Holder Ballot, the undersigned Beneficial Holder of the First Lien Notes identified in Item 1 above (a) acknowledges that it has been provided with a copy of Disclosure Statement, including all exhibits thereto (including the Plan); (b) certifies that (i) it is the Holder of the First Lien Notes identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan; and (c) further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the Disclosure Statement Order.

Print or Type Name of Claimant: _____

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

Signature: _____

Name of Signatory (if different than Claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL HOLDER BALLOT, AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO THE ADDRESSEE SPECIFIED THEREON.**

**IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL HOLDER BALLOT (IF PRE-VALIDATED) OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL HOLDER BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL HOLDER BALLOT WILL NOT BE COUNTED TOWARD CONFIRMATION OF THE PLAN.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT AT (888) 909-0100. PLEASE NOTE THAT THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

## VOTING INSTRUCTIONS

(a) To ensure that your vote is counted, you must: (i) complete your Beneficial Holder Ballot in accordance with these instructions; (ii) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Holder Ballot; (iii) review and complete Items 3 and 4 in accordance with the instructions therein; and (iv) clearly sign, date and return an original of your Beneficial Holder Ballot to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph (b) below. Your Ballot must be **actually received** on or before the Voting Deadline.

(b) **Return of Beneficial Holder Ballots:** Your Beneficial Holder Ballot (if pre-validated or if you are a record holder) and/or the Master Ballot incorporating the vote cast on your Beneficial Holder Ballot MUST be returned to the Voting Agent so as to be **actually received** by the Voting Agent on or before the Voting Deadline, which is **December 9, 2013, at 5:00 p.m. (prevailing Eastern Time)**. To ensure your vote is counted toward Confirmation of the Plan, please read the following information carefully so that you understand where your Beneficial Holder Ballot must be sent in order for it to be received before the Voting Deadline:

- **Pre-validated Beneficial Holder Ballot**: If you received a pre-validated Beneficial Holder Ballot and a return envelope addressed to the Voting Agent, you must return your completed Beneficial Holder Ballot directly to the Voting Agent so that it is **actually received** by the Voting Agent on or before the Voting Deadline.

- **Not Pre-validated Beneficial Holder Ballot**: If you received a Beneficial Holder Ballot that was not pre-validated and a return envelope addressed to your Voting Nominee, you must return your completed Beneficial Holder Ballot directly to your Voting Nominee in sufficient time to permit your Voting Nominee to deliver a Master Ballot including your vote to the Voting Agent on or before the Voting Deadline.

(c) The method of delivery of Beneficial Holder Ballots to the Voting Agent or your Voting Nominee is at the election and risk of each Holder of Class 1 Claims. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the originally executed pre-validated Beneficial Holder Ballot or Master Ballot incorporating the Beneficial Holder Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders of Class 1 Claims should allow sufficient time to assure timely delivery.

(d) If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact the Voting Agent at (888) 909-0100.

(e) This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim, an assertion of a Claim, an allowance of a Claim or an admission of the validity of a Claim.

(f) If you hold Claims in more than one Class under the Plan, you may receive more than one Ballot for each different Class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.

(g) 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 must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors or the Bankruptcy 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.

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

(h) Beneficial Holder Ballots will **NOT** be accepted by the Voting Agent by telecopy, facsimile, or other electronic means of transmission.

(i) If multiple Beneficial Holder Ballots are received from the same Holder of Class 1 Claims with respect to the same Class 1 Claims prior to the Voting Deadline, the last Beneficial Holder Ballot timely received by the Voting Agent will supersede and revoke any earlier received Beneficial Holder Ballots.

(j) If a Holder of a Claim casts multiple Ballots on account of the same Claim or Class of Claims, which are received by the Voting Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted.

(k) 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 on account of multiple Claims within the same Class will not be counted. Further, to the extent that it is possible to do so for all voting Classes, separate Claims held by a single Holder against a particular Debtor in each voting Class will be aggregated as if such Holder held a single Claim against such particular Debtor in such voting Class, and the votes related to those Claims will be treated as a single vote on the Plan.

(l) **The Beneficial Holder 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 (if any) representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Beneficial Holder Ballot.

**IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., AT (888) 909-0100. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.**

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

# EXHIBIT A

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[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

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|---|---|
| In re: | Chapter 11 |
| PMGI Holdings Inc., *et al.*,[1] | Case No. 13-12404 (CSS) |
| Debtors. | (Jointly Administered) |

**BENEFICIAL HOLDER BALLOT FOR CLASS 2 SECOND LIEN NOTE CLAIMS FOR ACCEPTING OR REJECTING THE JOINT PLAN OF REORGANIZATION OF PMGI HOLDINGS, INC., ET AL. UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER BALLOT **BEFORE** COMPLETING THIS BENEFICIAL HOLDER BALLOT.

IN ORDER FOR YOUR VOTE TO BE COUNTED, ALL PRE-VALIDATED BENEFICIAL HOLDER BALLOTS (INCLUDING MASTER BALLOTS CAST ON BEHALF OF BENEFICIAL HOLDER BALLOTS THAT WERE NOT PRE-VALIDATED) MUST BE COMPLETED, EXECUTED AND RETURNED SO AS TO BE **ACTUALLY RECEIVED** BY THE VOTING AGENT BY **5:00 P.M. (PREVAILING EASTERN TIME) ON DECEMBER 9, 2013** (THE "**VOTING DEADLINE**") IN ACCORDANCE WITH THE FOLLOWING:

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YOUR VOTING NOMINEE HAS NOT PRE-VALIDATED THIS BENEFICIAL HOLDER BALLOT. YOU MUST RETURN THIS BENEFICIAL HOLDER BALLOT TO YOUR VOTING NOMINEE IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS FROM YOUR VOTING NOMINEE, AND IN ANY EVENT, IN SUFFICIENT TIME TO PERMIT YOUR VOTING NOMINEE TO DELIVER A MASTER BALLOT (THE "**MASTER BALLOT**") INCLUDING YOUR VOTE TO THE VOTING AGENT SO IT IS **ACTUALLY RECEIVED** ON OR BEFORE THE VOTING DEADLINE.

