

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795

MOTION OF THE DEBTOR FOR AN ORDER: (I) AUTHORIZING IT TO FILE A LIST OF THE TOP LAW FIRMS WITH ASBESTOS CASES AGAINST THE DEBTOR IN LIEU OF THE LIST OF 20 LARGEST UNSECURED CREDITORS; (II) APPROVING CERTAIN NOTICE PROCEDURES FOR ASBESTOS CLAIMANTS; AND (III) APPROVING THE FORM AND MANNER OF NOTICE OF COMMENCEMENT OF THIS CASE

Bestwall LLC, as debtor and debtor in possession (the "Debtor"), respectfully represents as follows:

Background

1. On the date hereof (the "Petition Date"), the Debtor commenced this reorganization case by filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. The Debtor is a North Carolina limited liability company. It owns real property in Mt. Holly, North Carolina and is the parent company of certain non-debtor subsidiaries that manufacture and distribute industrial plaster products. As of the Petition Date, the Debtor was a defendant in tens of thousands of asbestos-related lawsuits pending in the courts of nearly every state and certain territories of the United States.

¹ The last four digits of the Debtor's taxpayer identification number are 5815. The Debtor's address is 100 Peachtree Street, N.W., Atlanta, Georgia 30303.

3. The Debtor is authorized to continue to manage its property and operate its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. A comprehensive description of the Debtor, its history, its assets and liabilities and the events leading to the commencement of this chapter 11 case can be found in the declaration of Tyler L. Woolson (the "First Day Declaration"), which was filed contemporaneously herewith and is incorporated herein by reference. In addition to the First Day Declaration, the Debtor has filed an Informational Brief to provide additional information about its asbestos litigation, related costs and plans to address these matters in this chapter 11 case (the "Chapter 11 Case").

Jurisdiction

5. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

6. Pursuant to section 105(a) of the Bankruptcy Code, Rules 1007(d) and 2002(m) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 1007-1(b) of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina (the "Local Bankruptcy Rules"), the Debtor hereby seeks the entry of an order, substantially in the form attached hereto as Exhibit B: (a) authorizing the Debtor to file a list of the 25 law firms with the most significant representations of parties with asbestos claims against the Debtor, based on the volume of filings, scope of payments or related factors, across the major types of claims faced by the Debtor (a "Top Asbestos Counsel List"), in lieu of a list of creditors that hold the 20 largest unsecured claims against the Debtor;

(b) approving certain notice procedures for creditors (collectively, the "Asbestos Claimants") who are claimants in asbestos-related personal injury lawsuits or other proceedings involving the Debtor or who have similar claims asserted through counsel; and (c) approving the form and manner of notice of the commencement of the Chapter 11 Case.

Argument

List of the Top Asbestos Plaintiff Firms

7. Pursuant to Bankruptcy Rule 1007(d), a chapter 11 debtor must file with its voluntary petition a list setting forth the names, addresses and claim amounts of the creditors, excluding insiders, that hold the 20 largest unsecured claims in the debtor's case (a "Top 20 List"). This Top 20 List primarily is used by the Office of the United States Bankruptcy Administrator for the Western District of North Carolina (the "Bankruptcy Administrator") to evaluate the types and amounts of unsecured claims against the debtor and thus identify potential candidates to serve on the official committee of unsecured creditors appointed in the debtor's case under section 1102 of the Bankruptcy Code.² Pursuant to Local Bankruptcy Rule 1007-1(b), failure to timely file schedules and lists as required by the Bankruptcy Rules may result in the automatic dismissal of a bankruptcy case.

