

**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 ENTRY OF AN ORDER ESTABLISHING CERTAIN
NOTICE, CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES**

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. As a result, the Debtor anticipates that tens of thousands of creditors and parties in interest may be entitled to receive notice in this case.

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 sections 102(1) and 105(a) of the Bankruptcy Code and Rules 2002(m), 9007 and 9036 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and consistent with 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 in substantially the form attached hereto as Exhibit A (the "Case Management Order"), approving and implementing certain notice, case management and administrative procedures described in Annex 1 to the Case Management Order (the "Case Management Procedures").

Case Management Procedures

7. The Case Management Procedures, among other things: (a) establish requirements for filing and serving notices, motions, applications, declarations, objections, replies, responses, memoranda, briefs, supporting documents and other papers filed in the Chapter 11 Case (collectively, the "Court Filings"); (b) delineate standards for notices of hearings and agenda letters; (c) fix periodic omnibus hearing dates and provide mandatory guidelines for scheduling hearings and setting objection deadlines; and (d) minimize potential burdens on the Court by limiting matters that are required to be heard by the Court.

8. The Debtor believes that the Case Management Procedures will facilitate service of Court Filings in a manner that will maximize the efficiency and orderly administration of the Chapter 11 Case, while at the same time ensuring that appropriate notice is provided, particularly to parties who express an interest in the Chapter 11 Case and those directly affected by a request for relief. In particular, the Case Management Procedures are intended to:

- (a) reduce the need for emergency hearings and requests for expedited relief;
- (b) provide for omnibus hearings for the Court to consider motions, pleadings, applications and objections (and responses thereto);
- (c) foster consensual resolution of important matters;
- (d) assure prompt receipt of appropriate notice affecting parties' interests;
- (e) allow for electronic notice in accordance with the Court's electronic filing system (the "ECF System");
- (f) provide ample opportunity for parties in interest to prepare for and respond to matters before this Court;
- (g) reduce the substantial administrative and financial burden that otherwise may be placed on the Debtor and other parties in interest who file documents in the Chapter 11 Case; and

- (h) reduce the administrative burdens on the Court and the office of the Clerk of the Court of the United States Bankruptcy Court for the Western District of North Carolina (the "Clerk of the Court").

9. To ensure that parties in interest in the Chapter 11 Case are made aware of the Case Management Procedures, the Debtor proposes to: (a) serve the Case Management Procedures on the Master Service List (as defined in the Case Management Procedures); (b) publish the Case Management Procedures on the Debtor's restructuring website at <http://www.donlinrecano.com/bestwall> (the "Case Website"); and (c) make the Case Management Procedures readily available upon request to the Debtor's proposed notice and claims agent, Donlin, Recano and Company, Inc. (the "Claims and Noticing Agent"). If the Case Management Procedures are modified during the Chapter 11 Case, the Debtor will make updated versions of the Case Management Procedures available on the Case Website, will file a notice of the updated procedures (along with the procedures) electronically on the docket and serve such updated procedures in accordance with the then-current Case Management Procedures.

Argument

10. The Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules provide the Court with authority to approve notice, case management and administrative procedures. Specifically, section 105(a) of the Bankruptcy Code provides that bankruptcy courts "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). This section thus grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutes or under equitable common law principles.

11. Section 102(1) of the Bankruptcy Code provides that, where the Bankruptcy Code provides for an action to occur "after notice and a hearing," such action may occur "after such notice as is appropriate in the particular circumstances, and such

opportunity for a hearing as is appropriate in the particular circumstances"

11 U.S.C. § 102(1)(A). Pursuant to Bankruptcy Rule 2002(m), bankruptcy courts 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). In addition, Bankruptcy Rule 9036 authorizes parties in interest to request that "all or part of the information required to be contained in the notice be sent by a specified type of electronic transmission" Fed. R. Bankr. P. 9036.

12. The Case Management Procedures are consistent with the Local Bankruptcy Rules, which in particular provide for electronic filing and service. For example, Local Bankruptcy Rule 1002-2 provides that attorneys must "file all documents electronically unless leave of the Court is granted." LBR 1002-2(a). Pursuant to Local Bankruptcy Rule 5005-1, "[i]f the recipient of notice or service is a registered participant in [the ECF System], service by electronic notification shall be the equivalent of service of the pleading or other papers by first-class mail, postage pre-paid" in accordance with the Bankruptcy Rules and the Federal Rules of Civil Procedure. LBR 5001-1(d).

