

## BALLOT SOLICITATION AND TABULATION PROCEDURES

The following procedures (the "Voting Procedures") shall govern (a) the distribution of Individual Ballots and Master Ballots and related solicitation materials with respect to the Plan (as hereinafter defined) and (b) the return and tabulation of Individual Ballots and Master Ballots.

### 1. **Definitions:**

- a. **"Individual Ballot"** means the court-approved form of ballot for each holder of a Class 3 Bar Date Asbestos Personal Injury Claim or Class 4 Supplemental Bar Date Asbestos Personal Injury Claim that has not authorized an attorney to submit a Master Ballot incorporating his or her vote to accept or reject the Plan pursuant to section 4.c of these Voting Procedures.
- b. **"Bankruptcy Court"** means the United States Bankruptcy Court for the Northern District of California, Oakland Division.
- c. **"Bar Date"** means the February 18, 2002 deadline fixed by the Bankruptcy Court for filing proofs of claim against the Debtors' estates, that was extended to February 19, 2002 by operation of the occurrence of the Federal President's Day holiday on February 18, 2002.
- d. **"CFB"** means CFB Liquidating Corp. f/k/a Chicago Fire Brick Company, one of the debtors and debtors in possession herein.
- e. **"Confirmation Hearing"** means the hearing to consider confirmation of the Plan, as such hearing may be adjourned and continued from time to time.
- f. **"Confirmation Hearing Notice"** means the notice approved by the Bankruptcy Court of: (a) the scheduled Confirmation Hearing; (b) the voting and objection deadlines related thereto; and (c) the procedure for holders of claims to obtain a Solicitation Package.
- g. **"Debtors"** means, collectively, CFB and WFB, the debtors and debtors in possession herein.
- h. **"Disclosure Statement"** means the Disclosure Statement with Respect to the Joint Chapter 11 Plan of CFB Liquidating Corp., f/k/a Chicago Fire Brick Company and WFB Liquidating Corp., f/k/a Wellsville Fire Brick Company (as the same may be further modified or amended).
- i. **"Master Ballot"** means a ballot filed on behalf of one or more holders of Asbestos Personal Injury Claims and/or Supplemental Bar Date Asbestos Personal Injury Claims by their authorized counsel pursuant to section 4.c of these Voting Procedures.

- j.** “**Plan**” means the Joint Chapter 11 Plan of CFB Liquidating Corp., f/k/a Chicago Fire Brick Company, and WFB Liquidating Corp., f/k/a Wellsville Fire Brick Company (as the same may be amended).
- k.** “**Responsible Individual**” means Bradley Sharp of Development Specialists, Inc.
- l.** “**Solicitation Package**” means, and will consist of, all of the following:

  - i. The Confirmation Hearing Notice;
  - ii. The Disclosure Statement;
  - iii. The Plan;
  - iv. For Entities entitled to vote, Individual Ballots and/or Master Ballots along with voting instructions, as appropriate, and a letter from the Responsible Individual supporting approval of the Plan; and
  - v. Any other materials ordered by the Bankruptcy Court to be included as part of the Solicitation Package.
- m.** “**Trust Claims**” means any and all claims classified under the Plan as either Class 3 Bar Date Asbestos Personal Injury Claims or Class 4 Supplemental Bar Date Asbestos Personal Injury Claims.
- n.** “**Voting Deadline**” means 4:00 p.m. prevailing Pacific Time on [August 23, 2012], or such other time and date as is established by the Bankruptcy Court as the deadline for the return of Individual Ballots and Master Ballots.
- o.** “**Voting Record Date**” means the date on which the Bankruptcy Court entered an order approving these Voting Procedures and shall be the record date for purposes of determining which creditors are entitled to vote on the Plan.
- p.** “**WFB**” means WFB Liquidating Corporation, f/k/a Wellsville Fire Brick Company, one of the debtors and debtors in possession herein.

