



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed March 22, 2019


United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	CHAPTER 11
MAYFLOWER COMMUNITIES, INC. ¹	§	
	§	CASE NO. 19-30283 (HDH)
Debtor.	§	

**ORDER ESTABLISHING BAR DATES, APPROVING FORM AND MANNER
OF NOTICE, APPROVING PROCEDURES FOR FILING PROOFS OF
CLAIM, AND SETTING FORTH ADDITIONAL PROCEDURES
UPON THE FILING OF AMENDMENTS**

Upon the motion [Docket No. 84] (the "Motion")² of the Debtor for entry of an order, pursuant to sections 501, 502, and 1111(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002, 3003(c), and 9007 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules"), and Rule 2002-1(a) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the "Local Rules"), establishing bar dates and procedures for filing proofs of claim in this Chapter 11 Case; and this Court having jurisdiction

¹ The last four digits of the Debtor's federal tax identification number are 6350.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that the Debtor's notice of the Motion and opportunity for a hearing were adequate and appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is hereby GRANTED in its entirety.
2. As used herein, (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code, and (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code.

Bar Dates

3. The General Bar Date. **June 6, 2019 at 4:00 p.m. (prevailing Central Time)** is the deadline (the "General Bar Date") for all entities, other than governmental units, holding prepetition claims to file proofs of claim (each a "Proof of Claim") unless they fall within one of the exceptions described below. Subject to these exceptions, the General Bar Date shall apply to all types of claims against the Debtor that arose prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 503(b)(9) or 507(a)(4) and (5) of the Bankruptcy Code) 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 expense claims under section 503(b)(9) of the Bankruptcy Code (each, a “503(b)(9) Claim”); provided, however, that all other administrative claims under section 503(b) of the Bankruptcy Code (“Administrative Claims”) must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by Proof of Claim.

4. The Governmental Bar Date. **July 29, 2019 at 4:00 p.m. (prevailing Central Time)** is the “Governmental Bar Date” in this Chapter 11 Case. The Governmental Bar Date shall apply to all governmental units holding claims against the Debtor (whether secured, unsecured priority, or unsecured nonpriority) that arose prior to the Petition Date, including governmental units with claims against the Debtor for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtor was a party.

5. Amended Schedules Bar Date. In the event that the Debtor amends the Schedules, the Debtor shall give notice of such amendment to the holders of claims against the Debtor affected thereby, and if the subject amendment either (x) adds a new party as a creditor, (y) reduces the unliquidated, noncontingent, and liquidated amount of a claim, or (z) changes the nature or classification of a claim against the Debtor or the Debtor is liable on the claim as reflected therein, such holders shall be given until the later of (a) the General Bar Date, or (b) **4:00 p.m. (prevailing Central Time) on the date that is 30 days from the date such notice is given** (or such other time period as may be fixed by the Bankruptcy Court) to file proofs of claim with respect to such affected claim, if necessary, or be barred from filing such claim (the “Amended Schedules Bar Date”). The Debtor shall also file a certification with the Court evidencing that it provided notice of the amendment to the affected party and notice that said party has an additional 30 days to file its proof of claim.

6. Rejection Bar Date. If the Debtor rejects any executory contract or unexpired lease under section 365 of the Bankruptcy Code, each entity holding a claim against the Debtor arising from such rejection must file a Proof of Claim by the later of (a) **4:00 p.m. (prevailing Central Time) on the date that is 30 days** after the effective date of rejection of such executory contract or unexpired lease as provided by an order of the Bankruptcy Court or pursuant to a notice under procedures approved by the Bankruptcy Court; (b) any date set by another order of the Bankruptcy Court; or (c) the General Bar Date (the “Rejection Bar Date”).

