

PLEASE CAREFULLY REVIEW THIS OBJECTION AND PLEASE REVIEW EXHIBITS A AND B ATTACHED HERETO TO LOCATE YOUR NAME AND CLAIM(S)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ROME DIVISION**

In re:) **Chapter 11**
)
) **Case No. 16-41504-PWB**
ASTROTURF, LLC,)
)
) **Debtor.**)
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**DEBTOR’S FOURTH OMNIBUS OBJECTION TO CLAIMS SEEKING TO
DISALLOW, EXPUNGE, REDUCE OR RESTATE CERTAIN CLAIMS AS SET FORTH
IN EXHIBITS A AND B: (A) REDUCED CLAIMS AND
(B) WARRANTY CLAIMS**

AstroTurf, LLC (the “Debtor”) files this *Fourth Omnibus Objection to Claims Seeking to Disallow, Expunge, Reduce or Restate Certain Claims as Set Forth in Exhibits A and B: (A) Reduced Claims and (B) Warranty Claims* (this “Objection”). In support of this Objection, the Debtor respectfully states as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this case and this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(B). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409(a).

2. The statutory predicates for the relief requested herein are Section 502(b) of Title 11 of the United States Code (“Bankruptcy Code”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).



Background Facts

3. On June 28, 2016 (the “Petition Date”), the Debtor filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.

4. The factual background relating to the Debtor’s commencement of this case is set forth in detail in the *Declaration of Sean M. Harding in Support of First Day Motions and Applications* filed on the Petition Date and incorporated herein by reference.

5. As of the date of the filing of this objection, no request has been made for the appointment of a trustee.

6. An official committee of unsecured creditors (the “Committee”) was appointed in this case on July 7, 2016, and the Committee has retained counsel and a financial advisor.

Claims Background

7. On July 22, 2016, the Debtor filed with the Court its schedule of assets and liabilities and statement of financial affairs. [Docket Nos. 127, 128.]

8. Pursuant to the *Order Establishing a Bar Date for Filing Proofs of Claim and Approving Bar Date Notice and Procedures*, dated August 16, 2016 [Docket No. 213] (the “Bar Date Order”), the Court established October 18, 2016, as the bar date for filing proofs of claim against the Debtor’s estate (the “Bar Date”). The Bar Date Order approved the manner of notice of the Bar Date (the “Bar Date Notice”) and provided that each proof of claim should conform substantially with Form B10 (Official Form No. 10) (the “Proof of Claim Form”).

9. On August 18, 2016, the Debtor’s notice and claims agent Kurtzman Carson Consultants LLC (“KCC”) caused the Bar Date Notice to be served on the Creditor Matrix in this case. [Docket No. 219.]

10. According to the official register of claims maintained by KCC, as of February 8, 2017, approximately 77 proofs of claim (the “Proofs of Claim,” and the claims asserted therein, the “Claims”) have been filed against the Debtor in this case. The Proofs of Claim have an approximate face amount of \$150 million.

11. On February 21, 2017, the Debtor filed the *Debtor’s Motion for Entry of an Order Pursuant to 11 U.S.C. § 105(a) and Rule 3007 of the Federal Rules of Bankruptcy Procedure Authorizing the Filing of Omnibus Claims Objections on Certain Additional Grounds* [Docket No. 353]. On February 27, 2017, the Court entered the *Order Pursuant to 11 U.S.C. § 105(a) and Rule 3007 of the Federal Rules of Bankruptcy Procedure Authorizing the Filing of Omnibus Claims Objections on Certain Additional Grounds* [Docket No. 358] (the “Omnibus Order”).

12. On February 14, 2017, the Debtor filed the following documents:

- i. *Debtor’s First Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure Seeking to Disallow, Expunge, Reduce or Restate Certain Satisfied or Partially Satisfied Claims as Set Forth in Exhibit A* [Docket No. 342];
- ii. *Debtor’s Second Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure Seeking to Disallow and Expunge Certain Amended Claims as Set Forth in Exhibit A* [Docket No. 344];
- iii. *Debtor’s Third Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure Seeking to Disallow and Expunge Certain Late Filed Claims as Set Forth in Exhibit A* [Docket No. 346]; and
- iv. *Declaration of Sean M. Harding in Support of the Debtor’s First Three Omnibus Claims Objections* [Docket No. 348].

