

## Objection Procedures<sup>1</sup>

1. The following Objections Procedures apply to all Disputed Claims:
  - A. **Tier I Objections**
2. Tier I Objections. “**Tier I Objections**” include Objections to Claims that:
  - (a) were filed after the Bar Date;
  - (b) are duplicates of one or more other Claims;
  - (c) have been amended or superseded by a subsequently filed Claim;
  - (d) have been formally withdrawn by the Claimant through the filing of a pleading or a court order indicating withdrawal of the claim;
  - (e) are facially defective;
  - (f) are filed against non-Debtor entities;
  - (g) are docketed in error from another chapter 11 case;
  - (h) are filed against several Debtor entities;
  - (i) have not specified the Debtor against whom the Claim has been filed;
  - (j) do not sufficiently specify the basis for the Claim or do not provide sufficient documentation of the Claim;
  - (k) are solely for the holding of equity interests;
  - (l) do not specify any amount of the Claim (other than Claims explicitly asserted as “unliquidated”);
  - (m) already have been paid or otherwise fully satisfied according to the Debtors’ books and records;
  - (n) are inconsistent with the Debtors’ books and records; and

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

- (o) are asserted for improper classification or security status, including improper priority amounts that exceed the maximum amount under section 507 of the Bankruptcy Code.

4. Tier I Objection Procedures. The following procedures apply to Tier I Objections:

- (a) Each Tier I Objection may be filed as an omnibus objection and will include a schedule (an “**Objection Schedule**”) as an exhibit, which will list all claims subject to the Objection (each, a “**Disputed Claim**”) in alphabetical order by creditor name. The Debtors may include more than 100 Claims on an Objection Schedule where such Claims were filed by the same counsel and ask for substantially the same relief.
- (b) For each Disputed Claim, the Objection Schedule will set forth:
  - (i) the official Claim number;
  - (ii) the name and notice address of the Claimant or other information identifying the Claim;
  - (iii) the asserted amount of the Claim;
  - (iv) the asserted priority or security status of the Claim;
  - (v) the Debtor against which the Claim is asserted; and
  - (vi) the proposed treatment of the Claim, including the amount, if any, which the Debtors propose as the allowed amount of the Claim.
- (c) Copies of the Claims to which the Debtors are objecting to will not be attached to the Tier I Objection.
- (d) The Objection and Objection Schedule may identify several distinct categories of objections to Disputed Claims along with detailed explanations for each such category of objections. A Disputed Claim may be subject to Objection in one or more categories, and for each Disputed Claim, the Objection Schedule will list the objection category or categories applicable to the Disputed Claim.
- (e) Each Tier I Objection, including the Objection Schedule, will be filed with the Court and served on (i) counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases (the “**Committee**”), (ii) counsel to the agent for the Debtors’ prepetition and postpetition secured lenders, and (iii) the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), and will also be posted by Kurtzman Carson Consultants (“**KCC**” or the “**Claims Agent**”) on its website. Each Tier I Objection, excluding the Objection Schedule, will be served

on the Claimant and those parties who have requested notice pursuant to Bankruptcy Rule 2002.

- (f) In addition, the Debtors will send each affected Claimant a personalized notice of objection (the “**Objection Notice**”), in substantially the form annexed as Exhibit 2 to Exhibit A.
- (g) A timely response (a “**Response**”) to the Objection must be filed with the Court and received by counsel to the Debtors and counsel to the Committee no later than 4:00 p.m. on the date that is 14 calendar days after service of the Objection Notice and Tier I Objection (inclusive of the three additional days provided under Bankruptcy Rule 9006(f)). The deadline to file a timely Response will be clearly set forth in the Objection Notice and Tier I Objection.
- (h) A hearing on a Tier I Objection will be scheduled for one of the regularly scheduled hearing dates in the Debtors’ cases that is no earlier than 21 days after service of the Tier I Objection (inclusive of the three additional days provided under Bankruptcy Rule 9006(f)) or, if no hearing date has been scheduled as of the date of service, the Debtors may request a special hearing date. The date of such hearing will be clearly stated in the Objection Notice. If Responses are timely filed and served and the Debtors determine that discovery is needed to address the Responses, the hearing may be converted into a status conference at which the Debtors may request that the Court enter a scheduling order to facilitate resolution of the objection. At the discretion of the Debtors and after notice to the affected Claimant, the hearing on a Tier I Objection may be adjourned to any subsequent hearing date in these cases.
- (i) If the Debtors determine that discovery is necessary in advance of a hearing on a Tier I Objection, the Debtors will serve notice on the affected Claimant and its counsel of record and counsel to the Committee that the scheduled hearing will be treated as a status conference during which the parties will request that the Court issue a scheduling order to facilitate dismissing or resolution of the litigation. Such notice may be incorporated into the initial agenda letter for the hearing, or may be provided by separate notice.
- (j) At the hearing on each Tier I Objection, the Debtors may submit to the Court a form of order sustaining each Tier I Objection to which the Debtors do not receive a timely, written Response. The order may also identify those Disputed Claims that the Debtors (in consultation with the Committee) and Claimant consensually resolved prior to the hearing.

