

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

In re:

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795 (LTB)

**Re: Docket Nos. 24, 26, 37, 39, 153,
and 188**

**OMNIBUS MOTION TO RECONSIDER THE *EX PARTE* ORDERS APPROVING
EMPLOYMENT OF JONES DAY AND ROBINSON BRADSHAW & HINSON, P.A. AS
COUNSEL FOR THE DEBTOR PURSUANT TO SECTION 327(a) OF THE
BANKRUPTCY CODE EFFECTIVE AS OF THE PETITION DATE**

The Official Committee of Asbestos Claimants (the “Committee”), by and through its undersigned counsel, hereby moves for reconsideration of each of the (i) *Ex Parte* Order Authorizing Debtor to Retain and Employ Jones Day as Counsel as of the Petition Date [Docket No. 39] (the “Jones Day Retention Order”); and (ii) *Ex Parte* Order Authorizing Retention and Employment of Robinson, Bradshaw & Hinson, P.A. as Special Counsel for Asbestos Claims Estimation Matters and Local Bankruptcy Counsel for Debtor as of Petition Date [Docket No. 37] (the “RBH Retention Order”)², and in support thereof, states as follows:³

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 The Committee only seeks reconsideration of that portion of the RBH Retention Order employing Robinson, Bradshaw & Hinson, P.A. as local counsel for the Debtor.

³ The underlying facts and law giving rise to Committee’s requests to reconsider each of the Jones Day Retention Order and the RBH Retention Order are identical. Accordingly, in the interest of efficiency, the Committee files this omnibus motion.

INTRODUCTION⁴

Facts Common to Both the Jones Day Retention Order and the RBH Retention Order

1. The Committee is compelled to file this Motion to avoid any subsequent criticism or impediment to its investigation of and possible challenge to the Debtor's path to filing this case in this Court.

2. The Debtor was formed on July 31, 2017 as part of a very carefully planned and executed corporate restructuring (the "Corporate Restructuring") accomplished by Georgia-Pacific, LLC f/k/a Georgia-Pacific Corporation ("Old GP"). Moving to Texas for less than a day to utilize Texas's divisive merger statute, Old GP spun off its asbestos liabilities into a newly-created entity with limited assets that became the Debtor. Specifically, the Debtor, an entity with no employees, certain limited holdings valued by the Debtor at approximately \$175 million, and a contractual right to certain payments under a "Funding Agreement," assumed liability for all of Old GP's asbestos liabilities (the "Georgia-Pacific Asbestos Liabilities") and domiciled itself in North Carolina less than 100 days before the Petition Date in anticipation of a bankruptcy filing. The other entity resulting from this Corporate Restructuring ("New GP") was provided all of Old GP's other assets and liabilities, as well as an indemnification for the Georgia-Pacific Asbestos Liabilities from the Debtor. New GP resumed operations in Delaware and was renamed "Georgia-Pacific." On November 1, 2017, the day before its bankruptcy filing, the Debtor changed its name from Georgia-Pacific LLC to Bestwall LLC.

3. The Committee has significant concerns regarding the Corporate Restructuring summarized above and detailed in paragraphs 15 to 22 of the Debtor's Informational Brief

⁴ Capitalized terms used in this Introduction and not previously defined shall have the meanings ascribed to them *infra*.

[Docket No. 12] (the “Informational Brief”), and regarding the Debtor’s move to North Carolina for the purpose of filing for bankruptcy. The Committee intends to investigate the Corporate Restructuring and related bankruptcy filing by the Debtor (together, the “Bankruptcy Planning”).⁵

4. According to the Declaration of Gregory M. Gordon (the “Gordon Decl.”), filed in support of the Jones Day Application, “[e]arlier this year, Jones Day represented Old GP in connection with a corporate restructuring that was effectuated on July 31, 2017.” *See* Gordon Decl. at ¶ 18. From July 31, 2017, to the Petition Date, Jones Day “represented the Debtor in connection with the conduct of its business and the preparation for the commencement of the Chapter 11 Case.” *See* Gordon Decl. at ¶ 19.