8. As discussed in the First Day Declaration, the Debtor's largest creditors are asbestos personal injury claimants. The Debtor seeks to formulate, obtain approval of and consummate a plan of reorganization that establishes an appropriately funded trust pursuant to

² "The purpose of the separate list of 20 largest creditors required by this provision in the rules is to enable the clerk to identify members and the court to appoint immediately an unsecured creditors' committee in compliance with 11 U.S.C. § 1102(a)(1)." In re Dandy Doughboy Donuts, Inc., 66 B.R. 457, 458 (Bankr. S.D. Fla. 1986); see also 9 Collier on Bankruptcy ¶1007.05 (Lawrence P. King, et al., eds., 15th ed. 2001, rev. 2009) ("[T]he larger [unsecured creditor] list and information about the claims of the creditors on the list enables the United States Trustee [or the Bankruptcy Administrator in this District] to determine the different types of claims existing in order to assure that a fully representative committee is appointed.").

section 524(g) of the Bankruptcy Code. As a result, the Debtor anticipates that, at the inception of these cases, the Bankruptcy Administrator will appoint an official committee of asbestos claimants consisting of asbestos plaintiff law firms with the largest number or most significant cases against the Debtor and that is representative of the types of claims brought against the Debtor.

9. The Debtor does not believe that listing the individual Asbestos Claimants with the largest unsecured claims against the Debtor would facilitate the Bankruptcy Administrator's appointment of an asbestos creditors' committee. Instead, because an asbestos creditors' committee typically consists of asbestos plaintiff law firms, the Debtor believes that providing the Bankruptcy Administrator with a Top Asbestos Counsel List would better assist the Bankruptcy Administrator in forming such a committee. Accordingly, the Debtor seeks authority to file a Top Asbestos Counsel List, comprised of the 25 law firms with the most significant representations of parties with asbestos claims against the Debtor, based on the volume of filings, scope of payments or related factors, across the major types of claims faced by the Debtor (e.g., representing the various types of alleged harms suffered by claimants), in lieu of listing the individual asbestos claimants with the largest unsecured claims against the Debtor on a Top 20 List.

10. Courts in this District and other districts have granted similar relief. See, e.g., In re Kaiser Gypsum Co., Inc., No. 16-31602 (JCW) (Bankr. W.D.N.C. Oct. 7, 2016) (authorizing the debtors to file a consolidated list of the 30 asbestos plaintiff firms with the largest number or scope of cases in lieu of a Top 20 List) (the "Kaiser Gypsum Co. Order"); see also In re Yarway Corp., No. 13-11025 (BLS) (Bankr. D. Del. Apr. 25, 2013) (same) (the "Yarway Corp. Order"); In re Specialty Prods. Holding Corp., No. 10-11780 (KJC)

(Bankr. D. Del. June 2, 2010) (same) (the "Specialty Products Holding Corp. Order"); accord In re Eagle, Inc., No. 15-12437 (JAB) (Bankr. E.D. La. Sept. 24, 2015) (authorizing a list of the top 20 asbestos plaintiffs firms in lieu of a Top 20 List) (the "Eagle, Inc. Order").

Notice Procedures for Asbestos Claimants

11. Pursuant to section 105(a) of the Bankruptcy Code, the Court may "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code]." 11 U.S.C. § 105(a). In addition, the Court may "enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by [the Bankruptcy Rules]." Fed. R. Bankr. P. 2002(m). For notice to be proper, it must be "reasonably calculated, under all the circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections." Mullane v. Cent. Hanover Bank & Tr. Co., 339 U.S. 306, 314 (1950) (describing notice required to satisfy due process).

12. In many cases, courts have found that providing notice of bankruptcy case proceedings to the attorney representing a creditor in prepetition litigation (or threatened litigation) provides adequate and appropriate notice to that creditor. See, e.g., In re Garlock Sealing Techs, LLC, 2017 WL 2539412, at *15 (W.D.N.C. June 12, 2017) (finding that all asbestos claimants had been afforded due process by the debtors providing notice of the debtors' plan and confirmation hearing to the claimants' attorneys, rather than to the claimants); Chanute Proc. Credit Assoc. v. Schicke (In re Schicke), 290 B.R. 792, 805-06 (B.A.P. 10th Cir. 2003) (holding that notice of chapter 7 proceedings to the attorney representing a judgment creditor in non-bankruptcy litigation was the best notice possible where the debtor did not know the creditor's contact information), aff'd, 97 F. App'x 249 (10th Cir. 2004); Cablevision Sys.

