

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

In re:	)	
	)	Chapter 11
PQ New York, Inc., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11266 (JTD)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: D.I. 475</b>
	)	

**ORDER ESTABLISHING BAR DATES AND  
RELATED PROCEDURES FOR FILING PROOFS OF CLAIM  
(INCLUDING FOR ADMINISTRATIVE EXPENSE CLAIMS ARISING UNDER  
SECTION 503(b)(9) OF THE BANKRUPTCY CODE) AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion, dated July 10, 2020 [D.I. 475] (the “**Motion**”)<sup>2</sup> of the Debtors for entry of an order, under to sections 501, 502, and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rules 2002-1(e) and 2003-1, establishing Bar Dates and related procedures by which creditors must file their Proofs of Claim, as more fully described in the Motion; and the Court having reviewed the Motion; and the 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 this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and

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<sup>1</sup> The last four digits of PQ New York, Inc.’s federal tax identification number are 1022. The mailing address for the debtors is PQ New York, Inc., c/o 33rd Street Bakery, Inc., 43-27 33rd Street, Long Island City, New York 11101. Due to the large number of debtors in these chapter 11 cases, for which the debtors have requested joint administration, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at [www.donlinrecano.com/pqny](http://www.donlinrecano.com/pqny).

<sup>2</sup> Capitalized terms used, but not otherwise defined, herein shall have the respective meanings ascribed to such terms in the Motion.

the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter an order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' 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 this Court having held a hearing, if any, (the "**Hearing**") to consider the relief requested in the Motion; and upon the record of the Hearing (if one was held); and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Order,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Court hereby approves (i) the forms of the Bar Date Notice, the Proof of Claim Form, and the Publication Notice, substantially in the forms attached to the Motion as Exhibit B, Exhibit C and Exhibit D, respectively, and (ii) the manner of providing notice of the Bar Dates as described in the Motion.
3. Pursuant to Bankruptcy Rule 3003(c)(2), any creditor (as defined in section 101(10) of the Bankruptcy Code) or equity security holder (as defined in section 101(17) of the Bankruptcy Code) who asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to May 27, 2020 (the "**Petition Date**") and whose claim is either (i) not listed on the Debtors' schedules of assets and liabilities (collectively, the "**Schedules**") or (ii) is listed on the Schedules as disputed, contingent or

unliquidated, must file a Proof of Claim on or prior to **August 24, 2020 at 5:00 p.m. (prevailing Eastern Time)** (the “**General Bar Date**”). The Debtors shall include the designated General Bar Date in the Bar Date Notice thereby making the designated General Bar Date a matter of record.

4. Notwithstanding paragraph 3 above, the deadline for governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim against the Debtors is November 23, 2020 at 5:00 p.m. (prevailing Eastern Time) (the “**Governmental Bar Date**”).

5. Any person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, and governmental unit), that holds, or seeks to assert, a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date, no matter how remote, contingent, or unliquidated, including, without limitation, secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(3) through 507(a)(10) and 503(b)(9) of the Bankruptcy Code), and unsecured non-priority claims (the holder of any such claim, the “**Claimant**”), must properly file a Proof of Claim on or before the applicable Bar Date in order to share in the Debtors’ estates.

6. All Claimants must submit (by overnight mail, courier service, hand delivery, regular mail, in person, or electronically through the online Proof of Claim Form available at <https://www.donlinrecano.com/Clients/pqny/FileClaim> an original, written proof of claim that substantially conforms to the Proof of Claim Form so as to be **actually received** by Donlin, Recano & Company, Inc. (“**Donlin Recano**”), the Debtors’ claims and noticing agent, by no later than 5:00 p.m. (prevailing Eastern Time) on or before the applicable Bar Date at the following address:

*If sent via first class mail, send to:*

Donlin, Recano & Company, Inc.  
Re: PQ New York, Inc., *et al.*  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

*If sent by overnight or hand delivery, send to:*

Donlin, Recano & Company, Inc.  
Re: PQ New York, Inc., *et al.*  
6201 15th Avenue  
Brooklyn, NY 11219

7. A Proof of Claim must satisfy all of the following requirements to be considered properly and timely filed in the Chapter 11 Cases:

- a. be **actually received** by Donlin Recano as described in paragraph 6 above by overnight mail, courier service, hand delivery, regular mail, in person, or electronically through the Proof of Claim Form available on Donlin Recano's website on or before the applicable Bar Date;
- b. be signed by the Claimant;
- c. be written in the English language;
- d. be denominated in lawful currency of the United States (and to the extent such claim is converted to currency of the United States, the conversion rate used in such conversion);
- e. conform substantially to the Proof of Claim Form or Official Form 410;
- f. specify the Debtor against which the Proof of Claim is filed as well as the bankruptcy case number corresponding to such Debtor;
- g. set forth with specificity the legal and factual basis for the alleged claim; and
- h. include supporting documentation or an explanation as to why such documentation is not available.