5. RBH also began providing advice to Old GP beginning in January 2017 in connection with the “defense and resolution of asbestos-related personal injury claims, North Carolina corporate law issues involving the Debtor’s formation, and bankruptcy issues.” *See* Declaration of Garland S. Cassada (the “Cassada Decl.”), at ¶ 7(a). It is not clear from the Cassada Declaration whether RBH provided legal services in connection with the Corporate Restructuring, or the extent of its services in connection with Bankruptcy Planning.

6. Based on the information presently available to the Committee, it is not possible for the Committee to determine whether Jones Day and RBH are in a position to independently

⁵ The Committee’s review of the Corporate Restructuring has been delayed as the Debtor, New GP, and the Committee negotiated a mutually-agreed form of protective order to facilitate the exchange of confidential information among the parties (the “Protective Order”). An agreed form of the Protective Order has been reached and it is expected that the Protective Order will be presented to this Court in a matter of days. Provided that the Court approves the Protective Order, the Committee’s review of the Corporate Restructuring and other matters will begin soon.

advise the Debtor on potential challenges to the Corporate Restructuring as a result of their representation of Old GP in connection with the Corporate Restructuring.

7. Additionally, at this early stage of the case, it is not possible to rule out the potential that the Corporate Restructuring will be challenged as a fraudulent conveyance or on other grounds. If such an action were to be pursued, the decisions made in connection with the Bankruptcy Planning, including the reasons for those decisions and the advice considered in reaching those decisions would be at issue. Lawyers with both law firms may be fact witnesses, and the interests of Jones Day, and perhaps of RBH, could be adverse to the interests of the Debtor's estate.

JURISDICTION

8. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue for this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

9. The statutory bases for the relief sought are Rules 59 and 60 of the Federal Rules of Civil Procedure (the "Civil Rules"), made applicable to this proceeding by Rules 9023 and 9024 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 Rules").

BACKGROUND

10. On November 2, 2017 (the "Petition Date"), the Debtor commenced this proceeding (the "Chapter 11 Case") by filing a voluntary petition for relief under the Bankruptcy Code.

11. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtor has continued as a debtor-in-possession since the Petition Date.

12. Additionally, on November 2, 2017, the Debtor sought to retain counsel consistent with Local Rule 9013-1(f), including by filing (i) the *Ex Parte Application of the Debtor for an Order Authorizing It to Retain and Employ Jones Day as Counsel as of the Petition Date* [Docket No. 24] (the “Jones Day Application”); and (ii) the *Ex Parte Application for Order Authorizing Retention and Employment of Robinson, Bradshaw & Hinson, P.A. as Special Counsel for Asbestos Claims Estimation Matters and Local Bankruptcy Counsel for Debtor as of the Petition Date* [Docket No. 26] (the “RBH Application”).

13. The Jones Day Retention Order and the RBH Retention Order were entered on the same day.

14. On November 16, 2017, the Bankruptcy Court entered an Order appointing the Committee. [Docket No. 97].

15. The Committee is composed of individuals suffering with mesothelioma, an always fatal form of asbestos-related cancer, and the families of individuals who have died as a result of mesothelioma.

16. Pursuant to Local Rule 9013-1(f), the deadline for reconsideration of the Jones Day Retention Order and the RBH Retention Order was originally set for November 17, 2017—the day following this Court’s order appointing the Committee. Pursuant to an *Agreed Order Extending Time to Seek Reconsideration of Ex Parte Orders* entered November 21, 2017 [Docket No. 109], the *Agreed Order Further Extending Time to Seek Reconsideration of Certain Orders* entered on November 30, 2017 [Docket No. 117], and the *Second Agreed Order Further Extending Time to Seek Reconsideration of Certain Orders* entered on January 5, 2018 [Docket No. 166] the Court granted the Committee through and including January 26, 2018 to file this Motion.

