

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795 (LTB)

MOTION OF THE DEBTOR FOR AN ORDER (I) ESTABLISHING BAR DATES AND RELATED PROCEDURES FOR FILING PROOFS OF CLAIM OTHER THAN WITH RESPECT TO ASBESTOS PERSONAL INJURY CLAIMS AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF

The above-captioned debtor and debtor in possession (the "Debtor") hereby moves the Court for the entry of an order, pursuant to sections 105, 501 and 503 of the United States Code (the "Bankruptcy Code") and Rules 2002 and 3003(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") establishing: (i) the general bar date (the "General Bar Date") by which all entities, except as otherwise provided herein, must file proofs of claim in this chapter 11 case (the "Chapter 11 Case"); (ii) the date by which proofs of claim relating to the Debtor's rejection of executory contracts or unexpired leases must be filed in the Chapter 11 Case (the "Rejection Bar Date"); (iii) the date by which entities must file proofs of claim in the Chapter 11 Case as a result of any amendment by the Debtor of its schedules of assets and liabilities or statement of financial affairs (the "Amended Schedule Bar Date" and, collectively with the General Bar Date and the Rejection Bar Date, the "Bar Dates"); (iv) approving procedures for filing proofs of claim in the Chapter 11 Case; and (v) approving the general form and manner of notice of the Bar Dates. In support of this Motion, the Debtor respectfully represents as follows:

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.

Background

1. On November 2, 2017 (the "Petition Date"), the Debtor commenced this reorganization case by filing a voluntary petition for relief under chapter 11 of 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.

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 [Docket No. 2] (the "First Day Declaration"), which was filed on the Petition Date. In addition to the First Day Declaration, the Debtor filed an Informational Brief [Docket No. 12] to provide additional information about its asbestos litigation, related costs and plans to address these matters in the Chapter 11 Case.

5. On November 6, 2017, the Court entered an order [Docket No. 49] extending the time within which the Debtor must file its schedules of assets and liabilities and statement of financial affairs (collectively, the "Schedules"). In accordance with that order and pursuant to Bankruptcy Rule 1007, the Debtor filed its Schedules on December 18, 2017 [Docket Nos. 155, 156].

6. On November 16, 2017, the Court entered an order [Docket No. 97] appointing an official committee of asbestos claimants in the Chapter 11 Case (the "Asbestos Committee"), as modified by an order entered on March 29, 2018 [Docket No. 348]. On February 23, 2018, the Court entered an order [Docket No. 278] appointing Sander L. Esserman as the legal representative for future asbestos claimants, pursuant to section 105(a) and section 524(g)(4)(B)(i) of the Bankruptcy Code (the "Future Claimants' Representative").

Jurisdiction

7. 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.

Request for an Order (A) Establishing the Bar Dates and Related Claims Procedures and (B) Approving the Form and Manner of Notice Thereof

8. In order for the Debtor to make distributions under any plan of reorganization confirmed in the Chapter 11 Case, the Debtor requires, among other things, complete and accurate information regarding the nature, validity and amount of claims that will be asserted in this case. As used in this Motion, the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code.

9. Consequently, the Debtor requests that, pursuant to Bankruptcy Rule 3003(c)(3), the Court (a) establish the Bar Dates and the related claims procedures proposed herein and (b) approve the form and manner of notice thereof.

10. The General Bar Date shall apply to all claims of any kind, except as otherwise provided herein and expressly excluding asbestos personal injury claims (collectively,

the "Asbestos Claims").² In addition, any request for payment of an administrative expense of the Chapter 11 Case under section 503(b) of the Bankruptcy Code does not need to be filed by the General Bar Date; provided, however, that any administrative priority claim under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtor within 20 days prior to the Petition Date must be filed by the General Bar Date. The claims subject to the General Bar Date are referred to herein as "General Claims."³

A. Establishment of the Bar Dates

11. The General Bar Date. Bankruptcy Rule 3003(c)(3) requires that the Court fix a time within which proofs of claim must be filed. Fed. R. Bankr. P. 3003(c)(3) ("The court shall fix ... the time within which proofs of claim or interest may be filed.").

Additionally, Bankruptcy Rule 2002(a) requires that parties in interest receive at least 21 days' notice of the "time fixed for filing proofs of claim pursuant to Rule 3003(c)." Fed. R. Bankr.

² As used herein, an "Asbestos Claim" is any claim (as defined in section 101(5) of the Bankruptcy Code) for costs or damages, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtor is alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to asbestos or asbestos-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtor; or (b) any materials present at any premises owned, leased, occupied or operated by any entity for whose products, acts, omissions, business or operations the Debtor has, or is alleged to have, liability. Asbestos Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever. Asbestos Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Asbestos Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Asbestos Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtor for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer.

³ The Debtor currently anticipates that the assertion and payment of Asbestos Claims will be addressed in the plan of reorganization in this Chapter 11 Case; however, the Debtor reserves the right to seek a bar date for Asbestos Claims in the future if necessary or appropriate.

P. 2002(a)(7). Creditors with foreign addresses must receive at least 30 days' notice of the time fixed for filing a proof of claim under Bankruptcy Rule 3003(c). Fed. R. Bankr. P. 2002(p)(2).

12. Following the date that an order is entered approving this Motion and establishing the Bar Dates (any such order, the "Bar Date Order"), the Debtor will serve a notice of the Bar Dates and a proof of claim form upon all known entities holding potential claims subject to the Bar Dates. The Debtor intends that the date on which it serves the notice of the Bar Dates and the proof of claim form will occur no later than five business days after entry of the Bar Date Order (the "Service Deadline").

13. The Debtor requests that the Court establish the General Bar Date as December 4, 2018 at 5:00 p.m., prevailing Eastern Time (or such later date that is at least 70 days after entry of the Bar Date Order). The Debtor submits that this will provide approximately 65 days after the projected Service Deadline for creditors to file proofs of claim in the Chapter 11 Case, and potentially greater time if service can be accomplished more quickly.

14. Unless an entity⁴ holding a prepetition General Claim falls within one of the exceptions described below, the General Bar Date is the date by which all entities, including governmental units,⁵ holding prepetition General Claims must file proofs of claim with respect to such General Claims.

15. The Rejection Bar Date. The Debtor anticipates that certain entities may assert claims in connection with the Debtor's rejection of executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code. The Debtor proposes that, for any claim

⁴ As used herein, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code and includes, among other things, a "person" as such term is defined in section 101(41) of the Bankruptcy Code.

⁵ As used herein, the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code.

relating to the Debtor's rejection of an executory contract or unexpired lease as approved by the Court pursuant to an order entered prior to confirmation of a plan of reorganization in the Chapter 11 Case, the Rejection Bar Date for such a claim will be the later of (a) the General Bar Date or (b) 30 days after the effective date of rejection of such executory contract or unexpired lease. The Debtor will describe the Rejection Bar Date in any order approving the rejection of any executory contract or unexpired lease.

