



Z Trim Holdings, Inc.

1011 Campus Drive, Mundelein, IL 60060
(847) 549-6002 • Fax: (847) 549-6028 • www.ztrim.com

Dear Z Trim Holdings, Inc. Stockholder:

A reverse stock split of the common stock of Z Trim Holdings, Inc. ("Z Trim") occurred effective as of the close of business on February 6, 2009. Pursuant to this reverse stock split, each thirty (30) shares of common stock of Z Trim issued and outstanding as of the date following the reverse stock split was converted into one (1) share of Z Trim common stock. As a result of the reverse stock split, holders of certificates representing pre-split shares of Z Trim common stock have the right to receive, upon surrender of their certificates representing such pre-split shares of Z Trim common stock, new certificates representing post-split shares of Z Trim common stock at the ratio of one (1) share of post-split Z Trim common stock for every thirty (30) shares of pre-split Z Trim common stock.

Fractional shares of post-split Z Trim common stock will not be issued as a result of the reverse stock split; instead, the transfer agent will aggregate all fractional shares and sell them as soon as practicable at prevailing prices on the open market. Holders of pre-split shares of Z Trim common stock who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split will receive an amount in cash equal to their prorata share of the total net proceeds of that sale for such fractional interests upon the surrender to American Stock Transfer and Trust Company, the Exchange Agent, of certificates representing such shares. No transaction costs will be assessed on this sale.

All Z Trim Stockholders must complete, date, sign and return the enclosed Letter of Transmittal to American Stock Transfer and Trust Company, along with all of your certificates representing pre-split shares of Z Trim common stock. We suggest that you mail the shares in a traceable manner (e.g. registered mail, overnight courier, etc.) Any person holding more than one certificate representing pre-split shares of Z Trim common stock must surrender all such certificates registered in such person's name in order to receive payment for fractional interests and/or a new certificate representing the number of shares of post-split Z Trim common stock to which such person is entitled.

Only upon receipt of your properly completed Letter of Transmittal and your certificate(s) representing pre-split shares of Z Trim common stock will American Stock Transfer and Trust Company forward you your new certificates and/or payment. **Additionally, holders of pre-split certificates who are entitled to receive post-split shares of Z Trim common stock will not become a shareholder of record until the pre-split certificates are sent to American Stock Transfer and Trust Company with a properly completed Letter of**

Transmittal. Please read and follow all instructions on the Letter of Transmittal, and direct any questions you might have to American Stock Transfer and Trust Company at (877) 248-6417 or (718) 921-8317.

By order of the Board of Directors



Secretary-Treasurer