

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: :
PADDOCK ENTERPRISES, LLC. : Case No. 20-10028 (LSS)
: :
Debtor.¹ : **Hearing Date: March 16, 2020 at 10:30 a.m.**
: **Objections Due: March 9, 2020 at 4:00 p.m.**

**UNITED STATES TRUSTEE’S MOTION FOR AN ORDER
DIRECTING THE APPOINTMENT OF AN EXAMINER**

Andrew R. Vara, the United States Trustee for Regions 3 and 9 (the “U.S. Trustee”), through his counsel, moves the Court for entry of an order pursuant to 11 U.S.C. § 1104(c)(1) or 11 U.S.C. § 1104(c)(2) directing the appointment of an examiner (the “Motion”) and respectfully represents as follows:

PRELIMINARY STATEMENT

The Debtor, formerly Owens-Illinois, Inc., has stated that the “primary purpose” of this case is to address its asbestos liabilities, which arise from certain products manufactured before 1958. *See* Declaration of David J. Gordon, President and Chief Restructuring Officer of the Debtor in Support of Chapter 11 Petition and First Day Pleadings, ¶ 5, D.I. 2 (the “Gordon Declaration”). In connection with this objective, the Debtor and its affiliates engaged in a series of eve-of-bankruptcy transactions generally referred to by the Debtor as a “Corporate Modernization,” which effectively separated the assets and liabilities of Owens-Illinois into different corporate entities. *Id.* at ¶ 24. The Debtor, Paddock Enterprises, LLC (“Debtor”), appears to have inherited all of Owens-Illinois’s legacy asbestos and environmental liabilities, but not its principal assets, which were transferred to a non-debtor

¹ The last four digits of the Debtor’s federal tax identification number are 0822. The Debtor’s mailing address is One Michael Owens Way, Perrysburg, Ohio 43551.

affiliate in exchange for certain contractual rights. *Id.* at ¶ 34.

The U.S. Trustee moves for the appointment of an examiner at the outset of this case because there are at least two critical, threshold factual and legal questions that will need to be resolved before this case can proceed to a plan of reorganization:

- First, as has occurred in other cases involving pre-bankruptcy intercompany transfers, an examiner should be appointed to investigate the circumstances, effectiveness, and consequences of the Corporate Modernization. Such an investigation would determine, among other things, what assets should be included in the Debtor's estate; whether there exist potential causes of action by the Debtor against its affiliates; whether certain professionals may continue to represent both the Debtor and its non-debtor affiliates; and whether any plan in this case would be confirmable.
- Second, an examiner should be appointed to investigate the Debtor's assertion that there is now an "incredible disparity" between the volume of asbestos claims currently faced by the Debtor and the volume that should have been expected based on its historical operations and claims history. Gordon Declaration ¶ 13. Because this issue appears to be directly relevant to any analysis of the Debtor's solvency, it will need to be tested in connection with any investigation of the Corporate Modernization. In addition, to the extent that the Debtor was paying questionable asbestos claims prior to bankruptcy, as the Debtor seems to imply, this assertion should be fully explored in order to ensure that the Debtor's eventual plan

contains safeguards that are adequate to protect legitimate claimants from having their recoveries diluted through the payment of invalid claims.

Even if no examiner is appointed, these issues are certain to arise at multiple junctures of this case. In particular, there are now pending several applications to approve the employment by the estate of the same professionals who appear to have formulated the Corporate Modernization, and who may currently continue to represent the Debtor's non-debtor affiliates. Because approval of those applications will require the Court to determine that those professionals are "disinterested" and do not "hold or represent an interest adverse to the estate," it would be premature to approve those applications without also making findings concerning the Corporate Modernization and the absence or existence of adverse interests between the Debtor and its affiliates.

Because it will be difficult for this case to progress meaningfully until these issues have been explored, all parties will benefit from an examination by an independent, objective third party who can efficiently and economically investigate and report on these transactions while avoiding any extensive and costly litigation that would otherwise drain the Debtor's estate and create delay. The appointment of an examiner is in the best interests of creditors and other stakeholders in this case.

