

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: _____ : Chapter 11
: :
AMERICAN BANKNOTE : Case No.: 05-10174 (PJW)
CORPORATION, : :
: :
: :
Debtor. _____ : [RE: Docket Nos. 20 and 55]

**ORDER APPROVING AMENDED DISCLOSURE STATEMENT AND
VOTING AND NOTICING PROCEDURES WITH RESPECT TO
DEBTOR'S AMENDED PLAN OF REORGANIZATION**

Upon the motion (the "Motion") by the above-captioned debtor and debtor in possession (the "Debtor") for the entry of an order, pursuant to sections 105, 1125 and 1126 of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 3017, and 3018 of the Federal Rules of Bankruptcy Procedure, approving (a) certain voting and noticing procedures in respect of the Debtor's Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated February 22, 2005 (the "Plan") and (b) the Debtor's Amended Disclosure Statement with Respect to Debtor's Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated February 22, 2005 (the "Disclosure Statement") in respect of the Plan; and due notice of the Motion having been given under the circumstances; and it appearing that no other or further notice is necessary or required; and it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code; and it is further

ORDERED, that the Debtor shall mail only the Confirmation Notice¹ to holders of Claims and Equity Interests in Class 1 (Other Priority Claims), Class 2 (Miscellaneous Secured Claims), Class 5 (Miscellaneous Unsecured Claims) and Class 9 (Other Equity Interests); and it is further

ORDERED, that only holders of Claims and Equity Interests in Class 3 (Note Claims), Class 4 (Note Convenience Claims), Class 6 (SERP Claims), Class 7 (Equity Interests) and Class 8 (*De Minimis* Equity Interests) can vote to accept or reject the Plan; and it is further

ORDERED, that the Debtor is authorized to implement the following Plan solicitation and voting procedures:

1. Voting Record Date: February 24, 2005, shall be set as the record date to vote on the Plan (the "Voting Record Date"). Only those holders of record of Claims at 4:00 p.m. Delaware time on the Voting Record Date shall be entitled to vote to accept or reject the Plan.
2. Ballots: The following Ballots will be mailed to the following creditors: (a) Class 3 Note Claims Master Ballot will be mailed to brokers, proxy intermediaries or other nominees ("Nominees") of beneficial owners or entitlement holders ("Holders") of Class 3 Note Claims whose Claim arising under from or under the Debtor's 10 3/8% Senior Notes Due 2005 (the "Notes") is more than \$45,000.00 (the "Class 3 Note Claims Master Ballot") (the Class 3 Note Claims Master Ballot shall be substantially in the form attached to the Motion as Exhibit 1); (b) Class 3 Note Claims Beneficial Owner/Entitlement Holder Ballot will be mailed to Holders of the Notes

¹ Capitalized terms not otherwise herein defined shall have the meaning ascribed to such terms in the Motion.

whose Claims arising from or under the Notes is more than \$45,000.00 (the “Class 3 Note Claims Beneficial Owner Ballot”) (the Class 3 Note Claims Beneficial Owner Ballot shall be substantially in the form attached to the Motion as Exhibit 2); (c) Class 3 Note Claims (Certificated) Beneficial Owner/Entitlement Holder Ballot will be mailed to Holders of the Notes whose Claims arising from or under the Notes is more than \$45,000.00 and who hold the physical certificate(s) for such Notes (the “Class 3 Note Claims (Certificated) Beneficial Owner Ballot”) (the Class 3 Note Claims (Certificated) Beneficial Owner Ballot shall be substantially in the form attached to the Motion as Exhibit 3); (d) Class 4 Note Convenience Claims Master Ballot will be mailed to the Nominees of Holders of the Notes whose Claims arising from or under the Notes is less than \$45,000 (the “Class 4 Note Convenience Claims Master Ballot”) (the Class 4 Note Convenience Claims Master Ballot shall be substantially in the form attached hereto as Exhibit A); (e) Class 4 Note Convenience Claims Beneficial Owner Ballot will be mailed to Holders of the Notes whose Claims arising from or under the Notes is less than \$45,000.00 (the “Class 4 Note Convenience Claims Beneficial Owner Ballot”) (the Class 4 Note Convenience Claims Beneficial Owner Ballot shall be substantially in the form attached to the Motion as Exhibit 5); (f) Class 4 Note Convenience Claims (Certificated) Beneficial Owner Ballot will be mailed to Holders of the Notes whose Claims arising from or under the Notes is less than \$45,000.00 and who hold the physical certificate(s) for such Notes (the “Class 4 Note Convenience Claims (Certificated) Beneficial Owner Ballot”) (the Class 4 Note Convenience Claims (Certificated) Beneficial Owner Ballot shall be substantially in the form attached to the Motion as