5. Responses to Tier I Objections. Parties who disagree with the relief requested in a Tier I Objection are required to file a Response:

- (a) Each such Response must contain, at a minimum, the following:
  - (i) the case caption and the title of the Objection to which the Response is directed;
  - (ii) the name of the Claimant and the official number identifying the Disputed Claim(s);
  - (iii) the description and dates of any contracts or agreements that serves as the basis of the Disputed Claim(s), if applicable;
  - (iv) a description of the product, chemical or other material for which a Debtor is responsible that serves as the basis for the Disputed Claim(s), if applicable (including for all tort claims alleging injuries resulting from exposure to chemicals or other materials), and:
    - (A) the dates and location of exposure to such product, chemical or other material; and
    - (B) medical evidence connecting any alleged personal injury to the exposure to such product, chemical or other material;
  - (v) a description of any other basis for the amount of the Disputed Claim(s);
  - (vi) a concise statement setting forth the reasons why the Bankruptcy Court should not sustain the Debtors' objection to the Disputed Claim(s), including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection;
  - (vii) a declaration of a person with personal knowledge of the relevant facts that support the Response, to the extent the Response makes factual allegations; and
  - (viii) the name, address, telephone number and facsimile number of the person (who may be the Claimant or the Claimant's legal representative) to whom counsel for the Debtors should serve any reply to the Response.
- (b) The Response must be filed with the Court and served upon Debtors' counsel and Committee counsel in a manner that ensures receipt thereof by no later than 4:00 p.m., prevailing Eastern Time, on or before 14 calendar days after the date of service of the Objection (inclusive of the three additional days provided under Bankruptcy Rule 9006(f)), which deadline will be clearly set forth in the Objection Notice and the Tier I Objection.
- (c) To the extent that a Response is filed with respect to any Disputed Claim, each such claim will constitute a separate contested matter

as contemplated by Bankruptcy Rule 9014. Any order entered by the Court with respect to a Tier I Objection shall be deemed a separate order with respect to each Disputed Claim.

- (d) The Debtors and/or Committee may file a reply to any Response to a Tier I Objection (including by submitting evidence in opposition to such Response and the related Disputed Claim) no later than two business days before a hearing on the Tier I Objection.
- (e) If a Claimant who has asserted a Claim that is subject to a Tier I Objection is properly served with the Objection and Objection Notice, and that Claimant does not file and serve a timely Response in compliance with the foregoing procedures and attend the scheduled hearing on the objection (in the absence of an agreement between the Claimant and the Debtors providing otherwise), the Court may sustain the Objection without further notice to the Claimant.

## **B. Tier II Objections**

6. Tier II Objections. “**Tier II Objections**” include substantive objections that are not based, in whole or in part, on one of the Tier I Objection grounds. Tier II Objections are further divided into two sub-tiers, Tier II(A) and Tier II(B). Tier II Objections are likely to be filed by the Debtors and the Committee. Tier II(A) Objections consist of substantive objections that the Debtors or Committee, as applicable, contend raise only questions of law and may be resolved on their merits without additional fact discovery. Tier II(B) Objections consist of substantive objections that the Debtors or Committee, as applicable, have determined may require additional fact discovery. Nothing in the Objection Procedures limits, expands, or modifies any Claimant’s otherwise existing rights, if any, with respect to discovery.

7. Tier II Objection Procedures. The following procedures apply to Tier II Objections:

- (a) Each Tier II Objection will include as exhibits copies of the Claims that are the subject of the Objection, and a declaration to support the basis of the Objection.
- (b) Each Tier II Objection will be served on (i) the Claimant (with an Objection Notice); (ii) counsel to the Committee or Debtors, as applicable; (iii) the U.S. Trustee; (iv) counsel to the agent for the Debtors’ prepetition and postpetition secured lenders; and (v) those parties who have requested notice pursuant to Bankruptcy Rule 2002, and will also be posted by KCC on its website. If a Claim is voluminous, the Debtors may serve only a copy of the Claim form or cover sheet.
- (c) A timely Response must be filed with the Court and received by counsel to the Debtors and counsel to the Committee no later than

14 calendar days after service of the Tier II Objection and Objection Notice (inclusive of the three additional days provided under Bankruptcy Rule 9006(f)). The deadline to file a timely Response will be clearly set forth in the Objection Notice.