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[1] The "**Debtors**" in these Chapter 11 Cases, along with the last four (4) digits of each Debtor's federal tax identification number, are: Blue Hen Group Inc. (9667), Argus Payments Inc. (4661), Big Island Technology Group, Inc. (9795), Confirm ID, Inc. (7020), Danni Ashe, Inc. (5271), Fastcupid, Inc. (7869), Fierce Wombat Games Inc. (2019), FriendFinder California Inc. (2750), FriendFinder Networks Inc. (0988), FRIENDFINDER VENTURES INC. (3125), FRNK Technology Group (7102), General Media Art Holding, Inc. (2637), General Media Communications, Inc. (2237), General Media Entertainment, Inc. (2960), Global Alphabet, Inc. (7649), GMCI Internet Operations, Inc. (7655), GMI On-Line Ventures, Ltd. (7656), Interactive Network, Inc. (5941), Magnolia Blossom Inc. (8925), Medley.com Incorporated (3594), NAFT NEWS CORPORATION (4385), Penthouse Digital Media Productions Inc. (1056), Penthouse Images Acquisitions, Ltd. (9228), PerfectMatch Inc. (9020), Playtime Gaming Inc. (4371), PMGI Holdings Inc. (2663), PPM Technology Group, Inc. (9876), Pure Entertainment Telecommunications, Inc. (9626), Sharkfish, Inc. (1221), Snapshot Productions, LLC (7091), Streamray Inc. (2716), Streamray Studios Inc. (1009), Tan Door Media Inc. (1100),Traffic Cat, Inc. (1223), Transbloom, Inc. (1168), Various, Inc. (7762), Video Bliss, Inc. (6760), West Coast Facilities Inc. (4751), XVHUB Group Inc. (9401). The Debtors' business address is 6800 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

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EITHER: (1) YOUR VOTING NOMINEE HAS PRE-VALIDATED THIS BENEFICIAL HOLDER BALLOT, OR (2) YOU HAVE BEEN IDENTIFIED AS A REGISTERED HOLDER. THEREFORE, YOU MUST RETURN THIS PRE-VALIDATED BENEFICIAL HOLDER BALLOT DIRECTLY TO THE VOTING AGENT SO IT IS **ACTUALLY RECEIVED** ON OR BEFORE THE VOTING DEADLINE.

On October ___, 2013, the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") entered an order (the "**Disclosure Statement Order**"), which approved the *Disclosure Statement With Respect To The Joint Plan Of Reorganization Of PMGI Holdings, Inc. Under Chapter 11 Of The Bankruptcy Code* [Docket No. 80] (as it may be further amended, supplemented or modified from time to time, the "**Disclosure Statement**") with respect to the *Joint Plan Of Reorganization Of PMGI Holdings, Inc. Under Chapter 11 Of The Bankruptcy Code* [Docket No. 81] (as it may be further amended, supplemented or modified from time to time, the "**Plan**"). Please use this ballot (the "**Ballot**" or "**Beneficial Holder Ballot**") to cast your vote to accept or reject the Plan, which is proposed by PMGI Holdings, Inc. and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). The Plan is attached as "Exhibit A" to the Disclosure Statement, which is annexed hereto. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Disclosure Statement Order or the Plan, as applicable. If you have any questions regarding the proper completion of this Ballot, please call BMC Group, Inc. (the "**Voting Agent**"), at (888) 909-0100.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim proposed under the Plan by the Debtors. Your Claim has been placed in Class 2 under the Plan.

**This Beneficial Holder Ballot is to be used for voting by the record holders or beneficial holders (the Beneficial Holders") of the Second Lien Note Claims against and Second Lien Guarantee Claims (collectively, the "Class 2 Claims"), as identified by your broker, bank, commercial bank, trust company, dealer, or other agent or nominee thereof (each of the foregoing, a "Voting Nominee") on "Exhibit A" attached hereto or otherwise on this Beneficial Holder Ballot. If you hold Claims in other Classes in which you are entitled to vote, you will receive a Ballot for each such other Class.**

**THIS BALLOT IS TO BE USED BY BENEFICIAL HOLDERS OF CLAIMS IN CLASS 2. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOU MUST PROPERLY COMPLETE, DATE AND SIGN THIS BENEFICIAL HOLDER BALLOT AND RETURN THIS BALLOT IN THE ENCLOSED ENVELOPE, EITHER TO (A) THE VOTING NOMINEE OR (B) THE VOTING AGENT DIRECTLY, IF YOUR BALLOT HAS BEEN PRE-VALIDATED OR IF YOU ARE A RECORD HOLDER. Regardless of whether your Beneficial Holder Ballot is sent to the Voting Nominee or the Voting Agent directly, all Beneficial Holder Ballots (including Master Ballots cast on behalf of Beneficial Holders by Voting Nominees), all Ballots must be actually received by the Voting Agent by no later than the Voting Deadline, unless such time is extended in writing by the Debtors or by order of the Bankruptcy Court.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR VOTING NOMINEE, YOUR VOTING NOMINEE HAS NOT PRE-VALIDATED YOUR BENEFICIAL HOLDER BALLOT, AND YOU MUST RETURN YOUR BALLOT TO YOUR VOTING NOMINEE USING THE ENCLOSED ENVELOPE. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO RECEIVE YOUR BALLOT AND PROCESS YOUR VOTE ON A MASTER BALLOT SUCH THAT THE MASTER BALLOT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE. Please see "Exhibit A" to this Beneficial Holder Ballot for a list of the Second Lien Notes.**

**Your rights are described in the Disclosure Statement, which is included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). Copies of the Plan and Disclosure Statement and all pleadings and orders of the Bankruptcy Court are publicly available for a fee via PACER at: www.deb.uscourts.gov, or free of charge from the Voting Agent at: www.bmcgroup.com/ffn. Such documents and pleadings may also be obtained from the Voting Agent upon request by (i) first-class mail, BMC Group, Inc., Attn: FriendFinder Networks Claims Processing, PO Box 3020, Chanhassen, MN 55317-3020, (ii) personal delivery, or overnight courier addressed**

**to BMC Group, Inc., Attn: FriendFinder Networks Claims Processing, 18675 Lake Drive East, Chanhassen, MN 55317, or (iii) telephone at (888) 909-0100.**

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if: (i) it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote to accept or reject the Plan, and (ii) the Plan otherwise satisfies the applicable requirements of section 1129(a) under title 11 of the United States Code, 11 U.S.C. §§101 et seq. (the "**Bankruptcy Code**"). **The votes of those Claims actually voted in your Class will bind those who do not vote.** If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements under section 1129(b) of the Bankruptcy Code.

The Plan contains certain release, discharge, injunction and exculpation provisions (collectively, the "**Releases**") that provide, among other things, that any Holder of any Claim or Interest in these Chapter 11 Cases that (i) either votes to accept the Plan or is presumed to have voted to accept the Plan, (ii) is entitled to vote to accept or reject the Plan and who rejects the Plan or abstains from voting, and (iii) is entitled to vote to accept or reject the Plan, but in each case does not mark the Ballot indicating his, her or its refusal to grant such Releases, is deemed to forever release, waive, and discharge each of the Released Parties from any and all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action (including avoidance actions), and liabilities whatsoever in connection with or in any way relating to the Debtors, the conduct of the Debtors' businesses, the Chapter 11 Cases, the Disclosure Statement or the Plan. In addition, the Plan purports to materially affect the rights of Holders of Class 2 Claims. Except as provided in the Plan, the Debtors will not have any liability for any Claim or equity interest in the Debtors that arose on or prior to the Effective Date of such Plan.