ARGUMENT

I. RECONSIDERATION OF THE JONES DAY RETENTION ORDER AND THE RBH RETENTION ORDER IS TIMELY AND APPROPRIATE

17. Local Rule 9013-1(f) provides an independent right for reconsideration of certain ex parte orders issued by the Bankruptcy Court. *See* Local Rule 9013-1(f) (“Any party shall be entitled to request a hearing or to request that the Court reconsider any ex parte relief upon a request filed within 14 days of service of notice of the entry of ex parte relief.”). This Motion remains timely under the Local Rule pursuant to the consent orders entered by the Court extending the Committee’s time to file a motion for reconsideration to January 26, 2018.

II. JONES DAY AND RBH MAY NOT BE DISINTERESTED

18. Section 327(a) of the Bankruptcy Code provides as follows:

(a) except as otherwise provided in this section, the trustee⁶, with the court’s approval, any employ one or more attorneys, . . . , or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee’s duties under this title.

11 U.S.C. §327(a).

19. Section 101(14) of the Bankruptcy Code defines the phrase “disinterested person”, among other things, as

a person that—

. . .

(C) does not have an *interest materially adverse* to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, for any reasons.

11 U.S.C. §101(14) (emphasis added).

⁶ “[A] debtor in possession shall have all the rights, . . . , and powers, and shall perform all the functions and duties, . . . , of a trustee serving in a case under this chapter.” 11 U.S.C. §1107(a).

20. Section 1107(b) of the Bankruptcy Code elaborates upon sections 101(14) and 327(a) of the Bankruptcy Code in cases under chapter 11 and provides that “a person is not disqualified for employment under section 327 by a debtor in possession solely because of such person’s employment by or representation of the debtor before commencement of the case.” 11 U.S.C. §1107(b).

21. As a debtor under the Bankruptcy Code, the Debtor is charged with the duties of a trustee. *See* 11 U.S.C. §1107. Further, as a debtor-in-possession, the Debtor is charged with fiduciary duties to maximize the estate for all creditors. *Commodity Futures Trading Comm’n v. Weintraub*, 471 U.S. 343, 352 (1985); *In re J.T.R. Corp.*, 958 F.2d 602, 605 (4th Cir. 1992). These fiduciary duties extend to the Debtor’s professionals. *In re Envirodyne Indus., Inc.*, 150 B.R. 1008, 1016 (Bankr. N.D. Ill. 1993).

22. “The Bankruptcy Code carefully scrutinizes the relationships between professionals to be employed by [the debtor] and third parties.” *In re Wynne Residential Asset Mgmt., LLC*, No. 09-50401, 2009 WL 5169371, at *4 (Bankr. W.D.N.C. Dec. 18, 2009) (Whitley, J). “The statute’s dual requirements of disinterestedness and no adverse interests ensures that counsel is not, directly or indirectly, acting at the direction or influence of any other party.” *Id.* (citing *Envirodyne Indus.*, 150 B.R. at 1017). Thus, “if, *for any reason*, the attorney has an interest materially adverse to the interest of the estate . . . he or she may not serve as attorney for the Chapter 11 debtor.” *In re Rabex Amuru of N.C., Inc.*, 198 B.R. 892, 895 (Bankr. M.D.N.C. 1996).

23. While there is no definition of “interest materially adverse” in the Bankruptcy Code, courts have construed it broadly to encompass both actual and potential conflicts of interest. *Id.* (citations omitted). An actual conflict of interest exists if there is “active

competition between two interests, in which one interest can only be served at the expense of the estate.” *In re Kobe Estate, LLC.*, No. 11-03591-HB, 2011 WL 3880390, *6 (Bankr. D.S.C. Aug. 31, 2011) (citing *In re Johnson*, 312 B.R. 810, 822 (E.D. Va. 2004) (citing *In re BH&P, Inc.*, 949 F.2d 1300 (3d Cir. 1991))); *see also In re Diva Jewelry Design, Inc.*, 367 B.R. 463, 472 (Bankr. S.D.N.Y. 2007) (“An actual conflict of interest is active competition between two interests, in which one interest can only be served at the expense of the other.” (citation omitted)).

