

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**DEBTOR’S MOTION FOR AN ORDER PURSUANT TO FEDERAL
RULE OF BANKRUPTCY PROCEDURE 3003(c)(3) FIXING A
DEADLINE FOR THE FILING OF PROOFS OF CLAIM AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

American Banknote Corporation, a Delaware corporation, the above-captioned debtor and debtor in possession (the “Debtor”), by its undersigned proposed attorneys, for its motion (the “Motion”), pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure, for the entry of an order fixing a deadline for the filing of proofs of claim and approving the form and manner of notice with respect thereto, respectfully states as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this chapter 11 case and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

(a) The Debtor’s Business

2. The Debtor is a holding company which, through its subsidiaries in the United States, Brazil, France, and Argentina, is a provider of secure printed documents, printed and personalized secure and non-secure transaction and identification cards and systems, and a wide array of document management and transaction services and solutions.

3. The Debtor operates and manages its business based on geographic location along three principal product lines: Transaction Cards and Systems; Printing Services and Document Management; and Security Printing Solutions.

4. The Debtor's principal subsidiaries are: American Bank Note Company ("ABNCO") a New York Corporation (and the Debtor's domestic operating subsidiary), American Bank Note Ltd. ("ABNB"), a 77.5% owned Brazilian company, CPS Technologies, S.A., a French company, and Transtex S.A., an Argentine company.

5. Only the Debtor is the subject of this Chapter 11 case. None of the Debtor's subsidiaries is a debtor under the Bankruptcy Code.

(b) The First Chapter 11 Proceeding

6. On December 8, 1999, the Debtor filed its first Chapter 11 petition (the "First Bankruptcy") in the United States Bankruptcy Court for the Southern District of New York ("NY Bankruptcy Court"). None of the Debtor's affiliates or subsidiaries filed bankruptcy petitions as part of the First Bankruptcy.

7. On September 12, 2000, the Debtor's Amended Disclosure Statement with Respect to the Debtor's Fourth Amended Plan of Reorganization was approved by the NY Bankruptcy Court. On August 22, 2002, the Debtor's Fourth Amended Plan of Reorganization was confirmed by the NY Bankruptcy Court (the "2002 Plan"). The NY Bankruptcy Court entered an order closing the Debtor's First Bankruptcy on January 12, 2005.

(c) The Debtor's Capital Structure

8. The Debtor presently has \$108 million outstanding under the 10% Notes due 2005 (the "Notes"), which mature on January 31, 2005. The Notes are secured by a pledge of the stock of certain of the Debtor's subsidiaries. These Notes were restructured pursuant to the Debtor's 2002 Plan, under which \$56.5 million principal amount of Notes were reinstated at par value, with accrued

interest and a two percent consent fee paid in the form of additional Notes, which in total aggregated approximately \$79.0 million of the Notes. Under the 2002 Plan, the Debtor also agreed to exchange approximately \$8.0 million principal amount of its 11⁵/₈% Notes due August 1, 2002, which, with accrued interest and consent fees, aggregated approximately \$12.6 million in Notes. As a result, on the effective date of the 2002 Plan, the total amount of Notes was \$91.6 million. Interest payments on the Notes after the effective date of the 2002 Plan, which occurred semi-annually on December 1, 2002, June 1, 2003, December 1, 2003, June 1, 2004 and December 1, 2004 were paid in kind at the Debtor's option in accordance with its rights under the Indenture to the Notes, dated as of May 15, 1992, as modified on May 31, 1994 and October 1, 2002, between the Debtor and HSBC Bank USA (the "Notes Indenture").

9. Pursuant to the 2002 Plan, 11,828,571 shares of the Debtor's common stock ("Old Common Stock") were issued, which included 1,428 shares of Old Common Stock issued pursuant to a rights offering. Each share of Old Common Stock represents one voting right and the Old Common Stock does not have any pre-emptive rights. Dividends on the Old Common Stock are payable solely at the discretion of the Debtor's Board of Directors and are restricted pursuant to the terms of the Notes Indenture.