13. Further, a party's participation in the ECF System and receipt of a password constitutes an agreement to receive electronic notice and service. Id. Hence, any party submitting a document pursuant to the ECF System already has waived conventional service and will not be prejudiced by electronic notice. Such registered participants will receive notice of electronic filings via e-mail whenever they are effected, which will provide additional notice to such parties. If a party does not have access to e-mail, then such party may seek an exemption from electronic service pursuant to the Case Management Procedures to receive paper copies of

any documents. Therefore, no party will be affected adversely by the proposed electronic service set forth herein.

14. In sum, implementation of the Case Management Procedures is warranted and appropriate to alleviate the significant administrative burden and cost that otherwise could be imposed on the Debtor's estate, parties in interest, the Court and the Clerk of Court due to (a) the substantial number of parties in interest expected to be involved in the Chapter 11 Case and (b) the anticipated number of Court Filings that will be filed in the case. The Case Management Procedures will avoid unnecessary cost and delay and will promote the efficient and orderly administration of the Chapter 11 Case by, among other things, (a) limiting service of Court Filings to those parties that have an interest in the subject matter thereof, (b) authorizing electronic service and (c) fixing periodic omnibus hearings.² Significantly, the Case Management Procedures do not seek to waive the substantive rights of any party to the Chapter 11 Case.

15. Courts in this District and other districts have regularly granted relief similar to that requested herein to promote the efficient administration of the case and reduce costs. See, e.g., In re Oldco, LLC, No. 17-BK-30140 (JCW) (Bankr. W.D.N.C. Feb. 3, 2017) (approving case management and noticing procedures); In re Kaiser Gypsum Co., Inc., No. 16-31602 (JCW) (Bankr. W.D.N.C. Dec. 31 2016) (approving case management and scheduling procedures); In re Cox & Schepp, Inc., No. 12-30019 (JCW) (Bankr. W.D.N.C. Feb. 1, 2012) (approving case management and noticing procedures); In re Northampton Generating Co., L.P., No 11-33095 (JCW) (Bankr. W.D.N.C. Dec. 12, 2011) (same); In re Garlock Sealing Techs.

² By way of example, implementation of the Case Management Procedures will allow the Debtor and other parties in interest in the Chapter 11 Case to avoid the burden and cost associated with service of Court Filings by non-electronic means to all parties in interest, including, among other things, the costs associated with photocopying, postage expenses and other expenses of coordinating large mailings.

LLC, No. 10-31607 (JCW) (Bankr. W.D.N.C. June 8, 2010) (same); see also In re Dacco Transmission Parts (NY), Inc., No. 16-13245 (MKV) (Bankr. S.D.N.Y. Feb. 14, 2017) (same); In re Alpha Natural Res., Inc., No. 15-33896 (KRH) (Bankr. E.D. Va. Aug. 5, 2015) (same); In re NII Holdings, Inc., No. 14-12611 (SCC) (Bankr. S.D.N.Y. Nov. 12, 2014) (same); In re Specialty Prods. Holding Corp., No. 10-11780 (JKF) (Bankr. D. Del. July 23, 2010) (same).

Notice

16. Notice of this motion has been provided to: (a) the Office of the United States Bankruptcy Administrator for the Western District of North Carolina; (b) the top law firms representing asbestos claimants against the Debtor, as identified in the Debtor's chapter 11 petition; 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

17. 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 the Case Management Order, substantially in the form attached hereto as Exhibit A, 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

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 ESTABLISHING CERTAIN
NOTICE, CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES**

This matter coming before the Court on the *Motion of the Debtor for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures* (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

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.