**PLEASE COMPLETE THE FOLLOWING:**

**ITEM 1. Principal Amount of Second Lien Notes.**

The undersigned hereby certifies that as of November 5, 2013 (the "**Voting Record Date**"), the undersigned was the Beneficial Holder (or authorized signatory for a Beneficial Holder) of Second Lien Notes in the following unpaid principal amount (insert amount in box below). If your Second Lien Notes are held by a Voting Nominee on your behalf and you do not know the amount of Second Lien Notes held, please contact your Voting Nominee immediately.

| Principal amount: $_____ |
|---|

**ITEM 2. Vote on the Plan (to be counted in Class 2).**

The undersigned Beneficial Holder of the Second Lien Notes identified in Item 1 above hereby votes to:

Check Only One Box: ☐ ACCEPT the Plan

☐ REJECT the Plan

**ITEM 3. Releases.**

IF YOU ARE ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN, YOU MAY OPT OUT OF RELEASES BY HOLDERS OF CLAIMS AND INTERESTS PROVIDED IN ARTICLE XI OF THE PLAN BY CHECKING THE BOX BELOW AND YOU WILL NOT BE BOUND BY THE RELEASES. CHECK THE BOX BELOW IF YOU ELECT **NOT** TO GRANT THE RELEASES CONTAINED IN ARTICLE XI OF THE PLAN. THE ELECTION TO WITHHOLD CONSENT TO GRANT SUCH RELEASES IS AT YOUR OPTION. IF YOU VOTE TO ACCEPT OR REJECT THE PLAN AND SUBMIT YOUR BALLOT WITHOUT CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS SET FORTH IN ARTICLE XI OF THE PLAN.

IF YOU ABSTAIN FROM VOTING ON THE PLAN AND YOU DO NOT CHECK THE BOX BELOW, YOU WILL BE BOUND BY THE RELEASES.

The Beneficial Holder of the Class 2 Claims set forth in Item 1 hereby elects to:

☐ **Opt Out** of the Releases in Article XI of the Plan.

IF YOU CHECK THE BOX, YOU WILL BE DEEMED TO OPT OUT OF THE RELEASES IN ARTICLE XI OF THE PLAN.

**ITEM 4. Certification as to Second Lien Notes held in Additional Accounts.**

By completing and returning this Beneficial Holder Ballot, the undersigned Beneficial Holder certifies that either (1) it has not submitted any other Beneficial Holder Ballots for other Second Lien Notes held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Second Lien Notes for which it has submitted additional Beneficial Holder 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 AS A CLASS 2 HOLDER ON A BENEFICIAL HOLDER BALLOT OTHER THAN THIS BENEFICIAL HOLDER BALLOT.

| Account Number | Name of Record Holder[2] | Amount of Other Claims Voted | Type of Claim Voted | CUSIP/ISIN of Other Claims Voted (if applicable) |
|---|---|---|---|---|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

[Remainder of Page Left Intentionally Blank]

[2]Insert your name if the Second Lien Notes are held by you in record name or, if held in street name, insert the name of your Voting Nominee.

**ITEM 5. Acknowledgements and Certification.**

By returning this Beneficial Holder Ballot, the undersigned Beneficial Holder of the Second Lien Notes identified in Item 1 above (a) acknowledges that it has been provided with a copy of Disclosure Statement, including all exhibits thereto (including the Plan); (b) certifies that (i) it is the Holder of the Second Lien Notes identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan; and (c) further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the Disclosure Statement Order.

Print or Type Name of Claimant: _____

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

Signature: _____

Name of Signatory (if different than Claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL HOLDER BALLOT, AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO THE ADDRESSEE SPECIFIED THEREON.**

**IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THIS BENEFICIAL HOLDER BALLOT (IF PRE-VALIDATED) OR THE MASTER BALLOT INCORPORATING THE VOTE CAST BY THIS BENEFICIAL HOLDER BALLOT ON OR BEFORE THE VOTING DEADLINE (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL HOLDER BALLOT WILL NOT BE COUNTED TOWARD CONFIRMATION OF THE PLAN.**

**IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT AT (888) 909-0100. PLEASE NOTE THAT THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

## VOTING INSTRUCTIONS

(a) To ensure that your vote is counted, you must: (i) complete your Beneficial Holder Ballot in accordance with these instructions; (ii) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Holder Ballot; (iii) review and complete Items 3 and 4 in accordance with the instructions therein; and (iv) clearly sign, date and return an original of your Beneficial Holder Ballot to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph (b) below. Your Ballot must be **actually received** on or before the Voting Deadline.

(b) **Return of Beneficial Holder Ballots:** Your Beneficial Holder Ballot (if pre-validated or if you are a record holder) and/or the Master Ballot incorporating the vote cast on your Beneficial Holder Ballot MUST be returned to the Voting Agent so as to be **actually received** by the Voting Agent on or before the Voting Deadline, which is **December 9, 2013, at 5:00 p.m. (prevailing Eastern Time)**. To ensure your vote is counted toward Confirmation of the Plan, please read the following information carefully so that you understand where your Beneficial Holder Ballot must be sent in order for it to be received before the Voting Deadline:

- **Pre-validated Beneficial Holder Ballot**: If you received a pre-validated Beneficial Holder Ballot and a return envelope addressed to the Voting Agent, you must return your completed Beneficial Holder Ballot directly to the Voting Agent so that it is **actually received** by the Voting Agent on or before the Voting Deadline.

- **Not Pre-validated Beneficial Holder Ballot**: If you received a Beneficial Holder Ballot that was not pre-validated and a return envelope addressed to your Voting Nominee, you must return your completed Beneficial Holder Ballot directly to your Voting Nominee in sufficient time to permit your Voting Nominee to deliver a Master Ballot including your vote to the Voting Agent on or before the Voting Deadline.

(c) The method of delivery of Beneficial Holder Ballots to the Voting Agent or your Voting Nominee is at the election and risk of each Holder of Class 2 Claims. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the originally executed pre-validated Beneficial Holder Ballot or Master Ballot incorporating the Beneficial Holder Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders of Class 2 Claims should allow sufficient time to assure timely delivery.

(d) If you believe you received the wrong Ballot, or if you need additional Ballots, please immediately contact the Voting Agent at (888) 909-0100.

(e) This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim, an assertion of a Claim, an allowance of a Claim or an admission of the validity of a Claim.

(f) If you hold Claims in more than one Class under the Plan, you may receive more than one Ballot for each different Class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.

(g) 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 must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors or the Bankruptcy 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.

(h) Beneficial Holder Ballots will **NOT** be accepted by the Voting Agent by telecopy, facsimile, or other electronic means of transmission.

(i) If multiple Beneficial Holder Ballots are received from the same Holder of Class 2 Claims with respect to the same Class 2 Claims prior to the Voting Deadline, the last Beneficial Holder Ballot timely received by the Voting Agent will supersede and revoke any earlier received Beneficial Holder Ballots.

(j) If a Holder of a Claim casts multiple Ballots on account of the same Claim or Class of Claims, which are received by the Voting Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted.

