

**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)

Ref. Docket No. 392

**ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS OF PREPETITION
CLAIMS, INCLUDING 503(b)(9) CLAIMS, AND (II) APPROVING THE
FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (this “**Order**”): (i) establishing deadlines for filing proofs of prepetition claims, including administrative expense claims arising under section 503(b)(9) of the Bankruptcy Code (each a “**Section 503(b)(9) Claim**”), and (ii) approving the form and manner of notice thereof; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that it may enter a final order

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 Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

consistent with Article III of the United States Constitution; and it appearing that venue of these Chapter 11 Cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted as set forth herein.
2. Except as provided otherwise herein, all persons and entities, except governmental units, holding or wishing to assert a claim arising prior to the Petition Date, including any Section 503(b)(9) Claims, against the Debtors shall file a proof of such claim in writing so that it is *actually received* by Donlin Recano & Company, Inc. (“**Donlin**”) on or before 4:00 p.m. (prevailing Eastern time) on May 6, 2020 (the “**General Bar Date**”).
3. The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including Section 503(b)(9) Claims, secured claims, unsecured priority claims, and unsecured nonpriority claims. The filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code.
4. Pursuant to section 502(b)(9) of the Bankruptcy Code, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim so that they are *actually received* by Donlin on or before 4:00 p.m. (prevailing Eastern time) on July 3, 2020 (the “**Government Bar Date**”).

5. The Government Bar Date applies to all governmental units holding claims against the Debtors that arose prior to the Petition Date (whether secured claims, Section 503(b)(9) Claims, unsecured priority claims, and unsecured non-priority claims), including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

6. Except as provided in any order of this Court, the Debtors shall retain the right to: (i) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; (ii) subsequently designate any claim listed in the Schedules as either one or more of disputed, contingent, or unliquidated; and (iii) otherwise amend or supplement the Schedules; *provided, however*, that if the Debtors amend or supplement the Schedules after the Service Date, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby and any such affected creditor shall have until the Amended Schedule Bar Date to file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled claim.

7. All notices of the Amended Schedule Bar Date shall include: (i) a copy of the applicable amendment to the Schedules; (ii) a Proof of Claim Form; (iii) a copy of the Bar Date Notice; and (iv) a notice of the Amended Schedule Bar Date applicable to such claimant. The Amended Schedule Bar Date shall be the later of the General Bar Date (or the Government Bar Date for governmental units), and 4:00 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days after a creditor is served with notice that the Debtors have amended the Schedules; *provided, however*, that notwithstanding the foregoing, except as provided in any order of this

Court, nothing set forth herein will preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

8. Notwithstanding anything in this Order to the contrary and except as otherwise set forth in any Rejection Order, the holder of any claim arising from the rejection of an executory contract or unexpired lease shall be required to file a proof of claim on account of such Rejection Damages Claim against the Debtors by the Rejection Bar Date which shall be the later of the General Bar Date (or the Government Bar Date for governmental units), and 4:00 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days after the effective date of rejection.

9. All proofs of claim must conform substantially to Form B410 of the Official Bankruptcy Forms. Usage of the Proof of Claim Form (i) annexed hereto as **Exhibit 2** and (ii) available on Donlin's website at <https://www.donlinrecano.com/Clients/bdc/Static/POC> shall satisfy this requirement.

10. The following persons or entities whose claims otherwise would be subject to the Bar Dates need not file proofs of claim:

- (i) any Prepetition Secured Parties (as defined in the *Final Order (A) Authorizing the Use of Cash Collateral, (B) Granting Adequate Protection, (C) Authorizing Use of Reserve Account Cash, and (D) Granting Related Relief* [D.I. 369] (the "**Cash Collateral Order**")) with respect to any claims of the Prepetition Secured Parties including, without limitation, any claims related to the Prepetition Secured Obligations, Prepetition Liens, Adequate Protection Obligations, Adequate Protection Liens, Bank Product Liens, Adequate Protection Superpriority Claims, or Adequate Protection Payments (each as defined in the Cash Collateral Order);
- (ii) any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) with Donlin or the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B410;

- (iii) any person or entity whose claim is listed on the Schedules if: (a) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated;” (b) such entity agrees with the amount, nature, classification, and priority of the claim as set forth in the Schedules; and (c) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- (iv) any holder of a claim that previously has been allowed by order of this Court;
- (v) any holder of a claim that has been paid in full by any of the Debtors pursuant to the Bankruptcy Code or in accordance with an order of this Court;
- (vi) any Debtor having a claim against another Debtor;
- (vii) any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code, other than Section 503(b)(9) Claims; and
- (viii) any holder of an interest based on equity securities of a Debtor solely with respect to such holder’s ownership interest in or possession of such equity securities; *provided, however*, that any such holders who wish to assert a claim against any of the Debtors based on transactions in the Debtors’ securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the applicable Bar Date; *provided, further*, that the Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

11. Notwithstanding the foregoing, the Agent (as defined in the Cash Collateral Order), for the benefit of the other Prepetition Secured Parties, is hereby authorized and entitled, in its sole and absolute discretion, but in no event is required, to file (and amend and/or supplement, as it sees fit) proofs of claim in each of the Chapter 11 Cases on behalf of all of the Prepetition Secured Parties. Any proof of claim so filed shall be deemed to be in addition to, and not in lieu of, any other proof of claim that may be filed by any of the Prepetition Secured Parties.

