

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

IN RE:) **Chapter 11**
)
METACHEM PRODUCTS, LLC,) **Case No. 02-11375 (MFW)**
)
Debtor.)

**NOTICE OF (A) DEADLINE FOR CASTING VOTES TO ACCEPT OR
REJECT PROPOSED PLAN OF REORGANIZATION, (B) HEARING
TO CONSIDER CONFIRMATION OF PROPOSED PLAN OF
REORGANIZATION AND (C) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 18, 2002, the above-captioned debtor and debtor in possession (the “Debtor”) filed the Plan of Reorganization (as it may be amended, the “Plan”), and the related Disclosure Statement (as it may be amended, the “Disclosure Statement”).

2. Pursuant to an order of the Court dated November 20, 2002, (the “Disclosure Statement Order”), the Disclosure Statement and certain related materials (collectively, the “Solicitation Materials”) have been approved for solicitation of votes to accept or reject the Plan.

3. A hearing to consider the confirmation of the Plan (the “Confirmation Hearing”) will be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801 at 12:30 p.m., on December 27, 2002.

4. Pursuant to the Disclosure Statement Order, the Court approved certain procedures for tabulation of votes to accept or reject the Plan. If you are the holder of a claim against the Debtor as of November 19, 2002 (the Record Date as established in the Disclosure Statement Order) in a class entitled to vote on the Plan, you have received with this Notice a

ballot form (a “Ballot”) and voting instructions appropriate for your claim. The following procedures apply with respect to voting your claim:

a. Except as provided in subparagraph (b) below, for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m., Eastern Time, on December 18, 2002 (the “Voting Deadline”). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote.

b. Your claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the following tabulation rules approved by the Court in the Disclosure Statement Order (the “Tabulation Rules”):

- Unless otherwise provided in the Tabulation Rules described below, a claim shall be deemed temporarily allowed for voting purposes in an amount equal to (i) the amount of such claim as set forth in a timely filed proof of claim or (ii) if a timely filed proof of claim has not been filed, the amount of such claim as set forth in the Debtor’s Schedules and Statements filed June 11, 2002, and as amended on June 28, 2002 and any further amendments thereto (collectively, the “Schedules”) if such claim is listed in the Schedules;
- If a claim is deemed allowed in accordance with the Plan, such claim shall be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- If a claim for which a proof of claim has been timely filed is marked as contingent, unliquidated or disputed on its face it will be temporarily allowed for voting purposes in the amount of \$1.00;
- If a claim for which a proof of claim has been timely filed is marked as a priority claim, either in whole or in part, but is listed in the Schedules as a nonpriority claim or as a priority claim only in part, such claim shall be temporarily allowed for voting purposes as a nonpriority claim in an amount equal to the lesser of

(i) the entire amount of such claim as set forth in the proof of claim or (ii) the nonpriority claim set forth in the Schedules, provided that such claim is not listed in the Schedules or marked on the proof of claim as contingent, unliquidated or disputed;

- If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim shall be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court;
- If the Debtor has filed and served an objection to a claim at least 15 days before the Voting Deadline, such claim shall be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection;
- If a claim holder identifies a claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.
- Any Ballot received from a holder of a claim listed as contingent, disputed, or unliquidated in the Debtor's Schedules will not be counted unless the holder of such claim filed a proof of claim on or before August 30, 2002 at 4:00 p.m. (the "Bar Date"), or if the holder of such claim is a governmental unit as defined in section 101(27) of the Bankruptcy Code, the deadline for having filed a proof of claim shall be November 7, 2002 at 4:00 p.m. (the "Governmental Unit Bar Date").

c. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtor in any other context, including the right of the Debtor to contest the amount or validity of any claim for purposes of allowance and distribution under the Plan. If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtor so that it is received not more than 10 days from the later of (a) the date of service of the Confirmation

Hearing Notice and (b) the date of service of a notice of objection, if any, to your claim. Unless the Court orders otherwise, your claim will not be counted for voting purposes in excess of the amount as determined in accordance with the Tabulation Rules.

5. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Court and served so as to be received by (i) counsel to the Debtor, Richards, Layton & Finger, P.A., 920 North King Street, Wilmington, Delaware 19801, (Attn: Mark D. Collins, Esq.), and (ii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, DE 19801, (Attn: Frank J. Perch, III, Esq.), no later than 4:00 p.m., Eastern Time, on December 18, 2002. For purposes of filing pleadings in this case, the address of the Court is 824 North Market Street, 5th Floor, Wilmington, Delaware 19801.

6. Requests for additional copies of the Disclosure Statement and the Plan (excluding certain voluminous exhibits thereto) by parties in interest may be made in writing to Metachem Products, LLC Ballot Tabulation Center, c/o Delaware Claims Agency, LLC, 103 W. 7th Street, Wilmington, Delaware 19899. Copies of the Disclosure Statement and the Plan (with all exhibits filed with the Court) are available for review at the offices of Richards, Layton & Finger, P.A., 920 North King Street, Wilmington, Delaware 19801, and may be reviewed by any party in interest during normal business hours by contacting Amy L. Rude at (302) 651-7700. In addition, copies of the Disclosure Statement and the Plan (with all exhibits filed with the Court) are available through Delaware Document Retrieval at (302) 658-9971.

7. The Confirmation Hearing may be continued from time to time without further notice except for (i) an announcement made at the Confirmation Hearing or any

adjourned confirmation hearing or (ii) a written notice filed with the Bankruptcy Court and served on to all parties who have filed objections to confirmation of the Debtor's Plan and all parties entitled to receive notice in this chapter 11 case pursuant to Bankruptcy Rule 2002.

Dated: November 20, 2002

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