Corp. v. Malandra (In re Malandra), 206 B.R. 667, 676 (Bankr. E.D.N.Y. 1997) (holding that notice to the attorney representing a creditor in prepetition litigation relating to the creditor's claim constituted adequate notice to the creditor).

13. In fact, providing notice to a claimant's attorney of record in matters relating to bankruptcy claims, even where the attorney does not represent the claimant in connection with the bankruptcy case, has been held to be the equivalent of giving notice to creditors directly. See, e.g., Seifert v. Rice (In re Rice), 2010 Bankr. LEXIS 639, *7 (Bankr. E.D.N.C. Mar. 1, 2010) (following "the majority of courts addressing the issue" to hold that (a) an attorney that represented creditors with respect to a prepetition judgment against the debtor continued to serve as the creditors' agent in bankruptcy proceedings concerning that same judgment and (b) notice to that attorney regarding bankruptcy proceedings therefore constituted sufficient notice to the creditors); see also Lompa v. Price (In re Price), 871 F.2d 97, 99 (9th Cir. 1989) (holding that notice to the attorney who represented a creditor in an action affected by a bankruptcy proceeding constituted notice to the creditor); Schicke, 290 B.R. at 803 ("It is generally held that an attorney who represents the creditor in matters against a debtor prepetition ... will be an agent of the creditor in the context of a debtor's bankruptcy case."); Linder v. Trump's Castle Assocs., 155 B.R. 102, 105 (D.N.J. 1993) (notice to a claimant's attorney is imputed to the claimant if the attorney's representation relates to a bankruptcy claim).

14. In certain cases, moreover, providing notice of bankruptcy proceedings and deadlines directly to personal injury claimants, rather than to their known attorneys, may *not* constitute adequate notice, including, for instance, where it is unlikely that such claimants would appreciate the legal significance of the notices. See In re Grand Union Co., 204 B.R. 864, 874-75 (Bankr. D. Del. 1997) (holding that providing notice of bar dates in a chapter 11 case

directly to personal injury claimants where the debtor was aware the claimants were represented by counsel was not adequate to satisfy due process, and notice should have been provided to the claimants' attorneys); accord United States v. Thomas, 342 B.R. 758, 761 (S.D. Tex. 2005) ("Being in bankruptcy does not alter the responsibilities that generally apply to work through counsel.").

15. Not only is it reasonable for personal injury claimants to expect that any legal notices relating to their claims would be sent to their attorneys of record, sending notice directly to the claimants may constitute a violation of applicable Rules of Professional Conduct by the debtor's attorney. See Grand Union, 204 B.R. at 873 (finding that sending a bar date notice directly to personal injury claimants, rather than their counsel, "violat[ed] the spirit, if not the letter," of Rule 4.2 of the Model Rules of Professional Conduct). Rule 4.2 of the North Carolina Rules of Professional Conduct (the "Rules of Professional Conduct") provides that, with certain inapplicable exceptions:

During the representation of a client, a lawyer shall not communicate about the subject of the representation with a person the lawyer knows to be represented by another lawyer in the matter, unless the lawyer has the consent of the other lawyer or is authorized to do so by law or a court order.

N.C. Rules Prof'l Conduct R. 4.2(a). A lawyer may not engage in communications that are otherwise prohibited under this rule through the actions of a non-lawyer. N.C. Rules Prof'l Conduct R. 4.2 cmt. ¶ 4.

16. Further, as explained in the official comments to the rule, Rule 4.2 of the Rules of Professional Conduct applies to communications with any party represented by counsel, whether or not a party to a formal adjudicative proceeding, where the communication relates to the subject matter of the representation. N.C. Rules Prof'l Conduct R. 4.2 cmt. ¶ 8.

This rule aims to protect clients from taking actions relating to their representation without the benefit of their attorney's counsel. N.C. Rules Prof'l Conduct R. 4.2 cmt. ¶ 1.

