

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION**

In re:

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795 (LTB)

NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM

GENERAL BAR DATE IS OCTOBER 7, 2019 AT 5:00 P.M., EASTERN TIME

**TO ALL PERSONS AND ENTITIES WITH CLAIMS
AGAINST THE ABOVE-CAPTIONED DEBTOR:**

On October 30, 2018, the United States Bankruptcy Court for the Western District of North Carolina (the "Court") entered an order [Docket No. 661] (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the case of the above-captioned debtor and debtor in possession (the "Debtor") filed under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

By the Bar Date Order, the Court established **October 7, 2019 at 5:00 p.m., prevailing Eastern Time** (the "General Bar Date"), as the general deadline for all Entities, including Governmental Units, to file proofs of claim in the Debtor's chapter 11 case for all claims against the Debtor that arose or are deemed to have arisen prior to the date on which the Debtor commenced its chapter 11 case, November 2, 2017 (the "Petition Date"), including claims arising under section 503(b)(9) of the Bankruptcy Code, except as otherwise provided in the Bar Date Order and expressly excluding Asbestos Claims (as defined herein). As described below, the Bar Date Order also establishes different bar dates for certain categories of claims.

For your convenience, enclosed with this Notice is a customized proof of claim form (the "Proof of Claim Form"). The Proof of Claim Form will state, along with your name, whether your General Claim (as defined herein) is listed in the Debtor's schedules of assets and liabilities and statement of financial affairs filed in the Debtor's chapter 11 case [Docket Nos. 155, 156] (collectively, the "Schedules") and, if so, whether your General Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. The dollar amount of the claim (as listed in the Schedules) also will be identified on the Proof of Claim Form. If the Debtor believes that you may hold different classifications of General Claims against the Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect

¹ The last four digits of the Debtor's taxpayer identification number are 5815. The Debtor's address is 133 Peachtree Street, N.E., Atlanta, Georgia 30303.

the nature, amount and classification of your General Claim against the Debtor, as listed in the Schedules.

Contact information for the Debtor's claims and noticing agent, Donlin, Recano & Company, Inc. ("Donlin Recano"), is provided below. Donlin Recano will have representatives available to provide you with additional information regarding this chapter 11 case and the filing of a proof of claim.

KEY DEFINITIONS

As used in this Notice, the term "**Asbestos Claim**" means any claim (as defined in section 101(5) of the Bankruptcy Code) for costs or damages, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtor is alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to asbestos or asbestos-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtor; or (b) any materials present at any premises owned, leased, occupied or operated by any Entity for whose products, acts, omissions, business or operations the Debtor has, or is alleged to have, liability. Asbestos Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever. Asbestos Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Asbestos Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Asbestos Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtor for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer. *Please note that no deadline has been established at this time for the filing of Asbestos Claims.*

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 Bankruptcy Administrator for the Western District of North Carolina (the "Bankruptcy Administrator").

As used in this Notice, the term "**Governmental Unit**" has the meaning given to it in section 101(27) of the Bankruptcy Code and includes: (a) the United States; (b) states; (c) commonwealths; (d) districts; (e) territories; (f) municipalities; (g) foreign states; or (h) departments, agencies or instrumentalities of the foregoing (but not including the Bankruptcy Administrator while serving in such capacity in accordance with the Bankruptcy Code).

As used in this Notice, the term "**Claim**" or "**claim**" shall mean, as to or against the Debtor and in accordance with section 101(5) of the Bankruptcy Code: (a) 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 (b) 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, unmatured, disputed, undisputed, secured or unsecured.

As used in this Notice, the term "**General Claim**" shall mean any Claim other than an Asbestos Claim.

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Date Order establishes the following deadlines for filing proofs of claim in the Debtor's chapter 11 case (collectively, the "Bar Dates"):

- (a) The General Bar Date. Pursuant to the Bar Date Order, except as described below, all Entities holding General Claims (whether secured, unsecured priority or unsecured nonpriority) against the Debtor that arose, or are deemed to have arisen, before the Petition Date (November 2, 2017) are required to file a proof of claim so that it is received by Donlin Recano on or before the General Bar Date.
- (b) The Rejection Bar Date. Any Entity whose General Claim arises out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in the Debtor's chapter 11 case, must file a proof of claim so that it is received by Donlin Recano on or before the later of: (i) the General Bar Date; and (ii) 30 days after the effective date of rejection of such executory contract or unexpired lease. The later of these dates is referred to in this Notice as the "Rejection Bar Date."
- (c) The Amended Schedule Bar Date. If, subsequent to the mailing of this Notice, the Debtor amends or modifies its Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a General Claim reflected therein, the affected claimant may file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled General Claim so that it is received by Donlin Recano on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant. The later of these dates is referred to in this Notice as the "Amended Schedule Bar Date." However, if the amendment to the

Schedules (i) improves the amount or treatment of a previously scheduled or filed General Claim and (ii) the affected claimant previously was served with a notice of the Bar Dates, the affected claimant is not permitted to file additional claims or amend a related previously filed proof of claim by the Amended Schedule Bar Date.

Subject to the terms described above for holders of General Claims subject to the Rejection Bar Date and the Amended Schedule Bar Date, the following Entities must file proofs of claim on or before the General Bar Date:

- (a) any Entity (i) whose prepetition General Claim against the Debtor is not listed in the Schedules or is listed as "disputed," "contingent" or "unliquidated" and (ii) that desires to participate in the Debtor's chapter 11 case or share in any distribution in the chapter 11 case; and
- (b) any Entity that (i) believes its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedules.

If it is unclear from the Schedules whether your General Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its General Claim is accurately listed therein.

