

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(CENTRAL DIVISION)**

	X	
	:	
In re	:	Chapter 11
	:	
TPS Oldco, LLC, <i>et al.</i> ,	:	Case No. 20-40743 (CJP)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	X	

**ORDER (A) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM
AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)² of TPS Oldco, LLC (f/k/a The Paper Store, LLC) and its debtor affiliate, TPS Holdings, LLC, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for an order (the “Order”) (a) establishing bar dates by which all persons and entities, including all governmental units, must file proofs of claim against the Debtors (each, a “Bar Date” and collectively, the “Bar Dates”), and (b) approving the form and manner of notice of the Bar Dates; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U. S.C. §§ 157 and 1334; and it appearing that venue of the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing from the certificate of service filed on the docket that

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are TPS Oldco, LLC (2442) and TPS Holdings, LLC (9193). The Debtors’ corporate headquarters and service address is 20 Main Street, Acton, MA 01720.

² Capitalized terms used but not defined herein shall having the meanings ascribed to them in the Motion.

proper and adequate notice of the Motion has been given and that no other further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as follows.
2. All persons and entities (each, a “Claimant”) holding or wishing to assert against any of the Debtors a prepetition claim, as that term is defined in section 101(5) of the Bankruptcy Code (each, a “Claim”) are required to file proof of such Claim (a “Proof of Claim”) pursuant to the procedures set forth herein on or before the Bar Dates established by this Order.
3. Except as expressly provided herein, each and every Proof of Claim for a Claim against the Debtors that arose before the Petition Date must be filed in accordance with the procedures set forth in this Order so as to be actually received on or before **December 1, 2020 at 4:00 p.m. (Eastern Time)** (the “General Bar Date”).
4. Notwithstanding any other provision herein, Proofs of Claim filed by governmental units (as that term is defined in section 101(27) of the Bankruptcy Code) must be filed on or before **January 11, 2021 at 4:00 p.m. (Eastern Time)**.
5. If any executory contract and/or unexpired lease is rejected pursuant to 365(a) of the Bankruptcy Code during the Debtors’ chapter 11 cases, the Bar Date for filing a Proof of Claim with respect to any Claims arising from such rejection shall be the later of (a) the General Bar Date, or (b) the date that is thirty (30) days after the later of (A) entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors, to the extent such an order is entered in accordance with the *Order Approving the Expedited Motion of Debtors for the Entry of an Order (A) Authorizing and Approving the Sale of Substantially All of the Assets of the Debtors Free and Clear of All Liens, Claims and Encumbrances; (B) Approving Auction Sale Timing and*

Format, Bidding Procedures, and Certain Bid Protections In the Event a Stalking Horse Bidder Is Designated By the Debtors; (C) Approving Form of Notice To Be Provided To Interested Parties; and (D) Approving Procedures Related To the Assumption and Assignment of Certain Executory Contracts And Unexpired Leases [Docket No. 367] (the “Sale Order”), or (B) the effective date of a rejection of any executory contract or unexpired lease of the Debtors determined in accordance with the Sale Order (the “Rejection Bar Date”). For the avoidance of doubt, claims arising from the rejection of unexpired leases of the Debtors for purposes of this Order shall include any claims under such unexpired leases as of the Petition Date, and such parties shall not be required to file Proofs of Claim with respect to prepetition amounts unless and until such unexpired lease has been rejected.

6. The form of Proof of Claim (the “Proof of Claim Form”), substantially in the form attached hereto as Exhibit 1, is hereby approved.

7. 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, which forms shall include (a) the identity of the subject Debtor, (b) the amount of the Claim as listed on the Schedules, and (c) whether the Claim has been scheduled as contingent, unliquidated, or disputed.

8. In addition to the requirements applicable to all proofs of claim as set forth in the Bankruptcy Code, the Bankruptcy Rules, and the MLBR, the following procedures for the filing of Proofs of Claim in these cases shall apply:

- (a) Each Proof of Claim must clearly indicate the Debtor against which the creditor is asserting a Claim or, if the Claim is against both Debtors, the Claimant must file a separate Proof of Claim against each Debtor; provided, that, any Proof of Claim that fails to identify a Debtor shall be deemed to be filed only against TPS Oldco, LLC (f/k/a The Paper Store, LLC).

