

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

In re:

BORDEN DAIRY COMPANY, *et al.*,

Debtors.¹

Chapter 11

Case No. 20-10010 (CSS)

(Jointly Administered)

NOTICE OF DEADLINE FOR FILING OF ADMINISTRATIVE EXPENSE CLAIMS

PLEASE TAKE NOTICE THAT on August 5, 2020, the United States Bankruptcy Court for the District of Delaware (the “**Court**”), having jurisdiction over the chapter 11 cases of the above-captioned debtors (collectively, the “**Debtors**”), entered an order (the “**Administrative Expense Bar Date Order**”) [D.I. 1025] establishing September 4 2020, at 4:00 p.m. (Eastern Time) (the “**Administrative Expense Bar Date**”) as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) must file requests for the allowance of an administrative expense claim under section 503(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), other than a claim arising under section 503(b)(9) of the Bankruptcy Code, against the Debtors’ estates, that may have arisen during the period from the Petition Date through and including September 4, 2020 (an “**Administrative Expense Claim**”). Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Administrative Expense Bar Date Order.

Pursuant to the terms of the Administrative Expense Bar Date Order, and except as provided therein or herein, each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that holds or wishes to assert an Administrative Expense Claim against the Debtors’ estates that may have arisen during the period set forth in the preceding paragraph must file a request for allowance of such Administrative Expense Claim (a “**Request for Payment**”) on or before the Administrative Expense Bar Date.

Pursuant to the terms of the Administrative Expense Bar Date Order, the Administrative Expense Bar Date **DOES NOT** apply to the following claims:²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Borden Dairy Company (1509); Borden Dairy Holdings, LLC (8504); National Dairy, LLC (9109); Borden Dairy Company of Alabama, LLC (5598); Borden Dairy Company of Cincinnati, LLC (1334); Borden Transport Company of Cincinnati, LLC (3462); Borden Dairy Company of Florida, LLC (5168); Borden Dairy Company of Kentucky, LLC (7392); Borden Dairy Company of Louisiana, LLC (4109); Borden Dairy Company of Madisonville, LLC (7310); Borden Dairy Company of Ohio, LLC (2720); Borden Transport Company of Ohio, LLC (7837); Borden Dairy Company of South Carolina, LLC (0963); Borden Dairy Company of Texas, LLC (5060); Claims Adjusting Services, LLC (9109); Georgia Soft Serve Delights, LLC (9109); NDH Transport, LLC (7480); and RGC, LLC (0314). The location of the Debtors’ service address is: 8750 North Central Expressway, Suite 400, Dallas, TX 75231.

² The Administrative Expense Bar Date does not apply to (i) claims arising under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtors in the ordinary course of the Debtors’ business within the twenty (20) days prior to the commencement of their chapter 11 cases (a “**Section 503(b)(9) Claim**”); or (ii) prepetition claims. The Court previously entered an order on March 20, 2020 [D.I. 435] setting May 6, 2020 at 4:00 p.m. (Eastern Time) as the deadline for all entities to file Section 503(b)(9) Claims and the deadline for all entities other than governmental units (as defined in section 101(27) of the Bankruptcy Code) to file claims (the “**General Bar Date**”), and July 3, 2020 at 4:00 p.m. (Eastern Time) (the “**Governmental Bar Date**” and, together with the General Bar Date, the “**Prior Bar Dates**”) as the deadline for governmental units, in each case, to file all other prepetition claims. For the avoidance of doubt, nothing in the Administrative Expense Bar Date Order extends or otherwise alters any of the Prior Bar Dates.