16. The Amended Schedule Bar Date. The Debtor retains the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any claim as disputed, contingent or unliquidated; and (c) otherwise amend, modify or supplement the Schedules; provided, however, that if the Debtor amends or modifies its Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a General Claim against the Debtor, the affected claimant will have until the Amended Schedule Bar Date to file a proof of claim or to amend any previously filed proof of claim in respect of the amended scheduled claim. By contrast, if the amendment to the Schedules improves the amount or treatment of a previously scheduled or filed General Claim, the Debtor proposes that affected claimants that previously were served with a notice of the Bar Dates not be permitted to file additional claims or amend related previously filed proofs of claim by the Amended Schedule Bar Date. If the Debtor amends or modifies its Schedules with respect to any claim that the Debtor states has been satisfied, such paid creditor shall not be required to file a proof of claim with respect to the satisfied claim.

17. The Debtor requests that the Amended Schedule Bar Date be established as the later of (a) the General Bar Date or (b) 30 days after the date that notice of the applicable

amendment to the Schedules is served on the affected claimant. Such notice will describe the Amended Schedule Bar Date. Notwithstanding the foregoing, nothing contained herein would preclude the Debtor from objecting to any claim, whether scheduled or filed, on any grounds.

B. Proofs of Claim That Must Be Filed by the General Bar Date

18. The Debtor proposes that, except as otherwise provided herein, the following entities must file proofs of claim with respect to General Claims on or before the General Bar Date:

- (a) any entity (i) whose prepetition General Claim against the Debtor is not listed in the Debtor's Schedules or is listed as disputed, contingent or unliquidated and (ii) that desires to participate in the Chapter 11 Case or share in any distribution in the Chapter 11 Case; and
- (b) any entity that (i) believes that its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedules.

C. Proofs of Claim That Are Not Required to Be Filed by the General Bar Date

19. The Debtor proposes that the following entities need not file proofs of claim by the General Bar Date:

- (a) any entity holding or asserting an Asbestos Claim;
- (b) any entity that already has properly filed a proof of claim against the Debtor in accordance with (i) the procedures described herein or (ii) Rule 3001-1 of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina;
- (c) any entity (i) whose General Claim against the Debtor is not listed as disputed, contingent or unliquidated in the Schedules and (ii) that agrees

with the nature, classification and amount of its General Claim as identified in the Schedules;

- (d) any entity whose claim against the Debtor previously has been allowed by, or paid pursuant to, an order of the Court;
- (e) any entity holding or asserting a claim allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the Chapter 11 Case (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- (f) any of the Debtor's non-debtor affiliates (as affiliate is defined in section 101(2) of the Bankruptcy Code) who may have a claim against the Debtor.

D. No Requirements to File Proofs of Interest

20. The Debtor proposes that any entity holding a direct or indirect ownership interest in the Debtor need not file a proof of interest on or before the General Bar Date.

E. Effect of Failure to File Proofs of Claim

21. The Debtor proposes that, unless the Court orders otherwise, pursuant to sections 105(a) and 502(b)(9) of the Bankruptcy Code⁶ and Bankruptcy Rule 3003(c)(2),⁷ any entity that is required to file a proof of claim in the Chapter 11 Case pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order sought herein with respect to a particular claim against the Debtor, but that fails to do so by the applicable Bar Date, should be forever barred, estopped and enjoined from: (a) asserting any such claim against the Debtor or its estate

⁶ Section 502(b)(9) of the Bankruptcy Code provides that the Court may disallow a claim if the related proof of claim "is not timely filed..." 11 U.S.C. § 502(b)(9). Section 105(a) of the Bankruptcy Code provides that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title" 11 U.S.C. § 105(a).

⁷ Bankruptcy Rule 3003(c)(2) provides that "[a]ny creditor ... whose claim ... is not scheduled or scheduled as disputed, contingent, or unliquidated shall file a proof of claim ... within the time prescribed by subdivision (c)(3) of this rule; any creditor who fails to do so shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution." Fed. R. Bankr. P. 3003(c)(2).

or property that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or classification than any such claim identified in the Schedules on behalf of such entity (any such claim under this subsection (a), an "Unscheduled Claim"); or (b) voting on, or receiving distributions under, any chapter 11 plan in the Chapter 11 Case in respect of an Unscheduled Claim.

F. Procedures for Providing Notice of Bar Dates and Filing Proofs of Claim

22. The Debtor proposes the following procedures for providing notice of the Bar Dates and for filing proofs of claim with respect to General Claims. The Debtor proposes to serve on all known entities holding potential prepetition General Claims: (a) a notice of the Bar Dates substantially in the form of the notice attached hereto as Exhibit A and incorporated herein by reference (the "Bar Date Notice"); and (b) a proof of claim form that is substantially in the form of Official Form No. 410 but has been modified to customize it to this Chapter 11 Case, as reflected in the form attached hereto as Exhibit B and incorporated herein by reference (the "Proof of Claim Form" and, collectively with the Bar Date Notice, the "Bar Date Notice Package").⁸ The Bar Date Notice states, among other things, that proofs of claim must be filed with Donlin, Recano & Company, Inc. ("Donlin Recano"), the Debtor's claims and noticing agent, so that they are received on or before the applicable Bar Date.

23. As soon as practicable, but in any event no later than five business days after the entry of the Bar Date Order, the Debtor intends to mail the Bar Date Notice Package by

⁸ The Proof of Claim Form has been modified, and may be further modified in certain limited respects, to (a) accommodate the claims process in the Chapter 11 Case and (b) provide additional information for the benefit of potentially interested parties. These modifications include (a) identifying the method for claimants to obtain acknowledgement of the claims agent's receipt of their proofs of claim, (b) incorporating provisions to address claims under section 503(b)(9) of the Bankruptcy Code, (c) providing case-specific information to assist parties in interest in obtaining relevant information about the Chapter 11 Case and (d) including other clarifications or non-substantive formatting changes.

first class United States mail, postage prepaid, to all known potential holders of General Claims (collectively, the "General Claimants"). The General Claimants include: (a) all holders of claims listed on the Schedules, excluding holders of Asbestos Claims; (b) all counterparties to executory contracts and unexpired leases listed in the Schedules; (c) the Internal Revenue Service; (d) the Securities and Exchange Commission; (e) the taxing and other regulatory entities for the jurisdictions in which the Debtor owns property; (f) the Office of the United States Attorney for the Western District of North Carolina; (g) all entities that have requested notices pursuant to Bankruptcy Rule 2002 in the Chapter 11 Case as of the date of entry of the Bar Date Order; (h) the Debtor's equity holder; (i) all other entities listed on the Debtor's matrix of creditors, except holders of Asbestos Claims; and (j) counsel to any of the foregoing, if known. The Debtor also will mail the Bar Date Notice Package to the United States Bankruptcy Administrator for the Western District of North Carolina (the "Bankruptcy Administrator"), the members of the Asbestos Committee and the Future Claimants' Representative, and the respective counsel to the foregoing.