- (d) If no Response to a Tier II Objection is timely filed and served by the established deadline with respect to a Disputed Claim, the Debtors or Committee, as applicable, may submit a form of order sustaining the Objection with respect to the Disputed Claim without any further hearing.
- (e) With respect to each Tier II(A) Objection, a hearing on a Tier II(A) Objection will be scheduled to be conducted at one of the regularly scheduled hearing dates in the Debtors' cases that is no earlier than 21 days after service of the Tier II(A) Objection (inclusive of the three additional days provided under Bankruptcy Rule 9006(f)) or, if no hearing date has been scheduled as of the date of service, the Debtors or Committee, as applicable, may request a special hearing date. The date of such hearing will be clearly stated in the Objection and the Objection Notice. If timely Responses are filed and the Debtors or Committee, as applicable, determine that discovery is needed to address these Responses, the hearing may be converted into a status conference at which the Debtors or Committee, as applicable, may request that the Court enter a scheduling order to facilitate resolution of the Objection. At the discretion of the Debtors or Committee, as applicable, and after notice to the affected Claimant, the hearing on a Tier II(A) Objection may be adjourned to any subsequent hearing date in these cases.
- (f) The Debtors and Committee are permitted to file replies to any Response to a Tier II(A) Objection (including by submitting evidence in opposition to such Response and the Disputed Claim) no later than two business days before a hearing on the Tier II(A) Objection.
- (g) With respect to each Tier II(B) Objection, an initial hearing will be scheduled to be conducted at one of the regularly scheduled hearing dates in the Debtors' cases that is no earlier than 21 calendar days after service of the Tier II(B) Objection (inclusive of the three additional days provided under Bankruptcy Rule 9006(f)) or, if no hearing date has been scheduled as of the date of service, the Debtors or Committee, as applicable, may request a special hearing date. The initial hearing will be a status and scheduling conference (the "**Initial Status Conference**").

8. Responses to Tier II Objections. Parties who disagree with a Tier II Objection are required to file a Response.

- (a) Each such Response must contain, at a minimum, the following:
  - (i) A caption setting forth the name of the Court, the name of the Debtors, the case number and the title of the objection to which the Response is directed;
  - (ii) The name of the Claimant and description of the basis for the amount of the Disputed Claim;
  - (iii) A concise statement setting forth the reasons why the Court should not sustain the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant relies in opposing the Objection;
  - (iv) Any documentation or other evidence of the Disputed Claim upon which the Claimant will rely in opposing the Objection at the hearing, and whether the Claimant anticipates conducting any discovery;
  - (v) A declaration of a person with personal knowledge of the relevant facts that support the Response, to the extent the Response makes factual allegations; and
  - (vi) The name, address, telephone number and facsimile number of the person (who may be the Claimant or the Claimant's legal representative) to whom counsel for the Debtors or Committee, as applicable, should serve any reply to the Response.
- (b) The Response must be filed with the Court and served upon Debtors' counsel and Committee counsel in a manner that ensures receipt thereof by no later than 4:00 p.m., prevailing Eastern Time, on or before 14 calendar days after the date of service of the Objection and Objection Notice (inclusive of the three additional days provided under Bankruptcy Rule 9006(f)), which deadline will be clearly set forth in the Objection and the Objection Notice.
- (c) To the extent that a Response is filed with respect to any Disputed Claim, each such Disputed Claim will constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court with respect to a Tier II Objection shall be deemed a separate order with respect to each Disputed Claim.
- (d) If a Claimant whose Claim is subject to a Tier II Objection, and who is properly served with the Objection and Objection Notice,

does not file and serve a timely Response in compliance with the foregoing procedures and attend the scheduled hearing on the objection (in the absence of an agreement between the Claimant and the Debtors or Committee, as applicable, providing otherwise), the Court may sustain the objection without further notice to the Claimant.

- (e) Claimants filing a Response to a Tier II(B) Objection are required to meet and confer with the Debtors or Committee, as applicable, (either in person or telephonically) within ten calendar days after filing the Response, but in any event, at least three days before the Initial Status Conference, to discuss the preparation of an agreed scheduling order setting forth applicable discovery and briefing deadlines. If the parties reach agreement on a scheduling order, the agreed order will be presented to the Court for entry at the Initial Status Conference. If the parties are unable to reach agreement on a scheduling order, the parties may request that the Court enter a scheduling order at the Initial Status Conference.
- (f) Claimants filing a Response to a Tier II(B) Objection are required to attend the Initial Status Conference even if the Claimant and the Debtors or Committee, as applicable, reach agreement on a scheduling order. If a Claimant subject to a Tier II(B) Objection fails to both comply with the meet and confer requirements and appear at the Initial Status Conference, the Claimant will be deemed to have waived its right to conduct any discovery or to present any evidence at the hearing on the Tier II(B) Objection that was not included with or identified in its Response or Claim.