24. Unlike an actual conflict of interest, a potential conflict of interest does not require automatic disqualification of counsel. If the conflict is only potential, the court has discretion to approve counsel under section 327(a). *In re Universal Enters. of W. Va., LLC*, No. 09-2862, 2010 WL 2403354, at *1 (N.D. W. Va. Bank. Jun. 9, 2010); *see also In re Marvel Entm’t Grp.*, 140 F.3d 463, 476 (3d Cir. 1998) (court may disqualify counsel for a potential conflict of interest). When a potential conflict exists “a bankruptcy court should satisfy itself that the foreseeable . . . legal tasks present no inherent conflict or potential breach of confidence.”). *Universal Enters.*, 2010 WL 2403354, at *1. Thus, “[s]ection 327 is intended to address the appearance of impropriety as much as its substance, to remove the temptation and opportunity to do less than duty demands.” *In re WVS, Inc. Joint Venture*, No. 89-F-517, 1990 WL 191864, at *2 (D. Colo. 1990).

25. Provided that the Debtor, Jones Day and RBH agree that the Committee may conduct the investigation of the Bankruptcy Planning for the Debtor’s estate, that each law firm will cooperate with such an investigation including in connection with discovery relating to the Bankruptcy Planning, and that the Debtor agrees that the Committee may pursue any challenges, actions or causes of action on behalf of the Debtor’s estate that it deems to be appropriate, the

Committee believes neither Jones Day nor RBH would not have an actual conflict of interest with the estate and would avoid any potential conflict of interest.⁷

III. GROUND S EXIST TO RECONSIDER THE ORDERS UNDER BANKRUPTCY RULE 9024

26. Bankruptcy Rule 9024, incorporating Civil Rule 60(b), applies to final orders—such as the Jones Day Retention Order and the RBH Retention Order—issued by a bankruptcy court. *See In re Energy Future Holdings Corp., et al.*, 575 B.R. 616, 635-36 (Bankr. D. Del. 2017). Each of the Jones Day Retention Order and the RBH Retention Order is a final order for the purpose of reconsideration because “it finally dispose[d] of a discrete dispute within the larger case.” *See First Owners' Ass'n of Forty Six Hundred v. Gordon Props., LLC*, 470 B.R. 364, 369 (E.D. Va. 2012) (citing *In re Computer Learning Centers, Inc.*, 407 F.3d 656, 660 (4th Cir. 2005)); *see also A.H. Robins Co., Inc. v. Piccinin*, 788 F.2d 994, 1009 (4th Cir. 1986) (noting that “the concept of finality . . . has traditionally been applied in a more pragmatic and less technical way in bankruptcy cases than in other situations.” (internal quotation omitted)). The Jones Day Retention Order and the RBH Retention Order each finally disposed of a discrete issue—whether the Debtor would be permitted to retain and employ each of Jones Day and RBH as co-counsel for the Debtor in this proceeding.

⁷ By suggesting a method to address the potential conflict of interest, it is the Committee’s objective to provide this Court with a basis for exercising its discretion to permit Jones Day and RBH to remain as counsel for the Debtor, and not to leave the potential conflict unresolved in a manner that requires the Court to find that Debtor’s selected counsel does not satisfy the disinterested standard. *See, e.g., In re Mitchell*, No. 11-08880-8-JRL, 2012 WL 2205372, *4 (Bankr. E.D.N.C. Jun. 14, 2012) (“[w]hen a law firm represents a debtor’s estate and an entity that may face liability for a fraudulent conveyance, the firm has an actual conflict of interest.”); *In re Adam Furniture Indus, Inc.*, 158 B.R. 291, 300-01 (Bankr. S.D. Ga. 1995) (law firm that represented debtor and recipient of preferential and fraudulent transfers was not disinterested; “[i]f there is a possible future conflicting interest present that could prevent counsel from fulfilling his duties, the conflict is actual” (citations omitted)).