12. Pursuant to Bankruptcy Rule 2002, the form of the Bar Date Notice and the Proof of Claim Form annexed hereto as **Exhibit 1** and **Exhibit 2**, respectively, and the manner of

providing notice of the Bar Dates proposed in the Motion are approved in all respects. The manner of notice of the Bar Dates approved herein, including publication of the Publication Notice, is deemed to fulfill the notice requirements of the Bankruptcy Rules and the Local Rules and shall be deemed good and sufficient notice of the Bar Dates to known creditors pursuant to Bankruptcy Rule 2002(a)(7).

13. The Debtors shall cause copies of the Bar Date Notice and a Proof of Claim Form (a “**Bar Date Package**”) to be mailed to all the Notice Parties (as identified in the Motion) by first class mail, postage prepaid. On the date the Debtors commence service of the Bar Date Package (*i.e.*, the Service Date), the Debtors shall also file on the docket in these Chapter 11 Cases a copy of the Bar Date Notice that specifies the actual date of the General Bar Date.

14. The Debtors are authorized to cause, at least twenty-five (25) days prior to the General Bar Date, notice of the Bar Dates, substantially in the form attached hereto as **Exhibit 3** (the “**Publication Notice**”), to be published in a national newspaper and such other local newspapers, trade journals, or similar publications, if any, as the Debtors deem appropriate.

15. The form and manner of notice of the Bar Dates approved herein are deemed to fulfill the notice requirements of the Bankruptcy Rules and the Local Rules, are fair and reasonable, and provide good, sufficient, and due notice to all creditors and interest holders of their rights and obligations in connection with claims they may assert against the Debtors’ estates in these Chapter 11 Cases.

16. Any person or entity that is required to file a proof of claim in these Chapter 11 Cases but fails to do so in a timely manner shall be forever barred, estopped, and enjoined from: (i) asserting any Prepetition Claim against the Debtors that such person or entity has that (a) is in an amount that exceeds the amount, if any, that may be set forth in the Schedules, or (b) is of a

different nature or in a different classification than what may be set forth in the Schedules (in either case, any such Claim being hereafter referred to as an “**Unscheduled Claim**”); and (ii) voting upon, or receiving distributions under, any plan or plans of reorganization in these Chapter 11 Cases in respect of an Unscheduled Claim.

17. The following requirements shall apply with respect to filing and preparing each proof of claim:

- (i) each proof of claim must: (a) be written in English; (b) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used in such conversion); (c) conform substantially with the Proof of Claim Form provided by the Debtors; and (d) be signed by the holder of the claim or by an authorized agent of the holder of the claim;
- (ii) except as otherwise required by the Order, each proof of claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor’s case number. A proof of claim filed under the joint administration case number (No. 20-10010), or otherwise without identifying a Debtor, will be deemed as filed only against Borden Dairy Company;
- (iii) except as otherwise required by the Order, each proof of claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor;
- (iv) each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d);
- (v) with respect to any Section 503(b)(9) Claims, each proof of claim must: (a) include the value of the goods delivered to and received by the applicable Debtor in the twenty (20) days prior to the Petition Date; (b) attach documentation identifying which Debtor the goods were shipped to and the date such goods were received by such Debtor; (c) state whether the value of the goods asserted in the proof of claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods; and (d) attach any documentation identifying the particular invoices for which the Section 503(b)(9) Claim is being asserted; and
- (vi) each proof of claim, including supporting documentation, must be filed so as to be actually received by Donlin on or before the applicable Bar Date (a) by

completing the electronic proof of claim form on Donlin's website at <https://www.donlinrecano.com/Clients/bdc/FileClaim>, or (b) in person, by courier service, by hand delivery, or by United States mail at the following address:

<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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A proof of claim submitted pursuant to the foregoing clause (b) must be an original, written proof of claim that substantially conforms to the Proof of Claim Form, including supporting documentation. Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will not be accepted.

