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U.S. DISTRICT COURT
EASTERN DISTRICT OF LA
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LORETTA G. WHYTE
CLERK

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF LOUISIANA

IN RE THE BABCOCK & WILCOX
CO., ET AL.

CIVIL ACTION

NO: 00-0558
Bankruptcy Case
No. 00-10992

SECTION: "R" (5)

**ORDER REGARDING DEBTORS' MOTION FOR ENTRY
OF AN ORDER ESTABLISHING A BAR DATE,
APPROVING THE PROOF OF CLAIM FORMS,
AND APPROVING THE FORM AND MANNER OF NOTICE**

Before the Court is Debtors' Motion for Entry of an Order Establishing a Bar Date; Approving the Proof of Claim Forms; and Approving the Form and Manner of Notice filed on June 1, 2000 (the "Bar Date Motion"), as modified by supplemental submissions filed thereafter. Also before the Court is a motion for clarification by the Asbestos Claimants' Committee ("Committee") regarding the Bar Date deadline. The Court, after hearing and review of all submissions rules as follows.

DATE OF ENTRY
OCT 30 2000

Fee _____
Process _____
X Filed _____
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Doc.No. 70

I. BACKGROUND AND DISCUSSION

The Court held a hearing on the Bar Date Motion on August 16, 2000. On August 18, 2000, the Debtors filed a submission reflecting the proposals made in court, and on August 21, 2000, and August 22, 2000, the Court received additional oppositions against the Bar Date Motion. The Court considered the motions, briefs, oppositions, and the arguments of counsel made at the August 16, 2000 hearing, and entered its Order and Reasons on August 25, 2000 ("August 25, 2000 Order"). That order recognized the appropriateness of entering a bar date but required modifications to Debtors' proposed proof of claim form and associated materials. On September 8, 2000, the Debtors submitted a proposed Bar Date Order, together with a submission explaining how the Debtors changed the proposed proof of claim form and certain other aspects of their bar date procedures to conform to this Court's instructions in the August 25, 2000 Order. On October 6, 2000, the Court ruled on the Debtors' submission and required further modifications to the proof of claim form and its instructions. Debtors resubmitted these materials on October 12, 2000. Pursuant to the foregoing submissions, pleadings and hearings, and in accordance with the August 25, 2000 Order, the Court finds and concludes as follows:

A. The Debtors filed these cases in the Bankruptcy Court for

the Eastern District of Louisiana on February 22, 2000. On April 17, 2000, this Court withdrew the reference of these cases from the Bankruptcy Court with respect to certain limited matters including motions to set a bar date, motions related to the procedure for notifying claimants and motions regarding the form of proofs of claim.

B. The Court has jurisdiction over the subject matter of these proceedings pursuant to 28 U.S.C. § 1334.

C. The Debtors seek to establish a bar date (the "Asbestos & Apollo/Parks Township Claims Bar Date") for filing proofs of claims by certain categories of claims defined on Exhibit A attached hereto and referred to herein as "Asbestos Personal Injury Claims"; "Asbestos Property Damages Claims"; "Derivative Asbestos Claims"; and "Apollo/Parks Township Claims." The Debtors also seek to establish a bar date (the "Settled Asbestos Claims Bar Date") for the filing of proofs of claim by claimants with "Settled Asbestos Claims," also defined on Exhibit A. The Debtors' motion to set a Settled Asbestos Claims Bar Date is before the Bankruptcy Court, and is not subject to this Order (although certain of the notices and related documents and procedures approved herein contemplate the coordination of the procedures related to the Settled Asbestos Claims Bar Date with the procedures related to the Asbestos & Apollo/Parks Township Claims Bar Date).

D. It is appropriate to set the Asbestos & Apollo/Parks Township Claims Bar Date.

E. The Debtors' third submission of the Proof of Claim Form and accompanying instructions filed in response to the Court's October 6, 2000 order conforms to that order. The form and content of the third submission of the Babcock & Wilcox Asbestos Personal Injury Proof of Claim Form and accompanying instructions attached hereto as Exhibit B are authorized by Bankruptcy Rule 3001(a) and are otherwise fair and reasonable.

F. On August 25, 2000, the Court explicitly held that the bar date would be nine months from the entry of the bar date order. That order was clear and requires no clarification. The motion for clarification is DENIED.

G. The form and content of the Babcock & Wilcox Special Claims Form attached hereto as Exhibit C are authorized by Bankruptcy Rule 3001(a) and are otherwise fair and reasonable.

