

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
	)	Jointly Administered
WATERLINK, INC, <i>et al.</i> , ¹)	
	)	Case No. 03-11989(PJW)
)	
Debtors.	)	Re: Docket No. 514
_____)	

ORDER: (I) APPROVING DISCLOSURE STATEMENT FOR THE DEBTORS' AMENDED JOINT LIQUIDATION PLAN; (II) SCHEDULING CONFIRMATION HEARING; (III) APPROVING FORM AND MANNER OF SOLICITATION PACKAGES; (IV) APPROVING FORM AND MANNER OF NOTICE OF THE CONFIRMATION HEARING; (V) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGES; (VI) APPROVING FORMS OF BALLOTS; (VII) ESTABLISHING LAST DATE FOR RECEIPT OF BALLOTS; (VIII) APPROVING PROCEDURES FOR VOTE TABULATIONS; AND (IX) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF THE MODIFIED PLAN

This matter having come before the Court on the motion (the "Motion") filed by the above-captioned debtors and debtors in possession in these chapter 11 cases (collectively, the "Debtors"), seeking entry of an order: (i) approving the Disclosure Statement; (ii) scheduling a Confirmation Hearing; (iii) approving the form and manner of the Debtors' Solicitation Package; (iv) approving the form and manner of notice of the Confirmation Hearing; (v) establishing a record date and approving the procedures for distributing the Solicitation Packages; (vi) approving the forms of Ballots; (vii) establishing the last date for receipt of Ballots; (viii) approving procedures for vote tabulations; and (ix) establishing a deadline and procedures

¹ The other Debtors in these jointly administered Chapter 11 cases are Waterlink Management, Inc., Barnebey Sutcliffe Corporation, Waterlink Technologies, Inc. and C'Treat Offshore, Inc.

for filing objections to the confirmation of the Modified Joint Consolidated Chapter 11 Plan of Liquidation of The Debtors and The Committee (as modified or amended, the "Plan"); and after hearing arguments of counsel in support of the Motion; and after considering any timely filed and served objections, if any, to the Motion, and for the reasons set forth on the record and after due deliberation; and adequate and proper notice of the Motion having been given as set forth in the Motion; and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted in its entirety; and it is further

ORDERED that the Disclosure Statement is hereby approved as containing "adequate information" in accordance with section 1125 of the Bankruptcy Code and in all other respects; and it is further

ORDERED that the Confirmation Hearing shall commence at **11:30 a.m. (Eastern) on June 30, 2004**, and that such Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise, all without further notice to parties in interest; and it is further

ORDERED that the form and manner of the Confirmation Hearing Notice, in substantially the form attached to this Order as Exhibit A, is hereby approved; and it is further

ORDERED that the form and manner of serving the Solicitation Package, which includes the Confirmation Hearing Notice, is hereby approved; and it is further

ORDERED that the Debtors shall distribute the Solicitation Packages in the manner set forth in this Order no later than **June 7, 2004** (the "Distribution Date"); and it is further

ORDERED that the form and manner of the Non-Voting Party Notice, in substantially the form attached to this Order as Exhibit B, is hereby approved, and that Non-

Voting Party Notices shall be distributed to the Non-Voting Parties by no later than the Distribution Date; and it is further

ORDERED that the Solicitation Packages or Non-Voting Party Notices, whichever are applicable, shall be sent via regular mail or be made available electronically to all creditors and the record holders of the Class 5 interests, as appropriate, by no later than the Distribution Date; and it is further

ORDERED that, (i) the Debtors are authorized to serve, in lieu of the Plan, a summary of the Plan in substantially the form submitted at the hearing on the Disclosure Statement (the "Plan Summary") and the Disclosure Statement on the holders of interests in Class 5, and (ii) the record holders of such interests shall serve the Disclosure Statement and Plan Summary on the beneficial owners of such interests within one (1) business day of receipt. The Debtors are authorized to reimburse the record holders' actual out-of-pocket expenses associated with transmitting the Disclosure Statement and the Plan Summary to the beneficial owners (subject to this Court's retention of jurisdiction to resolve any disputes regarding the amount of such expenses); and it is further

ORDERED that the Debtors are hereby authorized to pay reasonable expenses related to serving notice of, and soliciting and tabulating votes on, the Plan; and it is further

ORDERED that the Record Date for purposes of identifying (i) creditors entitled to receive the Solicitation Package and (ii) creditors entitled to receive the Non-Voting Party Notice, shall be **June 3, 2004**; and it is further

ORDERED that the Debtors are hereby authorized to utilize BAKER & HOSTETLER LLP to (i) inspect, monitor, supervise and otherwise assist in the solicitation process, (ii) serve as the tabulator of the Ballots, and (iii) certify to the Court the results of the

balloting; and it is further

ORDERED that the Debtor shall file a report of Plan voting on or before **June 28, 2004 at 4:00 p.m. (Eastern)**; and it is further

