

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

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

**CERTIFICATION OF ALVARO SALAS, JR.
WITH RESPECT TO THE TABULATION OF VOTES ON
THE DEBTOR'S SECOND AMENDED PLAN OF REORGANIZATION**

I, Alvaro Salas, Jr., depose and say under the penalty of perjury:

1. I am employed by Kurtzman Carson Consultants LLC (“KCC”), located at 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, which firm was retained as Claims, Noticing and Balloting Agent for the Debtor in the above captioned chapter 11 case to assist with the dissemination of solicitation packages for the Second Amended Plan of Reorganization, as Modified, for Sepco Corporation Under Chapter 11 of the Bankruptcy Code [Docket No. 664] (as amended, modified, or supplemented, the “Plan”).

2. On February 12, 2016, the Court entered the *Order Authorizing the Retention and Employment of Kurtzman Carson Consultants LLC as Notice, Balloting, and Claims Agent for the Debtor-In-Possession* [Docket No. 44].

3. On December 16, 2019, the Court entered the *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,*

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



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Scope, and Manner of Notice of the Plan and Confirmation Hearing [Docket No. 669] (the “Solicitation Procedures Order”)² establishing, among other things, certain solicitation and voting tabulation procedures.

4. KCC has considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans. Pursuant to the Solicitation Procedures Order, and in accordance with the Voting Procedures, KCC worked with counsel to the Debtor to solicit votes to accept or reject the Plan and to tabulate the ballots of creditors voting to accept or reject the Plan.

A. Service and Transmittal of Solicitation Packages and Related Information

5. Pursuant to the Solicitation Procedures Order, and in accordance with the Voting Procedures, KCC caused the Solicitation Packages to be served on December 29, 2019 by First Class mail on: (a) counsel representing holders of Asbestos PI Claims, and (b) holders of Intercompany Claims. The Certificates of Service, along with the supplements thereto, evidencing KCC’s service of the foregoing was filed with the Court on December 27, 2019 [Docket No. 692], January 21, 2020 [Docket No. 695], and March 5, 2020 [Docket No. 710].

6. On December 23, 2019, KCC posted links to the electronic versions of the Confirmation Hearing Notice, Solicitation Procedures Order, Disclosure Statement, and Plan on the public access website at www.kccllc.net/sepc0.

7. On January 6, 2020, the Confirmation Hearing Notice was published in *The Plain Dealer* and in the national edition of *USA Today*. A Notice evidencing the publication of the Confirmation Hearing Notice in the respective publications listed above was filed with the Court on January 15, 2020 [Docket No. 693].

² Capitalized terms used but not defined herein shall the meaning ascribed to them in the Solicitation Procedures Order.

B. Description of Classes and Classes Entitled to Vote

8. The following table identifies each class of Claims and Interests in this case and indicates whether or not such class is impaired or unimpaired as described under the Plan:

Class	Description of Class	Impaired or Unimpaired
Class 1	Priority Claims	Unimpaired
Class 2	Secured Claims	Unimpaired
Class 3	General Unsecured Claims	Unimpaired
Class 4	Asbestos Personal Injury Claims	Impaired
Class 5	Intercompany Claims	Impaired
Class 6	Equity Interests	Impaired

9. Pursuant to the Plan, and as set forth in the Disclosure Statement: (a) Classes 1, 2 and 3 are unimpaired and deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote; accordingly, votes were not solicited from such Classes; (b) Classes 4 and 5 are impaired and entitled to vote on the Plan, and thus were solicited as described above; and (c) Class 6, which is impaired and will receive no distribution, is deemed to reject the Plan, and therefore is not entitled to vote on the Plan; accordingly, votes were not solicited.

10. Pursuant to the Voting Procedures, all completed and executed ballots were required to be returned by each voting creditor (or its counsel, as the case may be) to KCC by mail addressed to Sepco Balloting Agent, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. The Voting Procedures further provide that, for a ballot to be counted, the ballot must have been received by KCC no later than 5:00 p.m. Eastern Standard Time on March 2, 2019 (the “Voting Deadline”). In accordance with

the Voting Procedures, a return envelope was included in each Solicitation Package to facilitate the return of ballots.

C. The Tabulation Process

11. The Solicitation Procedures Order established October 8, 2019 as the voting record date (the “Record Date”) for determining which holders of Claims and/or Interests were entitled to receive Solicitation Packages and, where applicable, vote on the Plan.