(d) Realignment of Operations

10. During the past several years, the Debtor has undergone several major restructurings of its operations and has made strategic decisions to (i) restructure, consolidate, and reduce its manufacturing costs, (ii) diversify and expand its products and services in the major geographic regions where it conducts business, (iii) package complete "end-to-end" transaction, printing fulfillment and distribution solutions, products and services to retain and grow market share, and (iv) create strategic joint ventures and alliances with partners who provide strong technology and/or value added products that are complementary to its business. These restructurings and strategic decisions

were directed at reducing the Debtor's reliance on maturing product lines which have been declining, in favor of new products and services with growth potential albeit at significantly lower gross margins.

(e) Need For Chapter 11 Relief

11. Despite its restructuring efforts, over the past two years since the consummation of the 2002 Plan, the Debtor has been unable to generate sufficient cash flow from operations to either amortize or service its Notes, which are due on January 31, 2005. This factor combined with the Debtor's limited access to capital and financial markets for the purpose of obtaining new financing or raising equity to refinance the Notes has required the Debtor to seek this current restructuring.

12. The Debtor has also been plagued by several unfavorable economic factors most notable of which are: (i) the high degree of dependence on its Brazilian operations, which operate in a highly volatile economic environment that has caused significant foreign currency exchange rate variations and thereby directly impacted cash dividends available to be repatriated to the Debtor, (ii) declining markets at ABNCo in the United States as a result of diminishing overall demand for secure paper-based documents and ABNCo's inability to find sufficient new opportunities to completely offset this decline, (iii) competitive pricing and the loss of market share in France, and (iii) the political and economic instability that has occurred in Argentina which has resulted in tight credit markets and left uncertainty as to the ongoing stability of the Debtor's Argentine operations.

(f) The Debtor's Chapter 11 Filing

13. On the date hereof (the "Petition Date"), the Debtor filed its voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtor continues to operate its business and manage its properties as debtor in possession.

14. On the Petition Date, the Debtor also filed its Disclosure Statement with Respect to Debtor's Plan of Reorganization under Chapter 11 of the Bankruptcy Code and its Plan of

Reorganization under Chapter 11 of the Bankruptcy Code. This plan was negotiated with, and agreed to by, holders of approximately 80% of the Debtor's Notes (these holders also hold a majority of the Debtor's common stock). These holders have indicated that they will vote in favor of the plan as currently drafted.

Relief Requested¹

15. To facilitate the Debtor's determination of the nature, amount and status of all Claims (as defined in section 101(5) of the Bankruptcy Code) to be asserted in this chapter 11 case, the Debtor requests that, pursuant to Fed. R. Bankr. P. 3003(c)(3), the Court establish certain deadlines for the filing of proofs of claim in this chapter 11 case (the "Bar Dates").

(a) Creditors Who Must File Proofs of Claim

16. Fed. R. Bankr. P. 3003(c)(3) requires that the Court fix a deadline by which proofs of claim must be filed. The Debtor requests that the Court establish February 21, 2005 as the "General Bar Date" by which any Entity (as defined in section 101(15) of the Bankruptcy Code), except Governmental Units (as defined in section 101(27) of the Bankruptcy Code), holding prepetition Claims against the Debtor must file proofs of claim. Except as provided below, the General Bar Date will apply to all Entities holding Claims against the Debtor (whether secured, priority or unsecured) that arose prior to the Petition Date.

17. The General Bar Date applies to all prepetition Claims asserted by any Entity, except that the following Entities do not need to file proofs of claim:

- (i) Entities (a) whose Claims against the Debtor are not listed as "disputed", "contingent" or "unliquidated" in the Debtor's schedules and (b) who agree with the nature, classification, and amount of such Claims as set forth in the Debtor's schedules;

¹ The facts and circumstances supporting this Motion are set forth in the Affidavit of Patrick Gentile in Support of First Day Motions and Other Filings, filed contemporaneously herewith.

- (ii) Any person or Entity having a claim under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of the Debtor's chapter 11 case;
- (iii) Entities whose Claims against the Debtor have been allowed by, or paid pursuant to, an order of this Court;
- (iv) Any person or Entity that holds an interest in the Debtor, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interest, or warrants or rights to purchase, sell or subscribe to such a security or interest;
- (v) Any person or Entity that holds a claim solely against any of the Debtor's non-Debtor affiliates; and
- (vi) Individual holders of the 10 $\frac{3}{8}$ % Senior Notes, provided that the aggregate Claim of all of the Claims of such holders shall be filed by the indenture trustee for the 10 $\frac{3}{8}$ % Senior Notes.

