

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

<p>-----</p> <p>In re:</p> <p>FBI WIND DOWN, INC. (f/k/a Furniture Brands International, Inc.), <i>et al.</i>,</p> <p style="text-align: right;">Debtors.<sup>1</sup></p> <p>-----</p>	<p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p>	<p>Chapter 11</p> <p>Case No. 13-12329 (CSS)</p> <p>(Jointly Administered)</p> <p>Hearing Date: 10/15/2019 at 11:00 a.m. (ET)</p> <p>Objection Deadline: 10/8/2019 at 4:00 p.m. (ET)</p>
--	--	---

**LIQUIDATING TRUSTEE’S SIXTH MOTION FOR AN ORDER EXTENDING  
THE DEADLINE TO OBJECT TO CLAIMS FILED AGAINST THE DEBTORS**

Alan D. Halperin, in his capacity as the Liquidating Trustee (the “Liquidating Trustee”) of the FBI Wind Down, Inc. Liquidating Trust (the “Liquidating Trust”), by his undersigned counsel, hereby moves (the “Motion”)<sup>2</sup> the Court for entry of an order further extending the deadline to object to claims filed against the estates of the debtors in the above-captioned chapter 11 cases (the “Debtors”), to and including December 31, 2020. In support of the Motion, the Liquidating Trustee respectfully states as follows:

**JURISDICTION**

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is properly in this district pursuant to 28 U.S.C. § 1408. The predicates for the relief requested in this Motion are section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9006(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

---

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor’s tax identification number, as applicable, are: FBI Wind Down, Inc. (7683); AT Wind Down, Inc. (7587); BFI Wind Down, Inc. (3217); BHF Wind Down, Inc. (8844); BR Wind Down, Inc. (8843); BT Wind Down, Inc. (1721); FBH Wind Down, Inc. (2837); FBO Wind Down, Inc. (4908); FBRC Wind Down, Inc. (1288); HFI Wind Down, Inc. (7484); HR Wind Down, Inc. (6125); HT Wind Down, Inc. (4378); LFI Wind Down, Inc. (5064); LHFR Wind Down, Inc. (9085); LV Wind Down, Inc. (8434); MSFI Wind Down, Inc. (7486); TFI Wind Down, Inc. (6574); THF Wind Down, Inc. (3139); and TR Wind Down, Inc. (6174).

<sup>2</sup> Capitalized terms used but not defined in this Motion have the meanings ascribed to such terms in the Plan (as defined below).

**BACKGROUND**

2. On September 9, 2013 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition under chapter 11 of the Bankruptcy Code.

3. On October 9, 2013, the Court entered an order [Docket No. 350] establishing (i) November 29, 2013, at 5:00 p.m. (Eastern Time) as the general bar date for filing proofs of claim that arose prior to the Petition Date and (ii) March 10, 2014, at 5:00 p.m. (Eastern Time) as the deadline for filing proofs of claim by governmental units. Notice of the foregoing deadlines was mailed to all parties known to the Debtors as having potential claims against the Debtors’ estates and was published in The New York Times.

4. On March 28, 2014, the Court entered an order [Docket No. 1376] establishing April 30, 2014, at 5:00 p.m. (Eastern Time) as the deadline for filing requests for the allowance of administrative expenses that arose during the period from the Petition Date through and including February 28, 2014. Notice of the administrative bar date was mailed to the Debtors’ known creditors.

5. On July 14, 2014, the Court entered an order [Docket No. 1840] (the “Confirmation Order”) (i) confirming the *Second Amended Joint Plan of Liquidation of FBI Wind Down, Inc. and Its Subsidiaries under Chapter 11 of the Bankruptcy Code* [Docket No. 1840] (as amended, the “Plan”), (ii) establishing the Liquidating Trust, and (iii) appointing the Liquidating Trustee to wind down the Debtors’ estates.

6. The Confirmation Order established September 1, 2014, at 4:00 p.m. (Eastern Time) as the deadline for filing requests for the allowance of administrative expense claims that arose during the period from March 1, 2014 through and including the Effective Date. Notice of the supplemental administrative bar date was mailed to the Debtors’ known creditors.

7. The Plan became effective on August 1, 2014 (the “Effective Date”).

8. The term of the Liquidating Trust currently is scheduled to end by no later than December 31, 2020, subject to the Liquidating Trustee’s right to see a further extension of such term. *See* Order at Docket No. 3133 (the “Trust Extension Order”).