24. The Proof of Claim Form will state, along with the claimant's name, whether the claimant's General Claim is listed in the Schedules and, if so, whether the General Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. The dollar amount of the claim (as listed in the Schedules) also will be identified on the Proof of Claim Form.⁹

25. For any claim to be validly and properly filed, a claimant must deliver a completed, signed original of the Proof of Claim Form, together with any accompanying

⁹ In the event of any conflict between the claim information included in the Proof of Claim Form and the information provided in the Schedules, the Schedules shall control. Any entity that relies on the claim information in the Schedules bears responsibility for determining that its claim is accurately listed therein.

documentation required by Bankruptcy Rules 3001(c) and 3001(d),¹⁰ to Donlin Recano at the address identified on the Bar Date Notice so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. All such filed proofs of claim must: (a) be written in English; (b) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on the Petition Date; (c) conform substantially with the Proof of Claim Form; (d) set forth with specificity the legal and factual basis for the alleged claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation), including a copy of any written document that forms the basis of the General Claim or evidences that an alleged security interest has been perfected, or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code also must: (a) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date; and (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted.

26. The Debtor proposes that General Claimants be permitted to submit proofs of claim by courier service, hand delivery or mail. Additionally, proofs of claim may be delivered electronically using the interface available on Donlin Recano's website at <https://www.donlinrecano.com/Clients/bw/FileClaim>. **Proofs of claim submitted by facsimile or**

¹⁰ Bankruptcy Rule 3001(c) requires as follows:

[W]hen a claim, or an interest in property of the debtor securing the claim, is based on a writing, a copy of the writing shall be filed with the proof of claim. If the writing has been lost or destroyed, a statement of the circumstances of the loss or destruction shall be filed with the claim.

Fed. R. Bankr. P. 3001(c)(1). Bankruptcy Rule 3001(d) requires that "[i]f a security interest in property of the debtor is claimed, the proof of claim shall be accompanied by evidence that the security interest has been perfected." Fed. R. Bankr. P. 3001(d).

e-mail will not be accepted. Proofs of claim will be deemed filed when they are actually received by Donlin Recano. If a General Claimant wishes to receive acknowledgement of Donlin Recano's receipt of a proof of claim, the General Claimant also must submit to Donlin Recano by the applicable Bar Date and concurrently with submitting its original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope. Claimants who submit proofs of claim through Donlin Recano's website interface will receive an email confirmation of such submissions.

27. Establishing December 4, 2018 at 5:00 p.m., prevailing Eastern Time, as the General Bar Date in the Chapter 11 Case (or such later date that is at least 70 days after the entry of the Bar Date Order) will give potential General Claimants an adequate amount of time (exceeding 60 days) to review the Debtor's Schedules and prepare and file proofs of claim, if necessary. Further, notice of the General Bar Date would exceed the minimum 21-day notice period required by Bankruptcy Rule 2002(a)(7) and the minimum 30-day notice period for foreign creditors provided by Bankruptcy Rule 2002(p). In addition, for orders approving the rejection of executory contracts or unexpired leases entered after the date that the Bar Date Order is entered, the Debtor will include a description of the Rejection Bar Date in the text thereof, thus providing at least 30 days' notice of the Rejection Bar Date. Similarly, the Debtor will provide parties with at least 30 days' notice of the Amended Schedules Bar Date.

28. In the event that: (a) one or more Bar Date Notice Packages are returned by the post office, necessitating a mailing to a new address; (b) certain parties acting on behalf of parties in interest decline to forward the Bar Date Notice Packages to such parties in interest and instead return their names and addresses to Donlin Recano for direct mailing; and (c) additional potential holders of General Claims become known to the Debtor, the Debtor requests authority

to make supplemental mailings of the Bar Date Notice Package up to and including the date that is 23 days in advance of the applicable Bar Date, with any such supplemental mailings being deemed timely.

G. Publication of Notice

29. In light of the size of this case, potential General Claims against the Debtor may exist that the Debtor was unable to identify on the Schedules. Such unknown potential General Claims may include, for example, (a) General Claims of vendors or professionals that failed to submit invoices to the Debtor or its predecessor; (b) General Claims of entities with potential unasserted claims or causes of action against the Debtor; and (c) General Claims that, for various other reasons, are not recorded in the Debtor's books and records. Accordingly, the Debtor believes that it is appropriate to provide notice of the Bar Dates to entities with potential General Claims whose names and addresses are unknown to the Debtor; the Debtor further believes that it is useful to provide supplemental notice to known General Claimants.

30. Therefore, pursuant to Bankruptcy Rules 2002(1)¹¹ and 9008,¹² the Debtor requests authority to publish notice of the Bar Dates substantially in the form of the notice attached hereto as Exhibit C and incorporated herein by reference (the "Publication Notice") once, within ten business days of the entry of the Bar Date Order or as soon as reasonably practicable thereafter, in *The Wall Street Journal*, *USA Today* and *The Charlotte Observer* (collectively, the "Publications"). As set forth in Exhibit C hereto, the Publication Notice will

¹¹ Bankruptcy Rule 2002(l) provides that "[t]he court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." Fed. R. Bankr. P. 2002(l).

¹² Bankruptcy Rule 9008 provides that, whenever service or notice by publication is authorized under the Bankruptcy Rules, the Court shall "determine the form and manner thereof, including the newspaper or other medium to be used and the number of publications." Fed. R. Bankr. P. 9008.

contain (a) a website address where potential General Claimants may download the proof of claim form and related instructions and electronically submit a proof of claim; and (b) a toll-free number whereby potential General Claimants can seek additional information with respect to filing General Claims.

31. The Debtor selected the Publications to include nationally circulated papers known to include similar types of legal notices, and that reach different audiences, as well as a local paper in North Carolina where the Debtor is incorporated and maintains substantially all of its assets. The Debtor submits that such publication notice is reasonably calculated to reach any unknown claimants and should be approved.

32. As a result of all of these procedures and efforts, the General Claimants will have or should have the information necessary to be able to file a proof of claim asserting General Claims in the Chapter 11 Case.

Notice

33. Consistent with the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 65] (the "Case Management Order"), notice of this Motion has been provided to: (a) the Bankruptcy Administrator; (b) counsel to the Asbestos Committee; (c) counsel to the Future Claimants' Representative; (d) counsel to the Debtor's non-debtor affiliate, Georgia-Pacific LLC, a Delaware limited liability company; and (e) the other parties on the Service List established by the Case Management Order. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be provided.