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

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) no other or further notice need be provided, (f) the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors and other parties in interest and (g) implementation of the Case Management Procedures, as described in Annex 1 hereto, in the Debtor's chapter 11 case (i) is fair and reasonable, (ii) is consistent with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules and (iii) provides for adequate notice under the circumstances; 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 Case Management Procedures set forth in Annex 1 hereto are approved and shall apply to all topics covered therein in the Chapter 11 Case, except as otherwise ordered by the Court. To the extent the Case Management Procedures conflict with the Bankruptcy Rules or the Local Bankruptcy Rules, the Case Management Procedures shall govern and supersede such rules.
3. The next three omnibus hearings are scheduled as follows:
 - (a) __: __ .m., prevailing Eastern Time, on _____, 2017;
 - (b) __: __ .m., prevailing Eastern Time, on _____, 2017; and
 - (c) __: __ .m., prevailing Eastern Time, on _____, 201_.

4. The Claims and Noticing Agent is authorized, but not directed, to establish a case website, available at <http://www.donlinrecano.com/bestwall>, where, among other things, key dates and information about the Chapter 11 Case will be posted to be viewed free of charge.

5. Notice and service accomplished in accordance with the Case Management Procedures shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules. Prior to giving notice of the Case Management Procedures, the Debtor is authorized to fill in the date and docket number of this Order where indicated therein and make other non-substantive revisions and corrections.

6. This Order shall be immediately effective and enforceable upon its entry.

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

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

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

ANNEX 1

Case Management Procedures

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

In re

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795

NOTICE, CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES

On November 2, 2017 (the "Petition Date"), Bestwall LLC (the "Debtor") commenced the above-captioned bankruptcy case (the "Chapter 11 Case") by filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

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

On November ____, 2017, the Court entered an order (the "Case Management Order") (Docket No. ____), pursuant to sections 102(1) and 105(a) of the Bankruptcy Code and Rules 2002(m), 9007 and 9036 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and consistent with the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina (the "Local Bankruptcy Rules"), approving (a) these Notice, Case Management and Administrative Procedures (the "Case Management Procedures") and (b) the form and notice thereof.

Any party may obtain a copy of the Case Management Order by: (a) accessing the website maintained by Donlin, Recano and Company, Inc. (the "Claims and Noticing Agent")

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.

at <http://www.donlinrecano.com/bestwall> (the "Case Website"), free of charge; (b) contacting the Claims and Noticing Agent directly at bestwallinfo@donlinrecano.com, 6201 15th Avenue, Brooklyn, New York 11219 (Attn: Bestwall Case Team) or by telephone at (212) 771-1128; or (c) accessing PACER on the Court's website at <https://www.newb.uscourts.gov> for a nominal fee.

Pursuant to the Case Management Order, all notices, motions, applications, briefs, memoranda, affidavits, declarations, objections, responses, replies and other documents filed in the Chapter 11 Case are subject to, and will not be deemed properly served unless they are served in accordance with, these Case Management Procedures. Additionally, to the extent there is a conflict between (a) the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules and (b) these Case Management Procedures, these Case Management Procedures govern in all respects. *Accordingly, all parties in interest are strongly encouraged to review these Case Management Procedures in their entirety and consult their own legal counsel with respect to any of the matters discussed herein prior to filing any documents in the Chapter 11 Case.*

Case Management Procedures

A. Omnibus Hearings

1. All Matters to Be Heard at Omnibus Hearings. All matters requiring a hearing in the Chapter 11 Case shall be heard at periodic omnibus hearings (each, an "Omnibus Hearing"), in accordance with these Case Management Procedures, unless otherwise ordered by the Court for good reason shown. The Debtor shall be authorized to schedule, in cooperation with the Court, Omnibus Hearings to consider all motions, applications and other requests for relief, along with any notices, briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such papers seeking relief (collectively, the "Requests for Relief")

and all objections and responses to such Requests for Relief (collectively, the "Objections" and, together with the Requests for Relief and all other filed documents, the "Court Filings") pursuant to the following procedures:

