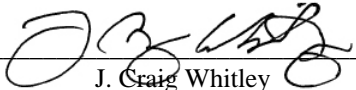


FILED & JUDGMENT ENTERED  
Steven T. Salata  
  
Jul 29 2016  
  
Clerk, U.S. Bankruptcy Court  
Western District of North Carolina



  
J. Craig Whitley  
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF NORTH CAROLINA  
Charlotte Division**

**IN RE:**

**GARLOCK SEALING TECHNOLOGIES  
LLC, et al.,**

**Debtors.<sup>1</sup>**

Case No. 10-BK-31607

Chapter 11

Jointly Administered

**ORDER APPROVING DISCLOSURE STATEMENT AND ESTABLISHING  
CONFIRMATION PROCEDURES**

Upon the Motion to Approve the Disclosure Statement for Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc (“**Disclosure Statement Motion**”) (Docket No. 5333) and the Motion for Entry of an Order Approving Solicitation and Confirmation Procedures and Schedule for Confirmation of the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc (“**Confirmation**”)

<sup>1</sup> The debtors in these jointly administered cases are Garlock Sealing Technologies LLC (“**Garlock**”); Garrison Litigation Management Group, Ltd. (“**Garrison**”); and The Anchor Packing Company.

**Procedures Motion**") (Docket No. 5341); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Disclosure Statement Motion and Confirmation Procedures Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Disclosure Statement Motion and Confirmation Procedures Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor,<sup>2</sup>

**IT IS HEREBY ORDERED THAT:**

1. The Disclosure Statement Motion and the Confirmation Procedures Motion are granted.
2. The Disclosure Statement (filed as Docket No. 5444) is approved as providing adequate information for holders of claims and equity interests to make a decision as to whether to vote to accept or to reject the Plan.
3. The Debtors shall solicit the votes of holders of claims in the following classes: Class 5 (Asbestos Claims) and Class 9 (GST/Garrison Equity Interests). No other classes of claims or equity interests are impaired by the Plan.
4. The deadline to vote on the Plan (the "**Voting Deadline**") shall be **December 9, 2016**.
5. The Solicitation and Voting Procedures (the "**Voting Procedures**") attached to this Order as **Exhibit 1** are hereby approved.

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<sup>2</sup> As used herein, the term "**Plan**" refers to the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, filed May 20, 2016 (Docket No. 5331) as it may be from time to time amended, supplemented or modified. Unless otherwise defined herein, all capitalized terms have the respective meanings ascribed to them in the Plan.

6. The forms of Ballots attached to this Order as **Exhibits 2A, 2B, and 2C** are hereby approved.

7. All ballots accepting or rejecting the Plan must be received by the Balloting Agent (Rust/Omni) by the Voting Deadline.

8. The Court may extend or otherwise modify the period during which votes will be accepted, in which case the Voting Deadline shall mean the last time and date to which the Court extends solicitation of ballots.

9. Pursuant to Bankruptcy Code § 502(c) and Fed. R. Bankr. P. 3018(a), the Court shall temporarily allow each Class 5 Asbestos Claim, for voting purposes only, wherein the Asbestos Claimant (or such Asbestos Claimant's attorney) completes and submits a Class 5 individual or master ballot (in the form attached to this Order) by the Voting Deadline and certifies, under penalty of perjury, that the following matters are true and correct to the best of Asbestos Claimant's (or such Claimant's attorney's) knowledge, information, and reasonable belief:

- a. the claimant is an Asbestos Claimant (as defined in the Plan) whose claim has not been dismissed with prejudice, has not been settled and paid, and is not known to be time-barred;
- b. the person upon whose injury the Asbestos Claim (as defined in the Plan) is based (the "**Injured Party**") was diagnosed with malignant mesothelioma, asbestos-related cancer (*i.e.*, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, or stomach cancer), severe asbestosis, or disabling asbestosis, or non-disabling asbestosis (all such diseases other than mesothelioma are hereinafter referred to as "**Other Diseases**"), based on, or as evidenced in,

medical records or similar documentation in the possession of the Asbestos Claimant, his or her attorney, or the physician of the Asbestos Claimant or Injured Party;