Exhibit 6; (g) Class 6 SERP Claims Ballot shall be mailed to holders of Claims against the Debtor arising from any non-qualified supplemental executive retirement plan of the Debtor that remains outstanding as of the filing of the Plan (the "Class 6 SERP Claims Ballot") (the Class 6 SERP Claims Ballot shall be substantially in the form attached to the Motion as Exhibit 7); (h) Class 7 Equity Interests Master Ballot will be mailed to Nominees of Holders of the Debtor's Old Common Stock who hold more than 500,000 in number of shares of Old Common Stock (the "Class 7 Equity Interests Master Ballot") (the Class 7 Equity Interests Master Ballot shall be substantially in the form attached to the Motion as Exhibit 8); (i) Class 7 Equity Interests Beneficial Owner Ballot will be mailed to Holders of the Debtor's Old Common Stock who hold more than 500,000 in number of shares of Old Common Stock (the "Class 7 Equity Interests Beneficial Owner Ballot") (the Class 7 Equity Interests Beneficial Owner Ballot shall be substantially in the form attached to the Motion as Exhibit 9); (j) Class 7 Equity Interests (Certificated) Beneficial Owner Ballot will be mailed to Holders of the Debtor's Old Common Stock who hold more than 500,000 in number of shares of Old Common Stock and hold the physical certificate(s) for such Old Common Stock (the "Class 7 Equity Interests (Certificated) Beneficial Owner Ballot") (the Class 7 Equity Interests (Certificated) Beneficial Owner Ballot shall be substantially in the form attached to the Motion as Exhibit 10); (k) Class 8 *De Minimis* Equity Interests Master Ballot will be mailed to Nominees of Holders of the Debtor's Old Common Stock who hold less than 500,001 in number of shares of Old Common Stock (the "Class 8 *De Minimis* Equity Interests Master Ballot") (the Class 8 *De Minimis*

Equity Interests Master Ballot shall be substantially in the form attached to the Motion as Exhibit 11; (l) Class 8 *De Minimis* Equity Interests Beneficial Ballot will be mailed to Holders of the Debtor's Old Common Stock who hold less than 500,001 in number of shares of Old Common Stock (the "Class 8 *De Minimis* Equity Interests Beneficial Owner Ballot") (the Class 8 *De Minimis* Equity Interests Beneficial Owner Ballot shall be substantially in the form attached to the Motion as Exhibit 12; and (m) Class 8 *De Minimis* Equity Interests (Certificated) Beneficial Ballot will be mailed to Holders of the Debtor's Old Common Stock who hold less than 500,001 in number of shares of Old Common Stock and who hold physical certificate(s) for such Old Common Stock (the "Class 8 *De Minimis* Equity Interests (Certificated) Beneficial Owner Ballot") (the Class 8 *De Minimis* Equity Interests (Certificated) Beneficial Owner Ballot shall be substantially in the form attached to the Motion as Exhibit 13.

3. Confirmation Notice: Upon approval by the Court of the Disclosure Statement, a package (the "Solicitation Package") containing: (a) the Confirmation Notice substantially in the form attached to the Motion as "Exhibit 14"; (b) the Disclosure Statement (with exhibits, including the Plan); (c) this Order, approving the Disclosure Statement; (d) the Ballot and/or Ballots (with instructions); and (e) a pre-addressed postage-paid return envelope, shall be mailed to claims holders entitled to vote to accept or reject the Plan. The Confirmation Notice shall be mailed to all parties listed on the Verified List of Creditors and Parties With Whom the Debtor Does Business filed with the Court on January 19, 2005 and any amendments thereto who are not creditors or holders of Equity Interests.

