

**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.¹</p>	<p>Case No. 10-BK-31607</p> <p>Chapter 11</p> <p>Jointly Administered</p>
<p>IN RE:</p> <p>OLDCO, 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>

**INDIVIDUAL BALLOT AND VOTING INSTRUCTIONS FOR 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**

**CLASS 5: ASBESTOS CLAIMS
Individual Ballot**

Garlock Sealing Technologies LLC (“**Garlock**”), Garrison Litigation Management Group, Ltd. (“**Garrison**”) and The Anchor Packing Company, debtors and debtors-in-possession in the above-captioned cases (with OldCo, LLC, once it has commenced a bankruptcy case to be jointly administered under Case No. 10-BK-31607, the “**Debtors**”), the Official Committee of Asbestos Personal Injury Claimants, the Future Asbestos Claimants’ Representative, the Ad Hoc Coltec Future Asbestos Claimants’ Representative, and the Ad Hoc Coltec Asbestos Claimants Committee (together the “**Plan Proponents**”) are soliciting votes from Asbestos Claimants 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**”), which has been jointly proposed by the Plan Proponents.

The United States Bankruptcy Court for the Western District of North Carolina (the “**Bankruptcy Court**”) has signed an order in the Garlock Case (the “**Confirmation Procedures**”)

¹ The debtors in these jointly administered cases (referred to collectively as the “**Garlock Case**”) are Garlock Sealing Technologies LLC; Garrison Litigation Management Group, Ltd.; and The Anchor Packing Company.

Order”) approving procedures under which the Plan Proponents will solicit votes on the Plan from Asbestos Claimants and for tabulating those votes (“**Voting Procedures**”). Copies of the Confirmation Procedures Order and the Voting Procedures are included in the Solicitation Package sent to you.

If confirmed (approved) by the Bankruptcy Court, the Plan will resolve asbestos personal injury and wrongful death claims against Garlock and Garrison, which are defined in the Plan as “**GST Asbestos Claims**,” and will also resolve asbestos personal injury and wrongful death claims against Coltec Industries Inc (“**Coltec**”), which are defined in the Plan as “**Coltec Asbestos Claims**.” Because Coltec has not yet filed a Chapter 11 bankruptcy case, but will do so if sufficient numbers of Asbestos Claimants vote in favor of the Plan, the Bankruptcy Court has not yet had the opportunity to consider (or approve) the Disclosure Statement and the Voting Procedures with respect to Coltec Asbestos Claimants. If Coltec eventually files a Chapter 11 bankruptcy case, it will ask the Bankruptcy Court to approve the Disclosure Statement and Voting Procedures retroactively with respect to Coltec Asbestos Claimants.

The Plan divides the claims of creditors and the interests of shareholders into separate classes. The Plan has placed GST Asbestos Claims and Coltec Asbestos Claims—defined together as “Asbestos Claims”—into Class 5. Information about how the Plan proposes to resolve Class 5 Asbestos Claims and compensate eligible Asbestos Claimants is available in the Disclosure Statement and the Plan, which are included in this Solicitation Package. Among other things, if the Bankruptcy Court confirms the Plan, Asbestos Claims in Class 5 will be channeled by the Asbestos Channeling Injunction to the Asbestos Trust for resolution and, if eligible, payment, in accordance with the Claims Resolution Procedures. Asbestos Claimants wishing to receive compensation on account of their Asbestos Claims will be required to submit separate claim forms provided by the Asbestos Trust. ***This Ballot is not such a claim form. In addition, this Ballot and the Voting Procedures do not constitute any admission of liability by the Debtors or any successor to the Debtors.***

ALL ASBESTOS CLAIMANTS VOTING INDIVIDUALLY, WHETHER SUCH ASBESTOS CLAIMANTS ARE HOLDERS OF GST ASBESTOS CLAIMS, COLTEC ASBESTOS CLAIMS, OR BOTH MUST USE THIS FORM OF BALLOT TO CAST THEIR VOTES, ON AN INDIVIDUAL BASIS, ON THE PLAN.