13. Contemporaneously with the filing of this Objection, the Debtor filed the *Declaration of Sean M. Harding in Support of the Debtor’s Fourth Omnibus Claims Objection* (the “Harding Declaration”).

363 Sale Order

14. On August 12, 2016, the Court entered the *Order (A) Approving Asset Purchase Agreement and Authorizing the Sale of Assets of the Debtor Outside the Ordinary Course of Business, (B) Authorizing the Sale of Assets Free and Clear of all Liens, Claims, Encumbrances and Interests, (C) Authorizing the Assumption and Sale and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Granting Related Relief* [Docket No. 202] (the “Sale Order”). Among other things, the Sale Order authorized the Debtor to sell substantially all of its assets, with such sale to be in accordance with the terms and conditions of that certain Asset Purchase Agreement, dated as of June 27, 2016, by and among APT Acquisition Construction Corp. (together with its permitted successors and assigns, the “Purchaser”), APT Acquisition Corp. and the Debtor (as amended or modified from time to time and including all related instruments, documents, exhibits, schedules, and agreements thereto, collectively, the “Sale Agreement”). Pursuant to Section 2.3 of the Sale Agreement, the Purchaser agreed, effective at the time of the Closing (as defined in the Sale Agreement), to assume, pay, perform and discharge, promptly when payment or performance is due or required, certain enumerated liabilities and obligations of the Debtor or the Business (as defined in the Sale Agreement) (the “Assumed Liabilities”). (See Docket No. 15, Exhibit C.) The Assumed Liabilities include, but are not limited to, all liabilities of Debtor arising from any warranty issued by Debtor to any of its customers (the “Warranty Liabilities”), whether such liabilities are known or unknown and whether asserted before or after the Closing Date (as defined in the Sale Agreement). (See *id.*) The Closing of the purchase and sale of the Purchased Assets (as defined in the Sale Agreement) and the assumption of the Assumed Liabilities occurred on August 19, 2016. (Harding Decl. ¶ 7.)

Relief Requested

15. As part of the claims reconciliation process, the Debtor and its advisors have identified particular Proofs of Claim that should be disallowed, expunged, reduced and/or restated. By this Objection, the Debtor hereby objects to:

- a. each Proof of Claim listed in Exhibit A attached hereto (the “Reduced Claims”) because each such Proof of Claim asserts a Claim that is in excess of the amount reflected in the Debtor’s books and records; and
- b. each Proof of Claim listed in Exhibit B attached hereto (the “Warranty Claims”) because each such Proof of Claim asserts a claim that constitutes an Assumed Liability for which the Debtor is not liable.

(The Proofs of Claim that are the subject of this Objection, as set forth in this paragraph, are hereinafter referred to as the “Disputed Claims”.)

16. With respect to the Reduced Claims, each row entitled “Remaining Amount” in Exhibit A attached hereto indicates the amount of the Claim remaining after the reduction of the Proof of Claim by the “Contested Amount”. (Harding Decl. ¶ 8.) Accordingly, the Debtor requests that the Court reduce these Claims to the amounts listed in the rows entitled “Remaining Amount”. If a “Remaining Amount” for a Proof of Claim is listed as “\$0.00”, the Debtor requests that the Court disallow and expunge such Proof of Claim in its entirety.

