

**ATTENTION PERSONS WHO HOLD CLAIMS AGAINST GARLOCK SEALING TECHNOLOGIES LLC AND/OR AGAINST COLTEC INDUSTRIES INC:**

**SOLICITATION OF APPROVAL OF THE PLAN AND THE VOTING PROCEDURES SET FORTH BELOW APPLY NOT ONLY WITH RESPECT TO THE THREE DEBTORS, GARLOCK SEALING TECHNOLOGIES LLC; GARRISON LITIGATION MANAGEMENT GROUP, LTD.; AND THE ANCHOR PACKING COMPANY, IN THE BELOW-CAPTIONED BANKRUPTCY CASE, BUT ALSO APPLY TO COLTEC INDUSTRIES INC WITH RESPECT TO A NEW ENTITY NAMED OLDSCO, LLC (WHICH WILL BE A SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC) PRIOR TO ITS FILING OF A VOLUNTARY PETITION UNDER CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE.**

**ACCORDINGLY, THESE VOTING PROCEDURES CALL FOR PERSONS WHO HOLD ASBESTOS CLAIMS AGAINST GARLOCK SEALING TECHNOLOGIES AND/OR AGAINST COLTEC INDUSTRIES INC TO VOTE TO ACCEPT OR REJECT THE PLAN, EVEN THOUGH NO CHAPTER 11 CASE HAS YET BEEN COMMENCED FOR OLDSCO, LLC.**

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

<p>IN RE:</p> <p>GARLOCK SEALING TECHNOLOGIES LLC, et al.,</p> <p style="text-align: center;">Debtors.<sup>1</sup></p>	<p>Case No. 10-BK-31607</p> <p>Chapter 11</p> <p>Jointly Administered</p>
<p>IN RE:</p> <p>OLDSCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC,</p> <p style="text-align: center;">Debtor.</p>	<p>Case No. [Not yet filed]</p> <p>Chapter 11</p> <p>[Joint Administration To Be Requested]</p>

**SOLICITATION AND VOTING PROCEDURES**

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

**FOR THE JOINT PLAN OF REORGANIZATION OF GARLOCK SEALING TECHNOLOGIES LLC, ET AL. AND OLDSCO, LLC, PROPOSED SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, DATED MAY 20, 2016**

The following Solicitation and Voting Procedures (the “**Voting Procedures**”), entered in connection with the Court’s Order Approving Disclosure Statement and Establishing Procedures for Solicitation for the Joint Plan (the “**Order**” or “**Confirmation Procedures Order**”), govern the distribution of solicitation materials with respect to the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (as it may be from time to time amended, supplemented or modified, the “**Plan**”) and other procedures relating to solicitation. Capitalized terms used herein shall have the meanings defined herein, in the Order, or the Plan. Ballots and voting instructions to be used in connection with these Voting Procedures are attached hereto.

These Voting Procedures apply to Asbestos Claims, which includes GST Asbestos Claims and Coltec Asbestos Claims; and, accordingly, apply to Claimants who hold a GST Asbestos Claim and/or a Coltec Asbestos Claim. As detailed below, each Asbestos Claimant needs to vote only once and shall have only one vote allowed whether or not he/she holds both a GST Asbestos Claim and a Coltec Asbestos Claim.

1. **Summary of Solicitation and Confirmation Schedule:** The below lists the various deadlines and events of the solicitation and confirmation process outlined herein:

<u><b>Event</b></u>	<u><b>Date</b></u>
Voting Record Date	<b>July 1, 2016</b>
Solicitation Distribution Date	<b>August 22, 2016</b>
Voting Deadline	<b>December 9, 2016</b>
Deadline for GST Creditors Confirmation Objections	<b>December 9, 2016</b>

Claimant Motions for Temporary Allowance for Voting Purposes	<b>December 9, 2016</b>
Responses to Claimant Motions for Temporary Allowance	<b>December 30, 2016</b>
Deadline for Balloting Agent’s Certification of Ballots & Notice of Disqualified Ballots	<b>December 30, 2016</b>
OldCo, LLC – Anticipated Petition Date	<b>January 31, 2017</b>
OldCo, LLC – Anticipated First Day Motion Hearing	<b>February 1, 2017</b>
OldCo, LLC – Bar Date; OldCo Creditors Confirmation Objections	<b>March 24, 2017</b>
Confirmation Hearing & OldCo Discl. Statement Approval	<b>May 15, 2017</b>

2. **Purposes of Solicitation:** Under the terms of the Plan, Class 5 (Asbestos Claims) and Class 9 (GST/Garrison Equity Interests) are the only classes of Claims or Equity Interests impaired by the Plan. The purpose of this solicitation is to determine whether these classes of Claims or Equity Interests accept or reject the Plan and, with respect to holders of Asbestos Claims, whether 75% or more of those who vote accept the Plan.

