

This document was signed electronically on December 16, 2019, which may be different from its entry on the record.

IT IS SO ORDERED.

Dated: December 16, 2019



ALAN M. KOSCHIK
U.S. Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:	:	:	Chapter 11
SEPCO CORPORATION,	:	:	Case No. 16-50058
Debtor. ¹	:	:	Judge Alan M. Koschik

ORDER (I) APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT; (II) APPROVING THE PROCEDURES TO SOLICIT ACCEPTANCES OF THE PROPOSED PLAN; (III) APPROVING FORMS OF BALLOTS RELATING TO THE PLAN; (IV) ESTABLISHING DEADLINES AND PROCEDURES TO FILE OBJECTIONS TO THE DISCLOSURE STATEMENT AND THE PLAN; (V) SCHEDULING A HEARING DATE TO CONSIDER CONFIRMATION OF THE PLAN; AND (VI) APPROVING THE FORM, SCOPE, AND MANNER OF NOTICE OF THE PLAN AND CONFIRMATION HEARING

This matter came before the Court on the motion (the "Motion") of the above-captioned debtor and debtor-in-possession (the "Debtor") pursuant to sections 502, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, 3020, 9007, and 9008, and this Court's Local Rules for the entry of an order: (i) approving the adequacy of the *Disclosure*

¹ The last four digits of the Debtor's federal tax identification number are 7402.



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Statement With Respect to the Second Amended Plan of Reorganization for Sepco Corporation Under Chapter 11 of the Bankruptcy Code (Doc. No. 646), which since then has been modified by the *Disclosure Statement With Respect to the Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code* (Doc. No. 665) (as so modified, the “Disclosure Statement”), (ii) establishing and approving the Solicitation and Voting Procedures, (iii) approving the forms of Ballots relating to the *Second Amended Plan of Reorganization for Sepco Corporation Under Chapter 11 of the Bankruptcy Code* (Doc. No. 645), which since then has been modified by the *Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code* (Doc. No. 664) (as so modified, the “Plan”), (iv) establishing deadlines and procedures to file objections to the Disclosure Statement and Plan, (v) setting a hearing date to consider confirmation of the Plan, and (v) approving the form, scope and manner of notice of the Confirmation Hearing. Capitalized terms used but not defined in this Order shall have the meanings given to them in the Motion. And it appearing that the relief requested is in the best interests of the Debtor’s estate, its creditors and other parties in interest, and notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor,

THE COURT FINDS AND DETERMINES that:

A. The Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code.

B. The Disclosure Statement complies with Bankruptcy Rule 3016(c) and describes, in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction, exculpation and release provisions contained in the Plan.

C. The Voting Procedures attached to this Order as **Exhibit 1** (including the Solicitation Date and Voting Deadline), to be utilized by the Debtor for distribution of the Solicitation Packages in soliciting acceptances and rejections of the Plan, provide a fair and equitable voting process, are consistent with section 1126 of the Bankruptcy Code, and otherwise satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules.

D. The forms of Ballots attached to this Order as **Exhibits 2-A, 2-B, and 2-C**, respectively, including all instructions provided in them, (1) are sufficiently consistent with the Official Form to be approved, (2) adequately address the particular needs of this Chapter 11 Case, and (3) are appropriate for each Class of Claims entitled to vote to accept or reject the Plan. No further information or instructions are necessary under the circumstances.

E. Ballots need not be provided to holders of Claims in Classes that are designated as being unimpaired under the Plan or to parties or persons who are otherwise not entitled to vote on the Plan.

F. The period during which the Debtor may solicit acceptance of the Plan is a reasonable and adequate period for holders of Claims entitled to vote on the Plan to make an informed decision whether to accept or reject the Plan and to timely return their Ballots evidencing such decision.

G. The combination of direct and published notice of the Plan and the Confirmation Hearing, as set forth in the Motion, provides good, reasonable, and adequate notice of the Plan, the Confirmation Hearing, and the opportunity to vote on and/or to object to the Plan, complies with Bankruptcy Rules 2002, 3017, 9007, and 9008, and satisfies the requirements of due process with respect to all known and unknown creditors.

H. The contents of the Solicitation Package, of the Confirmation Hearing Notice, and of the Publication Notice comply with Bankruptcy Rules 2002, 3017, 9007 and 9008, and they constitute sufficient notice of the Plan, the Confirmation Hearing, and related matters to all interested parties.

Accordingly, it is hereby **ORDERED** that:

1. The Motion is GRANTED.
2. The following dates and deadlines are approved:

MILESTONE	DATE
Record Date	Disclosure Statement Hearing Date (i.e., October 8, 2019)
Solicitation Date / Deadline for Mailing of Solicitation Packages	December 23, 2019
Deadline to Publish Confirmation Hearing Notice	January 9, 2020
Deadline to File Rule 3018 Estimation Motions	January 24, 2020
Deadline to File Plan Supplements	February 21, 2020
Voting Deadline	March 2, 2020
Confirmation Objection Deadline	March 2, 2020
Deadline to File Replies (if any) to Confirmation Objections	March 16, 2020
Deadline for Balloting Agent to File Report of Balloting	March 20, 2020
Confirmation Hearing	March 23, 2020, at 9:30 a.m. (Eastern time)

3. The Disclosure Statement contains adequate information about the Debtor's Plan within the meaning of 11 U.S.C. § 1125 and is approved as such. The Debtor, with the consent of the Committee and Future Claimants' Representative, is authorized to make non-material changes to the Disclosure Statement and the Plan, and any exhibits or schedules thereto, without further order of the Court prior to mailing them to parties in interest.

4. The Debtor provided adequate and sufficient notice of the Disclosure Statement Hearing, and no other or further notice of that hearing is required under the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules.

5. The form and substance of the Solicitation Package is approved. The Solicitation Package shall include a copy of this Order, to which the Voting Procedures shall be appended as **Exhibit 1**.

6. The form and substance of the respective Ballots, substantially in the forms attached to this Order as **Exhibits 2-A, 2-B, and 2-C**, respectively, are sufficiently consistent with the applicable Official Form, adequately address the particular needs of this Chapter 11 Case, and are hereby approved.

7. The Voting Procedures attached to this Order as **Exhibit 1** (including the Solicitation Date and Voting Deadline), to be utilized by the Debtor for distribution of the Solicitation Packages in soliciting acceptances and rejections of the Plan, are hereby approved.

8. All Asbestos Personal Injury Claims in Class 4 of the Plan are temporarily allowed solely for purposes of voting to accept/in favor of or reject/against the Plan, each in the amount specified in the Voting Procedures and designated for such Asbestos Claim on the applicable ballot or master ballot. The designation of disease categories by holders of Asbestos Personal Injury Claims in each Ballot (or Master Ballot, if applicable) shall be used for voting purposes only and shall not be binding on any party (including, without limitation, the Debtor and the Asbestos Personal Injury Trust) except for voting purposes.

9. The Confirmation Hearing is scheduled for **March 23, 2020, at 9:30 a.m.** prevailing Eastern time, at United States Bankruptcy Court for the Northern District of Ohio, John F. Seiberling Federal Building & U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308, Courtroom No. 260. The Confirmation Hearing may be continued from time-to-time by the Court or the Debtor without further notice to parties in interest other than such adjournment

announced in open court and/or a notice of adjournment filed with the Court and served on all parties entitled to notice.

10. The form and substance of the Confirmation Hearing Notice, substantially in the form attached to this Order as **Exhibit 3**, is hereby approved in its entirety. Within seven (7) business days after the date upon which this Solicitation Procedures Order is entered, or by December 23, 2019, whichever of those periods is longer, the Confirmation Hearing Notice shall be served by first-class mail upon (i) each attorney of record for the holders of Class 4 Asbestos Personal Injury Claims listed on the Debtor's Schedules, (ii) each holder of a Class 4 Asbestos Personal Injury Claim whose personal address (rather than such holder's attorney's address) is listed in the Schedules, (iii) each holder of a Class 5 Intercompany Claim, (iv) each holder of a Class 1, 2, or 3 Claim who is listed in the matrix of creditors that the Debtor filed in its Chapter 11 Case, (v) the equity interest holder of record, (vi) the Office of the United States Trustee for Region 9, (vii) counsel to the Committee, (viii) counsel to the Future Claimants' Representative, (ix) counsel to the Affiliates, (x) the United States Securities and Exchange Commission, (xi) the Internal Revenue Service, (xii) the Office of the United States Attorney for the Northern District of Ohio, (xiii) the respective taxing and workers' compensation authorities for the States of Alabama, California, Ohio, and Texas, (xiv) the insurance carriers which provided or are providing asbestos insurance coverage to the Debtor as of the Petition Date, and (xv) any party in interest that filed a notice of appearance and request for notice in the Debtor's Chapter 11 Case under Bankruptcy Rule 2002.

11. The form and substance of the Publication Notice, substantially in the form attached to this Order as **Exhibit 4**, is hereby approved in its entirety. The Debtor shall cause the

Publication Notice to be published in *The Plain Dealer* and the national edition of *USA Today* no later than **January 9, 2020**.

12. The form and substance of the Notice of Non-Voting Status, substantially in the form attached to this Order as **Exhibit 5**, is hereby approved in its entirety. Within seven (7) business days after the date upon which this Solicitation Procedures Order is entered, or by December 23, 2019, whichever of those periods is longer, the Notice of Non-Voting Status shall be served by first-class mail upon (a) each holder of a Class 1, 2, or 3 Claim who is listed in the matrix of creditors that the Debtor filed in its Chapter 11 Case, and (b) each equity security holder who is an insider of the Debtor and is not entitled to vote to accept or reject the Plan in Class 6.

13. Objections to the Plan must both be (a) filed so as to be **actually received** by the Clerk of the Bankruptcy Court by **March 2, 2020, at 5:00 p.m.** prevailing Eastern time (the “**Plan Objection Deadline**”), and (b) served on the following persons so as to be **actually received** by the Plan Objection Deadline: (i) United States Trustee for Region 9, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue, East Suite 441, Cleveland, Ohio 44114, Attn: Tiiara Patton; (ii) counsel to the Debtor, Bernstein-Burkley, P.C., Fifth Third Center, 600 Superior Avenue East, Suite 1300, Cleveland, Ohio 44114, Attn: Harry W. Greenfield and Jeffrey C. Toole; (iii) counsel to the Committee, Caplin & Drysdale, Chartered, One Thomas Circle, N.W., Suite 1100, Washington, D.C. 20005, Attn: Kevin C. Maclay; and Brouse McDowell, LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311, Attn: Marc B. Merklin and Bridget A. Franklin; (iv) counsel to the Future Claimants’ Representative, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Edwin J. Harron, and Black, McCuskey Souers & Arbaugh, 220 Market Avenue S., Suite 1000,

Canton, Ohio 44702, Attn: Joel K. Dayton and Chrysanthe Vassiles; and (v) counsel to the Affiliates, Goodwin Procter LLP, 1900 N Street, N.W., Washington, D.C. 20036, Attn: William R. Hanlon and Richard M. Wyner.

14. Objections to confirmation of the Plan must: (i) be in writing; (ii) comply with the Bankruptcy Rules, this Court's Local Rules, and any orders of this Court; (iii) state the name and address of the objecting person and the amount and nature of the claim or equity interest beneficially owned by that person; and (iv) state with particularity the legal and factual basis for the objection, and, if practicable, a proposed modification to the Plan that would resolve the objection.

15. Objections not timely filed and served in the manner set forth in this Order shall not be considered and shall be overruled without further notice or hearing.

16. The Plan Objection Deadline complies with the requirements of Bankruptcy Rules 2002(b) and 3020(b).

17. Replies to objections received by the Plan Objection Deadline, if any, shall be (i) filed so as to be actually received by the Clerk of the Bankruptcy Court on or before **March 16, 2020**, and (ii) served upon the respective objectors.

18. Any Plan Supplement shall be filed not later than ten (10) calendar days before the Plan Objection Deadline.

19. Before or at the Confirmation Hearing, the Balloting Agent shall file and serve in accordance with Local Rule 3018-2 a certification of acceptances and rejections of the Plan (including the amount and number of allowed claims of each class accepting or rejecting the Plan and the amount and number of allowed interests of each class accepting or rejecting the Plan). The certification also shall identify, for each class that votes, any claim or interest that was

excluded (and whose vote thus was not counted as an acceptance or rejection) and, for each such claim or interest, the reason that claim or interest was excluded and not counted.

20. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

21. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

22. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

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Submitted by:

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*Attorneys for Sepco Corporation,
Debtor and Debtor-in-Possession*

EXHIBIT 1

VOTING PROCEDURES

**VOTING PROCEDURES FOR
PLAN OF REORGANIZATION OF
SEPCO CORPORATION**

The following procedures (the “Voting Procedures”) are adopted with respect to (a) the distribution of solicitation packages with respect to the *Second Amended Plan of Reorganization, as Modified, of Sepco Corporation Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Plan”) and (b) the return and tabulation of ballots and master ballots to be used in voting on the Plan in the chapter 11 case of Sepco Corporation in the United States Bankruptcy Court for the Northern District of Ohio, Eastern Division.

The Voting Procedures set out in this document are supplemented by the instructions accompanying the ballots and master ballots that will be included in the solicitation packages, which will be sent to (or can be obtained by) those persons entitled to vote on the Plan. You should review those instructions and these Voting Procedures carefully. In the event of conflict between the ballot instructions and these Voting Procedures, the terms of these Voting Procedures will govern and control.

I. DEFINITIONS

- A. “Asbestos Personal Injury Claim”** shall have the meaning given in the Plan.
- B. “Ballot”** means the form or forms distributed with the Plan and Disclosure Statement to holders of claims impaired by the Plan and entitled to vote, upon which such holders register their acceptance or rejection of the Plan.
- C. “Balloting Agent”** means Kurtzman Carson Consultants LLC, as the Debtor’s solicitation and tabulation agent with respect to the Plan.
- D. “Bankruptcy Court”** means the United States Bankruptcy Court for the Northern District of Ohio, Eastern Division.
- E. “Confirmation Hearing”** means the hearing(s) that will be held before the Bankruptcy Court, in which the Debtor will seek confirmation of the Plan.
- F. “Confirmation Hearing Notice”** means the mailed and published notice of the Confirmation Hearing (a) the date and time of the hearing regarding confirmation of the Plan and (b) the procedure for holders of Asbestos Personal Injury Claims to obtain a Solicitation Package, substantially in the form attached to the Motion as Exhibit 3 to the Solicitation Order.
- G. “Debtor”** means Sepco Corporation.
- H. “Disclosure Statement”** means the disclosure statement pertaining to the Plan, including all exhibits, appendices, schedules and annexes attached thereto, as submitted by the Debtor pursuant to section 1125 of the Bankruptcy Code and approved by the Bankruptcy Court, as such Disclosure Statement may be further amended, supplemented, or modified from time to time.