18. The ACE Companies and the Chubb Companies: Notwithstanding anything to the contrary in this Order, including, but not limited to, paragraph 17(iv) of this Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any order of this Court, or any proof of claim form or the Bar Date Notice, (i) ACE American Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates and successors (collectively, the “**ACE Companies**”) may file a single consolidated proof of claim (the “**ACE Proof of Claim**”) in the Chapter 11 Case of Borden Dairy Company, Case No. 20-10010 (the “**Lead Case**”), which shall be deemed filed by each of the ACE Companies not only in the Lead Case, but also in the Chapter 11 Case of each of the Debtors; (ii) Federal Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates and successors (collectively, the “**Chubb Companies**”) may file a single consolidated proof of claim (the “**Chubb Proof of Claim**” and collectively with the ACE Proof of Claim the “**Consolidated Claims**”) in the Lead Case, which shall be deemed filed by each of the Chubb Companies not only in the Lead Case, but also in the Chapter 11 Case of each of the Debtors; and (iii) as the documents supporting the Consolidated Claims are voluminous and contain confidential information, the documents supporting the

Consolidated Claims will not be filed with the Consolidated Claims. Nothing contained in this paragraph shall be construed as a waiver or modification of any rights, claims or defenses, including, without limitation, the right of the ACE Companies or the Chubb Companies to (a) assert joint and several liability against some or all of the Debtors, (b) modify the Debtor(s) against which the Consolidated Claims are asserted, or (c) amend the amount or nature of the Consolidated Claims; *provided, however*, that the Consolidated Claims shall not be disallowed, reduced or expunged solely on the basis that the Consolidated Claims are filed (I) only in the Lead Case and only against Borden Dairy Company (instead of in the bankruptcy cases of each or any of the other Debtors), and/or (II) only by either of ACE American Insurance Company or Federal Insurance Company (instead of by each of the ACE Companies or the Chubb Companies, respectively). For the avoidance of doubt, the Debtors reserve all rights to object, and any claims or defenses related thereto, with respect to any claims filed by the ACE Companies and/or the Chubb Companies in the Lead Case or any of the other Chapter 11 Cases on any basis other than as explicitly provided for in this paragraph. Moreover, the Debtors reserve the right to amend their Schedules with respect to any claim or claims of the ACE Companies and/or the Chubb Companies, and nothing herein alters, modifies or waives such rights.

19. The provisions of this Order apply to all claims of whatever character, against the Debtors or their assets, whether secured or unsecured, priority or nonpriority, liquidated or unliquidated, fixed or contingent.

20. All creditors who desire to rely on the Schedules with respect to filing a proof of claim in these Chapter 11 Cases shall have the responsibility for determining that their respective claims are accurately listed therein.

21. The Debtors are authorized to amend the forms and notices approved hereby to conform to the applicable dates established by this Order and to make other non-substantive changes thereto.

22. The Debtors are authorized, in their discretion, to extend the applicable Bar Date to certain holders of claims by stipulation where the Debtors determine in their discretion that such extension is in the best interests of their estates.

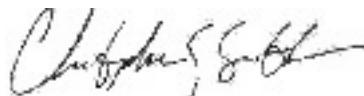
23. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

24. The Debtors and Donlin are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

25. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

26. This Court shall retain jurisdiction, even after the closing of these Chapter 11 Cases, with respect to all matters arising from or related to the implementation of this Order.

Dated: March 20th, 2020
Wilmington, Delaware



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Bar Date Notice

**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 ESTABLISHMENT OF BAR DATES FOR FILING PROOFS
OF PREPETITION CLAIMS, INCLUDING SECTION 503(b)(9) CLAIMS**

To All Persons and Entities with Claims Against Any of the Following Debtor Entities:

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE
HOLDING A CLAIM AGAINST ONE OR MORE OF THE DEBTORS IN
THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD
READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY.
IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

On January 5, 2020 (the “**Petition Date**”), Borden Dairy Company and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed petitions commencing chapter 11 cases under title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

DEBTOR	CASE NO.
Borden Dairy Company	20-10010 (CSS)
Borden Dairy Holdings, LLC	20-10011 (CSS)
National Dairy, LLC	20-10012 (CSS)

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.

DEBTOR	CASE NO.
Borden Dairy Company of Alabama, LLC	20-10013 (CSS)
Borden Dairy Company of Cincinnati, LLC	20-10014 (CSS)
Borden Transport Company of Cincinnati, LLC	20-10015 (CSS)
Borden Dairy Company of Florida, LLC	20-10016 (CSS)
Borden Dairy Company of Kentucky, LLC	20-10017 (CSS)
Borden Dairy Company of Louisiana, LLC	20-10018 (CSS)
Borden Dairy Company of Madisonville, LLC	20-10019 (CSS)
Borden Dairy Company of Ohio, LLC	20-10020 (CSS)
Borden Transport Company of Ohio, LLC	20-10021 (CSS)
Borden Dairy Company of South Carolina, LLC	20-10022 (CSS)
Borden Dairy Company of Texas, LLC	20-10023 (CSS)
Claims Adjusting Services, LLC	20-10024 (CSS)
Georgia Soft Serve Delights, LLC	20-10025 (CSS)
NDH Transport, LLC	20-10026 (CSS)
RGC, LLC	20-10027 (CSS)

On [●], 2020, the Court entered an order [D.I. [●]] (the “**Bar Date Order**”) establishing various bar dates for filing proofs of claim and requests for allowance of certain administrative expenses. The Court has established May 6, 2020 at 4:00 p.m. (prevailing Eastern time) (the “**General Bar Date**”) as the general claims bar date for filing proofs of claim in these chapter 11 cases for all persons and entities other than governmental units, and July 3, 2020 at 4:00 p.m. (prevailing Eastern time) (the “**Government Bar Date**”) as the bar date for governmental units to file proofs of claim in these chapter 11 cases. As described below, the Bar Date Order also establishes different bar dates for other categories of claims.