Entities That Must File Proofs of Claim

7. Subject to the exceptions described in paragraph 8 below, the following entities must file Proofs of Claim on or before the applicable Bar Date:

- (a) any entity (i) whose prepetition claim against the Debtor is not listed in the Debtor’s Schedules or is listed as disputed, contingent, or unliquidated and (ii) that desires to participate in this Chapter 11 Case or share in any distribution in this Chapter 11 Case. For the avoidance of doubt, as further explained in paragraph 8(b) below, if a claim is not listed in the Debtor’s schedules as disputed, contingent, or unliquidated then the filing of a proof claim is not necessary; and
- (b) any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount, and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

Entities Not Required to File Proofs of Claim

8. The following entities, whose claims otherwise would be subject to a Bar Date, need not file Proofs of Claim:

- (a) any entity that already has properly filed a Proof of Claim against the Debtor in accordance with the procedures described herein;
- (b) any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as “disputed,” “contingent,” or “unliquidated;” and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;

- (c) any holder of a claim that previously has been allowed by order of the Court;
- (d) any holder of a claim that has been paid in full by the Debtor in accordance with the Bankruptcy Code or an order of the Court;
- (e) any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (**with the exception of 503(b)(9) Claims, which are subject to the General Bar Date**); or
- (f) a holder of a claim for repayment of principal, interest, or other applicable fees and/or charges on or under the \$112,020,000 City of Carmel, Indiana Revenue Bonds (The Barrington of Carmel Project) (each, a “Bond Payment Claim”); provided, however, that in order to assert a claim other than a Bond Payment Claim, the holder of a Bond Payment Claim shall be required to file a proof of claim on or before the applicable bar date as set forth herein, unless another exception in this Order applies.

No Requirement to File Proofs of Interest

9. Any entity holding an interest in the Debtor (an “Interest Holder”), which interest is based exclusively upon the ownership of membership interests, partnership interests, common or preferred stock in a corporation or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to herein as an “Interest”), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders that wish to assert claims against the Debtor that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file Proofs of Claim on or before the General Bar Date, unless another exception identified in paragraph 8 of this Order applies.

Effect of Failure to File Proofs of Claim

10. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a Proof of Claim in this Chapter 11 Case pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against the Debtor, but that fails to do so by the applicable Bar Date, shall be forever barred, estopped, and enjoined from:

- (a) asserting any claim against the Debtor that the entity has 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, classification, or priority than any claim identified in the Schedules on behalf of such entity (any such claim under this subparagraph (a) being referred to herein as an “Unscheduled Claim”); or
- (b) voting upon, or receiving distributions under, any chapter 11 plan in this Chapter 11 Case in respect of an Unscheduled Claim.

Procedures for Filing Proofs of Claim

11. The following procedures for filing Proofs of Claim are hereby approved:

- (a) Proofs of Claim must:
 - (i) be written in the English language;
 - (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date);
 - (iii) must be on the form of Proof of Claim annexed to the Proposed Bar Date Order as Exhibit 1 or otherwise conform substantially to the Official Bankruptcy Form B410 (“Official Form B410”);³
 - (iv) set forth with specificity the legal and factual bases for the alleged claim;
 - (v) include supporting documentation or an explanation as to why such documentation is not available; and
 - (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (b) Proofs of Claim will be deemed timely filed only if the Proofs of Claim are **actually received** by the Court or the Debtor’s Court-approved claims agent, Donlin, Recano & Company, Inc., by the applicable Bar Date, at:

If by first-class mail:
Donlin, Recano & Company, Inc.
Re: Mayflower Communities, Inc.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

³ Official Form B410 can also be found at <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>.

If by hand delivery, or overnight mail:
Donlin, Recano & Company, Inc.
Re: Mayflower Communities, Inc.
6201 15th Avenue
Brooklyn, NY 11219

- (c) Proofs of Claim may be submitted online through the Debtor's case website at: <https://www.donlinrecano.com/clients/mayflwr/fileclaim>.
- (d) Proofs of Claim sent by facsimile or e-mail transmission **will not** be accepted, with the exception of Proofs of Claim submitted through the Debtor's case website.

Notice Procedures

12. The form (i) Proof of Claim attached hereto as Exhibit 1, (ii) Bar Date Notice attached hereto as Exhibit 2, and (iii) Publication Bar Date Notice attached hereto as Exhibit 3, are hereby approved.