**2. Publication Notices:**

The Debtors will cause the Confirmation Hearing Notice to be published twice in the weekday edition of the National Edition of *USA Today* on dates prior to June 20, 2012.

**3. Distribution of Solicitation Packages:**

**a. Filed Claims:**

The Debtors will cause a Confirmation Hearing Notice to be served upon each holder of a Claim, other than a Trust Claim, represented by a proof of claim filed against either of the Debtors that has not been withdrawn or disallowed or expunged by an order of the Bankruptcy Court. If the relevant proof of claim does not indicate the appropriate classification of such Claim, and the classification cannot be determined from the Schedules, such Claim shall be treated as a Class 5 General Unsecured Claim.

**b. Trust Claims:**

The Debtors will cause Solicitation Packages to be served with respect to holders of Trust Claims in the manner described in section 4.a hereof.

**c. Other Parties:**

The Debtors will cause a Solicitation Package to be served upon the Securities and Exchange Commission, the Office of the United States Trustee for the Northern District of California, the Secretary of the Department of Health and Human Services, the Centers for Medicare and Medicaid Services, the United States Attorney for the Northern District of California, and on each party that filed a notice of appearance with the Bankruptcy Court and has not withdrawn such notice of appearance.

**4. Special Procedures Relating to Trust Claims:**

**a. Distribution of Solicitation Packages:**

The Debtors will cause Solicitation Packages to be served with respect to Trust Claims, as follows:

**(i) To Attorneys Representing Individual Holders of Class 3 Bar Date Asbestos Personal Injury Claims:**

**(1)** A single Solicitation Package will be served upon each attorney or law firm known by the Debtors to represent individuals who hold or assert Class 3 Bar Date Asbestos Personal Injury Claims. The Solicitation Package to be sent to each attorney or law firm will contain these Voting Procedures, the Disclosure Statement and Plan and a Class 3 Master Ballot.

**(2)** If an attorney who receives a Solicitation Package either (i) is unable to certify with respect to any holder of a Class 3

Bar Date Asbestos Personal Injury Claim represented by such attorney that such attorney has the authority to vote on the Plan on behalf of such holder (*see* section 4.c(ii) hereof) or (ii) wishes any holder of a Class 3 Bar Date 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 the mailing of the Solicitation Package, furnish the Debtors with the name and address of each such holder.

**(ii) To Attorneys Representing Individual Holders of Class 4 Supplemental Bar Date Asbestos Personal Injury Claims:**

- (1)** A single Solicitation Package will be served upon each attorney or law firm known by the Debtors to represent or individuals who hold or assert Class 4 Supplemental Bar Date Asbestos Personal Injury Claims. The Solicitation Package to be sent to each attorney or law firm will contain these Voting Procedures, the Disclosure Statement and Plan and a Class 4 Master Ballot.
- (2)** If an attorney who receives a Solicitation Package either (i) is unable to certify with respect to any holder of a Class 4 Supplemental Bar Date Asbestos Personal Injury Claim represented by such attorney that such attorney has the authority to vote on the Plan on behalf of such holder (*see* section 4.c(ii) hereof) or (ii) wishes any holder of a Class 4 Supplemental Bar Date 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 the mailing of the Solicitation Package, furnish the Debtors with the name and address of each such holder.

**(iii) To Individuals Who Hold or Assert Trust Claims:**

- (1) Transmittal by the Debtors:** If (x) an individual who holds or asserts a Trust Claim requests a Solicitation Package, either by written or telephonic notice to the Debtors, or (y) an attorney who represents or purports to represent the holder of a Trust Claim furnishes names and addresses of individuals in accordance with section 4.a(i)(2) hereof to the Debtors' counsel, FrankGecker LLP, then the Debtors will cause to be mailed a Solicitation Package, together with a Class 3 Individual Ballot or Class 4 Individual Ballot, as appropriate, directly to each such individual who holds or asserts a Trust Claim as to which the Debtors has received names and addresses

within eight (8) business days after receiving an individual request for a Solicitation Package or names and addresses of individual holders of Trust Claims from any attorney.