ORDERED that the Debtors shall, except as otherwise provided with respect to Non-Voting Parties, send by regular mail a Solicitation Package on or before **June 7, 2004 at 11:59 p.m. (Eastern)** to each entity (i) listed on the Debtors' schedules of assets and liabilities (other than creditors with claims scheduled as disputed, contingent or unliquidated, who have failed to timely file proofs of claim), as amended or reconstituted by the Record Date, and (ii) that has filed a proof of claim in accordance with this Court's order, dated December 2, 2003, which claim has not been disallowed, withdrawn or expunged; and it is further

ORDERED that the forms of Ballots, in substantially the forms annexed to this Order as Exhibits C-1 and C-2 are hereby approved, and shall be (i) distributed to the holders of claims in Classes 3 and 4, as of the Record Date, and (ii) accompanied by return envelopes addressed to Baker & Hostetler LLP, 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Florida 32802-0112, attn: Jeffrey Fetzer; and it is further

ORDERED that the Voting Deadline is **June 25, 2004 at 4:00 p.m. (Eastern)**, and that all Ballots and Master Ballots are required to be returned to Baker & Hostetler LLP on or before such date and time in the provided return envelope so that they are actually received by such date and time; and it is further

ORDERED that solely for purposes of voting on the Plan, and not for the purpose of allowance of, or distribution with respect to, a claim, and without prejudice to the rights of the Debtors or the Creditors' Committee in any other context, the amount of a claim used to tabulate acceptance or rejection of the Plan shall be:

- The claim listed in the Debtors' schedules of liabilities, provided that (i) such claim is not scheduled as contingent, unliquidated, undetermined or disputed and (ii) no proof of claim has been timely filed (or otherwise deemed timely filed by the Court) with respect to such claim;
- The liquidated amount specified in a proof of claim timely filed with the Court (or otherwise deemed timely filed by the Court) to the extent such proof of claim is not the subject of an objection filed before the date that is three (3) business days following the date on which an order approving the Disclosure Statement is entered on the Court's docket (the "Claims Objection Deadline") (or, if such claim has been resolved pursuant to a stipulation or order entered by the Court, the amount set forth in such stipulation or order); or
- The amount temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018(a) after a motion is brought, notice is provided, and a hearing is held, on or prior to the Confirmation Hearing;

and it is further

ORDERED that if a creditor casts a Ballot with respect to a claim that is the subject of an objection filed before the Claims Objection Deadline, such creditor's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a); and it is further

ORDERED that, notwithstanding the foregoing, if a party objecting to a claim has requested that such claim be reclassified and/or allowed in a fixed, reduced amount, such claim holder's Ballot shall be counted to the extent of such requested amount and in the requested category, and that Ballots cast by alleged creditors whose claims (a) are not listed on the Debtors' schedule of liabilities or (b) are listed as disputed on the Debtors' schedule of liabilities, but who have timely filed proofs of claim in unliquidated or unknown amounts that are not the subject of an objection filed before the Claims Objection Deadline, shall have their Ballots counted for the purpose of satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, but will not have their Ballots counted for the purpose of satisfying the aggregate claim amount requirement set forth in such section; and it is further

ORDERED that the following voting procedures and standard assumptions shall be used in tabulating the Ballots:

- For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan;
- Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote, and a Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will not be counted;
- Ballots that fail to indicate an acceptance or rejection of the Plan, or which indicate both an acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted;
- Only Ballots that are timely received with original signatures will be counted, unsigned Ballots or Ballots that are illegible or which contain insufficient information to permit the identification of the claimant will not be counted, and facsimile Ballots will not be counted unless the claimant receives the written consent of the Debtors prior to the Voting Deadline;
- Whenever a creditor casts more than one (1) Ballot voting the same claim prior to the Voting Deadline, the last Ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and to supercede any prior Ballots;

and it is further

ORDERED that creditors seeking to have a claim temporarily allowed for the purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a) shall be required to file a motion for such relief no later than **June 25, 2004 at 4:00 p.m. (Eastern)**, which motion must be heard at or prior to the Confirmation Hearing; and it is further

ORDERED that all objections, comments or responses to confirmation of the Plan (including any supporting memoranda) must be filed with the Court and served on the parties identified below, together with proof of service, so as to be received no later than 4:00 p.m.