3. **Previously Established Bar Dates—Effect of Prior Ballots as Satisfying Bar Date:** By prior orders, the Bankruptcy Court fixed September 30, 2014, as the bar date for filing proofs of claim for Settled GST Asbestos Claims (Docket No. 3854, entered July 9, 2014), and October 6, 2015, as the bar date for filing proofs of claim for some (but not all) current unliquidated GST Asbestos Claims (Docket No. 4542, entered April 10, 2015). Notwithstanding the voting process for the new Plan, the previously ordered bar dates for the submission of proofs of claim remain operative, subject to the Bankruptcy Court’s power to grant relief therefrom.

In 2015, the Debtors solicited ballots with respect to a previous plan, under a voting deadline of October 6, 2015. Under the governing order, ballots certified and submitted by Claimants or their attorneys on or before that previous voting deadline satisfied the bar date for current unliquidated GST Asbestos Claims (Docket No. 4542). The previous plan has been superseded, however, by the Plan now proposed. Asbestos Claimants wishing to vote on the new Plan must therefore submit new ballots by the December 9, 2016 Voting Deadline established by these Voting Procedures ordered by the Bankruptcy Court.

4. **Notice Program:** Debtors will give notice of the Confirmation Hearing and the opportunity to obtain a Solicitation Package through the notice program (the “**Notice**

**Program**”) developed by Kinsella Media, which includes three basic components: (1) direct notice to known Claimants through mailing, including, for Asbestos Claimants, mailing to such Asbestos Claimants’ attorneys; (2) broad national and local published notice through national and local paid print and broadcasts; and (3) direct notice to third-party entities and organizations likely to have contact with Asbestos Claimants.

- 5. Availability of the Solicitation Package on the Internet or from the Balloting Agent:** The contents of the Solicitation Package will be available via the internet at a URL to be designated in the final forms of notice. Any person will be able to obtain a copy of the Solicitation Package in portable document format (.pdf) at no cost. In addition, any Entity asserting that it is an interested party may request a Solicitation Package from the Balloting Agent and the Balloting Agent will send a Solicitation Package to the requesting Entity. The Balloting Agent is authorized to send the Solicitation Package to all such requesting Entities via email, first-class mail, or overnight courier.

**6. Distribution of Solicitation Packages to Asbestos Claimants:**

As described in the Plan, Class 5 Asbestos Claims consist of GST Asbestos Claims and Coltec Asbestos Claims. The Balloting Agent will cause the Solicitation Packages to be served on Asbestos Claimants as follows:

**a. GST Asbestos Claims:**

**i. GST Asbestos Claimants Known to Debtors:**

- (a) If a proof of claim or previous ballot has been filed by or on behalf of a GST Asbestos Claimant (whether a liquidated or unliquidated GST Asbestos Claim), service will be made via first-class mail at the address contained in the proof of claim or previous ballot, unless a notice of change of address was filed after the proof of claim or previous ballot was filed and before the Voting Record Date, then service will be made at that address.
- (b) If a GST Asbestos Claim is listed in Debtors’ schedules and no proof of claim was required to be filed for the Claim by any previously entered bar date order, service will be made via first-class mail at the address identified in Debtors’ schedules.
- (c) If a proof of claim has not been filed on behalf of a GST Asbestos Claimant whose Claim is not set forth in Debtors’ schedules, service will be made via first class mail to the attorney who, based on the Garrison Asbestos Claims Database, the Mesothelioma Claim Questionnaire, or verified statements filed pursuant to Bankruptcy Rule 2019, represents a GST Asbestos Claimant, such Claimant at the attorney’s known address, or to the Claimant directly via first class mail if the Claimant is not represented by an attorney and the Claimant’s address is known to Debtors through the Garrison Asbestos Claims Database, the Mesothelioma Claim

Questionnaire, or verified statements filed pursuant to Bankruptcy Rule 2019.