17. In this case, the Debtor is subject to approximately 64,000 pending claims asserted by the Asbestos Claimants. To date, the Debtor has communicated solely with the plaintiff law firms that represent the Asbestos Claimants (collectively, the "Asbestos Firms") regarding these claims. The Debtor in many cases cannot be sure that it has the current addresses for the Asbestos Claimants. Notice through the Asbestos Firms therefore is much more reliable. Under these circumstances, the Debtor seeks authority to continue its past practice of providing notice to the Asbestos Claimants through the Asbestos Firms and, thereby, avoid any confusion that undoubtedly would arise from sending notices directly to the Asbestos Claimants.

18. Accordingly, the Debtor seeks Court approval to (a) serve all notices, mailings, filed documents and other communications relating to the Chapter 11 Case on the Asbestos Claimants in care of their counsel at such counsel's address, including, for the avoidance of doubt, an e-mail address; and (b) list the names, addresses and other contact information, as applicable, of the Asbestos Firms in any creditor or service lists in lieu of listing the contact information of individual Asbestos Creditors (collectively, the "Notice Procedures"). For an Asbestos Firm representing multiple Asbestos Claimants, the Debtor may serve each document only a single time on such Asbestos Firm (at each relevant address) on behalf of all of such counsel's clients; *provided that* any notice or other document relating specifically to one or more particular Asbestos Claimants (rather than all Asbestos Claimants represented by an Asbestos Firm) shall clearly identify such parties.³

³ In connection with providing notices under the Notice Procedures, the Debtor also may provide for each Asbestos Firm a list of each of the Asbestos Claimants that, according to the Debtor's records, are

19. The Debtor believes that the Notice Procedures provide for an effective and appropriate noticing process for the Asbestos Claimants. Further, implementing the Notice Procedures would alleviate the administrative burden and expense of gathering current contact information for each of the Asbestos Claimants, which, in many cases, is not readily available or is difficult to verify. The Debtor has access to the names and addresses of the counsel for the Asbestos Claimants (including counsel of record in pending lawsuits), but the names and addresses of a significant number of individual Asbestos Claimants themselves are not readily available. It would be extremely burdensome, costly and time-consuming for the Debtor to attempt to obtain this information. In addition, any contact information for the individual Asbestos Claimants the Debtor has or is able to obtain may be outdated and unreliable. Consequently, providing notice in the Chapter 11 Case in accordance with the Notice Procedures will be more efficient and reliable than providing notice to the individual Asbestos Claimants directly. Moreover, implementing the Notice Procedures better enables counsel to the Asbestos Claimants to advise their clients in matters related to the Chapter 11 Case.

20. Accordingly, the Debtor respectfully submits that the Notice Procedures are warranted under the facts and circumstances of the Chapter 11 Case, and they represent a fair and appropriate process to provide the Asbestos Claimants with notices and communications in the Chapter 11 Case. The Notice Procedures are reasonably calculated, under all the circumstances, to apprise the Asbestos Claimants of the matters before the Court and present

(continued...)

represented by such Asbestos Firm. Any such list shall not be deemed to be an exclusive list or to limit the effectiveness of any notice with respect to other clients of the Asbestos Firm.

to them an opportunity to be heard thereon. For the foregoing reasons, the Debtor requests that the Court approve the Notice Procedures, as described herein.

21. Courts in this District and other districts have granted similar relief. See, e.g., Kaiser Gypsum Order (approving notice to asbestos claimants' counsel of record in lieu of notice to individual asbestos claimants directly, and identification of asbestos claimants' counsel, rather than asbestos claimants, on creditor lists); In re Garlock Sealing Techs., LLC, No. 10-31607 (JCW) (Bankr. W.D.N.C. June 8, 2010) (same); see also Eagle, Inc. Order (same); Yarway Corp. Order (same); Specialty Prods. Holding Corp. Order (same).