- (a) Initial Omnibus Hearings. The next three Omnibus Hearings shall be held on the following dates and times:
 - (i) __: __ .m., prevailing Eastern Time, on _____, 2017;
 - (ii) __: __ .m., prevailing Eastern Time, on _____, 2017;
and
 - (iii) __: __ .m., prevailing Eastern Time, on _____, 201__.
- (b) Subsequent Omnibus Hearings. The Debtor shall be authorized to schedule, in cooperation with the Court, additional Omnibus Hearings. The Debtor shall file notices of additional Omnibus Hearing dates on a periodic basis with the Court. The Claims and Noticing Agent also shall post the date of the Omnibus Hearings on the Case Website. Entities may contact the Claims and Noticing Agent for information concerning all scheduled Omnibus Hearings.
- (c) Proposed Omnibus Hearing Agenda. Two business days before each Omnibus Hearing, the Debtor's counsel will file a proposed agenda with regard to the matters that are scheduled to be heard at such Omnibus Hearing (the "Proposed Hearing Agenda"). The Proposed Hearing Agenda may include notice of matters that have been consensually adjourned to a later Omnibus Hearing in lieu of parties filing a separate notice of such adjournment. The Debtor may file an updated Proposed Hearing Agenda on the day prior to the Omnibus Hearing to reflect any updates to the status of scheduled matters.
- (d) Content of Proposed Hearing Agenda. The Proposed Hearing Agenda will include, to the extent known by Debtor's counsel:
 - (i) the docket number and title of each matter to be scheduled for hearing at such Omnibus Hearing, including the initial filing and any responses, replies or documents related thereto;
 - (ii) the relevant objection deadlines and whether the matters are contested or uncontested;
 - (iii) whether the matters have settled or are proposed to be continued;
 - (iv) other comments that will assist the Court; and
 - (v) a suggestion for the order in which the matters should be addressed. The matters listed on the Proposed Hearing

Agenda shall be limited to matters of substance and shall not include administrative filings, such as notices of appearance and certificates of service.

- (e) Adjournment of Omnibus Hearings. Notwithstanding Local Bankruptcy Rule 9013-1(d), and unless the Court orders otherwise, the Debtor's counsel may, without further leave of the Court, (i) adjourn any hearing on a Request for Relief filed by the Debtor to a subsequent Omnibus Hearing either (A) if no Objection contesting the relief has been filed or (B) with the consent of any party that has filed such an Objection; and (ii) adjourn any hearing on a Request for Relief filed by a non-debtor party to a subsequent Omnibus Hearing provided that the filing party consents and either (A) no Objection contesting the relief has been filed or (B) any party that has filed such an Objection consents. Notice of such adjournments may be filed separately on the docket or noted in the Proposed Hearing Agenda.
- (f) Adversary Proceedings. Notwithstanding the foregoing, hearings in any adversary proceedings filed in the Chapter 11 Case shall be set by the Court. Such hearings may be scheduled for Omnibus Hearing dates or other dates.

B. Filing Procedures; General Motion Practice; Deadlines for Filing of Responsive Pleadings

2. Procedures Established for Court Filings. In accordance with Local Bankruptcy Rule 1002-2(a), registered users of the Court's electronic case filing system shall file all Court Filings electronically. Any Court Filing that refers specifically to a pleading that has already been filed in the Chapter 11 Case shall make specific reference to the docket number assigned by the Court to such pleading by use of the designation "Docket No. ___" or similar designation.

3. General Motion Practice. The following procedures shall be followed for Requests for Relief generally, except as otherwise provided in these Case Management Procedures:

- (a) Ordinary Scheduling Procedures. Notwithstanding Local Bankruptcy Rule 9013-2, unless otherwise provided by an order of

the Court, (a) any Request for Relief and any initial brief filed in connection therewith must be filed at least 21 calendar days prior to the hearing thereon and (b) any Objection and any initial brief filed in connection therewith must be filed at least seven calendar days prior to the hearing thereon (the "Objection Deadline"). If an Objection is filed, the movant or another interested party may file a reply (a "Reply") with the Court by the last business day that is at least three calendar days before the applicable hearing date (the "Reply Deadline"). Any Request for Relief may be scheduled by the filing party to be heard at any Omnibus Hearing at least 21 calendar days after the filing of such Request for Relief.