- (b) Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that a Proof of Claim may be filed without supporting documentation if the filing creditor agrees in its Proof of Claim that it shall transmit such writings to the Debtors and the Creditors' Committee upon request no later than 10 days from the date of such request;
- (c) All Proofs of Claim must be actually received by the Claims Agent no later than the applicable Bar Date and must be delivered by one of the following delivery methods:

If Proof of Claim is sent by mail:

Donlin, Recano & Company, Inc.
Re: TPS Oldco, LLC, f/k/a The Paper Store, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Hand Delivery or Overnight Courier:

Donlin, Recano & Company, Inc.
Re: TPS Oldco, LLC, f/k/a The Paper Store, LLC, et al.
6201 15th Avenue
Brooklyn, NY 11219

A Proof of Claim can also be filed electronically on the Claims Agent's website:

<https://www.donlinrecano.com/Clients/tps/FileClaim>

- (d) Proofs of Claim submitted by facsimile, telecopy, or electronic mail shall not be accepted and shall not be deemed properly filed

A Claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

9. To the extent a Proof of Claim is filed with the Court by paper, it shall be redirected to the Claims Agent as contemplated by the *Final Order (I) Approving Retention of Donlin, Recano & Company, Inc. as Claims and Noticing Agent To Debtors, Effective Nunc Pro Tunc to Petition Date, and (II) Granting Related Relief* (Docket No. 256) and the Claims Agent shall review the register associated with the Debtors' cases for claims electronically filed with the Court

and include them, and the claims submitted by paper, on the official register. Upon motion of a Claimant, the Court may enter an order deeming a Proof of Claim filed with the Court after entry of this Order and prior to expiration of the Bar Dates as being timely filed.

10. The following Claims need not be filed as a Proof of Claim on or prior to the applicable Bar Date:

- (a) Any Claim against the Debtors that has already been filed with the Bankruptcy Court for the District of Massachusetts or the Claims Agent in a form substantially similar to Official Form No. 410;
- (b) Any Claim that is listed on the Schedules; provided that (i) the Claim is not scheduled as “disputed,” “contingent,” or “unliquidated”; (ii) the Claimant agrees 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 Claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- (d) Any Claim for wages or benefits of an employee of the Debtors, if the Debtors have paid such Claim; provided, however, an employee must submit a Proof of Claim by the General Bar Date for any other claims that may have arisen before the Petition Date, including, for example, any Claims relating to damages arising from claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- (e) Any holder of a Claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the Debtors’ chapter 11 cases, with the exception of 503(b)(9) Claims, which are subject to the 503(b)(9) Bar Date;
- (f) Any current officer, director, or employee of a Debtor who holds a Claim against a Debtor for indemnification, contribution, or reimbursement.

11. A copy of the Bar Date Notice in substantially the form attached hereto as Exhibit 2 is hereby approved and shall be deemed adequate and sufficient if served by first-class mail, along with the Proof of Claim Form, at least 30 days prior to the General Bar Date on:

- (a) Office for the United States Trustee, 445 Main Street, 14th Floor, Worcester, Massachusetts 01608, Attn: Richard T. King, Assistant United States Trustee;
- (b) Counsel to the Creditors’ Committee, Fox Rothschild LLP, 2000 Market Street, 20th Floor, Philadelphia, PA 19103-3222, Attn: Michael G. Menkowitz, Jason C.

Manfrey and Jesse M. Harris, and Fox Rothschild LLP, 321 N. Clark Street, Suite 1600, Chicago, IL 60654, Attn: Peter J. Roberts;

- (c) All parties that have formally appeared and requested notice or copies of pleadings filed in the Debtors' cases under Bankruptcy Rule 2002;
- (d) All persons or entities that have filed Claims against the Debtors;
- (e) All known creditors and other known holders of Claims against the Debtors as of the date of this Order, including all persons or entities listed in the Schedules as holdings Claims;
- (f) All parties to executory contracts and unexpired leases of the Debtors listed on the Schedules;
- (g) All parties to litigation with the Debtors;
- (h) The Internal Revenue Service, the Securities and Exchange Commission, the Office of the Attorney General for the Commonwealth of Massachusetts, and any other required governmental units; and
- (i) Such additional persons and entities as deemed appropriate by the Debtors.

12. The Debtors are authorized to provide supplemental mailings of the Bar Date Notice and Proof of Claim Form, as may be necessary, to additional Claimants that become known as the result of the Bar Date noticing process. The Debtors shall not be required to provide any additional notice to any Claimant to whom the Debtors mailed the Bar Date Notice and Proof of Claim Form in accordance with the terms of this Order and such notice was returned to the Debtors as undeliverable without a forwarding address.

13. 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 against the Debtors or their estates, including any Claims reflected in the Schedules.

14. Notice of the Bar Dates as set forth in this order and in the manner set forth herein, including, without limitation, the Bar Date Notice, the Proof of Claim Forms, and any supplemental notices the Debtors may send from time to time, constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the

Bankruptcy Rules, and the MLBR.