9. Pursuant to the Confirmation Order and Plan, the Liquidating Trustee has the sole authority (a) to file, withdraw, or litigate to judgment objections to claims, (b) to settle or compromise all disputed claims, (c) to amend the Debtors’ Schedules in accordance with the Bankruptcy Code, and (d) to administer and adjust the Claims Register to reflect any settlements or compromises of claims. Pursuant to the Liquidating Trust Agreement, the Liquidating Trustee is authorized and empowered to determine which claims should be allowed.

10. Section 9.2 of the Plan provides that any objection to a Claim shall be filed and served no later than 180 days after the later of (i) the Effective Date or (ii) the date such claim is filed (the “Claims Objection Deadline”), provided the Court may extend such deadline upon a motion filed by the Liquidating Trustee in the reasonable exercise of his business judgment.

11. According to Epiq Bankruptcy Solutions, LLC, the claims agent appointed in these cases, to date nearly 5,000 claims have been filed in these cases. All proofs of claims filed in these cases are recorded on the official claims register maintained by the claims agent.

#### **PRIOR EXTENSIONS OF THE CLAIMS OBJECTION DEADLINE**

12. On January 9, 2015, the Court entered an order [Docket No. 2167] extending the Claims Objection Deadline through and including September 30, 2015.

13. On September 9, 2015, the Court entered an order [Docket No. 2622] extending the Claims Objection Deadline through and including September 30, 2016.

14. On October 14, 2016, the Court entered an order [Docket No. 2899] extending the Claims Objection Deadline through and including September 30, 2017.

15. On September 7, 2017, the Court entered an order [Docket No. 3004] extending the Claims Objection Deadline through and including September 30, 2018.

16. On September 13, 2018, the Court entered an order [Docket No. 3077] extending the Claims Objection Deadline through and including September 30, 2019.

17. Each of the foregoing orders was entered without prejudice to the Liquidating Trustee's right to seek further extensions of the Claims Objection Deadline.

### **RELIEF REQUESTED**

18. By this Motion, the Liquidating Trustee seeks entry of an order, substantially in the form annexed to this Motion as Exhibit A, further extending the Claims Objection Deadline for all claims filed against the Debtors' estates to and including December 31, 2020.

### **BASIS FOR RELIEF REQUESTED**

19. Since the Effective Date, the Liquidating Trustee and his professionals have made significant progress in reviewing and reconciling the claims filed against the Debtors' estates. As part of such review, the Liquidating Trustee among other things has filed thirteen (13) substantive omnibus claims objections and three (3) non-substantive omnibus claims objections that, collectively, objected to approximately 850 claims on various grounds. The Liquidating Trustee also has resolved all the claims objections filed by the Debtors that were pending as of the Effective Date. Additionally, the Liquidating Trustee has resolved numerous claims through settlements and consensual resolutions without the need to file a formal objection.<sup>3</sup>

---

<sup>3</sup> See, e.g., Liquidating Trustee's Motion for an Order Authorizing and Approving the Agreement with National Union Fire Insurance Company of Pittsburgh, Pa., and Its Related Insurers (filed Nov. 9, 2018 and granted by order entered on Nov. 29, 2018) [Docket Nos. 3090 and 3099].

20. The foregoing efforts collectively have resulted in millions of dollars being saved by the Liquidating Trust and, therefore, being made available for distribution to general unsecured creditors.

21. As a result of such efforts, the claims reconciliation process is now substantially completed. Out of nearly 5,000 total claims filed against the Debtors, approximately 20 claims remain to be resolved. All such claims have been reviewed by the Liquidating Trustee or his professionals and efforts have been undertaken and are ongoing to resolve all such remaining claims. In particular, with the exception of just two (2) claims, all administrative, priority and secured claims that are entitled to receive a distribution under the terms of the Plan have been paid. All Convenience Class Claims (as defined in the Plan) that are entitled to receive a distribution under the terms of the Plan have been paid the respective lump-sum distributions.

22. With respect to General Unsecured Claims, the Liquidating Trustee has made three interim distributions to holders of allowed claims. As additional General Unsecured Claims have been reconciled and become allowed, the Liquidating Trustee has made “catch up” distributions to the holders of such claims.