No Prior Request

34. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtor respectfully requests that the Court: (i) enter an order, substantially in the form attached hereto as Exhibit D; and (ii) grant such other and further relief as the Court may deem proper.

Dated: August 29, 2018
Charlotte, North Carolina

Respectfully submitted,

/s/ Garland S. Cassada

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ATTORNEYS FOR DEBTOR AND
DEBTOR IN POSSESSION

EXHIBIT A

Bar Date Notice

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

In re:

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795 (LTB)

NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM

GENERAL BAR DATE IS DECEMBER 4, 2018 AT 5:00 P.M., EASTERN TIME

**TO ALL PERSONS AND ENTITIES WITH CLAIMS
AGAINST THE ABOVE-CAPTIONED DEBTOR:**

On _____, 2018, the United States Bankruptcy Court for the Western District of North Carolina (the "Court") entered an order [Docket No. ___] (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the case of the above-captioned debtor and debtor in possession (the "Debtor") filed under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

By the Bar Date Order, the Court established **December 4, 2018 at 5:00 p.m., prevailing Eastern Time** (the "General Bar Date"), as the general deadline for all Entities, including Governmental Units, to file proofs of claim in the Debtor's chapter 11 case for all claims against the Debtor that arose or are deemed to have arisen prior to the date on which the Debtor commenced its chapter 11 case, November 2, 2017 (the "Petition Date"), including claims arising under section 503(b)(9) of the Bankruptcy Code, except as otherwise provided in the Bar Date Order and expressly excluding Asbestos Claims (as defined herein). As described below, the Bar Date Order also establishes different bar dates for certain categories of claims.

For your convenience, enclosed with this Notice is a customized proof of claim form (the "Proof of Claim Form"). The Proof of Claim Form will state, along with your name, whether your General Claim (as defined herein) is listed in the Debtor's schedules of assets and liabilities and statement of financial affairs filed in the Debtor's chapter 11 case [Docket Nos. 155, 156] (collectively, the "Schedules") and, if so, whether your General Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. The dollar amount of the claim (as listed in the Schedules) also will be identified on the Proof of Claim Form. If the Debtor believes that you may hold different classifications of General Claims against the Debtor, you will receive multiple proof of claim forms, each of which will reflect

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.

the nature, amount and classification of your General Claim against the Debtor, as listed in the Schedules.

Contact information for the Debtor's claims and noticing agent, Donlin, Recano & Company, Inc. ("Donlin Recano"), is provided below. Donlin Recano will have representatives available to provide you with additional information regarding this chapter 11 case and the filing of a proof of claim.

KEY DEFINITIONS

As used in this Notice, the term "**Asbestos Claim**" means any claim (as defined in section 101(5) of the Bankruptcy Code) for costs or damages, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtor is alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to asbestos or asbestos-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtor; or (b) any materials present at any premises owned, leased, occupied or operated by any Entity for whose products, acts, omissions, business or operations the Debtor has, or is alleged to have, liability. Asbestos Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever. Asbestos Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Asbestos Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Asbestos Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtor for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer. *Please note that no deadline has been established at this time for the filing of Asbestos Claims.*

As used in this Notice, the term "**Entity**" has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, Governmental Units and the United States Bankruptcy Administrator for the Western District of North Carolina (the "Bankruptcy Administrator").

As used in this Notice, the term "**Governmental Unit**" has the meaning given to it in section 101(27) of the Bankruptcy Code and includes: (a) the United States; (b) states; (c) commonwealths; (d) districts; (e) territories; (f) municipalities; (g) foreign states; or (h) departments, agencies or instrumentalities of the foregoing (but not including the Bankruptcy Administrator while serving in such capacity in accordance with the Bankruptcy Code).

As used in this Notice, the term "**Claim**" or "**claim**" shall mean, as to or against the Debtor and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to

payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

As used in this Notice, the term "**General Claim**" shall mean any Claim other than an Asbestos Claim.

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Date Order establishes the following deadlines for filing proofs of claim in the Debtor's chapter 11 case (collectively, the "Bar Dates"):

- (a) The General Bar Date. Pursuant to the Bar Date Order, except as described below, all Entities holding General Claims (whether secured, unsecured priority or unsecured nonpriority) against the Debtor that arose, or are deemed to have arisen, before the Petition Date (November 2, 2017) are required to file a proof of claim so that it is received by Donlin Recano on or before the General Bar Date.
- (b) The Rejection Bar Date. Any Entity whose General Claim arises out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in the Debtor's chapter 11 case, must file a proof of claim so that it is received by Donlin Recano on or before the later of: (i) the General Bar Date; and (ii) 30 days after the effective date of rejection of such executory contract or unexpired lease. The later of these dates is referred to in this Notice as the "Rejection Bar Date."
- (c) The Amended Schedule Bar Date. If, subsequent to the mailing of this Notice, the Debtor amends or modifies its Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a General Claim reflected therein, the affected claimant may file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled General Claim so that it is received by Donlin Recano on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant. The later of these dates is referred to in this Notice as the "Amended Schedule Bar Date." However, if the amendment to the

Schedules (i) improves the amount or treatment of a previously scheduled or filed General Claim and (ii) the affected claimant previously was served with a notice of the Bar Dates, the affected claimant is not permitted to file additional claims or amend a related previously filed proof of claim by the Amended Schedule Bar Date.

Subject to the terms described above for holders of General Claims subject to the Rejection Bar Date and the Amended Schedule Bar Date, the following Entities must file proofs of claim on or before the General Bar Date:

- (a) any Entity (i) whose prepetition General Claim against the Debtor is not listed in the Schedules or is listed as "disputed," "contingent" or "unliquidated" and (ii) that desires to participate in the Debtor's chapter 11 case or share in any distribution in the chapter 11 case; and
- (b) any Entity that (i) believes its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedules.

If it is unclear from the Schedules whether your General Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its General Claim is accurately listed therein.

**PROOFS OF CLAIM NOT REQUIRED
TO BE FILED BY THE GENERAL BAR DATE**

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date:

- (a) any Entity holding or asserting an Asbestos Claim;
- (b) any Entity that already has properly filed a proof of claim against the Debtor in accordance with (i) the procedures described herein or (ii) Rule 3001-1 of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina;
- (c) any Entity (i) whose General Claim against the Debtor is not listed as disputed, contingent or unliquidated in the Schedules and (ii) that agrees

with the nature, classification and amount of its General Claim as identified in the Schedules;

- (d) any Entity whose claim against the Debtor previously has been allowed by, or paid pursuant to, an order of the Court;
- (e) any Entity holding or asserting a claim allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the Debtor's chapter 11 case (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- (f) any of the Debtor's non-debtor affiliates (as affiliate is defined in section 101(2) of the Bankruptcy Code) who may have a claim against the Debtor.