8. Proofs of Claim sent to Donlin Recano by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in the Chapter 11 Cases.

9. Notwithstanding the above, holders of the following claims are **not** required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

- a. a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Donlin Recano in a form substantially similar to Official Bankruptcy Form No. 410;
- b. a claim that is listed on the Schedules if and only if: (i) such claim is not scheduled as “disputed,” “contingent,” or “unliquidated;” (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the holder of such claim does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- c. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- d. an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- e. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- f. any claim of a Debtor against another Debtor;
- g. a claim on account of indemnification, contribution, or reimbursement by an officer or director of the Debtors who held such position as of the Petition Date;
- h. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date; and
- i. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date.

10. Any Claimant exempted from filing a Proof of Claim pursuant to paragraph 9 above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph 9 above.

11. Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; *provided, however*, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

12. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of: (a) the General Bar Date or the Governmental Bar Date (if a Governmental Unit is the counterparty to the executory contract or unexpired lease); or (b) 5:00 p.m. (prevailing Eastern Time) on the date that is 25 days from the date that the Debtors provide written notice of the rejection date to the affected creditor (unless the order authorizing such rejection provides otherwise).

13. If the Debtors amend their Schedules, then the deadline to submit a Proof of Claim for those creditors affected by any such amendment shall be the later of: (i) the General Bar Date or the Governmental Bar Date (if the amendment relates to a claim of a Governmental

Unit); and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 25 days from the date that the Debtors provide written notice to the affected creditor that the Schedules have been amended.

14. Within 3 business days after entry of this Order, the Debtors shall serve the Bar Date Notice, together with a copy of the Proof of Claim Form, by first class United States mail, postage prepaid (or equivalent service), to the following parties:

- a. all known holders of potential claims and their counsel (if known), including all persons and entities listed in the Schedules at the addresses set forth therein as potentially holding claims;
- b. all parties that have requested notice of the proceedings in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b) as of the date of the Bar Date Order;
- c. all parties that have filed proofs of claim in the Chapter 11 Cases as of the date of the Bar Date Order;
- d. all known holders of equity securities in the Debtors as of the date of the Bar Date Order;
- e. all known parties to executory contracts and unexpired leases with the Debtors, as indicated on the Schedules;
- f. all known parties to litigation with the Debtors as of the date of the Bar Date Order;
- g. the District Director of the Internal Revenue Service for the District of Delaware;
- h. all other known taxing and regulatory authorities for the jurisdictions in which the Debtors maintain or conduct business;
- i. all attorneys general for states in which the Debtors maintain or conduct business; and
- j. the Office of the United States Attorney General.

15. In accordance with Bankruptcy Rule 2002(a)(7), service of the Bar Date Notice and Proof of Claim Form in the manner set forth in this Order is and shall be deemed to be good and sufficient notice of the Bar Date to known Claimants.

16. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall cause the Publication Notice to be published in *USA Today* as soon as practicable after entry of this Order. Such form and manner of publication notice is hereby approved and authorized and is and shall be deemed to be good and sufficient notice of the Bar Dates to unknown Claimants.

17. Properly filing an original, written Proof of Claim that substantially conforms to the 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; *provided, however*, that 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 and will not be deemed proper if made by Proof of Claim.

18. Claimants filing claims under section 503(b)(9) of the Bankruptcy Code (or proofs thereof) shall attach to the Proof of Claim a supplemental statement setting forth with specificity: (i) the date of shipment of the goods the Claimant contends the Debtors received in the 20 days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the Claimant contends the Debtors received in the 20 days before the Petition Date; (iii) the value of the goods the Claimant contends the Debtors received in the 20 days before the Petition Date; and (iv) whether the Claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, including any documentation identifying such demand.

19. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant that is required to file a Proof of Claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or this Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor with respect to such claim



for purposes of voting upon any plan in the Chapter 11 Cases and distribution from property of the Debtors' estates.

20. Nothing contained in this Order, the Publication Notice, or the Bar Date Notice is intended or shall be construed as a waiver of any of the Debtors' rights, including, without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules. In addition, nothing contained in this Order, the Publication Notice or the Bar Date Notice is intended or shall be construed as an admission of the validity of any claim against the Debtors or an approval, assumption or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code. All such rights and remedies are reserved.

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

22. All Claimants who desire to rely on the Schedules with respect to filing a proof of claim in the Chapter 11 Cases shall have the sole responsibility for determining that their respective claim is accurately listed therein.

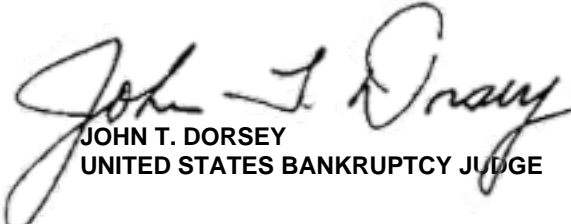
23. Notwithstanding anything to the contrary in this Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any order of this Court, or any proof of claim form or notice of the bar date, (i) ACE American Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates 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 PQ New York

Inc., No. 20-11266 (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 PQ New York Inc. (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, except as provided herein, no Debtor (or any successor entity to any Debtor) shall be deemed to waive its rights to object to any of the Consolidated Claims.

24. The Debtors and Donlin Recano are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.

25. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

Dated: July 23rd, 2020  
Wilmington, Delaware

  
JOHN T. DORSEY  
UNITED STATES BANKRUPTCY JUDGE