- ii. **GST Asbestos Claims Not Known to Debtors:** GST Asbestos Claimants whose Claims are not known to Debtors may receive notice of the Plan and Disclosure Statement through the Notice Program or other means. GST Asbestos Claimants may obtain Solicitation Packages as provided in **Section 5** above.
  - b. **Coltec Asbestos Claims:**
    - i. **Coltec Asbestos Claims Known to Debtors:** For Coltec Asbestos Claimants whose Claims are identified as open in the Garrison Asbestos Claims Database, service will be made via first class mail to the attorney who, according to the Garrison Asbestos Claims Database, represents such Coltec Asbestos Claimant at the attorney's known address, or to the Claimant directly via first class mail if the Claimant is not represented by an attorney and the Claimant's address is recorded in the Garrison Asbestos Claims Database.
    - ii. **Coltec Asbestos Claims Not Known to Debtors:** Coltec Asbestos Claimants who are not known to Debtors may receive notice of the Plan and Disclosure Statement through the Notice Program or other means. Claimants may obtain Solicitation Packages as provided in **Section 5** above.
  - c. **Service on Attorneys:** If an attorney or law firm represents more than one Asbestos Claimant, the Balloting Agent will cause one Solicitation Package to be served upon such attorney or law firm with a list of the Asbestos Claimants believed to be represented by that attorney or law firm. If an attorney receives a Solicitation Package and wishes to transmit Solicitation Packages directly to his/her clients, such attorney shall, no later than **September 30, 2016**, give the Balloting Agent a written request for a specified number of Solicitation Packages and individual Ballots. Such requests must be sent to the Balloting Agent at its address listed in **Section 10.a** below. The Balloting Agent shall mail the Solicitation Packages and Ballots so requested by first-class mail to the attorney no later than **October 28, 2016**.
  - d. **Service on Indirect Claimants:** Debtors will serve a Solicitation Package on potential Indirect Claimants via first-class mail.
7. **Other Provisions for Distribution of Solicitation Packages and Related Notices:**
- a. **Distribution of Solicitation Packages to Other Parties:** The Balloting Agent will cause a Solicitation Package to be served upon parties in interest as well as other third parties pursuant to the Notice Program.

- b. **Determination of Claimants of Record/Assigned Claims:** Except as otherwise provided for herein, appropriate Solicitation Packages will be served upon the Claimants of record as of **July 1, 2016**, and the Debtors will have no obligation to cause a Solicitation Package to be served upon any subsequent Claimant (as evidenced by any notice of assignment of such Claim entered on the Bankruptcy Court's docket or official claims register maintained by Rust/Omni or that only becomes effective after the Voting Record Date or otherwise).

The assignee of a transferred and assigned Claim (whether filed or scheduled) shall be permitted to vote such Claim only if the transfer and assignment has been noted on the Bankruptcy Court's docket or official claims register and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on **July 1, 2016**.

- c. **Solicitation Distribution Date:** The Balloting Agent will cause Solicitation Packages to be distributed, as outlined above, on or before the Solicitation Distribution Date, **August 22, 2016**.
- d. **Distribution of Notification of Non-Solicitation and Non-Voting Status:** The Balloting Agent will cause a Solicitation Package and a Notification of Non-Solicitation and Non-Voting Status (in hard-copy form) to be served upon Priority Claimants (Class 1), Secured Claimants (Class 2), Workers' Compensation Claimants (Class 3), Intercompany Claimants (Class 4), GST General Unsecured Claimants (Class 6), Anchor Claimants (Class 8), and Other Debtor Equity Interests Holders (Class 10).

## 8. **Completion of Ballots and Eligibility to Vote:**

- a. **Voting Eligibility:** Asbestos Claims in Class 5 are deemed temporarily allowed for voting purposes if the Holders of Asbestos Claims submit a Ballot properly completed and certified by such Holder or his or her attorney on or before December 9, 2016, in accordance with these Voting Procedures. Holders of GST/Garrison Equity Interests in Class 9 are eligible to vote on the Plan.

Attorneys who represent multiple Asbestos Claimants may vote using the master ballots approved by the Court and attached to these Voting Procedures.