13. The following procedures to provide notice of the bar date (the "Notice Procedures") are hereby approved:

A. Mailing of Bar Date Notice. The Debtor shall serve via first-class mail (i) the Proof of Claim form and (ii) Bar Date Notice, at least forty (40) days prior to the General Bar Date to the following parties:

- i. the U.S. Trustee;
- ii. all parties who have requested notice in this Chapter 11 Case pursuant to Bankruptcy Rule 2002;
- iii. Department of Medicaid, Department of Health, and Division of Health Services Regulation in the state in which the Debtor operates the facility;
- iv. the Internal Revenue Service and the Taxing Authorities (as defined in the First Day Declaration);
- v. the Office of the Attorney General of the state in which the Debtor operates the facility;
- vi. all parties required to be served by Bankruptcy Rule 2002(j); and
- vii. all creditors.

B. Posting of Bar Date Notice on Case Website. At least forty (40) days prior to the General Bar Date, the Debtor shall cause the Bar Date Notice to be posted on the Debtor's case website at <http://www.donlinrecano.com/mayflower>.

C. Providing Bar Date Notice at Debtor's Facilities. At least forty (40) days prior to the General Bar Date, the Debtor shall cause the Bar Date Notice to be provided in the same manner the Debtor has historically given notices to residents and employees in its Community, including but not limited to posting the Bar Date Notice within the Community.

D. Publication of Bar Date Notice. At least forty (40) days prior to the General Bar Date, the Debtor will publish an abridged form of the Bar Date Notice, substantially in the form annexed to this Order as Exhibit 3 (the "Publication Bar Date Notice") in any regional or local publication within the geographic location which the Community is located, including any other newspapers, trade journals, or similar publications as Debtor determines necessary, which publication is approved by the Court and shall be deemed good, adequate, and sufficient publication of notice of the Bar Dates and the procedures for filing Proofs of Claim in This Chapter 11 Case.

14. The Debtor and DRC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

15. The Debtor shall retain the right to: (a) dispute, or assert offsets or defenses against, any filed Proof of Claim or any claim listed or reflected in the Schedules as to its nature, amount, liability, classification, or otherwise (with such right also being held by all other parties in interest, pursuant to section 502(a) of the Bankruptcy Code); (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated (or, with respect to any other party in interest, to object to or otherwise challenge any scheduled claim); and (c) otherwise amend or supplement the Schedules.

16. The entry of this Order is without prejudice to the right of the Debtor to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so.

17. Notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtor in this Chapter 11 Case.

Notice of the Bar Dates as provided pursuant to the Notice Procedures shall be deemed sufficient and adequate notice. The Debtor shall only be required to serve a copy of this Order on the master service list maintained in this Chapter 11 Case, not the creditor matrix.

18. This Court shall retain jurisdiction over all matters arising from or related to the interpretation or implementation of this Order.

END OF ORDER

Order submitted by:

DLA PIPER LLP (US)

By: /s/ Daniel B. Prieto

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Proposed Counsel for the Debtor

EXHIBIT 1

PROOF OF CLAIM FORM

Fill in this information to identify the case:

Debtor 1 _____

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: _____ District of _____

Case number _____

Official Form 410**Proof of Claim**

04/16

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. 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 of the current 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?	Where should notices to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Contact phone _____ Contact email _____	Where should payments to the creditor be sent? (if different) Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Contact phone _____ Contact email _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____
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?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ ____ ____ ____
7. How much is the claim?	\$ _____. Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> 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?	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. _____
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 priority under 11 U.S.C. § 507(a)?

☐ No

☐ Yes. *Check one:*

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

☐ Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$12,850*) 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).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

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:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

EXHIBIT 2

BAR DATE NOTICE

EAST\164680023

EAST\164855644.3

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: MAYFLOWER COMMUNITIES, INC.¹ Debtor.	§ § § § §	CHAPTER 11 CASE NO. 19-30283 (HDH)
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**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM
(INCLUDING CLAIMS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE)**

**GENERAL BAR DATE: JUNE 6, 2019 AT 4:00 P.M. (PREVAILING CENTRAL TIME)
GOVERNMENTAL BAR DATE: JULY 29, 2019 AT 4:00 P.M. (PREVAILING CENTRAL TIME)**

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTOR. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTOR OR THE COURT BELIEVE THAT YOU HAVE A CLAIM. YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

TO ALL PERSONS AND ENTITIES WITH CLAIMS (INCLUDING CLAIMS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE)² AGAINST THE DEBTOR:

PLEASE TAKE NOTICE THAT on March [●], 2019, the United States Bankruptcy Court for the Northern District of Texas (the “Court”) entered an order [Docket No. ●] (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim (“Proofs of Claim”) against Mayflower Communities, Inc. (the “Debtor”).