- (i) any Administrative Expense Claims that have (a) been previously paid or (b) otherwise been satisfied;
- (ii) Administrative Expense Claims previously filed with the Claims Agent or the Court;
- (iii) Administrative Expense Claims for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date by the following professionals only: (a) Arnold & Porter Kaye Scholer LLP; (b) Young Conaway Stargatt & Taylor, LLP; (c) KPMG LLP; (d) DRC; (e) PJT Partners LP; (f) RSM US LLP; (g) AP Services, LLC; (h) Sidley Austin LLP; (i) Morris James LLP; (j) Berkeley Research Group, LLC; and (k) any person or entity retained under the *Order, Pursuant to Sections 105(a), 327, 328, and 330 of the Bankruptcy Code, (I) Authorizing the Debtors to Retain and Compensate Certain Professionals Utilized In the Ordinary Course of Business, and (II) Waiving Certain Information Requirements of Local Rule 2016-2* [D.I. 373];
- (iv) any claim of a current officer, member, or manager of the Debtors for indemnification, contribution, or reimbursement;
- (v) any claims for fees payable to the Clerk of the Court;
- (vi) any fees payable to the U.S. Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- (vii) any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code;
- (viii) any claim that is asserted against a person or entity that is not one of the Debtors; and
- (ix) Administrative Expense Claims arising after the date that the Administrative Expense Bar Date Order is entered.

A CLAIMANT SHOULD CONSULT HIS OR HER ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A REQUEST FOR PAYMENT. NEITHER THE DEBTORS’ ATTORNEYS, NOR THE CLAIMS AGENT, NOR THE CLERK OF THE COURT CAN ADVISE THE CLAIMANT WHETHER THE CLAIMANT SHOULD FILE A REQUEST FOR PAYMENT.

All original Requests for Payment in respect of Administrative Expense Claims that arose between the Petition Date and September 4, 2020 must be filed so as to be **actually received** by the Claims Agent on or before the Administrative Expense Bar Date via first class mail, overnight delivery service, or hand delivery to:

<p><i>If by First-Class Mail:</i> Donlin, Recano & Company, Inc. Re: Borden Dairy Company, <i>et al.</i> P.O. Box 199043 Blythebourne Station Brooklyn, NY 11219</p>	<p><i>If by Hand Delivery or Overnight Courier:</i> Donlin, Recano & Company, Inc. Re: Borden Dairy Company, <i>et al.</i> 6201 15th Avenue Brooklyn, NY 11219</p>
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With a copy transmitted to:

<p>Sarah Gryll Arnold & Porter Kaye Scholer LLP 70 West Madison Street, Suite 4200 Chicago, Illinois 60602</p>	<p>Kenneth J. Enos Young Conaway Stargatt & Taylor, LLP Rodney Square 1000 North King Street Wilmington, Delaware 19801</p>
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Such Requests for Payment of Administrative Expense Claims will be deemed timely filed only if **actually received** by the Claims Agent on or before the Administrative Expense Bar Date. Requests for Payment of Administrative Expense Claims may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

Each Request for Payment must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) be written in English; (iii) denominate the asserted claim in lawful currency of the United States as of the Administrative Expense Bar Date; (iv) indicate the particular Debtor against which the claim is asserted; and (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. Documentation should include both evidence of the nature of the administrative expense claim asserted as well as evidence of the date on which the administrative expense claim arose.

ANY PARTY PURPORTEDLY HOLDING AN ADMINISTRATIVE EXPENSE CLAIM AGAINST THE DEBTORS THAT IS REQUIRED TO FILE A REQUEST FOR PAYMENT BUT FAILS TO DO SO PROPERLY OR TIMELY IN ACCORDANCE WITH THE ADMINISTRATIVE EXPENSE BAR DATE ORDER, SHALL NOT, ABSENT FURTHER ORDER OF THE COURT, PARTICIPATE IN ANY DISTRIBUTION IN THESE CASES ON ACCOUNT OF SUCH ADMINISTRATIVE EXPENSE CLAIM.

All parties in interest reserve the right to dispute, or to assert offsets, counterclaims, or defenses against, any Administrative Expense Claim, and nothing contained in the Administrative Expense Bar Date Order or this Notice shall preclude any parties in interest from objecting to any claim on any grounds.

THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM. DO NOT FILE A REQUEST FOR PAYMENT UNLESS YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM.

This Notice is only a summary of the Administrative Expense Bar Date Order. All parties in interest should carefully review the Administrative Expense Bar Date Order itself and the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware for additional information regarding the filing and treatment of Administrative Expense Claims.

Copies of the Administrative Expense Bar Date Order may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). In addition, electronic copies of the Administrative Expense Bar Date Order may be viewed free of charge at <https://www.donlinrecano.com/Clients/bdc/Index>. Copies of the Administrative Expense Bar Date Order may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (Eastern Time) at the office of the Clerk of the Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware, 19801.

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