NO ASBESTOS CLAIMANT WILL BE ENTITLED TO CAST MORE THAN ONE VOTE ON THE PLAN. THIS IS SO EVEN IF THE CLAIMANT ASSERTS BOTH A GST ASBESTOS CLAIM AND A COLTEC ASBESTOS CLAIM.

In order for the Plan to be confirmed and for the Asbestos Channeling Injunction to be granted, the Plan must receive a certain amount of favorable votes from Asbestos Claimants in Class 5. In particular, for confirmation under Section 1129 of the Bankruptcy Code, Asbestos Claimants in Class 5 must accept the Plan by more than one-half of the number of Asbestos Claimants voting and by at least two-thirds of their claim amounts. To obtain approval of the Asbestos Trust and Asbestos Channeling Injunction under Section 524(g) of the Bankruptcy Code, at least 75% of the Class 5 Asbestos Claimants voting must vote in favor of the Plan. The Plan must also meet other requirements of the Bankruptcy Code in order to be confirmed and in order for the Asbestos Trust and Asbestos Channeling Injunction to be approved.

Specific instructions for completing this Ballot are outlined below. Asbestos Claimants or their attorneys who previously cast ballots on the now-superseded Second Amended Plan of Reorganization (“**Second Amended Plan**”) should be aware that there are key differences between the voting procedures that applied to the Second Amended Plan and the Voting Procedures for the Plan now proposed. In particular, the Voting Procedures for the Plan now proposed will:

- temporarily allow (for voting purposes only) qualifying Asbestos Claims against Garlock or Coltec;
- temporarily allow (for voting purposes only) Asbestos Claims based on a broader group of asserted diseases which include: malignant mesothelioma, or lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestos, or non-disabling asbestosis; and
- unlike the now-superseded Second Amended Plan, the Plan now proposed puts *all* Asbestos Claims into a single class—namely, Class 5—regardless of whether those claims are settled, are subject to a judgment, have no fixed dollar amount, or are future claims (that is, a claim based on Asbestos Exposure (defined below) but as to which there is no manifested injury or disease).

In order for this Ballot to be counted, it must be properly completed, signed, and returned to the court-approved Balloting Agent, Rust Consulting/Omni Bankruptcy, by first-class mail or courier as follows:

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

Your completed and signed Ballot must be ACTUALLY RECEIVED by the Balloting Agent, in paper form, no later than December 9, 2016 (the “Voting Deadline”). Faxes, e-mails, and other electronic transmissions will NOT be accepted.

If you have questions about this Ballot, or if you did not receive a copy of the Disclosure Statement, the Plan, the Notices, or the Voting Procedures, you may contact the Balloting Agent by phone at 1-844-GARLOCK or by email at Garlock@omningt.com. **Please note that the Balloting Agent cannot give legal advice. You should consult your attorney regarding all legal matters.**

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE CLASS 5 BALLOT**

Please follow these instructions to complete your Class 5 Ballot:

1. Read the Plan, Disclosure Statement, Voting Procedures, and these instructions.

You may need to consult your attorney. If you have questions regarding the Class 5 Ballot, or if you did not receive a copy of the Plan, Disclosure Statement, or Voting Procedures, or if you need additional copies of the Class 5 Ballot or other enclosed materials, please contact the Balloting Agent at this toll-free telephone number: 1-844-GARLOCK. Please note that the Plan, Disclosure Statement, and Voting Procedures are available at the website maintained by the Balloting Agent at <http://www.garlocknotice.com>.

2. (Item 1) Identifying Information.

Please fill in the information requested. List the name of the Asbestos Claimant—that is, the person who asserts the Asbestos Claim—and provide the street address, city, state, and zip code where indicated, and the last 4 digits of the Asbestos Claimant’s Social Security Number. The Asbestos Claimant may be the person whose injury the Asbestos Claim is based (the “**Injured Party**”) or may be different from the Injured Party (such as a spouse). If the Asbestos Claimant and Injured Party are not the same person, please provide the Injured Party’s name and last 4 digits of the Injured Party’s Social Security Number.