4. Allowance of Claims for Voting Purposes: The following rules, standards and protocols for the allowance of each claim against the Debtor for voting purposes only (and not for any other purpose) shall be established:

- a. With respect to a Claim as to which a proof of claim has not been filed and as to which an objection has not been filed prior to the end of the voting period (the "Voting Period") fixed by the Court with respect to the Plan (as may be extended by the Debtor), the voting amount of such Claim (subject to any applicable limitations set forth below) shall be equal to the amount listed, if any, in respect of such Claim in the Debtor's Schedules of Assets and Liabilities ("Schedules") filed with the Court on January 19, 2005 (as amended from time to time), to the extent such Claim is not listed as contingent, unliquidated, undetermined or disputed. Such Claim shall be placed in the appropriate Plan class based upon the Debtor's records and the classification scheme set forth in the Plan.
- b. With respect to a liquidated, non-contingent, undisputed Claim as to which a proof of claim has been timely filed and as to which an objection has not been filed prior to the end of the Voting Period, the amount and classification of such Claim shall be that specified in such proof of claim subject to any applicable limitations as set forth below.
- c. With respect to a proof of claim which is the subject of an objection filed prior to the Voting Period, the Claim represented by such proof of claim shall be disallowed provisionally for voting purposes, except to the extent and in the manner that: (i) the Debtor indicates that the Claim should be allowed in the objection to such Claim; or (ii) the Court allows on motion filed at least ten days prior to the end of the Voting Period.
- d. With respect to a Claim that has been estimated or otherwise allowed for voting purposes by order of the Court, the amount and classification of such Claim shall be that set by the Court.
- e. A timely filed proof of claim that is designated as wholly unliquidated and/or contingent shall be accorded one vote valued at one dollar for purposes of section 1126(c) of the Bankruptcy Code unless the Claim is disputed as set forth in subparagraph (d) above, in which case such Claim shall be disallowed provisionally for voting purposes subject to the provisions set forth in subparagraph (d) above.
- f. With respect to a Claim that is unliquidated, contingent and/or disputed in part, the holder of such Claim shall be entitled to vote that portion of the Claim that is liquidated, non-contingent and undisputed in the liquidated, non-contingent and undisputed amount, subject to any limitations set forth herein and unless otherwise ordered by the Court.

- g. A holder shall not be entitled to vote a Claim to the extent such Claim duplicates or has been superseded by another Claim of such holder.

5. Tabulation of Ballots: The following rules, standards and protocols for the tabulation of Ballots shall be established:

- a. For the purpose of voting on the Plan, the Balloting Agent will be deemed to be in constructive receipt of any Ballot timely delivered to any address that the Balloting Agent (or its authorized agent) designates for the receipt of Ballots cast in connection with the Plan.
- b. Any Ballot received by the Balloting Agent after the deadline for submission of Ballots shall not be counted, unless the Debtor, in its discretion, consents to the counting of such Ballot or the Court orders such Ballot to be counted.
- c. Whenever a holder of a Claim or Equity Interest submits more than one Ballot voting the same Claim or Equity Interest prior to the deadline for submission of Ballots, the last Ballot timely received will supersede and revoke any earlier received Ballot. Whenever a Nominee or proxy holder of a Nominee or beneficial owner submits more than one master ballot to transmit the votes of beneficial owners in respect to their Claims or Equity Interests prior to the deadline for submission of master ballots, the last master ballot timely received will supersede and revoke an earlier received master ballot.
- d. Creditors and holders of Equity Interests must vote all of their Claims or Equity Interests within a particular Plan class either to accept or reject the Plan and may not split their vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted.
- e. If a Ballot is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary or representative capacity, such persons should indicate such capacity when signing and, unless otherwise determined by the Debtor, must submit proper evidence satisfactory to the Debtor to so act on behalf of the beneficial interest holder.
- f. Any Ballot that is delivered by facsimile, email or any other electronic means or that does not contain an original signature will not be counted unless such Ballot is a Master Ballot which is faxed to the Balloting Agent and a hard copy of the Master Ballot is sent to the Balloting Agent immediately thereafter.
- g. All votes must be cast using the Ballots and master ballots distributed to the holders of Claims or Equity Interests. Votes cast in any manner other than by using such Ballots will not be counted.