General Bar Date. All persons or entities, including individuals, partnerships, corporations, joint ventures, estates, and trusts (as defined in 11 U.S.C. § 101(27)), who have a claim or potential claim against the Debtor that arose or is deemed to have arisen prior to January 30, 2019 (the “Petition Date”) including any secured or priority claims, such as any claims entitled to administrative expense priority under 11 U.S.C. § 503(b)(9), no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** so as to be received on or before **June 6, 2019 at 4:00 P.M. (prevailing Central Time)** (the “General Bar Date”), unless they expressly fall under one of the categories listed in the section “Who Need Not File a Proof of Claim” below.

Governmental Bar Date. All governmental units (as such term is defined in section 101(27) of the Bankruptcy Code) which have a claim or potential claim against the Debtor that arose or is deemed to have arisen prior to the Petition Date, including any secured or priority claims, such as any claims entitled to administrative expense priority under 11 U.S.C. § 503(b)(9), no matter how remote or contingent such right

¹ The last four digits of the Debtor’s federal tax identification number are 6350.

² The “Bankruptcy Code” is defined as title 11 of the United States Code.

to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** so as to be received on or before **July 29, 2019 at 4:00 p.m. (prevailing Central Time)** (the “Governmental Bar Date”).

Executory Contracts and Unexpired Leases. If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the General Bar Date, (ii) 4:00 p.m. (prevailing Central Time) on the date that is thirty (30) days after the date on which an order is entered approving such rejection and (iii) any date that the Court may fix in the applicable order authorizing such rejection (the “Rejection Bar Date”). Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim on account of unpaid amounts accrued and outstanding as of January 30, 2019, pursuant to that executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the General Bar Date.

Amended Schedules Bar Date. You may be listed as the holder of a claim against the Debtor in the Debtor’s schedules of assets and liabilities (the “Schedules”). If you rely on the Debtor’s Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. If you agree with the priority and amount of your claim as listed in the Debtor’s Schedules, and if your claim is not described as “disputed,” “contingent,” or “unliquidated,” in the Schedules, you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this notice.

Copies of the Schedules may be examined by visiting the Debtor’s case website free of charge at: <http://www.donlinrecano.com/mayflower>. Please note that there is no charge to view the Schedules through the Debtor’s website. Copies of the Debtor’s Schedules may also be obtained by contacting Donlin, Recano & Company, Inc. directly by (i) calling (877) 534-8325 and leaving a message, or (ii) writing to Donlin, Recano & Company, Inc. Re: Mayflower Communities, Inc., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219.

In the event that the Debtor amends or supplements its Schedules to (a) designate a claim as disputed, contingent, unliquidated, or undetermined, (b) change the amount of a claim reflected therein, (c) change the priority or secured status of a claim reflected therein, or (d) add a claim that was not listed on the Schedules, the Debtor will notify you of the amendment. In the event that such amendment relates to your claim against the Debtor, the deadline for you to file a Proof of Claim on account of any such claim is the later of (x) the applicable Bar Date and (y) **4:00 p.m. (prevailing Central Time)** on the date that is **thirty (30) days** after the date on which the Debtor serves notice of the amendment or supplement (the “Amended Schedules Bar Date”), and together with the General Bar Date, the Governmental Bar Date, and Rejection Bar Date, the “Bar Dates”).