If this Ballot is being voted by an attorney for the Asbestos Claimant, the attorney must provide his or her address and contact information, in addition to the information requested above.

3. (Item 2) Designation of Disease Category and whether the Claim Has Been Liquidated by Settlement or Judgment.

For claims that have not been settled or are not the subject of a judgment, indicate whether the claim is based on mesothelioma or an “**Other Disease**” (lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis) by marking an “X” in the box that corresponds to the Injured Party’s diagnosis.

For claims that have been settled or are the subject of a judgment, mark an “X” in the box that corresponds to your assertion whether the claim has been settled or is the subject of a judgment, and write in the amount of the asserted settlement or judgment.

You must mark a disease category or assert that the claim is the subject of a settlement or judgment in order for your vote to be counted.

Bankruptcy law requires that a claim be “allowed” in a fixed dollar amount in order for the holder of that claim to vote. In accordance with the Voting Procedures, current Asbestos Claims will be temporarily allowed for voting purposes only. **Temporary allowance of any Class 5 Asbestos Claim for voting purposes only, however, does not in any way constitute an admission of liability by the Debtors, or an admission of the value of any Class 5 claim. Nor will temporary allowance for voting purposes make an Asbestos Claimant automatically eligible to receive compensation from the Asbestos Trust. To seek compensation from the Asbestos Trust, Asbestos Claimants will have to follow the Claims Resolution Procedures and submit the necessary claim form and other information required by the Trust. This Ballot is for voting on the Plan only and is not a claim form for requesting compensation.**

4. (Item 3) Entity Claiming Against.

Please indicate whether the Asbestos Claimant is asserting a GST Asbestos Claim or a Coltec Asbestos Claim by marking an “X” in the box that so indicates. Asbestos Claimants may assert both a GST Asbestos Claim and a Coltec Asbestos Claim, but only one vote will be counted.

5. (Item 4) Vote.

Please indicate whether the Class 5 Asbestos Claimant votes to **ACCEPT** or to **REJECT** the Plan by marking an “X” in the box that corresponds to the Asbestos Claimant’s choice.

6. (Item 5) Certifications.

Item 5 requires the Asbestos Claimant or the Asbestos Claimant’s attorney, as applicable, to certify under penalty of perjury that the following matters are true and correct to the best of the Asbestos Claimant’s or 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 or settled and paid, and is not known to be time-barred;
- b. the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”) was diagnosed with malignant mesothelioma, 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 the “**Other Diseases**”), based on, or as evidenced in, medical records or similar documentation in the possession of the claimant, his or her attorney, or the physician of the claimant or Injured Party;
- c. the Injured Party 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”) [Note: 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]; and

- d. each claim identified as liquidated by settlement or judgment is the subject of a settlement agreement or judgment in the amount indicated; and
- e. if these certifications are made by the Asbestos Claimant’s attorney, the attorney is authorized by the Asbestos 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.

Asbestos Claimants making these certifications will have their Class 5 Asbestos Claims temporarily allowed for voting purposes only in the amount of \$10,000 (for claims based on malignant mesothelioma), \$1 (for any of the Other Diseases), or the asserted liquidated amount of the claim (for Asbestos Claims asserted to be liquidated by settlement or judgment).

Any Class 5 Asbestos Claimant who cannot, on or before the Voting Deadline, make the certifications above may file a motion with the Bankruptcy Court, requesting temporary allowance for voting purposes. Any such motion must be filed no later than **December 9, 2016**, and any such claimant who does not move for temporary allowance by that time shall be deemed to have waived his or her right to vote on the Plan. If the Bankruptcy Court grants 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 the Bankruptcy Court, and such ballot, if completed and signed in accordance with the Bankruptcy Court’s requirements 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.