17. The Debtor requests that the Court disallow and expunge the Warranty Claims.

Basis for Relief

18. Pursuant to Section 502(a) of the Bankruptcy Code, a filed proof of claim is deemed allowed, unless a party in interest objects thereto. *See* 11 U.S.C. § 502(a). Section 502(b) of the Bankruptcy Code provides that “if such objection to a claim is made, the court, after notice and a hearing, shall determine the amount of such claim” *See* 11 U.S.C. § 502(b). Bankruptcy Rule 3007 requires that an objection to a proof of claim be made in writing, and that the claimant be provided with not less than thirty days’ notice of the hearing to

be held in respect of such objection. *See* Fed. R. Bankr. P. 3007(a). Objections of up to one hundred claims may be joined in an omnibus objection if such objections are based on the grounds that the claims should be disallowed, in whole or in part, for any of eight enumerated reasons, including: (a) “they duplicate other claims”; (b) “they have been amended by subsequently filed proofs of claim”; (c) “they were not timely filed”; (d) “they have been satisfied or released during the case in accordance with the Code, the applicable rules, or a court order”; and (e) “they are interests, rather than claims”. *See* Fed. R. Bankr. P. 3007(d)–(e).

19. Pursuant to the Omnibus Order, the Debtor is authorized to file omnibus objections to Claims on certain additional grounds, including that: (a) the amount of the Claim is inconsistent with the Debtor’s books and records and (b) the Proof of Claim seeks recovery of amounts for which the Debtor is not liable because such amounts have been assumed by the Purchaser pursuant to the Sale Order. (Omnibus Order ¶ 2.)

A. The Reduced Claims

20. The Reduced Claims in Exhibit A attached hereto were asserted in amounts in excess of the amounts reflected in the Debtor’s books and records. If the Reduced Claims are not reduced to the amounts listed in the rows entitled “Remaining Amount” in Exhibit A, the parties that filed these Proofs of Claim will receive distributions in excess of the underlying liability represented by such Proofs of Claim. (Harding Decl. ¶ 9.)

21. Accordingly, the Debtor requests that the Court reduce each Reduced Claim to the amount listed in the corresponding row entitled “Remaining Amount” in Exhibit A. If a “Remaining Amount” for a Proof of Claim is listed as “\$0.00” in Exhibit A, the Debtor requests that the Court disallow and expunge such Proof of Claim in its entirety.

22. The Debtor hereby reserves its rights to object to the “Remaining Amount” portion of any of the Reduced Claims on any and all applicable grounds.

B. The Warranty Claims

23. Pursuant to the Sale Order and Section 2.3 of the Sale Agreement, the Purchaser agreed, effective at the time of the Closing (as defined in the Sale Agreement), to assume, pay, perform and discharge, promptly when payment or performance is due or required, the Assumed Liabilities, including the Warranty Liabilities. Moreover, paragraph BB of the Sale Order expressly states that after the Closing, “the Debtor shall have no liability whatsoever with respect to the Assumed Liabilities.” The Closing occurred on August 19, 2016. (Harding Decl. ¶ 7.) The Warranty Claims listed in Exhibit B assert Claims that constitute Warranty Liabilities for which the Debtor is no longer liable. If the Warranty Claims are not disallowed and expunged as set forth in Exhibit B, the parties that filed these Proofs of Claim will receive distributions on account of a Claim for which the Debtor is no longer liable. (Harding Decl. ¶ 10.)

24. Accordingly, the Debtor respectfully requests that the Court disallow and expunge each Warranty Claim in its entirety.

Reservation of Rights

25. In the event that any of the Disputed Claims are not disallowed, expunged, reduced or restated (as applicable) on the grounds asserted herein, the Debtor hereby reserves its rights to object to such Proofs of Claim on any other grounds. Additionally, the Debtor expressly reserves the right to amend, modify, or supplement the objections asserted herein and to file additional objections to the Proofs of Claim or any other claims that may be asserted against the Debtor.

Notice

26. Notice of this Objection has been given to: (a) all parties on the master service list; (b) the holders of the Disputed Claims; and (c) if known, counsel to any of the holders of the Disputed Claims. The Debtor respectfully submits that such notice is sufficient and proper under the circumstances and that no other or further notice is required.