The appointment of an examiner is also mandatory because the debtor's fixed, liquidated, unsecured debts, other than debts for goods and services or taxes, or owing to an insider, are likely to exceed \$5 million. Although the Debtor only recently filed its schedules listing the value of the asbestos personal injury claims as "undetermined", a portion of the Debtor's asbestos liabilities appear to consist of claims that were settled or

resolved, but not paid as of the petition date, and due to the overall magnitude of the Debtor's asbestos liabilities, it appears likely that the settled proportion of those claims alone will easily exceed the \$5 million threshold of section 1104(c)(2). *See* Petition, D.I. 1, Schedules D.I. 96.

JURISDICTION

1. The Court has jurisdiction to hear this Motion.
2. Pursuant to 28 U.S.C. § 586, the U.S. Trustee is generally charged with overseeing the administration of chapter 11 cases filed in this District. 28 U.S.C. § 586. Under Section 586 and Section 307 of the Bankruptcy Code, Congress charged the U.S. Trustee with broad responsibilities in chapter 11 cases and the standing to rise and be heard on any issue in any case or proceeding. 11 U.S.C. § 307; *see also United States Trustee v. Columbia Gas Sys., Inc. (In re Columbia Gas Sys., Inc.)*, 33 F.3d 294, 295-96 (3d Cir. 1994) (the U.S. Trustee has “public interest standing” under 11 U.S.C. § 307, which goes beyond mere pecuniary interest); *Morgenstern v. Revco D.S., Inc. (In re Revco D.S., Inc.)*, 898 F.2d 498, 500 (6th Cir. 1990) (describing the U.S. Trustee as a “watchdog”).

STATEMENT OF RELEVANT FACTS AND BACKGROUND

3. On January 5, 2020, the Debtor filed a voluntary petition for relief under chapter 11.
4. On January 16, 2020, the U.S. Trustee appointed an official committee of asbestos creditors (the “Committee”) in this case.

Asbestos-Related Liability

5. The Debtor has characterized this case as one that is primarily intended to resolve its legacy asbestos-related liabilities, which arise from products manufactured and distributed by the Debtor before 1958. Gordon Declaration at ¶ 15. As of 2019, the Debtor had disposed of over 400,000 asbestos claims and had incurred gross expenses of approximately \$5 billion for asbestos-related costs. *Id.* at ¶ 13. In recent years, payments by the Debtor on account of asbestos-related costs have generally exceeded \$100 million per year. *Id.*

6. Historically, the Debtor has avoided a “pure litigation approach” and has resolved much of its asbestos-related liability through a variety of administrative claims-handling agreements (“Administrative Claims Agreements”) between the Debtor and various law firms. Gordon Declaration at ¶ 10. The U.S. Trustee understands that although many of the claims submitted through the Administrative Claims Agreements remain unliquidated, some of those claims were settled but unpaid as of the Petition Date.²

7. In the Gordon Declaration, the Debtor explains that it is facing an increasing and puzzling disparity between its past claims’ payment history and current settlement demands:

[There is] incredible disparity between what the Debtor has historically paid, and is now being asked to pay, for Asbestos Claims, given the extent of its historical asbestos related operations. As of September 30, 2019, the Debtor

² The Administrative Claims Agreement process generally requires the submission of asbestos PI claims over a certain period of time along with cash payments if certain terms and conditions are satisfied. However, it is not yet understood at what point along the Administrative Claims Agreement process such claims become fixed, liquidated unsecured claims.

had disposed of over 400,000 Asbestos Claims, and had incurred gross expense of approximately \$5 billion for asbestos-related costs. In contrast, its total Kaylo sales for the 10-year period in which it sold the product were approximately \$40 million. Asbestos-related cash payments for 2018, 2017, and 2016 alone were \$105 million, \$110 million, and \$125 million, respectively. Although these cash payments show a modest decline, the overall volume and claimed value of Asbestos Claims asserted against the Debtor has not declined in proportion to the facts that (i) over 60 years have passed since the Debtor exited the Kaylo business, (ii) the average age of the vast majority of its claimants is now over 83 years old, (iii) these demographics produce increasingly limited opportunities to demonstrate legitimate occupational Kaylo exposures, and (iv) other recoveries are available from trusts established by other asbestos defendants. Rather, increasing settlement values have been demanded of the Debtor.

Gordon Declaration at ¶ 13.