15. Notice of the 503(b)(9) Bar Date pursuant to the Commencement Notice was adequate and sufficient notice of the 503(b)(9) Bar Date and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the MLBR.

16. The Debtors are authorized to establish Bar Dates in addition to those expressly provided herein (the “Supplemental Bar Dates”) with respect to other creditors that become known to the Debtors after the mailing of the Bar Date Notice; provided, that (i) a Bar Date Notice and Proof of Claim Forms, modified to include the Supplemental Bar Date, shall be sent to such creditors who are subject to the Supplemental Bar Date, at least 30 days prior to such Supplemental Bar Date, and (ii) the Debtors shall file a notice identifying the Supplemental Bar Date and the Claimants to which such notice was sent.

17. If the holder of a Claim (including 503(b)(9) Claims) against the Debtors is required to file a Proof of Claim on or before the applicable Bar Date but fails to do so: (a) such holder will be forever barred, estopped, and enjoined from asserting its Claim against the Debtors and their estates (or filing a Proof of Claim with respect thereto) in these cases, (b) the Debtors and their estates shall be forever discharged from any and all indebtedness or liability with respect to such Claims and such holder shall not be permitted to participate in any distribution in the Debtors’ chapter 11 cases, and (c) the Debtors shall not be required to provide such holder with further notices with respect to such Claims.

18. The Debtors and the Claims 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.

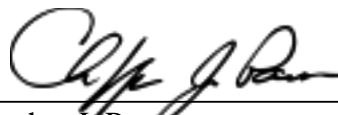
19. The Claims Agent shall complete service of the Bar Date Notice pursuant to the terms hereof no later than five (5) business days following entry of this Order.

20. The 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 Claims or interests, or be barred from doing so.

21. Notwithstanding the applicability of any of the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Date: October 1, 2020

A handwritten signature in black ink, appearing to read "Chris J. Panos", written over a horizontal line.

Christopher J. Panos
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Proof of Claim Form

9. Is all or part of the claim secured?	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.	Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> .	<input type="checkbox"/> Motor vehicle <input type="checkbox"/> 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): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable			
10. Is this claim based on a lease?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____		
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input type="checkbox"/> 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. <small>* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.</small>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i> <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$3,025* 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 \$13,650*) 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.	Amount entitled to priority \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____	

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:

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

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. You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you MUST file a separate proof of claim for each debtor.
- 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 reverse 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, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent’s website (www.donlinrecano.com/tps) to view the filed form.

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.

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.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

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:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: TPS Oldco, LLC, f/k/a The Paper Store, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: TPS Oldco, LLC, f/k/a The Paper Store, LLC, et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, your claim may be filed electronically on DRC's website at:

<https://www.donlinrecano.com/Clients/tps/FileClaim>

Do not file these instructions with your form.

EXHIBIT 2

Bar Date Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(CENTRAL DIVISION)**

-----X	:	
In re	:	Chapter 11
	:	
TPS Oldco, LLC, <i>et al.</i> ,	:	Case No. 20-40743 (CJP)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF BAR DATE REQUIRING FILING
OF PROOFS OF CLAIM AGAINST DEBTORS**

TO ALL PERSONS AND ENTITIES WITH POTENTIAL CLAIMS AGAINST THE DEBTORS:

PLEASE TAKE NOTICE that, on October [], 2020, the United States Bankruptcy Court for the District of Massachusetts (the “Court”), having jurisdiction over the chapter 11 cases of TPS Oldco, LLC (f/k/a The Paper Store, LLC) and its debtor affiliate, TPS Holdings, LLC (collectively, the “Debtors”), entered an order (the “Bar Date Order”) establishing (i) **December 1, 2020 at 4:00 p.m. (Eastern Time)** as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim (“Proof of Claim”) based on prepetition claims against the Debtors (the “General Bar Date”); and (ii) **January 11, 2021 at 4:00 p.m. (Eastern Time)** as the last date and time for governmental units (as defined in section 101(27) of the Bankruptcy Code) to file Proofs of Claim against the Debtors (the “Governmental Bar Date”, and collectively with the General Bar Date, the “Bar Dates”).

PLEASE TAKE FURTHER NOTICE that the Bar Date Order, the Bar Dates, and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the Debtors (other than those set forth below as being specifically excluded) that arose prior to July 14, 2020 (the “Petition Date”), the date on which the Debtors commenced their cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a **Proof of Claim** 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 a type of claim described in Section 2 below. Claims based on acts or omissions of the Debtors that occurred

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are TPS Oldco, LLC (2442) and TPS Holdings, LLC (9193). The Debtors’ corporate headquarters and service address is 20 Main Street, Acton, MA 01720.

before the Petition Date must be filed on or prior to the applicable Bar Date, 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.