- I. “Interests”** means any equity interest in the Debtor existing on the Petition Date.
- J. “Master Ballot”** means a Ballot filed on behalf of one or more holders of Asbestos Personal Injury Claims pursuant to section IV.D of the Voting Procedures.
- K. “Notice of Non-Voting Status”** means the mailed notice to (a) holders of claims in Class 1, Class 2, and Class 3 who are unimpaired under the Plan and therefore presumed to accept the Plan, and (b) those equity security holders who are insiders of the Debtor and are not entitled to vote to accept or reject the Plan in Class 6.
- L. “Objection Deadline”** means the date established by the Bankruptcy Court in the Solicitation Order as the deadline for filing objections to confirmation of the Plan.
- M. “Schedules”** means the schedules, statements, and lists filed by the Debtor with the Bankruptcy Court pursuant to Bankruptcy Rule 1007, as they have been and may be amended or supplemented from time to time.
- N. “Solicitation Date”** means seven (7) business days after the date upon which the Solicitation Order is entered, or December 23, 2019, whichever of those periods is longer.
- O. “Solicitation Motion”** means the “Motion of the Debtor for an Order Approving (I) the Disclosure Statement; (II) the Solicitation and Voting Procedures; (III) Forms of Ballots; (IV) Deadlines and Procedures to File Objections to the Disclosure Statement and the Plan; (V) a Hearing Date to Consider Confirmation of the Plan; and (VI) the Form, Scope, and Manner of Notice of the Plan and Confirmation Hearing,” filed with the Bankruptcy Court on February 11, 2019 [ECF Doc. No. 527].
- P. “Solicitation Order”** means the order of the Bankruptcy Court approving the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, setting a hearing on confirmation of the Plan, and approving the Voting Procedures.
- Q. “Solicitation Package”** means a CD-ROM or thumb drive that will consist of all of the following:
- (i) the Disclosure Statement (to which the Plan is annexed as an exhibit);
 - (ii) the Confirmation Hearing Notice (defined below);
 - (iii) the Solicitation Procedures Order, to which the Voting Procedures shall be appended as Exhibit 1 (but without any other exhibits);
 - (iv) solely for the holders of claims entitled to vote on the Plan, appropriate Ballots and voting instructions for same
 - (v) a cover letter describing the contents of the Solicitation Package and instructions for obtaining (free of charge) copies of the materials provided in electronic format; and
 - (vi) such other materials as the Court may direct.

The Solicitation Package also will include, solely for the holders of claims entitled to vote on the Plan, printed copies of the Ballot applicable to such holders and a preaddressed return envelope for completed Ballots.

R. “TDP” means the trust distribution procedures for the Asbestos Personal Injury Trust that are or will be attached to the Plan as Exhibit B, and which provide for the resolution, liquidation, and satisfaction of the Asbestos Personal Injury Claims.

S. “Voting Deadline” means 5:00 p.m., prevailing Eastern Time, on March 2, 2020.

T. Capitalized terms used but not defined in the Voting Procedures shall have the meanings given to them in the Plan and the Solicitation Motion, as the context requires.

II. PUBLICATION NOTICE

In addition to mailing (by first-class mail) the Confirmation Hearing Notice with the Solicitation Packages, the Debtor will cause the Confirmation Hearing Notice to be published in *The Plain Dealer* and the national edition of *USA Today* no later than January 9, 2020.

III. DISTRIBUTION OF SOLICITATION PACKAGES

This section explains the manner in which Solicitation Packages will be dispatched to various parties.

A. Scheduled Claims. On or before the Solicitation Date, the Balloting Agent will cause a Solicitation Package to be served by first-class mail upon each holder of a Claim that is not an Asbestos Personal Injury Claim, who, as of the Record Date, is listed in the Schedules as liquidated, undisputed, and non-contingent and with a claim amount in excess of \$0.00; provided, however, that each holder of a Claim that is not an Asbestos Personal Injury Claim that is entitled to receive a Solicitation Package pursuant to this section and also is entitled to receive a Solicitation Package pursuant to a different section of these Voting Procedures shall be entitled to receive only one Solicitation Package. The Solicitation Packages sent to holders of Claims that are not Asbestos Personal Injury Claims (other than Intercompany Claims) will be provided for informational purposes only and therefore will not include a Ballot. The Solicitation Packages sent to holders of Intercompany Claims will include a Ballot for voting purposes.

B. Filed Claims. On or before the Solicitation Date, the Balloting Agent will cause a Solicitation Package to be served by first-class mail upon each holder of a Claim that is not an Asbestos Personal Injury Claim represented by a proof of claim filed against the Debtor that has not been withdrawn or disallowed or expunged by an order of the Bankruptcy Court entered on or before the Record Date. The Solicitation Packages sent to holders of Claims that are not Asbestos Personal Injury Claims (other than Intercompany Claims) will be provided for informational purposes only and therefore will not include a Ballot. The Solicitation Packages sent to holders of Intercompany Claims will include a Ballot for voting purposes.

C. Asbestos Personal Injury Claims. On or before the Solicitation Date, the Balloting Agent will cause Solicitation Packages to be served by first-class mail on known holders of Asbestos Personal Injury Claims or such holders' attorneys in the manner prescribed in section IV of the Voting Procedures.

D. Parties to Executory Contracts and Unexpired Leases. On or before the Solicitation Date, the Balloting Agent will cause a Solicitation Package to be served by first-class mail upon each entity listed on the Schedules as a party to an executory contract or an unexpired lease with the Debtor. The Solicitation Packages sent to such parties will be provided for informational purposes only and therefore will not include a ballot. Such service of a Solicitation Package shall not be deemed an admission by the Debtor that any particular contract or lease is in fact an executory contract or unexpired lease within the meaning of section 365(a) of the Bankruptcy Code.

E. Determination of Holders of Record. Except with respect to Asbestos Personal Injury Claims, the Solicitation Package will be served for informational purposes on the entity that holds a Claim or an Interest, as applicable, as of the Record Date, and neither the Debtor nor the Balloting Agent will have any obligation to cause a Solicitation Package to be served upon a subsequent holder of such Claim (as evidenced by any notice of assignment of such Claim entered on the Bankruptcy Court's docket or that only becomes effective after the Record Date or otherwise) or Interest.

F. Interests. On or before the Solicitation Date, the Balloting Agent will cause a Solicitation Package to be served by first-class mail upon the holders of record of the Interests in the Debtor. The Solicitation Packages sent to such holders will be provided for informational purposes only and therefore will not include a Ballot.

G. Other Parties. On or before the Solicitation Date, the Balloting Agent will cause a Solicitation Package to be served by first-class mail upon (a) the Office of the United States Trustee for Region 9, (b) counsel to the Committee, (c) counsel to the Future Claimants' Representative, (d) counsel to the Affiliates, (e) the respective taxing and workers' compensation authorities for the States of Alabama, California, Ohio, and Texas, and (f) each person who filed a notice of appearance with the Bankruptcy Court pursuant to Federal Rule of Bankruptcy Procedure 2002 and has not withdrawn such notice of appearance as of the Solicitation Date. The Debtor may, in its discretion, distribute or cause the Balloting Agent to distribute Solicitation Packages to other parties not specified in this section of the Voting Procedures. The Solicitation Packages sent to such parties will be provided for informational purposes only and therefore will not include any Ballot.

H. Notice of Non-Voting Status. On or before the Solicitation Date, the Balloting Agent will cause the Notice of Non-Voting Status to be served by first-class mail upon (a) holders of claims in Class 1, Class 2, and Class 3 who are unimpaired under the Plan and therefore presumed to accept the Plan, and (b) those equity security holders who are insiders of the Debtor and are not entitled to vote to accept or reject the Plan in Class 6.

I. Exception for Undeliverables. Notwithstanding any provision in these Voting Procedures to the contrary, the Balloting Agent shall not be required to resend a Solicitation Package to any person or entity whose Solicitation Package was returned as undeliverable by the postal service, unless the Debtor or the Balloting Agent is provided with an accurate address for such person or entity prior to the Voting Deadline.

IV. SPECIAL PROCEDURES RELATING TO ASBESTOS PERSONAL INJURY CLAIMS (CLASS 4)

A. **Distribution of Solicitation Packages.** The Balloting Agent will cause Solicitation Packages to be served with respect to Asbestos Personal Injury Claims as follows:

1. To attorneys representing individual holders of Asbestos Personal Injury Claims:

(a) A single Solicitation Package will be served by first-class mail upon each attorney known by the Debtor (based on the Debtor's records and any list of attorneys furnished to the Debtor on or before the entry of the Solicitation Order) to represent or potentially to represent individuals who may hold or assert Asbestos Personal Injury Claims. That Solicitation Package will include a Master Ballot.

(b) If an attorney who receives a Solicitation Package either (1) is unable to certify with respect to any holder of an Asbestos Personal Injury Claim represented by such attorney that such attorney has the authority to vote on the Plan on behalf of such holder or (2) wishes any holder of an Asbestos Personal Injury Claim represented by such attorney to cast his or her own Ballot on the Plan, such attorney shall, within ten (10) business days after receiving the Solicitation Package, furnish the Balloting Agent with the name and address for each such holder.

(c) Attorneys who wish their clients to receive Solicitation Packages for informational purposes only (*i.e.*, without a Ballot) must provide to the Balloting Agent such clients' names and addresses within ten (10) business days after receiving the Solicitation Package.

(d) Each Class 4 Asbestos Personal Injury Claim holder's attorney will be required to certify that he/she is authorized under applicable bankruptcy or non-bankruptcy law to vote on behalf of each holder of a Class 4 Asbestos Personal Injury Claim as to whom he or she casts a vote.

2. To individuals holding Asbestos Personal Injury Claims:

(a) Transmittal by the Balloting Agent. If either (i) an individual who holds or asserts an Asbestos Personal Injury Claim requests a Solicitation Package either by written notice to the Balloting Agent and provides a mailing address therewith, or (ii), within ten (10) business days of receipt of a Solicitation Package, an attorney who represents or purports to represent the holder of an Asbestos Personal Injury Claim furnishes to the Balloting Agent a list that contains the name and address for each such individual to the Balloting Agent, then the Balloting Agent will cause a Solicitation Package to be mailed, together with a Ballot, directly to each such individual who holds or asserts such Asbestos Personal Injury Claim(s) within seven (7) business days after the Balloting Agent receives that request. If an unrepresented individual who holds or asserts an Asbestos Personal Injury Claim signs and files a proof of Asbestos Personal Injury Claim prior to the Solicitation Date, then the Balloting Agent will cause a

Solicitation Package, together with an Individual Ballot, to be mailed directly to each such individual by the Solicitation Date.

(b) Transmittal by an Attorney. An attorney may choose to transmit Solicitation Packages to his or her clients directly. If an attorney chooses to do so, such attorney must, within ten (10) business days after the Solicitation Date, furnish a written request to the Balloting Agent for a specified number of Solicitation Packages and Individual Ballots, which will be sent by first-class mail to that attorney (or by electronic mail to that attorney, if that attorney so requests) within seven (7) business days after the Balloting Agent's receipt of that written request. The Debtor will reimburse such attorney for the actual postage incurred by the attorney. Attorneys seeking reimbursement shall submit reasonable evidence of postage expenses incurred in order to obtain such reimbursement.

(c) Individual Holders of Asbestos Personal Injury Claims Against the Debtor. Notwithstanding other provisions of these Voting Procedures to the contrary, the Balloting Agent shall cause a Solicitation Package (including, among other things, an Individual Ballot) to be mailed directly to individual holders of Asbestos Personal Injury Claims who are known as holding Asbestos Personal Injury Claims against the Debtor and who are not represented by an attorney.

B. Calculation of Votes With Respect to Asbestos Personal Injury Claims.

1. Individual Holders of Asbestos Personal Injury Claims. Each holder of an Asbestos Personal Injury Claim will have a single vote on the Plan, in an amount based upon the type of disease that forms the basis for such holder's asserted Asbestos Personal Injury Claim. The amount of an Asbestos Personal Injury Claim, to be used solely for purposes of voting on the Plan, is as follows:

(a) If the basis for the Asbestos Personal Injury Claim is alleged to be "**MESOTHELIOMA**" (**Disease Level V**) (according to the medical criteria set forth in the TDP and summarized in the Ballot instructions), then each holder of an Asbestos Personal Injury Claim of this type shall vote his or her Asbestos Personal Injury Claim in the amount of **\$50,000**.

(b) If the basis for the Asbestos Personal Injury Claim is alleged to be "**LUNG CANCER 1**" (**Disease Level IV**) (according to the medical criteria set forth in the TDP and summarized in the Ballot instructions), then each holder of an Asbestos Personal Injury Claim of this type shall vote his or her Asbestos Personal Injury Claim in the amount of **\$17,000**.

(c) If the basis for the Asbestos Personal Injury Claim is alleged to be "**LUNG CANCER 2**" (**Disease Level III**) (according to the medical criteria set forth in the TDP and summarized in the Ballot instructions), then each holder of an Asbestos Personal Injury Claim of this type shall vote his or her Asbestos Personal Injury Claim in the amount of **\$5,000**.

(d) If the basis for the Asbestos Personal Injury Claim is alleged to be "**OTHER CANCER**" (**Disease Level II**) (according to the medical criteria set

forth in the TDP and summarized in the Ballot instructions), then each holder of an Asbestos Personal Injury Claim of this type shall vote his or her Asbestos Personal Injury Claim in the amount of **\$7,000**.

(e) If the basis for the Asbestos Personal Injury Claim is alleged to be “**SEVERE ASBESTOSIS**” (**Disease Level I**) (according to the medical criteria set forth in the TDP and summarized in the Ballot instructions), then each holder of an Asbestos Personal Injury Claim of this type shall vote his or her Asbestos Personal Injury Claim in the amount of **\$12,000**.

(f) If the basis for the Asbestos Personal Injury Claim is alleged to be “**OTHER ASBESTOS DISEASE**” (i.e., an asbestos-related disease that does not fit or satisfy any of the medical criteria set forth in the TDP and summarized in the Ballot instructions), then each holder of an Asbestos Personal Injury Claim of this type shall vote his or her Asbestos Personal Injury Claim in the amount of **\$100**.