8. “Despite having only produced Kaylo products for a fraction of the total production window, the Debtor continues to fund an outsized share of tort recoveries. This situation arises in part because the section 524(g) trust system operates independently of the tort system, which allows for plaintiffs to recover from defendants in the tort system, collect their full damages, and then collect significant damages from trusts based on evidence they subsequently submit, even when it alleges exposure to the same product.” Gordon Declaration at ¶ 9.

9. The Debtor states that the chapter 11 filing results from the fact that the “Company continues to face claims that increase in value, despite the fact that one would reasonably expect claims arising from the relevant manufacturing period to tail off and become more difficult to prove” Gordon Declaration at ¶ 15.

December 2019 Corporate Modernization

10. In December 2019, shortly before the commencement of this case, the Debtor underwent the Corporate Modernization. Gordon Declaration at ¶ 24. According to the

Debtor, the purpose of the Corporate Modernization was to structurally separate the legacy liabilities of the Debtor's predecessor, Owens-Illinois, Inc., from the active operations of Owens-Illinois, Inc.'s subsidiaries. *Id.*

11. The Corporate Modernization appears to have consisted of essentially two separate phases. In the first phase, as the result of a series of transactions pursuant to section 251(g) of the Delaware General Corporation Law, two new entities were created: (i) Paddock Enterprises, LLC (the Debtor), into which Owens-Illinois, Inc. merged, and (ii) O-I Glass, Inc., which subsequently became the Debtor's new publicly traded parent. Gordon Declaration at ¶ 25.

12. In the second phase, the Debtor distributed all the shares of capital stock of the various operating companies of which it was the parent to non-debtor O-I Glass. In return, O-I Glass entered into a Support Agreement and a Services Agreement with the Debtor, under which O-I Glass is obligated to provide funding to the Debtor for "Permitted Uses," subject to the terms of the Support Agreement. Gordon Declaration at ¶¶ 26, 28.

The Debtor's Assets and Liabilities

13. In addition to certain real estate and its rights under the Support Agreement, the Debtor has one operating non-debtor subsidiary, Meigs Investments, LLC ("Meigs")³, which manages certain properties on behalf of other affiliates of the Debtor. Gordon Declaration at ¶ 22. The Debtor has no employees. Gordon Declaration at ¶ 30. The Debtor also held approximately \$40.6 million in cash in its bank account and certain de

³ Meigs has a net book value of \$8,444,718.22 as set forth in the Debtor's Schedules (D.I. 96).

minimis assets as of the Petition Date. Gordon Declaration at ¶ 33.

14. In addition to its asbestos-related liability, the Debtor also has legacy environmental liabilities and other de minimis contested prepetition liabilities arising from pending non-asbestos-related litigation. Gordon Declaration at ¶ 34.

RELIEF REQUESTED

15. The U.S. Trustee requests the appointment of an examiner pursuant to section 1104(c) of the Bankruptcy Code to investigate and report on all facts regarding the pre-petition conduct of the Debtor and its officers, directors, professionals, and affiliates and the Corporate Modernization, as well as Debtor's historical asbestos liabilities compared to current payment demands and to determine the causes or sources of the increasing disparities reported by the Debtor. Without limitation, the U.S. Trustee requests that the examiner be directed to investigate:

- a. Whether, under Delaware law, the Debtor's purported transfer of substantially all of its assets to a newly-created affiliate was effective and in compliance with applicable law;
- b. Whether the Corporate Modernization and the subsequent filing of this case were undertaken in good faith and for a valid purpose;
- c. All facts relevant to the value of the Debtor's assets and liabilities, including the value of valid asbestos claims asserted or to be asserted against the Debtor and the legacy asbestos liabilities assumed, retained, or to be paid by the Debtor; the value of the Debtor's rights under the Support Agreement; and whether the Debtor was either insolvent or rendered insolvent at any stage of

the Corporate Modernization;