**PROOFS OF CLAIM NOT REQUIRED
TO BE FILED BY THE GENERAL BAR DATE**

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date:

- (a) any Entity holding or asserting an Asbestos Claim;
- (b) any Entity that already has properly filed a proof of claim against the Debtor in accordance with (i) the procedures described herein or (ii) Rule 3001-1 of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina;
- (c) any Entity (i) whose General Claim against the Debtor is not listed as disputed, contingent or unliquidated in the Schedules and (ii) that agrees

with the nature, classification and amount of its General Claim as identified in the Schedules;

- (d) any Entity whose claim against the Debtor previously has been allowed by, or paid pursuant to, an order of the Court;
- (e) any Entity holding or asserting a claim allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the Debtor's chapter 11 case (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- (f) any of the Debtor's non-debtor affiliates (as affiliate is defined in section 101(2) of the Bankruptcy Code) who may have a claim against the Debtor.

No Requirement to File Certain Administrative Expense Claims or for Interest Holders to File Proofs of Interest

Any Entity holding an administrative expense claim against the Debtor under section 503(b) of the Bankruptcy Code need not file a proof of claim on or before the General Bar Date; provided, however, that any administrative priority claim under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtor within 20 days prior to the Petition Date must be filed by the General Bar Date. Under the Bar Date Order, the filing of a proof of claim form as provided in this Notice satisfies the procedural requirements for the assertion of an administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

In addition, any Entity holding a direct or indirect ownership interest in the Debtor need not file a proof of interest on or before the General Bar Date.

**CONSEQUENCES OF FAILURE TO FILE
A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

UNLESS THE COURT ORDERS OTHERWISE, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTOR 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: (A) ASSERTING ANY SUCH CLAIM AGAINST THE DEBTOR OR ITS ESTATE OR PROPERTY THAT (I) 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 (II) IS OF A DIFFERENT NATURE OR CLASSIFICATION THAN ANY SUCH CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM IN THIS SUBPARAGRAPH (A) BEING REFERRED TO IN THIS NOTICE AS AN "UNSCHEDULED CLAIM"); OR (B) VOTING ON, OR RECEIVING DISTRIBUTIONS

UNDER, ANY CHAPTER 11 PLAN IN THE DEBTOR'S CHAPTER 11 CASE IN RESPECT OF AN UNSCHEDULED CLAIM.

PROCEDURE FOR FILING PROOFS OF CLAIM

Any Entity asserting a General Claim must deliver a completed, signed proof of claim, together with any accompanying or supporting documentation: (a) by hand delivery or by courier service to Donlin, Recano & Company, Inc., Re: Bestwall LLC, 6201 15th Avenue, Brooklyn, New York 11219; (b) by mail to Donlin, Recano & Company, Inc., Re: Bestwall LLC, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219; or (c) electronically using the interface available on Donlin Recano's website at <https://www.donlinrecano.com/Clients/bw/FileClaim>, so as to be **actually received**, in each case, no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. **Any proof of claim submitted by facsimile or electronic mail will not be accepted and will not be deemed filed until the proof of claim is submitted by one of the methods described in this paragraph.**

You may use the Official Bankruptcy Form No. 410 to file General Claims. Alternatively, you may use (and copy as necessary) the Proof of Claim Form included with this Notice, which substantially complies with Official Bankruptcy Form No. 410 and has been approved by the Court for use in this case.

All filed proof of claim forms must: (a) be written in English; (b) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on the Petition Date; (c) conform substantially with the Proof of Claim Form; (d) set forth with specificity the legal and factual basis for the alleged claim; and (e) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code also must: (a) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date; and (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted. Proofs of claim must include all supporting documentation required by Bankruptcy Rules 3001(c) and 3001(d) and the relevant proof of claim form (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available, including a copy of any written document that forms the basis of the General Claim or, for secured General Claims, evidences that the alleged security interest has been perfected.

Proofs of claim will be deemed filed only when actually received by Donlin Recano. If you wish to receive acknowledgement of Donlin Recano's receipt of your proof of claim, you also must submit to Donlin Recano by the applicable Bar Date and concurrently with your original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope. Claimants who submit proofs of claim through Donlin Recano's website interface will receive an email confirmation of such submissions.

THE DEBTOR'S SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtor. To determine if and how you are listed on the Schedules, please refer to the Debtor's Schedules. Copies of

the Schedules may be viewed free of charge on the Donlin Recano website for this chapter 11 case at <https://www.donlinrecano.com/Clients/bw/Static/SOALS>. In addition, electronic copies of all documents filed in the Debtor's chapter 11 case, including the Bar Date Order, may be obtained free of charge at Donlin Recano's website for the Debtor's chapter 11 case, <https://www.donlinrecano.com/Bestwall>, or for a fee on the Court's website, <http://ecf.ncwb.uscourts.gov>.

RESERVATION OF RIGHTS

The Debtor reserves the right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend, modify or supplement the Schedules. Nothing contained in this Notice or the Bar Date Order shall preclude the Debtor from objecting to any claim, whether scheduled or filed, on any grounds.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact Donlin Recano at (212) 771-1128 or (877) 864-5058 (toll free). You also may contact Donlin Recano by email at bestwallinfo@donlinrecano.com or by writing to Donlin, Recano & Company, Inc., Re: Bestwall LLC, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219. The claims register for the Debtor will be available for review during normal business hours in Donlin Recano's offices at 6201 15th Avenue, Brooklyn, New York 11219. Additional copies of the proof of claim form that you should use may be obtained by contacting Donlin Recano or by downloading such proof of claim form from Donlin Recano's website, at <https://www.donlinrecano.com/Clients/bw/Static/ProofOfClaim>.

YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: July 30, 2019

BY ORDER OF THE COURT

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