27. The United States Court of Appeals for the Fourth Circuit has held that a party seeking relief pursuant to Civil Rule 60(b) must satisfy certain threshold requirements, namely “that his motion is timely, that he has a meritorious defense to the action, and that the opposing party would not be unfairly prejudiced by having the judgment set aside.” *See Park Corp. v. Lexington Ins. Co.*, 812 F.2d 894, 896 (4th Cir. 1987). Once these threshold issues are met, a movant must “satisfy one of the six specific sections of Rule 60(b).”⁸ *See Wells Fargo Bank, N.A. v. AMH Roman Two NC, LLC*, 859 F.3d 295, 299 (4th Cir. 2017) (citing *Dowell v. State Farm Fire & Cas. Auto. Ins. Co.*, 993 F.2d 46, 48 (4th Cir. 1993)); *Compton v. Alton S.S. Co., Inc.*, 608 F.2d 96, 102 (4th Cir. 1979). Each of the threshold requirements are met here.

1. The Motion to Reconsider is Timely

28. The Bankruptcy Court issued each of the Jones Day Retention Order and the RBH Retention Order *ex parte* before the Committee had been formed in accordance with the Local Rules. Since its formation, the Committee and its counsel have been working diligently to evaluate the Debtor’s corporate reorganization, the events leading to the Debtor’s decision to create venue to file this proceeding in North Carolina, and the first-day relief requested by the Debtor. In furtherance of this review, counsel for the Debtor and the Committee stipulated to

⁸ Civil Rule 60(b) provides that a party may be relieved from a final judgment, order, or proceeding for the following reasons:

- (1) mistake, inadvertence, surprise, or excusable neglect;
- (2) newly discovered evidence that, with reasonable diligence, could not have been discovered in time to move for a new trial under Rule 59(b);
- (3) fraud (whether previously called intrinsic or extrinsic), misrepresentation, or misconduct by an opposing party;
- (4) the judgment is void;
- (5) the judgment has been satisfied, released, or discharged; it is based on an earlier judgment that has been reversed or vacated; or applying it prospectively is no longer equitable; or
- (6) any other reason that justifies relief.

Fed. R. Civ P. 60(b).

two extensions of time for the Committee to seek reconsideration of certain first-day motions. The Bankruptcy Court entered these stipulations as consent orders, ultimately extending the Committee's deadline under Local Rule 9013-1(f) through and including January 26, 2018.

2. The Committee Has Identified a Meritorious Basis for Reconsideration

29. As discussed herein, the Committee has substantial concerns with the Bankruptcy Planning. As both Jones Day and RBH represented Old GP in connection with the Bankruptcy Planning, they may not be in a position to provide the Debtor with independent advice with respect to those matters.

3. No Unfair Prejudice Exists from Reconsidering the Jones Day Retention Order or the RBH Retention Order

30. While the Debtor undoubtedly would be prejudiced by reconsideration of the Jones Day Retention Order or the RBH Retention Order, the necessity of that reconsideration arises as a matter of statute.

IV. EVEN IF THE JONES DAY RETENTION ORDER AND RBH RETENTION ORDER ARE NOT FINAL ORDERS, THE COURT MAY RECONSIDER THE ORDERS PURSUANT TO BANKRUPTCY RULE 9023

31. Even if the Court was to determine that the Jones Day Retention Order or the RBH Retention Order was interlocutory, the Committee would be entitled to seek reconsideration pursuant to Civil Rule 59(e), made applicable by Bankruptcy Rule 9023. *See Energy Futures*, 575 B.R. at 627-28.

32. The Fourth Circuit has identified three grounds for altering or amending a judgment under Rule 59(e): "(1) to accommodate an intervening change in controlling law; (2) to account for new evidence not available at trial; or (3) to correct a clear error of law or prevent manifest injustice." *See Pacific Ins. Co. v. Am. Nat'l Fire Ins. Co.*, 148 F.3d 396, 403 (4th Cir. 1998) (citations omitted). Here, reconsideration of the Jones Day Retention Order and the RBH

Retention Order should be granted because when presented with the RBH Retention Application and the Jones Day Retention Application, the Court did not have the benefit of certain facts and circumstances which the Committee has detailed herein.