For your convenience, enclosed with this notice (this “**Notice**”) is a personalized proof of claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “**Schedules**”).

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the United States trustee. The terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

Additionally, the term “claim” means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured,

unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmaturing, disputed, undisputed, secured, or unsecured. Finally, “**Section 503(b)(9) Claims**” means any claim entitled to administrative expense status under section 503(b)(9) of the Bankruptcy Code.

1. The Bar Dates

The Bar Date Order establishes the following bar dates for filing proofs of claim in these chapter 11 cases (the “**Bar Dates**”):

- (i) **The General Bar Date.** Pursuant to the Bar Date Order, except as described below, all persons or entities holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by ***May 6, 2020 at 4:00 p.m. (prevailing Eastern time)***. The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including Section 503(b)(9) Claims, secured claims, unsecured priority claims, and unsecured nonpriority claims.
- (ii) **The Government Bar Date.** Pursuant to the Bar Date Order, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by ***July 3, 2020 at 4:00 p.m. (prevailing Eastern time)***. The Government Bar Date applies to all governmental units holding claims against the Debtors (whether Section 503(b)(9) Claim, secured claims, unsecured priority claims, or unsecured nonpriority claims) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax periods or prepetition transactions to which the Debtors were a party.
- (iii) **The Amended Schedule Bar Date.** If, subsequent to the date of this notice, a Debtor amends or supplements its Schedules to (a) modify the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, (b) change the nature or classification of a claim against a Debtor reflected in the Schedules, or (c) add a new claim to the Schedules, any such affected creditor is required to file a proof of claim or amend any previously filed proof of claim in respect of the affected claim on or before the later of (1) the above-listed Bar Date applicable to such affected creditor, and (2) 4 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days after the date that notice of the applicable amendment or supplement to the Schedules is served on the creditor. The later of these dates is referred to in this Notice as the “**Amended Schedule Bar Date.**”
- (iv) **The Rejection Bar Date.** Except as otherwise set forth in any order authorizing the rejection of an executory contract or unexpired lease, any entity whose claim arises out of the Court-approved rejection of an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code prior to the confirmation of

a chapter 11 plan in the applicable Debtor's case must file a proof of claim on or before the later of (a) the General Bar Date (or the Government Bar Date for governmental units), and (b) 4:00 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days after the effective date of rejection of the applicable contract or lease. The later of these dates is referred to in this Notice as the "**Rejection Bar Date**." Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease that asserts: (a) a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, you must file a proof of claim for such amounts on or before the General Bar Date (or the Government Bar Date for governmental units), unless you are expressly excluded from filing a proof of claim.

2. Who Must File a Proof of Claim

Unless one of the exceptions described in Section 5 below applies, you **MUST** file a proof of claim to vote on a chapter 11 plan of reorganization or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose or is deemed to have arisen prior to the Petition Date. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Except where the Rejection Bar Date, the Government Bar Date, or the Amended Schedule Bar Date applies to establish a different deadline or one of the exceptions in Section 5 applies, the following entities must file proofs of claim on or before the General Bar Date:

- (i) any person or entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed in the Schedules as either one or more of: "disputed," "contingent," or "unliquidated;" and
- (ii) any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

3. What to File

The Debtors are enclosing a proof of claim form for use in these cases, or you may use another proof of claim form that conforms substantially to Official Bankruptcy Form B410. If your claim is scheduled by the Debtors, the enclosed proof of claim form also sets forth: (i) the amount of your claim (if any) as scheduled by the Debtors; (ii) the specific Debtor against which the claim is scheduled; (iii) whether your claim is scheduled as either one or more of: "disputed," "contingent," or "unliquidated;" and (iv) whether your claim is listed as a secured, unsecured priority, or unsecured nonpriority claim. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form provided by the Debtors to file your claim.

All proof of claim forms must be signed by the creditor or, if the creditor is not an individual, by an authorized agent of the creditor. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

With respect to any Section 503(b)(9) Claim, each proof of claim must: (i) include the value of the goods delivered to and received by the applicable Debtor in the twenty (20) days prior to the Petition Date, (ii) attach documentation identifying which Debtor the goods were shipped to and the date such goods were received by such Debtor, (iii) state whether the value of the goods asserted in the proof of claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (iv) attach any documentation identifying the particular invoices for which the Section 503(b)(9) Claim is being asserted.

Unless one of the exceptions described in Section 5 below applies, any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted. If more than one Debtor is listed on the form, the proof of claim will be treated as filed *only* against the first-listed Debtor.

Under the Bar Date Order, the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code. *For the avoidance of doubt, Section 503(b)(9) Claims must be filed by the General Bar Date.*

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL <u>NOT</u> BE ACCEPTED.