The designation of the disease category by the holder of an Asbestos Personal Injury Claim or his or her attorney and the value assigned to the holder’s claim will not be binding upon the holder, the Debtor, the Asbestos Personal Injury Trust, or any other entity for any purpose other than voting on the Plan.

Only one (1) disease category may be selected for each holder of an Asbestos Personal Injury Claim. In the event more than one (1) disease category is selected by or on behalf of a holder of an Asbestos Personal Injury Claim, the Balloting Agent shall count only the selected disease category with the highest value for voting purposes. In the event a Ballot or Master Ballot fails to indicate the disease category of a holder of an Asbestos Personal Injury Claim, the vote of the holder of such Asbestos Personal Injury Claim shall be counted for purposes of voting on the Plan as an “Other Asbestos Disease” claim.

Ballots received by the Balloting Agent that list a disease that does not exactly correspond to the disease levels set forth in the Asbestos Personal Injury Trust Procedures will be assigned the lowest disease level corresponding to their disease (e.g., if the Ballot lists only Asbestosis, the Balloting Agent will assign such Ballot as Level I).

2. Holders of Indirect Asbestos Personal Injury Claims. If no disease category applies because the nature of the holder’s Asbestos Personal Injury Claim is indirect only (e.g., a contribution claim, subrogation claim, reimbursement claim, etc.), then that holder’s claim shall be assigned a value for voting purposes only of **\$1.00**. Any holder of such an Asbestos Personal Injury Claim who wishes to vote such claim in an amount greater than \$1.00 must file a motion with the Bankruptcy Court, requesting temporary allowance of such claim for voting purposes in an amount greater than \$1.00, in accordance with Bankruptcy Rule 3018 and the procedure specified in section IV(B)(3) below.

3. Temporary Allowance. If any creditor seeks to challenge the allowance of a claim for voting purposes in accordance with these Voting Procedures, such creditor must file a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily

allowing such claim in a different amount for purposes of voting to accept or reject the Plan. Such creditor must file a motion with the Court and serve that motion upon counsel to the Debtor, counsel to the Affiliates, counsel to the Committee, counsel to the Future Claimants' Representative, and the United States Trustee so that the motion is **actually received** by them no later than 15 calendar days after the later of (a) the first date upon which the Publication Notice is published in either the *Plain Dealer* or the national edition of *USA Today*, or (b) receipt (by that creditor or that creditor's attorney) of the Solicitation Package. Any Plan Proponent shall have the right to oppose the relief requested in any such motion. As to any creditor filing such a motion, that creditor's Ballot should not be counted unless temporarily allowed by an order this Court enters before the Voting Deadline.

C. Required Certifications. No vote in favor of or against the Plan by or on behalf of a holder of an Asbestos Personal Injury Claim shall be counted by the Balloting Agent unless the Ballot or Master Ballot reflecting such vote is timely submitted to the Balloting Agent with the written certifications contained on the Ballot or Master Ballot.

1. Certification for Individual Ballots. Individual Ballots voted by, or on behalf of, holders of Asbestos Personal Injury Claims shall contain an acknowledgement and certification, *inter alia*, that (A) the person signing the Ballot has received the documents included in the Solicitation Package; (B) on information and belief, the person signing the Ballot holds an Asbestos Personal Injury Claim (as defined in the Plan) against the Debtor or is an agent authorized to submit the ballot on behalf of such holder; and (C) the asbestos-related disease attributed to such Asbestos Personal Injury Claim is the disease category designated on the Ballot, based on medical records or similar documentation regarding the person who has or had such disease.

2. Certification for Master Ballots. Master Ballots voted on behalf of holders of Asbestos Personal Injury Claims shall contain an acknowledgement and certification, *inter alia*, that (A) the attorney signing the Master Ballot has received the documents included in the Solicitation Package; (B) the attorney signing the Master Ballot is authorized under applicable law by each of the holders of Asbestos Personal Injury Claims listed on the exhibit accompanying the Master Ballot to vote on behalf of such holders; (C) each claimant identified on such exhibit has, on information and belief, an Asbestos Personal Injury Claim (as defined in the Plan) against the Debtor, and (D) the asbestos-related disease attributed to such Asbestos Personal Injury Claim is the disease category designated on the Master Ballot, based on medical records or similar documentation regarding the person who has or had such disease.

D. Completion and Return of Master Ballots by Attorneys for Holders of Asbestos Personal Injury Claims. Attorneys who represent individual holders of Asbestos Personal Injury Claims shall be permitted to cast Master Ballots for such holders, but only to the extent such attorneys have the authority under applicable law to do so, and so certify in the manner set forth herein and on the Master Ballots respecting such Asbestos Personal Injury Claims. Each attorney voting on behalf of the individuals he or she represents who hold or assert Asbestos Personal Injury Claims shall complete a Master Ballot, which will set forth the votes

cast by such attorney on behalf of any such clients. The following procedures will govern the completion and return of a Master Ballot:

1. Summarizing Votes on the Master Ballot:

(a) The Master Ballot shall contain the following options for voting, one of which shall be marked by the attorney:

- i. “All Class 4 Asbestos Personal Injury Claims listed on the Master Ballot Exhibit **ACCEPT / VOTE IN FAVOR OF** the Plan.”
- ii. “All Class 4 Asbestos Personal Injury Claims listed on the Master Ballot Exhibit **REJECT / VOTE AGAINST** the Plan.”
- iii. “Some of the individuals listed on the Exhibit required in Item 3 **ACCEPT / VOTE IN FAVOR OF** the Plan while other individuals listed on such Exhibit **REJECT / VOTE AGAINST** the Plan.”

(b) The attorney completing the Master Ballot also will have to complete the following summary of votes on the Plan for each disease category of Asbestos Personal Injury Claims for which the attorney is voting on the Plan:

Disease Category	Number of Votes ACCEPTING/ VOTING IN FAVOR OF Plan	Dollar Amount of Votes ACCEPTING/ VOTING IN FAVOR OF Plan	Number of Votes REJECTING/ VOTING AGAINST Plan	Dollar Amount of Votes REJECTING/ VOTING AGAINST Plan
Mesothelioma (Level V)				
Lung Cancer 1 (Level IV)				
Lung Cancer 2 (Level III)				
Other Cancer (Level II)				
Severe Asbestosis (Level I)				
Other Asbestos Disease				
Indirect Claim				
Total Votes				

2. Inability to Make Required Certifications on Master Ballot: If the attorney is unable to make such certifications on behalf of any holder of an Asbestos Personal Injury Claim whom he or she represents, the attorney may not cast a vote on behalf of such claimant and, instead, in accordance with section IV(A)(1)(b) of these Voting Procedures, that attorney must timely send to the Balloting Agent the list containing the name and address for each such holder of that attorney's clients for whom that attorney may not vote.

3. Spreadsheet Exhibit to the Master Ballot:

(a) Each attorney shall prepare a spreadsheet in the form shown on the Master Ballot. This spreadsheet will become an exhibit to the Master Ballot and must clearly identify the attorney's law firm on each page and list in separate columns the following information for each holder of an Asbestos Personal Injury Claim on whose behalf the attorney is voting: (i) the name of the injured party (with first name, last name, middle initial, and suffix listed in separate columns); (ii) the last four digits of the injured party's Social Security number; (iii) date of birth; (iv) date of death, if applicable; (v) disease type; (vi) an address for service of notices (which can be the address of the law firm representing the holder); and (vii) whether each individual holder of an Asbestos Personal Injury Claim accepts (votes in favor of) or rejects (votes against) the Plan.

(b) The entire spreadsheet must be submitted on a disc or thumb drive in MICROSOFT EXCEL™ or similar format, and enclosed with the Master Ballot; provided, however, if such spreadsheet contains less than twenty (20) holders of Asbestos Personal Injury Claims, the spreadsheet may be attached to the Master Ballot as an exhibit in paper form. The completed Master Ballot and spreadsheet exhibit must be returned to the Balloting Agent in accordance with sections V(C) and V(D) of these Voting Procedures.

V. RETURN OF BALLOTS

A. Claimants Entitled to Vote. Only holders of Claims in Class 4 (Asbestos Personal Injury Claims) and Class 5 (Intercompany Claims) will be permitted to vote.

B. Authority to Complete and Execute Ballots. If a Ballot or Master Ballot is signed by a trustee, executor, guardian, attorney-in-fact, officer of a corporation, or any other entity acting in a fiduciary or representative capacity, the signatory must indicate such capacity when signing. The authority of the signatory of each Ballot or Master Ballot to complete and execute the Ballot or Master Ballot shall be presumed, but by executing a Ballot or a Master Ballot, each signatory certifies that he or she has such authority, and shall provide evidence of such authority upon request of the Balloting Agent.

C. Place to Send Completed Ballots and Master Ballots. All Ballots and Master Ballots should be returned by mail, using the pre-addressed envelope included in the Solicitation Package, or by hand delivery or overnight courier to:

Sepco Balloting Agent c/o Kurtzman Carson Consultants LLC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245

VP-10

D. Deadline for Receiving Completed Ballots and Master Ballots. All Ballots and Master Ballots must be *actually received* by the Balloting Agent by the Voting Deadline in order to register a vote on the Plan. If any Ballot or Master Ballot is received by the Balloting Agent after such date and time, the vote(s) recorded on that Ballot or Master Ballot will not be counted.

E. Ballots Submitted by Facsimile or Electronic Transmission. The Balloting Agent shall not accept Ballots or Master Ballots submitted by electronic transmission or facsimile. Any Ballots or Master Ballots so submitted will not be counted.

F. Retention of Ballots and Master Ballots by Balloting Agent. The Balloting Agent will date-stamp all Ballots and Master Ballots when received. Ballots received on the day of the Voting Deadline will be date and time-stamped. In addition, the Balloting Agent will retain originals of all Ballots and Master Ballots for a period of one (1) year after the Effective Date of the Plan, unless otherwise instructed by the Debtor (or Reorganized Sepco, as the case may be) in writing or otherwise ordered by the Bankruptcy Court.

VI. TABULATION OF BALLOTS

A. Determination of Amount of Asbestos Personal Injury Claims Voted. The amounts used to tabulate acceptance/votes in favor of or rejection of/votes against the Plan by those holding Asbestos Personal Injury Claims are set forth in section IV(B) of the Voting Procedures.

B. Ballots Excluded. A Ballot will not be counted if any of the following applies to such Ballot:

1. The Ballot or Master Ballot was cast by or on behalf of a person or entity who does not hold a Claim that is entitled to vote, pursuant to section V(A) of the Voting Procedures.

2. The Ballot is not *actually received* by the Balloting Agent in the manner set forth in section V(D) of the Voting Procedures by the Voting Deadline, unless the Debtor shall have granted in writing an extension of the Voting Deadline with respect to such Ballot, or the Bankruptcy Court shall have granted such an extension.

3. The Ballot is returned to the Balloting Agent indicating a vote on the Plan but is unsigned.

4. The Ballot is illegible or contains insufficient information to permit the identification of the claimant.

5. The Ballot is transmitted to the Balloting Agent by facsimile or other electronic means.

6. The Ballot is submitted in a form that is not the appropriate Ballot for such Claim.

7. The Ballot is not completed (including, without limitation, (i) a Master Ballot with respect to an Asbestos Personal Injury Claim on which the attorney fails to make the required certification, or (ii) a Ballot submitted by or on behalf of a holder of an Asbestos Personal Injury Claim in the United States that does not provide the last four digits of the claimant's Social Security Number).

C. **General Voting Procedures and Standard Assumptions.** In addition to all other provisions of these Voting Procedures, the following procedures for voting and standard assumptions will be used in tabulating Ballots.

1. A creditor may not split a vote. Accordingly, (a) each creditor shall have a single vote within a particular class, (b) the full amount of all such creditor's claims (calculated in accordance with these procedures) within a particular class shall be deemed to have been voted either to accept/in favor of or reject/against the Plan, and (c) any individual vote cast on a Ballot that partially rejects/votes against and partially accepts/votes in favor of the Plan shall not be counted.

2. The Balloting Agent shall have the discretion to, but shall not be obligated to, contact voters to cure any defects in the Ballots or Master Ballots.

3. Any voter that delivers a valid Ballot or Master Ballot may withdraw his, her, or its vote by delivering a written notice of withdrawal to the Balloting Agent before the Voting Deadline. To be valid, the notice of withdrawal must (a) be signed by the person who signed the Ballot or Master Ballot to be revoked and (b) be received by the Balloting Agent on or before the Voting Deadline. The Plan Proponents reserve the right to contest any withdrawals.

4. If two or more Ballots are received for the same claimant but submitted by a different attorney or agent, the claimant's vote will be counted only once and only if the votes are consistent. If the votes are not consistent, none of them will be counted.

5. If multiple Ballots are received from different holders purporting to hold the same Claim, in the absence of contrary information establishing which claimant held such Claim as of the Voting Deadline, the latest-dated otherwise valid Ballot that is received prior to the applicable Voting Deadline will be the Ballot that is counted.

6. If multiple Ballots are received from the holder of a Claim and someone purporting to be that holder's attorney or agent, the Ballot received from the holder of the Claim will be the Ballot that is counted, and the vote of the purported attorney or agent will not be counted.

7. There shall be a rebuttable presumption that any claimant who submits a properly completed superseding Ballot or withdrawal of a Ballot on or before the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such claimant's acceptance or rejection of the Plan.

8. A Ballot that is completed, but on which the claimant did not vote to accept/in favor of or reject/against the Plan, or on which the claimant has voted to accept/in favor of *and* reject/against the Plan, shall not be counted as a vote on the Plan.

9. If multiple Ballots are received from a holder of a Claim for the same Claim, the latest-dated otherwise valid Ballot that is received prior to the applicable Voting Deadline shall be the Ballot that is counted as a vote on the Plan.

EXHIBIT 2

FORMS OF CLASS 4 AND CLASS 5 BALLOTS

EXHIBIT 2-A

FORM OF CLASS 4 MASTER BALLOT

MASTER BALLOT FOR CLASS 4 (ASBESTOS PERSONAL INJURY CLAIMS)

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:	:	Chapter 11
SEPCO CORPORATION,	:	Case No. 16-50058
	:	
Debtor. ¹	:	Judge Alan M. Koschik

**MASTER BALLOT FOR VOTING ON THE PLAN OF REORGANIZATION OF
SEPCO UNDER CHAPTER 11 OF THE BANKRUPTCY CODE FOR
CLASS 4 ASBESTOS PERSONAL INJURY CLAIMS**

Sepeco Corporation (the “Debtor”) is soliciting votes with respect to the *Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code*, dated December 12, 2019 (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Plan”), which is described in the *Disclosure Statement With Respect to the Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code*, dated December 12, 2019 (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Disclosure Statement”), both of which are included in the CD-ROM or thumb drive accompanying this Master Ballot. The Plan and Disclosure Statement can also be accessed on the internet at <http://www.kccllc.net/sepcoc>.