No entity named as a defendant in asbestos litigation shall be eligible to vote on the Plan as a Class 5 Asbestos Claimant, unless such entity files a motion for temporary allowance of its claim for voting purposes and 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 have been preserved.

7. **Return the Ballot in the envelope provided.** The Ballot must be actually received by the Balloting Agent by the Voting Deadline (specified above) or it will not be counted. Faxes, e-mails, and other electronic submissions will not be accepted.

BALLOT FOR
CLASS 5 ASBESTOS CLAIMS

Please read the instructions accompanying this Ballot before completing.
Print clearly in ink or type.

**YOU MUST COMPLETE EACH SECTION OF THIS BALLOT IN ORDER FOR IT TO
BE VALID OR COUNTED AS HAVING BEEN CAST.**

Item 1. Identifying Information.

Name of Asbestos Claimant:	_____
Asbestos Claimant Last 4 Digits of Social Security No.:	_____
Asbestos Claimant's Street Address:	_____
City, State & Zip Code:	_____
Name of Injured Party (if different from Asbestos Claimant):	_____
Injured Party Last 4 Digits of Social Security No. (if different from Asbestos Claimant):	_____
If by Attorney, Name:	_____
If by Attorney, Name of Law Firm:	_____
Law Firm's Street Address:	_____
City, State & Zip Code:	_____
Date Completed:	_____

Item 2. Designation of Disease Category or Assertion of Settlement or Judgment and Amount FOR VOTING PURPOSES ONLY.

Solely for purposes of voting to accept or to reject the Plan, please designate the following category of Class 5 Asbestos Claim.

- Mesothelioma.**

 Claim amount for voting purposes only: \$10,000.

- Other Diseases (lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis).**

 Claim amount for voting purposes only: \$1.

- Settled Claim.**

 Asserted Settlement Amount: _____.

- Judgment Claim.**

 Asserted Judgment Amount: _____.

Item 3. Entity Claiming Against.

Indicate whether the Asbestos Claimant is asserting a GST Asbestos Claim, a Coltec Asbestos Claim, or both. You may check one or both boxes:

- GST ASBESTOS CLAIM.**
- COLTEC ASBESTOS CLAIM.**

Item 4. Vote.

The Class 5 Asbestos Claimant in the amount set forth in Item 2, hereby votes to:

- Check only one box:
- ACCEPT THE PLAN.**
 - REJECT THE PLAN.**

Item 5. Certifications.

By signing below, I hereby certify under penalty of perjury to the best of my knowledge, information, and reasonable belief that the following matters are true and correct:

(i) the Asbestos Claimant (as defined in the Plan) holds an Asbestos Claim that has not been dismissed with prejudice or 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, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis, as indicated in the exhibit, based on, or as evidenced in, medical records or similar documentation in the possession of the claimant, his/her attorneys, or the respective physicians of the claimant or Injured Party;

(iii) Injured Party listed in the 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 Coltec¹ (“**Asbestos Exposure**”);

(iv) if this claim has been identified as liquidated by settlement or judgment, it is the subject of a settlement agreement or judgment in the amount indicated; and

(v) if these certifications are made by the Asbestos Claimant’s attorney, the attorney is authorized by such holder 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.

Signature of Claimant or Attorney:	_____
Printed Name of Claimant or Attorney:	_____
Name of Law Firm (if applicable):	_____
Date:	_____

DO NOT INCLUDE MEDICAL RECORDS WITH THIS BALLOT.

IF THIS BALLOT IS NOT *ACTUALLY RECEIVED* BY THE BALLOTING AGENT BY DECEMBER 9, 2016, THE BALLOT WILL NOT BE COUNTED.

¹ For purposes of this certification, the term “**Coltec**” includes 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.

IF YOU HAVE ANY QUESTIONS REGARDING YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT, PLAN, OR VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT, RUST CONSULTING/OMNI BANKRUPTCY, TOLL-FREE AT 1-844-GARLOCK.