(k) 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 on account of multiple Claims within the same Class will not be counted. Further, to the extent that it is possible to do so for all voting Classes, separate Claims held by a single Holder against a particular Debtor in each voting Class will be aggregated as if such Holder held a single Claim against such particular Debtor in such voting Class, and the votes related to those Claims will be treated as a single vote on the Plan.

(l) **The Beneficial Holder 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 (if any) representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Beneficial Holder Ballot.

**IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., AT (888) 909-0100. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.**

# EXHIBIT A

| CUSIP | | CUSIP | | CUSIP | |
|---|---|---|---|---|---|
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |
| ☐ | | ☐ | | ☐ | |

[CUSIP/IS

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

| | |
|---|---|
| In re: | Chapter 11 |
| PMGI Holdings Inc., *et al.*,[1] | Case No. 13-12404 (CSS) |
| Debtors. | (Jointly Administered) |

**MASTER BALLOT FOR VOTING NOMINEE OF BENEFICIAL HOLDERS OF CLASS 1 FIRST LIEN NOTE CLAIMS AGAINST FRIENDFINDER NETWORKS INC. AND INTERACTIVE NETWORK, INC. FOR ACCEPTING OR REJECTING THE JOINT PLAN OF REORGANIZATION OF PMGI HOLDINGS INC. ET AL. UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 1 – FIRST LIEN NOTE CLAIMS AGAINST FRIENDFINDER NETWORKS INC. AND INTERACTIVE NETWORK, INC.**

**PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT BEFORE COMPLETING THIS MASTER BALLOT.**

**THE MASTER BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT, BY 5:00 P.M. (PREVAILING EASTERN TIME) ON DECEMBER 9, 2013 (THE "VOTING DEADLINE"), OR THE VOTES REPRESENTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.**

On October ___, 2013, the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") entered an order (the "**Disclosure Statement Order**"), which approved the *Disclosure Statement With Respect To The Joint Plan Of Reorganization Of PMGI Holdings, Inc. Under Chapter 11 Of The Bankruptcy Code* [Docket No. 80] (as it may be further amended, supplemented or modified from time to time, the "**Disclosure Statement**") with respect to the *Joint Plan Of Reorganization Of PMGI Holdings, Inc. Under Chapter 11 Of The*

[1] The "**Debtors**" in these Chapter 11 Cases, along with the last four (4) digits of each Debtor's federal tax identification number, are: Blue Hen Group Inc. (9667), Argus Payments Inc. (4661), Big Island Technology Group, Inc. (9795), Confirm ID, Inc. (7020), Danni Ashe, Inc. (5271), Fastcupid, Inc. (7869), Fierce Wombat Games Inc. (2019), FriendFinder California Inc. (2750), FriendFinder Networks Inc. (0988), FRIENDFINDER VENTURES INC. (3125), FRNK Technology Group (7102), General Media Art Holding, Inc. (2637), General Media Communications, Inc. (2237), General Media Entertainment, Inc. (2960), Global Alphabet, Inc. (7649), GMCI Internet Operations, Inc. (7655), GMI On-Line Ventures, Ltd. (7656), Interactive Network, Inc. (5941), Magnolia Blossom Inc. (8925), Medley.com Incorporated (3594), NAFT NEWS CORPORATION (4385), Penthouse Digital Media Productions Inc. (1056), Penthouse Images Acquisitions, Ltd. (9228), PerfectMatch Inc. (9020), Playtime Gaming Inc. (4371), PMGI Holdings Inc. (2663), PPM Technology Group, Inc. (9876), Pure Entertainment Telecommunications, Inc. (9626), Sharkfish, Inc. (1221), Snapshot Productions, LLC (7091), Streamray Inc. (2716), Streamray Studios Inc. (1009), Tan Door Media Inc. (1100),Traffic Cat, Inc. (1223), Transbloom, Inc. (1168), Various, Inc. (7762), Video Bliss, Inc. (6760), West Coast Facilities Inc. (4751), XVHUB Group Inc. (9401). The Debtors' business address is 6800 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

*Bankruptcy Code* [Docket No. 81] (as it may be further amended, supplemented or modified from time to time, the "**Plan**"). Please use this ballot (the "**Ballot**" or "**Master Ballot**") to cast your vote to accept or reject the Plan, which is proposed by PMGI Holdings, Inc. and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). The Plan is attached as "Exhibit A" to the Disclosure Statement, which is annexed hereto. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Disclosure Statement Order or the Plan, as applicable. If you have any questions regarding the proper completion of this Ballot, please call BMC Group, Inc. (the "**Voting Agent**"), at (888) 909-0100.

**This Master Ballot is being sent to you because our records indicate that, as of November 15, 2013 (the "Voting Record Date"), you are a broker, bank, commercial bank, trust company, dealer, or other agent or nominee thereof (each, a "Voting Nominee") of a beneficial holder (collectively, the "Beneficial Holders") of the First Lien Note Claims and First Lien Guarantee Claims against the Debtors (collectively, the "Class 1 Claims").**

**As a Voting Nominee, you are required to deliver the Solicitation Package and notices, including a Beneficial Holder Ballot, to each Beneficial Holder for whom you hold Class 1 Claims and take any action required to enable such Beneficial Holder to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return envelope addressed to the Voting Agent), unless you choose to pre-validate such Beneficial Holder Ballot, in which case the Solicitation Package should include a return envelope addressed only to the Voting Agent. With respect to any Beneficial Holder Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Holder Ballots by the Beneficial Holders for whom you hold Class 1 Claims against the Debtors and (2) forward this Master Ballot to the Voting Agent so that it is actually received on or before the Voting Deadline in accordance with the Master Ballot Instructions accompanying this Master Ballot. Please see Exhibit A to this Master Ballot for a list of First Lien Notes (including the corresponding CUSIP(s)/ISIN(s) and applicable Classes).**

**IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT ON OR BEFORE THE VOTING DEADLINE, AND IF THE VOTING DEADLINE IS NOT EXTENDED, THE BENEFICIAL HOLDERS' VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.**

PLEASE COMPLETE THE FOLLOWING:

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of the Voting Record Date, the undersigned (please check appropriate box):

☐ is a broker, bank, or other nominee for the Beneficial Holders of the aggregate principal amount of the First Lien Notes indicated on "**Exhibit A**" attached hereto or otherwise on this Master Ballot in the aggregate principal amount listed in Item 2 below, and is the registered holder or Voting Nominee 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 broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the First Lien Notes listed in Item 2 below, or

☐ has been granted a proxy (an original of which is attached hereto) from a Voting Nominee or a Beneficial Holder, that is the registered holder of the aggregate principal amount of the First Lien 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 Holders of the Class 1 Claims described in Item 2.

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**Item 2. Vote with Respect to Class 1 Claims.**

**Number of Beneficial Owners**: The undersigned transmits the following votes of Beneficial Holders in respect of their Class 1 Claims, and certifies that the following Beneficial Holders of the First Lien Notes, as identified by their respective customer account numbers set forth below, are Beneficial Holders of such securities as of the Voting Record Date, and have delivered to the undersigned, as Voting Nominee, properly executed Beneficial Holder Ballots casting such votes or the Voting Nominee has used its customary procedures for electronically obtaining the votes being cast by Beneficial Holders of the First Lien Notes, and the Voting Nominee is submitting such votes electronically.