(Eastern) on **June 25, 2004 at 4:00 p.m. (Eastern)** (the “Plan Objection Deadline”); and it is further

ORDERED that objections to confirmation of the Plan shall be made in writing and specify in detail (1) the name and address of the objector, (2) all grounds for the objection, and (3) the amount of the claim or number and class of shares of interests held by the objecting party; and it is further

ORDERED that any objection to confirmation of the Plan must be filed with the Court together with proof of service and served so that it is received by the following parties (collectively, the “Service Parties”) on or before the Plan Objection Deadline: (i) counsel for the Debtors and Debtors-in-Possession, Richard A. Robinson, Esquire (Baker & Hostetler LLP, SunTrust Center, Suite 2300, 200 South Orange Avenue, P.O. Box 112, Orlando, FL 32802-0112) and Kurt F. Gwynne, Esquire (Rood Smith LLP, 1201 North Market Street, Suite 1500, Wilmington, DE 19801); (ii) counsel for the Official Committee of Unsecured Creditors, Bruce Grohsgal, Esquire (Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 Market Street, Suite 1600, P.O. Box 1875, Wilmington, DE 19899-8705) and John D. Fiero, Esquire (Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., Three Embarcadero Center, Suite 1020, San Francisco, CA 94111); (iii) counsel for Bank of America, N.A., Janet E. Henderson, Esquire (Sidley, Austin, Brown & Wood LLP, 10 South Dearborn Street, Chicago, IL 60603) and Michael R. Nestor, Esquire (Young Conaway Stargatt & Taylor LLP, 1000 West Street, 17th Floor, P.O. Box 391, Wilmington, DE 19899); and (iv) the United States Trustee (Office of the U.S. Trustee, Attn: David L. Buchbinder, Esquire, 844 King Street, Suite 2313, Lockbox 35, Wilmington, DE 19801), and it is further

ORDERED that the Court shall only consider timely filed written objections and that all objections not timely filed and not served in accordance with the terms of the Motion shall be overruled and deemed waived; and it is further

ORDERED that the Debtors, or any other party supporting the Plan, shall be afforded an opportunity to file a response to any objection to confirmation of the Plan, provided such response is filed with the Court and served so that it is received by the Service Parties no later than **June 29, 2004 at 2:00 p.m. (Eastern)**; and it is further

ORDERED that the Debtors are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

Wilmington, Delaware
Dated: June 4, 2004



PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
	)	Jointly Administered
WATERLINK, INC, <i>et al.</i> , ¹)	
	)	Case No. 03-11989(PJW)
)	
Debtors.)	
_____)	

**NOTICE OF (1) APPROVAL OF DISCLOSURE STATEMENT,
(2) HEARING TO CONSIDER CONFIRMATION OF DEBTORS' PLAN,
(3) DEADLINE TO FILE OBJECTIONS TO DEBTORS'
PLAN, AND (4) DEADLINE TO VOTE ON DEBTORS' PLAN**

TO: ALL CREDITORS OF THE DEBTORS ENTITLED TO VOTE ON THE PLAN

Approval of Disclosure Statement

PLEASE TAKE NOTICE that by Order dated June 4, 2004, the United States Bankruptcy Court for the District of Delaware (the "Court") approved the Debtors' Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code For the Modified Joint Consolidated Chapter 11 Liquidation Plan of the Debtors and the Committee dated June 4, 2004 (the "Disclosure Statement"), as containing "adequate information" in accordance with section 1125 of title 11 of the United States Code (the "Bankruptcy Code").

Confirmation Hearing

PLEASE TAKE FURTHER NOTICE that on **June 30, 2004 at 11:30 a.m. (Eastern)** or as soon thereafter as counsel can be heard, before the Honorable Peter J. Walsh, at the United States Bankruptcy Court, 824 Market Street, 6th Floor, Courtroom No. 2, in Wilmington, Delaware, a hearing (the "Confirmation Hearing") will be held to consider entry of an order confirming the Modified Joint Consolidated Chapter 11 Plan of Liquidation of the Debtors and the Committee dated June 4, 2004 (as may be amended or modified, the "Plan"). The Confirmation Hearing may be adjourned from time to time without further notice to

¹ The other Debtors in these jointly administered Chapter 11 cases are Waterlink Management, Inc., Barnebey Sutcliffe Corporation, Waterlink Technologies, Inc. and C'Treat Offshore, Inc.

creditors or parties in interest other than by an announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

PLEASE TAKE FURTHER NOTICE that the Debtors and the Committee, as co-proponents of the Plan, reserve the right to amend or modify the Plan.

Plan Treatment of Claims and Equity Interests

PLEASE TAKE FURTHER NOTICE that the Plan proposes to modify the rights of certain creditors and equity securities holders of the Debtors.

Entitlement to Vote on the Plan

PLEASE TAKE FURTHER NOTICE that in accordance with the terms of the Plan and the Bankruptcy Code, holders of claims against the Debtors that are impaired by the Plan are entitled to vote on the Plan. Holders of claims that are unimpaired by the Plan are deemed to have accepted the Plan and are not entitled to vote on the Plan. Holders of Equity Interests that will receive no distribution under the Plan are deemed to have rejected the Plan and will not be entitled to vote.

