

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |   |                         |
|--|---|-------------------------|
| In re:   | ) |                         |
| INTERNATIONAL SHIPHOLDING<br>CORPORATION, <i>et al.</i> , <sup>1</sup> | ) | Chapter 11              |
| Debtors.   | ) | Case No. 16-12220 (SMB) |
|  | ) | Jointly Administered    |

**ORDER ESTABLISHING DEADLINE FOR FILING PROOFS OF CLAIM  
AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the application of the above-captioned Debtors and Debtors in Possession (collectively, the “Debtors”), for an order, pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), fixing a deadline (the “Bar Date”) and establishing procedures for filing proofs of claim and approving the form and manner of service thereof, and it appearing that the relief requested is in the best interests of the Debtors, their estates, and creditors and that adequate notice has been given and that no further notice is necessary; and after due deliberation and good and sufficient cause appearing therefor, it is hereby

**ORDERED**, that except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a claim, as defined in Section 101(5) of the Bankruptcy Code,

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: International Shipholding Corporation (9662); Enterprise Ship Co. (9059); Sulphur Carriers, Inc. (8965); Central Gulf Lines, Inc. (8979); Coastal Carriers, Inc. (6278); Waterman Steamship Corporation (0640); N.W. Johnsen & Co., Inc. (8006); LMS Shipmanagement, Inc. (0660); U.S. United Ocean Services, LLC (1160); Mary Ann Hudson, LLC (8478); Sheila McDevitt, LLC (8380); Tower LLC (6755); Frascati Shops, Inc. (7875); Gulf South Shipping PTE LTD (8628); LCI Shipholdings, Inc. (8094); Dry Bulk Australia LTD (5383); Dry Bulk Americas LTD (6494); and Marco Shipping Company PTE LTD (4570). The service address for each of the above Debtors is 601 Poydras Street, Pan American Building, Suite 1850, New Orleans, Louisiana 70130.

against the Debtors which arose on or prior to the filing of the chapter 11 petitions on July 31, 2016 (the "Petition Date"), including, for the avoidance of doubt, a claim arising under section 503(b)(9) of the Bankruptcy Code, shall file a proof of such claim in writing or electronically on the website of the Prime Clerk LLC, the Debtors' claims and noticing agent (the "Claims and Noticing Agent"), so that it is received on or before **December 16, 2016 at 5:00 p.m. (Eastern Time)**; and it is further

**ORDERED**, that notwithstanding any other provision hereof, proofs of claim filed by governmental units (as defined in section 101(27) of the Bankruptcy Code) must be filed on or before **January 27, 2017 at 5:00 p.m. (Eastern Time)** (the date that is one hundred eighty (180) days after the date of the order for relief) (the "Governmental Bar Date" and, together with the Bar Date, the "Bar Dates"); and it is further

**ORDERED**, that the following procedures for the filing of proofs of claim shall apply:

- (a) Proofs of claim must conform substantially to Official Bankruptcy Form No. 410;
- (b) Proofs of claim must be filed either (i) electronically through the Claims and Noticing Agent's website at <https://cases.primeclerk.com/ish/EPOC-Index>, (ii) by mailing the original proof of claim form either by U.S. Postal Service mail or overnight delivery to International Shipholding Corporation Claims Processing Center, c/o Prime Clerk LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022, or (iii) by delivering the original proof of claim by hand to the United States Bankruptcy Court, Southern District of New York, Manhattan Division, One Bowling Green, Room 534, New York, NY 10004-1408;

- (c) Proofs of claim submitted by facsimile or electronic mail shall not be accepted and shall not be deemed properly filed;
- (d) Proofs of claim will be deemed filed only when received by the Claims and Noticing Agent on or before the applicable Bar Date;
- (e) Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and, (iv) be denominated in United States currency;
- (f) Proofs of claim must specify by name and case number of the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor; and it is further