On [●], 2019, the United States Bankruptcy Court for the Northern District of Ohio (the “Bankruptcy Court”) signed an order approving certain procedures (the “Voting Procedures”) for the solicitation and tabulation of votes on the Plan. Section IV of the Voting Procedures sets forth the procedures for master ballots, such as this one, that are signed by attorneys for holders of Asbestos Personal Injury Claims against the Debtor. Capitalized terms used but not defined in this ballot shall have the meanings given to them in the Plan.

The Plan, attached to the Disclosure Statement as Exhibit A, provides for the issuance of an “Asbestos Channeling Injunction” pursuant to section 524(g) of the Bankruptcy Code and for certain other injunctive relief. For a description of the causes of action to be enjoined and the identities of the entities that would be subject to the injunctions, see article VIII.D of the Disclosure Statement and section 10.3 of the Plan.

THIS MASTER BALLOT IS TO BE USED BY COUNSEL ONLY FOR VOTING ON BEHALF OF INDIVIDUAL HOLDERS OF CLAIMS IN CLASS 4 (ASBESTOS PERSONAL INJURY CLAIMS). The Plan provides different treatment for different classes of claims or interests. Asbestos Personal Injury Claims (as defined in the Plan) are included in Class 4 under

¹ The last four digits of the Debtor’s federal tax identification number are 7402.

the Plan. This treatment also is described in the Disclosure Statement. **If you have any questions on how to complete this Master Ballot properly, please refer to the attached instructions.**

IN ORDER FOR THESE VOTES TO BE COUNTED, THIS MASTER BALLOT MUST BE PROPERLY COMPLETED, SIGNED, AND RETURNED SO THAT IT IS ***ACTUALLY RECEIVED*** BY KURTZMAN CARSON CONSULTANTS LLC (THE “BALLOTING AGENT”) NO LATER THAN **5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 2, 2020** (THE “VOTING DEADLINE”), UNLESS SUCH TIME IS EXTENDED BY THE DEBTOR, AT THE FOLLOWING ADDRESS:

By U.S. Mail, Delivery or Courier:
Sepco Balloting Agent
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

With respect to any holder of an Asbestos Personal Injury Claim you represent, if you: (i) are unable to certify that you have the authority to vote on the Plan on behalf of such holder, or (ii) wish such holder to cast his or her own ballot on the Plan, you must furnish the Balloting Agent with a list setting forth the name and address for each such holder within ten (10) business days of receiving a copy of this ballot; provided, that, if such list contains more than twenty (20) such holders, such information must be provided in electronic format, preferably in Microsoft Excel format, in the same form as described in Item 3 below.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THIS MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT AT THE ADDRESS LISTED ABOVE OR THROUGH THE FOLLOWING OPTIONS:

Telephone: (888) 647-1733
Email: SepcoInfo@kccllc.com

Copies of the Disclosure Statement and Plan may be obtained, *free of charge*, by accessing them on the Balloting Agent’s website for Sepco’s Chapter 11 Case: <http://www.kccllc.net/sepco>.

Please note that the Balloting Agent cannot provide legal advice or direct you to either accept or reject the Plan.

Ballots transmitted by facsimile or other electronic means, including email, will not be counted. Ballots delivered to the Bankruptcy Court, the Debtor, or any other person other than the Balloting Agent will not be counted.

If an order confirming the Plan is issued by the Bankruptcy Court, all holders of Interests in, and any and all holders of claims against, the Debtor (including those who reject/vote against

the Plan, abstain from voting on the Plan, or are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT FOLLOW THE BALLOT. PLEASE READ THE INSTRUCTIONS, THE PLAN, AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE MASTER BALLOT.

IF AN ADDITIONAL MASTER BALLOT IS NEEDED, PLEASE DO NOT PHOTOCOPY THIS BALLOT, BUT RATHER, REQUEST AN ADDITIONAL BALLOT FROM THE BALLOTING AGENT.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. TABULATION OF VOTES WITH RESPECT TO THE PLAN. Each holder of an Asbestos Personal Injury Claim must vote his or her entire Claim either to accept (vote in favor of) or reject (vote against) the Plan. A holder of an Asbestos Personal Injury Claim may not split his or her vote within a Class. Accordingly, the vote of any holder of an Asbestos Personal Injury Claim who attempts to partially reject and partially accept the Plan shall not be counted. If the Master Ballot is signed and timely sent to the Balloting Agent, but does not designate either acceptance or rejection of the Plan (or indicates both acceptance and rejection of the Plan) for any particular Claim, the Master Ballot will not be counted as a vote on the Plan solely with respect to that Claim.

If you cast more than one Master Ballot and vote more than once on account of the same individual Asbestos Personal Injury Claim, the latest-dated Master Ballot received before the Voting Deadline will be deemed to reflect the claimholder's intent and thus to supersede any prior Master Ballots with respect to such individual Asbestos Personal Injury Claim.

The Balloting Agent is authorized in its sole and absolute discretion, but is not obligated, to contact you to cure any defects in the Master Ballot. Only those Master Ballots *actually received* by the Voting Deadline will be tabulated.

For claimants holding a Claim in Class 4 (Asbestos Personal Injury Claims) please mark one of the boxes below:

- All Class 4 Asbestos Personal Injury Claims listed on the Master Ballot Exhibit **ACCEPT (VOTE IN FAVOR OF)** the Plan.
- All Class 4 Asbestos Personal Injury Claims listed on the Master Ballot Exhibit **REJECT (VOTE AGAINST)** the Plan.
- Some of the individuals listed on the Master Ballot Exhibit **ACCEPT (VOTE IN FAVOR OF)** the Plan while other individuals listed on the Master Ballot Exhibit **REJECT (VOTE AGAINST)** the Plan.

[Please proceed to Item 2 on the next page.]

ITEM 2. SUMMARY OF VOTES BY DISEASE CATEGORY. Please summarize the votes of the holders of Asbestos Personal Injury Claims for whom you are voting, according to disease category, on the table below.

Disease Category	Number of Votes ACCEPTING/ VOTING IN FAVOR OF Plan	Dollar Amount of Votes ACCEPTING/ VOTING IN FAVOR OF Plan	Number of Votes REJECTING/ VOTING AGAINST Plan	Dollar Amount of Votes REJECTING/ VOTING AGAINST Plan
Mesothelioma (Level V)				
Lung Cancer 1 (Level IV)				
Lung Cancer 2 (Level III)				
Other Cancer (Level II)				
Severe Asbestosis (Level I)				
Other Asbestos Disease				
Indirect Claim				
Total Votes				

ITEM 3. EXHIBIT OF INDIVIDUAL HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS REPRESENTED BY COUNSEL. Please prepare a client list of the Class 4 Asbestos Personal Injury Claims you are voting as a required exhibit to the Master Ballot (the “Master Ballot Exhibit”). The Master Ballot Exhibit shall be prepared as an electronic document in Microsoft Excel or similar format, consistent with the form attached hereto, and be transmitted to the Balloting Agent via CD-ROM or thumb drive; provided, however, if the Master Ballot Exhibit contains less than twenty (20) holders of Asbestos Personal Injury Claims, the Master Ballot Exhibit may be attached to the Master Ballot as an exhibit in paper form. An electronic template of the Master Ballot Exhibit is available from the Balloting Agent upon request. The Master Ballot Exhibit must include the following information: (i) the name of the injured party (with first name, last name, middle initial, and suffix listed in separate columns); (ii) the last four digits of the injured party’s Social Security Number, (iii) date of birth; (iv) date of death, if applicable; (v) disease type; and (vi) whether each individual holder of an Asbestos Personal Injury Claim votes to accept/votes in favor of or rejects/votes against the Plan. Any vote on behalf of a holder of an Asbestos Personal Injury Claim submitted without inclusion of the name and the last four digits of a valid Social Security Number of such claimant will not be counted.

ITEM 4. CERTIFICATION OF COUNSEL: REQUIRED CERTIFICATIONS REGARDING ASBESTOS PERSONAL INJURY CLAIMS. No vote for or against the Plan by or on behalf of a holder of an Asbestos Personal Injury Claim shall be counted by the Balloting Agent unless the Master Ballot reflecting such vote is submitted to the Balloting Agent with written certifications, in the form contained on the Master Ballot. By signing this Master Ballot, the undersigned certifies that the following statements are true and correct:

- I have been provided with a copy of the Disclosure Statement (with the Plan attached as an exhibit), this Master Ballot, and the Confirmation Hearing Notice.

- I am authorized under applicable law by each of the holders of the Asbestos Personal Injury Claims listed on the Master Ballot Exhibit accompanying this Master Ballot to vote each of their Asbestos Personal Injury Claims to accept or reject the Plan, as indicated on the exhibit.

- Each claimant identified on the exhibit attached hereto has, on information and belief, an Asbestos Personal Injury Claim (as defined in the Plan) against the Debtor.

- The asbestos-related disease attributed to such Asbestos Personal Injury Claim is the disease category designated on the Master Ballot Exhibit, based on medical records or similar documentation regarding the person who has or had such disease.

Print or Type Name of Attorney Completing Ballot

Law Firm and Tax ID Number

Street Address

City, State and Zip Code

()
Telephone Number

()
Facsimile Number

Email Address for Acknowledgement

SIGN AND DATE BELOW:

Please check if applicable:

Signature

Address correction

Date

Address not previously provided

IF THIS MASTER BALLOT IS NOT *ACTUALLY RECEIVED* BY THE BALLOTING AGENT BY 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 2, 2020, IT WILL NOT BE COUNTED.

**VOTING INSTRUCTIONS FOR COMPLETING
MASTER BALLOT FOR CLASS 4 ASBESTOS PERSONAL INJURY CLAIMS**

1. This Master Ballot is submitted to you in connection with the solicitation of votes of individual holders of Asbestos Personal Injury Claims to accept or reject the Plan. The Disclosure Statement and Plan are being provided to you on the enclosed CD-ROM or thumb drive unless otherwise requested. Capitalized terms used but not defined in this Master Ballot shall have the meanings given to them in the Plan. PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE MASTER BALLOT.

2. This Master Ballot is to be used by counsel of record for individual holders of Asbestos Personal Injury Claims who are authorized to vote on behalf of those clients to accept or reject the Plan.

In order for the votes reflected on the Master Ballot to count, the Master Ballot must be completed, signed, and returned so that it is *actually received* by the Balloting Agent, Kurtzman Carson Consultants LLC, not later than **5:00 p.m. (prevailing Eastern Time), on March 2, 2020** (the “Voting Deadline”), unless such time is extended by the Debtor, at the following address:

<p>By U.S. Mail, Delivery or Courier: Sepco Balloting Agent c/o Kurtzman Carson Consultants LLC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245</p>
--

Ballots transmitted by facsimile or other electronic means, including email, will not be counted. Ballots delivered to the Bankruptcy Court, the Debtor, or any other person other than the Balloting Agent will not be counted.

3. This Ballot will not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest. None of the information set forth in this Ballot shall constitute an admission by the Debtor as to the extent, validity, or priority of the claim voted herein, nor shall anything contained herein be binding upon the Debtor, the Asbestos Personal Injury Trust, or the claimant in any subsequent claims resolution process or other proceeding.

4. The Master Ballot may not be used for any purpose other than to transmit the votes to accept/in favor of or reject/against the Plan.

5. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last dated

Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, govern. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s) rather than duplicate(s) earlier Master Ballot(s), please designate the subsequent Master Ballot(s) as “Supplement” and clearly mark which of the votes reflected thereon are additional or changed votes. Notwithstanding the foregoing, if two votes are received for the same claimant, and the votes are filed by different counsel, the claimant’s vote will be counted only once, and only if the votes are consistent. In the event the votes are not consistent, neither vote will be counted.

6. Each holder of an Asbestos Personal Injury Claim must vote his or her entire claim either to accept (vote in favor of) or to reject (vote against) the Plan. A holder of an individual Asbestos Personal Injury Claim may not split his or her vote within a Class. Accordingly, any Asbestos Personal Injury Claim that purports to partially reject and partially accept the Plan shall not be counted at all as a vote. With respect to each holder of an Asbestos Personal Injury Claim that has authorized you to vote his or her Asbestos Personal Injury Claim on the Master Ballot, you must clearly designate either acceptance or rejection of the Plan. If this Master Ballot is signed and timely received by the Balloting Agent, but does not designate either acceptance or rejection of the Plan, or both acceptance and rejection of the Plan for any particular claim, it shall not be counted as a vote on the Plan as to that claim. Furthermore, for purposes of computing the Master Ballot vote, each voting holder of an Asbestos Personal Injury Claim shall be deemed to have a single vote in the full amount of the disease category forming the basis for such claimant’s asserted Asbestos Personal Injury Claim. The Balloting Agent is authorized in its sole and absolute discretion, but is not obligated, to contact you to cure any defects in the Master Ballot. Only those Master Ballots *actually received* by the Voting Deadline will be tabulated.