**To Properly Complete the Following Table**: 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: (1) each account of a Beneficial Holder must vote all such Beneficial Holder's Class 1 Claims to accept or reject the Plan and may not split such vote; and (2) any Beneficial Holder Ballot executed by the Beneficial Holder that does not clearly indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection, should not be counted as either an acceptance or a rejection of the Plan.

| Your Customer Account Number for Each Beneficial Holder of First Lien Notes Voting to ACCEPT or REJECT the Plan | ACCEPT | REJECT | BOX CHECKED FOR OPT OUT OF THIRD-PARTY RELEASES (Y/N) |
|---|---|---|---|
| 1. | | | |
| 2. | | | |
| 3. | | | |
| 4. | | | |
| 5. | | | |
| 6. | | | |
| 7. | | | |
| 8. | | | |
| 9. | | | |
| 10. | | | |
| **TOTALS:** | | | |

**Item 3. Certification as to Transcription of Information from Item 4 of the Beneficial Holder Ballots as to the Class 1 Claims Voted Through Other Beneficial Holder Ballots.**

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Holders in Item 4 of the Beneficial Holder's original Beneficial Holder Ballot, identifying any First Lien Notes for which such Beneficial Holders have submitted other Beneficial Holder Ballots other than to the undersigned:

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

| YOUR Customer Account Number for Each Beneficial Holder Who Completed Item 4 of the Beneficial Holder Ballots | TRANSCRIBE FROM ITEM 4 OF THE BENEFICIAL HOLDER BALLOTS: | | | | |
|---|---|---|---|---|---|
| | Account Number with other Master Ballot Agent, if Applicable | Name of Record Holder or Other Master Ballot Agent, if Applicable | Amount of Other Claims Voted | Type of Claims Voted | CUSIP/ISIN of Other Claims Voted, if Applicable |
| 1. | | | | | |
| 2. | | | | | |
| 3. | | | | | |
| 4. | | | | | |
| 5. | | | | | |
| 6. | | | | | |
| 7. | | | | | |
| 8. | | | | | |
| 9. | | | | | |
| 10. | | | | | |

**Item 4. Certification.**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, including all exhibits thereto (including the Plan) the Beneficial Holder Ballots and the Solicitation Package and has delivered the same to the Beneficial Holders listed on the Beneficial Holder Ballots or to any intermediary nominee, as applicable;

2. it has received a completed and signed Beneficial Holder Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;

3. it is the registered holder of the Class 1 Claims being voted, or an agent therefor;

4. it has been authorized by each such Beneficial Holder or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;

5. it has properly disclosed:

   (a) the number of Beneficial Holders who completed Beneficial Holder Ballots;

   (b) the respective amounts of the Class 1 Claims held by each Beneficial Holder who completed a Beneficial Holder Ballot;

   (c) each such Beneficial Holder's respective vote concerning the Plan;

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

(d) each such Beneficial Holder's election regarding the Releases (as defined in the Beneficial Holder Ballots);

(e) each such Beneficial Holder's certification as to other Class 1 Claims voted; and

(f) the customer account or other identification number for each such Beneficial Holder;

6. each such Beneficial Holder has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and

7. it will maintain Beneficial Holder Ballots and evidence of separate transactions returned by Beneficial Holders or by intermediary nominees (whether properly completed or defective) for at least one (1) year after the Voting Deadline and disclose all such information to the Bankruptcy Court or the Debtors, as the case may be, if so ordered.

Name of Voting Nominee:

_____
(Print or Type)

Participant Number:_____

Name of Proxy Holder or Agent for Voting 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)

Email Address: _____

Date Completed:_____

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

PLEASE COMPLETE, SIGN AND DATE THIS MASTER BALLOT
AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

| ***If sent by first-class mail:*** | ***If sent by personal delivery or overnight courier:*** |
|---|---|
| BMC Group, Inc.<br>Attn: FriendFinder Networks Claims Processing<br>PO Box 3020<br>Chanhassen, MN 55317-3020 | BMC Group, Inc.<br>Attn: FriendFinder Networks Claims Processing<br>18675 Lake Drive East<br>Chanhassen, MN 55317 |

**If you have any questions, please contact the Voting Agent at: (888) 909-0100.**

**BALLOTS SENT BY FACSIMILE, TELECOPY OR EMAIL WILL NOT BE ACCEPTED.**

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**Exhibit "A"**

| First Lien Notes | CUSIP/ISIN |
|---|---|
| | |
| | |
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| | |
| | |
| | |

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

**VOTING DEADLINE/VOTING AGENT:**

**The Voting Deadline is 5:00 p.m. (prevailing Eastern Time) on December 9, 2013, unless extended in writing by the Debtors or by order of the Bankruptcy Court.** To have the vote of the Beneficial Holder(s) for whom you act as Voting Nominee count, you must complete, sign and return the Master Ballot so that it is **actually received** by the Voting Agent before the Voting Deadline. The Master Ballot may be provided to the Voting Agent by (i) first-class mail addressed to BMC Group, Inc., Attn: FriendFinder Networks Claims Processing, PO Box 3020, Chanhassen, MN 55317-3020 or (ii) personal delivery, or overnight courier addressed to BMC Group, Inc., Attn: FriendFinder Networks Claims Processing, 18675 Lake Drive East, Chanhassen, MN 55317. **MASTER BALLOTS SENT BY FACSIMILE, TELECOPY OR EMAIL WILL NOT BE ACCEPTED.**

You should immediately distribute Solicitation Package(s), including Beneficial Holder Ballots, to each Beneficial Holder (or intermediary nominees, if applicable) of Class 1 Claims and take any action required to enable each such Beneficial Holder to timely vote its Claims.

**HOW TO VOTE:**

If you are both the registered holder and the Beneficial Holder of any principal amount of First Lien Notes and you wish to vote such First Lien Notes, you may complete, execute, and return either an individual Beneficial Holder Ballot or a Master Ballot to the Voting Agent in accordance with these instructions.

**If you are transmitting the votes of any Beneficial Holders of First Lien Notes other than yourself, you may either:**

1. "Pre-validate" the individual Beneficial Holder Ballot, as applicable by: (i) signing the applicable Beneficial Holder Ballot; (ii) indicating on the Beneficial Holder Ballot the account number of the Beneficial Holder and amount of the securities held by the Voting Nominee for such Beneficial Holder; and (iii) forwarding such Beneficial Holder Ballot together with the Solicitation Package and other materials requested to be forwarded to the Beneficial Holder for voting. The Beneficial Holder may then complete the information requested in the Beneficial Holder Ballot, review the certifications contained therein, and return such Beneficial Holder Ballot directly to the Voting Agent in the pre-addressed, postage-paid envelope included with the Solicitation Package so that it is **actually received** by the Voting Agent on or before the Voting Deadline. A list of the Beneficial Holders to whom "pre-validated" Ballots were delivered should be maintained by the Voting Nominee for inspection for at least **one year** from the Voting Deadline.

