

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

In re

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795

**EX PARTE MOTION OF THE DEBTOR FOR AN ORDER EXTENDING
THE TIME WITHIN WHICH IT MUST FILE ITS (A) SCHEDULES OF
ASSETS AND LIABILITIES, (B) SCHEDULES OF EXECUTORY CONTRACTS
AND UNEXPIRED LEASES AND (C) STATEMENT OF FINANCIAL AFFAIRS**

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.

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.

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.

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. 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 105(a) and 521 of the Bankruptcy Code, Rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 9013-1(f) 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 A, extending the time within which the Debtor must file its (a) schedules of assets and liabilities, (b) schedule of executory contracts and unexpired leases and (c) statement of financial affairs (items (a) through (c), collectively, the "Schedules") until 46 days after the Petition Date, which is Monday, December 18, 2017. In support of this Motion, the Debtor incorporates the statements contained in the First Day Declaration.

Argument

7. Pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(c), a chapter 11 debtor must file its Schedules no later than 14 days after the date on

which the debtor files its voluntary petition. The Debtor's Schedules therefore are due (absent any extension of time granted by the Court) by November 16, 2017. Bankruptcy Rules 1007(c) and 9006(b)(1), however, provide a bankruptcy court with the ability to extend a debtor's time to file its Schedules "for cause." See Fed. R. Bankr. P. 1007(c), 9006(b)(1). Further, pursuant to section 105(a), 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).

Cause Exists to Extend the Time to File the Schedules

8. Completing the Schedules requires the Debtor to collect, review and assemble a substantial amount of information. As of the Petition Date, the Debtor had approximately 64,000 claims pending against it in nearly every state and certain territories of the United States. As a result, the Chapter 11 Case will involve tens of thousands of creditors and other parties in interest.

9. Given (a) the large number of creditors and (b) the critical matters that the Debtor and its professionals were required to address prior to the commencement of the Chapter 11 Case, the Debtor was not in a position to complete the Schedules by the Petition Date, even with the assistance of professionals. The Debtor further estimates that, with the many critical matters to be addressed in the early days of the Chapter 11 Case, the Debtor will require more than 14 days after the Petition Date to complete this substantial and important task.

10. The additional time requested is important to help ensure that the Schedules are as accurate as possible. Given the volume of information that is provided in the Schedules, and the fact that the information must be accurate as of the Petition Date, additional time to complete the Schedules will help ensure that the relevant information is fully collected and evaluated and can be incorporated into the relevant filings. Rushing to complete

the Schedules soon after the Petition Date, on the other hand, could compromise their completeness.

11. The size and complexity of the Chapter 11 Case and the volume of materials that must be compiled and reviewed by the Debtor's limited staff to complete the Schedules during the hectic early days of this restructuring provide ample "cause" to justify the requested extension. Accordingly, the Debtor respectfully requests that the Court extend the date by which the Schedules must be filed pursuant to Bankruptcy Rule 1007(c) by an additional 32 days, through and including December 18, 2017, without prejudice to the Debtor's right to seek further extension of such period upon a showing of cause, pursuant to Bankruptcy Rule 1007.

12. In large chapter 11 cases such as this, courts in this District and other districts have routinely found cause to extend the deadlines imposed by Bankruptcy Rule 1007. See, e.g., In re Kaiser Gypsum Co., Inc., No. 16-31602 (JCW) (Bankr. W.D.N.C. Oct. 17, 2016) (granting an additional 31 days to file schedules and statements); In re Garlock Sealing Techs. LLC, No. 10-31607 (JCW) (Bankr. W.D.N.C. June 8, 2010) (same); In re Alpha Nat. Res., Inc., No. 15-33896 (KRH) (Bankr. E.D. Va. Aug. 5, 2015) (granting an additional 46 days to file schedules and statements); In re Health Diagnostic Lab., Inc., No. 15-32919 (KRH) (Bankr. E.D. Va. June 9, 2015) (granting an additional 30 days to file schedules and statements).

Notice

13. Pursuant to Local Bankruptcy Rule 9013-1(f), the Debtor seeks approval of this Motion on an *ex parte* basis. Nevertheless, the Debtor has served a copy of this Motion on: (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 *ex parte* nature of the relief requested, no other or further notice need be provided.

No Prior Request

14. 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 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.

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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

**EX PARTE ORDER EXTENDING THE TIME WITHIN WHICH
THE DEBTOR MUST FILE ITS (A) SCHEDULES OF ASSETS AND
LIABILITIES, (B) SCHEDULES OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES AND (C) STATEMENT OF FINANCIAL AFFAIRS**

This matter coming before the Court on the *Ex Parte Motion of the Debtor for an
Order Extending the Time Within Which it Must File its (A) Schedules of Assets and Liabilities,
(B) Schedules of Executory Contracts and Unexpired Leases and (C) Statement of Financial*

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.

Affairs (the "Motion"),² filed by the debtor and debtor in possession in the above-captioned case (the "Debtor"); the Court having reviewed the Motion; 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) and (d) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The time within which the Debtor must file its (a) schedules of assets and liabilities, (b) schedule of executory contracts and unexpired leases and (c) statement of financial affairs is extended through and including December 18, 2017, without prejudice to the Debtor's right to seek further extensions of such deadline upon a showing of cause therefor.
3. Pursuant to Local Bankruptcy Rule 9013-1(f), any party shall be entitled to request a hearing or request that the Court reconsider entry of this Order by filing a motion for reconsideration within 14 days of service of this Order.
4. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation, enforcement or interpretation of this Order.

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

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