- d. Whether the distributions from the Debtor to its affiliates under the Corporate Modernization constitute a fraudulent transfer;
- e. The role and conduct of the officers, directors, and professionals of the Debtor and its affiliates in the Corporate Modernization, and whether those persons became subject to duties or held or represented interests that are adverse to the interests of the Debtor;
- f. Whether there is, as the Debtor asserts, a “disparity” between the claims currently being asserted against the Debtor as compared to the claims historically managed by the Debtor or the claims that should have been expected based on the history of the Debtor’s operations, and if so, the source and possible causes of such disparity;
- g. To the extent any such disparity exists, whether the amount of asbestos liability that the Debtor should be required to pay is more accurately reflected by historical or current litigation trends;
- h. To the extent that any such disparity is due to the payment of invalid or non-meritorious claims by the Debtor, whether additional safeguards would be needed to protect the recoveries of persons with valid claims against the Debtor, including in any plan to be proposed or in the operations of any asbestos trust to be created;
- i. Whether, based on the foregoing, the funds available to compensate persons injured by the Debtor’s products are at risk of depletion, through either the

diversion of assets or the payment of invalid claims; and

- j. Whether the Debtor will be capable of proposing a confirmable chapter 11 plan of reorganization.

16. In connection with the foregoing, the U.S. Trustee further requests that the Court grant certain additional relief authorizing the examiner to retain professionals and to conduct discovery of parties who may have relevant information concerning the above topics.

LAW, ANALYSIS, AND ARGUMENT

A. The Appointment of an Examiner Is in the Best Interests of Creditors

17. Under the facts and circumstances of this case, it is in the best interests of creditors and other interests of the estate to appoint an examiner pursuant to 11 U.S.C. § 1104(c)(1) to investigate the facts and circumstances surrounding the Corporate Modernization. Such relief has been ordered in other cases involving substantial pre-petition transfers between the debtor and its non-debtor affiliates. *See In re Caesars Entertainment Operating Co., Inc.*, No. 15-01145, Dkt. No. 675 (Mar. 12, 2015) (granting, in part, motion to appoint examiner directed to investigate pre-petition transactions between debtors, affiliates, and insiders); *In re Dynegy Holdings, LLC*, No. 11-38111, Dkt. No. 276 (Bankr. S.D.N.Y. Dec. 29, 2011) (order granting motion to appoint examiner to conduct “unfettered” examination into conduct of debtor and debtor’s affiliates in connection with pre-petition restructuring). The appointment of an examiner is appropriate here for the same reasons.

18. The Corporate Modernization raises a number of critical issues in this case,

which will need to be resolved before this case can proceed to a plan of reorganization. All parties in interest will benefit from a prompt, objective, and independent analysis of these issues at the outset of the case, which will provide clarity to all parties and allow the case to proceed as expeditiously as possible. The report filed by the examiner will enable the Court and parties in interest to evaluate the genesis of any irregularities, identify problems and potential solutions for such problems as well as claims or rights of action. Having an independent third party conduct an investigation as proposed in this Motion and provide a report would save estate funds to the extent that the examiner may be ordered to share any documents or other materials disclosed in the examiner's report, thus potentially reducing expenses of having various parties conducting the same discovery in these cases.

19. For the same reason, the Debtor's assertions about "disparities" in its current and historical liabilities and the possibility of abusive claims need to be examined. The fact that the Debtor's pre-petition settlements have not declined over time, *see* Gordon Declaration ¶ 13, could be indicia of the kind of abusive claims submission practices seen in other asbestos-related bankruptcies. *See, e.g., In re Garlock Sealing Technologies, LLC*, 504 B.R. 71 (Bankr. W.D.N.C. 2014) (holding that asbestos liability of chapter 11 debtor would be estimated at \$125 million, rather than the \$1.3 billion sought by asbestos claimants, based on findings that pre-petition settlements were unreliable as a predictor of debtor's true liability). As noted, this claims disparity may also need to be resolved in connection with any investigation of the Corporate Modernization, to the extent that the Debtor's solvency is at issue, and it may also be relevant to any determination of the Debtor's motives for seeking bankruptcy relief or good faith.

20. The U.S. Trustee is mindful that many of the creditors in this case are elderly victims of asbestos diseases who undoubtedly have a strong interest in seeing that this case is resolved and that their claims are paid as quickly as possible and that the funds available to compensate persons injured by the Debtor's products are not depleted through either the diversion of corporate assets or the payment of invalid claims. But the U.S. Trustee believes that the appointment of an examiner here will speed, rather than delay, the resolution of this case. The Debtor has not obtained consent on the terms of any plan of reorganization, and the legal and factual disputes between the Debtor and its creditors may be substantial. The appointment of an objective and independent examiner early in this case can provide clarity on many of these fundamental issues, and in so doing limit the need for time-consuming litigation and discovery that might otherwise greatly delay the negotiation or approval of a plan.