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by the Debtor’s notice and claims agent, Donlin, Recano and Company, Inc. (“DRC”) on or before the applicable Bar Date, at the following address:

If by first-class mail:

**Donlin, Recano & Company, Inc.
Re: Mayflower Communities, Inc.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219**

If by hand delivery, or overnight mail:
Donlin, Recano & Company, Inc.
Re: Mayflower Communities, Inc.
6201 15th Avenue
Brooklyn, NY 11219

Proofs of claim may also be submitted online through the Debtor's case website at: <https://www.donlinrecano.com/clients/mayflwr/fileclaim>. **Proofs of Claim sent by facsimile or e-mail transmission will NOT be accepted, with the exception of Proofs of Claim submitted through the Debtor's case website.**

Contents of Proofs of Claim. Each Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) must be on the form of Proof of Claim annexed to the Bar Date Order as Exhibit 1 or otherwise conform substantially to the Official Bankruptcy Form B410 ("Official Form B410");³ (iv) set forth with specificity the legal and factual bases for the alleged claim; (v) include supporting documentation or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

Additional Information. Copies of the Bar Date Order, Schedules, and other information regarding the Debtor's Chapter 11 Case are available on the Debtor's case website at: <http://www.donlinrecano.com/mayflower>. If you require additional information or have any questions, you may contact DRC directly by (i) calling (877) 534-8325 and leaving a message, or (ii) writing to Donlin, Recano & Company, Inc., Re: Mayflower Communities, Inc., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219. **Please note that DRC cannot offer legal advice or advise whether you should file a Proof of Claim.**

Who Must File a Proof of Claim. Unless your claim expressly falls under one of the categories listed in the section "Who Need Not File a Proof of Claim" below, the following entities **must file a Proof of Claim so as to be received on or before the applicable Bar Date:**

- (a) any entity (i) whose prepetition claim against the Debtor is not listed in the Debtor's Schedules or is listed as disputed, contingent, or unliquidated and (ii) that desires to participate in this Chapter 11 Case or share in any distribution in this Chapter 11 Case; and
- (b) any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount, and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

Who Need Not File a Proof of Claim. The following entities, whose claims otherwise would be subject to a Bar Date, need not file Proofs of Claim:

- (a) any entity that already has properly filed a Proof of Claim against the Debtor in accordance with the procedures described herein;

³ Official Form B410 can also be found at <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>.

- (b) any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as “disputed,” “contingent,” or “unliquidated;” and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- (c) any holder of a claim that previously has been allowed by order of the Court;
- (d) any holder of a claim that has been paid in full by the Debtor in accordance with the Bankruptcy Code or an order of the Court;
- (e) any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (**with the exception of 503(b)(9) Claims, which are subject to the General Bar Date**); or

CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM. ANY HOLDER OF A CLAIM AGAINST THE DEBTOR WHO IS REQUIRED TO FILE A PROOF OF CLAIM IN ACCORDANCE WITH THE BAR DATE ORDER, BUT FAILS TO DO SO ON OR BEFORE THE APPLICABLE BAR DATE, SHALL NOT BE PERMITTED TO VOTE TO ACCEPT OR REJECT ANY PLAN FILED IN THIS CHAPTER 11 CASE, OR PARTICIPATE IN ANY DISTRIBUTION IN THIS CHAPTER 11 CASE ON ACCOUNT OF SUCH CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM. LATE FILED CLAIMS SHALL BE SUBJECT TO DISALLOWANCE.

DATED: _____, 2019

BY ORDER OF THE COURT
DALLAS, TEXAS

EXHIBIT 3

PUBLICATION BAR DATE NOTICE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	CHAPTER 11
MAYFLOWER COMMUNITIES, INC.¹	§	
	§	CASE NO. 19-30283 (HDH)
Debtor.	§	

NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM

**GENERAL BAR DATE: JUNE 6, 2019 AT 4:00 P.M. (PREVAILING CENTRAL TIME)
GOVERNMENTAL BAR DATE: JULY 29, 2019 AT 4:00 P.M. (PREVAILING CENTRAL TIME)**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On March [●], 2019, the United States Bankruptcy Court for the Northern District of Texas (the “Court”) entered an order [Docket No. ●] (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim (“Proofs of Claim”) against Mayflower Communities, Inc. (the “Debtor”).

