

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF VIRGINIA
Roanoke Division

In re:)
)
RBX Corporation f/k/a RBX Group, Inc. et al.,¹) Chapter 11
) Case No. 7-04-00725
) (Jointly Administered)
Debtors.)
)

CLASS 1

**BALLOT TO ACCEPT OR REJECT THE DEBTORS’
JOINT PLAN OF LIQUIDATION FOR HOLDERS OF:**

PRIORITY CLAIMS.

VOTING DEADLINE: MAY 31, 2005 AT 5:00 P.M. (PREVAILING EASTERN U.S. TIME)

This ballot is to be used by or on behalf of Holders of Priority Claims. Please read and follow the attached instructions carefully. Please complete, sign and date this ballot and return it in the enclosed envelope promptly. If The Altman Group, Inc. (the “Voting Agent”) has not received this ballot by 5:00 p.m. (prevailing Eastern U.S. Time) on May 31, 2005 (the “Voting Deadline”), it will not be counted. Facsimile ballots will not be accepted unless otherwise agreed to by the Debtors.

RBX Corporation and RBX Industries, Inc. (together, the “Debtors”) filed their Amended Joint Plan of Liquidation, dated April 25, 2005 (the “Plan”) referred to, described in and attached as Exhibit A to the accompanying Amended Disclosure Statement for Joint Plan of Liquidation, dated April 25, 2005 (the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Voting Agent, The Altman Group, Inc., 60 East 42nd Street, Suite 405, New York, New York 10165, or by calling (212) 681-9600. Alternatively, the Plan and Disclosure Statement may be viewed online at <http://www.altmangroup.com/rbx>. Approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

You should review the Disclosure Statement and Plan carefully before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled

¹ The Debtors are RBX Corporation f/k/a RBX Group, Inc., a Delaware corporation (Fed. Tax. I.D. No. 94-3231901), and RBX Industries, Inc. f/k/a Rubatex Corporation t/a Groendyk Manufacturing Company, Inc., OleTex, Inc., Waltex Corporation, UPR Disposition, Inc., Universal Rubber Company, Hoover-Hanes Rubber Custom Mixing Corp. and Midwest Rubber Custom Mixing Corp., a Delaware corporation (Fed. Tax I.D. No. 54-1563245).

to vote. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote on the Plan.

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote on the Plan. (Please check only one.) The undersigned Holder of a Class 1 Priority Claim in the unpaid amount of \$ _____,

- ACCEPTS (votes FOR) the Plan.
- REJECTS (votes AGAINST) the Plan.

Item 2. Authorization. By returning this ballot, the undersigned certifies that at the time this ballot was executed, it was a Holder of a Class 1 Priority Claim to which this ballot pertains (or an authorized signatory therefore), and has full power and authority to vote to accept or reject the Plan. The undersigned further certifies that it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all terms and conditions set forth in the Disclosure Statement.

Name of Voter: _____

Title: _____

Address: _____

Telephone: _____

Social Security or Federal Tax I.D. No.: _____

Signature: _____

By: _____

Date Completed: _____

If your address or contact information has changed from the proof of claim form, if any, please note the new information above, which will be used for subsequent notices and Plan distribution purposes.

Please make sure you have provided all information requested by this ballot.

INSTRUCTIONS FOR COMPLETING THE BALLOT

An authorized signatory (*e.g.*, a guardian, conservator, executor, or other agent or representative) may execute this ballot, but must provide the name and address of the claimholder on this ballot and may be required to submit evidence to the Debtors and the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the claimholder. Authorized signatories voting on behalf of more than one claimholder must complete a separate ballot for each claimholder.

Claimholders may not split their vote on the Plan with respect to their Class 1 Priority Claims. You must vote all of your Claims in the same way (*i.e.*, all "accept" or all "reject").

To complete this ballot properly, take the following steps:

- (a) Cast your vote to accept or reject the Plan by checking the proper box in Item 1.
- (b) Sign and date your ballot. **Unsigned ballots will not be counted.** You are also required to provide your Social Security or Federal Tax I.D. Number prior to receiving any distribution. If the Claim(s) voted with this ballot is held by a partnership, the ballot should be executed in the name of the partnership by a general partner. If the Claim(s) is held by a corporation, the ballot must be executed by an officer.
- (c) If you believe that you have received the wrong ballot, please contact the Voting Agent immediately.
- (d) If you are completing the ballot on behalf of another person or entity, indicate your title after your signature.
- (e) Provide your name and mailing address.
- (f) Return your ballot using the enclosed return envelope.

This ballot should be returned by mail in the pre-addressed envelope provided with this ballot so that it will be received by the Voting Agent, The Altman Group, Inc. by the Voting Deadline.

THIS BALLOT DOES NOT CONSTITUTE AND SHALL NOT BE DEEMED TO CONSTITUTE (A) A PROOF OF CLAIM OR (B) AN ADMISSION BY THE DEBTORS OF THE NATURE, VALIDITY, OR AMOUNT OF ANY CLAIM.

NO FEES, COMMISSIONS, OR OTHER REMUNERATION WILL BE PAYABLE TO ANY PERSON FOR SOLICITING VOTES ON THE PLAN.

If you have any questions regarding this ballot or the voting procedures, or if you need a ballot or additional copies of the Disclosure Statement or other enclosed materials, please contact the Voting Agent, The Altman Group, Inc., 60 East 42nd Street, Suite 405, New York, New York 10165, or by calling (212) 681-9600. In addition, the Plan and Disclosure Statement may be viewed online at <http://www.altmangroup.com/rbx>.