B. The Appointment of an Examiner is Mandatory in This Case

21. In addition to appointing an examiner as in the interests of creditors, an examiner also should be appointed because such appointment is mandatory under section (c)(2). Section 1104(c) of the Bankruptcy Code provides as follows:

(c) If the court does not order the appointment of a trustee under this section, then at any time before the confirmation of a plan, on request of a party in interest or the United States trustee, and after notice and a hearing, the court shall order the appointment of an examiner to conduct such an investigation of the debtor as is appropriate, including an investigation of any allegations of fraud, dishonesty, incompetence, misconduct, mismanagement, or irregularity in the management of the affairs of the debtor of or by current or former management of the debtor, if

(1) such appointment is in the interests of creditors, any equity

security holders, and other interests of the estate; or

(2) the debtor's fixed, liquidated, unsecured debts, other than debts for goods, services, or taxes, or owing to an insider, exceed \$5,000,000.

11 U.S.C. § 1104(c).

22. The appointment of an examiner under 11 U.S.C. § 1104(c)(2) is mandatory rather than discretionary once the statutory debt threshold is satisfied. *See Revco*, 898 F.2d at 500-01. In *Revco*, the Sixth Circuit held that the appointment of an examiner is mandatory under that section based on the plain meaning of the statute. *Id.* Noting the difference between subsection (b)(1) (now (c)(1)), which is discretionary, and subsection (b)(2) (now (c)(2)), which is mandatory, the court stated as follows:

Section 1104(b)(1), which governs the appointment of an examiner when the total unsecured debt is less than \$5 million, follows the language of § 1104(a) [relating to the appointment of a trustee]; in both cases the appointment is left to the bankruptcy court's discretion. The contrast with § 1104(b)(2) could not be more striking. When the total "fixed, liquidated, unsecured" debt is greater than \$5 million, the statute requires the court to appoint an examiner. [Citation omitted.] Unless § 1104(b)(2) requires the appointment of an examiner in such a case, it becomes indistinguishable from § 1104(b)(1).

Id. at 501.

23. In this case, the Debtor recently filed its schedules, and it is highly likely that the Debtor's liquidated portion of the Debtor's unsecured liabilities (particularly in the form of liquidated but unpaid tort settlements) exceed \$5 million, especially given the Debtor's representation that its total liabilities range from \$100 million to \$500 million. *See* Petition, D.I. 1. Accordingly, under 11 U.S.C. § 1104(c)(2), the appointment of an examiner is mandatory in these cases.

RESERVATION OF RIGHTS/CONCLUSION

24. The U.S. Trustee reserves any and all rights, duties, and obligations found at law, equity or otherwise to, *inter alia*, amend, revise, modify, augment, or supplement this Motion and the right to conduct discovery in connection with this Motion.

WHEREFORE the U.S. Trustee requests that this Court issue an order directing the appointment of an examiner pursuant to 11 U.S.C. § 1104(c)(2) or, alternatively, 11 U.S.C. § 1104(c)(1).

Respectfully submitted,

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REGIONS 3 & 9

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Dated: February 24, 2020

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
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PADDOCK ENTERPRISES, LLC¹ : Case No. 20-10028 (LSS)
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Debtor. : **Hearing Date: March 16, 2020 at 10:30 a.m.**
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:

CERTIFICATE OF SERVICE

I hereby certify that on February 24, 2020, I caused a copy of the Motion of the United States Trustee for an Order Directing the Appointment of an Examiner and accompanying papers and proposed form of order were caused to be served *via* regular mail, CM/ECF and/or E-mail to the following parties:

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/s/Richard L. Schepacarter
Richard L. Schepacarter
Trial Attorney

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: :
PADDOCK ENTERPRISES, LLC¹ : Case No. 20-10028 (LSS)
: :
Debtor. : Related to D.I. ____
: :

ORDER DIRECTING THE APPOINTMENT OF AN EXAMINER

This matter came before this Court for hearing on the Motion of the United States Trustee for Entry of an Order Directing the Appointment of an Examiner (the “Motion”). Due and sufficient notice of the Motion was given to interested parties in accordance with the Bankruptcy Code and Rules. Based upon the record, the Court finds that grounds exist for the appointment of an examiner under 11 U.S.C. § 1104(c). The Court further finds that the appointment of an examiner is in the interests of creditors, any equity security holders, and other interests of the estate.