- (2) **Transmittal by an Attorney:** An attorney may choose to transmit the Solicitation Packages to his or her clients directly. If an attorney chooses to transmit the Solicitation Packages to his or her clients directly, such attorney must, within ten (10) business days after the initial mailing of the Solicitation Package by the Debtors, furnish a written request to the Debtors for a specified number of Solicitation Packages and Individual Ballots (including an indication of how many Class 3 Individual Ballots and how many Class 4 Individual Ballots are being requested), which will be provided to such attorney within eight (8) Business Days after receipt of such written request.

**b. Calculation of Votes With Respect to Trust Claims:**

**(i) Individual Holders of Bar Date Asbestos Personal Injury Claims:**

Each holder of a Bar Date Asbestos Personal Injury Claim will have a single vote in the amount of \$1.00.

**(ii) Individual Holders of Supplemental Bar Date Asbestos Personal Injury Claims:**

Each holder of a Supplemental Bar Date Asbestos Personal Injury Claim will have a single vote in the amount of \$1.00, whether or not a claim has been filed as of the date on which a ballot is submitted.

**c. Completion and Return of Master Ballots by Attorneys for Holders of Class 3 Bar Date Asbestos Personal Injury Claims:**

Attorneys who represent individual holders of Class 3 Bar Date Asbestos Personal Injury Claims shall be permitted to cast Master Ballots for such holders, as appropriate, but only to the extent that such attorneys have the authority from their clients to do so. Each attorney voting on behalf of the individuals who hold or assert Class 3 Bar Date Asbestos Personal Injury Claims, who the attorney represents and on whose behalf the attorney has authority to vote, shall complete a Master Ballot, which will set forth the votes cast by such attorney on behalf of any such clients.

(i) **Summarizing Votes on the Master Ballot:**

- (1) With respect to those holders of Class 3 Bar Date Asbestos Personal Injury Claims represented by the same attorney, the Master Ballot shall contain the following options for voting, one of which shall be marked by the attorney:
  - (a) “All Class 3 claimants listed on the exhibit accompanying this Ballot **ACCEPT** the Plan.”
  - (b) “All Class 3 claimants listed on the exhibit accompanying this Ballot **REJECT** the Plan.”
  - (c) “All Class 3 claimants listed on the exhibit accompanying this Ballot **ACCEPT** the Plan, *except* as marked on such exhibit.”
  - (d) “All Class 3 claimants listed on the exhibit accompanying this Ballot **REJECT** the Plan, *except* as marked on such exhibit.”

(ii) **Certificate by Attorney of Authority to Vote:**

- (1) The Master Ballot will contain certifications to be completed by the attorney preparing and signing the Master Ballot certifying that such attorney has the authority to cast a Ballot on the Plan on behalf of the holders of each of the Class 3 Bar Date Asbestos Personal Injury Claims listed on the exhibit(s) attached to the Master Ballot.
- (2) If the attorney is unable to make such certifications on behalf of any holder of a Trust Claim whom he or she represents, the attorney may not cast a vote on behalf of such claimant and must timely send the information relating to the names and addresses of its clients for whom he or she may not vote to the Debtors’ counsel, FrankGecker LLP, in accordance with section 4.a(i)(2) hereof.

(iii) **Summary Sheet Exhibit to the Master Ballot:**

- (1) Each attorney shall prepare a summary sheet in the form attached to the Master Ballot. This summary sheet will become an exhibit to the Master Ballot and will list each individual holder of a Bar Date Asbestos Personal Injury Claim represented by such attorney and on whose behalf the attorney is voting on the Plan by name and last four digits of social security number. If any exceptions to the

vote are noted pursuant to section 4.c(i)(2) hereof, the attorney shall note such exceptions on the summary sheet.

