

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

<p>In re:</p> <p>ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.), <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 14-12092 (CSS)</p> <p>(Jointly Administered)</p> <p>Hearing Date: January 12, 2022 at 11:45 a.m. (ET) Obj. Deadline: December 13, 2021 at 4:00 p.m. (ET)</p>
---	--

**DEBTORS' MOTION FOR AN
ORDER EXTENDING THE DEADLINES TO
OBJECT TO CLAIMS FILED AGAINST THE DEBTORS**

The above-captioned post-confirmation debtors (collectively, the “Debtors”), by and through their undersigned co-counsel, hereby move the Court for an order extending the deadlines to object to Administrative Claims, Priority Tax Claims, Priority Non-Tax Claims, Secured Claims, Secured Bank Claims, General Unsecured Claims and Vendor Claims filed against any of the Debtors (collectively, the “Claims”) in the above captioned chapter 11 cases (the “Motion”)² to and including June 30, 2022. In support of the Motion, the Debtors respectfully represent as follows:

¹ Pursuant to the Plan, each of the Debtors in these cases were substantively consolidated into one of the following two entities, along with the last four digits of their federal tax identification number, AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) (7857) and WR Liquidation, Inc. (f/k/a White Rose Inc.) (1833). On July 11, 2017, the Bankruptcy Court entered an order closing the bankruptcy cases of AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) (7857); NK Liquidation, Inc. (f/k/a Nell’s, Inc.) (1195); Co-Op Agency Inc. (4081); AL Liquidation, Inc. (f/k/a Associated Logistics, Inc.) (1506); RT Liquidation Corp. (f/k/a Rose Trucking Corp.) (2630); WRSC Liquidation Corp. (f/k/a WR Service Corp.) (5698); WRSC II Liquidation Corp. (f/k/a WR Service II Corp.) (9444); WRSC V Liquidation Corp. (f/k/a WR Service V Corp.) (4224); and White Rose Puerto Rico, LLC (4914). D.I. 4233. The Court ordered that the lead Debtor case, ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.) (3683) remain open and all docket entries be made in that case, notwithstanding the fact that ADI Liquidation, Inc. is now part of AW Liquidation, Inc. The Debtors’ address is ADI Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.), c/o Alan D. Halperin, Debtors’ Representative, Halperin Battaglia Benzija, LLP, 40 Wall Street – 37th Floor, New York, NY 10005.

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan (as defined below).

BACKGROUND

1. On September 9, 2014 (the “Petition Date”), the Debtors filed voluntary petitions in this Court commencing cases for relief under Chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

2. On December 17, 2014, the Court entered an Order (the “Bar Date Order”) (I) Fixing Bar Dates for Filing Certain Proofs of Claim Pursuant to Fed. R. Bankr. P. 3003(c)(3) and Local Rule 2002-1(e) and (II) Approving the Form and Manner of Notice of the Bar Dates. [D.I. 1208], which set the following deadlines to file claims:

- a. General Bar Date (including 503(b)(9) claims and secured setoff claims): February 6, 2015 at 4:00 p.m. (ET)
- b. Governmental Bar Date: March 9, 2015 at 4:00 p.m. (ET).

3. On August 11, 2016, the Debtors filed the *Debtors’ Second Amended Chapter 11 Plan of Liquidation* [D.I. 3155] (as amended, the “Plan”).

4. On September 30, 2016, the Plan was confirmed pursuant to the *Order Confirming Debtors’ Modified Second Amended Chapter 11 Plan of Liquidation* [D.I. 3679].

5. On November 21, 2016, the Effective Date of the Plan occurred [D.I. 3918].

6. Pursuant to the Plan and Confirmation Order, the Court fixed the original Administrative Claims Bar Date as the date thirty (30) days following the Effective Date (December 21, 2016).

7. Pursuant to the Plan and Confirmation Order, the original deadline for the Debtors’ Representative or any party in interest to object to Administrative Claims was forty-five (45) days following the Administrative Claims Bar Date, or February 4, 2017 (the “Administrative Claims Objection Deadline”).

8. Pursuant to the Plan and Confirmation Order, the original deadline for filing objections to claims other than Administrative Claims and Professional Fee Claims was the later of: (i) one hundred and eighty days (180) after the Effective Date (May 22, 2017) or (ii) one hundred and eighty days (180) after the filing of a proof of claim for, or request for payment of, such Claim or such later date as the Court may order (the “General Claims Objection Deadline”, and with the Administrative Claims Objection Deadline, the “Claim Objection Deadlines”).

9. By prior orders of the Court the Claim Objection Deadlines have periodically been extended and the current Claim Objection Deadline is December 31, 2021.³

10. According to Epiq Systems, Inc., the Court approved claims agent (the “Claims Agent”), to date, more than 7,300 Claims have been filed and scheduled in these cases. All proofs of claims, including administrative and general unsecured claims, received in these cases are recorded on the official claims register maintained by the Claims Agent.

11. Pursuant to the Confirmation Order and Plan, the Debtors were authorized and empowered to, among other things, determine which Claims should be allowed and prosecute objections to any Disputed Claims.

JURISDICTION, VENUE AND STATUTORY PREDICATES

12. This Court has jurisdiction over this Motion under 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 statutory predicates for the relief sought herein are 11 U.S.C. § 105(a) and Rule 9006(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

³ Pursuant to Rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the filing of this Motion automatically extends the Objection Deadline until the Court acts on the Motion.