H. The Debtors' proposal, set forth in the Bar Date Motion, for providing actual notice of the bar date (where addresses and names of claimants are known by the Debtors and are reasonably retrievable) by mailing a copy of the Bar Date Notice for Asbestos Claims, attached as Exhibit D, or Bar Date Notice for Apollo/Parks Township Claims, attached as Exhibit E, and a copy of the definitional guide regarding claims subject to the Bar Date,

attached hereto as Exhibit A, with all attachments and the documents as set forth herein, to (a) all persons and entities (and their attorneys known to the Debtors, if any) who have brought pre-petition or post-petition judicial, administrative or other actions or proceedings (including settlement proceedings under the settlement procedures and protocols established by the Debtors and various law firms) or otherwise initiated an action against any of the Debtors asserting an Asbestos Personal Injury Claim that has not been settled; (b) all persons and entities (and their attorneys known to the Debtors, if any) who have brought pre-petition or post-petition judicial, administrative, or other actions or proceedings or otherwise initiated an action against any of the Debtors asserting an Asbestos Property Damages Claim that has not been settled; (c) all persons or entities (and their attorneys known to the Debtors, if any) who have brought pre-petition or post-petition judicial, administrative, or other actions or proceedings or otherwise initiated an action against any of the Debtors asserting a Derivative Asbestos Claim; (d) all persons or entities (and their attorneys known to Debtors, if any) who have filed Apollo/Parks Township Claims; and (e) all known attorneys of persons who have asserted Asbestos Personal Injury Claims that have not been settled, as to whom names and addresses are not reasonably retrievable, is adequate, appropriate, and reasonably calculated

under the circumstances of these cases to provide notice of the bar date and the cases to any and all known creditors of the Debtors who have Asbestos Personal Injury Claims, Asbestos Property Damages Claims, Derivative Asbestos Claims and Apollo/Parks Township Claims. Such notice will afford such creditors the reasonable opportunity required by law to present their claims against the Debtors.

I. The Debtors' proposal that all known attorneys for persons holding Asbestos Personal Injury Claims also receive the "Notice to Attorney" in the form attached hereto as Exhibit F, which advises the attorneys that they are directed to provide the information described therein, is fair and reasonable under the facts of this case and will further assure that the claimants subject to the Bar Date will receive actual notice of the case and the bar date.

J. The Babcock & Wilcox Notice Dissemination Plan attached hereto as Exhibit G, the print notices attached hereto as Exhibits H and I, and the television notice script attached as Exhibit J are adequate, appropriate and reasonably calculated under the circumstances of these cases to provide notice of the bar date, and the cases, to any and all creditors and/or potential creditors of the Debtors, who are currently unknown, within the United States, the United States territories of Puerto Rico, Guam and the Virgin

Islands, England, Canada and the Philippines. The plan will afford such unknown claimants subject to the bar date the reasonable opportunity required by law to present their claims against the Debtors.

K. There is no basis for requiring the Debtors to send actual notice of the Asbestos & Apollo/Parks Township Claims Bar Date to persons with whom the Debtors prior to the bar date fully settled and satisfied, or rejected as invalid, an Asbestos Personal Injury Claim, Asbestos Property Damages Claim or Derivative Asbestos Claim.

L. The relief granted herein is in the best interests of the Debtors, their estates and creditors; is appropriate under the circumstances of the cases, and meets the requirements of due process and adequate notice under the United States Constitution and applicable statutes and rules of the United States.

M. The Instructions for Processing Claims attached hereto as Exhibit K are adequate, fair and reasonable, and the Debtors and Rust Consulting, as their authorized claims handling agent, are authorized to implement such instructions as set forth therein.

Accordingly, it is therefore ORDERED, ADJUDGED, and DECREED as follows:

1. The Bar Date. The bar date for filing proofs of claims asserting Asbestos Personal Injury Claims, Asbestos Property

Damages Claims, Derivative Asbestos Claims and Apollo/Parks Township Claims against the Debtors, as defined on Exhibit A attached hereto, is hereby fixed as July 30, 2001, (the "Asbestos & Apollo/Parks Township Claims Bar Date"), which is nine months from the date of entry of this order.

2. Notice to Known Claimants. The Debtors and their professionals, including any professionals whose retention has been authorized by the Bankruptcy Court to aid in the implementation of such program (including specifically Rust Consulting, as the Debtors' Claims Handling Agent), are hereby directed to provide actual notice of the Asbestos & Apollo/Parks Township Claims Bar Date and copies of the proofs of claims, by posting such notice, as set forth in the Bar Date Motion, by first class mail, postage prepaid, to all known holders of Asbestos Personal Injury Claims, Asbestos Property Damages Claims, Derivative Asbestos Claims and Apollo/Parks Township Claims, as defined in the Court's Order of August 25, 2000, on or before 30 days after the later of the entry of this Order or the Settled Asbestos Claims Bar Date Order entered by the Bankruptcy Court. The Debtors shall file with the Court, on or before 45 days after the later of the entry of this Order or the Settled Asbestos Claims Bar Date Order entered by the Bankruptcy Court one or more affidavits of persons responsible for supervising such mailing and compiling the lists of known claimants' names and