- b. **Special Procedures for Temporary Allowance for Voting Purposes of Asbestos Claimants:** As provided in the Order, Asbestos Claimants will be temporarily allowed, for voting purposes only, if the Claimant (or Claimant's attorney) submits a Ballot by the Voting Deadline and certifies, under penalty of perjury, that the following matters are true and correct to the best of such Claimant's (or such Claimant's attorney's) knowledge, information, and reasonable belief:

- i. 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;

- ii. the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”) was diagnosed with malignant mesothelioma, or lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis (all such diseases other than mesothelioma being referred to hereafter as “**Other Diseases**”), based on, or as evidenced in, medical records or similar documentation in the possession of the Claimant, his/her attorney, or the physician of the Claimant or Injured Party;
  - iii. 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>2</sup>
  - iv. if the Claimant asserts that his/her Claim has been liquidated by settlement or judgment, the Claimant (or his or her attorney) must certify that the Claim has been liquidated by settlement or judgment and provide the asserted liquidated amount; and
  - v. if these certifications are made by the Claimant’s attorney, the attorney is authorized by such Claimant to vote on the Plan on his/her behalf, and to represent that the Injured Party has (or, if deceased, had) the disease noted on the ballot and Asbestos Exposure.
- c. **Claimants Unable to Make Certifications for Temporary Allowance:** Any Asbestos Claimant who cannot, by the Voting Deadline, make these certifications shall not be eligible to vote on the Plan unless (i) such Claimant files a motion for temporary allowance of his/her Claim for voting purposes pursuant to **Section 8.e.** below and (ii) the Court grants such motion for temporary allowance.
  - d. **Defendants in Asbestos Lawsuits:** Notwithstanding any language to the contrary in these Voting Procedures and the Order, no Entity named as a defendant in asbestos litigation shall be eligible to vote on the Plan unless (i) such Entity has filed a proof of claim in the form of Official Bankruptcy Form No. 410 on or before any applicable bar date; (ii) such Entity files a motion for temporary allowance of its Claim for voting purposes pursuant to **Section 8.e.** below; and (iii) the Court grants such motion for temporary allowance.
  - e. **Motions for Temporary Allowance of Claims:** Any motion for temporary allowance of Asbestos Claims for voting purposes must be filed no later than

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<sup>2</sup> For purposes of the certification required by **Section 8.b.iii.** above, 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.

**December 9, 2016**, and any such Claimant who does not move for temporary allowance by that time shall be deemed to have waived his/her right to vote on the Plan. All parties' rights to object to such Claim and to such motion for temporary allowance for voting purposes have been preserved by order of the Court. If the Court enters an order, after temporary allowance proceedings pursuant to **Section 11.b.** below granting a 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, will be treated as timely, and the Balloting Agent will count or tabulate such ballot, even if such ballot is submitted after the Voting Deadline.

**9. Coltec Asbestos Claims Bar Date:**

- a. 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 the Bankruptcy Court grants Coltec's request, Coltec Asbestos Claimants will be required to file a proof of claim on or before the Coltec Asbestos Claims Bar Date if such 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;<sup>3</sup> 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 a proof of claim for purposes of the Coltec Asbestos Claim Bar Date.
- b. If the Bankruptcy Court grants Coltec's request, such proofs of claim, unless a proof of claim is not required by **Section 9.a.** or **ii.**, must be received by the Balloting Agent at the address in **Section 10** on or before the Coltec Asbestos Claim Bar Date.
- c. Even if the Bankruptcy Court grants a motion for temporary allowance of a Coltec Asbestos Claim for voting purposes, in accordance with **Section 8.e.** above, the Holder of such Coltec Asbestos Claim, or such Holder's attorney, will still be required to file a Ballot with the Balloting Agent at the address in **Section 10.a.** below on or before the deadline specified in the order granting the motion in order to have the Ballot treated as a proof of claim and thereby preserve such Coltec Asbestos Claim.

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<sup>3</sup> Pursuant to the GST Asbestos Claims Bar Date Order, ballots and master ballots properly completed and certified by Asbestos Claimants or their attorneys and submitted by October 6, 2015 are treated as proofs of claim.



**10. Return of Ballots and Filing of Proofs of Claim:**

- a. **Place to Send Completed Ballots or Proofs of Claim:** All Ballots and Proofs of Claim should be returned to the Balloting Agent by first-class mail or courier to the following address:

Garlock Sealing Technologies LLC, et al.  
c/o Rust Consulting/Omni Bankruptcy  
Attn: Balloting Agent  
5955 DeSoto Avenue, Suite 100  
Woodland Hills, CA 91367

- b. **Deadline for Receiving Completed Ballots:**

- i. All Ballots must be *actually received* by the Balloting Agent by the Voting Deadline. Ballots received after the Voting Deadline will not be counted. The Balloting Agent will NOT accept Ballots submitted by facsimile transmission or electronic means.
- ii. The Balloting Agent will date-stamp all Ballots it receives.