- h. Any holder of a Claim or Equity Interests in an impaired class who has delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Rule 3018(a) of the Federal Rules of Bankruptcy Procedure.
- i. Any Ballot that is returned indicating acceptance or rejection of the Plan but that is unsigned shall not be counted.
- j. If a holder of a Claim or Equity Interest casts simultaneous duplicative Ballots voted inconsistently, such Ballots shall count as one vote accepting the Plan.
- k. Each holder of a Claim or Equity Interest shall be deemed to have voted the full amount of its Claim or Equity Interest.
- l. Subject to any contrary order of the Court, the Debtor reserves the absolute right to reject any and all Ballots or Master Ballots not proper in form, the acceptance of which would, in the opinion of the Debtor or its counsel, not be in accordance with the provisions of the Bankruptcy Code. Subject to contrary order of the Court, the Debtor further reserves the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot or Master Ballot unless otherwise directed by the Court. The Debtor's interpretation of the terms and conditions of the Plan (including the Ballot, the Master Ballot, and the voting instructions), unless otherwise directed by the Court, shall be final and binding on all parties. Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots or Master Ballots must be cured within such time as the Debtor (or the Court) determines. Neither the Debtor nor any other person or entity will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots or Master Ballots or incur any liability for failure to provide such notification. Unless otherwise directed by the Court, delivery of such Ballots or Master Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots or Master Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will not be counted.

6. Confirmation Hearing and Plan-Related Deadlines: The following deadlines

in connection with the Plan confirmation process shall be set:

- a. Deadline for the Debtor to serve the Solicitation Packages: Approximately thirty-five days prior to the Confirmation Hearing, March 1, 2005 at 4:00 p.m. Delaware time;
- b. Deadline for Voting on the Plan (*i.e.*, Voting Deadline): Approximately fifteen days prior to the Confirmation Hearing, March 24, 2005 at 4:00 p.m.;

- c. Deadline for filing with the Court and serving upon counsel for the Debtor objections to confirmation of the Plan: Approximately nine days prior to the Confirmation Hearing, March 30, 2005 at 4:00 p.m.;
 - d. Deadline for filing and serving written responses to objections to confirmation of the Plan: Approximately three days prior to the Confirmation Hearing, April 5, 2005 at 4:00 p.m.;
 - e. Deadline for filing the report of Plan voting: Approximately two days before the Confirmation Hearing, April 4, 2005; and
 - f. Confirmation Hearing: April 8, 2005 at 10:30 a.m. Delaware time.
7. The Debtor shall publish the Confirmation Notice once in the national edition of *The Wall Street Journal* within 10 calendar days after entry by the Bankruptcy Court of this Order.

ORDERED, that the form² of Class 3 Note Claims Master Ballot attached as Exhibit 1 to the Motion is approved; and it is further

ORDERED, that the form of the Class 3 Note Claims Beneficial Owner Ballot attached as Exhibit 2 to the Motion is approved; and it is further

ORDERED, that the form of the Class 3 Note Claims (Certificated) Beneficial Owner Ballot attached as Exhibit 3 to the Motion is approved; and it is further

ORDERED, that the form of the revised Class 4 Note Convenience Claims Master Ballot attached hereto as Exhibit A is approved; and it is further

ORDERED, that the form of the Class 4 Note Convenience Claims Beneficial Owner Ballot attached as Exhibit 5 to the Motion is approved; and it is further

ORDERED, that the form of the Class 4 Note Convenience Claims (Certificated) Beneficial Owner Ballot attached as Exhibit 6 to the Motion is approved; and it is further

² The form of the ballots are approved with any necessary changes to the dates contained in the ballots to reflect dates consistent with those set forth in this order.

