

ZOUNDS, INC.

PLAN VOTING INSTRUCTIONS

You have received this package because you are a creditor of Zounds, Inc., a Chapter 11 debtor in a reorganization case in the U.S. Bankruptcy Court for the District of Arizona. Zounds filed a *Plan of Reorganization* and an *Amended Disclosure Statement In Support of Plan of Reorganization*. Because you are a creditor in a class under the Plan that is entitled to vote to accept or reject the Plan, you have received the following in this package:

1. A **CD** for use in your computer (PC or Mac) containing the following documents:
 - a) The **Disclosure Statement**, which contains extensive information about Zounds and about the Plan, together with the Disclosure Statement's exhibits (which include the Plan itself and important financial data)
 - b) A **notice** regarding the Bankruptcy Court hearing to confirm the Plan; and
 - c) The **order** of the Bankruptcy Court approving the Disclosure Statement.
2. A **Ballot** for you to fill out and send in indicating your acceptance or rejection of the Plan.
 - » **Holders of Secured Notes (Series D) should use the BLUE Class 4 ballot.**
 - » **Holders of all unsecured claims, including unsecured notes (Series C) and lease rejection claims, should use the YELLOW Class 6 ballot.**

**IT IS IMPORTANT THAT YOU READ THE MATERIALS IN THIS PACKAGE.
YOUR QUESTIONS WILL ALMOST SURELY BE ANSWERED
IF YOU READ THESE DOCUMENTS.**

If you do not have access to a computer or cannot read the CD, you may obtain paper copies of the documents on the CD by contacting Karen Graves at 602-528-4810. The documents on the CD are also available at the following web address:

<http://www.sierracms.com/PublicAccess/CaseDocuments.aspx?CaseId=72>

If after reading the enclosed materials you still have questions regarding Zounds' Chapter 11 case, the Plan, or how to complete and submit your Ballot, you may contact Zounds' bankruptcy counsel by phoning Jordan Kroop, Esq. or Bradley Cosman, Esq. at 602-528-4000. Please understand that Zounds' counsel cannot give you legal advice. If you have legal questions regarding your rights, you should consult with your own lawyer.

Zounds believes strongly that the Plan provides for the best possible recovery for creditors and encourages you to vote to accept the Plan and submit your accepting Ballot by the deadline of **July 31, 2009 at 5:00 p.m. Arizona time**. Instructions for filling out and submitting your Ballot are on the Ballot itself. Thank you for your careful consideration of these important materials.