- (2) The entire summary sheet must be attached as an exhibit to the Master Ballot, and the completed Master Ballot and exhibit must be returned to the Debtors' counsel, FrankGecker LLP, in accordance with section 5.c(i) of these Voting Procedures.

**d. Completion and Return of Master Ballots by Attorneys for Holders of Class 4 Supplemental Bar Date Asbestos Personal Injury Claims:**

Attorneys who represent individual holders of Class 4 Supplemental Bar Date Asbestos Personal Injury Claims shall be permitted to cast Master Ballots for such holders, as appropriate, but only to the extent that such attorneys have the authority from their clients to do so. Each attorney voting on behalf of the individuals who hold or assert Class 4 Supplemental Bar Date Asbestos Personal Injury Claims, who the attorney represents and on whose behalf the attorney has authority to vote, shall complete a Master Ballot, which will set forth the votes cast by such attorney on behalf of any such clients.

**(i) Summarizing Votes on the Master Ballot:**

- (1) With respect to those holders of Class 4 Supplemental Bar Date Asbestos Personal Injury Claims, if any, represented by the same attorney, the Master Ballot shall contain the following options for voting, one of which shall be marked by the attorney:
  - (a) "All Class 4 claimants listed on the exhibit accompanying this Ballot **ACCEPT** the Plan."
  - (b) "All Class 4 claimants listed on the exhibit accompanying this Ballot **REJECT** the Plan."
  - (c) "All Class 4 claimants listed on the exhibit accompanying this Ballot **ACCEPT** the Plan, *except* as marked on such exhibit."
  - (d) "All Class 4 claimants listed on the exhibit accompanying this Ballot **REJECT** the Plan, *except* as marked on such exhibit."

**(ii) Certificate by Attorney of Authority to Vote:**

- (1) The Master Ballot will contain certifications to be completed by the attorney preparing and signing the Master

Ballot certifying that such attorney has the authority to cast a Ballot on the Plan on behalf of the holders of each of the Supplemental Bar Date Asbestos Personal Injury Claims listed on the exhibit(s) attached to the Master Ballot.

- (2) If the attorney is unable to make such certifications on behalf of any holder of a Supplemental Bar Date Asbestos Personal Injury Claim whom he or she represents, the attorney may not cast a vote on behalf of such claimant and must timely send the information relating to the names and addresses of its clients for whom he or she may not vote to the Debtors' counsel, FrankGecker LLP, in accordance with section 4.a(i)(2) hereof.

(iii) **Summary Sheet Exhibit to the Master Ballot:**

- (1) Each attorney shall prepare a summary sheet in the form attached to the Master Ballot. This summary sheet will become an exhibit to the Master Ballot and will list each individual holder of a Supplemental Bar Date Asbestos Personal Injury Claim represented by such attorney and on whose behalf the attorney is voting on the Plan by name and last four digits of social security number. If any exceptions to the vote are noted pursuant to section 4.d(i)(2) hereof, the attorney shall note such exceptions on the summary sheet.
- (2) The entire summary sheet must be attached as an exhibit to the Master Ballot, and the completed Master Ballot and exhibit must be returned to the Debtors' counsel, FrankGecker LLP, in accordance with section 5.c(i) of these Voting Procedures.

**5. Return of Ballots:**

**a. Claimants That Are Entitled to Vote:**

Each claimant that has a Claim that is not treated as unimpaired under the Plan, or in a class that is deemed to have rejected the Plan, is entitled to vote to accept or reject the Plan. The assignee of a transferred and assigned Claim (whether a filed or scheduled Claim) shall be permitted to vote such Claim *only* if the transfer and assignment has been noted on the Bankruptcy Court's docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Deadline.



**b. Authority to Complete and Execute Ballots:**

If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or any other Entity acting in a fiduciary or representative capacity, such person must indicate such capacity when signing. The authority of the signatory of each Ballot to complete and execute the Ballot shall be presumed, but each such signatory shall certify, by executing the Ballot, that he or she has such authority and shall provide evidence of such authority upon request by the Debtors.