Form and Manner of the Case Commencement Notice

22. Contemporaneously herewith, the Debtor has filed a motion seeking authority to employ Donlin, Recano and Company, Inc. (the "Agent") as, among other things, claims and noticing agent in these cases. One of the Agent's responsibilities as claims and noticing agent, if its appointment is approved, will be to serve a notice (the "Case Commencement Notice") of the commencement of the Chapter 11 Case and the initial meeting of creditors pursuant to section 341(a) of the Bankruptcy Code (the "Section 341 Meeting") in lieu of the standard notice automatically entered in chapter 11 cases filed in this jurisdiction. The Case Commencement Notice will be substantially in the form attached hereto as Exhibit A, subject to any revisions agreed upon by the Bankruptcy Administrator.⁴

23. The Debtor proposes that the Agent serve the Case Commencement Notice by regular mail, postage prepaid, on those entities entitled to receive such notice pursuant

⁴ The form of Case Commencement Notice attached as Exhibit A is based on Official Bankruptcy Form 309F and is customized to the circumstances of the Chapter 11 Case. No bar date for the filing of proofs of claim in the Chapter 11 Case has been established. Accordingly, the Commencement Notice will not include a notice of the bar date.

to Bankruptcy Rule 2002 not later than five business days after the Debtor (a) receives written notice of the time and place of the Section 341 Meeting and (b) agrees on the form and substance of the Case Commencement Notice with the Bankruptcy Administrator (the "Service Date"). The Debtor also will post a copy of the Case Commencement Notice on the restructuring website maintained by the Agent. The Debtor hereby requests that the Court approve the foregoing procedures as providing sufficient notice of the commencement of the Chapter 11 Case and the Section 341 Meeting.

24. Courts in this District and other districts have granted similar relief. See, e.g., Kaiser Gypsum Co. Order (approving a similar form and manner of service of a case commencement notice); In re Garlock Sealing Techs. LLC, No. 10-31607 (JCW) (Bankr. W.D.N.C. June 17, 2010) (same); In re Alpha Natural Res., Inc., No. 15-33896 (KRH) (Bankr. E.D. Va. Aug. 5, 2015) (same).

Notice

25. Notice of this Motion has been provided to: (a) the Bankruptcy Administrator; (b) the parties on the Top Asbestos Counsel List; and (c) counsel to the Debtor's non-debtor affiliate, Georgia-Pacific LLC, a Delaware limited liability company. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be provided.

No Prior Request

26. No prior request for the relief sought in this Motion has been made to this or any other Court in connection with this chapter 11 case.

WHEREFORE, the Debtor respectfully requests that the Court: (a) enter an order substantially in the form attached hereto as Exhibit B, granting the relief requested herein; and (b) grant such other and further relief to the Debtor as the Court may deem just and proper.

Dated: November 2, 2017
Charlotte, North Carolina

Respectfully submitted,

/s/ Garland S. Cassada

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PROPOSED ATTORNEYS FOR DEBTOR
AND DEBTOR IN POSSESSION

Exhibit A

Case Commencement Notice

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

In re

BESTWALL LLC,

Debtor.

Chapter 11

Case No. 17-31795

**NOTICE OF COMMENCEMENT OF
CHAPTER 11 CASE AND MEETING OF CREDITORS**

Commencement of Chapter 11 Case. On November 2, 2017, Bestwall LLC, a North Carolina limited liability company (the "Debtor"),¹ filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Western District of North Carolina, Charlotte Division (the "Court"). The last four digits of the Debtor's federal tax identification number are 5813. The Debtor's address is 100 Peachtree Street, N.W., Atlanta, Georgia 30303.

Chapter 11 of the Bankruptcy Code allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed (i.e., approved) by the Court. You may be sent a copy of a plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing to consider approval of the plan, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the Debtor will remain in possession of the Debtor's property and may continue to operate any business and manage any properties.