PLEASE TAKE FURTHER NOTICE that June 3, 2004 shall be the record date for determining the creditors and equity interest holders entitled to receive solicitation or notice materials.

Estimation of Claims for Voting Purposes

PLEASE TAKE FURTHER NOTICE that for purposes of voting on the Plan, the amount of a claim used to tabulate acceptance or rejection of the Plan shall be either: (a) the claim amount listed in the Debtors' schedules of liabilities, provided that (i) such claim is not scheduled as contingent, unliquidated, undetermined or disputed and (ii) no proof of claim has been timely filed (or otherwise deemed timely filed by the Court) with respect to such claim; (b) the liquidated amount specified in a proof of claim timely filed with the Court or the Debtor's Claims Agent (or otherwise deemed timely filed by the Court) to the extent the proof of claim is not the subject of an objection (or, if such claim has been resolved pursuant to a stipulation or order entered by the Bankruptcy Court, the amount set forth in such stipulation or order); or (c) the amount temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018(a).

PLEASE TAKE FURTHER NOTICE that if a creditor casts a ballot with respect to a claim that is the subject of an objection filed on or before **June 25, 2004 at 4:00 p.m. (Eastern)** (the "Claims Objection Deadline"), the Debtors propose, in accordance with Bankruptcy Rule 3018, that such creditor's ballot not be counted unless temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018. Notwithstanding the foregoing, if an objector to a claim has requested that such claim be reclassified and/or allowed in a fixed, reduced amount, such claim holder's ballot shall be counted to the extent of such requested amount and in the requested category.

PLEASE TAKE FURTHER NOTICE that all ballots cast by alleged creditors whose claims (a) are not listed on the Debtors' schedule of liabilities or (b) are listed as disputed on the Debtors' schedule of liabilities, but who have timely filed proofs of claim in unliquidated or unknown amounts that are not the subject of an objection filed on or before the Claims Objection Deadline will have their ballots counted towards satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, but will not have their ballots counted towards satisfying the aggregate claim amount requirements of that section.. Any failure to follow the voting instructions reflected in the enclosed ballot (and the instructions thereto) may disqualify your ballot and your vote.

Deadline For Objections to Confirmation of the Plan

PLEASE TAKE FURTHER NOTICE that any objections to confirmation of the Plan, including any supporting memoranda, shall be made in writing and specify in detail (1) the name and address of the objector, (2) all grounds for the objection, and (3) the amount of the claim or number and class of shares of equity interests held by the objector. Any such objection must be filed with the Court, and served so that it is actually received by the following parties **no later than 4:00 p.m. (Eastern) on June 25, 2004** (the "Plan Objection Deadline"): (i) counsel for the Debtors and Debtors-in-Possession, Richard A. Robinson, Esquire (Baker & Hostetler LLP, SunTrust Center, Suite 2300, 200 South Orange Avenue, P.O. Box 112, Orlando, FL 32802-0112) and Kurt F. Gwynne, Esquire (Reed Smith LLP, 1201 North Market Street, Suite 1500, Wilmington, DE 19801); (ii) counsel for the Official Committee of Unsecured Creditors, Bruce Grohsgal, Esquire (Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 Market Street, Suite 1600, P.O. Box 1875, Wilmington, DE 19899-8705) and John D. Fiero, Esquire (Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., Three Embarcadero Center, Suite 1020, San Francisco, CA 94111); (iii) counsel for Bank of America, N.A., Janet E. Henderson, Esquire (Sidley, Austin, Brown & Wood LLP, 10 South Dearborn Street, Chicago, IL 60603) and Michael R. Nestor, Esquire (Young Conaway Stargatt & Taylor LLP, 1000 West Street, 17th Floor, P.O. Box 391, Wilmington, DE 19899); and (iv) the United States Trustee (Office of the U.S. Trustee, Attn: David L. Buchbinder, Esquire, 844 King Street, Suite 2313, Lockbox 35, Wilmington, DE 19801). Any objection not filed and served so as to be received by the Plan Objection Deadline will be overruled and deemed waived and will not be considered by the Court. The Debtors, or any other party supporting the Plan, shall be afforded an opportunity to file a response to any objection to confirmation of the Plan.

Deadline For Voting to Approve or Reject the Plan

PLEASE TAKE FURTHER NOTICE that, if you have received the enclosed solicitation materials directly from the Debtors, the enclosed ballot to approve or reject the Plan must be returned so that it is actually received by Debtor's Counsel **no later than 4:00 p.m., (Eastern) on June 25, 2004**, at the following address: Baker & Hostetler LLP, 200 South Orange Avenue, SunTrust Center, Suite 2300, P.O. Box 112, Orlando, Florida 32802-0112, attn: Jeffrey Fetzer. If you have received the enclosed solicitation materials from a bank, brokerage firm, or an agent therefore (each, a "Nominee"), the enclosed ballot must be returned to such Nominee on or before the date and time indicated by the Nominee.