4. When and Where to File

All proofs of claim must be submitted so as to be ***actually received*** by the Debtors' claims agent, Donlin Recano & Company, Inc. ("**Donlin**"), *on or before the applicable Bar Date* (i) by completing the electronic proof of claim form on Donlin's website at <https://www.donlinrecano.com/Clients/bdc/FileClaim>, or (ii) in person, by courier service, by hand delivery, or by mail so as to be received *on or before the applicable Bar Date* at the following address:

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

A proof of claim submitted pursuant to the foregoing clause (ii) must be an original, written proof of claim that substantially conforms to the Proof of Claim Form, including supporting documentation. Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will not be accepted.

Proofs of claim will be collected, docketed, and maintained by Donlin. If you wish to receive acknowledgement of Donlin's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (i) a copy of the original proof of claim, and (ii) a self-addressed, postage prepaid return envelope.

Proofs of claim will be deemed filed only when actually received by Donlin. Proofs of claim may not be delivered by facsimile or electronic mail transmission. Any facsimile or electronic mail submissions will not be accepted and will not be considered filed until a proof of claim is submitted by one of the methods described above.

5. Who Need Not File a Proof of Claim

The Bar Date Order further provides that the following entities, who otherwise would be subject to the Bar Dates need *not* file proofs of claim in these cases:

- (i) any Prepetition Secured Parties (as defined in the *Final Order (A) Authorizing the Use of Cash Collateral, (B) Granting Adequate Protection, (C) Authorizing Use of Reserve Account Cash, and (D) Granting Related Relief* [D.I. 369] (the "**Cash Collateral Order**")) with respect to any claims of the Prepetition Secured Parties including, without limitation, any claims related to the Prepetition Secured Obligations, Prepetition Liens, Adequate Protection Obligations, Adequate Protection Liens, Bank Product Liens, Adequate Protection Superpriority Claims or Adequate Protection Payments (each as defined in the Cash Collateral Order);
- (ii) any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) with Donlin or the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B410;
- (iii) any person or entity whose claim is listed on the Schedules if: (a) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (b) such entity agrees with the amount, nature, classification, and priority of the claim as set forth in the Schedules; and (c) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- (iv) any holder of a claim that previously has been allowed by order of the Court;
- (v) any holder of a claim that has been paid in full by any of the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- (vi) any Debtor having a claim against another Debtor;

- (vii) any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code, other than Section 503(b)(9) Claims; and
- (viii) any holder of an interest based on equity securities of a Debtor solely with respect to such holder's ownership interest in or possession of such equity securities; *provided, however*, that any such holders who wish to assert a claim against any of the Debtors based on transactions in the Debtors' securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the applicable Bar Date; *provided, further*, that the Debtors reserve all rights with respect to any such claims including, inter alia, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

6. Executory Contracts and Unexpired Leases

As described in Section 1 above, any entity that has a claim arising out of the rejection of an executory contract or unexpired lease prior to the confirmation of a plan of reorganization must file a proof of claim for damages caused by such rejection by the Rejection Bar Date.

7. Consequences of Failure to File a Proof of Claim by the Applicable Bar Date

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM THE FOLLOWING: (I) ASSERTING ANY CLAIM AGAINST THE DEBTORS THAT AROSE PRIOR TO THE PETITION DATE THAT THE ENTITY HAS THAT (A) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED, OR (B) IS OF A DIFFERENT NATURE OR A DIFFERENT CLASSIFICATION THAN ANY CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH PERSON OR ENTITY (ANY SUCH CLAIM UNDER SUBPARAGRAPH (A) BEING REFERRED TO IN THIS NOTICE AS AN “UNSCHEDULED CLAIM”); OR (II) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY PLAN OR PLANS OF REORGANIZATION IN THE CHAPTER 11 CASES IN RESPECT OF AN UNSCHEDULED CLAIM.

8. The Debtors' Schedules and Access Thereto

You may be listed as the holder of a claim against one or more of the Debtors in the Schedules. To determine if and how you are listed in the Schedules, please refer to the information set forth on the enclosed proof of claim form regarding the nature, amount, classification, and status of your claim. If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim by separate Debtor, as listed in the Schedules.

If you choose to rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, the enclosed form: (i) sets forth the amount of your claim (if any) as set forth in the Schedules; (ii) identifies the Debtor against which it is

scheduled; (iii) specifies whether your claim is listed in the Schedules as either one or more of disputed, contingent, or unliquidated; and (iv) identifies whether your claim is scheduled as a secured claim, unsecured priority claim, or unsecured nonpriority claim.

As described above, if: (i) you agree with the nature, amount, and status of your claim as listed in the Schedules; (ii) you do *not* dispute that your claim is only against the Debtor specified by the Debtors; and (iii) your claim is *not* described as either one or more of: “disputed,” “contingent,” or “unliquidated;” you need not file a proof of claim. Otherwise, unless one of the exceptions described in Section 5 above applies, you must file a proof of claim before the applicable Bar Date in accordance with the procedures set forth in this Notice.