Conclusion

WHEREFORE the Debtor requests that the Court: (a) sustain this Objection; (b) enter an order substantially in the form of the order attached hereto as Exhibit 1 sustaining this Objection and providing that the Disputed Claims shall be disallowed, expunged, reduced or restated (as applicable); and (c) grant such other and further relief as the Court deems just and proper.

Dated: February 28, 2017
Atlanta, Georgia

Respectfully submitted,

KING & SPALDING LLP

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Counsel for the Debtor in Possession

EXHIBIT 1

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ROME DIVISION**

In re:)	Chapter 11
)	
)	Case No. 16-41504-PWB
ASTROTURF, LLC,)	
)	
Debtor.)	
)	
)	
)	
)	

**ORDER SUSTAINING DEBTOR’S FOURTH OMNIBUS OBJECTION TO CLAIMS
SEEKING TO DISALLOW, EXPUNGE, REDUCE OR RESTATE CERTAIN CLAIMS
AS SET FORTH IN EXHIBITS A AND B: (A) REDUCED CLAIMS AND
(B) WARRANTY CLAIMS**

This matter is before the Court on the *Debtor’s Fourth Omnibus Objection to Claims Seeking to Disallow, Expunge, Reduce or Restate Certain Claims as Set Forth in Exhibits A and B: (A) Reduced Claims and (B) Warranty Claims* (the “Objection”) of AstroTurf, LLC (the “Debtor”). All capitalized terms used but not defined herein shall have the meanings given to them in the Objection.

The Court has considered the Objection and the matters reflected in the record of the hearing held on the Objection on [_____], 2017. It appears that the Court has jurisdiction over this proceeding; that notice of the Objection has been given to all parties on the master service list, the holders of the Disputed Claims and, if known, counsel to any of the holders of the Disputed Claims; that no further notice of the Objection is necessary; that this is a core proceeding; that the relief sought in the Objection is in the best interests of the Debtor, its estate, and its stakeholders; and that good and sufficient cause exists for such relief.

Accordingly, it is hereby ORDERED as follows:

1. The Objection [Docket No. ___] is hereby SUSTAINED in its entirety as set forth herein.

2. Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed in Exhibit A attached hereto (*i.e.*, the “Reduced Claims”) is hereby reduced to the amount set forth in the corresponding row entitled “Remaining Amount” in Exhibit A. To the extent the “Remaining Amount” for a Proof of Claim is listed as “\$0.00” in Exhibit A, such Claim is hereby disallowed and expunged in its entirety.

3. The Debtor’s rights to object to the “Remaining Amount” portion of any Proof of Claim listed in Exhibit A on any and all applicable grounds are hereby preserved.

4. Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed in Exhibit B attached hereto (*i.e.*, the “Warranty Claims”) is disallowed and expunged in its entirety.

5. The Debtor, KCC, and the Clerk of the Court are authorized to take all such actions as are necessary and appropriate to implement and effectuate the terms of this Order.

6. Nothing set forth in this Order shall be construed as, or shall in any way constitute, a waiver of the Debtor’s rights to assert any objections to any Claims or Proofs of Claim, including those identified in Exhibits A and B attached hereto, on any other grounds whatsoever, and all such rights of the Debtor are hereby preserved.

7. This Order shall be a final order with respect to each of the Disputed Claims as if each Disputed Claim had been individually objected to.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

9. Counsel to the Debtor is directed to (a) serve a copy of this Order on all parties on the master service list, the holders of the Disputed Claims and, if known, counsel to any of the holders of the Disputed Claims within three business days of the entry of this Order; and (b) file a certificate of service with the Clerk of the Court.

[END OF DOCUMENT]

Prepared and presented by:

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EXHIBIT A

Schedule of Reduced Claims

Fourth Omnibus Claim Objection
See page 6 of the foregoing objection.

