

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

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| <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> |

**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
Master Ballot for GST Asbestos Claims and/or Coltec Asbestos Claims**

This Master Ballot is to be used only for voting by counsel who represent multiple Class 5 Asbestos Claimants and who wish to vote by Master 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

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.

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 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 also will resolve asbestos personal injury and wrongful death claims against Coltec Industries Inc (“**Coltec**”), which are defined in the Plan as “**Coltec Asbestos Claims**.”

If you are an attorney who represents multiple Asbestos Claimants, whether such Asbestos Claimants are GST Asbestos Claimants, Coltec Asbestos Claimants, or persons who hold both GST Asbestos Claims and Coltec Asbestos Claims, and you desire to cast a ballot on the Plan on behalf of multiple such claimants at once, you must use this form (the “**Master Ballot**”), and it must be received by the Balloting Agent by the Voting Deadline.

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, WHETHER SUCH ASBESTOS CLAIMANTS ARE HOLDERS OF GST ASBESTOS CLAIMS, COLTEC ASBESTOS CLAIMS, OR

BOTH MUST USE THIS FORM OF BALLOT FOR VOTES ON THE PLAN TO BE CAST BY THEIR REPRESENTATIVES ON BEHALF OF MULTIPLE CLAIMANTS.

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 Industries Inc (“**Coltec**”);
- temporarily allow (for voting purposes only) Asbestos Claims based on a broader group of asserted diseases which include: malignant mesothelioma, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis or non-disabling asbestosis; and
- classify all Asbestos Claims, whether settled, subject to a judgment, unliquidated, or a future claim (a claim based on Asbestos Exposure but which has not manifested an injury), to be classified into a single class, Class 5.

This Master Ballot is to be used for voting only by attorneys representing multiple Class 5 Asbestos Claimants. In order for the Master 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

A Ballot must be ACTUALLY RECEIVED by the Balloting Agent 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@omnimgt.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 MASTER BALLOT**

Please follow these instructions to complete your Class 5 Master 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 Master 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 Master Ballot or other enclosed materials, please contact the Balloting Agent. 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. (Items 1 and 2) Summary of Votes.

Please summarize the votes of the Class 5 Asbestos Claimants represented by the attorney voting those claims on the table provided, including the total number of claimants and total dollar amounts that voted to accept the Plan or reject the Plan. To compute the total dollar amounts, please use the following voting amounts: \$10,000 for each Claim based on malignant mesothelioma, \$1 for each Claim based on any of the Other Diseases (*defined below*), and the liquidated amount for each Claim that is asserted to be liquidated by settlement or judgment.

3. (Item 3) Required Exhibit: List of Class 5 Asbestos Claimants Voting Through Master Ballot.

The attorney voting the Class 5 Asbestos Claims must include as an exhibit to the Master Ballot an electronic list, which list should be in Microsoft Excel or a comparable application, submitted on a CD-ROM, that indicates, for each claim being voted, (a) the last name of the Asbestos Claimant; (b) the first name of the Asbestos Claimant; (c) the last four digits of the

social security number of the Asbestos Claimant; (d) the last name of the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”), if the Injured Party is different from the Asbestos Claimant; (e) if a different individual from the Asbestos Claimant, the first name of the Injured Party; (f) if a different individual from the Asbestos Claimant, the last four digits of the Injured Party’s social security number; (g) the Asbestos Claimant’s street address, city, state, and zip code; (h) the Injured Party’s disease (malignant mesothelioma, or lung cancer, colorectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis); (i) law firm voting the claim; (j) if the Asbestos Claimant asserts that the claim has been liquidated by settlement or judgment, so indicate by providing the asserted amount; (k) indicate whether the Asbestos Claim is a GST Asbestos Claimant or a Coltec Asbestos Claimant by including “Y” or “N” in a column labeled GST Asbestos Claimant or Coltec Asbestos Claimant, respectively; and (l) whether the claimant votes to accept or to reject the Plan. The failure to provide all of this required information for each Asbestos Claimant will result in the Asbestos Claimant’s vote not being counted. A template of how the below information should be compiled is below.

| Last Name of Asbestos Claimant | First Name of Asbestos Claimant | Last Four Digits of Asbestos Claimant’s Social Security No | Last Name of Injured Party (if different from Asbestos Claimant) | First Name of Injured Party (if different from Asbestos Claimant) | Last Four Digits of Injured Party’s Social Security No (if different from Asbestos Claimant) | Street Address | City | State | Zip | Disease | Law firm voting claim | If asserting settled or subject to judgment, asserted amount of settlement or judgment | GST Asbestos Claimant (Y or N) | Coltec Asbestos Claimant (Y or N) | Accept or Reject |
|--------------------------------|---------------------------------|--|--|---|--|-----------------|-------------|-------|-------|-------------------|-----------------------|--|--------------------------------|-----------------------------------|------------------|
| Smith | John | 4321 | Smith | Sue | 1234 | 123 Any Street | Springfield | MD | 20815 | Lung cancer | Firm, PLC | | Y | N | Accept |
| Jones | Stephen | 1234 | | | | 4321 Other Road | Joliet | IL | 60435 | Severe asbestosis | Firm, PLC | \$2,000 | Y | Y | Accept |
| Roberts | George | 3422 | Stephens | Silvia | 9988 | 109 Main | Reading | PA | 19602 | Mesothelioma | Firm, PLC | | Y | | Accept |

Included on the CD-Rom in the Solicitation Package sent to you is a Microsoft Excel Master Ballot template that you may use to prepare the list required to complete this Ballot.

