

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

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In re:	:	Chapter 11
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THE PAPER STORE, LLC, <i>et al.</i> ,	:	Case No. 20-40743 (CJP)
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Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
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**GLOBAL NOTES, METHODOLOGY AND SPECIFIC  
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF  
ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

**Introduction**

The Paper Store, LLC (“**TPS**”) and TPS Holdings, LLC (“**TPS Holdings**”), debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statement of Financial Affairs (the “**Statements**,” and together with the Schedules, the “**Schedules and Statements**”) with the United States Bankruptcy Court for the District of Massachusetts (the “**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

These Global Notes, Methodology, and Specific Disclosures Regarding the Debtors’ Schedules of Assets and Liabilities and Statement of Financial Affairs (the “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part of each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of each Debtor (whether publicly filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors’ reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation.

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

Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained in the Schedules and Statements. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, modified, revised, or re-categorized. The Debtors, on behalf of themselves, their officers, employees, agents and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

The Schedules and Statements have been signed by Don Van der Wiel, the Chief Restructuring Officer and an authorized signatory of each Debtor. In reviewing and signing the Schedules and Statements, Mr. Van der Wiel has necessarily relied upon the efforts, statements and representations of the Debtors' other personnel and professionals. Mr. Van der Wiel has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

### **Global Notes and Overview of Methodology**

- 1. Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to any claim ("**Claim**") description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code, and any other relevant non-

bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

The listing in the Schedules or Statements (including, without limitation, Schedule A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

2. **Description of Cases and "as of" Information Date.** On July 14, 2020 (the "**Petition Date**"), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 14, 2020, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors' chapter 11 cases under case number 20-40743 (CJP) [Docket No. 19].

**The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of the close of business on July 13, 2020, and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtors as of the close of business on July 13, 2020.**

3. **Net Book Value of Assets.** Except as otherwise noted, each asset and liability of each Debtor is shown on the basis of net book value of the asset or liability in accordance with such Debtor's accounting books and records. Therefore, unless otherwise noted, the Schedules and Statements are not based upon any estimate of the current market values of the Debtors' assets and liabilities, which may not correspond to book values. It would be cost prohibitive and unduly burdensome to obtain current market valuations of the Debtors' property interests. Additionally, because the book values of certain assets may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.
4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.

5. **Real Property and Personal Property–Leased.** In the ordinary course of their businesses, the Debtors leased real property and various articles of personal property, including, fixtures, and equipment, from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable and to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement).
6. **Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, goodwill, accrued salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding prepetition Claims on a postpetition basis. Prepetition liabilities which have been or will be paid postpetition have been excluded from the Schedules and Statements. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend and supplement the Schedules and Statements and take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payment for such liabilities.

7. **Insiders.** Solely for purposes of the Schedules and Statements, the Debtors define "insiders" to include the following: (a) directors; (b) senior level officers; (c) equity holders holding in excess of 5% of the voting securities of the Debtor entities; (d) Debtor affiliates; and (e) relatives of any of the foregoing, but limited to direct descendants such as parents, siblings, children, and spouses (to the extent known by the Debtors). Entities listed as "insiders" have been included for informational purposes and their inclusion shall not constitute an admission that those entities are insiders for purposes of section 101(31) of the Bankruptcy Code.
8. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property

rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

9. **Intercompany and Other Transactions.** For certain reporting and internal accounting purposes, the Debtors record certain intercompany receivables and payables. Receivables and payables among the Debtors are reported as assets on Schedule A/B or liabilities on Schedule E/F part 2, as appropriate (collectively, the “**Intercompany Claims**”). While the Debtors have used commercially reasonable efforts to ensure that the proper intercompany balance is attributed to each legal entity, the Debtors and their estates reserve all rights to amend the Intercompany Claims in the Schedules and Statements, including, without limitation, to change the characterization, classification, categorization or designation of such claims, including, but not limited to, the right to assert that any or all Intercompany Claims are, in fact, consolidated or otherwise properly assets or liabilities of a different Debtor entity. Although separate Schedules and Statements have been prepared and filed for each of the Debtors, certain of the information set forth in the Schedules and Statements has been prepared on a consolidated basis. As a result, the Schedules and Statements do not reflect all intercompany activity.