- (b) Inconsistent Filings. If a document is filed by a party other than the Debtor and purports to set a hearing date inconsistent with these Case Management Procedures (an "Inconsistent Filing"), the hearing shall be scheduled, without the necessity of Court order, for the first Omnibus Hearing date after the 21-day notice period has expired, and the Debtor shall provide such party with notice of these Case Management Procedures within five business days of receipt of the Inconsistent Filing.
- (c) Service of Requests for Relief. All Requests for Relief shall be served in accordance with the provisions of the Bankruptcy Rules and the Local Bankruptcy Rules on: (i) the master service list attached as Annex A hereto (the "Master Service List") that the Claims and Noticing Agent shall maintain pursuant to Bankruptcy Rule 2002 and Local Bankruptcy Rule 2002-1; (ii) the list of entities (the "2002 List" and, together with the Master Service List, the "Service List") that have filed a written request for service of filings in the Chapter 11 Case pursuant to Bankruptcy Rule 2002 (a "2002 Notice Request"), which the Claims and Noticing Agent also shall maintain pursuant to Bankruptcy Rule 2002 and Local Bankruptcy Rule 2002-1; and (iii) each entity with a particularized interest in the subject matter of the specific Court Filing (each, an "Affected Entity").
- (d) Notices of Requests for Relief. Parties should consult the Local Bankruptcy Rules regarding the form and content of notices and visit the Court's website at <http://www.ncwb.uscourts.gov> for more information.
- (e) Requests for Shortened Time or Limited Notice. Nothing contained herein shall prejudice the rights of any party in interest to move the Court to further limit or expand notice of matters and proceedings upon a showing of good cause, including, but not limited to, the right to (i) file a Request for Relief upon shortened

notice, (ii) seek expedited hearings, where appropriate, in accordance with Local Bankruptcy Rule 9006-1 or (iii) seek an enlargement or reduction of time pursuant to Bankruptcy Rule 9006.

- (f) Notice Periods. Except as specifically set forth herein, all notice periods for Requests for Relief shall be computed in accordance with the Bankruptcy Rules and the Local Bankruptcy Rules and nothing in these Case Management Procedures shall be deemed to change such requirements.
- (g) Evidentiary Hearings. Nothing herein shall prejudice the rights of any party to seek appropriate discovery with respect to any Court Filings, and all parties' rights to request an evidentiary hearing or establish a discovery schedule are preserved.
- (h) Ex Parte Motions. Nothing contained herein shall prejudice the rights of any party in interest to file a Request for Relief on an *ex parte* basis pursuant to Local Bankruptcy Rule 9013-1(f).

4. Filing and Service of Objections, Replies and Other Responsive Pleadings.

- (a) Extension of Objection Deadline. The Objection Deadline may be extended upon the consent of the entity filing the Request for Relief without further order of the Court. Unless otherwise agreed by the entity filing the Request for Relief, adjournment of the hearing on the Request for Relief shall not extend the Objection Deadline.
- (b) Service of Objections. All Objections shall be filed with the Court and served by the applicable Objection Deadline upon the entity filing the Request for Relief, those entities on the Service List and each Affected Entity.
- (c) Service of Replies to Objections. Any Reply shall be filed and served so as to actually be received by (i) the Debtor, (ii) each party that filed an Objection, (iii) each party on the Master Service List and (iv) each Affected Entity by the Reply Deadline.

5. Granting the Request for Relief Without a Hearing. A Request for Relief may be granted without a hearing to the extent allowed under the Bankruptcy Rules or the Local Bankruptcy Rules, including under Local Bankruptcy Rule 9013-1(e), except as otherwise provided herein. If the Court decides not to grant the Request for Relief without a hearing,

(a) the Request for Relief shall be heard at the next scheduled Omnibus Hearing and (b) the decision not to grant the Request for Relief shall not constitute an extension of the Objection Deadline related thereto, unless otherwise agreed between the party seeking relief and a party seeking to object.

6. Settlements. If a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the scheduled hearing, the parties may announce the settlement at the scheduled hearing. If the Court determines that the notice of the dispute and the hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. If the Court determines that additional or supplemental notice of a settlement is required, the Debtor shall serve such notice in accordance with the procedures set forth herein, and a hearing to consider such settlement shall be held on the next hearing date deemed appropriate by the Court. Nothing herein shall be construed as modifying the requirements of Bankruptcy Rule 9019 where the Court deems such rule applicable.