No Requirement to File Certain Administrative Expense Claims or for Interest Holders to File Proofs of Interest

Any Entity holding an administrative expense claim against the Debtor under section 503(b) of the Bankruptcy Code need not file a proof of claim on or before the General Bar Date; provided, however, that any administrative priority claim under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtor within 20 days prior to the Petition Date must be filed by the General Bar Date. Under the Bar Date Order, the filing of a proof of claim form as provided in this Notice satisfies the procedural requirements for the assertion of an administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

In addition, any Entity holding a direct or indirect ownership interest in the Debtor need not file a proof of interest on or before the General Bar Date.

**CONSEQUENCES OF FAILURE TO FILE
A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

UNLESS THE COURT ORDERS OTHERWISE, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTOR BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM THE FOLLOWING: (A) ASSERTING ANY SUCH CLAIM AGAINST THE DEBTOR OR ITS ESTATE OR PROPERTY THAT (I) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED OR (II) IS OF A DIFFERENT NATURE OR CLASSIFICATION THAN ANY SUCH CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM IN THIS SUBPARAGRAPH (A) BEING REFERRED TO IN THIS NOTICE AS AN "UNSCHEDULED CLAIM"); OR (B) VOTING ON, OR RECEIVING DISTRIBUTIONS

UNDER, ANY CHAPTER 11 PLAN IN THE DEBTOR'S CHAPTER 11 CASE IN RESPECT OF AN UNSCHEDULED CLAIM.

PROCEDURE FOR FILING PROOFS OF CLAIM

Any Entity asserting a General Claim must: (a) deliver a completed, signed original proof of claim, together with any accompanying or supporting documentation, (i) to Donlin, Recano & Company, Inc., Re: Bestwall LLC, 6201 15th Avenue, Brooklyn, New York 11219 if delivered by hand delivery or by courier service or (ii) to Donlin, Recano & Company, Inc., Re: Bestwall LLC, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219 if delivered by mail; or (b) electronically using the interface available on Donlin Recano's website at <https://www.donlinrecano.com/Clients/bw/FileClaim>, so as to be **actually received**, in each case, no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. **Any proof of claim submitted by facsimile or electronic mail will not be accepted and will not be deemed filed until the proof of claim is submitted by one of the methods described in this paragraph.**

You may use the Official Bankruptcy Form No. 410 to file General Claims. Alternatively, you may use (and copy as necessary), the proof of claim form included with this Notice (the "**Proof of Claim Form**"), which form substantially complies with Official Bankruptcy Form No. 410 and has been approved by the Court for use in this case.

All filed proof of claim forms must: (a) be written in English; (b) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on the Petition Date; (c) conform substantially with the Proof of Claim Form; (d) set forth with specificity the legal and factual basis for the alleged claim; and (e) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code also must: (a) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date; and (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted. Proofs of claim must include all supporting documentation required by Bankruptcy Rules 3001(c) and 3001(d) and the relevant proof of claim form (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available, including a copy of any written document that forms the basis of the General Claim or, for secured General Claims, evidences that the alleged security interest has been perfected.

Proofs of claim will be deemed filed only when actually received by Donlin Recano. If you wish to receive acknowledgement of Donlin Recano's receipt of your proof of claim, you also must submit to Donlin Recano by the applicable Bar Date and concurrently with your original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope. Claimants who submit proofs of claim through Donlin Recano's website interface will receive an email confirmation of such submissions.

THE DEBTOR'S SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtor. To determine if and how you are listed on the Schedules, please refer to the Debtor's Schedules. Copies of

the Schedules may be viewed free of charge on the Donlin Recano website for this chapter 11 case at <https://www.donlinrecano.com/Clients/bw/Static/SOALS>. In addition, electronic copies of all documents filed in the Debtor's chapter 11 case, including the Bar Date Order, may be obtained free of charge at Donlin Recano's website for the Debtor's chapter 11 case, <https://www.donlinrecano.com/Bestwall>, or for a fee on the Court's website, <http://ecf.ncwb.uscourts.gov>.

RESERVATION OF RIGHTS

The Debtor reserves the right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend, modify or supplement the Schedules. Nothing contained in this Notice or the Bar Date Order shall preclude the Debtor from objecting to any claim, whether scheduled or filed, on any grounds.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact Donlin Recano at (212) 771-1128 or (877) 864-5058 (toll free). You also may contact Donlin Recano by email at bestwallinfo@donlinrecano.com or by writing to Donlin, Recano & Company, Inc., Re: Bestwall LLC, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219. The claims register for the Debtor will be available for review during normal business hours in Donlin Recano's offices at 6201 15th Avenue, Brooklyn, New York 11219. Additional copies of the proof of claim form that you should use may be obtained by calling Donlin Recano or by downloading such proof of claim form from Donlin Recano's website, at <https://www.donlinrecano.com/Clients/bw/Static/ProofOfClaim>.

YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: _____, 2018

BY ORDER OF THE COURT

Garland S. Cassada (NC Bar No. 12352)
David M. Schilli (NC Bar No. 17989)
Andrew W.J. Tarr (NC Bar No. 31827)
ROBINSON, BRADSHAW & HINSON, P.A.
101 North Tryon Street, Suite 1900
Charlotte, North Carolina 28246
Telephone: (704) 377-2536
Facsimile: (704) 378-4000
E-mail: gcassada@robinsonbradshaw.com
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Gregory M. Gordon (TX Bar No. 08435300)
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JONES DAY
2727 North Harwood Street, Suite 500
Dallas, Texas 75201
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Facsimile: (214) 969-5100
E-mail: gmgordon@jonesday.com
dbprieto@jonesday.com
(Admitted *pro hac vice*)

Jeffrey B. Ellman (GA Bar No. 141828)
Brad B. Erens (IL Bar No. 06206864)
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bberens@jonesday.com
(Admitted *pro hac vice*)

ATTORNEYS FOR DEBTOR
AND DEBTOR IN POSSESSION

EXHIBIT B

Proof of Claim Form

Instructions for Proof of Claim

As modified from Official Form 410 of the United States Bankruptcy Court

These instructions and definitions generally explain the law. In certain circumstances, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157, and 3571.

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed, which was November 2, 2017.**
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.**
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**
- **A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.

- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped, self-addressed envelope and a copy of the proof of claim form with the submission of the claim. Claimants who submit proofs of claim through Donlin, Recano & Company, Inc.'s website interface will receive an email confirmation of such submissions. You may view a list of filed claims in this case by visiting Donlin, Recano & Company, Inc.'s website at <https://www.donlinrecano.com/bestwall>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503. A claim under 11 U.S.C. § 503(b)(9) for the value of goods received by the debtor in the ordinary course of business within 20 days *before* the commencement of the bankruptcy case also has the priority of an administrative expense, and may be asserted through the proof of claim form.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101(13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include taxes and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to privacy on the *Proof of Claim* form and any attached documents.