OR

2. Forward to the Beneficial Holders the applicable unsigned Beneficial Holder Ballot, together with the Solicitation Package, a return envelope provided by, and addressed to, the Voting Nominee, and other materials requested to be forwarded. Each such Beneficial Holder may then indicate his, her or its vote to accept or reject the Plan on the Beneficial Holder Ballot, complete the information requested in the Beneficial Holder Ballot, review the certifications contained therein, execute the Beneficial Holder Ballot, and return such Beneficial Holder Ballot to the Voting Nominee. After collecting the Beneficial Holder Ballots, the Voting Nominee shall (i) complete the applicable Master Ballot by compiling and validating the votes and other relevant information from the Beneficial Holder Ballot; (ii) execute the Master Ballot; and (iii) deliver the Master Ballot to the Voting Agent so that it is **actually received** by the Voting Agent on or before the Voting Deadline. All Beneficial Holder Ballots returned by Beneficial

Holders must be retained by Voting Nominees for inspection for at least **one year** from the Voting Deadline.

With respect to all Beneficial Holder 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 Holders. To identify such Beneficial Holders without disclosing their names, please use the customer account number assigned by you to each such Beneficial Holder, 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 Holder and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS FIRST LIEN NOTES EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE BY SUBMITTING A BALLOT THAT PARTIALLY ACCEPTS AND PARTIALLY REJECTS THE PLAN, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Beneficial Holder Ballot that does not indicate acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted, and the votes in such ballots should not be included in your tabulation;

c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each Beneficial Holder in Item 4 of each properly completed Beneficial Holder Ballot relating to other First Lien Notes voted;

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;

h. Deliver the completed, executed Master Ballot so as to be **actually received** by the Voting Agent on or before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a Beneficial Holder, forward such Beneficial Holder Ballot (along with your Master Ballot) to the Voting Agent and retain such Beneficial Holder Ballot in your files for one (1) year from the Voting Deadline;

i. If multiple Master Ballots are received from you with respect to the same Beneficial Holder Ballot belonging to a Beneficial Holder of a Claim prior to the Voting Deadline, the last Master Ballot to be received by the Voting Agent will supersede and revoke any earlier received Master Ballots;

j. If a Voting Nominee casts multiple Ballots on account of the same Claim or Class of Claims, which are received by the Voting Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted;

k. To the extent that conflicting votes or "overvotes" are submitted by you, the Voting Agent, in good faith, will attempt to reconcile discrepancies with you; and

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

l. To the extent that overvotes on a Master Ballot are not reconcilable prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of your position in the applicable security.

The method of delivery of Master Ballots to the Voting Agent is at the election and risk of each Voting Nominee. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Voting Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Voting Nominees should allow sufficient time to assure timely delivery before the Voting Deadline.

**PLEASE NOTE:**

**The 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 (if any) representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot or Master Ballot shall constitute or be deemed a Proof of Claim, an assertion of a Claim, an allowance of a Claim or an admission by the Debtors of the validity of a Claim.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Plan. The Debtors will, however, upon request, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the Beneficial Holders of the First Lien Notes held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots for Class 1 Claims.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE 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 ENCLOSED DOCUMENTS.**

**IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL HOLDER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., AT (888) 909-0100. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.**

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

| | |
|---|---|
| In re: | Chapter 11 |
| PMGI Holdings Inc., *et al.*,[1] | Case No. 13-12404 (CSS) |
| Debtors. | (Jointly Administered) |

**MASTER BALLOT FOR VOTING NOMINEE OF BENEFICIAL HOLDERS OF CLASS 2 SECOND LIEN NOTE CLAIMS AGAINST FRIENDFINDER NETWORKS INC. AND INTERACTIVE NETWORK, INC. FOR ACCEPTING OR REJECTING THE JOINT PLAN OF REORGANIZATION OF PMGI HOLDINGS INC. ET AL. UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS 2 – SECOND LIEN NOTE CLAIMS AGAINST FRIENDFINDER NETWORKS INC. AND INTERACTIVE NETWORK, INC.**

**PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT BEFORE COMPLETING THIS MASTER BALLOT.**

**THE MASTER BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT, BY 5:00 P.M. (PREVAILING EASTERN TIME) ON DECEMBER 9, 2013 (THE "VOTING DEADLINE"), OR THE VOTES REPRESENTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.**

On October ___, 2013, the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") entered an order (the "**Disclosure Statement Order**"), which approved the *Disclosure Statement With Respect To The Joint Plan Of Reorganization Of PMGI Holdings, Inc. Under Chapter 11 Of The Bankruptcy Code* [Docket No. 80] (as it may be further amended, supplemented or modified from time to time, the "**Disclosure Statement**") with respect to the *Joint Plan Of Reorganization Of PMGI Holdings, Inc. Under Chapter 11 Of The*

[1] The "**Debtors**" in these Chapter 11 Cases, along with the last four (4) digits of each Debtor's federal tax identification number, are: Blue Hen Group Inc. (9667), Argus Payments Inc. (4661), Big Island Technology Group, Inc. (9795), Confirm ID, Inc. (7020), Danni Ashe, Inc. (5271), Fastcupid, Inc. (7869), Fierce Wombat Games Inc. (2019), FriendFinder California Inc. (2750), FriendFinder Networks Inc. (0988), FRIENDFINDER VENTURES INC. (3125), FRNK Technology Group (7102), General Media Art Holding, Inc. (2637), General Media Communications, Inc. (2237), General Media Entertainment, Inc. (2960), Global Alphabet, Inc. (7649), GMCI Internet Operations, Inc. (7655), GMI On-Line Ventures, Ltd. (7656), Interactive Network, Inc. (5941), Magnolia Blossom Inc. (8925), Medley.com Incorporated (3594), NAFT NEWS CORPORATION (4385), Penthouse Digital Media Productions Inc. (1056), Penthouse Images Acquisitions, Ltd. (9228), PerfectMatch Inc. (9020), Playtime Gaming Inc. (4371), PMGI Holdings Inc. (2663), PPM Technology Group, Inc. (9876), Pure Entertainment Telecommunications, Inc. (9626), Sharkfish, Inc. (1221), Snapshot Productions, LLC (7091), Streamray Inc. (2716), Streamray Studios Inc. (1009), Tan Door Media Inc. (1100),Traffic Cat, Inc. (1223), Transbloom, Inc. (1168), Various, Inc. (7762), Video Bliss, Inc. (6760), West Coast Facilities Inc. (4751), XVHUB Group Inc. (9401). The Debtors' business address is 6800 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

*Bankruptcy Code* [Docket No. 81] (as it may be further amended, supplemented or modified from time to time, the "**Plan**"). Please use this ballot (the "**Ballot**" or "**Master Ballot**") to cast your vote to accept or reject the Plan, which is proposed by PMGI Holdings, Inc. and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). The Plan is attached as "Exhibit A" to the Disclosure Statement, which is annexed hereto. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Disclosure Statement Order or the Plan, as applicable. If you have any questions regarding the proper completion of this Ballot, please call BMC Group, Inc. (the "**Voting Agent**"), at (888) 909-0100.