18. The Debtor proposes that, subject to the provisions proposed in paragraph 19 hereof, any Entity whose prepetition Claim against the Debtor is not listed in the Debtor's schedules or is listed as disputed, contingent or unliquidated and that desires to participate in this chapter 11 case or share in any distribution in this chapter 11 case, and any Entity whose prepetition Claim is believed to be improperly classified in the Debtor's schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than set forth in the Debtor's schedules, must file a proof of claim on or before the General Bar Date.

19. The Debtor anticipates that certain creditors may assert Claims in connection with the Debtor's rejection of executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code. The Debtor proposes that, for any claim (a "Rejection Damage Claim") relating to the Debtor's rejection of an executory contract or unexpired lease that is approved by an order of the Court entered after entry of the order (the "Bar Date Order") entered with respect to this motion but before confirmation of the Plan, the "Rejection Bar Date" shall be the later of: (a) the General Bar

Date, and (b) 30 days after the entry of the order, pursuant to section 365 of the Bankruptcy Code, authorizing such rejection.

20. The Debtor proposes that, pursuant to 11 U.S.C. § 502(b)(9), the Court establish July 18, 2005, as the “Governmental Unit Bar Date” by which any Governmental Units holding prepetition Claims against the Debtor must file proofs of claim.

21. The Debtor further proposes that it shall retain the right to dispute or assert offsets or defenses against any filed Claim or any Claim listed or reflected in the Debtor’s schedules as to nature, amount, liability, classification or otherwise, or subsequently designate any Claim as disputed, contingent or unliquidated; provided, however, that if the Debtor amends its schedules to adversely change or alter a scheduled Claim against the Debtor in any way, then the affected claimant shall have until the thirty-third day after mailing of notice of such amendment to such creditor (the “Amended Schedule Bar Date”) to file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled Claims. Nothing set forth herein shall preclude the Debtor from objecting to any Claim, whether scheduled or filed, on any grounds.

(b) Effect of Failure to File Proofs of Claim

22. The Debtor proposes that, pursuant to Fed. R. Bankr. P. 3003(c)(2), any Entity that is required to file a proof of claim in this chapter 11 case (pursuant to the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure or the Bar Date Order) with respect to a particular Claim against the Debtor, but fails to do so in a timely manner, shall be forever barred, estopped, and enjoined from: (a) asserting any Claim against the Debtor, its successors or its assigns that (i) is in an amount that exceeds the amount, if any, that is set forth in the Debtor’s schedules as undisputed, noncontingent, and liquidated, or (ii) is of a different nature, is of a different priority, or in a different classification than the amount, if any, that is set forth in the Debtor’s schedules as undisputed, noncontingent, and liquidated (any such Claim being referred to as an “Unscheduled Claim”); and (b) voting upon, or

receiving distributions under, any plan in this chapter 11 case with respect to such Unscheduled Claim.

(c) Procedure for Providing Notice of Bar Dates and Filing Proofs of Claim

23. On or before January 28, 2005, the Debtor proposes to serve (i) all known creditors and their counsel (if known); (ii) all parties on the Service List as defined in subparagraph (c) of Rule 2002-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; (iii) all equity security holders; (iv) indenture trustees; (v) the United States Trustee; and (vi) all taxing authorities for the jurisdiction in which the debtor does business (collectively the “Notice Parties”) (a) notice of the Bar Dates substantially in the form of the notice attached hereto as Exhibit A and incorporated by reference (the “Bar Date Notice”); (b) a proof of claim form (the “Proof of Claim Form”) substantially in the form of Official Form No. 10 (copy attached as Exhibit B), as modified in certain limited respects to accommodate the Claims process in this case; and (c) instructions on completing the Proof of Claim Form substantially in the form accompanying Official Form No. 10 (the “Instructions”) (collectively, the “Notice Package”).

24. The Bar Date Notice states, among other things, that proofs of claim must be actually received by BMC Group, Inc. (the “Claims Agent”) no later than 4:00 p.m., on the applicable Bar Date. The Bar Date Notice also states that proofs of claim sent by mail must be sent to the Claims Agent at American Banknote Corporation c/o BMC Group, Inc. P.O. Box 911, El Segundo, California 90245, or if by messenger or overnight courier to American Banknote Corporation, c/o BMC Group, Inc., 1330 E. Franklin Avenue, El Segundo, California 90245.