The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any Intercompany Claims is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

10. **Executory Contracts and Unexpired Leases.** Although the Debtors made diligent attempts to attribute executory contracts and unexpired leases to their rightful Debtors, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses.

Moreover, other than real property leases reported in Schedule A/B 55, the Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors’ estates. The Debtors’ executory contracts and unexpired leases have been set forth in Schedule G.

11. **Materialman’s/Mechanic’s Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman’s or mechanic’s liens.
12. **Classifications.** Listing a Claim or contract on (a) Schedule D as “secured,” (b) Schedule E/F part 1 as “priority,” (c) Schedule E/F part 2 as “unsecured,” or (d) Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the Claimant, or a waiver of the Debtors’ rights to recharacterize or reclassify such Claims or contracts or leases or to exercise their rights to

setoff against such Claims.

- 13. Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on a given Debtor’s Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
- 14. Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, “**Causes of Action**”) they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
- 15. Litigation.** Certain litigation actions (collectively, the “**Litigation Actions**”) reflected as claims against a particular Debtor may relate to one or more of the other Debtors. The Debtors made reasonable efforts to accurately record the Litigation Actions in the Schedules and Statements of the Debtor that is the party to the Litigation Action. The inclusion of any Litigation Action in the Schedules and Statements does not constitute an admission by the Debtors of liability, the validity of any Litigation Action or the amount of any potential claim that may result from any claims with respect to any Litigation Action, or the amount and treatment of any potential claim resulting from any Litigation Action currently pending or that may arise in the future.
- 16. Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
- a. Undetermined Amounts. The description of an amount as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.
  - b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed

total.

- c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

**17. Estimates and Assumptions.** Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.

**18. Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.

**19. Setoffs.** The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.

**20. Global Notes Control.** If the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

### **Specific Disclosures with Respect to the Debtors' Schedules**

**Schedule A/B.** All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of the close of business on July 13, 2020, unless otherwise noted below. Other than real property leases reported on Schedule A/B 55, the Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

**Schedule A/B 3.** Cash values held in financial accounts are listed on Schedule A/B 3 as of the close of business on July 13, 2020. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Motion Of Debtors For Entry Of Interim And Final Orders (A) Authorizing Debtors To Use Existing Cash Management System; (B) Authorizing And Directing Banks And Financial Institutions To Honor And Process Checks And Transfers; (C) Extending The Deadline For Debtors To Comply With The Requirements Of Section 345(B) Of The Bankruptcy Code; And (D) Authorizing Debtors To Use Existing Bank Accounts And Existing Business Forms* [Docket No. 8] (the "**Cash Management Motion**").

**Schedule A/B 7.** The Bankruptcy Court, pursuant to the *Motion Of Debtors For Entry Of Interim And Final Orders (I) Approving Proposed Form Of Adequate Assurance Of Payment To Utility Providers, (II) Establishing Procedures For Determining Adequate Assurance Of Payment For Future Utility Services, (III) Prohibiting Utility Providers From Altering, Refusing, Or Discontinuing Utility*

*Service, And (iv) Granting Related Relief* [Docket No. 10], has authorized the Debtors to provide adequate assurance of payment for postpetition utility services, including a deposit in the amount of \$118,266.22. Such deposit is not listed on Schedule A/B 7, which was prepared as of the Petition Date.

**Schedule A/B 11.** Accounts receivable do not include any intercompany receivables. Intercompany receivables, if any, are reported on Schedule A/B 77.

**Schedule A/B 15.** Ownership interests in subsidiaries have been listed in Schedules A/B 15 as an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value. The Debtors were formed in September of 2014 and TPS is a successor to The Paper Store, Inc.

**Schedule A/B 55.** The Debtors do not own any real property. The Debtors have listed their real property leases in Schedule A/B 55, including leasehold interests/improvements.