**ORDERED**, that the following persons or entities need not file a proof of claim on or prior to the Bar Date:

- (a) Any person or entity that has already filed a proof of claim against the Debtors in the above-captioned cases in a form substantially similar to Official Bankruptcy Form No. 410;
- (b) Any person or entity whose claim is listed on the Schedules of Assets and Liabilities (collectively, the "Schedules") filed by the Debtors, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated"; (ii) the claimant does not disagree with the amount, nature and priority of the claim as set

forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;

- (c) Any holder of a claim that heretofore has been allowed by Order of this Court;
- (d) Any person or entity whose claim has been paid in full by any of the Debtors;
- (e) Any holder of a claim for which specific deadlines have previously been fixed by this Court;
- (f) Any Debtor having a claim against another Debtor or any of the non-debtor subsidiaries of International Shipholding Corporation having a claim against any of the Debtors; and
- (g) Any holder of a claim allowable under § 503(b) and § 507(a) (2) of the Bankruptcy Code as an expense of administration (other than a holder of a claim under §503(b)(9) of the Bankruptcy Code);
- (h) The Prepetition Secured Parties, as defined in the *Final Order (1) Authorizing Debtors to (a) Obtain Postpetition Financing, (b) Use Cash Collateral, and (c) Grant Certain Protections to Prepetition Lenders and (2) Granting Certain Related Relief* [ECF No. 180] (the "Final DIP Order"), with respect to the obligations set forth in paragraph 5 of the Final DIP Order; and it is further

**ORDERED**, that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which the order authorizing such rejection is

dated on or before the date of entry of this Order, must file a proof of claim based on such rejection on or before the Bar Date, and any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which an order authorizing such rejection is dated after the date of entry of this Order, must file a proof of claim on or before such date as the Court may fix in the applicable order authorizing such rejection; and it is further

**ORDERED**, that holders of equity security interests in the Debtors, including holders of preferred equity interests, need not file proofs of interest with respect to the ownership of such equity interests, provided, however, that if any such holder asserts a claim against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of such claim must be filed on or prior to the Bar Date pursuant to the procedures set forth in this Order; and it is further

**ORDERED**, that if the Debtors amend or supplement the Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded thirty (30) days from the date of such notice to file proofs of claim in respect of their claims and shall be given notice of such deadline; and it is further

**ORDERED**, that nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules; and it is further

**ORDERED**, that pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order by timely filing a proof of claim in appropriate form shall not be

treated as a creditor with respect to such claim for the purposes of voting and distribution; and it is further

**ORDERED**, that a copy of the notice substantially in the form annexed hereto as **Exhibit 1** (the “Bar Date Notice”) is approved and shall be deemed adequate and sufficient if served by first-class mail at least thirty-five (35) days prior to the Bar Date on:

- (a) The United States Trustee;
- (b) Counsel to each official committee, including the Official Committee of Unsecured Creditors;
- (c) All persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (d) All persons or entities that have filed claims;
- (e) All creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding claims;
- (f) All parties to executory contracts and unexpired leases of the Debtors;
- (g) All parties to litigation with the Debtors;
- (h) The Internal Revenue Service for the district in which the case is pending and, if required by Bankruptcy Rule 2002(j), the Securities and Exchange Commission and any other required governmental units (a list of such agencies is available from the Office of the Clerk of the Court); and

- (i) Counsel to the agents or lenders under the Debtor's pre-petition secured facilities;
- (j) Counsel to the unions representing the Debtors' employees and any related employee benefit plans;
- (k) All current and former employees, at their last known address;
- (l) All known holders of equity or other interests in non-Debtor subsidiaries of International Shipholding Corporation; and
- (m) Such additional persons and entities as deemed appropriate by the Debtors; and it is further

**ORDERED**, that with regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the Proof of Claim form annexed hereto as **Exhibit 2** (the "Proof of Claim Form"), indicating on the form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed); and it is further

**ORDERED**, that the Debtors shall cause the Claims and Noticing Agent to post the Bar Date Notice and the Proof of Claim Form on the website established by the Claims and Noticing Agent for these chapter 11 cases: <https://cases.primeclerk.com/ish>; and it is further