Do not file these instructions with your proof of claim form.

Electronic copies of all pleadings or other documents filed in this case may be obtained free of charge at <https://www.donlinrecano.com/Bestwall>, or for a fee on the Court's website, <http://ecf.ncwb.uscourts.gov>.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim.

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy administrator, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101, et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim: (a) by mail delivery to Donlin, Recano & Company, Inc., Re: Bestwall LLC, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219; or (b) by hand delivery or courier to Donlin, Recano & Company, Inc., Re: Bestwall LLC, 6201 15th Avenue, Brooklyn, New York 11219.

You may also file Proofs of Claim electronically using the interface available on Donlin Recano & Company, Inc.'s website at <https://www.donlinrecano.com/Clients/bw/FileClaim>.

Fill in this information to identify the case:

Debtor: **BESTWALL LLC**

United States Bankruptcy Court for the Western District of North Carolina

Case number: **17-31795**

Proof of Claim

Your claim is scheduled by the Debtor as:

Based on Official Form 410

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, *other than* an administrative expense under section 503(b)(9) of the Bankruptcy Code. Make a request for administrative expense claims under section 503(b)(9) of the Bankruptcy Code within this proof of claim form. Make all other requests for administrative expense claims according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed, which was **November 2, 2017**.

Part 1: Identify the Claim

<p>1. Who is the current creditor? Name and address of the creditor.</p>	<p>Name and address of the current creditor (the person or entity to be paid for this claim): _____</p> <p>Other names the creditor used with the debtor: _____</p>	
<p>2. Has this claim been acquired from someone else?</p>	<p><input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____</p>	
<p>3. Where should notices and payments to the creditor be sent?</p> <p>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</p>	<p>Where should notices to the creditor be sent?</p> <p>Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Contact Phone: _____ Contact Email: _____</p>	<p>Where should payments to the creditor be sent? (if different)</p> <p>Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Contact Phone: _____ Contact Email: _____</p>
<p>4. Does this claim amend one already filed?</p>	<p><input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known): _____ Filed on (MM/DD/YYYY): _____</p>	
<p>5. Do you know if anyone else has filed a proof of claim for this claim?</p>	<p><input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____</p>	

Part 2: Give Information About the Claim as of the Date the Case was Filed

<p>6. Do you have any number you use to identify the debtor?</p>	<p><input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____</p>	
<p>7. How much is the claim?</p>	<p>\$ _____</p>	<p>Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).</p>
<p>8. What is the basis of the claim?</p>	<p>Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____</p>	

9. Is all or part of the claim secured? No Yes. The claim is secured by a lien on property. Real estate Motor vehicle Other (describe): _____

Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____ **Amount of the claim that is secured:** \$ _____

Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____

Amount necessary to cure any default as of the date of the petition: \$ _____ **Annual interest rate** (when case was filed): _____% Fixed Variable

10. Is this claim based on a lease? No Yes. **Amount necessary to cure any default as of the date of the petition.** \$ _____

11. Is this claim subject to a right of setoff? No Yes. **Identify the property:** _____

12. Is all or part of the claim entitled to: (i) priority under 11 U.S.C. § 507(a), or (ii) administrative expense under 11 U.S.C. § 503(b)(9)? No Yes. *Check all that apply:*

<input type="checkbox"/> The value of any goods received by the debtor within 20 days before the date of commencement of the chapter 11 case where the goods were sold to the debtor in the ordinary course of the debtor's business. 11 U.S.C. § 503(b)(9), 507(a)(2).	Amount entitled to priority
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.
 I am the creditor's attorney or authorized agent.
 I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
 I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date (MM/DD/YYYY): _____

Signature: _____

Print the name of the person who is completing and signing this claim:

First name: _____ Middle name: _____ Last name: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Contact Phone: _____ Email: _____

EXHIBIT C

Publication Notice

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re:

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795 (LTB)

NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM

GENERAL BAR DATE IS DECEMBER 4, 2018 AT 5:00 P.M., EASTERN TIME

PLEASE TAKE NOTICE OF THE FOLLOWING:

On _____, 2018, the United States Bankruptcy Court for the Western District of North Carolina (the "Court") entered an order [Docket No. ___] (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the above-captioned chapter 11 case of Bestwall LLC (the "Debtor"). Electronic copies of all documents filed in the Debtor's chapter 11 case, including the Bar Date Order, may be obtained free of charge at <https://www.donlinrecano.com/Bestwall>, or for a fee on the Court's website, <http://ecf.newb.uscourts.gov>.

By the Bar Date Order, the Court established **December 4, 2018 at 5:00 p.m., prevailing Eastern Time** (the "General Bar Date"), as the general deadline for all Entities, including Governmental Units, to file proofs of claim in the Debtor's chapter 11 case for all claims against the Debtor that arose or are deemed to have arisen prior to November 2, 2017, including claims arising under section 503(b)(9) of title 11 of the United States Code (the "Bankruptcy Code"), except as otherwise provided in the Bar Date Order and expressly excluding Asbestos Claims (as defined below). As described therein, the Bar Date Order also establishes different bar dates for certain categories of claims.

Except as provided herein, the General Bar Date applies to all General Claims against the Debtor. **Please review the Bar Date Order for instructions on how to file a proof of claim in the Debtor's chapter 11 case.** All proofs of claim must be received by the General Bar Date in order to be accepted as timely.

KEY DEFINITIONS

As used in this Notice, the term "**General Claim**" shall mean any Claim that arose, or is deemed to have arisen prior to November 2, 2017, other than an Asbestos Claim.

As used in this Notice, the term "**Asbestos Claim**" means any claim (as defined in section 101(5) of the Bankruptcy Code) for costs or damages, including with respect to bodily

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.

injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtor is alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to asbestos or asbestos-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtor; or (b) any materials present at any premises owned, leased, occupied or operated by any entity for whose products, acts, omissions, business or operations the Debtor has, or is alleged to have, liability. Asbestos Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever. Asbestos Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Asbestos Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Asbestos Claims, or (b) any claim by any present or former employee of a predecessor or affiliate of the Debtor for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer.

As used in this Notice, the terms "**Entity**," "**Governmental Unit**," "**affiliate**" and "**Claim**" or "**claim**" have the meanings given to them under section 101 of the Bankruptcy Code.

WHO MUST FILE A PROOF OF CLAIM

The following Entities must file proofs of claim on or before the General Bar Date: (a) any Entity (i) whose prepetition General Claim against the Debtor is not listed in the Debtor's schedules of assets and liabilities or statement of financial affairs [Docket Nos. 155, 156] (collectively, the "Schedules") or is listed as "disputed," "contingent" or "unliquidated" and (ii) that desires to participate in the Debtor's chapter 11 case or share in any distribution in the chapter 11 case; and (b) any Entity that (i) believes its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount other than that identified in the Schedules. If it is unclear from the Schedules whether your prepetition General Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its General Claim is accurately listed therein.