25. The Debtor intends to mail the Notice Package by first class U.S. mail, postage prepaid, as near as practicable, but in no event later than January 28, 2005, to the Notice Parties. The mailing of the Notice Package no later than January 28, 2005 will ensure that potential holders of

Claims and holders of Claims that are scheduled by the Debtor as disputed, contingent and/or unliquidated will receive 23 days notice of the General Bar Date and, if applicable, of the scheduling of their Claim as disputed, contingent and/or unliquidated.

26. For any proof of claim to be validly and properly filed, a signed original of the completed Proof of Claim Form, together with accompanying documentation, must be actually received by the Claims Agent no later than 4:00 p.m., on the applicable Bar Date. Creditors are permitted to file proofs of claim in any manner of service that is in accordance with the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court, except facsimile. If a creditor wishes to receive acknowledgment of the Claims Agent's receipt of such creditor's proof of claim, such creditor must submit an additional copy of the proof of claim and a self-addressed stamped envelope.

Notice

27. Notice of this Motion has been given to (i) the United States Trustee and (ii) the *ad hoc* committee of Note holders. In light of the nature of the relief requested, the Debtor submits that such notice is good and sufficient, and no other or further notice is necessary or required.

No Prior Request

28. No prior motion for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtor respectfully requests that the Court enter an order granting the relief requested herein, (i) setting the General Bar Date, the Rejection Bar Date, the Governmental Unit Bar Date and the Amended Schedule Bar Date; (ii) establishing procedures for filing proofs of claim; (iii) approving the form and manner of notice of the Bar Dates; and (iv) granting the Debtor such other and further relief as this Court deems just and proper.

Dated: Wilmington, Delaware
January 19, 2005

ANDREWS KURTH LLP

By: *R. Baumfeld*
Paul N. Silverstein (PNS 5678)
Richard Baumfield (RB 1489)
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Proposed Co-Counsel to the Debtor
and Debtor-in Possession

EXHIBIT A

BAR DATE NOTICE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**NOTICE OF ENTRY OF BAR DATE ORDER
FIXING LAST DAY FOR FILING PROOFS
OF CLAIM AGAINST THE DEBTOR**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST:

American Banknote Corporation, Chapter 11 Case No. 05-_____ () (the "Debtor")

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the District of Delaware (the "Court") has entered an order (the "Bar Date Order") establishing February 21, 2005, as the general claims bar date (the "General Bar Date") and July 18, 2005 as the governmental units bar date (the "Governmental Units Bar Date") in this case. Except as described below, the Bar Date Order requires all Entities, as defined in § 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), including but not limited to persons, corporations, partnerships, estates, trusts, and the United States Trustee, that have or assert any prepetition Claims (as defined herein) against the Debtor, to file an original proof of claim with BMC Group, Inc. (the "Claims Agent") at the following address:

If by mail:

American Banknote Corporation
c/o BMC Group, Inc.
P.O. Box 911
El Segundo, CA 90245

If by overnight delivery or courier:

American Banknote Corporation
c/o BMC Group, Inc.
1330 E. Franklin Avenue
El Segundo, California 90245

so that such proof of claim is **filed and actually received on or before 4:00 p.m., on the General Bar Date or Governmental Units Bar Date, as applicable.**

For your convenience, enclosed with this Notice is a proof of claim form and official instructions for completing it.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTOR BELIEVES THAT YOU HAVE A CLAIM. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTOR OR IF THE CLAIM YOU HELD AS OF JANUARY 19, 2005 HAS BEEN PAID.

PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM

Pursuant to the Bar Date Order, all Entities holding Claims against the Debtor, except Governmental Units (as that term is defined in section 101(27) of the Bankruptcy Code) (whether secured, priority or unsecured) that arose prior to January 19, 2005 (the "Petition Date") are required to file proofs of claim by the General Bar Date, including, without limitation: (i) creditors whose Claims against the Debtor arise out of the rejection of executory contracts or unexpired leases by the Debtor prior to or contemporaneously with the entry of the Bar Date Order; and (ii) Entities whose Claims against the Debtor arise out of the obligations of such Entities under a contract for the provision of liability insurance to a Debtor.