4. (Item 4) Required Certifications.

Item 4 requires the attorney to certify under penalty of perjury that the following matters are true and correct to the best of such attorney’s knowledge, information, and reasonable belief:

- a. each claimant identified in the accompanying exhibit 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. each Injured Party identified in the accompanying exhibit 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**”), 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;

- c. each 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 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];
- 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. the attorney is authorized by each Asbestos Claimant listed in the exhibit to vote on the Plan on his/her behalf, and to represent that each Injured Party listed in the exhibit has (or, if deceased, had) the respective disease noted in the exhibit and Asbestos Exposure.

Class 5 Asbestos Claims for which these certifications are made shall be 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 or an attorney representing such a claimant, who cannot, on or before the Voting Deadline, make the certifications above may move for 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 will 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. If the Court enters an order 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.

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.

5. Return the Master Ballot in the envelope provided. The Master 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.

MASTER BALLOT FOR CLASS 5 ASBESTOS CLAIMS

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

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

1. **Tabulation of Votes with Respect to the Plan.**

- ALL** of the individuals listed on the exhibit required in Item 3, each of whom is a Class 5 Asbestos Claimant under the Plan, **ACCEPT** the Plan.
- ALL** of the individuals listed on the exhibit required in Item 3, each of whom is a Class 5 Asbestos Claimant under the Plan, **REJECT** the Plan.
- Some of the individuals** listed on the exhibit required in Item 3 **ACCEPT** the Plan, while other individuals listed on the exhibit required in Item 3 **REJECT** the Plan; each of whom is a Class 5 Asbestos Claimant under the Plan.

2. **Summary of Votes (see instructions above for computing dollar amounts).**

| Disease Category | Total Number of Claimants and Total Dollar Amounts <u>Accepting</u> the Plan | Total Number of Claimants and Total Dollar Amounts <u>Rejecting</u> the Plan | Total Votes |
|-------------------------|---|---|--------------------|
| Mesothelioma | | | |
| Other Diseases | | | |
| Total Votes | | | |

3. **Required Exhibit: List of Class 5 Asbestos Claims Voted by Attorney.**

The attorney voting this Master Ballot must include as an exhibit to the Master Ballot an electronic list, which list should be in Microsoft Excel or a comparable application, submitted on a CD-ROM, that indicates, for each claim being voted, (a) the last name of the Asbestos Claimant; (b) the first name of the Asbestos Claimant; (c) the last four digits of the social

security number of the Asbestos Claimant; (d) the last name of the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”), if the Injured Party is different from the Asbestos Claimant; (e) if a different individual from the Asbestos Claimant, the first name of the Injured Party; (f) if a different individual from the Asbestos Claimant, the last four digits of the Injured Party’s social security number; (g) the Asbestos Claimant’s street address, city, state, and zip code; (h) the Injured Party’s disease (malignant mesothelioma, or lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis); (i) law firm voting the claim; (j) if the Asbestos Claimant asserts that the claim has been liquidated by settlement or judgment, so indicate by providing the asserted amount; (k) indicate whether the Asbestos Claim is a GST Asbestos Claimant or a Coltec Asbestos Claimant by including “Y” or “N” in a column labeled GST Asbestos Claimant or Coltec Asbestos Claimant, respectively; and (l) whether the claimant votes to accept or to reject the Plan.

The attorney voting this Master Ballot may use the template found at No. 3 of the Voting Instructions for purposes of creating and formatting the Exhibit. In addition, included on the CD-Rom in the Solicitation Package sent to you is a Microsoft Excel file containing the template that you should use to prepare the list required to complete this Ballot.

4. **Required Certifications.**

By signing this Master Ballot, 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) each claimant identified in the accompanying exhibit is an Asbestos Claimant (as defined in the Plan) whose claim has not been dismissed with prejudice, has not been settled and paid, is not known to be time-barred;
- (ii) each Injured Party identified in the accompanying exhibit 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) each 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 Coltec² (“**Asbestos Exposure**”); and

² 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.

(iv) the attorney is authorized by each Asbestos Claimant listed in the accompanying exhibit to vote on the Plan on his/her behalf, and to represent that each Injured Party listed in the accompanying exhibit has (or, if deceased, had) the respective disease noted in the exhibit and Asbestos Exposure.

| | |
|-----------------------------------|-------|
| Signature of Attorney: | _____ |
| Printed Name of Attorney: | _____ |
| Name of Law Firm (if applicable): | _____ |
| Date: | _____ |

DO NOT INCLUDE MEDICAL RECORDS WITH THIS MASTER BALLOT.

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

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.