Based on the foregoing and on the record in this case, it is hereby

ORDERED that the Motion is GRANTED; and

IT IS FURTHER ORDERED that the United States Trustee is directed to appoint an examiner (the “Examiner”) pursuant to 11 U.S.C. § 1104(c) as set forth in the Motion; and

IT IS FURTHER ORDERED that the Debtors and all parties in interest shall fully cooperate with the Examiner in the performance of any of the Examiner’s duties and the Investigation, and that all parties in interest shall use their respective best efforts to coordinate

¹ The last four digits of the Debtor’s federal tax identification number are 0822. The Debtor’s mailing address is One Michael Owens Way, Perrysburg, OH 43551.

with the Examiner to avoid unnecessary interference with, or duplication of, the Investigation;
and

IT IS FURTHER ORDERED, that the Examiner shall cooperate fully with any governmental agencies (such cooperation shall not be deemed a public disclosure as referenced above) including, but not limited to, any federal, state or local government agency that may be investigating the Debtors, its management or its financial condition, and the Examiner shall use best efforts to coordinate with such agencies in order to avoid unnecessary interference with, or duplication of, any investigations conducted by such agencies; and

IT IS FURTHER ORDERED that the Examiner may retain counsel and other professionals if he or she determines that such retention is necessary to discharge his or her duties, with such retention to be subject to Court approval under standards equivalent to those set forth in 11 U.S.C. § 327; and

IT IS FURTHER ORDERED that the Examiner and any professionals retained by the Examiner pursuant to any order of this Court shall be compensated and reimbursed for their expenses pursuant to the procedures established in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Committee Members Pursuant to 11 U.S.C. §§ 105(a) and 331. Compensation and reimbursement of the Examiner shall be determined pursuant to 11 U.S.C. § 330, and compensation and reimbursement of the Examiners professionals shall be determined pursuant to standards equivalent to those set forth in 11 U.S.C. § 330; and

IT IS FURTHER ORDERED that the Examiner shall have the standing of a “party-in-interest” with respect to the matters that are within the scope of the Investigation, and shall be entitled to appear and be heard at any and all hearings in these cases; and

IT IS FURTHER ORDERED that nothing in this Order shall impede the right of the United States Trustee or any other party in interest to request any other lawful relief, including but not limited to a request to further expand the scope of the Examiner's investigation, if during such investigation other relevant matters are revealed which the United States Trustee or any other party in interest believes should be brought to the attention of the Court.

Laurie Selber Silverstein, U.S.B.J.

Dated: _____

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: :
PADDOCK ENTERPRISES, LLC¹ : Case No. 20-10028 (LSS)
: :
Debtor. : **Hearing Date: March 16, 2020 at 10:30 a.m.**
: **Objections Due: March 9, 2020 at 4:00 p.m.**

**NOTICE OF MOTION OF THE UNITED STATES TRUSTEE FOR
AN ORDER DIRECTING THE APPOINTMENT OF AN EXAMINER**

PLEASE TAKE NOTICE that on February 24, 2020, Andrew R. Vara, the United States Trustee for Regions 3 & 9 (the U.S. Trustee”), filed the **United States Trustee’s Motion For An Order Directing the Appointment of an Examiner** (the “Motion”) with the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion shall be held on **Monday, March 16, 2020 at 10:30 a.m.** or as soon thereafter as counsel may be heard before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge for the District of Delaware, 824 Market Street, Sixth Floor, Courtroom No. 2, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that responses/objections to the Motion must be filed with the Clerk of the Bankruptcy Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the undersigned, so as to be received on or before **Monday, March 9, 2010 by 4:00 p.m. (Eastern Time)**.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

**ANDREW R. VARA
UNITED STATES TRUSTEE
REGIONS 3& 9**

Dated: February 24, 2020

By: /s/Richard L. Schepacarter
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