7. The Master Ballot and the Master Ballot Exhibit (as described herein) must specify a disease category to the claim of each claimant, chosen from the categories below. The following are the asbestos disease categories, along with their corresponding amount and medical criteria for voting purposes only:

- (a) Mesothelioma (Level V). Requires (1) diagnosis of mesothelioma. **Claim amount for voting purposes only: \$50,000.**
- (b) Lung Cancer 1 (Level IV). Requires (1) diagnosis of a primary lung cancer plus evidence of an underlying Bilateral Asbestos-Related Nonmalignant Disease,² and (2) supporting medical documentation

² Evidence of “Bilateral Asbestos-Related Nonmalignant Disease,” for purposes of meeting the criteria for establishing Disease Levels II and IV, means either (i) a chest X-ray read by a qualified B reader of 1/0 or higher on the ILO scale or (ii)(x) a chest X-ray read by a qualified B reader or other Qualified Physician, (y) a CT scan read by a Qualified Physician, or (z) pathology, in each case showing either bilateral interstitial fibrosis, bilateral pleural plaques, bilateral pleural thickening, or bilateral pleural calcification. **Evidence submitted to demonstrate (i) or (ii) above must be in the form of a written report stating the results (e.g., an ILO report, a written radiology report or a pathology report).** Solely for Asbestos Personal Injury Claims filed against the Debtor or another defendant in the tort system prior to the Petition Date, if an ILO reading is not available, either (i) a chest X-ray or a CT scan read by a Qualified Physician, or (ii) pathology, in each case showing bilateral interstitial fibrosis, bilateral pleural plaques, bilateral pleural thickening, or bilateral pleural calcification consistent with or compatible with a diagnosis of asbestos-related disease, shall be evidence of a Bilateral Asbestos-Related Nonmalignant Disease for purposes of meeting the presumptive medical requirements of Disease Levels II and IV. Pathological proof of asbestosis may be based on the pathological grading system for asbestosis described in the Special Issue of the

establishing asbestos exposure as a contributing factor in causing the lung cancer in question. **Claim amount for voting purposes only: \$17,000.**

- (c) Lung Cancer 2 (Level III). Requires (1) diagnosis of a primary lung cancer, and (2) supporting medical documentation establishing asbestos exposure as a contributing factor in causing the lung cancer in question. Lung Cancer 2 (Level III) claims are claims that do not meet the more stringent requirements of Lung Cancer 1 (Level IV) claims. **Claim amount for voting purposes only: \$5,000.**
- (d) Other Cancer (Level II). Requires (1) diagnosis of a primary colorectal, laryngeal, esophageal, pharyngeal, or stomach cancer, plus evidence of an underlying Bilateral Asbestos-Related Nonmalignant Disease, and (2) supporting medical documentation establishing asbestos exposure as a contributing factor in causing the other cancer in question. **Claim amount for voting purposes only: \$7,000.**
- (e) Severe Asbestosis (Level I). Requires (1) diagnosis of asbestosis with ILO of 2/1 or greater, or asbestosis determined by pathological evidence of asbestos, plus (a) TLC less than or equal to 65%, or (b) FVC less than or equal to 65% and FEV1/FVC ratio greater than 65%, and (2) supporting medical documentation establishing asbestos exposure as a contributing factor in causing the pulmonary disease in question. **Claim amount for voting purposes only: \$12,000.**
- (f) Other Asbestos Disease. For asbestos-related diseases that do not meet or satisfy the medical criteria for any of the other disease categories above. **Claim amount for voting purposes only: \$100.**

8. For purposes of voting on the Plan, each Asbestos Personal Injury Claim shall be counted in the amount set forth above that corresponds to the disease category for each such Asbestos Personal Injury Claim, which is solely for voting purposes and does not constitute an allowance or liquidation of such Asbestos Personal Injury Claims for purposes of distribution from the Asbestos Personal Injury Trust.

9. If, however, no disease category applies because the nature of the holder's Asbestos Personal Injury Claim is indirect only (e.g., a contribution claim, subrogation claim, reimbursement claim, etc.), then that holder's claim shall be assigned a value of \$1.00, which is solely for voting purposes and does not constitute an allowance or liquidation of such Asbestos Personal Injury Claims for purposes of distribution from the Asbestos Personal Injury Trust. If a holder of such an Asbestos Personal Injury Claim wishes to vote such claim in an amount greater

Archives of Pathology and Laboratory Medicine, "Asbestos-associated Diseases," Vol. 106, No. 11, App. 3 (October 8, 1982). For all purposes herein, a "Qualified Physician" is a physician who is board-certified in one or more relevant specialized fields of medicine such as pulmonology, radiology, internal medicine or occupational medicine; provided, however, that the requirement for board certification in this provision shall not apply to otherwise qualified physicians whose X-ray and/or CT scan readings are submitted for deceased holders of Asbestos Personal Injury Claims.

than \$1.00 must file a motion with the Bankruptcy Court, requesting temporary allowance of such claim for voting purposes in accordance with section IV(B)(2) of the Voting Procedures.

10. You will be required to certify that the disease category set forth on the Master Ballot is supported by medical records or similar documentation. If no disease category is indicated for a claimant, the Balloting Agent shall treat the affected vote as being cast on behalf of a claimant with “Other Asbestos Disease.” If more than one disease category is selected for an Asbestos Personal Injury Claim, the Balloting Agent shall count the affected vote in the amount corresponding to the disease category with the highest selected claim amount. If a disease level is listed that does not exactly correspond to the disease levels set forth in the Asbestos Personal Injury Trust Distribution Procedures (TDP), the Balloting Agent shall count the affected vote in the amount of the lowest disease level corresponding to the listed disease (e.g., if the Ballot lists only Asbestosis, the Balloting Agent will assign such Ballot as Level I).

11. Completion of this Master Ballot requires that you compile a Master Ballot Exhibit (in the form attached hereto), certifying a list of the clients represented by you who have Asbestos Personal Injury Claims.

ITEM 1

12. Item 1 of the Master Ballot requires you to indicate which of your clients, as the holders of an Asbestos Personal Injury Claim listed on the Master Ballot Exhibit (the “Voting Clients”), accept (vote in favor of) the Plan and which of your clients listed on the Master Ballot Exhibit reject (vote against) the Plan. If all of your Voting Clients listed have authorized you to accept the Plan, you may check the box indicating the same. If all of your clients listed have authorized you to reject the Plan, you may check the box indicating the same. If some of your clients listed have authorized you to accept the Plan, while others have authorized you to reject the Plan, please check the box indicating the same.

ITEM 2

13. Item 2 of the Master Ballot also requires you to complete a summary of the votes to accept/in favor of or reject/against the Plan by disease category and number of voters. To complete Item 2, first prepare the Master Ballot Exhibit, taking care to specify for each of your clients whether such client accepts/votes in favor of or rejects/votes against the Plan. Use the table in Item 2 to summarize these totals for each disease category.

ITEM 3

14. Item 3 of the Master Ballot requires you to attach a Master Ballot Exhibit to the Master Ballot, listing each holder of an Asbestos Personal Injury Claim that you represent. The Master Ballot Exhibit, the form of which is attached hereto, must clearly identify your law firm on each page and list in separate columns the following information for each holder of an Asbestos Personal Injury Claim on whose behalf you are voting: (i) the name of the injured party (with first name, last name, middle initial, and suffix listed in separate columns); (ii) the last four digits of the injured party’s Social Security Number; (iii) date of birth; (iv) date of death, if applicable; (v) disease type; (vi) an address for service of notices (which can be the address of the law firm representing the holder); and (vii) whether each individual holder of an Asbestos Personal Injury Claim votes to accept/in favor of or reject/against the Plan. The Master

Ballot Exhibit must be submitted on a disc or thumb drive in MICROSOFT EXCEL™ or similar format, and enclosed with the Master Ballot; provided, however, if the Master Ballot Exhibit contains less than twenty (20) holders of Asbestos Personal Injury Claims, the Master Ballot Exhibit may be attached to the Master Ballot as an exhibit in paper form. Any vote on behalf of a holder of an Asbestos Personal Injury Claim submitted without inclusion of the name and the last four digits of a valid Social Security Number of such claimant will not be counted. You must state the total number of acceptances and total number of rejections by the holders of Asbestos Personal Injury Claims that you represent, as reflected in the Master Ballot Exhibit.

ITEM 4

15. Item 4 requires that you make certain certifications as a prerequisite to the submission of votes on behalf of voting clients. Please ensure that you have read and understood the certifications prior to signing the Master Ballot, and that the certification is correct for each Asbestos Personal Injury Claim voted on the Master Ballot.

16. Please sign and date your Master Ballot.

17. Provide your name, mailing address, and telephone number.

18. Contact the Balloting Agent if you need any additional information.

19. PLEASE RETURN THE COMPLETED AND SIGNED MASTER BALLOT, TOGETHER WITH THE MASTER BALLOT EXHIBIT, TO THE BALLOTING AGENT SO THAT IT IS ***ACTUALLY RECEIVED*** BY THE VOTING DEADLINE OF **5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 2, 2020.**

20. The Plan will be found to have been accepted by Class 4 if it is accepted by the holders of at least two-thirds (2/3) in amount and more than seventy-five percent (75%) in number of Asbestos Personal Injury Claims in Class 4 voting on the Plan. If the Bankruptcy Court confirms the Plan, all holders of Interests in, and any and all holders of Claims against, the Debtor (including those who rejected the Plan, abstained from voting on the Plan, or were not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

21. Nothing contained herein or in the enclosed documents shall constitute authority for you or any other person to act as the agent of the Debtor or the Balloting Agent, or authorize you or any other person to use any document or make any statements on behalf of the Debtor or the Balloting Agent with respect to the Plan, except for the statements contained in the enclosed documents.

22. Master Ballots transmitted by facsimile or other electronic means, including emails, shall not be counted.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE PLAN OR DISCLOSURE STATEMENT, OR IF YOU BELIEVE YOU HAVE RECEIVED THE WRONG BALLOT, OR IF YOU NEED ADDITIONAL COPIES OF THIS MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT AT (888) 647-1733 or SepcoInfo@kccllc.com.

Copies of the Disclosure Statement and Plan may be obtained, *free of charge*, by accessing them on the Balloting Agent's website for Sepco's Chapter 11 Case: <http://www.kccllc.net/sepco>.

EXHIBIT 2-B

FORM OF CLASS 4 INDIVIDUAL BALLOT

INDIVIDUAL BALLOT FOR CLASS 4 (ASBESTOS PERSONAL INJURY CLAIMS)

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:	:	Chapter 11
SEPCO CORPORATION,	:	Case No. 16-50058
Debtor. ¹	:	Judge Alan M. Koschik

**INDIVIDUAL BALLOT FOR VOTING ON THE PLAN OF REORGANIZATION
OF SEPCO UNDER CHAPTER 11 OF THE BANKRUPTCY CODE FOR
CLASS 4 ASBESTOS PERSONAL INJURY CLAIMS**

Sepeco Corporation (the “Debtor”) is soliciting votes with respect to the *Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code*, dated December 12, 2019 (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Plan”), which is described in the *Disclosure Statement With Respect to the Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code*, dated December 12, 2019 (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Disclosure Statement”), both of which are included in the CD-ROM or thumb drive accompanying this Individual Ballot. The Plan and Disclosure Statement can also be accessed on the internet at <http://www.kccllc.net/sepcoc>.

On [●], 2019, the United States Bankruptcy Court for the Northern District of Ohio (the “Bankruptcy Court”) signed an order approving certain procedures (the “Voting Procedures”) for the solicitation and tabulation of votes on the Plan. Capitalized terms used but not defined in this ballot shall have the meanings given to them in the Plan.

The Plan, attached to the Disclosure Statement as Exhibit A, provides for the issuance of an “Asbestos Channeling Injunction” pursuant to section 524(g) of the Bankruptcy Code and for certain other injunctive relief. For a description of the causes of action to be enjoined and the identities of the entities that would be subject to the injunctions, see article VIII.D of the Disclosure Statement and section 10.3 of the Plan.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, PLEASE CONTACT THE BALLOTING AGENT AT THE ADDRESS OR THROUGH OTHER OPTIONS LISTED BELOW:

¹ The last four digits of the Debtor’s federal tax identification number are 7402.

Sepeco Balloting Agent
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245
Telephone: (888) 647-1733
Email: SepcoInfo@kccllc.com

Copies of the Disclosure Statement and Plan may be obtained, *free of charge*, by accessing them on the Balloting Agent's website for Sepco's Chapter 11 Case: <http://www.kccllc.net/sepeco>.

Please note that the Balloting Agent cannot provide legal advice or direct you to either accept (vote in favor of) or reject (vote against) the Plan.

IF AN ADDITIONAL BALLOT IS NEEDED, PLEASE DO NOT PHOTOCOPY THIS BALLOT, BUT RATHER, REQUEST AN ADDITIONAL BALLOT FROM THE BALLOTING AGENT.

Read instructions accompanying this Ballot before completing. Print clearly.

ITEM 1—Plan Vote. Please mark one box below.

The undersigned, a holder of an Asbestos Personal Injury Claim or his or her authorized agent:

- ACCEPTS / VOTES IN FAVOR OF the Plan**
- REJECTS / VOTES AGAINST the Plan**

Your vote will be counted in accordance with the Plan and Voting Procedures for Class 4 (Asbestos Personal Injury Claims).

ITEM 2—Injured Party’s Disease Category (Check only one):

- Mesothelioma (Level V)
- Lung Cancer 1 (Level IV)
- Lung Cancer 2 (Level III)
- Other Cancer (Level II)
- Severe Asbestosis (Disease Level I)
- Other Asbestos Disease
- Indirect Claim

ITEM 3—Claimant’s Name or Address Corrections, if any (Print Clearly):

(Name)

(Address 1)

(Address 2)

(City) (State) (Zip)

ITEM 4—Last Four Digits of Injured Party’s Social Security Number: - _____

ITEM 5—Claimant’s Telephone Number
(____) _____-_____

By signing this Ballot, you certify that:

I have received a copy of the Disclosure Statement (with the Plan attached as an exhibit), this Individual Ballot, the Confirmation Hearing Notice.

Upon information and belief, I am a holder of an Asbestos Personal Injury Claim (as defined in the Plan) or an agent authorized to submit this Ballot on behalf of such holder.

The asbestos-related disease attributed to the Asbestos Personal Injury Claim being voted in this Ballot is the disease category designated in Item 2 above, based on medical records or similar documentation regarding the person who has or had such disease.

ITEM 6—Signature/Authorization

Signature of Claimant or Authorized Agent

Print Name of Signatory

If by Authorized Agent, Print Title of Agent

Date

TO BE COUNTED, THIS BALLOT MUST HAVE THE LAST FOUR DIGITS OF THE INJURED PARTY’S SOCIAL SECURITY NUMBER, BE SIGNED AND DATED, AND BE RECEIVED BY THE BALLOTING AGENT BY 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 2, 2020, AT THE FOLLOWING ADDRESS:

Sepco Balloting Agent
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

VOTING INSTRUCTIONS FOR CLASS 4 (ASBESTOS PERSONAL INJURY CLAIMS)
INDIVIDUAL BALLOT

1. This Ballot is submitted to you in connection with the solicitation of votes of holders of Claims in Class 4 (Asbestos Personal Injury Claims) to accept (vote in favor of) or reject (vote against) the Plan. PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT. DIGITAL COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE FOUND ON THE CD-ROM OR THUMB DRIVE ENCLOSED IN THE PACKET YOU RECEIVED. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim under the Plan.