PROOFS OF CLAIM NOT REQUIRED TO BE FILED BY THE GENERAL BAR DATE

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date: (a) any Entity holding or asserting an Asbestos Claim; (b) any Entity that already has properly filed a proof of claim against the Debtor in accordance with (i) the procedures described in the Bar Date Order or (ii) Rule 3001-1 of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North

Carolina; (c) any Entity (i) whose General Claim against the Debtor is not listed as disputed, contingent or unliquidated in the Schedules and (ii) that agrees with the nature, classification and amount of its General Claim as identified in the Schedules; (d) any Entity whose claim against the Debtor previously has been allowed by, or paid pursuant to, an order of the Court; (e) any of the Debtor's non-debtor affiliates who may have a claim against the Debtor; and (f) any Entity holding or asserting an administrative expense claim against the Debtor under sections 503(b) and 507(a)(2) of the Bankruptcy Code, except that any administrative priority claims under section 503(b)(9) of the Bankruptcy Code must be filed by the General Bar Date.

**CONSEQUENCES OF FAILURE TO FILE
A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

EXCEPT AS OTHERWISE ORDERED BY THE COURT, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTOR BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE OR THE BAR DATE ORDER SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM THE FOLLOWING: (A) ASSERTING ANY SUCH CLAIM AGAINST THE DEBTOR OR ITS ESTATE OR PROPERTY THAT (I) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED OR (II) IS OF A DIFFERENT NATURE OR CLASSIFICATION THAN ANY SUCH CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM IN THIS SUBPARAGRAPH (A) BEING REFERRED TO IN THIS NOTICE AS AN "UNSCHEDULED CLAIM"); OR (B) VOTING ON, OR RECEIVING DISTRIBUTIONS UNDER, ANY CHAPTER 11 PLAN IN THE DEBTOR'S CHAPTER 11 CASE IN RESPECT OF AN UNSCHEDULED CLAIM.

ADDITIONAL INFORMATION

For additional information regarding the filing of a proof of claim, you may contact Donlin Recano at (212) 771-1128 or (877) 864-5058 (toll free). You also may contact Donlin Recano by email at bestwallinfo@donlinrecano.com or by writing to Donlin, Recano & Company, Inc., Re: Bestwall LLC, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219. The claims register for the Debtor will be available for review during normal business hours in Donlin Recano's offices at 6201 15th Avenue, Brooklyn, New York 11219. Copies of the proof of claim form that you should use may be obtained by calling Donlin Recano or visiting Donlin Recano's website, at:

<https://www.donlinrecano.com/Clients/bw/Static/ProofOfClaim>.

YOU ARE ENCOURAGED TO CAREFULLY REVIEW THE BAR DATE ORDER AND RELATED MATERIALS ON THE DONLIN RECANO WEBSITE. YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: _____, 2018

BY ORDER OF THE COURT

EXHIBIT D

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 (LTB)

**ORDER (I) ESTABLISHING BAR DATES AND
RELATED PROCEDURES FOR FILING PROOFS OF CLAIM
OTHER THAN WITH RESPECT TO ASBESTOS PERSONAL INJURY
CLAIMS AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

This matter coming before the Court on the *Motion of the Debtor for an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other Than With Respect to Asbestos Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof* (the "Motion");² the Court having reviewed the Motion and having heard 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 have the meanings given to them in the Motion.

finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iv) notice of the Motion and the Hearing was sufficient under the circumstances and no further notice is necessary and (v) the relief requested in the Motion is in the best interests of the Debtor, its estate and its creditors; and after due deliberation, 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. As used herein, (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code and (d) the term "affiliate" has the meaning given to it in section 101(2) of the Bankruptcy Code.
3. As used herein, the term "Asbestos Claim" means any claim (as defined in section 101(5) of the Bankruptcy Code) for costs or damages, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtor is alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to asbestos or asbestos-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtor; or (b) any materials present at any premises owned, leased, occupied or operated by any entity for whose products, acts, omissions, business or operations the Debtor has, or is alleged to have, liability.

Asbestos Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever. Asbestos Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Asbestos Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Asbestos Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtor for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer.

4. Except as otherwise provided in this Order, all entities (including, without limitation, individuals, partnerships, corporations, trusts and governmental units) that wish to assert a claim against the Debtor that arose or is deemed to have arisen prior to the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code, but *excluding* any Asbestos Claims, must file a proof of claim in accordance with the procedures described herein so that such proof of claim is actually *received* by the Debtor's claims and noticing agent Donlin, Recano & Company, Inc. ("Donlin Recano") on or before **5:00 p.m., prevailing Eastern Time, on December 4, 2018** (the "General Bar Date"). The General Bar Date shall be identified in the Bar Date Notice and the Publication Notice.

5. The forms of the Bar Date Notice, the Proof of Claim Form and the Publication Notice attached to the Motion as Exhibit A, Exhibit B and Exhibit C, respectively, and the manner of providing notice of the bar dates established by this Order (collectively, the "Bar Dates"), are approved in all respects pursuant to Bankruptcy Rules 2002(a)(7) and 2002(l). The form and manner of notice of the Bar Dates approved herein (a) are reasonable and adequate and (b) fulfill the notice and other due process requirements of the Bankruptcy Code, the Bankruptcy Rules and applicable law. As such, the Debtor is authorized to serve the Bar Date Notice Package and publish the Publication Notice in the manner described herein.

6. As soon as practicable, but in any event no later than five business days after the entry of this Bar Date Order, the Debtor, through Donlin Recano, shall provide actual notice of the Bar Dates by mailing the Bar Date Notice and the Proof of Claim Form (together, the "Bar Date Notice Package") by first class United States mail, postage prepaid to: (a) all holders of claims listed on the Schedules, excluding holders of Asbestos Claims; (b) all counterparties to executory contracts and unexpired leases listed in the Schedules; (c) the Internal Revenue Service; (d) the Securities and Exchange Commission; (e) the taxing and other regulatory entities for the jurisdictions in which the Debtor owns property; (f) the Office of the United States Attorney for the Western District of North Carolina; (g) all entities that have requested notices pursuant to Bankruptcy Rule 2002 in the Chapter 11 Case as of the date of entry of this Bar Date Order; (h) the Debtor's equity holder; (i) all other entities listed on the Debtor's matrix of creditors, except holders of Asbestos Claims; and (j) counsel to any of the foregoing, if known. The Debtor, through Donlin Recano, also will mail the Bar Date

Notice Package to the Bankruptcy Administrator, the members of the Asbestos Committee and the Future Claimants' Representative, and the respective counsel to the foregoing.