Wilmington, Delaware
Dated: June 7, 2004

By: /s/ Kurt F. Gwynne
Kurt F. Gwynne (No. 3951)
REED SMITH LLP
1201 Market Street, Suite 1500
Wilmington, DE 19801
Phone: (302) 778-7550
Facsimile: (302) 778-7575
E-mail: kgwynne@reedsmith.com

and

Richard A. Robinson, Esquire
Eric S. Golden, Esquire
BAKER & HOSTETLER LLP
200 South Orange Avenue
SunTrust Center, Suite 2300
P. O. Box 112
Orlando, FL 32802-0112
Phone: (407) 649-4000
Facsimile: (407) 841-0168

Counsel for Debtors and
Debtors in Possession

EXHIBIT B

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
	)	Jointly Administered
WATERLINK, INC, <i>et al.</i> , ¹)	
	)	Case No. 03-11989(PJW)
Debtors.)	
_____)	

**NOTICE OF (1) APPROVAL OF DISCLOSURE STATEMENT,
(2) HEARING TO CONSIDER CONFIRMATION OF DEBTORS' PLAN,
AND (3) DEADLINE TO FILE OBJECTIONS TO DEBTORS' PLAN**

TO: (I) UNIMPAIRED CREDITORS NOT ENTITLED TO VOTE ON THE PLAN AND
(II) EQUITY INTEREST HOLDERS NOT ENTITLED TO VOTE ON THE PLAN

Approval of Disclosure Statement

PLEASE TAKE NOTICE that by Order dated June 4, 2004, the United States Bankruptcy Court for the District of Delaware (the "Court") approved the Debtors' Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code For the Modified Joint Consolidated Chapter 11 Liquidation Plan of the Debtors and the Committee dated June 4, 2004 (the "Disclosure Statement"), as containing "adequate information" in accordance with section 1125 of title 11 of the United States Code (the "Bankruptcy Code").

Confirmation Hearing

PLEASE TAKE FURTHER NOTICE that on **June 30, 2004 at 11:30 a.m. (Eastern)** or as soon thereafter as counsel can be heard, before the Honorable Peter J. Walsh, at the United States Bankruptcy Court, 824 Market Street, 6th Floor, Courtroom No. 2, in Wilmington, Delaware, a hearing (the "Confirmation Hearing") will be held to consider entry of an order confirming the Modified Joint Consolidated Chapter 11 Liquidation Plan of the Debtors and the Committee dated June 4, 2004 (as may be amended or modified, the "Plan"). The Confirmation Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by an announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

¹ The other Debtors in these jointly administered Chapter 11 cases are Waterlink Management, Inc., Barnebey Sutcliffe Corporation, Waterlink Technologies, Inc. and C'Treat Offshore, Inc.

PLEASE TAKE FURTHER NOTICE that the Debtors and the Committee, as co-proponents of the Plan, reserve the right to amend or modify the Plan.

Entitlement to Vote on the Plan

PLEASE TAKE FURTHER NOTICE that in accordance with the terms of the Plan and the Bankruptcy Code, holders of claims against the Debtors that are impaired by the Plan are entitled to vote on the Plan. Holders of claims that are unimpaired by the Plan are deemed to have accepted the Plan and are not entitled to vote on the Plan. Holders of equity interests that will receive no distribution under the Plan are deemed to have rejected the Plan and shall not be entitled to vote. Any holder of a claim that is entitled to vote on the Plan must return the Ballot so that it is received at the address set forth in the Ballot by **4:00 p.m. (Eastern) on June 25, 2004**.

PLEASE TAKE FURTHER NOTICE that **June 3, 2004**, shall be the record date for determining the creditors and equity interest holders entitled to receive solicitation or notice materials.

Transmission of Notice and Plan Summary to Beneficial Owners of Class 5 Equity Interests

Each record holder of a Class 5 equity interest shall serve the Disclosure Statement and the accompanying Plan Summary on the beneficial owner(s) of such equity interest within one (1) business day of receipt of this Notice, the Disclosure Statement and the Plan Summary. The Bankruptcy Court has authorized the Debtors to reimburse the record holders' actual out-of-pocket expenses associated with transmitting this Notice, the Disclosure Statement and the Plan Summary to the beneficial owner(s) (subject to the Court's retention of jurisdiction to resolve any disputes regarding the amount of such expenses).