7. Lift Stay Actions. Motions filed by parties other than the Debtor seeking relief pursuant to section 362 of the Bankruptcy Code and Objections thereto shall be governed by the following procedures:

- (a) If the Omnibus Hearing at which such motion shall be heard is more than 30 days after the date of service of the motion, the movant shall be deemed to have consented to the continuation of the automatic stay and waived its right to assert termination of the automatic stay pursuant to section 362(e) of the Bankruptcy Code until the conclusion of such Omnibus Hearing.

- (b) The initial hearing on any motion for relief from the automatic stay shall be a preliminary hearing unless otherwise agreed to by the Debtor. Notwithstanding section 362(e) of the Bankruptcy Code, if a scheduled motion with respect to a Request for Relief by a party other than the Debtor under section 362(d) of the Bankruptcy Code is adjourned upon the consent of the Debtor and the moving party to a date that is on or after the 30th day after the moving party's request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a preliminary hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code. The Court may continue the effectiveness of the automatic stay until a final hearing on the matter. Nothing in this section shall prevent a party from seeking expedited consideration of a motion for relief from the automatic stay.

C. Service and Notice Procedures

8. Procedures Established for Notices. All Court Filings shall be filed with the Court and served in accordance with the notice procedures set forth herein (the "Notice Procedures").
9. Entities Entitled to Service. All Court Filings (other than proofs of claim) shall be served on the Service List and any other Affected Entities according to the Notice Procedures. In accordance with Bankruptcy Rule 2002 and Local Bankruptcy Rule 2002-1, the Claims and Noticing Agent shall maintain the Service List, which shall be updated in accordance with paragraph 10 below. An updated Service List shall be made available by (i) accessing the Case Website, (ii) contacting the Claims and Noticing Agent directly or (iii) contacting Debtor's counsel directly.
10. Maintenance of the Service List. At least every 10 days during the first 60 days of the Chapter 11 Case, and thereafter at least once every calendar month, the Claims and Noticing Agent shall maintain and update the Service List by (a) making any necessary

additions and deletions and (b) posting an updated version of the Service List on the Case Website.

11. Parties on the Master Service List. The Master Service List shall include the following parties:

- (a) the Debtor and its counsel;
- (b) the United States Bankruptcy Administrator for the Western District of North Carolina;
- (c) the top law firms representing asbestos claimants against the Debtor, as identified in the Debtor's chapter 11 petition, but only until an official committee of asbestos claimants (the "ACC") is appointed and selects counsel;
- (d) counsel to the ACC or any other statutory committees appointed by the Court in the Chapter 11 Case (each, a "Committee");
- (e) counsel to any representative of future asbestos claimants appointed by the Court in the Chapter 11 Case (the "FCR"); and
- (f) counsel to the Debtor's non-debtor affiliate, Georgia-Pacific LLC, a Delaware limited liability company.

12. Requests for Documents Require E-mail Address. Any creditor or party in interest may enter an appearance and request receipt of all Court Filings pursuant to Bankruptcy Rule 2002 by filing a 2002 Notice Request with the Court and providing a copy of the 2002 Notice Request to (a) the Debtor and its counsel and (b) the Claims and Noticing Agent, each at the addresses set forth on Annex A attached hereto. Except as set forth in paragraph 13 below, a 2002 Notice Request filed with the Court shall be deemed proper if and only if it includes the following information with respect to the party filing such request: (a) the name, organization (if any), full street address (no P.O. boxes), phone number, fax number (if any) and e-mail address of the party requesting service; (b) if an attorney, the party or parties that such attorney represents; and (c) a certification that the 2002 Notice Request has been served upon

the Debtor and its counsel and the Claims and Noticing Agent at each of the addresses set forth on Annex A hereto, and the date and manner of service.

13. Certification Opting Out of E-mail Service. Any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an e-mail address, and therefore cannot receive service by e-mail, must include in the 2002 Notice Request a certification to that effect (the "Certification"). The Certification shall include a statement certifying that the individual or entity (a) does not maintain an e-mail address and (b) cannot practicably obtain an e-mail address at which the individual or entity could receive service by e-mail. Such individual entity will thereafter receive paper service as provided in these Case Management Procedures.