**This Master Ballot is being sent to you because our records indicate that, as of November 15, 2013 (the "Voting Record Date"), you are a broker, bank, commercial bank, trust company, dealer, or other agent or nominee thereof (each, a "Voting Nominee") of a beneficial holder (collectively, the "Beneficial Holders") of the Second Lien Note Claims and Second Lien Guarantee Claims against the Debtors (collectively, the "Class 2 Claims").**

**As a Voting Nominee, you are required to deliver the Solicitation Package and notices, including a Beneficial Holder Ballot, to each Beneficial Holder for whom you hold Class 2 Claims and take any action required to enable such Beneficial Holder to timely vote its Claim to accept or reject the Plan. You should include in each Solicitation Package a return envelope addressed to you (and not include a return envelope addressed to the Voting Agent), unless you choose to pre-validate such Beneficial Holder Ballot, in which case the Solicitation Package should include a return envelope addressed only to the Voting Agent. With respect to any Beneficial Holder Ballots returned to you, you must (1) execute this Master Ballot so as to reflect the voting instructions given to you in the Beneficial Holder Ballots by the Beneficial Holders for whom you hold Class 2 Claims against the Debtors and (2) forward this Master Ballot to the Voting Agent so that it is actually received on or before the Voting Deadline in accordance with the Master Ballot Instructions accompanying this Master Ballot. Please see Exhibit A to this Master Ballot for a list of Second Lien Notes (including the corresponding CUSIP(s)/ISIN(s) and applicable Classes).**

**IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THIS MASTER BALLOT ON OR BEFORE THE VOTING DEADLINE, AND IF THE VOTING DEADLINE IS NOT EXTENDED, THE BENEFICIAL HOLDERS' VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.**

PLEASE COMPLETE THE FOLLOWING:

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of the Voting Record Date, the undersigned (please check appropriate box):

☐ is a broker, bank, or other nominee for the Beneficial Holders of the aggregate principal amount of the Second Lien Notes indicated on "**Exhibit A**" attached hereto or otherwise on this Master Ballot in the aggregate principal amount listed in Item 2 below, and is the registered holder or Voting Nominee 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 broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the Second Lien Notes listed in Item 2 below, or

☐ has been granted a proxy (an original of which is attached hereto) from a Voting Nominee or a Beneficial Holder, that is the registered holder of the aggregate principal amount of the Second Lien 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 Holders of the Class 2 Claims described in Item 2.

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**Item 2. Vote with Respect to Class 2 Claims.**

**Number of Beneficial Owners**: The undersigned transmits the following votes of Beneficial Holders in respect of their Class 2 Claims, and certifies that the following Beneficial Holders of the Second Lien Notes, as identified by their respective customer account numbers set forth below, are Beneficial Holders of such securities as of the Voting Record Date, and have delivered to the undersigned, as Voting Nominee, properly executed Beneficial Holder Ballots casting such votes or the Voting Nominee has used its customary procedures for electronically obtaining the votes being cast by Beneficial Holders of the Second Lien Notes, and the Voting Nominee is submitting such votes electronically.

**To Properly Complete the Following Table**: 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: (1) each account of a Beneficial Holder must vote all such Beneficial Holder's Class 2 Claims to accept or reject the Plan and may not split such vote; and (2) any Beneficial Holder Ballot executed by the Beneficial Holder that does not clearly indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection, should not be counted as either an acceptance or a rejection of the Plan.

| Your Customer Account Number for Each Beneficial Holder of Second Lien Notes Voting to ACCEPT or REJECT the Plan | ACCEPT | REJECT | BOX CHECKED FOR OPT OUT OF THIRD-PARTY RELEASES (Y/N) |
|---|---|---|---|
| 1. | | | |
| 2. | | | |
| 3. | | | |
| 4. | | | |
| 5. | | | |
| 6. | | | |
| 7. | | | |
| 8. | | | |
| 9. | | | |
| 10. | | | |
| **TOTALS:** | | | |

**Item 3. Certification as to Transcription of Information from Item 4 of the Beneficial Holder Ballots as to the Class 2 Claims Voted Through Other Beneficial Holder Ballots.**

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Holders in Item 4 of the Beneficial Holder's original Beneficial Holder Ballot, identifying any Second Lien Notes for which such Beneficial Holders have submitted other Beneficial Holder Ballots other than to the undersigned:

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

| YOUR Customer Account Number for Each Beneficial Holder Who Completed Item 4 of the Beneficial Holder Ballots | TRANSCRIBE FROM ITEM 4 OF THE BENEFICIAL HOLDER BALLOTS: | | | | |
|---|---|---|---|---|---|
| | Account Number with other Master Ballot Agent, if Applicable | Name of Record Holder or Other Master Ballot Agent, if Applicable | Amount of Other Claims Voted | Type of Claims Voted | CUSIP/ISIN of Other Claims Voted, if Applicable |
| 1. | | | | | |
| 2. | | | | | |
| 3. | | | | | |
| 4. | | | | | |
| 5. | | | | | |
| 6. | | | | | |
| 7. | | | | | |
| 8. | | | | | |
| 9. | | | | | |
| 10. | | | | | |

**Item 4. Certification.**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the Disclosure Statement, including all exhibits thereto (including the Plan) the Beneficial Holder Ballots and the Solicitation Package and has delivered the same to the Beneficial Holders listed on the Beneficial Holder Ballots or to any intermediary nominee, as applicable;

2. it has received a completed and signed Beneficial Holder Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot or from an intermediary nominee, as applicable;

3. it is the registered holder of the Class 2 Claims being voted, or an agent therefor;

4. it has been authorized by each such Beneficial Holder or intermediary nominee, as applicable, to vote on the Plan and to make applicable elections;

5. it has properly disclosed:

   (a) the number of Beneficial Holders who completed Beneficial Holder Ballots;

   (b) the respective amounts of the Class 2 Claims held by each Beneficial Holder who completed a Beneficial Holder Ballot;

   (c) each such Beneficial Holder's respective vote concerning the Plan;

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

(d) each such Beneficial Holder's election regarding the Releases (as defined in the Beneficial Holder Ballots);

(e) each such Beneficial Holder's certification as to other Class 2 Claims voted; and

(f) the customer account or other identification number for each such Beneficial Holder;

6. each such Beneficial Holder has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan; and

7. it will maintain Beneficial Holder Ballots and evidence of separate transactions returned by Beneficial Holders or by intermediary nominees (whether properly completed or defective) for at least one (1) year after the Voting Deadline and disclose all such information to the Bankruptcy Court or the Debtors, as the case may be, if so ordered.