- c. **Public Access/Maintenance of Ballots:** The Balloting Agent shall post on its website all Ballots received, after redacting telephone numbers and any information required to be redacted by Federal Rule of Bankruptcy Procedure 9037.

**11. Tabulation of Ballots — Determination of Amount of Claims Voted:** With respect to the tabulation of Ballots for Asbestos Claims, the amount to be used to tabulate acceptance or rejection is as follows:

- a. **Temporarily Allowed Amounts:** Asbestos Claimants who submit, or have submitted on their behalf, individual or master ballots by the Voting Deadline and are eligible to vote will have their Claims temporarily allowed for voting purposes in the following amounts:
- i. for unliquidated Asbestos Claims, \$10,000 for Claims based on mesothelioma and \$1 for any of the Other Diseases; and
- ii. for liquidated Asbestos Claims, the liquidated amount of the Claim.
- b. **Claimants Specifying More Than One Disease:** Unliquidated Asbestos Claims based on specification by Asbestos Claimants of more than one disease shall be temporarily allowed for voting purposes based on a single disease, provided, however, the amount of such temporarily allowed Claim shall be the greatest amount permitted by **Section 11.a.** for the diseases specified by the Claimant.

**12. Tabulation of Ballots — Ballots Excluded:**

- a. A Ballot may not be counted if any of the following, without limitation, applies:
  - i. The Claimant whose Claim is voted in the Ballot is not eligible to vote, including because the Claimant did not file a proof of claim before an applicable bar date and is not relieved of that bar by the Bankruptcy Court.
  - ii. The Ballot is not **actually received** by the Balloting Agent in the manner set forth herein by the Voting Deadline.
  - iii. The Ballot is returned to the Balloting Agent indicating acceptance or rejection of the Plan but is not completed in accordance with the Ballot's instructions. The failure to complete a Ballot includes the failure to provide certifications, without modification or qualification, required by the Ballot's instructions.
  - iv. The Ballot is received after the Voting Deadline.
  - v. The Ballot is illegible or contains insufficient information to conclude that the Ballot was completed in accordance with the Ballot's instructions, including if the Claimant fails to specify a claimed disease.
  - vi. The Ballot lacks an original signature.
  - vii. The Ballot is transmitted to the Balloting Agent by facsimile, electronic transmission, or other unauthorized means.
- b. **Notice to Parties of Disqualified Ballots:** The Balloting Agent shall, no later than **December 30, 2016**, notify any affected Claimant, the Debtors, the Asbestos Claimants Committee, 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 Asbestos Claimants Committee.

**13. Tabulation of Ballots — General Voting Procedures and Standard Assumptions:**

In addition to the foregoing, the following voting procedures and standard assumptions will be used in tabulating Ballots:

- a. A Claimant may not split his, her, or its vote. Accordingly, (a) each Asbestos Claimant shall have a single vote within Class 5, (b) the full amount of all such Claimant's Claims (calculated in accordance with these Voting Procedures) within the class shall be deemed to have been voted, and (c) any Ballot that partially rejects and partially accepts the Plan shall not be counted.

- b. All Asbestos Claims based on a particular Injured Party's injury shall have a single vote within Class 5.
- c. If multiple Ballots are received on or prior to the Voting Deadline on account of the same Claim, the last valid Ballot that is received by the Balloting Agent by the Voting Deadline will be the Ballot that is counted. In the event multiple conflicting Ballots are received on account of the same Claim or Equity Interest on the same day, such Ballots will be disregarded.
- d. There shall be a rebuttable presumption that any Claimant who submits a properly completed Ballot by the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such Claimant's previous acceptance or rejection of the Plan.
- e. A Ballot that is completed, but on which the Claimant did not note whether to accept or reject the Plan, shall not be counted as a vote to accept or reject the Plan.
- f. Separate Asbestos Claims filed against multiple Debtors on account of the same underlying product or conduct shall be deemed, collectively, to be one Claim for voting purposes.
- g. Where a Claimant chooses to both accept and reject the Plan on the same Ballot, such Ballot shall not be counted as a vote to accept or reject the Plan.