ORDERED, that the form of the Class 6 SERP Claims Ballot attached as Exhibit 7 to the Motion is approved; and it is further

ORDERED, that the form of the Class 7 Equity Interests Master Ballot attached as Exhibit 8 to the Motion is approved; and it is further

ORDERED, that the form of the Class 7 Equity Interests Beneficial Owner Ballot attached as Exhibit 9 to the Motion is approved; and it is further

ORDERED, that the form of the Class 7 Equity Interests (Certificated) Beneficial Owner Ballot attached as Exhibit 10 to the Motion is approved; and it is further

ORDERED, that the form of the Class 8 *De Minimis* Equity Interests Master Ballot attached as Exhibit 4 to the Motion is approved; and it is further

ORDERED, that the form of the Class 8 *De Minimis* Equity Interests Beneficial Owner Ballot attached as Exhibit 12 to the Motion is approved; and it is further

ORDERED, that the form of the Class 8 *De Minimis* Equity Interests (Certificated) Beneficial Owner Ballot attached as Exhibit 13 to the Motion is approved.

ORDERED, that the Confirmation Notice attached as Exhibit B hereto is approved.

Dated: Wilmington, Delaware

FVR 2/4/05



United States Bankruptcy Judge

Exhibit A

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
AMERICAN BANKNOTE CORPORATION,	:	Case No.: 05-10174 (PJW)
	:	
	:	
Debtor.	:	

**MASTER BALLOT FOR ACCEPTING OR REJECTING AMENDED
PLAN OF REORGANIZATION OF
AMERICAN BANKNOTE CORPORATION**

**(Class 4 Note Convenience Claims)
10¾% Senior Notes Due 2005
Cusip No. 024490AE4**

Record Date for Voting: February 24, 2005

THIS MASTER BALLOT CANNOT BE USED BY BROKERS, PROXY INTERMEDIARIES OR OTHER NOMINEES OF BENEFICIAL OWNERS OR ENTITLEMENT OWNERS OF NOTES WHOSE CLAIMS ARISING FROM OR UNDER THE NOTES ARE MORE THAN \$45,000. NOTEHOLDERS WHOSE CLAIMS ARISING FROM OR UNDER THE NOTES ARE MORE THAN \$45,000 MUST USE THE CLASS 3 (NOTE CLAIMS) BALLOT TO VOTE.

American Banknote Corporation (the "Debtor") filed an Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code in the above-captioned case, dated February 22, 2005 (the "Plan"). The United States Bankruptcy Court for the District of Delaware (the "Court") has approved the Amended Disclosure Statement with Respect to Debtor's Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated February 22, 2005 (the "Disclosure Statement"), which provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from MacKenzie Partners, Inc. (the "Balloting Agent"). **Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.**

This Master Ballot is being sent to brokers, proxy intermediaries, or other nominees of beneficial owners or entitlement holders¹ of the Debtor's 10¾% Senior Notes Due 2005 (the "Notes") other than those holders whose claim arising from or under the Notes is more than

¹ For purposes of completing this Master Ballot, the term "beneficial owner(s)" also includes entitlement holders under Article 8 of the Uniform Commercial Code.

Class 4 (Master)

\$45,000.00 (the "Note Claims"). **Holders of Note Claims will receive a different Ballot.** The creditors of and equity interests in the Debtor whose claims or equity interests are impaired under the Plan are afforded the opportunity to vote on the Plan, which may be confirmed by the Court and thereby made binding on beneficial owners if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of claims in each class of claims voting on the Plan and by at least two-thirds in the amount of equity interests in each class of equity interests voting on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have the votes of beneficial owners count, you must complete and return this Master Ballot.