- c. the Injured Party, as indicated in the individual ballot or master ballot exhibit, was exposed to asbestos released from asbestos-containing gaskets or packing manufactured, produced, fabricated, distributed, supplied, marketed, included as a component part, or sold by Garlock or Coltec (“**Asbestos Exposure**”);<sup>3</sup>
- d. if the Asbestos Claimant (or such Claimant’s attorney) asserts that his/her Claim has been liquidated by settlement or judgment, the Asbestos Claimant (or such Claimant’s attorney) must certify that the Asbestos Claim has been liquidated by settlement or judgment and provide the asserted liquidated amount; and
- e. if these certifications are made by the Asbestos Claimant’s attorney, the attorney is authorized by such Claimant to vote on the Plan on his or her behalf, and to represent that the Injured Party has (or, if deceased, had) the disease noted on the ballot and Asbestos Exposure.

10. Class 5 Asbestos Claimants (or their attorneys) making the certifications in paragraph 9 shall be temporarily allowed for voting purposes only in the amount of \$10,000 (for Claims based on mesothelioma) or \$1 (for Claims based on any of the Other Diseases), except Asbestos Claimants (or attorneys) further certifying they hold a liquidated Claim, in which event such liquidated Claim shall be temporarily allowed for voting purposes only in the asserted liquidated amount.

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<sup>3</sup> For purposes of this certification, the term “**Coltec**” includes, but is not limited to, the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

11. Attorneys for multiple Class 5 Asbestos Claimants shall be permitted to cast votes for such Claimants using the form of master ballot attached to this Order.

12. In connection with the Plan and after commencing its bankruptcy case, Coltec will seek a bar date requiring Coltec Asbestos Claimants to file a proof of claim on or before **March 24, 2017** (the “**Coltec Asbestos Claim Bar Date**”). If Coltec’s request is granted, Coltec Asbestos Claimants will be required to file a proof of claim on or before the Coltec Asbestos Claims Bar Date if their Coltec Asbestos Claim is based on an asbestos-related disease that was diagnosed on or before August 1, 2014, for which a lawsuit against any defendant or a claim against any asbestos trust was filed on or before August 1, 2014, unless the Claimant or his/her attorney (i) submitted by October 6, 2015, a proof of claim or ballot (or a master ballot was submitted on such Claimant’s behalf by such date) on account of a GST Asbestos Claim in connection with the now-superseded Second Amended Plan; or (ii) submitted by the **December 9, 2016** Voting Deadline a ballot (or a master ballot was submitted on such Claimant’s behalf by the Voting Deadline) on the Plan now proposed. Such timely ballots and master ballots cast with respect to the Plan now proposed will be treated as proofs of claim for purposes of the Coltec Asbestos Claim Bar Date.

13. Any Asbestos Claimant who cannot, by the Voting Deadline, make the certifications in paragraph 9, may move for temporary allowance for voting purposes. Any such motion must be filed no later than **December 9, 2016**, and any such Claimant that does not move for temporary allowance by that time shall be deemed to have waived his or her right to vote on the Plan. All parties’ rights to object to such motion for temporary allowance for voting purposes are preserved by this Order. If the Court enters an order granting the Claimant’s motion for temporary allowance, the Claimant will be entitled to submit a ballot in the amount and by the

deadline specified by such order, and such ballot, if completed and signed in accordance with such order and the Voting Procedures, shall be deemed timely, and the Balloting Agent shall count or tabulate such ballot, even if such ballot is submitted after the Voting Deadline. Unless an Asbestos Claimant who cannot, by the Voting Deadline, make the certifications in paragraph 9 moves for temporary allowance for voting purposes and the Court grants such motion, such claimant shall not be entitled to vote on the Plan.