Deadline For Objections to Confirmation of the Plan

PLEASE TAKE FURTHER NOTICE that any objections to confirmation of the Plan, including any supporting memoranda, shall be made in writing and specify in detail (1) the name and address of the objector, (2) all grounds for the objection, and (3) the amount of the claim or number and class of shares of equity interests held by the objector. Any such objection must be filed with the Court, and served so that it is actually received by the following parties **no later than 4:00 p.m. (Eastern) on June 25, 2004** (the "Objection Deadline"): (i) counsel for the Debtors and Debtors-in-Possession, Richard A. Robinson, Esquire (Baker & Hostetler LLP, SunTrust Center, Suite 2300, 200 South Orange Avenue, P.O. Box 112, Orlando, FL 32802-0112) and Kurt F. Gwynne, Esquire (Reed Smith LLP, 1201 North Market Street, Suite 1500, Wilmington, DE 19801); (ii) counsel for the Official Committee of Unsecured Creditors, Bruce Grohsgal, Esquire (Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 Market Street, Suite 1600, P.O. Box 1875, Wilmington, DE 19899-8705) and John D. Fiero, Esquire (Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., Three Embarcadero Center, Suite 1020, San Francisco, CA 94111); (iii) counsel for Bank of America, N.A., Janet E. Henderson, Esquire (Sidley, Austin, Brown & Wood LLP, 10 South Dearborn Street, Chicago, IL 60603)

and Michael R. Nestor, Esquire (Young Conaway Stargatt & Taylor LLP, 1000 West Street, 17th Floor, P.O. Box 391, Wilmington, DE 19899); and (iv) the United States Trustee (Office of the U.S. Trustee, Attn: David L. Buchbinder, Esquire, 844 King Street, Suite 2313, Lockbox 35, Wilmington, DE 19801). Any objection not filed and served so as to be received by the Objection Deadline will be overruled and deemed waived and will not be considered by this Court. The Debtors, or any other party supporting the Plan, shall be afforded an opportunity to file a response to any objection to confirmation of the Plan.

Copies of the Plan and Disclosure Statement

PLEASE TAKE FURTHER NOTICE that the Disclosure Statement and the Plan are on file with the Clerk of the Bankruptcy Court for the District of Delaware, and may be examined by any interested party at the Clerk's office at any time during regular business hours, or a copy thereof may be obtained by submitting a written request for such documents, which shall include the name of the requesting party and the nature of such party's claim against or equity interest in the Debtors or any of the Debtors, to: Kurt F. Gwynne, Esquire, Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington, DE 19801.

Dated: Wilmington, Delaware
June 7, 2004

By: /s/ Kurt F. Gwynne
Kurt F. Gwynne (No. 3951)
REED SMITH LLP
1201 Market Street, Suite 1500
Wilmington, DE 19801
Phone: 302) 778-7550
Facsimile: (302) 778-7575

and

Richard A. Robinson, Esquire
Eric S. Golden, Esquire
BAKER & HOSTETLER LLP
200 South Orange Avenue
SunTrust Center, Suite 2300
P. O. Box 112
Orlando, FL 32802-0112
Phone: (407) 649-4000
Facsimile: (407) 841-0168

Counsel for Debtors and
Debtors in Possession

EXHIBIT C-1

EXHIBIT C-1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
) Jointly Administered
WATERLINK, INC, *et al.*¹)
) Case No. 03-11989(PJW)
)
Debtors.)
_____)

**CLASS 3 SECURED CLAIMS BALLOT FOR ACCEPTING
OR REJECTING MODIFIED JOINT CONSOLIDATED CHAPTER 11 PLAN OF
LIQUIDATION OF THE DEBTORS AND THE COMMITTEE**

IF YOU WISH TO VOTE ON THE MODIFIED JOINT CONSOLIDATED CHAPTER 11 PLAN OF LIQUIDATION OF THE DEBTORS AND THE COMMITTEE DATED JUNE 4, 2004 (THE "PLAN") YOU MUST COMPLETE AND RETURN THIS BALLOT SO THAT IT IS DELIVERED NO LATER THAN 4:00 P.M. (EASTERN) ON JUNE 25, 2004.

The Plan referred to in this ballot can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of the claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of §1129(b) of the Bankruptcy Code. To have your vote counted, you must complete and return this ballot to:

Baker & Hostetler LLP
200 South Orange Avenue
SunTrust Center, Suite 2300
Post Office Box 112
Orlando, Florida 32802-0112
Attn: Jeffrey Felzer, Legal Assistant

Any ballots received which do not indicate either acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan will not be counted. If more than one ballot is

¹ The other Debtors in these jointly administered Chapter 11 cases are Waterlink Management, Inc., Barnebey Sutcliffe Corporation, Waterlink Technologies, Inc. and C'Treat Offshore, Inc.

filed by you for any one Class, only the last ballot timely received by the Debtors for that particular Class will be counted.

