

1 UNITED STATES BANKRUPTCY COURT  
2 NORTHERN DISTRICT OF CALIFORNIA  
3 SANTA ROSA DIVISION  
4

5 In re  
6 COPIA: THE AMERICAN CENTER FOR  
7 WINE, FOOD, AND THE ARTS, a California  
8 nonprofit public benefit corporation,  
9  
10 Debtor.

Chapter 11

Case No. 08-12576

**BALLOT FOR ACCEPTING OR  
REJECTING THE JOINT CHAPTER 11  
PLAN OF LIQUIDATION**

11  
12 **Class 4 (Secured Claim of Secured Creditors – 2007 Bond Documents)**

13 ACA Financial Guaranty Corporation and the Debtor, Copia: The American Center for Wine, Food,  
14 and the Arts, have filed a Joint Plan of Liquidation, dated July 6, 2009, in this case. The Court  
15 has approved a Disclosure Statement as containing adequate information pursuant to Section 1125  
16 of the Bankruptcy Code with respect to the Joint Plan. The Disclosure Statement provides  
17 information to assist you in deciding how to vote your ballot. If you do not have a Disclosure  
18 Statement, you may obtain a copy from ACA's counsel at the contact information below. Court  
19 approval of the Disclosure Statement does not indicate approval of the Joint Plan by the Court.  
20 This Ballot may not be used for any purpose other than (i) for casting votes to accept or reject the  
21 Joint Plan or (ii) if you do not vote to accept or reject the Joint Plan, to opt out of the releases to be  
22 provided by you under Section XIII(D)(2) of the Joint Plan, and for making certain certifications  
23 related to the foregoing. If you believe you have received this Ballot in error, please contact ACA's  
24 counsel at the address or telephone number below.

25 **You should review the Joint Disclosure Statement and the Joint Plan before you vote. You  
26 may wish to seek legal advice concerning the Joint Plan and your classification and  
27 treatment under the Joint Plan. Your claim has been placed in Class 4 under the Joint Plan.  
28 If you hold claims in more than one class, you will receive a ballot for each class in which you  
are entitled to vote.**

**If your ballot is not received by ACA's counsel by the voting deadline, which is 5:00 p.m.  
(prevailing Pacific Time) on August 7, 2009, and such deadline is not extended, your vote  
will not count as either an acceptance or rejection of the Joint Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not  
you vote.**

1 **Item 1. Principal Amount of Class 4 Claims.**

2 The undersigned hereby certifies that it is holder of a Class 4 Claim in the unpaid amount of  
3 \$ \_\_\_\_\_.

4 **Item 2. Class 4 Claims Vote.**

5 The holder of the Class 4 Claim set forth in Item 1 votes to (*please check one*):

6  ACCEPT THE JOINT PLAN OF LIQUIDATION

7  REJECT THE JOINT PLAN OF LIQUIDATION

8  
9 **A VOTE TO ACCEPT THE JOINT PLAN CONSTITUTES AN ACCEPTANCE AND  
10 CONSENT TO RELEASES SET FORTH IN THE JOINT PLAN. PLEASE SEE SECTION  
11 XIII OF THE JOINT PLAN FOR FURTHER INFORMATION ABOUT THE RELEASES.**

12 **ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF A CLAIM OR INTEREST BUT  
13 WHICH INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE JOINT PLAN  
14 OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE JOINT  
15 PLAN WILL NOT BE COUNTED, PROVIDED, HOWEVER, THAT A PARTY THAT DOES  
16 NOT CAST A VOTE TO EITHER ACCEPT OR REJECT THE JOINT PLAN MAY OPT  
17 OUT OF THE RELEASES TO BE PROVIDED BY SUCH PARTY UNDER SECTION  
18 XIII(D)(2) OF THE JOINT PLAN BY CHECKING THE APPROPRIATE BOX IN ITEM 3  
19 BELOW.**

20 **Item 3. Releases.**

21 **COMPLETE THIS ITEM 3 ONLY IF YOU DID NOT VOTE TO EITHER ACCEPT OR  
22 REJECT THE JOINT PLAN IN ITEM 2 ABOVE.**

23 **Pursuant to the Joint Plan, if you return a Ballot and vote to accept the Joint Plan, you are  
24 automatically deemed to have accepted and consented to the release provisions in Section  
25 XIII(D)(2) of the Joint Plan. You are also deemed to have accepted and consented to the  
26 release provisions of Section XIII(D)(2) of the Joint Plan if you do not cast a vote with respect to  
27 the Joint Plan, unless you check the box below to opt out of the release provisions of Section  
28 XIII(D)(2) of the Joint Plan.**

The holder of the Class 4 Claim set forth in Item 1 elects to:

**OPT OUT OF THE RELEASE PROVISIONS IN SECTION XIII(D)(2)  
OF THE JOINT PLAN**

1 **Item 4. Certifications.**

2 By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Joint Plan  
3 Proponents:

- 4 (a) that either: (i) the Entity is the Holder of the Class 4 Claim being voted; or (ii) the  
5 Entity is an authorized signatory for the Entity which is the Holder of the Class 4  
6 Claim being voted;
- 7 (b) that the Entity has received a copy of the Disclosure Statement and Solicitation  
8 Package and acknowledges that the solicitation is being made pursuant to the terms  
9 and conditions set forth therein;
- 10 (c) that the Entity has cast the same vote with respect to all Class 4 Claims or interests in  
11 a single Class; and
- 12 (d) that no other Ballots with respect to the amount of the Class 4 Claim identified in  
13 Item 1 have been cast or, if any other Ballots have been cast with respect to such  
14 Claim, then any such earlier Ballots are hereby revoked.

13 Name of Holder: \_\_\_\_\_  
14 (Print or Type)

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

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

17 Name of Signatory: \_\_\_\_\_  
18 (If other than Holder)

19 Title: \_\_\_\_\_

20 Address: \_\_\_\_\_

21 \_\_\_\_\_

22 \_\_\_\_\_

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

24 \_\_\_\_\_

25 \_\_\_\_\_

26 \_\_\_\_\_

27 \_\_\_\_\_

28 \_\_\_\_\_

1 **Item 5. Voting Deadline and Return of Ballots.**

2 RETURN THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS **5:00 P.M.**  
3 **(PREVAILING PACIFIC TIME) ON AUGUST 7, 2009** BY MAIL, FAX, OR EMAIL TO:

4 Matthew A. Richards  
5 Nixon Peabody LLP  
6 One Embarcadero Center, Suite 1800  
7 San Francisco, CA 94111-3600  
8 Email: [mrichards@nixonpeabody.com](mailto:mrichards@nixonpeabody.com)  
9 Fax: (866) 904-7778  
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