

The Depository Trust Company  
**IMPORTANT**

**B#:** 1264  
**DATE:** January 19, 2001  
**TO:** All Participants  
**CATEGORY:** Reorganization  
**FROM:** DTC Proxy Department  
**ATTENTION:** Proxy/Reorganization Manager  
**SUBJECT:** Harnischfeger Industries  
Common Stock  
CUSIP #413345 10 9

The Depository Trust Company received materials, including the attached Notice indicating that Harnischfeger Industries is soliciting acceptances by creditors of its Third Amended Plan of Reorganization, dated December 20, 2000 (the "Plan"). DTC has been advised by Counsel that holders of Harnischfeger Industries Common Stock **have been deemed to reject the Plan \OR\ are unimpaired** and their votes are not being solicited on the Plan. A hearing on confirmation of the Plan is scheduled to be held on March 5, 2001. Any written objections to confirmation of the Plan must be filed no later than January 30, 2001. Participants may obtain copies of the materials for voting on the Plan by contacting:

Bankruptcy Management Corporation  
At: (206) 725-5405

Karl Baker

Manager

Attachments

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
HARNISCHFEGER INDUSTRIES, )  
INC., et al.<sup>1</sup>, ) Case No. 99-2171 (PJW)  
 ) (Jointly Administered)  
Debtors. )  
\_\_\_\_\_ )

**CONFIRMATION HEARING NOTICE**

PLEASE TAKE NOTICE that:

1. After a hearing held on December 20, 2000, the Court entered an Order (the "Solicitation Procedures Order") approving (i) the Disclosure Statement for the Third Amended Joint Plan of Reorganization of the Debtors under Chapter 11 of the Bankruptcy Code (the "Disclosure Statement") and (ii) the Debtors' solicitation procedures.

2. A hearing (the "Confirmation Hearing") to consider the confirmation of the Plan will be held at 2:00 p.m. Eastern Time on March 5, 2001, before Chief Bankruptcy Judge Peter J. Walsh in the United States Bankruptcy Court, Marine Midland Plaza, 824 Market Street, Sixth Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. If you hold a claim against one of the Debtors as of December 10, 2000, (the "Record Date"), and are entitled to vote to accept or reject the Plan, you have received with this Notice, (a) a Ballot form and (b) voting instructions appropriate for your claim or interest. For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot,

---

<sup>1</sup>The Debtors are the following entities: Harnischfeger Industries, Inc., American Alloy Company, American Longwall Face Conveyors, Inc., American Longwall, Inc., American Longwall Mexico, Inc., American Longwall Rebuild, Inc., American Longwall Roof Supports, Inc., Beloit Corporation, Beloit Holdings, Inc., Beloit International Services, Inc., Beloit Iron Works, Inc., Beloit Pulping Group Inc., Beloit Technologies, Inc., Benefit, Inc., BWRC Dutch Holdings, Inc., BWRC, Inc., Dobson Management Services, Inc., Dobson Park Industries, Inc., Ecolaire Export FSC, Inc., Ecolaire Incorporated, Field Repair Services, LLC, Fitchburg Corporation, Gullick Dobson Inc., Harnischfeger Corporation a/k/a P&H Mining and a/k/a Hamco, Harnischfeger Credit Corporation, Harnischfeger Overseas, Inc., Harnischfeger Technologies, Inc., Harnischfeger World Services Corporation, HCHC, Inc., HCHC UK Holdings, Inc., HIHC, Inc., The Horsburgh & Scott Company, J.P.D., Inc., Joy MM Delaware, Inc., Joy Energy Systems, Inc., Joy Environmental Technologies, Inc., Joy International Sales Corporation, Inc., Joy Power Products, Inc., Joy Technologies Inc. d/b/a Joy Mining Machinery, Joy Technologies Delaware, Inc., JTI UK Holdings, Inc., Mining Services, Inc., MIP Products, Inc., New Ecolaire, Inc., Optical Alignment Systems and Inspection Services, Inc., Peabody & Wind Engineering Corporation, PEAC, Inc., PEOC, Inc., PMAC, Inc., Princeton Paper Company L.L.C. a/k/a Fitchburg, P.W.E.C., Inc., Rader Resource Recovery, Inc., RCHH, Inc., RYL, LLC, Smith Machine Works, Inc., SMK Company, South Shore Corporation, and South Shore Development, LLC.

execute the Ballot, and return the completed Ballot to the address indicated on the Ballot so as to be received by the Voting Agent no later than 5:00 p.m. Pacific Time on January 30, 2001 (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. Claims that are the subject of an objection filed on or before December 30, 2000 are not entitled to vote on the Plan. If you disagree with the Debtors' classification of, or objection to, your claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018(a) Motion") temporarily allowing such claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. Such Rule 3018(a) Motion, with evidence in support thereof, must be filed by January 15, 2001. Creditors may contact Bankruptcy Management Corporation ("BMC"), the Debtors' voting agent, to receive a Ballot for any claim for which a proof of claim and Rule 3018(a) Motion has been timely filed. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above shall not be considered.

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 or proposed modification, and (d) be filed, together with proof of service, with the Court and served so that they are received by the Court and the parties listed in the Solicitation Procedures Order no later than 4:00 p.m. Eastern Time on January 30, 2001. Objections not timely filed and served in the manner set forth in the Solicitation Procedures Order shall not be considered and shall be overruled.

6. Any party in interest wishing to obtain information about the solicitation procedures thereto may request such information by writing to the Voting Agent, BMC, 1330 E. Franklin Avenue, El Segundo, CA 90245 or by telephoning the Voting Agent at (888) 909-0100. Any party interested in obtaining copies of the Disclosure Statement, the Plan, the Exhibit Book or the Solicitation Procedures Order may obtain such copies from the Voting Agent.

7. All documents that are filed with the Bankruptcy Court may be reviewed during regular business hours (8:30 a.m. to 4:00 p.m. weekdays, except legal holidays) at the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Wilmington, Delaware 19801. Alternatively, the docket can be accessed over the Internet at <http://www.deb.uscourts.gov>.

*(Remainder of page left blank.)*

8. Any alleged Administrative Claim that has accrued against any Debtor on or before December 31, 2000, excluding professional fees, must be filed with the Court and served on counsel to the Debtors and the Voting Agent no later than February 15, 2001.

Dated: December 22, 2000

KIRKLAND & ELLIS  
James H.M. Sprayregen, Esq.  
David L. Eaton, Esq.  
Anne Marrs Huber, Esq.  
Stephanie D. Simon, Esq.  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

/s/

---

Laura Davis Jones, Esq. (#2436)  
919 North Market Street, 16<sup>th</sup> Floor  
Wilmington, Delaware 19801  
(302) 652-4100

Co-Counsel for the Debtors and Debtors in Possession