**c. Place to Send Completed Ballots:**

All completed Individual Ballots and Master Ballots submitted by or on behalf of Claimants holding claims in Class 3 or 4 must be received by the Debtors' counsel by the deadline set forth in section 5.d at the following address:

FRANKGECKER LLP  
325 North LaSalle Street, Suite 625  
Chicago, Illinois 60654  
Attn: CFB/WFB Balloting

**d. Deadline for Receiving Completed Ballots:**

(i) All Individual Ballots and Master Ballots must be ***actually received*** by the Debtors' counsel by 4:00 p.m. prevailing Pacific Time on the August 23, 2012 Voting Deadline. **The Debtors' counsel will not accept Ballots submitted by facsimile or email transmission.** The Debtors' counsel will date and time-stamp all Ballots when received.

**e. Ballots Excluded:**

A Master Ballot or Individual Ballot will *not* be counted if any of the following applies to such Ballot:

- (ii) The holder submitting the Ballot is not entitled to vote, pursuant to section 5.a hereof.
- (iii) The Ballot is not *actually received* by the Debtors' counsel by the Voting Deadline in the manner set forth in section 5.d hereof.
- (iv) The Ballot is returned to the Debtors' counsel indicating acceptance or rejection of the Plan, but is unsigned.
- (v) The Ballot is postmarked prior to the deadline for submission of Ballots, but is received afterward.

- (vi) The Ballot is illegible or contains insufficient information to permit the identification of the claimant.
- (vii) The Ballot is transmitted to the Debtors' counsel by facsimile or other electronic means.
- (viii) The Ballot is submitted in a form that is not the appropriate Ballot for such claim.
- (ix) The Ballot is incomplete - including, without limitation, a Master Ballot with respect to a Bar Date Asbestos Personal Injury Claim or Supplemental Bar Date Asbestos Personal Injury Claim on which the attorney fails to make the required certification as set forth at sections 4(c)(ii) and 4(d)(ii) hereof.

**6. General Voting Procedures and Standard Assumptions:**

In addition, the following voting procedures and standard assumptions will be used in tabulating Individual Ballots and Master Ballots.

- (x) The Debtors, in their discretion, may, but shall not be required to, contact voters to cure any defects in Individual Ballots or Master Ballots.
- (xi) Any voter that delivers a valid Individual Ballot or Master Ballot may withdraw his, her or its vote by delivering a written notice of withdrawal to the Debtors' counsel before the Voting Deadline. To be valid, the notice of withdrawal must (a) be signed by the party who signed the Individual Ballot or Master Ballot to be revoked, and (b) be received by the Debtors' counsel before the Voting Deadline.
- (xii) 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 Ballot that is received prior to the Voting Deadline will be the Ballot that is counted.
- (xiii) If multiple Ballots are received from a holder of a Claim and from someone purporting to be his, her or its 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.
- (xiv) There shall be a rebuttable presumption that any claimant who submits a properly-completed superseding Ballot or withdrawal of 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.

- (xv) A Ballot that is completed, but on which the claimant did not note whether to accept or reject the Plan, shall not be counted as a vote to accept or reject the Plan.
- (xvi) If multiple Ballots are received from a holder of a Claim for the same claim, the latest-dated Ballot that is received prior to the Voting Deadline shall be the Ballot that is counted as vote to accept or reject the Plan.

**7. Filing of Ballot Report and any Objections Thereto:**

- (i) The Debtors shall file a ballot report detailing the votes set forth on the Ballots and Master Ballots received by the Debtors' counsel from (a) creditors holding Class 3 Bar Date Asbestos Personal Injury Claims against either Debtor, and (b) creditors holding Class 4 Supplement Bar Date Asbestos Personal Injury Claims against either Debtor (the "Ballot Report") on or before August 27, 2012.
- (ii) Parties in interest may object to the Ballot Report and/or the counting of individual votes set forth on a Ballot or Master Ballot on or before September 1, 2012.