2. **ITEM 1: CAST ONE VOTE TO ACCEPT (VOTE IN FAVOR OF) OR REJECT (VOTE AGAINST) THE PLAN BY CHECKING THE APPROPRIATE BOX.** If you submit a signed Ballot but fail to indicate whether you accept or reject the Plan or if you indicate that you accept and reject the Plan, your vote will not be counted as either an acceptance of the Plan or a rejection of the Plan.

3. **ITEM 2:** Indicate in Item 2 the disease category applicable to your Class 4 Asbestos Personal Injury Claim. The following are the asbestos-related disease categories, along with their corresponding amount and medical criteria for voting purposes only:

- (a) Mesothelioma (Level V). Requires diagnosis of mesothelioma. **Claim amount for voting purposes only: \$50,000.**
- (b) Lung Cancer 1 (Level IV). Requires (1) diagnosis of a primary lung cancer plus evidence of an underlying Bilateral Asbestos-Related Nonmalignant Disease,² and (2) supporting medical documentation establishing asbestos exposure as a contributing factor in causing the lung cancer in question. **Claim amount for voting purposes only: \$17,000.**
- (c) Lung Cancer 2 (Level III). Requires (1) diagnosis of a primary lung cancer, and (2) supporting medical documentation establishing asbestos

² Evidence of “Bilateral Asbestos-Related Nonmalignant Disease,” for purposes of meeting the criteria for establishing Disease Levels II and IV, means either (i) a chest X-ray read by a qualified B reader of 1/0 or higher on the ILO scale or (ii)(x) a chest X-ray read by a qualified B reader or other Qualified Physician, (y) a CT scan read by a Qualified Physician, or (z) pathology, in each case showing either bilateral interstitial fibrosis, bilateral pleural plaques, bilateral pleural thickening, or bilateral pleural calcification. **Evidence submitted to demonstrate (i) or (ii) above must be in the form of a written report stating the results (e.g., an ILO report, a written radiology report or a pathology report).** Solely for Asbestos Personal Injury Claims filed against the Debtor or another defendant in the tort system prior to the Petition Date, if an ILO reading is not available, either (i) a chest X-ray or a CT scan read by a Qualified Physician, or (ii) pathology, in each case showing bilateral interstitial fibrosis, bilateral pleural plaques, bilateral pleural thickening, or bilateral pleural calcification consistent with or compatible with a diagnosis of asbestos-related disease, shall be evidence of a Bilateral Asbestos-Related Nonmalignant Disease for purposes of meeting the presumptive medical requirements of Disease Levels II and IV. Pathological proof of asbestosis may be based on the pathological grading system for asbestosis described in the Special Issue of the Archives of Pathology and Laboratory Medicine, “Asbestos-associated Diseases,” Vol. 106, No. 11, App. 3 (October 8, 1982). For all purposes herein, a “Qualified Physician” is a physician who is board-certified in one or more relevant specialized fields of medicine such as pulmonology, radiology, internal medicine or occupational medicine; provided, however, that the requirement for board certification in this provision shall not apply to otherwise qualified physicians whose X-ray and/or CT scan readings are submitted for deceased holders of Asbestos Personal Injury Claims.

exposure as a contributing factor in causing the lung cancer in question. Lung Cancer 2 (Level III) claims are claims that do not meet the more stringent requirements of Lung Cancer 1 (Level IV) claims. **Claim amount for voting purposes only: \$5,000.**

- (d) Other Cancer (Level II). Requires (1) diagnosis of a primary colorectal, laryngeal, esophageal, pharyngeal, or stomach cancer, plus evidence of an underlying Bilateral Asbestos-Related Nonmalignant Disease, and (2) supporting medical documentation establishing asbestos exposure as a contributing factor in causing the other cancer in question. **Claim amount for voting purposes only: \$7,000.**
- (e) Severe Asbestosis (Level I). Requires (1) diagnosis of asbestosis with ILO of 2/1 or greater, or asbestosis determined by pathological evidence of asbestos, plus (a) TLC less than or equal to 65%, or (b) FVC less than or equal to 65% and FEV1/FVC ratio greater than 65%, and (2) supporting medical documentation establishing asbestos exposure as a contributing factor in causing the pulmonary disease in question. **Claim amount for voting purposes only: \$12,000.**
- (f) Other Asbestos Disease. For asbestos-related diseases that do not meet or satisfy the medical criteria for any of the other disease categories above. **Claim amount for voting purposes only: \$100.**

4. If no disease category applies because the nature of your Asbestos Personal Injury Claim is indirect only (e.g., a contribution claim, subrogation claim, reimbursement claim, etc.), then your claim shall be assigned a value of \$1.00. If you wish to vote such claim in an amount greater than \$1.00, you must file a motion with the Bankruptcy Court, requesting temporary allowance of such claim for voting purposes in accordance with section IV(B)(2) of the Voting Procedures.

5. Any vote on behalf of a claimant, who is a natural person, submitted without any designation under Item 2 will be counted as a vote on behalf of a claimant with “Other Asbestos Disease.” Any vote on behalf of a claimant, who is not a natural person, submitted without any designation under Item 2 will be counted as a vote on behalf of a claimant with an indirect claim. Should more than one designation be made, the designation with the highest claim amount shall be counted. If a disease level is listed that does not exactly correspond to the disease levels set forth in the Asbestos Personal Injury Trust Distribution Procedures (TDP), the Balloting Agent shall count the affected vote in the amount of the lowest disease level corresponding to the listed disease (e.g., if the Ballot lists only Asbestosis, the Balloting Agent will assign such Ballot as Level I).

6. **ITEM 3:** Print or type the name of the claimant and provide the claimant’s current mailing address.

7. **ITEM 4:** Provide the last four digits of the claimant’s (injured party’s) Social Security Number. If you do not so provide, the Ballot will not be counted.

8. **ITEM 5:** Provide the telephone number for the claimant.

9. **ITEM 6: BALLOT CERTIFICATION.** Item 6 of the Ballot requires you to provide certain certifications. By signing and returning a Ballot, the claimant/Authorized Agent certifies, on information and belief, that the claimant holds an Asbestos Personal Injury Claim in the designated disease category, as described above. If you are completing the Ballot on behalf of another person or entity, indicate your relationship to such person or entity and the capacity in which you are signing.

10. **SIGN AND DATE THE BALLOT.** Unsigned documents will not be counted.

11. **RETURN ALL PAGES OF THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE.** Ballots transmitted by facsimile or other electronic means, including email, will not be counted. Ballots delivered to the Bankruptcy Court, the Debtor, or any other person other than the Balloting Agent will not be counted.

12. To have your vote counted, the Ballot must be completed, signed, dated, and returned so that it is *actually received* not later than **5:00 p.m. (prevailing Eastern Time), on March 2, 2020** (the "Voting Deadline"), unless such time is extended by the Debtor, to the following address:

<p style="text-align: center;"><u>By U.S. Mail, Delivery or Courier:</u> Sepco Balloting Agent c/o Kurtzman Carson Consultants LLC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245</p>

13. This Ballot will not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, the allowance of a claim or equity interest, or liquidation of an Asbestos Personal Injury Claim for purposes of distribution from the Asbestos Personal Injury Trust. None of the information set forth in this Ballot shall constitute an admission by the Debtor as to the extent, validity, or priority of the claim voted herein, nor shall anything contained herein be binding upon the Debtor, the Asbestos Personal Injury Trust, or the claimant in any subsequent claims resolution process.

14. If you are an individual and intend for your attorney to vote your claim, you must return the completed Ballot to your attorney or arrange for your attorney to vote on your behalf well in advance of the Voting Deadline, so that your vote may be included on a Master Ballot before the Voting Deadline.

15. The Ballot may not be used for any purpose other than to transmit a vote on the Plan.

16. **YOU MUST VOTE THE FULL AMOUNT OF YOUR CLASS 4 ASBESTOS PERSONAL INJURY CLAIM EITHER TO ACCEPT/VOTE IN FAVOR OF OR TO REJECT/VOTE AGAINST THE PLAN AND MAY NOT SPLIT YOUR VOTE.** The vote of any holder of an Asbestos Personal Injury Claim who attempts partially to reject (vote against) and partially to accept (vote in favor of) the Plan shall not be counted.

17. If you submit more than one Ballot voting the same Asbestos Personal Injury Claim prior to the Voting Deadline, then only the last dated timely-filed Ballot shall be counted.

18. The Balloting Agent is authorized in its sole and absolute discretion, but is not obligated, to contact you to cure any defects in the Ballot.

19. This Ballot is for individual holders of Asbestos Personal Injury Claims only. If you believe that you have received the wrong Ballot, please contact the Balloting Agent immediately.

20. The Plan will be found to have been accepted by Class 4 if it is accepted by the holders of at least two-thirds (2/3) in amount and seventy-five percent (75%) in number of Asbestos Personal Injury Claims in Class 4 voting on the Plan. If an order confirming the Plan is issued by the Bankruptcy Court, all holders of Interests in, and any and all holders of Claims against, the Debtor (including those who reject the Plan, abstain from voting on the Plan, or are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

21. TO BE COUNTED, IT IS IMPERATIVE THAT YOU SIGN AND DATE YOUR BALLOT AND THAT YOU PROVIDE THE LAST FOUR DIGITS OF THE INJURED PARTY'S SOCIAL SECURITY NUMBER. A BALLOT THAT DOES NOT CONTAIN THIS REQUIRED INFORMATION WILL NOT BE COUNTED.

22. DO NOT INCLUDE MEDICAL RECORDS WITH THIS BALLOT. MEDICAL RECORDS CANNOT BE RETURNED BY THE BALLOTING AGENT.

23. IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE PLAN OR DISCLOSURE STATEMENT, OR IF YOU BELIEVE YOU HAVE RECEIVED THE WRONG BALLOT, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT AT (888) 647-1733 OR SepcoInfo@kccllc.com.

24. **Copies of the Disclosure Statement and Plan may be obtained, *free of charge*, by accessing them on the Balloting Agent's website for Sepco's Chapter 11 Case: <http://www.kccllc.net/sepco>.**

**TO BE COUNTED, THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE
BALLOTING AGENT BY 5:00 P.M. (PREVAILING EASTERN TIME) ON
MARCH 2, 2020**

EXHIBIT 2-C

FORM OF CLASS 5 INTERCOMPANY CLAIM BALLOT

BALLOT FOR CLASS 5 (INTERCOMPANY CLAIMS)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:	:	Chapter 11
SEPCO CORPORATION,	:	Case No. 16-50058
Debtor. ¹	:	Judge Alan M. Koschik
	:	

**INDIVIDUAL BALLOT FOR VOTING ON THE PLAN OF REORGANIZATION OF
SEPCO CORPORATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE FOR
CLASS 5 INTERCOMPANY CLAIMS**

Sepeco Corporation (the “Debtor”) is soliciting votes with respect to the *Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code*, dated December 12, 2019 (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Plan”), which is described in the *Disclosure Statement With Respect to the Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code*, dated December 12, 2019 (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Disclosure Statement”), both of which are included in the CD-ROM or thumb drive accompanying this Individual Ballot. The Plan and Disclosure Statement can also be accessed on the internet at <http://www.kccllc.net/sepco>.

On [●], 2019, the United States Bankruptcy Court for the Northern District of Ohio (the “Bankruptcy Court”) signed an order approving certain procedures (the “Voting Procedures”) for the solicitation and tabulation of votes on the Plan. Capitalized terms used but not defined in this ballot shall have the meanings given to them in the Plan.

The Plan provides different treatment for different classes of claims or interests. Intercompany Claims (as defined in the Plan) are included in Class 5 under the Plan. This treatment is also described in the Disclosure Statement.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, PLEASE CONTACT THE BALLOTING AGENT AT THE ADDRESS OR THROUGH OTHER OPTIONS LISTED BELOW:

Sepco Balloting Agent
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300

¹ The last four digits of the Debtor’s federal tax identification number are 7402.

El Segundo, CA 90245
Telephone: (888) 647-1733
Email: SepcoInfo@kccllc.com

Please note that the Balloting Agent cannot provide legal advice or direct you to either accept (vote in favor of) or reject (vote against) the Plan.

IF AN ADDITIONAL BALLOT IS NEEDED, PLEASE DO NOT PHOTOCOPY THIS BALLOT, BUT RATHER, REQUEST AN ADDITIONAL BALLOT FROM THE BALLOTING AGENT.

Copies of the Disclosure Statement and Plan may be obtained, *free of charge*, by accessing them on the Balloting Agent's website for Sepco's Chapter 11 Case: <http://www.kccllc.net/sepco>.

SEPCO CORPORATION
INDIVIDUAL BALLOT FOR VOTING ON THE PLAN OF REORGANIZATION OF SEPCO UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE FOR CLASS 5 (INTERCOMPANY CLAIMS)

Please Print clearly.
ITEM 1 - Claimant's Name and Address (if different from the preprinted address listed below):
Name
Street Address
City, State and Zip Code (US)
Telephone Number
Facsimile Number
Email
Employer Identification No. or Last Four Digits of Social Security No. (U.S. Claimants only)
ITEM 2 - Vote on the Plan: The undersigned, as holder of (or representative of a holder of) an Intercompany Claim, votes to (fill in ONE box only):
<input type="checkbox"/> ACCEPT (VOTE IN FAVOR OF) the Plan.
<input type="checkbox"/> REJECT (VOTE AGAINST) the Plan.
ITEM 3 - Acknowledgement and Certification: The undersigned, by executing this Ballot, acknowledges receipt of a copy of the Disclosure Statement (with the Plan attached as an exhibit), this ballot, and the Confirmation Hearing Notice. In addition, the undersigned, by executing this Ballot, certifies the following: (i) Upon information and belief, I hold/the Claimant holds an Intercompany Claim; and (ii) I have full power and authority to vote on the Plan on behalf of, or in my capacity as, the Claimant.
ITEM 4 - Signature and Date:
Signature of Claimant or Authorized Agent
Print Name and Title (if Applicable) of Signatory Above
Date
YOU MUST SIGN THIS BALLOT IN ITEM 5 ABOVE IN ORDER TO HAVE YOUR VOTE ON THE PLAN COUNTED.

IF THIS BALLOT IS NOT RECEIVED BY THE BALLOTING AGENT BY
5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 2, 2020,
IT WILL NOT BE COUNTED.