RELIEF REQUESTED

13. By this Motion, the Debtors seek the entry of an order, substantially in the form annexed hereto as **Exhibit A**, extending the Claims Objection Deadlines to and including June 30, 2022, without prejudice to seek a further extension if appropriate.

BASIS FOR RELIEF

14. Since the Effective Date, the Debtors' Representative and his professionals have been engaged in a wide range of activities related to the wind down of the Debtors' estates, and in the last several months following entry of the most recent extension order the Debtors' Representatives and his professionals have: (a) reviewed, reconciled and made catch-up and second interim distributions to holders of Allowed Claims, (b) continued to compile w-9 forms for all creditors, (c) obtained consensual resolutions with various creditors holding significant claims, (d) conducted an exhaustive analysis to match scheduled claims to filed claims to avoid creditors receiving duplicate distributions, (e) prepared, filed and prosecuted claim objections, (f) collected assets and moneys owed from certain third parties, (g) filed tax returns and administratively dissolved from jurisdictions where feasible, (h) responded to various governmental and creditor inquiries, (i) amended the Debtors' schedules, and (j) handled various other wind down issues. Additionally, the Debtors have completed three interim distributions and a final distribution⁴ such that the aggregate recovery to general unsecured creditors has been 35.939% with respect to Allowed AWI General Unsecured Claims and 17.577% with respect to Allowed WR General Unsecured Claims. Additionally, the Debtors have completed the Vendor Distribution which provided for an additional 2.59% distribution to creditors classified as

⁴ The Debtors Representative anticipates that there may be a supplemental final distribution for certain claimants as a result of (a) certain recoveries which have recently come into the estate, (b) certain creditors failing to deposit their distribution checks and forfeiting their claims pursuant to the terms of the Plan, and (c) wind down costs coming in lower than budgeted.

Vendors under the Plan. At the present time, the Debtors are in the process of reconciling their bank accounts following the final distributions and pursuing certain remnant assets of the estates.

15. As part of the claims review and reconciliation process, the Debtors' Representative and his professionals have resolved a number of contested claims and have made significant distributions to creditors, including payment in full to all allowed secured, administrative and priority claims. Additionally, the Debtors' Representative believes he has resolved all of the Claims asserted against the estates. Notwithstanding the fact that the Debtors' Representative believes the claims review process has been completed, an extension of the Claims Objection Deadlines is necessary in the event the Debtors' Representative learns an additional basis for objecting to any claim.⁵ At the present time, the Debtors' Representative does not anticipate filing any further claim objections, but believes all creditors' rights would be prejudiced if the Debtors' Representative was foreclosed from asserting valid objections by allowing the Objection Deadline to expire before a Final Decree is obtained. Accordingly, the Claims Objection Deadlines should be further extended to and including June 30, 2022 to permit the orderly and efficient administration of the Debtors' estates and final distribution of its assets.

⁵ Such additional basis to object to claim may include (without limiting the basis on which to object to claims) the failure of certain filed and scheduled claims to be matched resulting in duplicative claims, or the transfer of claims which resulted in a claims not being properly reflected on the Claims Register, or any other basis which may arise.

16. As this process continues, and during the proposed extension period, the Debtors' Representative anticipates that he will complete the final supplemental distributions and move the Court for a Final Decree and seek related relief to close these cases. However, the Debtors' Representative reserves the right to seek further extensions of the Claim Objection Deadlines if deemed necessary.

NOTICE

17. 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 Debtors respectfully submit that, in light of the nature of the relief requested, no further notice is necessary or required.

NO PRIOR REQUEST

18. Other than prior extension requests extending the Claims Objection Deadlines through December 31, 2021, no previous request for the relief sought herein has been made to this or any other court.

19. The Debtors submit that this Motion does not present novel issues of law requiring the citation to any authority, other than the statutes and rules cited above, and, accordingly, submit that no separate memorandum of law is necessary.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto as **Exhibit A**, (i) extending the Claims Objection Deadlines for all Claims filed against the Debtors through and including June 30, 2022 and (ii) granting such other and further relief as the Court deems appropriate under the circumstances.

Dated: November 29, 2021
Wilmington, DE

**TROUTMAN PEPPER HAMILTON
SANDERS LLP**

/s/ Evelyn J. Meltzer
David B. Stratton (DE Bar No. 960)
Evelyn J. Meltzer (DE Bar No. 4581)
Hercules Plaza, Suite 5100
1313 N. Market Street
Wilmington, DE 19899-1709
(302) 777-6500
(302) 421-8390 (Fax)
strattond@pepperlaw.com
meltzere@pepperlaw.com

-and-

**THOMPSON COBURN HAHN &
HESSEN LLP**

Mark T. Power (admitted *pro hac vice*)
Janine Figueiredo (admitted *pro hac vice*)
Joseph Orbach (admitted *pro hac vice*)
488 Madison Avenue
New York, NY 10022
(212) 478-7200
(212) 478-7400 (Fax)
mpower@hahn Hessen.com
jfigueiredo@hahn Hessen.com
jorbach@hahn Hessen.com

Co-Counsel for Debtors' Representative