Exhibit A
Reduced Claims

In Re AstroTurf, LLC
Case No. 16-41504

	Claim #	Date Filed	Name of Creditor	Secured	Administrative	Priority	Unsecured	Total
Claim Filed:	3	8/1/2016	Target Products Ltd	\$0.00	\$0.00	\$0.00	\$126,819.20	\$126,819.20
Contested Amount:				\$0.00	\$0.00	\$0.00	\$19,374.56	\$19,374.56
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$107,444.64	\$107,444.64
Claim Filed:	7	8/29/2016	United Way of Northwest Georgia	\$0.00	\$0.00	\$0.00	\$2,076.20	\$2,076.20
Contested Amount:				\$0.00	\$0.00	\$0.00	\$2,076.20	\$2,076.20
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	8	8/29/2016	S&H Trucking & Excavating, LLC	\$0.00	\$0.00	\$0.00	\$266,713.00	\$266,713.00
Contested Amount:				\$0.00	\$0.00	\$0.00	\$266,713.00	\$266,713.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	11	9/6/2016	Mark J Waugh	\$0.00	\$0.00	\$0.00	Blank	Blank
Contested Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	12	9/6/2016	Axess International Inc	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Contested Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	15	08/26/2016	Good To Go	\$0.00	\$0.00	\$0.00	\$715.20	\$715.20
Contested Amount:				\$0.00	\$0.00	\$0.00	\$715.20	\$715.20
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	19	09/12/2016	Allison & Partners	\$0.00	\$0.00	\$0.00	\$3,462.50	\$3,462.50
Contested Amount:				\$0.00	\$0.00	\$0.00	\$3,462.50	\$3,462.50
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	22	09/16/2016	J.Smith Lanier & Co. - Chattanooga	\$0.00	\$2,498.00	\$0.00	\$9,863.00	\$12,361.00
Contested Amount:				\$0.00	\$2,498.00	\$0.00	\$4,137.00	\$6,635.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$5,726.00	\$5,726.00
Claim Filed:	23	9/19/2016	liaaa,C/O Bryce Barton	\$0.00	\$0.00	\$0.00	\$325.00	\$325.00
Contested Amount:				\$0.00	\$0.00	\$0.00	\$325.00	\$325.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	27	9/23/2016	Sports Construction Management, Inc.	\$0.00	\$0.00	\$0.00	\$43,003.27	\$43,003.27
Contested Amount:				\$0.00	\$0.00	\$0.00	\$26,575.69	\$26,575.69
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$16,427.58	\$16,427.58
Claim Filed:	28	9/26/2016	Sports Labs USA	\$0.00	\$0.00	\$0.00	\$1,750.00	\$1,750.00
Contested Amount:				\$0.00	\$0.00	\$0.00	\$1,750.00	\$1,750.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	33	9/30/2016	TPK Inc	\$0.00	\$0.00	\$0.00	\$59,730.63	\$59,730.63
Contested Amount:				\$0.00	\$0.00	\$0.00	\$22,375.25	\$22,375.25
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$37,355.38	\$37,355.38

Fourth Omnibus Claim Objection
See page 6 of the foregoing objection.

Exhibit A
Reduced Claims

In Re AstroTurf, LLC
Case No. 16-41504

	Claim #	Date Filed	Name of Creditor	Secured	Administrative	Priority	Unsecured	Total
Claim Filed:	38	10/7/2016	Federation Internationale de Hockey	\$0.00	\$0.00	\$0.00	\$50,601.33	\$50,601.33
Contested Amount:				\$0.00	\$0.00	\$0.00	\$50,601.33	\$50,601.33
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	43	10/12/2016	Michael Donnelly	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Contested Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	55	10/18/2016	Federal Insurance Company	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Contested Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	57	10/18/2016	ACE American Insurance Company	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Contested Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	59	10/18/2016	TPK Inc	\$0.00	\$0.00	\$0.00	\$32,791.00	\$32,791.00
Contested Amount:				\$0.00	\$0.00	\$0.00	\$32,791.00	\$32,791.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	73	11/10/2016	NACDA	\$0.00	\$0.00	\$0.00	\$3,775.00	\$3,775.00
Contested Amount:				\$0.00	\$0.00	\$0.00	\$3,775.00	\$3,775.00
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim Filed:	75	11/18/2016	Sunbelt Rentals	\$0.00	\$0.00	\$0.00	\$39,951.11	\$39,951.11
Contested Amount:				\$0.00	\$0.00	\$0.00	\$26,362.35	\$26,362.35
Remaining Amount:				\$0.00	\$0.00	\$0.00	\$13,588.76	\$13,588.76

EXHIBIT B

Schedule of Warranty Claims

Fourth Omnibus Claim Objection
See page 7 of the foregoing objection.