**ORDERED**, that pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish the Bar Date Notice, with any necessary modifications for ease of publication, once in the *Wall Street Journal* and in *TradeWinds* at least twenty-eight (28) days prior to the Bar Date, which

publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates; and it is further

**ORDERED**, that any person or entity who desires to rely on the Schedules will have the responsibility for determining that the claim is accurately listed in the Schedules; and it is further

**ORDERED**, that the Debtors and their Claims and Noticing Agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

**ORDERED**, that entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so.

Dated: New York, New York  
October 31<sup>st</sup>, 2016

/s/ STUART M. BERNSTEIN

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UNITED STATES BANKRUPTCY JUDGE



**Exhibit 1**

**Bar Date Notice**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |   |                         |
|--|---|-------------------------|
| In re:   | ) |                         |
| INTERNATIONAL SHIPHOLDING<br>CORPORATION, <i>et al.</i> , <sup>1</sup> | ) | Chapter 11              |
| Debtors.   | ) | Case No. 16-12220 (SMB) |
|  | ) | Jointly Administered    |

**NOTICE OF DEADLINE REQUIRING FILING PROOFS OF CLAIM**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE  
DEBTOR ENTITIES LISTED IN APPENDIX A TO THIS NOTICE:**

The United States Bankruptcy Court for the Southern District of New York (the “Court”) has entered an Order (the “Bar Date Order”) establishing **December 16, 2016 at 5:00 p.m. prevailing Eastern Time** (the “Bar Date”) as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units) to file a proof of claim against any of the debtors and debtors in possession in the above captioned cases (the “Debtors”). A list of all of the Debtors, and their respective case numbers, is attached to this Notice as Appendix A.

The Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose prior to July 31, 2016 (the “Petition Date”), the date on which the Debtors commenced cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), except for those holders of the claims listed in Section 4 below that are

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: International Shipholding, Inc. (9662); Enterprise Ship Co. (9059); Sulphur Carriers, Inc. (8965); Central Gulf Lines, Inc. (8979); Coastal Carriers, Inc. (6278); Waterman Steamship Corporation (0640); N.W. Johnsen & Co., Inc. (8006); LMS Shipmanagement, Inc. (0660); U.S. United Ocean Services, LLC (1160); Mary Ann Hudson, LLC (8478); Sheila McDevitt, LLC (8380); Tower LLC (6755); Frascati Shops, Inc. (7875); Gulf South Shipping PTE LTD (8628); LCI Shipholdings, Inc. (8094); Dry Bulk Australia LTD (5383); Dry Bulk Americas LTD (6494); and Marco Shipping Company PTE LTD (4570). The service address for each of the above Debtors is 601 Poydras Street, Pan American Building, Suite 1850, New Orleans, Louisiana 70130.

specifically excluded from the Bar Date filing requirement. Governmental units may have until January 27, 2017 at 5:00 p.m., prevailing Eastern Time (the “Governmental Bar Date” and, together with the Bar Date, the “Bar Dates”).

## **1. WHO MUST FILE A PROOF OF CLAIM**

You MUST file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim that arose prior to the Petition Date and it is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the Bar Dates applicable to those claims, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Under Section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

## **2. WHAT TO FILE**

The Debtors are enclosing a proof of claim form for use in these cases; if your claim is scheduled by the Debtors, the form also sets forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled and whether the claim is scheduled as disputed, contingent or unliquidated. You will receive a different proof of claim

form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at <https://cases.primeclerk.com/ish>.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

**Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four digits), a complete birth date (only the year), the name of a minor (only the minor's initials) or a financial account number (only the last four digits of such financial account).**

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. A list of the names of the Debtors and their case numbers is attached as Appendix A to this Notice.