12. Pursuant to the Solicitation Procedures Order, KCC received and tabulated ballots as follows: (a) each paper returned ballot was opened and inspected at KCC’s offices; (b) paper ballots were date-stamped and scanned into the KCC vote tabulation system (“KCC CaseView”); (c) KCC employees entered the vote, indicating acceptance or rejection of the Plan, the disease category; and with respect to Class 4 Master Ballots, the number of votes represented by said Master Ballot; (d) a KCC consultant is required to review each ballot entry to identify and, if applicable, rectify any discrepancies in the ballot entry; and (e) all ballots received on or before the Voting Deadline were entered into KCC Case View and tabulated in accordance with the tabulation rules outlined in the Voting Procedures.

Asbestos Master Ballots

13. Pursuant to the Voting Procedures, KCC was instructed to solicit the votes of individual holders of Asbestos Personal Injury Claims through various counsel representing such individual holders. These procedures required that each counsel return a completed Master Ballot (“Master Ballot”) and an accompanying record of those votes reflected in the aggregate on their Master Ballot. In certain instances, KCC encountered procedural and or technical difficulties with either the Master Ballot or the accompanying record. KCC received ballots with the following technical errors, and cured them as listed below:

Ballot #	Description of Error	Description of Cure
12	Ballot and accompanying record states incorrect disease amount for 3 Level III claimants; Total dollar amount incorrectly calculated	KCC used ballot's disease category summary to assign the disease amount associated with each disease level; KCC recalculated total dollar amount of votes
16	Accompanying record is missing the last 4 digits of SSN for 3 claimants	KCC did not count as a vote on the Plan and marked as Abstain for 3 claimants; KCC recalculated total number and dollar amount of votes
17	Ballot and accompanying record states incorrect disease category for 2 claimants; Total dollar amount incorrectly calculated	KCC used highest disease level potentially associated with amount provided in accompanying record to assign the disease level associated with each disease amount; KCC recalculated total dollar amount of votes
20	Ballot and accompanying record states incorrect disease amount for 1 claimant; Total dollar amount incorrectly calculated	KCC used ballot's disease category summary to assign the disease amount associated with each disease level; KCC recalculated total dollar amount of votes
24	Accompanying record does not specify a vote to accept/in favor of or reject/against the Plan for 11 claimants for Level IV	KCC did not count as a vote on the Plan and marked as Abstain for 11 claimants; KCC recalculated total number and dollar amount of votes
25	Ballot and accompanying record state incorrect total disease amount for Level V; Accompanying record is also missing the last 4 digits of SSN for 1 claimant; Total dollar amount incorrectly calculated	KCC used ballot's disease category summary to assign the disease amount associated with each disease level; KCC did not count as a vote on the Plan and marked as Abstain for 1 claimant; KCC recalculated total number and dollar amount of votes

14. To the best of my knowledge, information and belief, KCC has complied with the Voting Procedures and KCC's established tabulation procedures in determining the validity of, and tabulation of, the ballots. As set forth in the Solicitation Procedures Order, ballots cast to accept or reject the Plan were accumulated and totaled for each voting class. For the purposes of tabulating votes, KCC counted each properly filed and completed ballot in accordance with the Voting Procedures. To the best of my knowledge, information and belief, all valid ballots received prior to the Voting Deadline by KCC in accordance with the Voting Procedures were counted in the tabulation.

15. The results of the voting in all classes entitled to vote, *i.e.*, as reflected on the valid ballots received by KCC prior to the Voting Deadline, are attached hereto as Exhibit A. All acceptable Class 4 Master Ballots received by KCC are listed on Exhibit B. All acceptable Class 5 ballots received by KCC are listed on Exhibit C.

16. Pursuant to the Voting Procedures, certain ballots were not counted (“Uncounted Ballots”)³. The Uncounted Class 4 Master Ballots received are listed on Exhibit D, together with the reason they were not counted. No Uncounted Class 5 Ballots were received by KCC.

17. The Plan received the support of 100% in number and 100% in amount of holders of Asbestos Personal Injury Claims. Of the 39,803 valid Class 4 votes, 39,803 accepted the Plan for an aggregate voting amount of \$202,588,400.00 and 0 rejected the Plan for an aggregate total of \$0.00. Of the 41,653 Class 4 votes received by KCC, 1,835 were uncounted and 15 abstained.

18. The holders of an Intercompany Claim voted in favor of the Plan. Both Class 5 ballots were received by KCC, and said ballots are valid and in acceptance of the Plan.

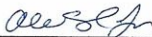
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³ On Exhibit D, the Uncounted Ballot was a vote to accept/in favor of the Plan. For Ballot No. 24, the ballot listed all votes to accept/in favor of the Plan under the summary of votes except for on the accompanying record. For Ballot Nos. 16 and 25, the ballot and accompanying record listed all votes to accept/in favor of the Plan.