Attorneys for the Debtor. The attorneys representing the Debtor are: (a) Gregory M. Gordon, and Daniel B. Prieto, Jones Day, 2727 North Harwood Street, Suite 500, Dallas, Texas 75201, Telephone: (214) 220-3939, Facsimile: (214) 969-5100; (b) Jeffrey B. Ellman and Brad B. Erens, Jones Day, 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309, Telephone: (404) 581-3939, Facsimile: (404) 581-8330; and (c) Garland S. Cassada, David M. Schilli and Andrew W.J. Tarr, Robinson, Bradshaw & Hinson, P.A., 101 North Tryon Street, Suite 1900, Charlotte, North Carolina 28246, Telephone: (704) 377-2536, Facsimile: (704) 378-4000.

Meeting of Creditors. Pursuant to section 341 of the Bankruptcy Code, the United States Bankruptcy Administrator for the Western District of North Carolina (the "Bankruptcy

¹ The Debtor was formerly named Georgia-Pacific, LLC, a North Carolina limited liability company, and Georgia-Pacific, LLC, a Texas limited liability company.

Administrator") has scheduled a meeting of creditors on _____, 2017, at _____:_____.m. (prevailing Eastern Time), at the Office of the Bankruptcy Administrator, 402 West Trade Street, Suite 200, Charlotte, North Carolina 28202. The Debtor's representatives must be present at the meeting to be examined under oath by the Bankruptcy Administrator and by creditors. Creditors are welcome to attend the meeting, but are not required to do so. The meeting may be continued and concluded at a later date specified in a notice filed with the Court.

Creditors Generally May Not Take Certain Actions. In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the Debtor and the Debtor's property. Actions against other parties may be subject to the automatic stay to the extent such actions effectively are actions against the Debtor or its property or seek to pursue causes of action owned by the bankruptcy estate. Under certain circumstances, the Debtor may request that the Court extend or impose a stay with respect to additional entities. [Here, the Debtor has obtained a temporary restraining order (the "Stay Order"), and is seeking a preliminary injunction, extending or applying the automatic stay to certain non-debtor affiliates (to the extent it does not already apply).] Prohibited actions are listed in section 362(a) of the Bankruptcy Code and common examples include: (a) contacting the Debtor by telephone, mail or otherwise to demand payment of a pre-bankruptcy obligation; (b) taking actions to collect money or obtain property from the Debtor; (c) starting or continuing lawsuits against the Debtor; and (d) repossessing or foreclosing upon the Debtor's property. See 11 U.S.C. § 362(a). [By virtue of the Stay Order, these actions likewise are prohibited as to the Debtor's non-debtor affiliates identified therein (to the extent these actions were not already prohibited by the automatic stay).] If unauthorized actions are taken by a creditor against the Debtor or its property or against any party covered by the automatic stay [or the Stay Order], the Court may penalize that creditor. A creditor who is considering taking action against the Debtor or its property, or any affiliate of the Debtor, should review, among other things, section 362(a) of the Bankruptcy Code[, the Stay Order and any other applicable orders of the Court] and seek legal advice.

Claims. A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this Notice, you can obtain one at any United States Bankruptcy Court Clerk of Court's office or online at www.ncwb.uscourts.gov. You may look at the schedules that have been, or will be, filed at the Clerk of Court's office or online at <http://www.donlinrecano.com/bestwall>. If your claim is scheduled and is not listed as disputed, contingent or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all or if your claim is listed as disputed, contingent or unliquidated, then you must file Proofs of Claim or you might not be paid any money on your claim and may be unable to vote on a plan. **The Bankruptcy Court has not yet set a deadline to file Proofs of Claim. If a deadline (a "bar date") is set, you will be sent another notice.** A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim may submit the creditor to the jurisdiction of the Bankruptcy Court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights,

including the right to a jury trial. **Do not include this notice with any filing you make with the Court.**

Notice of Bar Dates for Proofs of Claim. No bar date has yet been established for the filing of Proofs of Claim. If and when a bar date is established, a separate notice of the bar date (the "Bar Date Notice") will be provided. Any such Bar Date Notice will contain information regarding the bar dates, a Proof of Claim form and instructions for completing and filing a Proof of Claim form.