14. If a 2002 Notice Request fails to include an e-mail address or a Certification, the Debtor shall forward a copy of these Case Management Procedures to such party within five business days of receipt of service of the 2002 Notice Request and specifically request an e-mail address. ***Until (a) an e-mail address or (b) a Certification is provided in response to the Debtor's request, such party shall not be added to the 2002 List and shall not be served with copies of Court Filings filed in the Chapter 11 Case unless such pleadings and/or documents directly affect such party.***

15. Service of Motions Required to Be Served on All Creditors and Parties in Interest. With respect to Requests for Relief for which particular notices are required to be served on all creditors and parties in interest – including pursuant to Bankruptcy Rules 2002(a)(2) and 2002(a)(3), 4001, 6004, 6007 and/or 9019 – and subject to paragraph 16 below, parties shall serve all such filings only on the Service List by e-mail (or otherwise if an exemption is granted) and any Affected Entity.

16. Except as otherwise provided by order of the Court, the Notice Procedures shall not apply to notices of the matters or proceedings described in the following Bankruptcy

Rules:

- (a) Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to section 341 of the Bankruptcy Code);
- (b) Bankruptcy Rule 2002(a)(4) (hearing on the dismissal of a case or the conversion of a case to another chapter);
- (c) Bankruptcy Rule 2002(a)(5) (time fixed to accept or reject a proposed modification of a chapter 11 plan);
- (d) Bankruptcy Rule 2002(a)(7) (time fixed for filing a proof of claim pursuant to Bankruptcy Rule 3003(c));
- (e) Bankruptcy Rule 2002(b)(1) (time fixed for filing objections to, and any hearing to consider approval of, a disclosure statement);
- (f) Bankruptcy Rule 2002(b)(2) (time fixed for filing objections to, and any hearing to consider confirmation of, a chapter 11 plan);
- (g) Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders);
- (h) Bankruptcy Rule 2002(f)(1) (entry of the order for relief);
- (i) Bankruptcy Rule 2002(f)(2) (dismissal or conversion of a case to another chapter of the Bankruptcy Code);
- (j) Bankruptcy Rule 2002(f)(3) (time allowed for filing claims pursuant to Bankruptcy Rule 3002);
- (k) Bankruptcy Rule 2002(f)(6) (waiver, denial or revocation of a discharge as provided in Bankruptcy Rule 4006);
- (l) Bankruptcy Rule 2002(f)(7) (entry of an order confirming a chapter 11 plan); and
- (m) Bankruptcy Rule 2002(f)(8) (summary of the trustee's final report and account should the case be converted to chapter 7 of the Bankruptcy Code).

Notice of the foregoing matters shall be given to all parties in interest in accordance with Bankruptcy Rule 2002 and other applicable Bankruptcy Rules, unless otherwise ordered by the Court or otherwise proscribed by the Bankruptcy Code.

17. Service by E-mail. All Court Filings shall be electronically filed using the Court's Electronic Filing System (the "ECF System") and served via e-mail,² which shall be deemed to constitute proper service for all parties who are sent such e-mail service, provided, however, that notwithstanding the foregoing and paragraph 19 below, (a) a summons and complaint in an adversary proceeding shall not be served by e-mail and (b) documents filed under seal shall not be served. In accordance with Local Bankruptcy Rule 5005-1(d), the "Notice of Electronic Filing" that is automatically generated by the ECF System shall constitute service by electronic mail for those parties who are or whose agents are registered attorney users of the ECF System. Therefore, a party filing a Court Filing that is served on registered attorney users via the ECF System has no further obligation for service of such Court Filing with respect to such entities to be proper.

- (a) Consent to Electronic Service. Each creditor or party in interest on the Master Service List or that files a 2002 Notice Request shall be deemed to have consented to service of all Court Filings solely by electronic transmission, unless such creditor or party in interest has included a Certification opting out of such service.
- (b) E-mail Subject Line. With respect to the service of any Court Filing, the subject line of the e-mail shall include: (i) the Debtor's case name and case number (In re Bestwall LLC, Case No. 17-31795); (ii) the name of the party serving such Court Filing; and (iii) the title of the Court Filing being served. If the title of the Court Filing is too long to fit within the subject line of the e-mail, the subject line shall contain a shortened version of such

² If an e-mail address is not available, Court Filings shall be served by facsimile, first class mail, overnight delivery or hand delivery, in the sole discretion of the serving party.

title and the text of the e-mail shall contain the full name of such Court Filing.