D. Conclusion

19. To the best of my knowledge, information, and belief, the foregoing information concerning the distribution, submission, and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: March 19, 2020



Alvaro Salas, Jr.
KCC
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, CA 90245
Tel 310.823.9000

Exhibit A

Exhibit A
Summary Ballot Report

Class Name	Class Description	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	\$ Voted	\$ Accepted	\$ Rejected	\$ Abstained	% \$ Accepted	% \$ Rejected
Class 4	Asbestos Personal Injury Claims	1,835	39,803	39,803	0	15	100%	0%	\$202,588,400.00	\$202,588,400.00	\$0.00	\$237,300.00	100%	0%
Class 5	Intercompany Claims	0	2	2	0	0	100%	0%	\$53,752.68	\$53,752.68	\$0.00	\$0.00	100%	0%

Exhibit B

Exhibit B
Acceptable Class 4 Master Ballots

Ballot No.	Law Firm	Level V ACCEPT	Level IV ACCEPT	Level III ACCEPT	Level II ACCEPT	Level I ACCEPT	Other Asbestos Disease - ACCEPT	Level V REJECT	Level IV REJECT	Level III REJECT	Level II REJECT	Level I REJECT	Other Asbestos Disease - REJECT	\$ Accept	\$ Reject	\$ Abstain	
9	BEVAN & ASSOCIATES, LPA INC.	310	1,844	436	334	61	11,465							\$53,244,500.00			
23	BRAYTON PURCELL LLP	2	1				7							\$117,700.00			
8	EDWARD O. MOODY, PA	38	578		264	48								\$14,150,000.00			
17	EMBRY NEUSNER ARSCOTT & SHAFNER LLC	16	17		1	12	15							\$1,241,500.00			
20	GEORGE & FARINAS, LLP	48	20	5		4	11							\$2,814,100.00			
18	GOLDBERG, PERSKY & WHITE, P.C. (PA)	137	282	7	40	3	1,310							\$12,126,000.00			
11	HISSEY, MULDERIG & FRIEND, PLLC	31	283	29	273	36	3,480							\$9,197,000.00			
24	KEAHEY LAW OFFICE	127	1,566	74	373		1,205							\$36,073,500.00		\$187,000.00	
16	KELLEY & FERRARO, LLP	131	719	24	398	37	9,959							\$23,118,900.00		\$300.00	
10	Law Offices of Patrick M. Walsh, LLC	4	269	2	119	3	1,106							\$5,762,600.00			
7	MAZUR & KITTEL, PLLC	18	234		55	2	111							\$5,298,100.00			
19	MOTLEY RICE LLC	14	15	2	7		4							\$1,014,400.00			
12	NASS CANCELLIERE	2	6	3			6							\$217,600.00			
26	PROVOST UMPHREY LAW FIRM, L.L.P.	88	206	57	62	17	470							\$8,872,000.00			
14	RICHARDSON, PATRICK, WESTBROOK & BRICKMAN, LLC	17	2	1		1								\$901,000.00			
21	SCHROETER, GOLDMARK & BENDER	2												\$100,000.00			
15	SHEIN LAW CENTER, LTD	3	2											\$184,000.00			
6	SHRADER & ASSOCIATES, LLP	184		17										\$9,285,000.00			
13	SIEBEN POLK, P.A.		1				4							\$17,400.00			
25	SIMMONS HANLY CONROY LLC	39	15											\$2,205,000.00		\$50,000.00	
5	SLOAN BAGLEY HATCHER AND PERRY	1												\$50,000.00			
22	THE GORI LAW FIRM	249	191	104	4		1							\$16,245,100.00			
3	WALLACE & GRAHAM PA	3												\$150,000.00			
2	WILLIAMS KHERKHER HART & BOUNDAS, LLP	2	5	1		1	10							\$203,000.00			
TOTAL ACCEPTING VOTES:							39,803	TOTAL REJECTING VOTES:						0			

Exhibit C

Exhibit C
Acceptable Class 5 Ballots

Ballot No.	Creditor Name	Date Received	Accept / Reject the Plan?
1	SAINT-GOBAIN CORPORATION	01/06/2020	Accept
4	SAINT-GOBAIN PERFORMANCE PLASTICS CORP.	01/23/2020	Accept

Exhibit D

Exhibit D
Uncounted Class 4 Master Ballots

Ballot No.	Date Filed	Accept / Reject the Plan?	# of Votes	Reason Unacceptable
27	03/02/2020	Uncounted	1,835	Late Filed; received after the Voting Deadline of 5pm ET
24	03/02/2020	Abstain	11	Accompanying record does not specify a vote to accept/in favor of or reject against the Plan
16	02/26/2020	Abstain	3	Does not provide last 4 digits of the claimant's Social Security Number
25	03/02/2020	Abstain	1	Does not provide last 4 digits of the claimant's Social Security Number