RESERVATION OF RIGHTS

33. The Committee expressly reserves all rights with respect to challenging the validity, propriety, jurisdiction, and venue of this Chapter 11 Case, including without limitation seeking to dismiss the Chapter 11 Case pursuant 11 U.S.C. § 1112 and seeking to transfer the Chapter 11 Case pursuant to 28 U.S.C. §§ 1406, 1408, and 11 U.S.C. § 105.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Committee requests that with Court:

(a) GRANT the Motion and enter the proposed forms of order attached as Exhibit A and Exhibit B; (b) RECONSIDER (i) the *Ex Parte* Order Authorizing Debtor to Retain and Employ Jones Day as Counsel as of the Petition Date and the (ii) the *Ex Parte* Order Authorizing Retention and Employment of Robinson, Bradshaw & Hinson, P.A. as Special Counsel for Asbestos Claims Estimation Matters and Local Bankruptcy Counsel for Debtor as of Petition Date; (c) MODIFY (i) the *Ex Parte Application of the Debtor for an Order Authorizing It to Retain and Employ Jones Day as Counsel as of the Petition Date* and (ii) the *Ex Parte Application for Order Authorizing Retention and Employment of Robinson, Bradshaw & Hinson, P.A. as Special Counsel for Asbestos Claims Estimation Matters and Local Bankruptcy Counsel for Debtor as of the Petition Date* as set forth herein and in the attached proposed forms of order; and (d) grant such other and further relief as is just and proper.

Dated: January 26, 2018
Charlotte, North Carolina

HAMILTON STEPHENS STEELE
+ MARTIN, PLLC

/s/ Glenn C. Thompson

Glenn C. Thompson (Bar No. 37221)
525 North Tryon Street, Suite 1400
Charlotte, North Carolina 28202
Telephone: (704) 344-1117
Facsimile: (704) 344-1483
gthompson@lawhssm.com

Judy D. Thompson
Linda W. Simpson
JD THOMPSON LAW
Post Office Box 33127
Charlotte, North Carolina 28233
Telephone: (828) 749-1865
jdt@jdthompsonlaw.com
lws@jdthompsonlaw.com

Natalie D. Ramsey (DE Bar No. 5378)
MONTGOMERY, McCRACKEN,
WALKER & RHOADS, LLP
1105 North Market Street, 15th Floor
Wilmington, DE 19801
Telephone: (302) 504-7800
Facsimile: (302) 504-7820
nramsey@mmwr.com

*Co-Counsel to the Committee of
Asbestos Claimants of Bestwall LLC*

EXHIBIT A

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

In re:

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795 (LTB)

Re: Docket No. ____

**ORDER GRANTING MOTION TO RECONSIDER THE
EX PARTE ORDER APPROVING EMPLOYMENT OF JONES DAY AS COUNSEL
FOR THE DEBTOR PURSUANT TO SECTION 327(a) OF THE
BANKRUPTCY CODE EFFECTIVE AS OF THE PETITION DATE**

Upon the *Omnibus Motion to Reconsider the Ex Parte Orders Approving Employment of Jones Day and Robinson Bradshaw & Hinson, P.A. as Counsel for the Debtor Pursuant to Section 327(a) of the Bankruptcy Code Effective as of the Petition Date* (the "Motion"), filed by the Committee,² for an order, pursuant to Civil Rules 59 and 60, made applicable by Bankruptcy

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 used herein and not otherwise defined shall have the meanings subscribed to them in the Motion.