23. To date, holders of allowed General Unsecured Claims at each Debtor Group have now received aggregate pro rata distributions that are within or, for certain Debtor Groups, exceed the total projected pro rata distributions set forth in the Plan. Such pro rata distribution percentages are set forth in the following chart:

<b>Debtor Group</b>	<b>Plan estimated distribution (low)</b>	<b>Plan estimated distribution (high)</b>	<b>Aggregate pro rata distributions to date<sup>4</sup></b>
FBI Debtors	4.3%	6.7%	<b>5.83%</b>
Action Debtors	3.4%	4.5%	<b>4.73%</b>
Broyhill Debtors	4.5%	6.2%	<b>6.38%</b>
HDM Debtors	9.9%	13.9%	<b>11.95%</b>
Lane Debtors	6.0%	8.7%	<b>8.56%</b>
Thomasville Debtors	5.3%	7.2%	<b>7.71%</b>

24. While the Liquidating Trustee and his professionals are working to resolve the few remaining claims on a consensual basis, the Liquidating Trustee may determine in his discretion that it is necessary or appropriate to file one or more additional claims objections in order to fully resolve the remaining unresolved claims. Accordingly, the Liquidating Trustee files this Motion out of an abundance of caution and seeks to extend the current Claims Objection Deadline to and including December 31, 2020, which is the date by which the term of the Liquidating Trust currently is anticipated to end.

25. The Liquidating Trustee respectfully requests that the Court extend the Claims Objection Deadline to and including December 31, 2020, subject to the Liquidating Trustee's right to seek further extensions of such deadline as may be needed.

### **NOTICE**

26. Notice of this Motion has been provided to (i) the Office of the United States Trustee and (ii) all parties that have requested notice pursuant to Bankruptcy Rule 2002. The Liquidating Trustee submits that, in light of the nature of the relief requested, no further notice is necessary or required.

---

<sup>4</sup> At this time, the Liquidating Trustee is analyzing the potential for further pro rata distributions to holders of allowed General Unsecured Claims against one or more of the Debtor Groups. The amount and timing of any future pro rata distribution has not yet been determined.

**PRIOR REQUESTS**

27. The Liquidating Trustee has requested, and received, five prior extensions of the Claims Objection Deadline. *See* Docket. Nos. 2161, 2167, 2394, 2622, 2890, 2899, 2998, 3004, 3072, and 3077.

**CONCLUSION**

WHEREFORE, the Liquidating Trustee respectfully requests that the Court enter an order (i) further extending the Claims Objection Deadline for all claims filed against the Debtors' estates to and including December 31, 2020, without prejudice to the Liquidating Trustee's right to seek further extensions of the Claims Objection Deadline, and (ii) granting such other and further relief as the Court deems appropriate under the circumstances.

Dated: September 24, 2019  
Wilmington, Delaware

**BLANK ROME LLP**

/s/ Bryan J. Hall  
Michael B. Schaedle  
Victoria A. Guilfoyle (No. 5183)  
Bryan J. Hall (No. 6285)  
1201 Market Street, Suite 800  
Wilmington, Delaware 19801  
(302) 425-6400

-and-

**HAHN & HESSEN LLP**

Mark S. Indelicato  
Janine M. Figueiredo  
488 Madison Avenue  
New York, New York 10022  
(212) 478-7200

*Co-Counsel to Alan D. Halperin,  
Liquidating Trustee of the  
FBI Wind Down, Inc. Liquidating Trust*

In re:	Chapter 11
FBI WIND DOWN, INC. (f/k/a Furniture Brands International, Inc.), <i>et al.</i> ,	Case No. 13-12329 (CSS)
Debtors. <sup>1</sup>	(Jointly Administered)
	<b>Hearing Date: 10/15/2019 at 11:00 a.m. (ET)</b>
	<b>Objection Deadline: 10/8/2019 at 4:00 p.m. (ET)</b>

**PLEASE TAKE NOTICE** that on September 24, 2019, Alan D. Halperin, in his capacity as the Liquidating Trustee (the “Liquidating Trustee”) of the FBI Wind Down, Inc. Liquidating Trust, by the undersigned counsel, filed the Liquidating Trustee’s Sixth Motion for an Order Extending the Deadline to Object to Claims Filed Against the Debtors (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). A copy of the Motion is attached hereto.