You are required to deliver the beneficial owner ballot to each beneficial owner for whom you hold the Notes, and take any action required to enable each such beneficial owner to timely vote its Notes to accept or reject the Plan. In addition, you are required to provide each beneficial holder with a complete copy of this solicitation package. With regard to any beneficial owner ballots returned to you, you must (a) execute the Master Ballot so as to reflect the voting instructions given to you in the beneficial owner ballots by the beneficial owners for whom you hold Notes and (b) forward such Master Ballot to the Balloting Agent. If you are both the registered or record holder and beneficial owner of any Notes and you wish to vote such Notes, you must return a beneficial owner ballot.

PLEASE COMPLETE, SIGN AND DATE THIS MASTER BALLOT AND RETURN IT SO THAT THEY ARE ACTUALLY RECEIVED BY 4:00 P.M., DELAWARE TIME, ON MARCH 24, 2005 (THE "VOTING DEADLINE") BY THE BALLOTING AGENT AT THE ADDRESS LISTED BELOW. MASTER BALLOTS MAY BE RETURNED TO THE BALLOTING AGENT VIA FACSIMILE AT (212) 929-0308, BUT MUST BE FOLLOWED BY A HARD COPY MAILED TO THE FOLLOWING ADDRESS WHICH MUST BE SENT VIA OVERNIGHT COURIER ON OR BEFORE MARCH 24, 2005.

MacKenzie Partners, Inc.
105 Madison Avenue, 14th Floor
New York, New York 10016
Attn: Jeanne M. Carr
Telephone: (212) 929-5500
Telephone: (800) 322-2885
American Banknote Corporation

IF THE MASTER BALLOT IS NOT RECEIVED BY THE BALLOTING AGENT ON OR BEFORE THE VOTING DEADLINE, AND SUCH DEADLINE IS NOT EXTENDED, THE VOTES CONTAINED IN THE MASTER BALLOT WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN. THE BALLOTS CAST BY FACSIMILE WILL NOT BE COUNTED UNLESS FOLLOWED BY A HARD COPY WHICH MUST BE SENT VIA OVERNIGHT COURIER ON OR BEFORE MARCH 24, 2005.

PLEASE MAKE SURE YOU HAVE INDICATED THE DISTRIBUTION ELECTION SELECTED BY THE BENEFICIAL OWNERS OF THE NOTES BY CHECKING THE APPROPRIATE BOX IN ITEM 2 ABOVE. IF YOU DO NOT CHECK A BOX, THE BENEFICIAL OWNER WILL BE DEEMED TO HAVE SELECTED THE CASH ELECTION.

3. The undersigned certifies that listed below (or attached hereto) is a true and accurate schedule of the Beneficial Owners who have indicated that they have accounts at other financial institutions and have voted the Beneficial Owner Ballots transmitted to them by such financial institutions (please use additional sheets of paper if necessary):

<u>Your Customer Name For Each Beneficial Owner</u>	<u>Name of Registered Holder Or Nominee Of Other Account</u>	<u>Customer Account Number Of Other Account (If Applicable)</u>	<u>Principal Amount</u>
1. _____	_____	_____	\$ _____
2. _____	_____	_____	\$ _____
3. _____	_____	_____	\$ _____
4. _____	_____	_____	\$ _____
5. _____	_____	_____	\$ _____
6. _____	_____	_____	\$ _____
7. _____	_____	_____	\$ _____
8. _____	_____	_____	\$ _____

By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of Notes whose votes are being transmitted by this Master Ballot has been provided with a copy of the Debtor's Disclosure Statement, the Plan, the order approving the Disclosure Statement, the notice of the confirmation hearing and objection dates, and any solicitation material ordered by the Court to be transmitted to holders of claims or interests entitled to vote on the Plan.

By signing this Master Ballot, the undersigned certifies that it is the registered or record holder or securities intermediary of the Notes to which this Master Ballot pertains and/or has full power and authority to vote to accept or reject the Plan and will submit evidence of same upon request. The undersigned also acknowledges that the tabulation of votes is subject to all terms and conditions set forth in the Disclosure Statement relating to the Plan.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Master Ballot is to be used by brokers, proxy intermediaries, or other nominees and/or intermediaries for casting votes to accept or reject the Plan on behalf of Beneficial Owners holding Notes.