EXHIBIT 3

CONFIRMATION HEARING NOTICE

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:	:	Chapter 11
	:	
SEPCO CORPORATION,	:	Case No. 16-50058
	:	
Debtor. ¹	:	Judge Alan M. Koschik

**NOTICE OF VOTING RIGHTS AND HEARING TO
CONFIRM THE PLAN OF REORGANIZATION**

**If You or Loved Ones Were Exposed To ASBESTOS or ASBESTOS-CONTAINING
Products Manufactured, Marketed, Distributed, Sold, or Used by SEPCO
CORPORATION, PLEASE READ THIS NOTICE**

**Please consult with the Balloting Agent referenced below to
obtain additional information about the matters covered by this Notice.**

1. **Bankruptcy Case.** On January 14, 2016, Sepco Corporation (“Debtor”) petitioned for reorganization under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Ohio (“Bankruptcy Court”). The purpose of the Debtor’s chapter 11 reorganization is to resolve all existing and future asbestos-related personal injury and wrongful death claims.

2. **Plan of Reorganization and Disclosure Statement.** On December 15, 2019, the Debtor, the Official Committee of Asbestos Claimants, and the Future Claimants’ Representative (collectively, the “Plan Proponents”) filed a plan for the chapter 11 reorganization of the Debtor, called the *Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Plan”). On December 15, 2019, the Debtor also filed a detailed document describing the Plan, called the *Disclosure Statement With Respect to the Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Disclosure Statement”). Capitalized terms used but not defined in this notice shall have the meanings given to them in the Plan.

3. **Approval of Disclosure Statement.** On [●], 2019, the Bankruptcy Court entered an order approving the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

4. **Solicitation Materials.** The Disclosure Statement, together with copies of the Plan and voting materials, called a “Solicitation Package,” has been mailed (by first-class mail)

¹ The last four digits of the Debtor’s federal tax identification number are 7402.

to known holders of Intercompany Claims and known holders of Asbestos Personal Injury Claims or their lawyers. The Disclosure Statement contains information that will help you decide how to vote on the Plan if you are entitled to do so. You should read the Plan, the Disclosure Statement, and all other documents included in the Solicitation Package carefully for details about how the Plan may affect your rights.

5. **Key Parts of the Plan.** *The Plan provides for the establishment of an Asbestos Personal Injury Trust that would resolve and, as appropriate, provide for distributions to all eligible Asbestos Personal Injury Claims. The Plan provides for the issuance of an Asbestos Channeling Injunction that would channel all current and future Asbestos Personal Injury Claims against the Debtor to the Asbestos Personal Injury Trust, which would assume liability for all Asbestos Personal Injury Claims and use its assets to resolve and compensate eligible Asbestos Personal Injury Claims. The Plan also proposes certain releases and exculpations, whereby certain parties would be shielded from liability or exculpated for a variety of claims. You should read the Plan, the Disclosure Statement, and all other documents included in the Solicitation Package carefully for details about how the Plan may affect your rights.*

6. **Key Dates and Deadlines.** Below are operative dates and deadlines relating to the Plan:

MILESTONE	DATE
Record Date	Disclosure Statement Hearing Date (i.e., October 8, 2019)
Solicitation Date / Deadline for Mailing of Solicitation Packages	December 23, 2019
Deadline to Publish Confirmation Hearing Notice	January 9, 2020
Deadline to File Rule 3018 Estimation Motions	January 24, 2020
Deadline to File Plan Supplements	February 21, 2020
Voting Deadline	March 2, 2020
Confirmation Objection Deadline	March 2, 2020
Deadline to File Replies (if any) to Confirmation Objections	March 16, 2020
Deadline for Balloting Agent to File Report of Balloting	March 20, 2020
Confirmation Hearing	March 23, 2020, at 9:30 a.m. (Eastern time)

7. **How to Vote on the Plan.** The Bankruptcy Court has issued an order describing exactly who can vote on the Plan and how to vote. The Disclosure Statement contains information that will help you decide how to vote on the Plan if you are entitled to do so. ***Your legal rights may be affected if the Plan is confirmed (approved).*** To be counted, a ballot voting on the Plan must be ***actually received*** by the Balloting Agent at the address below by **5:00 p.m. (prevailing Eastern Time) on March 2, 2020:**

By U.S. Mail, Delivery or Courier:
Sepco Balloting Agent
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

Ballots that are *not actually received* by that date and time—even if they are postmarked on that date—will not be counted. Ballots will *not* be accepted by facsimile or other electronic means, including email.

8. **What to Do if You Did Not Receive a Solicitation Package.** If you believe you may be entitled to vote on the Plan, but did not receive a Solicitation Package, you may obtain a Solicitation Package, and other key documents relating to the Debtor’s chapter 11 case by consulting the website referenced in paragraph 11 below or by contacting the Balloting Agent at the telephone and/or address provided in paragraph 11 below.

9. **Asbestos Personal Injury and Wrongful Death Claims.** Proof of an Asbestos Personal Injury Claim does not have to be filed with the Bankruptcy Court at this time. The Bankruptcy Court has established special procedures for holders of Asbestos Personal Injury Claims to vote on the Plan. Lawyers for holders of Asbestos Personal Injury Claims may vote on the Plan on behalf of their clients if the lawyers are authorized to do so. If you are unsure whether your lawyer is authorized to vote on your behalf, please contact your lawyer.

10. **Objections to Confirmation of the Plan.** Objections and responses, if any, to confirmation of the Plan must (i) be in writing; (ii) comply with the Federal Rules of Bankruptcy Procedure, this Court’s Local Rules, and any orders of this Court; (iii) state the name and address of the objecting person and the amount and nature of the claim or equity interest beneficially owned by that person; and (iv) state with particularity the legal and factual basis for the objection, and, if practicable, a proposed modification to the Plan that would resolve the objection; (v) be filed with the Bankruptcy Court, and (vi) served in accordance with the Local Rules upon the following parties so as to be *actually received* on or before **5:00 p.m. (prevailing Eastern Time) on March 2, 2020**, by: (i) counsel to the Debtor at Bernstein-Burkley, P.C., Fifth Third Center, 600 Superior Avenue East, Suite 1300, Cleveland, Ohio 44114, Attention: Harry W. Greenfield, Esq. and Jeffrey C. Toole, Esq. (Fax: 412-456-8135; hgreenfield@bernsteinlaw.com and jtoole@bernsteinlaw.com), (ii) counsel to the Official Committee of Asbestos Claimants at Caplin & Drysdale, Chartered, One Thomas Circle, N.W., Suite 1100, Washington, D.C. 20005, Attention: Kevin C. Maclay, Esq. (Fax: 202-429-3301; kmaclay@capdale.com), and Brouse McDowell LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311, Attention: Marc B. Merklin, Esq. and Bridget A. Franklin, Esq. (Fax: 330-253-8601; mmerklin@brouse.com and bfranklin@brouse.com), (iii) counsel to the Future Claimants’ Representative at Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attention: Edwin J. Harron, Esq. (Fax: 302-571-1253; eharron@ycst.com), and Black, McCuskey, Souers & Arbaugh, 220 Market Avenue S., Suite 1000, Canton, Ohio 44702, Attention: Joel K. Dayton, Esq. and Chrysanthe Vassiles, Esq. (Fax: 330-456-5756; jdayton@bmsa.com and cvassiles@bmsa.com), (iv) counsel to the Affiliates, Goodwin Procter LLP, 1900 N Street, N.W., Washington, D.C. 20036, Attn: William R. Hanlon and Richard M. Wyner (Fax: 202-204-7317; whanlon@goodwinlaw.com and

rwyner@goodwinlaw.com), and (v) the Office of the United States Trustee for Region 9 at Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue, East Suite 441, Cleveland, Ohio 44114, Attn: Tiiara Patton (Fax: 216-522-7193; tiiara.patton@usdoj.gov) (collectively the “**Notice Parties**”). Registered users of the Bankruptcy Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Clerk of the Bankruptcy Court. ***If you or your attorney does not file an objection to the Plan, the Bankruptcy Court may conclude that you do not object to confirmation of the Plan, and may enter an order confirming the Plan by which you will be bound.***

11. **Rule 3018 Claim Estimation Motions.** If you disagree with the Plan’s classification of your Claim or believe that you should be entitled to vote on the Plan, then you must request by motion (“**Rule 3018 Motion**”) an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing your Claim in a different amount or different class for purposes of voting to accept or reject the Plan. All Rule 3018 Motions must be in writing, be filed with the Clerk of Court, and be served upon the Notice Parties (whose names and addresses are listed above) so as to be ***actually received*** by them no later 15 calendar days after the later of (a) the first date upon which the Publication Notice is published in either the *Plain Dealer* or the national edition of *USA Today*, or (b) receipt (by that creditor or that creditor’s attorney) of the Solicitation Package. Rule 3018 Motions that are not timely filed and served in the manner set forth above will not be considered. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor’s vote on the Plan will not be counted unless such creditor’s claim is temporarily allowed by the Bankruptcy Court, or as otherwise agreed to by and among the Plan Proponents and such creditor, for voting purposes. Any issues raised by a Rule 3018 Motion that are not resolved by and among the Plan Proponents and the movant will be considered at the Confirmation Hearing.

12. **Plan Supplements.** Any Plan Supplement shall be filed not later than ten (10) calendar days before the Plan Objection Deadline.

13. **Hearing on Confirmation of the Plan.** A hearing (“**Confirmation Hearing**”) to consider whether the Bankruptcy Court should confirm the Plan will be held before the Honorable Alan M. Koschik, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Northern District of Ohio, John F. Seiberling Federal Building & U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308, Courtroom No. 260, on **March 23, 2020, at 9:30 a.m. (prevailing Eastern Time).** You may attend the Confirmation Hearing but are not required to do so. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtor without further notice to parties other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court.

14. **Additional Information.** Copies of the Plan, the Disclosure Statement and other materials contained in the Solicitation Package, including a ballot to vote on the Plan, may be obtained by contacting the Debtor’s Balloting Agent, (a) at <http://www.kccllc.net/sepco>, by navigating to the case information page for Sepco, (b) upon request by mail to Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, or (c) upon request by contacting the Balloting Agent by phone at (888) 647-1733 or by email at SepcoInfo@kccllc.com. Copies of the Plan and the Disclosure Statement also may be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Northern

District of Ohio, John F. Seiberling Federal Building & U.S. Courthouse, 455 U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308. To the extent any portion of this notice conflicts with the Plan or the Disclosure Statement, the terms of those documents shall control over this notice.

Dated: [●], 2019

BERNSTEIN-BURKLEY, P.C.

By: /s/ _____
Harry W. Greenfield (0003839)
hgreenfield@bernsteinlaw.com
Jeffrey C. Toole (0064688)
jtoole@bernsteinlaw.com
Fifth Third Center
600 Superior Avenue East, Suite 1300
Cleveland, Ohio 44114
Telephone: (800) 693-4013
Facsimile: (412) 456-8135

*Attorneys for Sepco Corporation,
Debtor and Debtor-in-Possession*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on [●], 2019, true and correct copies of the *Notice of Voting Rights and Hearing to Confirm the Plan of Reorganization* are being served by Kurtzman Carson Consultants LLC upon various parties in interest. KCC will file a separate certificate of service to that effect in due course.

/s/ _____
Jeffrey C. Toole

EXHIBIT 4

PUBLICATION NOTICE

In re:) Chapter 11
 SEPCO CORPORATION, Debtor.) Case No. 16-50058 (AMK)

NOTICE OF VOTING RIGHTS AND HEARING TO CONFIRM THE PLAN OF REORGANIZATION

If You or Loved Ones Were Exposed To ASBESTOS or ASBESTOS-CONTAINING Products Manufactured, Marketed, Distributed, Sold, or Used by SEPCO CORPORATION, PLEASE READ THIS NOTICE

Please consult with the Balloting Agent referenced below to obtain additional information about the matters covered by this Notice.

Bankruptcy Case. On January 14, 2016, Sepco Corporation (“Debtor”) petitioned for reorganization under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Ohio (“Bankruptcy Court”). The purpose of the Debtor’s chapter 11 reorganization is to resolve all existing and future asbestos-related personal injury and wrongful death claims.

Plan of Reorganization and Disclosure Statement. On December 15, 2019, the Debtor, the Official Committee of Asbestos Claimants, and the Future Claimants’ Representative (collectively, the “Plan Proponents”) filed a plan for the chapter 11 reorganization of the Debtor, called the *Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Plan”). On December 15, 2019, the Debtor also filed a detailed document describing the Plan, called the *Disclosure Statement With Respect to the Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Disclosure Statement”). Capitalized terms used but not defined in this notice shall have the meanings given to them in the Plan.

Approval of Disclosure Statement. On [●], 2019, the Bankruptcy Court entered an order approving the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

Solicitation Materials. The Disclosure Statement, together with copies of the Plan and voting materials, called a “Solicitation Package,” has been mailed (by first-class mail) to known holders of Intercompany Claims and known holders of Asbestos Personal Injury Claims or their lawyers. The Disclosure Statement contains information that will help you decide how to vote on the Plan if you are entitled to do so. You should read the Plan, the Disclosure Statement, and all other documents included in the Solicitation Package carefully for details about how the Plan may affect your rights.

Key Parts of the Plan. *The Plan provides for the establishment of an Asbestos Personal Injury Trust that would resolve and, as appropriate, provide for distributions to all eligible Asbestos Personal Injury Claims. The Plan provides for the issuance of an Asbestos Channeling Injunction that would channel all current and future Asbestos Personal Injury Claims against the Debtor to the Asbestos Personal Injury Trust, which would assume liability for all Asbestos Personal Injury Claims and use its assets to resolve and compensate eligible Asbestos Personal Injury Claims. The Plan also proposes certain releases and exculpations, whereby certain parties would be shielded from liability or exculpated for a variety of claims. You should read the Plan, the Disclosure Statement, and all other documents included in the Solicitation Package carefully for details about how the Plan may affect your rights.*

Key Dates and Deadlines. Below are operative dates and deadlines relating to the Plan:

MILESTONE	DATE
Record Date	Disclosure Statement Hearing Date (i.e., October 8, 2019)
Solicitation Date / Deadline for Mailing of Solicitation Packages	December 23, 2019
Deadline to Publish Confirmation Hearing Notice	January 9, 2020
Deadline to File Rule 3018 Estimation Motions	January 24, 2020
Deadline to File Plan Supplements	February 21, 2020
Voting Deadline	March 2, 2020
Confirmation Objection Deadline	March 2, 2020
Deadline to File Replies (if any) to Confirmation Objections	March 16, 2020
Deadline for Balloting Agent to File Report of Balloting	March 20, 2020
Confirmation Hearing	March 23, 2020, at 9:30 a.m. (Eastern time)

How to Vote on the Plan. The Bankruptcy Court has issued an order describing exactly who can vote on the Plan and how to vote. The Disclosure Statement contains information that will help you decide how to vote on the Plan if you are entitled to do so. **Your legal rights may be affected if the Plan is confirmed (approved).** To be counted, a ballot voting on the Plan must be **actually received** by the Balloting Agent at the address below by **5:00 p.m. (prevailing Eastern Time) on March 2, 2020**. Ballots that are *not actually received* by that date and time—even if they are postmarked on that date—will not be counted. Ballots will **not** be accepted by facsimile or other electronic means, including email.