The Plan contains the following third party release, which will be binding upon all creditors in a Class that accepts the Plan:

Third-Party Releases By Accepting Creditors and Classes. On and after the Effective Date, each holder of a Claim who has signed the Settlement Agreement or is in a Class which has accepted the Plan (irrespective of whether the holder of the Claim has accepted the Plan), in exchange for, among other things, a distribution under the Plan, shall be deemed to have released unconditionally, to the fullest extent permitted by law, the Agent and the Senior Lenders, the Committee, each member of the Committee, and each of their, and the Debtors' respective officers, directors, partners, members, professionals, and agents (and the officers, directors, partners, members, professionals, and agents of each thereof), from any and all Claims, obligations, rights, suits, damages, Causes of Action, remedies and liabilities whatsoever, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, related to the Debtors or their respective bankruptcy cases; provided, however, in exchange for a distribution under the Plan, each holder of a claim that has signed the Settlement Agreement shall also be deemed to have released the Debtors and their Estates.

The Plan also contains the following release by the Debtors and their respective Estates in favor of the Debtors' Directors:

Estates' Release of Directors. On the Effective Date, the Debtors' and their respective Estates shall be deemed to have released unconditionally, to the fullest extent permitted by law, each of the Debtors' respective directors from any and all Claims, obligations, rights, suits, damages, Causes of Action, remedies and liabilities whatsoever, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise. No individual or entity may bring any such released Claim, suit, or Cause of Action as a derivative action.

The undersigned certifies that it is the holder of a secured claim against the Debtors in the total amount of \$_____.

ACCEPTS REJECTS [CHECK ONE BOX] the Plan.

Claimant's Name: _____

Address: _____

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. The accompanying ballot (the "Ballot") is to be used for casting votes to accept or reject the "Joint Consolidated Chapter 11 Plan Of Liquidation of the Debtors and the Committee" (the "Plan"). This Ballot summarizes certain information that is set forth in the Plan and the Disclosure Statement with respect to the Plan, which have been made available to you. Please refer to the Plan and the Disclosure Statement for further information.

2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you, if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims of those actually voting in each class of claims under the Plan and by at least two-thirds in amount of equity interests of those actually voting in each class of equity interests under the Plan. In the event that the requisite acceptances are not obtained, however, the Bankruptcy Court also may confirm the Plan if it determines that the Plan accords fair and equitable treatment to the dissenting class or classes and otherwise satisfies the requirements of § 1129(b) of the Bankruptcy Code.

3. **FOR YOUR VOTE TO BE COUNTED AS VOTING FOR OR AGAINST THE PLAN, YOU MUST COMPLETE THE BALLOT IN ITS ENTIRETY (INCLUDING THEREON, AMONG OTHER INFORMATION, THE AMOUNT OF YOUR CLAIM, YOUR INDICATION OF ACCEPTANCE OR REJECTION OF THE PLAN IN THE APPROPRIATE SPACE AND YOUR SIGNATURE) AND THEN RETURN THE BALLOT TO DEBTORS' COUNSEL AT THE ADDRESS INDICATED BELOW BY THE DEADLINE. DULY EXECUTED BALLOTS MUST BE ACTUALLY RECEIVED BY DEBTORS' COUNSEL NO LATER THAN JUNE 25, 2004 AT 4:00 P.M. EASTERN TIME (THE "VOTING DEADLINE"). IF YOUR BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED.** Your original Ballot must be sent by mail, by overnight mail, or by personal delivery so as to be actually received by Debtors' counsel on or before the Voting Deadline. Any Ballot postmarked prior to the Voting Deadline but received by Debtors' counsel after the Voting Deadline shall not be counted, unless the Debtors unanimously consent to the counting of such Ballot. Any Ballot received via telecopier, facsimile, or other electronic communication, and any attempt to vote orally, shall be void and shall not be counted.

YOUR BALLOT MUST BE RETURNED TO THE FOLLOWING ADDRESS:

Jeffrey L. Fetzer, Legal Assistant
Baker & Hostetler LLP
200 South Orange Avenue
SunTrust Center, Suite 2300
Post Office Box 112
Orlando, Florida 32802-0112

4. If you hold claims classified in other classes under the Plan, you should receive a separate Ballot for such claims. If you do not, you may contact Debtors' counsel to

obtain an additional Ballot. Each Ballot votes only the claims marked on the Ballot. Your vote will be counted in determining acceptance or rejection of the Plan with respect to a particular class only if you fill out and return the Ballot specifically labeled for such class in accordance with the instructions that accompany such Ballot.

5. If you complete and return more than one Ballot for the same claim, the Ballot received closest to, but on or before, the Balloting Deadline will be the only Ballot that is counted.