Class 4 (Master)

This Master Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of any claim. The Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan. Holders should *not* surrender certificates representing their securities at this time, and the Debtor will *not* accept delivery of any such certificates surrendered together with this Master Ballot.

Name of Nominee: _____
(Print Or Type)

DTC Participant No.: _____

Signature: _____
(Signature Of Nominee Or Authorized Agent)

Print Or Type Name: _____

Title: _____

Address: _____

Telephone Number: _____

Date: _____

THIS MASTER BALLOT MUST BE RECEIVED BY 4:00 P.M., DELAWARE TIME, ON MARCH 24, 2005 BY THE BALLOTING AGENT OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED. YOU SHOULD NOT SUBMIT THE NOTES WITH THIS MASTER BALLOT.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT, OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (800) 322-2885.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AS AN AGENT FOR THE DEBTOR OR THE BALLOTING 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 DOCUMENTS ENCLOSED HEREWITH.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

American Banknote Corporation (the "Debtor") is soliciting votes on its Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated February 22, 2005 (the "Plan"), referred to in the Amended Disclosure Statement with Respect to Debtor's Amended Plan under Chapter 11 of the Bankruptcy Code, dated February 22, 2005, (the "Disclosure Statement"). Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

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 representing their securities, and MacKenzie Partners, Inc. ("the Balloting Agent") will not accept delivery of such certificates together with this Master Ballot.

To have the vote of your customers count, you must forward the Solicitation Package to each beneficial interest holder of the Notes for voting and include a return envelope provided by and addressed to you, with sufficient lead time so that the beneficial holder may return the completed Ballot to you by 4:00 p.m., Delaware time, on March 24, 2005. You must summarize the individual votes of your respective beneficial holders from their Ballots on this Master Ballot, sign and return this Master Ballot so it is received by the Balloting Agent, at the address set forth on page 2 of the Ballot, not later than 4:00 p.m., Delaware time, on March 24, 2005 (the "Voting Deadline").

THIS MASTER BALLOT CANNOT BE USED BY BROKERS, PROXY INTERMEDIARIES OR OTHER NOMINEES OF BENEFICIAL OWNERS OR ENTITLEMENT OWNERS FOR NOTEHOLDERS WHOSE CLAIMS ARISING FROM OR UNDER THE NOTES ARE MORE THAN \$45,000.00. NOTEHOLDERS WHOSE CLAIMS ARISING FROM OR UNDER THE NOTES ARE MORE THAN \$45,000.00 MUST USE THE CLASS 3 (NOTE CLAIMS) BALLOT TO VOTE.

To complete the Master Ballot properly, take the following steps:

- (a) Provide appropriate information for each of the items on the Master Ballot. Please note that Item 2 requests information for each individual Beneficial Owner for whom you hold Notes in your name who have returned ballots to you (the "Beneficial Holders"). Please identify the customer name of each such Beneficial Holder.
- (b) Vote to accept or reject the Plan in Item 1 for the Notes held by you as the registered or record holder on behalf of the Beneficial Holders.
- (c) Fill in the information requested in Item 2.
- (d) **PLEASE MAKE SURE YOU HAVE INDICATED THE DISTRIBUTION ELECTION SELECTED BY THE BENEFICIAL OWNERS OF THE NOTES BY CHECKING THE APPROPRIATE BOX IN ITEM 2. IF YOU DO NOT CHECK A BOX, THE BENEFICIAL OWNER WILL BE DEEMED TO HAVE SELECTED THE CASH ELECTION.**

- (e) Complete Item 3, if applicable.
- (f) Read the Master Ballot carefully.
- (g) Sign and date your Master Ballot.
- (h) If you are completing this Master Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing.
- (i) Provide your name and mailing address.
- (j) No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting ballots accepting the Plan. The Balloting Agent will provide you with sufficient solicitation packages to comply with these instructions.