Any Entity whose Claim arises out of the rejection of an executory contract or unexpired lease (pursuant to section 365 of the Bankruptcy Code) after the entry of the Bar Date Order but prior to the entry of an order confirming a plan, must file a proof of claim on or before the later of (i) 30 days after the entry of the order authorizing the rejection of such contract or lease; and (ii) the General Bar Date (the "Rejection Bar Date").

Any Entity whose prepetition Claim against the Debtor is not listed in the Debtor's schedules or is listed as "disputed," "contingent" or "unliquidated" and that desires to participate in this case, and any Entity whose prepetition Claim is improperly classified in the schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that set forth in the schedules, must file a proof of claim on or before the General Bar Date.

Any Governmental Unit holding prepetition Claims against the Debtor, including, without limitation, Claims for unpaid taxes, whether arising from prepetition tax years or periods or prepetition transactions to which the Debtor was a party (whether secured, priority or unsecured) must file a proof of claim so that it is **filed and actually received on or before 4:00 p.m., on the Governmental Units Bar Date.**

If, subsequent to the mailing of this Notice, the Debtor amends its schedules of assets and liabilities ("Schedules") to change or alter a Claim against the Debtor in any way, then the affected claimant shall have 30 days from the date of service of notice thereof to file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled Claim (the "Amended Schedule Bar Date").

Any Entity holding an interest in the Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of stock in the Debtor, or warrants or rights to purchase, sell or subscribe to such a security or interest (any such interest being referred to as an "Interest"), need not file a proof of interest on or before the General Bar Date; *provided, however,* that Interest Holders who wish to assert a Claim against the Debtor that arises out of or relates to the ownership or purchase of an Interest, including Claims arising out of or relating to the sale, issuance or distribution of the Interest, must file a proof of claim on or prior to the General Bar Date, unless another exception set forth herein applies.

The Bar Date Order further provides that the following Entities need not file a proof of claim:

- (i) Entities (a) whose Claims against the Debtor are not listed as “disputed”, “contingent” or “unliquidated” in the Debtor’s schedules and (b) who agree with the nature, classification, and amount of such Claims as set forth in the Debtor’s schedules;
- (ii) Any person or Entity having a claim under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of the Debtor’s chapter 11 case;
- (iii) Entities whose Claims against the Debtor have been allowed by, or paid pursuant to, an order of this Court;
- (iv) Any person or Entity that holds an interest in the Debtor, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interest, or warrants or rights to purchase, sell or subscribe to such a security or interest;
- (v) Any person or Entity that holds a claim solely against any of the Debtor’s non-Debtor affiliates; and
- (vi) Individual holders of the 10³/₈% Senior Notes, provided that the aggregate Claim of all of the Claims of such holders shall be filed by the indenture trustee for the 10³/₈% Senior Notes.

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

Any Entity that is required to file a proof of claim, but that fails to do so in a timely manner, will be forever barred, estopped and enjoined from: (i) asserting any Claim against the Debtor that such Entity has that (a) is an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent and liquidated or (b) is of a different nature or in a different classification (any such Claim being referred to as an “Unscheduled Claim”) than that listed in the Schedules; and (iii) voting upon, or receiving distributions under, any plan of reorganization in this case with respect to an Unscheduled Claim. **If it is unclear from the Schedules whether your Claim is disputed, contingent or unliquidated as to the amount, or is otherwise properly scheduled and classified, you must file a proof of claim by the deadline established by the Bar Date Order applicable to your Claim.**

RESERVATION OF RIGHTS

The Debtor reserves the right to dispute, or to assert offsets or defenses against any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, nature, classification or otherwise. Nothing in this Notice shall preclude the Debtor from objecting to any Claim, whether scheduled or filed, on any grounds.

TIME AND PLACE FOR FILING PROOFS OF CLAIM

For any proof of claim to be validly and properly filed, a signed original of the completed proof of claim form, together with accompanying documentation, must be actually received by

BMC Group, Inc., Attention: American Banknote Corporation, 1330 E. Franklin Avenue, El Segundo, California 90245 no later than 4:00 p.m., on the applicable Bar Date.

Creditors are permitted to file proofs of claim in any manner of service, except facsimile, in accordance with the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court. If a creditor wishes to receive acknowledgment of the Claims Agent's receipt of such creditor's proof of claim, such creditor must submit with its original proof of claim an additional copy of the proof of claim and a self-addressed stamped envelope.