Any responses or objections to the Motion must be (i) filed in writing with the Clerk of the Bankruptcy Court, 824 N. Market Street, Third Floor, Wilmington, Delaware 19801, on or before **October 8, 2019 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”); and (ii) served on the undersigned counsel to the Liquidating Trustee so as to be received on or before the Objection Deadline.

If an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such objection and the Motion will be held before the Honorable Christopher S. Sontchi, Chief Judge of the United States Bankruptcy Court for the District of Delaware, Fifth Floor, Courtroom 6, 824 N. Market Street, Wilmington, Delaware 19801 on **October 15, 2019 at 11:00 a.m. (prevailing Eastern Time)**.

IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's tax identification number, as applicable, are: FBI Wind Down, Inc. (7683); AT Wind Down, Inc. (7587); BFI Wind Down, Inc. (3217); BHF Wind Down, Inc. (8844); BR Wind Down, Inc. (8843); BT Wind Down, Inc. (1721); FBH Wind Down, Inc. (2837); FBO Wind Down, Inc. (4908); FBRC Wind Down, Inc. (1288); HFI Wind Down, Inc. (7484); HR Wind Down, Inc. (6125); HT Wind Down, Inc. (4378); LFI Wind Down, Inc. (5064); LHFR Wind Down, Inc. (9085); LV Wind Down, Inc. (8434); MSFI Wind Down, Inc. (7486); TFI Wind Down, Inc. (6574); THF Wind Down, Inc. (3139); and TR Wind Down, Inc. (6174).



COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 24, 2019  
Wilmington, Delaware

**BLANK ROME LLP**

/s/ Bryan J. Hall  
Michael B. Schaedle  
Victoria A. Guilfoyle (No. 5183)  
Bryan J. Hall (No. 6285)  
1201 Market Street, Suite 800  
Wilmington, Delaware 19801  
(302) 425-6400

-and-

**HAHN & HESSEN LLP**

Mark S. Indelicato  
Janine M. Figueiredo  
488 Madison Avenue  
New York, New York 10022  
(212) 478-7200

*Co-Counsel to Alan D. Halperin,  
Liquidating Trustee of the  
FBI Wind Down, Inc. Liquidating Trust*

**EXHIBIT A**

**Proposed Order**

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

In re:	:	Chapter 11
	:	
FBI WIND DOWN, INC. (f/k/a Furniture	:	Case No. 13-12329 (CSS)
Brands International, Inc.), <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. <sup>1</sup>	:	
	:	<b>Related Docket No.:</b>

**ORDER FURTHER EXTENDING THE DEADLINE  
TO OBJECT TO CLAIMS FILED AGAINST THE DEBTORS**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of Alan D. Halperin, the Liquidating Trustee of the FBI Wind Down, Inc. Liquidating Trust, for entry of an order, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9006(b), further extending the deadline to object to claims filed against the Debtors’ estates; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and upon consideration of the Motion; and the Court finding that entry of this Order is in the best interests of the Debtors’ estates, creditors, and other parties in interest; and

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's tax identification number, as applicable, are: FBI Wind Down, Inc. (7683); AT Wind Down, Inc. (7587); BFI Wind Down, Inc. (3217); BHF Wind Down, Inc. (8844); BR Wind Down, Inc. (8843); BT Wind Down, Inc. (1721); FBH Wind Down, Inc. (2837); FBO Wind Down, Inc. (4908); FBRC Wind Down, Inc. (1288); HFI Wind Down, Inc. (7484); HR Wind Down, Inc. (6125); HT Wind Down, Inc. (4378); LFI Wind Down, Inc. (5064); LHFR Wind Down, Inc. (9085); LV Wind Down, Inc. (8434); MSFI Wind Down, Inc. (7486); TFI Wind Down, Inc. (6574); THF Wind Down, Inc. (3139); and TR Wind Down, Inc. (6174).

<sup>2</sup> Capitalized terms used but not defined in this Order shall have the meaning ascribed to such terms in the Motion.

upon all of the proceedings had before the Court; and after due deliberation, and good and sufficient cause appearing therefor; IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The Claims Objection Deadline for all claims filed against the Debtors' estates is hereby extended to and including December 31, 2020, without prejudice to the Liquidating Trustee's right to seek further extensions of the Claims Objection Deadline.
3. This Court shall retain jurisdiction over all matters arising from and/or related to the interpretation and/or implementation of this Order.