9. Reservation of Rights

Except as otherwise provided in any order of the Court, the Debtors reserve the right to: (i) dispute, or to assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, priority, classification, or otherwise; (ii) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (iii) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

10. Additional Information

Copies of the Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on Donlin’s website at <https://www.donlinrecano.com/borden>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court’s website at www.deb.uscourts.gov. A login identification and password to the Court’s Public Access to Court Electronic Records (“**PACER**”) are required to access this information and can be obtained through PACER at www.pacer.psc.uscourts.gov. Copies of the Schedules and other documents filed in these chapter 11 cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern time), Monday through Friday, 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.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors’ notice and claims agent, Donlin, by calling 877-295-7345, or emailing bordeninfo@donlinrecano.com.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT ITS OWN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM. NEITHER THE COURT NOR COUNSEL TO THE DEBTORS CAN ADVISE CREDITORS WHETHER THEY SHOULD FILE A PROOF OF CLAIM.

Dated: _____, 2020
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/

M. Blake Cleary (No. 3614)
Kenneth J. Enos (No. 4544)
Elizabeth S. Justison (No. 5911)
Betsy L. Feldman (No. 6410)
Rodney Square
1000 North King Street
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bfeldman@ycst.com

-and-

ARNOLD & PORTER KAYE SCHOLER LLP
D. Tyler Nurnberg (admitted *pro hac vice*)
Seth J. Kleinman (admitted *pro hac vice*)
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70 West Madison Street, Suite 4200
Chicago, Illinois 60602-4231
Telephone: (312) 583-2300
Facsimile: (312) 583-2360
tyler.nurnberg@arnoldporter.com
seth.kleinman@arnoldporter.com
sarah.gryll@arnoldporter.com

Co-Counsel to the Debtors and Debtors in Possession

EXHIBIT 2

Form of Proof of Claim

United States Bankruptcy Court for the District of Delaware

- | | |
|---|---|
| <ul style="list-style-type: none"> <input type="checkbox"/> Borden Dairy Company
(Case No. 20-10010) <input type="checkbox"/> Borden Dairy Holdings, LLC
(Case No. 20-10011) <input type="checkbox"/> National Dairy, LLC
(Case No. 20-10012) <input type="checkbox"/> Borden Dairy Company of Alabama, LLC
(Case No. 20-10013) <input type="checkbox"/> Borden Dairy Company of Cincinnati, LLC
(Case No. 20-10014) <input type="checkbox"/> Borden Transport Company of Cincinnati, LLC
(Case No. 20-10015) <input type="checkbox"/> Borden Dairy Company of Florida, LLC
(Case No. 20-10016) <input type="checkbox"/> Borden Dairy Company of Kentucky, LLC
(Case No. 20-10017) <input type="checkbox"/> Borden Dairy Company of Louisiana, LLC
(Case No. 20-10018) | <ul style="list-style-type: none"> <input type="checkbox"/> Borden Dairy Company of Madisonville, LLC
(Case No. 20-10019) <input type="checkbox"/> Borden Dairy Company of Ohio, LLC
(Case No. 20-10020) <input type="checkbox"/> Borden Transport Company of Ohio, LLC
(Case No. 20-10021) <input type="checkbox"/> Borden Dairy Company of South Carolina, LLC
(Case No. 20-10022) <input type="checkbox"/> Borden Dairy Company of Texas, LLC
(Case No. 20-10023) <input type="checkbox"/> Claims Adjusting Services, LLC
(Case No. 20-10024) <input type="checkbox"/> Georgia Soft Serve Delights, LLC
(Case No. 20-10025) <input type="checkbox"/> NDH Transport, LLC
(Case No. 20-10026) <input type="checkbox"/> RGC, LLC
(Case No. 20-10027) |
|---|---|

Proof of Claim

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

- | | | | |
|--|---|---|--|
| 1. Who is the current creditor?
Name and address of the creditor. | Name and address of creditor (the person or entity to be paid for this claim): _____

Other names the creditor used with the debtor: _____ | | |
| 2. Has this claim been acquired from someone else? | <input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____ | | |
| 3. Where should notices and payments to the creditor be sent?

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g). | Where should notices to the creditor be sent?

Name: _____

Address: _____

City: _____ State: ____ Zip: _____

Phone: _____

Email: _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____ | Where should payments to the creditor be sent? (if different)

Name: _____

Address: _____

City: _____ State: ____ Zip: _____

Phone: _____

Email: _____ | |
| 4. Does this claim amend one already filed? | <input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known): _____ Filed on (MM/DD/YYYY): _____ | | |
| 5. Do you know if anyone else has filed a proof of claim for this claim? | <input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____ | | |

Part 2: Give Information About the Claim as of the Date the Case was Filed

6. Do you have any number you use to identify the debtor? ☐ No ☐ Yes. Last 4 digits of the debtor's account or any identification number used: _____