- (c) E-mail Attachments. All Court Filings served by e-mail shall include access to a computer file containing the entire document (including any proposed form of order and exhibits, attachments or other materials) in PDF format, readable by Adobe Acrobat or other equivalent document reader programs commonly available without cost. The relevant Court Filing shall either be attached to the e-mail in a format specified above or the e-mail shall contain a link to such filing in such format.
- (d) Effective Date of Service. Service by e-mail on a party shall be effective as of the earlier of: (i) the date the Court Filing (or a notice stating that the Court Filing cannot be attached but is available on the ECF System or the Case Website) is transmitted by e-mail to the address provided by such party; or (ii) the date the Court Filing is posted on the ECF System where service on such party via the ECF System is proper under these Case Management Procedures.

18. Certificates of Service. Certificates of service of all Court Filings, including a list of parties served, shall be filed with the Court; provided, however, that parties shall not be required to serve the certificates of service on the recipients identified thereon.

19. Serving Adversary Proceedings. All filings in adversary proceedings shall be served, pursuant to Bankruptcy Rule 7005, upon all parties to the adversary proceeding, all parties known to have a particularized interest in the subject of such adversary proceeding and the parties listed on the Master Service List. Any summons and complaint initiating an adversary proceeding shall be served, pursuant to Bankruptcy Rule 7004, upon the party or parties against whom relief is sought, all parties known to have a particularized interest in the subject of such proceeding and the parties listed on the Master Service List. Absent leave of the Court, responsive pleadings shall be filed only by defendants in adversary proceedings and/or by parties in interest who seek to be joined or to dismiss for failure to join a necessary party.

20. Service of Orders. All parties submitting orders shall serve a conformed copy of any entered order on (a) each Affected Entity, (b) the Debtor and its counsel and (c) the Claims and Noticing Agent, within two business days of entry of the Order. The Claims and Noticing Agent shall post all entered orders on the Case Website.

21. Right to Request Special Notice Procedures. Nothing herein shall prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of the Case Management Procedures upon a showing of good cause, including, without limitation, the right to file a motion seeking emergency *ex parte* relief or relief upon shortened notice.

D. Additional Case Management Procedures

22. Adequate Notice. Notice and service accomplished in accordance with the provisions set forth in these Case Management Procedures shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

23. Computation of Time. Unless otherwise specified, all time periods referenced in these Case Management Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).

24. Extensions of Time. If a Motion to extend the time for a party to take any action is filed consistent with this Order before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order. If the Court denies such Motion to extend, then the applicable action must be completed no later than 5:00 p.m., prevailing Eastern Time, on the first business day after the Court issues its order.

25. Effect of the Case Management Procedures. The Bankruptcy Rules and the Local Bankruptcy Rules shall continue to apply to all proceedings in the Chapter 11 Case, except to the extent that any provision of the Case Management Procedures by its terms supersedes or is inconsistent with such rules.

26. Promulgation of the Case Management Procedures. As soon as practicable after the entry of the Case Management Order, a conformed copy of the Case Management Procedures shall be served by the Debtor on each of the parties on the Service List. In addition, shortly after the end of each calendar month, the Claims and Noticing Agent shall serve a copy of the Case Management Procedures upon any party filing a 2002 Notice Request within such calendar month. To help ensure that all parties who may participate in the Chapter 11 Case are aware of the terms of the Case Management Procedures, the Claims and Noticing Agent will post the Case Management Procedures on the Case Website.

Annex A

Master Service List

The Debtor

Bestwall LLC

(Attn: J. Joel Mercer, Jr., Chief Legal Officer and Secretary)
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atarr@robinsonbradshaw.com

Office of the Bankruptcy Administrator

Office of the United States Bankruptcy Administrator, Western District of North Carolina
(Attn: Shelley K. Abel)
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nlabovitz@debevoise.com

Claims and Noticing Agent

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(Attn: Bestwall Case Team)
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Brooklyn, New York 11219
Telephone: (212) 771-1128
E-mail: bestwallinfo@donlinrecano.com

Counsel to the Asbestos Claimants' Committee

To Be Determined

Counsel to Future Asbestos Claimants' Representative

To Be Determined