Name of Voting Nominee:

_____
(Print or Type)

Participant Number:_____

Name of Proxy Holder or Agent for Voting 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)

Email Address: _____

Date Completed:_____

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

PLEASE COMPLETE, SIGN AND DATE THIS MASTER BALLOT
AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

| ***If sent by first-class mail:*** | ***If sent by personal delivery or overnight courier:*** |
|---|---|
| BMC Group, Inc.<br>Attn: FriendFinder Networks Claims Processing<br>PO Box 3020<br>Chanhassen, MN 55317-3020 | BMC Group, Inc.<br>Attn: FriendFinder Networks Claims Processing<br>18675 Lake Drive East<br>Chanhassen, MN 55317 |

**If you have any questions, please contact the Voting Agent at: (888) 909-0100.**

**BALLOTS SENT BY FACSIMILE, TELECOPY OR EMAIL WILL NOT BE ACCEPTED.**

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

**Exhibit "A"**

| Second Lien Notes | CUSIP/ISIN |
|---|---|
| | |
| | |
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| | |
| | |

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

**VOTING DEADLINE/VOTING AGENT:**

**The Voting Deadline is 5:00 p.m. (prevailing Eastern Time) on December 9, 2013, unless extended in writing by the Debtors or by order of the Bankruptcy Court.** To have the vote of the Beneficial Holder(s) for whom you act as Voting Nominee count, you must complete, sign and return the Master Ballot so that it is **actually received** by the Voting Agent before the Voting Deadline. The Master Ballot may be provided to the Voting Agent by (i) first class mail addressed to BMC Group, Inc., Attn: FriendFinder Networks Claims Processing, PO Box 3020, Chanhassen, MN 55317-3020 or (ii) personal delivery, or overnight courier addressed to BMC Group, Inc., Attn: FriendFinder Networks Claims Processing, 18675 Lake Drive East, Chanhassen, MN 55317. **MASTER BALLOTS SENT BY FACSIMILE, TELECOPY OR EMAIL WILL NOT BE ACCEPTED.**

You should immediately distribute Solicitation Package(s), including Beneficial Holder Ballots, to each Beneficial Holder (or intermediary nominees, if applicable) of Class 2 Claims and take any action required to enable each such Beneficial Holder to timely vote its Claims.

**HOW TO VOTE:**

If you are both the registered holder and the Beneficial Holder of any principal amount of Second Lien Notes and you wish to vote such Second Lien Notes, you may complete, execute, and return either an individual Beneficial Holder Ballot or a Master Ballot to the Voting Agent in accordance with these instructions .

**If you are transmitting the votes of any Beneficial Holders of Second Lien Notes other than yourself, you may either:**

1. "Pre-validate" the individual Beneficial Holder Ballot, as applicable by: (i) signing the applicable Beneficial Holder Ballot; (ii) indicating on the Beneficial Holder Ballot the account number of the Beneficial Holder and amount of the securities held by the Voting Nominee for such Beneficial Holder; and (iii) forwarding such Beneficial Holder Ballot together with the Solicitation Package and other materials requested to be forwarded to the Beneficial Holder for voting. The Beneficial Holder may then complete the information requested in the Beneficial Holder Ballot, review the certifications contained therein, and return such Beneficial Holder Ballot directly to the Voting Agent in the pre-addressed, postage-paid envelope included with the Solicitation Package so that it is **actually received** by the Voting Agent on or before the Voting Deadline. A list of the Beneficial Holders to whom "pre-validated" Ballots were delivered should be maintained by the Voting Nominee for inspection for at least **one year** from the Voting Deadline.

OR

2. Forward to the Beneficial Holders the applicable unsigned Beneficial Holder Ballot, together with the Solicitation Package, a return envelope provided by, and addressed to, the Voting Nominee, and other materials requested to be forwarded. Each such Beneficial Holder may then indicate his, her or its vote to accept or reject the Plan on the Beneficial Holder Ballot, complete the information requested in the Beneficial Holder Ballot, review the certifications contained therein, execute the Beneficial Holder Ballot, and return such Beneficial Holder Ballot to the Voting Nominee. After collecting the Beneficial Holder Ballots, the Voting Nominee shall (i) complete the applicable Master Ballot by compiling and validating the votes and other relevant information from the Beneficial Holder Ballot; (ii) execute the Master Ballot; and (iii) deliver the Master Ballot to the Voting Agent so that it is **actually received** by the Voting Agent on or before the Voting Deadline. All Beneficial Holder Ballots returned by Beneficial

Holders must be retained by Voting Nominees for inspection for at least **one year** from the Voting Deadline.

With respect to all Beneficial Holder 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 Holders. To identify such Beneficial Holders without disclosing their names, please use the customer account number assigned by you to each such Beneficial Holder, 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 Holder and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS SECOND LIEN NOTES EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE BY SUBMITTING A BALLOT THAT PARTIALLY ACCEPTS AND PARTIALLY REJECTS THE PLAN, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Beneficial Holder Ballot that does not indicate acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted, and the votes in such ballots should not be included in your tabulation;

c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each Beneficial Holder in Item 4 of each properly completed Beneficial Holder Ballot relating to other Second Lien Notes voted;

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;

h. Deliver the completed, executed Master Ballot so as to be **actually received** by the Voting Agent on or before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a Beneficial Holder, forward such Beneficial Holder Ballot (along with your Master Ballot) to the Voting Agent and retain such Beneficial Holder Ballot in your files for one (1) year from the Voting Deadline;

i. If multiple Master Ballots are received from you with respect to the same Beneficial Holder Ballot belonging to a Beneficial Holder of a Claim prior to the Voting Deadline, the last Master Ballot to be received by the Voting Agent will supersede and revoke any earlier received Master Ballots;

j. If a Voting Nominee casts multiple Ballots on account of the same Claim or Class of Claims, which are received by the Voting Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted;

k. To the extent that conflicting votes or "overvotes" are submitted by you, the Voting Agent, in good faith, will attempt to reconcile discrepancies with you; and

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

l. To the extent that overvotes on a Master Ballot are not reconcilable prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of your position in the applicable security.

The method of delivery of Master Ballots to the Voting Agent is at the election and risk of each Voting Nominee. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent **actually receives** the originally executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that Voting Nominees use an overnight or hand delivery service. Facsimile or other electronic transmissions of this Master Ballot will not be accepted. In all cases, Voting Nominees should allow sufficient time to assure timely delivery before the Voting Deadline.

**PLEASE NOTE:**

**The 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 (if any) representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot or Master Ballot shall constitute or be deemed a Proof of Claim, an assertion of a Claim, an allowance of a Claim or an admission by the Debtors of the validity of a Claim.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Plan. The Debtors will, however, upon request, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the Beneficial Holders of the Second Lien Notes held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots for Class 2 Claims.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE 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 ENCLOSED DOCUMENTS.**

**IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL HOLDER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., AT (888) 909-0100. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.**

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]