7. In the event that: (a) one or more Bar Date Notice Packages are returned by the post office, necessitating a mailing to a new address; (b) certain parties acting on behalf of parties in interest decline to forward the Bar Date Notice Packages to such parties in interest and instead return their names and addresses to Donlin Recano for direct mailing; or (c) additional potential holders of General Claims become known to the Debtor, the Debtor may make supplemental mailings of the Bar Date Notice Package up to and including the date that is 23 days in advance of the applicable Bar Date, with any such supplemental mailings being deemed timely.

8. As part of the Bar Date Package, the Debtor shall mail a Proof of Claim Form to the parties receiving the Bar Date Notice. For holders of potential General Claims listed in the Schedules, the Proof of Claim Form mailed to such entities shall state, along with the claimant's name, whether the Debtor has scheduled the creditor's General Claim in the Schedules and, if so, whether the claimant's General Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. If a General Claim is listed in the Schedules, the dollar amount of the claim (as listed in the Schedules) also will be identified on the Proof of Claim Form. In the event of any conflict between the claim information included in the Proof of Claim Form and the information provided in the Schedules, the Schedules shall control.

9. Except as otherwise provided herein, the following entities must file a proof of claim in the Chapter 11 Case on or before the General Bar Date:

- (a) any entity (i) whose prepetition General Claim against the Debtor is not listed in the Debtor's

Schedules or is listed as disputed, contingent or unliquidated and (ii) that desires to participate in the Chapter 11 Case or share in any distribution in the Chapter 11 Case; and

- (b) any entity that (i) believes that its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedules.

10. The following entities shall not be required to file proofs of claim in the Chapter 11 Case on or before the General Bar Date:

- (a) any entity holding or asserting an Asbestos Claim, as defined herein;
- (b) any entity that already has properly filed a proof of claim against the Debtor in accordance with (i) the procedures described herein or (ii) Rule 3001-1 of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina;
- (c) any entity (i) whose General Claim against the Debtor is not listed as disputed, contingent or unliquidated in the Schedules and (ii) that agrees with the nature, classification and amount of its General Claim as identified in the Schedules;
- (d) any entity whose claim against the Debtor previously has been allowed by, or paid pursuant to, an order of the Court;
- (e) any entity holding or asserting a claim allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the Chapter 11 Case (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- (f) any of the Debtor's non-debtor affiliates who may have a claim against the Debtor.

11. All administrative claims under section 503(b) of the Bankruptcy Code, *other than* claims under section 503(b)(9) of the Bankruptcy Code, must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim. Notwithstanding the foregoing, the filing of a proof of claim form as provided herein shall be deemed to satisfy the procedural requirements for the assertion of any administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

12. Any entity asserting claims arising from or relating to the Debtor's rejection of an executory contract or unexpired lease pursuant to an order of this Court that is entered prior to confirmation of a plan of reorganization in the Chapter 11 Case is required to file a proof of claim, as provided herein, so that it is received by Donlin Recano on or before the later of: (a) the General Bar Date; and (b) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days after the effective date of rejection of such executory contract or unexpired lease (the "Rejection Bar Date").

13. The Debtor retains the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, priority, liability, classification or otherwise; (b) subsequently designate any claim as disputed, contingent or unliquidated; and (c) otherwise amend, modify or supplement the Schedules. If the Debtor amends or modifies the Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of any General Claim against the Debtor, the affected claimant may file a timely proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of (a) the General Bar Date or (b) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant (the "Amended Schedule Bar Date"). By contrast, if (a) the

amendment to the Schedules improves the amount or treatment of a previously scheduled or filed General Claim and (b) the affected claimant previously was served with a notice of the Bar Dates, the affected claimant may not file additional claims or amend a related previously filed proof of claim by the Amended Schedule Bar Date. If the Debtor amends or modifies its Schedules with respect to any claim that the Debtor states has been satisfied, such paid creditor shall not be required to file a proof of claim with respect to the satisfied claim. Notwithstanding the foregoing, nothing contained herein precludes the Debtor from objecting to any claim, whether scheduled or filed, on any grounds.

14. Entities holding a direct or indirect ownership interest in the Debtor need not file a proof of interest on or before the General Bar Date.

15. Unless the Court orders otherwise, pursuant to sections 105(a) and 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in the Chapter 11 Case pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Bar Date Order with respect to a particular claim against the Debtor, but that fails to do so by the applicable Bar Date, shall be forever barred, estopped and enjoined from:

(a) asserting any such claim against the Debtor or its estate or property that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or classification than any such claim identified in the Schedules on behalf of such entity (any such claim under this subsection (a), an "Unscheduled Claim"); or (b) voting on, or receiving distributions under, any chapter 11 plan in the Chapter 11 Case in respect of an Unscheduled Claim.

16. For any proof of claim to be validly and properly filed, a claimant must deliver a completed, signed original of the Proof of Claim Form (or an Official Form No. 410),

together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d), to Donlin Recano at (a) Donlin, Recano & Company, Inc., Re: Bestwall LLC, 6201 15th Avenue, Brooklyn, New York 11219 if by hand delivery or courier service or (b) Donlin, Recano & Company, Inc., Re: Bestwall LLC, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219 if by mail, so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. Alternatively, entities may file proofs of claim and the required accompanying documentation electronically using the interface available on Donlin Recano's website at <https://www.donlinrecano.com/Clients/bw/FileClaim> by 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. ***Proofs of claim submitted by facsimile or e-mail shall not be accepted.*** Proofs of claim shall be deemed filed when actually received by Donlin Recano.

17. All filed proofs of claim must: (a) be written in English; (b) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on the Petition Date; (c) conform substantially with the Proof of Claim Form; (d) set forth with specificity the legal and factual bases for the alleged claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation), including a copy of any written document that forms the basis of the General Claim or evidences that an alleged security interest has been perfected, or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code also must: (a) include the value of the goods delivered to and received by the Debtor in the 20 days prior to

the Petition Date; and (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted.

18. If a creditor wishes to receive acknowledgement of Donlin Recano's receipt of a proof of claim, the creditor also must submit to Donlin Recano by the applicable Bar Date and concurrently with its original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope. Claimants who submit proofs of claim through Donlin Recano's website interface will receive an email confirmation of such submission.

19. Pursuant to Bankruptcy Rule 2002(l), the Debtor shall cause notice of the Bar Dates in substantially the form of the Publication Notice to be published once within ten business days of the entry of the Bar Date Order, or as soon as practicable thereafter, in each of the Publications. Publication of such notice in the Publications in accordance herewith is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates.

20. The Debtor and Donlin Recano are authorized and empowered to take such steps and perform such actions as may be necessary to implement and effectuate the terms of this Order.

21. The entry of this Order is without prejudice to the right of the Debtor to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein (including holders of Asbestos Claims) must file proofs of claim or interest.

22. The Court shall retain jurisdiction over all matters arising out of 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