Pursuant to 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.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A 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.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need not file a Proof of Claim if:

- (1) You have already filed a proof of claim against the Debtors with the Court or with the Debtors’ claims agent, Donlin Recano & Company (the “Claims Agent”), in a form substantially similar to Official Form No. 410;
- (2) Your claim is listed on the Debtors’ schedules of assets and liabilities (collectively, the “Schedules”); provided that (i) the claim is not scheduled as “disputed,” “contingent,” or “unliquidated”; (ii) you agree with the amount, nature, and priority of the claim as set forth in the Schedules, and (iii) you do not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules (for more information regarding access to the Debtors’ Schedules, please see section 7, below);
- (3) Your claim has been allowed by an order of this Court entered on or before the applicable Bar Date;
- (4) Any Claim for wages or benefits of an employee of the Debtors, if the Debtors have paid such Claim; provided, however, an employee must submit a Proof of Claim by the General Bar Date for any other claims that may have arisen before the Petition Date, including, for example, any Claims relating to damages arising from claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- (5) Your claim is allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the Debtors’ chapter 11 cases;
- (6) You are a current officer, director, or employee of a Debtor who holds a Claim against a Debtor for indemnification, contribution, or reimbursement; and

If your claim falls within any of the above categories, your rights as the holder of such claim will be preserved without you filing a Proof of Claim. Any other person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate or trust) must file a Proof of Claim, as described herein, before the applicable Bar Date.

3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date, or (b) the date that is 30 days after the date on which the rejection is effective. Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease that asserts: (a) a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, you must file a Proof of Claim for such amounts on or before the General Bar Date or Government Bar Date, as applicable, unless you are expressly excluded from filing a Proof of Claim.

4. 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, this form 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 use the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at <https://www.donlinrecano.com/Clients/tps/Static/POC> or by contacting the Claims Agent by email at tpsinfo@donlinrecano.com or by telephone at 1 (888) 777-0317.

Each Proof of Claim must be (i) written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. 410; (iv) state a Claim against the Debtors; (v) clearly indicate the Debtor against which the creditor is asserting a Claim; and (vi) be signed by the Claimant or by an authorized agent of the Claimant.

Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that a Proof of Claim may be filed without supporting documentation if the filing creditor agrees in its Proof of Claim that it shall transmit such writings to the Debtors, the Creditors' Committee, or other party in interest upon request no later than 10 days from the date of such request.

Each Proof of Claim must specify by name and case number 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. Any claim filed under the joint administration case number or that otherwise fails to identify a Debtor shall be deemed to be filed only against TPS Oldco, LLC, f/k/a The Paper Store, LLC.

5. WHEN AND WHERE TO FILE

All proofs of Claim must be filed so as to be **actually received** no later than the applicable Bar Date at the following addresses:

A. IF BY FIRST CLASS MAIL:

Donlin, Recano & Company, Inc.
Re: TPS Oldco, LLC, f/k/a The Paper Store, LLC
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

B. IF DELIVERED BY HAND OR OVERNIGHT COURIER

Donlin, Recano & Company, Inc.
Re: TPS Oldco, LLC, f/k/a The Paper Store, LLC
6201 15th Avenue
Brooklyn, NY 11219

C. A Proof of Claim can also be filed electronically on the Claims Agent's website:

<https://www.donlinrecano.com/Clients/tps/FileClaim>

Proofs of claim may not be delivered by facsimile, telecopy, or electronic mail.

A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

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

EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 2 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE FOR ANY CLAIM THAT AROSE PRIOR TO THE PETITION DATE THAT SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE DEBTORS WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR ESTATES IN THESE CASES, AND THE HOLDER OF SUCH CLAIM SHALL NOT BE PERMITTED TO PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM OR WITH RESPECT TO THE DEBTORS' CHAPTER 11 CASES.

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 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 the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules.

If you rely on the Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As described 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 entity 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 Schedules are available for inspection on the Claims Agent's website at <https://www.donlinrecano.com/Clients/tps/Static/SOALS> and on the Court's website at www.mab.uscourts.gov. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information on the Court's website and can be obtained through the PACER Service Center at www.pacer.gov. Copies of the Schedules may also be examined by interested parties between the hours of 8:30 a.m. and 5:00 p.m. (Eastern Time), Monday through Friday, at the Clerk's Office, United States Bankruptcy Court, Donohue Federal Building, 595 Main Street, Room 311, Worcester, MA 01608-2076.

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: _____, 2020
Worcester, Massachusetts

BY ORDER OF THE COURT