By U.S. Mail, Delivery or Courier:
 Sepco Balloting Agent
 c/o Kurtzman Carson Consultants LLC
 222 N. Pacific Coast Highway, Suite 300
 El Segundo, CA 90245

What to Do if You Did Not Receive a Solicitation Package. If you believe you may be entitled to vote on the Plan, but did not receive a Solicitation Package, you may obtain a Solicitation Package, and other key documents relating to the Debtor’s chapter 11 case by consulting the website referenced below or by contacting the Balloting Agent at the telephone and/or address provided below:

Asbestos Personal Injury and Wrongful Death Claims. Proof of an Asbestos Personal Injury Claim does not have to be filed with the Bankruptcy Court at this time. The Bankruptcy Court has established special procedures for holders of Asbestos Personal Injury Claims to vote on the Plan. Lawyers for holders of Asbestos Personal Injury Claims may vote on the Plan on behalf of their clients if the lawyers are authorized to do so. If you are unsure whether your lawyer is authorized to vote on your behalf, please contact your lawyer.

Objections to Confirmation of the Plan. Objections and responses, if any, to confirmation of the Plan must (i) be in writing; (ii) comply with

the Federal Rules of Bankruptcy Procedure, this Court's Local Rules, and any orders of this Court; (iii) state the name and address of the objecting person and the amount and nature of the claim or equity interest beneficially owned by that person; and (iv) state with particularity the legal and factual basis for the objection, and, if practicable, a proposed modification to the Plan that would resolve the objection; (v) be filed with the Bankruptcy Court, and (vi) served in accordance with the Local Rules upon the following parties so as to be **actually received** on or before **5:00 p.m. (prevailing Eastern Time) on March 2, 2020**: (i) counsel to the Debtor at Bernstein-Burkley, P.C., Fifth Third Center, 600 Superior Avenue East, Suite 1300, Cleveland, Ohio 44114, Attention: Harry W. Greenfield, Esq. and Jeffrey C. Toole, Esq. (Fax: 412-456-8135; hgreenfield@bernsteinlaw.com and jtoole@bernsteinlaw.com), (ii) counsel to the Official Committee of Asbestos Claimants at Caplin & Drysdale, Chartered, One Thomas Circle, N.W., Suite 1100, Washington, D.C. 20005, Attention: Kevin C. Maclay, Esq. (Fax: 202-429-3301; kmaclay@capdale.com), and Brouse McDowell LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311, Attention: Marc B. Merklin, Esq. and Bridget A. Franklin, Esq. (Fax: 330-253-8601; mmerklin@brouse.com and bfranklin@brouse.com), (iii) counsel to the Future Claimants' Representative at Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attention: Edwin J. Harron, Esq. (Fax: 302-571-1253; eharron@ycst.com), and Black, McCuskey, Souers & Arbaugh, 220 Market Avenue S., Suite 1000, Canton, Ohio 44702, Attention: Joel K. Dayton, Esq. and Chrysanthe Vassiles, Esq. (Fax: 330-456-5756; jdayton@bmsa.com and cvassiles@bmsa.com), (iv) counsel to the Affiliates, Goodwin Procter LLP, 1900 N Street, N.W., Washington, D.C. 20036, Attn: William R. Hanlon and Richard M. Wyner (Fax: 202-204-7317; whanlon@goodwinlaw.com and rwynr@goodwinlaw.com), and (v) the Office of the United States Trustee for Region 9 at Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue, East Suite 441, Cleveland, Ohio 44114, Attn: Tiara Patton (Fax: 216-522-7193; tiara.patton@usdoj.gov) (collectively the "**Notice Parties**").

Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Clerk of the Bankruptcy Court. ***If any objection or response to the Disclosure Statement is not filed and served strictly as prescribed herein, the objecting party may be barred from objecting to the adequacy of the Disclosure Statement. Likewise, if you or your attorney does not file an objection to the Plan, the Bankruptcy Court may conclude that you do not object to confirmation of the Plan, and may enter an order confirming the Plan by which you will be bound.***

Rule 3018 Claim Estimation Motions. If you disagree with the Plan's classification of your Claim or believe that you should be entitled to vote on the Plan, then you must request by motion ("**Rule 3018 Motion**") an order pursuant to Bankruptcy Rule 3018(a)

temporarily allowing your Claim in a different amount or different class for purposes of voting to accept or reject the Plan. All Rule 3018 Motions must be in writing, be filed with the Clerk of Court, and be served upon the Notice Parties (whose names and addresses are listed above) so as to be **actually received** by them no later 15 calendar days after the later of (a) the first date upon which the Publication Notice is published in either the *Plain Dealer* or the national edition of *USA Today*, or (b) receipt (by that creditor or that creditor's attorney) of the Solicitation Package. Rule 3018 Motions that are not timely filed and served in the manner set forth above will not be considered. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's vote on the Plan will not be counted unless such creditor's claim is temporarily allowed by the Bankruptcy Court, or as otherwise agreed to by and among the Plan Proponents and such creditor, for voting purposes. Any issues raised by a Rule 3018 Motion that are not resolved by and among the Plan Proponents and the movant will be considered at the Confirmation Hearing.

Plan Supplements. Any Plan Supplement shall be filed not later than ten (10) calendar days before the Plan Objection Deadline.

Hearing on Confirmation of the Plan. A hearing ("**Confirmation Hearing**") to consider whether the Bankruptcy Court should confirm the Plan will be held before the Honorable Alan M. Koschik, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Northern District of Ohio, John F. Seiberling Federal Building & U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308, Courtroom No. 260, on **March 23, 2020, at 9:30 a.m. (prevailing Eastern Time)**. You may attend the Confirmation Hearing but are not required to do so. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtor without further notice to parties other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court.

Additional Information. Copies of the Plan, the Disclosure Statement and other materials contained in the Solicitation Package, including a ballot to vote on the Plan, may be obtained by contacting the Debtor's Balloting Agent, (a) at <http://www.kccllc.net/sepco>, by navigating to the case information page for Sepco, (b) upon request by mail to Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, or (c) upon request by contacting the Balloting Agent by phone at (888) 647-1733 or by email at SepcoInfo@kccllc.com. Copies of the Plan and the Disclosure Statement also may be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Northern District of Ohio, John F. Seiberling Federal Building & U.S. Courthouse, 455 U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308. To the extent any portion of this notice conflicts with the Plan or the Disclosure Statement, the terms of those documents shall control over this notice.

For complete information, including all relevant forms, notices and instructions, please consult:

Kurtzman Carson Consultants LLC

Write to:

**Sepco Corporation Claims Processing Center, c/o Kurtzman Carson Consultants LLC,
222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, or Call: (888) 647-1733**

EXHIBIT 5

NOTICE OF NON-VOTING STATUS

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:	:	Chapter 11
	:	
SEPCO CORPORATION,	:	Case No. 16-50058
	:	
Debtor. ¹	:	Judge Alan M. Koschik
	:	

NOTICE OF NON-VOTING STATUS

PLEASE TAKE NOTICE THAT the United States Bankruptcy Court for the Northern District of Ohio (the “Court”) entered an order, dated ●, 2019 (the “Disclosure Statement Order”), approving the Disclosure Statement dated December 12, 2019 (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Disclosure Statement”), filed in the above-referenced Chapter 11 case of Sepco Corporation (the “Debtor”) pursuant to section 1125 of the Bankruptcy Code with respect to the Plan of Reorganization for the Debtor under Chapter 11 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement Order also authorizes the Debtor to solicit votes to accept or reject the *Second Amended Plan of Reorganization, as Modified, for the Debtor Under Chapter 11 of the Bankruptcy Code*, dated December 12, 2019 (including all exhibits thereto, and as may be further amended, modified, or supplemented from time to time, the “Plan”), a copy of which Plan is annexed as Exhibit A to the Disclosure Statement.

PLEASE TAKE FURTHER NOTICE THAT the Court has established 5:00 p.m. (prevailing Eastern Time) on March 2, 2020 (the “Objection Deadline”), as the last date and time for filing and serving objections to the confirmation of the Plan. Objections or responses to confirmation of the Plan, if any, must (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure, this Court’s Local Rules, and any orders of the Court; (c) state the name and address of the objecting person and amount and nature of the claim or equity interest beneficially owned by that person; (d) state with particularity the legal and factual basis for any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, (e) be filed with the Bankruptcy Court and (f) be served in accordance with the Local Rules upon the following parties so as to be *actually received* on or before the Objection Deadline:

- (i) The Office of the United States Trustee for Region 9, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue, East Suite 441, Cleveland, Ohio 44114, Attn: Tiiara Patton (Fax: 216-522-7193; tiiara.patton@usdoj.gov);

¹ The last four digits of Sepco’s federal tax identification number are 7402.

- (ii) Counsel to the Debtor, Bernstein-Burkley, P.C., Fifth Third Center, 600 Superior Avenue East, Suite 1300, Cleveland, Ohio 44114, Attn: Harry W. Greenfield, Esq. and Jeffrey C. Toole, Esq. (Fax: 412-456-8135; hgreenfield@bernsteinlaw.com and jtoole@bernsteinlaw.com);
- (iii) Counsel to the Official Committee of Asbestos Claimants, Caplin & Drysdale, Chartered, One Thomas Circle, N.W., Suite 1100, Washington, D.C. 20005, Attn: Kevin C. Maclay (Fax: 202-429-3301; kmaclay@capdale.com); and Brouse McDowell, LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311, Attn: Marc B. Merklin, Esq. and Bridget A. Franklin, Esq. (Fax: 330-253-8601; mmerklin@brouse.com and bfranklin@brouse.com);
- (iv) Counsel to the Future Claimants' Representative, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Edwin J. Harron (Fax: 302-571-1253; eharron@ycst.com); and Black, McCuskey Souers & Arbaugh, 220 Market Avenue S., Suite 1000, Canton, Ohio 44702, Attn: Joel K. Dayton and Chrysanthe Vassiles (Fax: 330-456-5756; jdayton@bmsa.com and cvassiles@bmsa.com); and
- (v) Counsel to the Debtor's Affiliates (as defined in the Plan), Goodwin Procter LLP, 1900 N Street, N.W., Washington, D.C. 20036, Attn: William R. Hanlon and Richard M. Wyner (Fax: 202-204-7317; whanlon@goodwinlaw.com and rwynr@goodwinlaw.com)

(collectively, the "Notice Parties").

Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Clerk of the Bankruptcy Court. *If you or your attorney does not file an objection to the Plan, the Bankruptcy Court may conclude that you do not object to confirmation of the Plan, and may enter an order confirming the Plan by which you will be bound.*

PLEASE TAKE FURTHER NOTICE THAT the hearing (the "Confirmation Hearing") to consider the confirmation of the Plan, and any objections thereto, will be held before the Honorable Alan M. Koschik, United States Bankruptcy Judge, John F. Seiberling Federal Building & U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308, Courtroom No. 260, **March 23, 2020, at 9:30 a.m. (prevailing Eastern Time)**. You may attend the Confirmation Hearing but are not required to do so. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtor without further notice to parties other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT, UNDER THE TERMS OF THE PLAN, THAT EITHER (A) YOUR CLAIM(S) IN THE DEBTOR IS / ARE NOT IMPAIRED² AND, THEREFORE, PURSUANT TO SECTION 1126 OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED

² Unimpaired Classes under the Plan include the following: Class 1 (Priority), Class 2 (Secured Claims), and Class 3 (General Unsecured Claims).

THE PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PLAN, OR (B) YOU ARE AN INSIDER OF THE DEBTOR, IN WHICH CASE YOUR EQUITY INTEREST(S) DO NOT ENTITLE YOU TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR WANT TO REQUEST A COPY OF THE PLAN, DISCLOSURE STATEMENT, AND/OR DISCLOSURE STATEMENT ORDER, YOU SHOULD CONTACT THE DEBTOR'S BALLOTING AGENT:

**KURTZMAN CARSON CONSULTANTS LLC
222 N. PACIFIC COAST HIGHWAY, SUITE 300
EL SEGUNDO, CA 90245
(888) 647-1733
SepcoInfo@kcellc.com**

Copies of the Disclosure Statement and Plan may be obtained, *free of charge*, by accessing them on the Balloting Agent's website for Sepco's Chapter 11 Case: <http://www.kcellc.net/sepco>.

PLEASE TAKE FURTHER NOTICE THAT IF THE PLAN IS CONFIRMED, THE RELEASE AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE X OF THE PLAN SHALL BE BINDING ON ALL HOLDERS OF CLAIMS AND INTERESTS.

PLEASE TAKE FURTHER NOTICE that if you disagree with the Plan's classification of your Claim or believe that you should be entitled to vote on the Plan, then you must request by motion ("Rule 3018 Motion") an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing your Claim in a different amount or different class for purposes of voting to accept or reject the Plan. All Rule 3018 Motions must be in writing, be filed with the Clerk of Court, and be served upon the Notice Parties (whose names and addresses are listed above) so as to be *actually received* by them no later 15 calendar days after the later of (a) the first date upon which the Publication Notice is published in either the *Plain Dealer* or the national edition of *USA Today*, or (b) receipt (by that creditor or that creditor's attorney) of the Solicitation Package. Rule 3018 Motions that are not timely filed and served in the manner set forth above will not be considered. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's vote on the Plan will not be counted unless such creditor's claim is temporarily allowed by the Bankruptcy Court, or as otherwise agreed to by and among the Debtor, the Official Committee of Asbestos Claimants, the Future Claimants' Representative (collectively, the "Plan Proponents") and such creditor, for voting purposes. Any issues raised by a Rule 3018 Motion that are not resolved by and among the Plan Proponents and the movant will be considered at the Confirmation Hearing.

Dated: [●], 2019

BERNSTEIN-BURKLEY, P.C.

By: /s/ _____
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Debtor and Debtor-in-Possession*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on [●], 2019, true and correct copies of the *Notice of Non-Voting Status* are being served by Kurtzman Carson Consultants LLC upon various parties in interest. KCC will file a separate certificate of service to that effect in due course.

/s/ _____
Jeffrey C. Toole