Filing Deadline for a Creditor with a Foreign Address. A deadline for filing claims may be set in a later Court order and, if so, will apply to all creditors unless the order provides otherwise. If notice of the order setting the deadline is sent to a creditor at a foreign address, the creditor may file a motion requesting the Court to extend the deadline. There is no assurance that such a motion would be granted. Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.

Case Management and Administrative Procedures. On _____, 2017, the Court entered an Order establishing certain notice, case management and administrative procedures [Docket No. ____] (the "Case Management Order"). All parties who desire to participate in this case must follow the procedures set forth therein. The Case Management Order provides, among other things, that, except as set forth in the procedures approved by the Case Management Order, notice of proceedings in this chapter 11 case need only be sent via electronic mail to the parties on the established service list. Any party in interest that desires to receive electronic mail notice in this chapter 11 case and, consequently, be added to the service list, shall file with the Court a notice of appearance and request for service and shall serve such request on: (a) Jones Day, 2727 North Harwood Street, Suite 500, Dallas, Texas 75201 (Attn: Gregory M. Gordon, Esq. and Daniel B. Prieto, Esq.); (b) Jones Day, 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309 (Attn: Jeffrey B. Ellman, Esq.); and (c) Robinson, Bradshaw & Hinson, P.A., 101 North Tryon Street, Suite 1900, Charlotte, North Carolina 28246 (Attn: Garland S. Cassada; Esq.). All creditors will receive notice of certain proceedings, including, but not limited to: (a) any bar dates (unless applicable to a limited population of creditors); (b) the time fixed for filing objections to, and any hearing to consider, a disclosure statement and/or confirmation of a chapter 11 plan; and (c) dismissal or conversion of the chapter 11 case to another chapter of the Bankruptcy Code. A copy of the procedures approved by the Case Management Order is available from the sources described below.

Deadline to File a Complaint to Determine Dischargeability of Certain Debts. Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that you may never try to collect the debt from the Debtor, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under section 1141(d)(6)(A) of the Bankruptcy Code, you must start a lawsuit by filing a complaint in the Court by _____, 2018 (i.e., 60 days after the meeting of creditors described above). The Clerk of Court's Office must receive the complaint and any required filing fee by such deadline.

How to Obtain Documents. Electronic copies of all pleadings or other documents filed in this case may be obtained for \$0.10 per page or up to \$3.00 per document for most documents via PACER on the Court's web site at <http://ecf.ncwb.uscourts.gov>. Paper copies of all pleadings or other documents filed in this case may be obtained by sending a written request to the Debtor's claims and noticing agent, Donlin, Recano and Company, Inc. ("DRC"), at 6201 15th Avenue, Brooklyn, New York 11219 (Attn: Bestwall Case Team), or by contacting DRC by telephone at (212) 771-1128. Additionally, free electronic copies of certain pleadings or other documents filed in this case will be posted on DRC's website at <http://www.donlinrecano.com/bestwall> as soon as possible after filing.

Court Filings. Any paper that you file in this bankruptcy case should be filed at the Clerk of Court's office at the U.S. Bankruptcy Court, Western District of North Carolina, Office of the Clerk of Court, 401 West Trade Street, Room 111, Charlotte, North Carolina 28202. In addition, this case has been assigned to the electronic case filing system and can be accessed via the Court's web site at <http://www.ncwb.uscourts.gov> or <http://ecf.ncwb.uscourts.gov>.

Legal Advice. Neither the Debtor's counsel, DRC nor the staff of the Clerk of Court's Office can give you legal advice. You may wish to consult an attorney to protect your rights.