Rules 9023 and 9024, and Local Rule 9013-1(f) seeking reconsideration of the retention and employment of the law firm of Jones Day as counsel to the Debtor; and the Court having found that it has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found that venue is proper for the purposes of this Motion before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Committee provided due and proper notice of the Motion and such notice was adequate and appropriate under the circumstances; and the Court having held a hearing to consider the relief requested in the Motion (the "Hearing"); and upon consideration of the record of the Hearing and all proceedings before the Court; and the Court having found that the relief sought in the Motion is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Motion is hereby GRANTED.
2. All objections, if any, to the Motion that have not been withdrawn, waived, settled, or specifically addressed in this Order, and all reservations of rights included in such objections, are specifically overruled in all respects on the merits.
3. The *Ex Parte* Order Authorizing Debtor to Retain and Employ Jones Day as Counsel as of the Petition Date is MODIFIED as set forth herein.
4. The Committee shall have the right to investigate the Bankruptcy Planning and the Debtor will not oppose the Committee's effort to seek relief to pursue any such claims regarding the Bankruptcy Planning that the Committee believes appropriate.

5. Jones Day will cooperate with the Committee's investigation of the Bankruptcy Planning, including in connection with related discovery.

6. Notwithstanding the possible applicability of Bankruptcy Rules 7062, 9014, or otherwise, the terms and conditions of this Order shall be effective and enforceable immediately upon entry.

7. The Court shall retain jurisdiction over any matter or disputes arising from or relating to the interpretation, implementation, 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

EXHIBIT B

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

In re:

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795 (LTB)

Re: Docket No. ____

**ORDER GRANTING MOTION TO RECONSIDER THE *EX PARTE* ORDER
APPROVING EMPLOYMENT OF ROBINSON BRADSHAW & HINSON, P.A. AS
COUNSEL FOR THE DEBTOR PURSUANT TO SECTION 327(a) OF THE
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Upon the *Omnibus Motion to Reconsider the Ex Parte Orders Approving Employment of Jones Day and Robinson Bradshaw & Hinson, P.A. as Counsel for the Debtor Pursuant to Section 327(a) of the Bankruptcy Code Effective as of the Petition Date* (the “Motion”), filed by the Committee,² for an order, pursuant to Civil Rules 59 and 60, made applicable by Bankruptcy

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

Rules 9023 and 9024, and Local Rule 9013-1(f) seeking reconsideration of the retention and employment of the law firm of Robinson Bradshaw & Hinson, P.A. as counsel to the Debtor; and the Court having found that it has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found that venue is proper for the purposes of this Motion before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Committee provided due and proper notice of the Motion and such notice was adequate and appropriate under the circumstances; and the Court having held a hearing to consider the relief requested in the Motion (the "Hearing"); and upon consideration of the record of the Hearing and all proceedings before the Court; and the Court having found that the relief sought in the Motion is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Motion is hereby GRANTED.
2. All objections, if any, to the Motion that have not been withdrawn, waived, settled, or specifically addressed in this Order, and all reservations of rights included in such objections, are specifically overruled in all respects on the merits.
3. The *Ex Parte Application for Order Authorizing Retention and Employment of Robinson, Bradshaw & Hinson, P.A. as Special Counsel for Asbestos Claims Estimation Matters and Local Bankruptcy Counsel for Debtor as of the Petition Date* is MODIFIED as set forth herein.

4. The Committee shall have the right to investigate the Bankruptcy Planning and the Debtor will not oppose the Committee's effort to seek relief to pursue any such claims regarding the Bankruptcy Planning that the Committee believes appropriate.

5. RBH will cooperate with the Committee's investigation of the Bankruptcy Planning, including in connection with related discovery.

6. Within five (5) days of the date of this Order, RBH shall file a supplemental declaration in support of the RBH Retention Application that specifically describes RBH's role in the Corporate Restructuring and the Bankruptcy Planning.

7. Notwithstanding the possible applicability of Bankruptcy Rules 7062, 9014, or otherwise, the terms and conditions of this Order shall be effective and enforceable immediately upon entry.

8. The Court shall retain jurisdiction over any matter or disputes arising from or relating to the interpretation, implementation, 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