

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

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| 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 December 16, 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) to known holders of Intercompany Claims and known holders of Asbestos Personal Injury Claims or

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



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 14 below or by contacting the Balloting Agent at the telephone and/or address provided in paragraph 14 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 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: 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: December 17, 2019

BERNSTEIN-BURKLEY, P.C.

By: /s/ Jeffrey C. Toole
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*Attorneys for Sepco Corporation,
Debtor and Debtor-in-Possession*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on December 23, 2019, true and correct copies of the *Notice of Voting Rights and Hearing to Confirm the Plan of Reorganization* were 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 _____
Jeffrey C. Toole