Return this Master Ballot so that it will be received by the Balloting Agent by 4:00 p.m., Delaware time, on March 24, 2005.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL HOLDER BALLOT, OR THE OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT AT (800) 322-2885.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTOR OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY OR MAKE ANY STATEMENT ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.

Exhibit B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11
: :
AMERICAN BANKNOTE : Case No.: 05-10174 (PJW)
CORPORATION, : :
: :
Debtor. : :

**NOTICE OF HEARING TO CONSIDER CONFIRMATION
OF PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE THAT:

(1) By order dated _____, 2005, the United States Bankruptcy Court for the District of Delaware (the "Court") approved the Amended Disclosure Statement with Respect to Debtor's Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated February 22, 2005 (the "Plan"). Copies of the Plan and of the Disclosure Statement are on file with Clerk of the Court (the "Clerk"), 824 Market Street, 5th Floor, Wilmington, Delaware 19801, and may be reviewed Monday through Friday during regular business hours. Copies of the Disclosure Statement can be obtained from the Debtor's Balloting Agent,¹ MacKenzie Partners, Inc. at (800) 322-2885.

(2) A hearing to consider confirmation of the Plan will be held before The Honorable Peter J. Walsh, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 on April 8, 2005, commencing at 10:30 a.m. (Delaware time).

(3) Voting procedures for the Plan are set forth in the Disclosure Statement. For the reasons discussed therein, only holders of Claims and Equity Interests in Class 3 (Note Claims), Class 4 (Note Convenience Claims), Class 6 (SERP Claims), Class 7 (Equity Interests) and Class 8 (*De Minimis* Equity Interests) as of February 24, 2005 (the "Voting Record Date"), are entitled to vote to accept or reject the Plan. Only those persons who are entitled to vote to accept or reject the Plan are being sent (i) a copy of the Disclosure Statement with exhibits thereto including the Plan and (ii) a Ballot. The aforementioned documents may also be obtained by visiting the website www.bmcgroup.com/abn.

(4) On or before March 1, 2005, the Debtor caused a Ballot, together with copies of the Plan and Disclosure Statement, to be mailed to holders of claims entitled to vote to accept or reject the Plan.

¹ Terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

(5) Holders of Claims and Equity Interests in Class 1 (Other Priority Claims), Class 2 (Miscellaneous Secured Claims), Class 5 (Miscellaneous Unsecured Claims), and Class 9 (Other Priority Claims) are receiving this confirmation notice only.

(6) In order to be considered as a vote to accept or reject the Plan, a Ballot must be completed, executed, and received by the Balloting Agent, on or before 4:00 p.m. (Delaware time) on March 24, 2005 (the "Voting Deadline"). A Ballot shall not be deemed an acceptance or rejection unless it is received by the Balloting Agent on a timely basis and identifies a holder of a Claim and indicates a vote. Copies of (a) the Disclosure Statement (which includes a copy of the Plan as an exhibit), (b) a Ballot; and (c) other solicitation materials may be obtained by holders of Claims or Equity Interests by contacting the Balloting Agent, as follows:

MacKenzie Partners, Inc.
105 Madison Avenue, 14th Floor
New York, New York 10016
Att'n: Jeanne M. Carr
Telephone: (212) 929-5500
Telephone: (800) 322-2885
American Banknote Corporation

(7) In order to be considered by the Court, objections, if any, to confirmation of the Plan must (i) be in writing; (ii) state the name and address of the objecting party; (iii) state the nature of the Claim or interest of the objecting party; (iv) state with particularity the legal and factual bases for the objection; and (v) be filed with the Clerk of the Court and served (so as to be actually received no later than 4:00 p.m. (Delaware time) on March 30, 2005 on the following parties: (a) counsel for the Debtor, ANDREWS KURTH LLP (Att'n: Richard Baumfield) 450 Lexington Avenue, 15th Floor New York, NY 10017; and (b) co-counsel for the Debtor, COOCH AND TAYLOR (Att'n: Adam Singer) 824 Market Street Mall, 10th Floor Wilmington, DE 19801.

Dated: Wilmington, Delaware
_____, 2005

United States Bankruptcy Judge