### **3. WHEN AND WHERE TO FILE**

Except as provided for herein, all proofs of claim must be filed so as to be received on or before the applicable Bar Date at the following address:

**IF DELIVERED BY MAIL: IF DELIVERED BY HAND:**

International Shipholding  
Corporation Claims  
Processing Center  
c/o Prime Clerk LLC  
830 3rd Avenue, 3rd Floor  
New York, NY 10022

United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 534  
New York, NY 10004-1408

Or electronically through the Claims and Noticing Agent's website at:

<https://cases.primeclerk.com /ish/EPOC-Index>

Proofs of claim will be deemed filed only when received at the addresses listed above or filed electronically on or before the applicable Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission.

**4. WHO NEED NOT FILE A PROOF OF CLAIM**

You do **not** need to file a proof of claim on or prior to the Bar Date if you are:

(a) A person or entity that has already filed a proof of claim against the Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form No. 410;

(b) A person or entity whose claim is listed on the Debtors' Schedules of Assets and Liabilities (collectively, the "Schedules") if (i) the claim is not scheduled as "disputed," "contingent," or "unliquidated"; (ii) you do not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) you do not dispute that your claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

(c) A holder of a claim that has previously been allowed by Order of the Court;

(d) A holder of a claim that has been paid in full by any of the Debtors;

(e) A holder of a claim for which a specific deadline has previously been fixed by this Court;

(f) Any Debtor having a claim against another Debtor or any of the non-debtor subsidiaries of International Shipholding Corporation having a claim against any of the Debtors;

(g) A holder of a claim allowable under § 503(b) and § 507(a) (2) of the Bankruptcy Code as an expense of administration of the Debtor's estates (other than a claim arising under § 503(b)(9) of the Bankruptcy Code); and

(h) The Prepetition Secured Parties, as defined in the *Final Order (1) Authorizing Debtors to (a) Obtain Postpetition Financing, (b) Use Cash Collateral, and (c) Grant Certain Protections to Prepetition Lenders and (2) Granting Certain Related Relief* [ECF No. 180] (the "Final DIP Order"), with respect to the obligations set forth in paragraph 5 of the Final DIP Order.

If you are a holder of an equity interest in the Debtors, including a holder of preferred equity interests, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the Bar Date pursuant to procedures set forth in this Notice.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.

**5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

If you have a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before the date of entry of the Bar Order, you must file a proof of claim by the Bar Date. Any person or entity that has a claim arising from the rejection of an executory contract or unexpired lease, as to which the order is dated after the date of entry of the Bar Order, you must file a proof of claim with respect to such claim by the date fixed by the Court in the applicable order authorizing rejection of such contract or lease.

**6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

**ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THIS ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.**

**7. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s). If you received post-petition payments from the Debtors (as authorized by the Court)

on account of your claim, the enclosed proof of claim form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent, or unliquidated.

As set forth above, if you agree with the nature, amount and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection on the Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.gov>. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 534, New York, New York 10004-1408. Copies of the Debtors' Schedules may also be obtained by written request to Debtors' Claims and Noticing Agent, which may be contacted through following address, telephone number, and electronic form:



Address: International Shipholding Corporation Claims Processing Center  
c/o Prime Clerk LLC  
830 3rd Avenue, 3rd Floor  
New York, NY 10022

Telephone: (844) 205-4335

Electronic: <https://cases.primeclerk.com/ish/Home-SubmitInquiry>

**A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this Notice, such as whether the holder should file a proof of claim**

Dated: New York, New York  
[●], 2016

**BY ORDER OF THE COURT**

/s/ Draft  
AKIN GUMP STRAUSS HAUER & FELD LLP  
One Bryant Park  
New York, NY 10036  
Telephone: (212) 872-1000  
David H. Botter

1700 Pacific Avenue, Suite 4100  
Dallas, TX 75201  
Telephone: (214) 969-2800  
Sarah Link Schultz (admitted *pro hac vice*)  
Sarah J. Crow (admitted *pro hac vice*)