7. How much is the claim? \$ _____ Does this amount include interest or other charges? ☐ No ☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? <small>Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.</small>			
9. Is all or part of the claim secured?	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.	Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> .	<input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other (describe): _____
Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)			
Value of property: \$ _____		Amount of the claim that is secured: \$ _____	
Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____			
Amount necessary to cure any default as of the date of the petition: \$ _____		Annual interest rate (when case was filed): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable	
10. Is this claim based on a lease?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____		
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____		
12. Is all or part of the claim entitled to: (i) priority under 11 U.S.C. § 507(a), or (ii) administrative expense under 11 U.S.C. § 503(b)(9)? A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority. <small>* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.</small>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i> <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies. <input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9).		Amount entitled to priority \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☐ I am the creditor.
☐ I am the creditor's attorney or authorized agent.
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date (MM/DD/YYYY): _____

Signature: _____

Print the name of the person who is completing and signing this claim:

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form. You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you MUST file a separate proof of claim for each debtor.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent’s website (www.donlinrecano.com/borden) to view the filed form.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Administrative expense claim under 11 U.S.C. §503(b)(9): Administrative expense claims under 11 U.S.C. §503(b)(9) include those claims for the value of any goods received by the debtor, within 20 days before the date of commencement of a case under the Bankruptcy Code in which the goods have been sold to the debtor in the ordinary course of such debtor’s business. Attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, state whether the value of the goods asserted in the proof of claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: Borden Dairy Company, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Borden Dairy Company, et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, your claim may be filed electronically on DRC's website at:

<https://www.donlinrecano.com/Clients/bdc/FileClaim>

Do not file these instructions with your form.

EXHIBIT 3

Publication Notice

**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 ESTABLISHMENT OF BAR DATES FOR FILING PROOFS
OF PREPETITION CLAIMS, INCLUDING SECTION 503(b)(9) CLAIMS**

On January 5, 2020 (the “**Petition Date**”), the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed petitions commencing chapter 11 cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). On [•], 2020, the Court entered an order establishing various bar dates for filing proofs of claim and requests for allowance of certain administrative expenses (the “**Bar Date Order**”).

The General Bar Date. All persons or entities holding claims against the Debtors that arose prior to the Petition Date are required to file proofs of claim by **May 6, 2020 at 4:00 p.m. (prevailing Eastern time)**. The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including claims entitled to administrative expense status under section 503(b)(9) of the Bankruptcy Code (“**Section 503(b)(9) Claims**”), secured claims, unsecured priority claims, and unsecured nonpriority claims.

The Government Bar Date. All governmental units holding claims against the Debtors that arose prior to the Petition Date are required to file proofs of claim by **July 3, 2020 at 4:00 p.m. (prevailing Eastern time)**. The Government Bar Date applies to all governmental units holding claims against the Debtors that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax periods or prepetition transactions to which the Debtors were a party.

The Amended Schedule Bar Date. If, after the date of this notice, the Debtors amend or supplement the schedules of assets and liabilities filed in these cases (the “**Schedules**”) to (a) modify the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedule, (b) change the nature or classification of a claim against a Debtor reflected in the Schedules, or (c) add a new claim to the Schedules, any such affected creditor is required to file a proof of claim or amend any previously filed proof of claim in respect of the affected claim on or before the **later** of (i) the above-listed Bar Date applicable to such affected creditor, and (ii) 4:00 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days after the date that notice of the applicable amendment or supplement to the Schedules is served on the creditor. The later of these dates is referred to as the “**Amended Schedule Bar Date**.”

The Rejection Bar Date. If your claim arises out of the rejection of an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code prior to the confirmation of a chapter 11 plan, except as otherwise set forth in any order authorizing the rejection of an executory contract or unexpired lease, you must file a proof of claim on or before the **later** of (i) the General Bar Date (or the Government Bar Date for governmental units), and (ii) 4:00 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days after the effective date of rejection of the applicable contract or lease. The later of these dates is referred to as the “**Rejection Bar Date**.”

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.

Entities That Must File Proofs of Claim by the Bar Date. Unless one of the exceptions described below applies, you MUST file a proof of claim to vote on a chapter 11 plan of reorganization or to share in distributions if you have a claim that arose prior to the Petition Date. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Except where the Rejection Bar Date, the Government Bar Date, or the Amended Schedule Bar Date establishes a different deadline or one of the exceptions below applies, you must file proofs of claim on or before the General Bar Date if:

- your claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed in the Schedules as either one or more of: "disputed," "contingent," or "unliquidated;" or
- you believe that your claim is improperly classified in the Schedules or is listed in an incorrect amount and desire to have your claim allowed in a different classification or amount.

All proof of claim forms must be signed by the creditor or, if the creditor is not an individual, by an authorized agent of the creditor. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

With respect to any Section 503(b)(9) Claim, each proof of claim must: (i) include the value of the goods delivered to and received by the applicable Debtor in the twenty (20) days prior to the Petition Date, (ii) attach documentation identifying which Debtor the goods were shipped to and the date such goods were received by such Debtor, (iii) state whether the value of the goods asserted in the proof of claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (iv) attach any documentation identifying the particular invoices for which the Section 503(b)(9) Claim is being asserted.