14. Notwithstanding any language to the contrary in this Order, no entity named as a defendant in asbestos litigation shall be eligible to vote on the Plan as an Asbestos Claimant, unless (i) such entity has timely filed in accord with any applicable bar date in the form of Official Bankruptcy Form No. 410 and files a motion for temporary allowance of its claim for voting purposes; and (ii) the Court grants such motion for temporary allowance. Any such motion must be filed no later than **December 9, 2016**, and any such entity who does not move for temporary allowance by that time shall be deemed to have waived its right to vote on the Plan. All parties' rights to object to such Claim and to such motion for temporary allowance for voting purposes are preserved by this Order.

15. No party needs to file objections to allowance of Asbestos Claims for purposes other than voting. The Plan does not contemplate that the Bankruptcy Court will conduct allowance proceedings for Asbestos Claims. Instead, the Plan calls for Asbestos Claims to be channeled to a trust for processing and, if eligible, payment under the Claims Resolution Procedures.

16. Tabulation of votes—determination of the amount of claims voted, exclusion of ballots, and general voting procedures—shall proceed in accordance with the process outlined in the Voting Procedures. As ballots are received, on at least a weekly basis, the Balloting Agent

shall periodically prepare non-binding preliminary reports of ballots processed to date and summary results (which shall include, without limitation, the number of ballots and master ballots in each Class, and the claim amounts noted on those ballots and master ballots, that the Balloting Agent declined to count or tabulate for any reason during the reporting period, together with an identifier for, or hyperlink to, each of those rejected ballots and master ballots that will enable parties to inspect them on the Balloting Agent's website), and the Balloting Agent shall transmit such report by email, on at least a weekly basis, to counsel for the Debtors, the Official Committee of Asbestos Personal Injury Claimants ("**ACC**"), the Future Asbestos Claimants' Representative ("**FCR**"), and Coltec. Such preliminary reports shall not be binding on any party or the Balloting Agent. In addition, the Balloting Agent shall, on or before **December 30, 2016**, notify the affected Claimant, or his agent, the Debtors, the ACC, and the FCR of any ballot, master ballot, or portion of a master ballot that the Balloting Agent has declined to count or tabulate for any reason and identify the reason that the Balloting Agent has declined to count or tabulate such ballot or master ballot. Any decision of the Balloting Agent not to count or tabulate any ballot, master ballot, or portion of a master ballot shall be reviewable by the Court on motion served on the Debtors, the FCR, and the ACC.

17. The Balloting Agent shall file a certification of ballots on or before **December 30, 2016**. If pending motions or any other matters may affect the voting results, a representative of the Balloting Agent shall attend the Confirmation Hearing to prepare and submit an updated certification of ballots.

#### **Miscellaneous**

18. The Balloting Agent shall post on its website all Ballots received, after redacting any information required to be redacted by Federal Rule of Bankruptcy Procedure 9037.

19. The notice program developed by Kinsella Media is reasonably calculated to provide notice to known and unknown claimants of the Plan, the Disclosure Statement, the Plan Documents, the Voting Deadline and solicitation procedures, and the Confirmation Hearing, and accordingly such notice program is approved.

20. The Confirmation Hearing Notice (attached as **Exhibit 3**), the Notice of Non-Solicitation and Non-Voting Status (attached as **Exhibit 4**), the Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants (attached as **Exhibit 5**), and the form of Publication Notice (attached as **Exhibit 6**) are approved.

21. Any entity that holds a claim or equity interest against or in Garlock, Garrison, or Anchor, or otherwise has standing as a party in interest to object to the Plan shall file any and all objections to the Plan no later than **December 9, 2016**. Under the Plan, the Debtors will seek a further order requiring any entity who holds a claim or equity interest against or of Coltec or otherwise has standing as a party in interest to object to the Plan by virtue of its relationship to Coltec ("**Coltec Objecting Parties**") to file any and all objections to the Plan by **March 24, 2017**.

22. The Confirmation Hearing shall begin on **May 15, 2017**.

23. The Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein.

24. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

This Order has been signed electronically. The judge's signature and court's seal appear at the top of the Order.

United States Bankruptcy Court