Counsel to Debtors and Debtors in Possession

**Appendix A**

**Debtors**

| <b>Debtor</b>                         | <b>Tax Identification Number</b> | <b>Case Number</b> |
|---------------------------------------|----------------------------------|--------------------|
| International Shipholding Corporation | 36-2989662                       | 16-12220 (SMB)     |
| Enterprise Ship Co.                   | 72-1299059                       | 16-12225 (SMB)     |
| Sulphur Carriers, Inc.                | 72-1198965                       | 16-12233 (SMB)     |
| Central Gulf Lines, Inc.              | 72-0388979                       | 16-12221 (SMB)     |
| Coastal Carriers, Inc.                | 80-0856278                       | 16-12222 (SMB)     |
| Waterman Steamship Corporation        | 63-0220640                       | 16-12219 (SMB)     |
| N.W. Johnsen & Co., Inc.              | 13-5658006                       | 16-12218 (SMB)     |
| LMS Shipmanagement, Inc.              | 72-1150660                       | 16-12229 (SMB)     |
| U.S. United Ocean Services, LLC       | 46-2191160                       | 16-12235 (SMB)     |
| Mary Ann Hudson, LLC                  | 26-1828478                       | 16-12230 (SMB)     |
| Sheila McDevitt, LLC                  | 26-1828380                       | 16-12232 (SMB)     |
| Tower LLC                             | 30-0516755                       | 16-12234 (SMB)     |
| Frascati Shops, Inc.                  | 63-1087875                       | 16-12226 (SMB)     |
| Gulf South Shipping PTE LTD           | 98-0118628                       | 16-12227 (SMB)     |
| LCI Shipholdings, Inc.                | 98-6008094                       | 16-12228 (SMB)     |
| Dry Bulk Australia LTD                | 98-0445383                       | 16-12224 (SMB)     |
| Dry Bulk Americas LTD                 | 98-0656494                       | 16-12223 (SMB)     |
| Marco Shipping Company PTE LTD        | 52-2044570                       | 16-12231 (SMB)     |

**Exhibit 2**

**Proof of Claim Form**

**Fill in this information to identify the case (Select only one Debtor per claim form):**

|   |   |  |
|---|---|--|
| <input type="checkbox"/> International Shipholding Corporation<br>(Case No. 16-12220) | <input type="checkbox"/> Dry Bulk Australia LTD<br>(Case No. 16-12224)        | <input type="checkbox"/> Mary Ann Hudson, LLC<br>(Case No. 16-12230)             |
| <input type="checkbox"/> N.W. Johnsen & Co., Inc.<br>(Case No. 16-12218)              | <input type="checkbox"/> Enterprise Ship Company, Inc.<br>(Case No. 16-12225) | <input type="checkbox"/> Marco Shipping Company (PTE) LTD<br>(Case No. 16-12231) |
| <input type="checkbox"/> Waterman Steamship Corporation<br>(Case No. 16-12219)        | <input type="checkbox"/> Frascati Shops, Inc.<br>(Case No. 16-12226)          | <input type="checkbox"/> Sheila McDevitt, LLC<br>(Case No. 16-12232)             |
| <input type="checkbox"/> Central Gulf Lines, Inc.<br>(Case No. 16-12221)              | <input type="checkbox"/> Gulf South Shipping PTE LTD<br>(Case No. 16-12227)   | <input type="checkbox"/> Sulphur Carriers, Inc.<br>(Case No. 16-12233)           |
| <input type="checkbox"/> Coastal Carriers, Inc.<br>(Case No. 16-12222)                | <input type="checkbox"/> LCI Shipholdings, Inc.<br>(Case No. 16-12228)        | <input type="checkbox"/> Tower LLC<br>(Case No. 16-12234)                        |
| <input type="checkbox"/> Dry Bulk Americas LTD<br>(Case No. 16-12223)                 | <input type="checkbox"/> LMS Shipmanagement, Inc.<br>(Case No. 16-12229)      | <input type="checkbox"/> U.S. United Ocean Services, LLC<br>(Case No. 16-12235)  |