Except where one of the exceptions below applies, any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted. If more than one Debtor is listed on the form, the proof of claim will be treated as filed *only* against the first-listed Debtor.

Under the Bar Date Order, the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of Section 503(b)(9) Claims. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code. *For the avoidance of doubt, Section 503(b)(9) Claims must be filed by the General Bar Date.*

When and Where to File. All proofs of claim must be submitted so as to be actually received by the Debtors' claims agent, Donlin Recano & Company, Inc. ("**Donlin**"), *on or before the applicable Bar Date*: (i) by completing the electronic proof of claim form on Donlin's website at <https://www.donlinrecano.com/Clients/bdc/FileClaim>, or (ii) in person, by courier service, by hand delivery, or by mail at the following address:

<p><i>If by First-Class Mail:</i> Donlin, Recano & Company, Inc. Re: Borden Dairy Company, et al. 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, et al. 6201 15th Avenue Brooklyn, NY 11219</p>
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A proof of claim submitted pursuant to the foregoing clause (ii) must be an original, written proof of claim that substantially conforms to the Proof of Claim Form, including supporting documentation. Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will not be accepted.

Proofs of claim will be collected, docketed, and maintained by Donlin. If you wish to receive acknowledgement of Donlin's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (a) a copy of the original proof of claim, and (b) a self-addressed, postage prepaid return envelope.

Proofs of claim will be deemed filed only when actually received by Donlin. Proofs of claim may not be delivered by facsimile or electronic mail transmission.

The Bar Date Order further provides that the following entities, who otherwise would be subject to the Bar Dates need *not* file proofs of claim in these chapter 11 cases:

- any Prepetition Secured Parties (as defined in the *Final Order (A) Authorizing the Use of Cash Collateral, (B) Granting Adequate Protection, (C) Authorizing Use of Reserve Account Cash, and (D) Granting Related Relief* [D.I. 369] (the “**Cash Collateral Order**”)) with respect to any claims of the Prepetition Secured Parties including, without limitation, any claims related to the Prepetition Secured Obligations, Prepetition Liens, Adequate Protection Obligations, Adequate Protection Liens, Bank Product Liens, Adequate Protection Superpriority Claims or Adequate Protection Payments (each as defined in the Cash Collateral Order);
- any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) with Donlin or the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B410;
- any person or entity whose claim is listed on the Schedules if: (a) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated;” (b) such entity agrees with the amount, nature, classification, and priority of the claim as set forth in the Schedules; and (c) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- any holder of a claim that previously has been allowed by order of the Court;
- any holder of a claim that has been paid in full by any of the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- any Debtor having a claim against another Debtor;
- any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code, other than Section 503(b)(9) Claims; and
- any holder of an interest based on equity securities of a Debtor solely with respect to such holder’s ownership interest in or possession of such equity securities; *provided, however*, that any such holders who wish to assert a claim against any of the Debtors based on transactions in the Debtors’ securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the applicable Bar Date; *provided, further*, that the Debtors reserve all rights with respect to any such claims including, inter alia, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM THE FOLLOWING: (I) ASSERTING ANY CLAIM AGAINST THE DEBTORS THAT AROSE PRIOR TO THE PETITION DATE THAT THE ENTITY HAS THAT (A) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT, AND LIQUIDATED, OR (B) IS OF A DIFFERENT NATURE OR A DIFFERENT CLASSIFICATION THAN ANY CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH PERSON OR ENTITY (ANY SUCH CLAIM UNDER SUBPARAGRAPH (A) BEING REFERRED TO IN THIS NOTICE AS AN “UNSCHEDULED CLAIM”); OR (II) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY PLAN OR PLANS OF REORGANIZATION IN THE CHAPTER 11 CASES IN RESPECT OF AN UNSCHEDULED CLAIM.

If you choose to rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. If: (i) you agree with the nature, amount, and status of your claim as listed in the Schedules; (ii) you do not dispute that your claim is only against the Debtor specified by the Debtors; and (iii) your claim is *not* described as either one or more of: “disputed,” “contingent,” or “unliquidated;” you need not file a proof of claim. Otherwise, you must file a proof of claim before the applicable Bar Date in accordance with the procedures set forth herein.

Copies of the Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on Donlin’s website at <https://www.donlinrecano.com/borden>. The Schedules and

other filings in these chapter 11 cases also are available for a fee at the Court's website at www.deb.uscourts.gov. A login identification and password to the Court's Public Access to Court Electronic Records ("**PACER**") are required to access this information and can be obtained through PACER at www.pacer.psc.uscourts.gov. Copies of the Schedules and other documents filed in these chapter 11 cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time), Monday through Friday, 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.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' notice and claims agent, Donlin, by calling 877-295-7345, or emailing bordeninfo@donlinrecano.com.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT ITS OWN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM. NEITHER THE COURT NOR COUNSEL TO THE DEBTORS CAN ADVISE CREDITORS WHETHER THEY SHOULD FILE A PROOF OF CLAIM.