DEFINITION OF CLAIM

For purposes of this Bar Date Notice, "Claim" shall mean, as to or against the Debtor: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, fixed, contingent, matured, disputed, undisputed, legal, equitable, secured or unsecured; of (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

ADDITIONAL INFORMATION

If you require additional information regarding the procedure for filing a proof of claim, you should contact BMC Group, Inc., Attention: American Banknote Corporation, 1330 E. Franklin Avenue, El Segundo, California 90245, (310) 321-5555. If you require additional information on whether and how to prepare and file a proof of claim, you should contact an attorney.

Dated: Wilmington, Delaware
_____, 2005

ANDREWS KURTH LLP

By: _____
Paul N. Silverstein (PNS 5678)
Richard Baumfield (RB 1489)
450 Lexington Avenue
New York, NY 10017
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Proposed Co-Counsel to the Debtor
and Debtor-in Possession

EXHIBIT B

PROOF OF CLAIM FORM

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM		THIS SPACE IS FOR COURT USE ONLY	
In re: AMERICAN BANKNOTE CORPORATION		Case Number:			
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.		If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.	
Name of Creditor and Address:					
Creditor Telephone Number ()					
Creditor Federal Tax ID:		Account Or Other Number By Which Creditor Identifies Debtor:		Check here <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated: _____	
1. BASIS FOR CLAIM					
<input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned		<input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other (describe briefly) _____		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from: _____ to _____ <div style="text-align:right;">(date) (date)</div>	
2. DATE DEBT WAS INCURRED:			3. IF COURT JUDGMENT, DATE OBTAINED:		
4. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED:					
\$ _____ (unsecured)		\$ _____ (secured)		\$ _____ (unsecured priority) \$ _____ (Total)	
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.					
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.					
5. SECURED CLAIM			7. UNSECURED PRIORITY CLAIM		
<input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief description of collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____			<input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,925)*, earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____). <small>* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>		
6. UNSECURED NONPRIORITY CLAIM \$ _____					
<input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.					
8. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.					
9. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.					
10. DATE-STAMPED COPY: To receive an acknowledgment of your claim, please enclose a self-addressed, stamped envelope and an additional copy of this proof of claim.					
The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, on Month/Day, 2005 for Non-Government Claimants OR on or before Month/Day, 2005 for Governmental Units. BY MAIL TO: American Banknote Corporation c/o BMC Group PO Box 911 El Segundo, CA 90245 -0911			BY HAND OR OVERNIGHT DELIVERY TO: American Banknote Corporation c/o BMC Group 1330 East Franklin Ave El Segundo, CA 90245		
DATE SIGNED:		SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):			
		THIS SPACE FOR COURT USE ONLY			

INSTRUCTIONS FOR FILING PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to the general rules.

DEFINITIONS

DEBTOR

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

CREDITOR

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

PROOF OF CLAIM

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the court appointed Claims Agent, The BMC Group, Inc., at the address listed on the reverse side of this page.

SECURED CLAIM

A claim is a secured claim to the extent that the creditor has a lien on the property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before a bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim.)

UNSECURED CLAIM

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

UNSECURED PRIORITY CLAIM

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as Unsecured Nonpriority Claims.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed, the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the Claims Agent, BMC Group, all of this information is near the top of the notice:

Information about Creditor:

If not already accurately pre-printed, complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If (a) anyone else has already filed a proof of claim relating to this debt, (b) if you never received notices from the Claims Agent, BMC Group, about this case, (c) if your address differs from that to which the Claims Agent sent this notice, or (d) if this proof of claim replaces or amends a proof of claim that was already filed, check the appropriate boxes on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the applicable amounts, including the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

If your claim is a secured claim, check the appropriate boxes in this section. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured (See DEFINITIONS, above).

6. Unsecured Nonpriority Claim:

If your claim is an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim" (See DEFINITIONS, above), check the appropriate box in this section. If your claim is partly secured and partly unsecured, state here the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

7. Unsecured Priority Claim:

If your claim is an unsecured priority claim (See DEFINITIONS, above), check the appropriate boxes in this section, and state the amount entitled to priority. A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

8. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

9. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.

Be sure to date the claim and place original signature of claimant or person making the claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

Return claim form and attachments, if any. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy with any attachments to the Claims Agent, The BMC Group, Inc. at the address on the front of this form.