Exhibit B
Warranty Claims

In Re AstroTurf, LLC
Case No. 16-41504

	Claim #	Date Filed	Name of Creditor	Secured	Administrative	Priority	Unsecured	Total
Claim to be Disallowed:	6	8/29/2016	Vista Unified School District	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	18	9/12/2016	Belle Vernon Area High School	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim to be Disallowed:	21	9/13/2016	Crawford Central School District	\$0.00	\$0.00	\$0.00	\$258,692.50	\$258,692.50
Claim to be Disallowed:	25	9/19/2016	Live Oak High School	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claim to be Disallowed:	32	9/29/2016	Washington Nationals Baseball Academy, Inc.	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	34	9/30/2016	Starfire Sports Complex	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	41	10/11/2016	School District of Haverford Township	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	44	10/14/2016	Holy Cross, College of the	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	46	10/14/2016	Northville Public Schools	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	49	10/17/2016	ASTRO Corporation	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	50	10/17/2016	The Regents of the University of Michigan	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	51	10/17/2016	Dartmouth College	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	52	10/17/2016	Los Angeles Unified School District (LAUSD)	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	56	10/18/2016	Ohio University	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	61	10/18/2016	Spring Lake Public Schools	\$0.00	\$0.00	\$0.00	\$1,101,568.00	\$1,101,568.00
Claim to be Disallowed:	62	10/18/2016	Spooky Nook	\$0.00	\$0.00	\$0.00	\$1,908,121.50	\$1,908,121.50
Claim to be Disallowed:	64	10/19/2016	Dodge City	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	65	10/19/2016	County of Union	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED
Claim to be Disallowed:	66	10/21/2016	Refugio High School	\$0.00	\$0.00	\$0.00	UNLIQUIDATED	UNLIQUIDATED

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ROME DIVISION**

In re:)	Chapter 11
)	
)	Case No. 16-41504-PWB
ASTROTURF, LLC,)	
)	
Debtor.)	
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**DECLARATION OF SEAN M. HARDING IN SUPPORT OF DEBTOR’S FOURTH
OMNIBUS CLAIMS OBJECTION**

Pursuant to 28 U.S.C. § 1746, I, Sean M. Harding, hereby declare as follows:

1. I am a Senior Managing Director of FTI Consulting, Inc. (“FTI”). My business address is 1201 West Peachtree St., Suite 500, Atlanta, GA 30309. On January 4, 2016, FTI and AstroTurf, LLC (the “Debtor”) executed an engagement letter (the “Engagement Letter”) pursuant to which FTI agreed to render certain interim restructuring management services to the Debtor. On July 20, 2016, the Court entered an order authorizing FTI to render such services to the Debtor (the “FTI Order”). [Docket No. 117.] Pursuant to the Engagement Letter and the FTI Order, I am currently the Debtor’s Chief Restructuring Officer.

2. Contemporaneously with the filing of this Declaration, the Debtor filed the *Fourth Omnibus Objection to Claims Seeking to Disallow, Expunge, Reduce or Restate Certain Claims as Set Forth in Exhibits A and B: (A) Reduced Claims and (B) Warranty Claims* (the “Objection”).

3. The Debtor has duly authorized me to make and submit this Declaration in support of the Objection.

4. The facts set forth in this Declaration are based upon my personal knowledge or upon records kept in the ordinary course of the Debtor's business that were reviewed by me or other employees of FTI or the Debtor under my supervision and direction. If called and sworn as a witness, I could and would testify competently to the matters set forth herein.