addresses used in such mailing, which affidavits shall (i) describe the methodology and procedures used by the Debtors in compiling the lists used in such mailing; and (ii) attach the lists of names and addresses used in such mailing. Any party in interest may file a motion objecting to the adequacy of such lists and notice to known creditors on or before 60 days after the later of the entry of this Order or the Settled Asbestos Claims Bar Date Order entered by the Bankruptcy Court. If no objections are made on or before that date, then the mailing lists used by the Debtors in connection with such notice shall be deemed to constitute all names and addresses of known creditors of the Debtors entitled to receive such material, which were reasonably ascertainable prior to the Asbestos & Apollo/Parks Township Claims Bar Date.

3. Notice to Unknown Claimants. The Court approves the Babcock & Wilcox Notice Dissemination Plan as set forth in Exhibit G attached hereto and the print and media notices in substantially the form set forth in Exhibits H, I, and J. The Debtors and their professionals (including specifically Hilsoft Notifications) are hereby authorized and directed to take any and all actions necessary to the full implementation of the plan, including the making of expenditures necessary to implement the plan from estate funds, the placement of the advertisements contemplated in the plan, the payment for advertisements including commissions to

advertising agencies and the employment of and payment to a 1-800 response company, all without further notice, hearing or order of this court.

4. Notice to Attorneys. On or before 30 days after the later of the entry of this Order or the Settled Asbestos Claims Bar Date Order entered by the Bankruptcy Court, the Debtors shall mail to all attorneys for persons with Asbestos Personal Injury Claims, and/or Settled Asbestos Claims, which attorneys are known to the Debtors as of such date, a copy of the Notice to Attorney. Each attorney who receives such notice is hereby directed to

- (a) provide the Debtors with the current names and addresses of the holders of Asbestos Personal Injury Claims (and/or Settled Asbestos Claims) listed on such notice whom the attorney represents and any other Asbestos Personal Injury Claims (and/or Settled Asbestos Claims), not listed on such notice represented by such attorney within 15 days of receipt of the notice; and/or
- (b) on or before the bar date, provide the Debtors with a certification, by mail or hand delivery, through their counsel identified in such notice, that such attorney has contacted all claimants whom he/she represents regarding their rights to assert a claim against the Debtors and their need to file a proof of claim by the Asbestos & Apollo/Parks Bar Date or the Settled Asbestos Claims Bar Date.

5. Claim Forms. The Court approves the Revised Babcock & Wilcox Asbestos Personal Injury Proof of Claim Form (Exhibit B) and the Babcock & Wilcox Special Proof of Claim Form (Exhibit C).

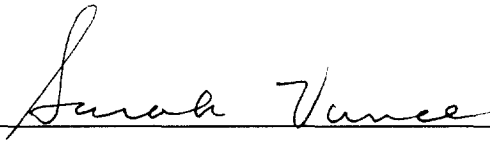
6. Effect of Bar Date. Any person holding an Asbestos

Personal Injury Claim who does not file a completed Revised Babcock & Wilcox Asbestos Personal Injury Proof of Claim Form on or before the bar date, and any person holding an Asbestos Property Damages Claim, Derivative Asbestos Claim, or Apollo/Parks Township Claim who does not file a completed Babcock & Wilcox Special Proof of Claim Form by the bar date shall be forever barred to the extent of applicable law from (a) participating in the Debtors' estates; (b) voting with respect to any plan of reorganization filed in these cases; and (c) receiving any distribution from the Debtors or any entity created pursuant to or in connection with any confirmed plan of reorganization in these cases. Further, such parties (a) to the extent of applicable law shall be bound by the terms of any confirmed plan of reorganization (including, without limitation, any provisions therein that provide the Debtors, any successor or any party under a confirmed plan with a release or discharge pursuant to 11 U.S.C. §§ 524(g) and 1141), and (b) shall not receive any further notice of the cases or the matters considered in connection therewith.

7. Effect of Order on Canadian Proceedings. This Court requests the aid and recognition of any court or judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to

the Parliament of Canada or the legislature of any province and of any other state or nation to act in aid of and to be complementary to this Court in carrying out the terms of this Court's orders in the present adversary proceeding. In particular, this Court requests the continued cooperation and assistance of the Superior Court of Justice and extends its appreciation to Mr. Justice James Farley of that court.

New Orleans, Louisiana, this 30 day of October, 2000.



SARAH S. VANCE
UNITED STATES DISTRICT JUDGE