**14. Definitions:**

- a. **"Asbestos Claimant"** shall mean the Holder of an Asbestos Claim.
- b. **"Asbestos Claims"** shall mean any and all GST Asbestos Claims and Coltec Asbestos Claims.
- c. **"Asbestos Claimants Committee"** shall have the meaning set forth in the Plan.
- d. **"Ballot"** means, with respect to a Claim or Equity Interest, the Ballot and Voting Instructions for the Plan approved by the Bankruptcy Court to cast a vote to accept or reject the Plan, including the approved form of master ballot for Class 5 Asbestos Claims. Ballots for the Claimants and Equity Interest Holders being solicited are attached to these Voting Procedures.
- e. **"Balloting Agent"** means Rust Consulting/Omni Bankruptcy, authorized Balloting Agent appointed by the Bankruptcy Court.
- f. **"Bankruptcy Court"** means the United States Bankruptcy Court for the Western District of North Carolina.
- g. **"Coltec"** means Coltec Industries Inc prior to the Coltec Restructuring described in the Plan and means OldCo, LLC, proposed successor by merger to Coltec

Industries Inc. For purposes of Ballot certifications regarding asbestos exposures from Coltec products, the term “**Coltec**” includes, but is not limited to, the predecessors or former divisions named in **footnote 2** of these Voting Procedures.

- h. “**Coltec Asbestos Claim**” has the meaning set forth in the Plan.
- i. “**Coltec Asbestos Claim Bar Date**” has the meaning set forth in **Section 9** above.
- j. “**Confirmation Hearing**” means the hearing on the confirmation of the Plan, as such hearing may be adjourned from time to time.
- k. “**Confirmation Hearing Notice**” means Exhibit 3 to the Order.
- l. “**Disclosure Statement**” means the disclosure statement in connection with the Plan, as approved by the Bankruptcy Court in the Order.
- m. “**FCR**” shall have the meaning set forth in the Plan.
- n. “**Garrison Asbestos Claims Database**” means the asbestos claims database prepared by Debtor Garrison as of June 1, 2016.
- o. “**GST Asbestos Claim**” has the meaning set forth in the Plan.
- p. “**GST Asbestos Claims Bar Date Order**” means the Order Approving Disclosure Statement and Establishing Asbestos Claims Bar Date and Procedures for Solicitation (Docket No 4542), entered on April 10, 2015, the order the Court entered requiring the filing of proofs of claim for certain GST Asbestos Claims.
- q. “**GST Settled Claim Bar Date Order**” means the Order on Debtors’ Motion to Establish Bar Date for Settled Asbestos Claims and Related Relief (Docket No. 3854), entered on July 9, 2014, the order the Court entered requiring the filing of proofs of claim for Settled GST Asbestos Claims.
- r. “**Indirect Claimant**” shall mean the holder of a claim that is asserted as a third-party indemnification, contribution, subrogation or similar claim by an entity that has paid an asbestos claimant on account of a GST Asbestos Claim or a Coltec Asbestos Claim.
- s. “**Mesothelioma Claim Questionnaire**” means the questionnaire distributed pursuant to the Order Authorizing the Debtors to Issue Questionnaire to Holders of Pending Mesothelioma Claims and Governing the Confidentiality of Information Provided in Responses (Docket No. 1390).
- t. “**Notification of Non-Solicitation and Non-Voting Status**” means that certain notice indicating that certain Claims and Equity Interest Holders are not entitled to vote to accept or reject the Plan and are not being solicited for any purpose to accept or reject the Plan, attached as Exhibit 4 to the Order.

- u. **“Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants”** means that certain notice identifying and explaining that the Plan is simultaneously soliciting Holders of Claims Equity Interest Holders of now-filed Debtors and at the same time soliciting Coltec Asbestos Claimants to approve the Plan prior to Coltec’s petition for relief, attached as Exhibit 5 to the Order.
- v. **“Order”** (or **“Confirmation Procedures Order”**) means the Order Approving Disclosure Statement and Establishing Confirmation Procedures.
- w. **“Plan Documents”** means the Plan, the Disclosure Statement, and any and all exhibits to the Plan or Disclosure Statement.
- x. **“Solicitation Package”** means, and will consist of, all of the following:
  - i. a CD-ROM containing:
    - 1) Confirmation Procedures Order (without exhibits)
    - 2) Disclosure Statement
    - 3) Disclosure Statement Exhibits (with the Plan attached as an exhibit)
    - 4) Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants
    - 5) Voting Procedures
    - 6) Ballots & Master Ballot Exhibit Template
    - 7) Official Bankruptcy Form No. 410
  - ii. a paper copy of the Confirmation Hearing Notice and Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants
  - iii. statements of support for the Plan by the Asbestos Claimants Committee and the FCR
  - iv. pre-addressed return envelope
  - v. any other materials ordered by the Bankruptcy Court to be included
- y. **“Voting Deadline”** means December 9, 2016.