General Bar Date. All persons or entities, including individuals, partnerships, corporations, joint ventures, estates, and trusts (as defined in 11 U.S.C. § 101(27)), who have a claim or potential claim against the Debtor that arose or is deemed to have arisen prior to January 30, 2019 (the “Petition Date”) including any secured or priority claims, such as any claims entitled to administrative expense priority under 11 U.S.C. § 503(b)(9), no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** so as to be received on or before **June 6, 2019 at 4:00 P.M. (prevailing Central Time)** (the “General Bar Date”).

Governmental Bar Date. All governmental units (as such term is defined in section 101(27) of the Bankruptcy Code) which have a claim or potential claim against the Debtor that arose or is deemed to have arisen prior to the Petition Date, including any secured or priority claims, such as any claims entitled to administrative expense priority under 11 U.S.C. § 503(b)(9), no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** so as to be received on or before **July 29, 2019 at 4:00 p.m. (prevailing Central Time)** (the “Governmental Bar Date”).

Executory Contracts and Unexpired Leases. If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the General Bar Date, (ii) 4:00 p.m. (prevailing Central Time) on the date that is thirty (30) days after the date on which an order is entered approving such rejection and (iii) any date that the Court may fix in the applicable order authorizing such rejection (the “Rejection Bar Date”). Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim on account of unpaid amounts accrued and outstanding as of January 30, 2019 pursuant to that executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the General Bar Date.

Amended Schedules Bar Date. In the event that the Debtor amends or supplements its Schedules to (a) designate a claim as disputed, contingent, unliquidated, or undetermined, (b) change the amount of a claim reflected therein, (c) change the priority or secured status of a claim reflected therein, or (d) add a claim that was not listed on the Schedules, the Debtor will notify you of the amendment. In in event that such amendment

¹ The last four digits of the Debtor’s federal tax identification number are 6350.

relates to your claim against the Debtor, the deadline for you to file a Proof of Claim on account of any such claim is the later of (x) the applicable Bar Date and (y) **4:00 p.m. (prevailing Central Time)** on the date that is **thirty (30) days** after the date on which the Debtor serves notice of the amendment or supplement (the "Amended Schedules Bar Date"), and together with the General Bar Date, the Governmental Bar Date, and Rejection Bar Date, the "Bar Dates").

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION. LATE FILED CLAIMS SHALL BE SUBJECT TO DISALLOWANCE.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by the Debtor's notice and claims agent, Donlin, Recano and Company, Inc. ("DRC") on or before the applicable Bar Date, at the following address: If by first class mail, Donlin, Recano & Company, Inc. Re: Mayflower Communities, Inc., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219; if by hand delivery, or overnight mail, Donlin, Recano & Company, Inc. Re: Mayflower Communities, Inc., 6201 15th Avenue, Brooklyn, NY 11219. Proofs of claim may also be submitted online through the Debtor's case website at: <https://www.donlinrecano.com/clients/mayflwr/fileclaim>. **Proofs of Claim sent by facsimile or e-mail transmission will not be accepted, with the exception of Proofs of Claim submitted through the Debtor's case website.**

Contents of Proofs of Claim. Each Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) must be on the form of Proof of Claim annexed to the Bar Date Order as Exhibit 1 or otherwise conform substantially to the Official Bankruptcy Form B410 ("Official Form B410")²; (iv) set forth with specificity the legal and factual bases for the alleged claim; (v) include supporting documentation or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

Additional Information. Copies of the Bar Date Order, Schedules, and other information regarding the Debtor's Chapter 11 Case are available on the Debtor's case website at: <http://www.donlinrecano.com/mayflower>. If you require additional information, you may contact DRC directly by (i) calling (877) 534-8325 and leaving a message, or (ii) writing to Donlin, Recano & Company, Inc. Re: Mayflower Communities, Inc., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219. **Please note that DRC cannot offer legal advice or advise whether you should file a Proof of Claim.**

DATED: _____, 2019

BY ORDER OF THE COURT
DALLAS, TEXAS

² Official Form B410 can also be found at <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>.