Dated: _____

Clerk of the United States Bankruptcy Court
For the Western District of North Carolina
401 West Trade Street, Room 111
Charlotte, North Carolina 28202

Exhibit B

Proposed Order

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

In re

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795

**ORDER (I) AUTHORIZING THE DEBTOR TO FILE
A LIST OF THE TOP LAW FIRMS WITH ASBESTOS CASES AGAINST
THE DEBTOR IN LIEU OF THE LIST OF 20 LARGEST UNSECURED
CREDITORS; (II) APPROVING CERTAIN NOTICE PROCEDURES
FOR ASBESTOS CLAIMANTS; AND (III) APPROVING THE FORM
AND MANNER OF NOTICE OF COMMENCEMENT OF THIS CASE**

This matter coming before the Court on the *Motion of the Debtor for an Order*:

(I) Authorizing It to File a List of the Top Law Firms With Asbestos Cases Against the Debtor in Lieu of the List of 20 Largest Unsecured Creditors; (II) Approving Certain Notice Procedures

¹ The last four digits of the Debtor's taxpayer identification number are 5815. The Debtor's address is 100 Peachtree Street, N.W., Atlanta, Georgia 30303.

for Asbestos Claimants; and (III) Approving the Form and Manner of Notice of Commencement of This Case (the "Motion"),² filed by the debtor and debtor in possession in the above-captioned case (the "Debtor"); the Court having reviewed the Motion and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (d) notice of the Motion and the Hearing was sufficient under the circumstances, (e) the relief requested in the Motion is in the best interests of the Debtor's estate and parties in interest and (f) the Notice Procedures (i) provide for adequate notice to Asbestos Claimants, (ii) are reasonable and appropriate under the circumstances and (iii) are reasonably calculated, under all the circumstances, to apprise the Asbestos Claimants of the noticed matters and afford them an opportunity to be heard thereon; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtor is authorized to file a Top Asbestos Counsel List in lieu of listing the 20 individual creditors, excluding insiders, with the largest unsecured claims against the Debtor on the Top 20 List. By filing the Top Asbestos Counsel List, the Debtor shall be deemed to comply fully with (a) Bankruptcy Rule 1007(d) and (b) Local Bankruptcy Rule 1007-1(b) with respect thereto.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

3. The Debtor is authorized to list the names, addresses and other contact information, as applicable, of the Asbestos Firms in any creditor or service list in lieu of listing the contact information of individual Asbestos Creditors.

4. The Debtor is authorized to serve all notices, mailings, filed documents and other communications relating to the above-captioned chapter 11 case on the Asbestos Claimants in care of their counsel (including counsel of record in asbestos-related proceedings) (each, an "Asbestos Firm") at such counsel's address, including e-mail address. For an Asbestos Firm representing multiple Asbestos Claimants, the Debtor may serve each document only a single time on such Asbestos Firm (at each relevant address) on behalf of all of such counsel's clients; *provided that* any notice or other document relating specifically to one or more particular Asbestos Claimants (rather than all Asbestos Claimants represented by an Asbestos Firm) shall clearly identify such parties.

5. The Case Commencement Notice, substantially in the form attached to the Motion as Exhibit A along with such changes as are agreed upon by the Bankruptcy Administrator, is hereby approved.

6. The Agent is authorized and directed to serve the Case Commencement Notice, substantially in the form attached to the Motion as Exhibit A, subject to any revisions agreed upon by the Bankruptcy Administrator, not later than five business days after the Debtor (a) receives written notice from the Bankruptcy Administrator of the time and place of the Section 341 Meeting and (b) agrees on the form and substance of the Case Commencement Notice with the Bankruptcy Administrator (the "Service Date").

7. The Agent shall serve the Case Commencement Notice by regular mail, postage prepaid, on those entities entitled to receive the Case Commencement Notice pursuant to

Bankruptcy Rule 2002(a). The Debtor also will post a copy of the Case Commencement Notice on the restructuring website maintained by the Agent at <http://www.donlinrecano.com/bestwall>.

8. Service of the Case Commencement Notice in accordance with this Order is approved in all respects and is deemed sufficient notice to all parties in interest of the commencement of the above-captioned chapter 11 case and the Section 341 Meeting under the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

9. Any party shall be entitled to request that the Court reconsider entry of this Order by filing a motion for reconsideration within 14 days service of this Order.

10. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

11. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation, enforcement or interpretation of this Order.

This Order has been signed electronically.
The Judge's signature and Court's seal appear
at the top of the Order.

United States Bankruptcy Court