6. Do not return any securities, instruments, or other documentation with your Ballot.

7. If your Ballot is damaged, or if you have any questions concerning voting procedures, please contact Jeffrey Fetzer, of Baker & Hostetler, Legal Assistant, at (407) 649-4288.

EXHIBIT C-2

EXHIBIT C-2

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
) Chapter 11
) Jointly Administered
WATERLINK, INC, *et al.*¹)
)
) Case No. 03-11989(PJW)
)
)
Debtors.)
)
_____)

**CLASS 4 GENERAL UNSECURED CLAIMS BALLOT FOR ACCEPTING
OR REJECTING JOINT CONSOLIDATED CHAPTER 11 PLAN OF
LIQUIDATION OF THE DEBTORS AND THE COMMITTEE**

IF YOU WISH TO VOTE ON THE JOINT CONSOLIDATED CHAPTER 11 PLAN OF LIQUIDATION OF THE DEBTORS AND THE COMMITTEE DATED MAY 26, 2004 (THE "PLAN") YOU MUST COMPLETE AND RETURN THIS BALLOT SO THAT IT IS DELIVERED NO LATER THAN 4:00 P.M. (EASTERN) ON JUNE 25, 2004.

The Plan referred to in this ballot can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of the claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of §1129(b) of the Bankruptcy Code. To have your vote counted, you must complete and return this ballot to:

Baker & Hostetler LLP
200 South Orange Avenue
SunTrust Center, Suite 2300
Post Office Box 112
Orlando, Florida 32802-0112
Attn: Jeffrey Fetzer, Legal Assistant

Any ballots received which do not indicate either acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan will not be counted. If more than one ballot is

¹ The other Debtors in these jointly administered Chapter 11 cases are Waterlink Management, Inc., Barnebey Sutcliffe Corporation, Waterlink Technologies, Inc. and C'Treat Offshore, Inc.

filed by you for any one Class, only the last ballot timely received by the Debtors for that particular Class will be counted.

The Plan contains the following third party release, which will be binding upon all creditors in a Class that accepts the Plan:

Third-Party Releases By Accepting Creditors and Classes. On and after the Effective Date, each holder of a Claim who has signed the Settlement Agreement or is in a Class which has accepted the Plan (irrespective of whether the holder of the Claim has accepted the Plan), in exchange for, among other things, a distribution under the Plan, shall be deemed to have released unconditionally, to the fullest extent permitted by law, the Agent and the Senior Lenders, the Committee, each member of the Committee, and each of their, and the Debtors', respective officers, directors, partners, members, professionals, and agents (and the officers, directors, partners, members, professionals, and agents of each thereof), from any and all Claims, obligations, rights, suits, damages, Causes of Action, remedies and liabilities whatsoever, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, related to the Debtors or their respective bankruptcy cases; provided, however, in exchange for a distribution under the Plan, each holder of a claim that has signed the Settlement Agreement shall also be deemed to have released the Debtors and their Estates.

The Plan also contains the following release by the Debtors and their respective Estates in favor of the Debtors' Directors:

Estates' Release of Directors. On the Effective Date, the Debtors' and their respective Estates shall be deemed to have released unconditionally, to the fullest extent permitted by law, each of the Debtors' respective directors from any and all Claims, obligations, rights, suits, damages, Causes of Action, remedies and liabilities whatsoever, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise. No individual or entity may bring any such released Claim, suit, or Cause of Action as a derivative action.

The undersigned certifies that it is the holder of an unsecured claim against the Debtors in the total amount of \$_____.

ACCEPTS REJECTS [CHECK ONE BOX] the Plan.

Claimant's Name: _____

Address: _____

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. The accompanying ballot (the "Ballot") is to be used for casting votes to accept or reject the "Joint Consolidated Chapter 11 Plan Of Liquidation of the Debtors and the Committee" (the "Plan"). This Ballot summarizes certain information that is set forth in the Plan and the Disclosure Statement with respect to the Plan, which have been made available to you. Please refer to the Plan and the Disclosure Statement for further information.

2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you, if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims of those actually voting in each class of claims under the Plan and by at least two-thirds in amount of equity interests of those actually voting in each class of equity interests under the Plan. In the event that the requisite acceptances are not obtained, however, the Bankruptcy Court also may confirm the Plan if it determines that the Plan accords fair and equitable treatment to the dissenting class or classes and otherwise satisfies the requirements of § 1129(b) of the Bankruptcy Code.

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Jeffrey L. Fetzner, Legal Assistant
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SunTrust Center, Suite 2300
Post Office Box 112
Orlando, Florida 32802-0112

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7. If your Ballot is damaged, or if you have any questions concerning voting procedures, please contact Jeffrey Fetzcr, of Baker & Hostetler, Legal Assistant, at (407) 649-4288.