# Official Form 410 Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

**Part 1: Identify the Claim**

1. **Who is the current creditor?**  
 Name of the current creditor (the person or entity to be paid for this claim) \_\_\_\_\_  
 Other names the creditor used with the debtor \_\_\_\_\_

2. **Has this claim been acquired from someone else?**  
 No  
 Yes. From whom? \_\_\_\_\_

3. **Where should notices and payments to the creditor be sent?**

|   | Where should notices to the creditor be sent?  | Where should payments to the creditor be sent? (if different)  |
|---|--|--|
| Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) | Name _____<br>Number _____ Street _____<br>City _____ State _____ ZIP Code _____<br>Contact phone _____<br>Contact email _____ | Name _____<br>Number _____ Street _____<br>City _____ State _____ ZIP Code _____<br>Contact phone _____<br>Contact email _____ |
|   | Uniform claim identifier for electronic payments in chapter 13 (if you use one):<br>_____                                      |  |

4. **Does this claim amend one already filed?**  
 No  
 Yes. Claim number on court claims registry (if known) \_\_\_\_\_ Filed on \_\_\_\_\_  
 MM / DD / YYYY

5. **Do you know if anyone else has filed a proof of claim for this claim?**  
 No  
 Yes. Who made the earlier filing? \_\_\_\_\_

**Part 2:** Give Information About the Claim as of the Date the Case Was Filed

6. **Do you have any number you use to identify the debtor?**  No  
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_ \_

7. **How much is the claim?** \$\_\_\_\_\_. **Does this amount include interest or other charges?**  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
Limit disclosing information that is entitled to privacy, such as health care information.  
\_\_\_\_\_

9. **Is all or part of the claim secured?**  No  
 Yes. The claim is secured by a lien on property.  
**Nature of property:**  
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: \_\_\_\_\_  
**Basis for perfection:** \_\_\_\_\_  
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  
**Value of property:** \$\_\_\_\_\_  
**Amount of the claim that is secured:** \$\_\_\_\_\_  
**Amount of the claim that is unsecured:** \$\_\_\_\_\_ (The sum of the secured and unsecured amounts should match the amount in line 7.)  
**Amount necessary to cure any default as of the date of the petition:** \$\_\_\_\_\_  
**Annual Interest Rate** (when case was filed) \_\_\_\_\_ %  
 Fixed  
 Variable

10. **Is this claim based on a lease?**  No  
 Yes. **Amount necessary to cure any default as of the date of the petition.** \$\_\_\_\_\_

11. **Is this claim subject to a right of setoff?**  No  
 Yes. Identify the property: \_\_\_\_\_

**12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?**

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check one:

|   |   |
|---|---|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  | Amount entitled to priority<br>\$ _____ |
| <input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).  | \$ _____                                |
| <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). | \$ _____                                |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).  | \$ _____                                |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).  | \$ _____                                |
| <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.   | \$ _____                                |

\* Amounts are subject to adjustment on 4/01/16 and every 3 years after that for cases begun on or after the date of adjustment.

**13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?**

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ \_\_\_\_\_

**Part 3:** Sign Below

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_ (mm/dd/yyyy)

\_\_\_\_\_  
Signature  
**Print the name of the person who is completing and signing this claim:**

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

Company \_\_\_\_\_  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_  
Number Street

City State ZIP Code

Contact phone \_\_\_\_\_ Email \_\_\_\_\_

## Official Form 410

# Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.  
18 U.S.C. §§ 152, 157 and 3571.

### How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.  
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

### Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent’s website at <https://cases.primeclerk.com/ish>.

### Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.  
11 U.S.C. § 503.

**Claim:** A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.  
11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Claim Pursuant to 11 U.S.C. §503(b)(9):** A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

### Please send completed Proof(s) of Claim to:

International Shipholding Corporation Claims Processing Center  
c/o Prime Clerk LLC  
830 3rd Avenue, 3rd Floor  
New York, NY 10022

**Do not file these instructions with your form**