5. I have coordinated and supervised the Debtor's claims reconciliation process. Accordingly, I, or employees of FTI under my supervision and direction, reviewed and analyzed the Proofs of Claim¹ listed in the exhibits attached to the Objection.

363 Sale

6. Pursuant to the Sale Order, the Debtor sold substantially all of its assets to the Purchaser and the Purchaser assumed the Assumed Liabilities, including the Warranty Liabilities.

7. The Closing of the purchase and sale of the Purchased Assets and the assumption of the Assumed Liabilities occurred on August 19, 2016.

The Objection

8. With respect to the Reduced Claims, each row entitled "Remaining Amount" in Exhibit A attached to the Objection indicates the amount of the Claim remaining after the reduction of the Proof of Claim by the "Contested Amount".

A. Reduced Claims

9. The Reduced Claims in Exhibit A attached to the Objection were asserted in amounts in excess of the amounts reflected in the Debtor's books and records. If the Reduced Claims are not reduced to the amounts listed in the rows entitled "Remaining Amount" in

¹ All capitalized terms used but not defined herein shall have the meanings given to them in the Objection.

Exhibit A, the parties that filed these Proofs of Claim will receive distributions in excess of the underlying liability represented by such Proofs of Claim.

B. Warranty Claims

10. The Warranty Claims in Exhibit B attached to the Objection are comprised of Warranty Liabilities for which, following the Closing, the Debtor is no longer liable pursuant to the Sale Order. If the Warranty Claims are not disallowed and expunged as set forth in Exhibit B, the parties that filed these Proofs of Claim will receive distributions on account of a Claim for which the Debtor is no longer liable.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed on February 28, 2017.

/s/ Sean M. Harding
Sean M. Harding

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ROME DIVISION**

In re:) **Chapter 11**
)
) **Case No. 16-41504-PWB**
ASTROTURF, LLC,)
)
Debtor.)
)
)
)
)

**NOTICE OF REQUIREMENT OF RESPONSE TO DEBTOR'S FOURTH
OMNIBUS OBJECTION TO CLAIMS SEEKING TO DISALLOW,
EXPUNGE, REDUCE OR RESTATE CERTAIN REDUCED AND
WARRANTY CLAIMS; OF DEADLINE FOR FILING RESPONSE; AND
OF HEARING**

PLEASE TAKE NOTICE that AstroTurf, LLC (the "Debtor") has filed the *Debtor's Fourth Omnibus Objection to Claims Seeking to Disallow, Expunge, Reduce or Restate Certain Claims as Set Forth in Exhibits A and B: (A) Reduced Claims and (B) Warranty Claims* (the "Objection") seeking an order to disallow, expunge, reduce and/or restate (as applicable) the proofs of claim set forth on Exhibits A and B attached to the Objection.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.

If you do not want the court to grant the relief requested, or if you want the court to consider your views, then on or before April 4, 2017, you or your attorney must:

- (1) File with the court a written response, explaining your positions and views as to why your claim should be allowed as filed. The written response must be filed at the following address: Clerk, U. S. Bankruptcy Court, Room 339, 600 East First Street Rome, Georgia 30161-3187. If you mail your response to the Clerk for filing, you must mail it early enough so that the Clerk will **actually receive** it on or before the date stated above.

- (2) Mail or deliver a copy of your written response to the Objector's attorney at the address stated below. You must attach a Certificate of Service to your written response stating when, how, and on whom (including addresses) you served the response.

If you or your attorney do not file a timely response, the court may decide that you do not oppose the relief sought, in which event the hearing scheduled below may be cancelled and the court may enter an order disallowing your claim as requested without further notice and without a hearing.

If you or your attorney file a timely response, then a hearing will be held in Courtroom 1401, United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, GA 30303 at 10:00 a.m. on April 11, 2017. You or your attorney must attend the hearing and advocate your position.

Dated: February 28, 2017
Atlanta, Georgia

Respectfully submitted,

KING & SPALDING LLP

/s/ Jeffrey R. Dutson

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Counsel for the Debtor in Possession