**Schedule A/B 63.** The Debtors maintain a customer database. The amount is listed as undetermined because the fair market value of such ownership cannot be determined.

**Schedule A/B 74 & 75.** In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs, refunds, or warranty Claims. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-Claims as a defendant. Because such Claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B 74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim.

**Schedule D.** The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the Claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights.



Finally, any description of any lien or of the Debtors' property that is subject to a lien that is included in Schedule D is not an admission by the Debtors of the validity or the enforceability of the lien. The descriptions included in Schedule D are derived from the various filings that record a creditor's alleged interest in the Debtors' property. The Debtors reserve all rights to challenge these interests in connection with the Chapter 11 Cases.

**Schedule E/F part 1.** The Bankruptcy Court has authorized the Debtors, in their discretion, to pay certain prepetition liabilities that may be entitled to priority under the applicable provisions of the Bankruptcy Code. For example, on July 17, 2020, the Bankruptcy Court entered the (i) *Interim Order (I) Authorizing Debtors To (A) Pay Prepetition Wages, Salaries, Reimbursable Expenses, And Other Obligations On Account Of Compensation And Benefits Programs And (B) Continue Compensation And Benefits Programs, And (II) Granting Related Relief* [Docket No. 66]; (ii) *Interim Order Authorizing Debtors To (I) Pay Certain Prepetition Tax Obligations, And (II) Granting Related Relief* [Docket No. 63]; and (iii) *Interim Order (I) Authorizing Debtors To (A) Continue Customer Programs In The Ordinary Course Of Business, And (B) Pay Prepetition Obligations Related Thereto, And (II) Granting Related Relief* [Docket No. 64]. To the extent that applicable Claims have been paid or will be paid under one or more of the foregoing orders, such Claims have not been included in Schedule E/F, Part 1.

The Debtors have listed only accrued vacation time off on Schedule E/F Part 1 as entitled to priority as such classification is consistent with the Debtors' policy to pay out vacation time upon termination of employment. Conversely, Schedule E/F Part 1 does not list accrued sick time off as it is not the Debtors' policy to pay out sick time upon termination of employment.

**Schedule E/F part 2.** The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date.

Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

Schedule E/F part 2 contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Some of the litigation Claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. Further, the incidents underlying the litigation Claims listed on Schedule E/F may have given rise to related obligations for which the Debtors may be responsible. Inclusion of these related obligations on Schedule E/F is not intended to suggest that the litigation counterparty is entitled to multiple or duplicative recoveries. Schedule E/F part 2 also includes potential or threatened litigation claims. Any information contained in Schedule E/F part 2 with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F part 2 all parties to pending litigation listed in the Debtors'

Statements 7, as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F part 2.

In addition, as of the Petition Date, the Debtors' books and records reflected an aggregate net liability in respect of gift cards and store credits. The Debtors estimate that as of the Petition Date, approximately \$2,089,256.69 in issued gift cards is outstanding. Since the Debtors do not maintain information regarding the individual holders of unredeemed gift cards, the Debtors have listed the aggregate amount of unredeemed gift cards on Schedule E/F, part 2.

Schedule E/F part 2 reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F part 2 does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

**Schedule G.** The businesses of the Debtors are complex and, while every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to (i) dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and (ii) amend or supplement such Schedule as necessary. Furthermore, the Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document or instrument. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or an unexpired lease.

The Debtors were formed in 2014 through various mergers and consolidations, and certain of the Debtors predecessors were parties to various contracts which may or may not have documented assignments to the Debtors. The Debtors have made diligent efforts to attribute the various contract to the rightful Debtor entity.

Certain information, such as the contact information of the counter-party or the remaining term of the contract or agreement, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease, was in effect on the Petition Date, or is valid or enforceable. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Certain confidentiality and non-disclosure agreements may not be listed on Schedule G.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and

such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement, or multiple, severable or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on the Schedule G.

**Schedule H.** For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties. Because the Debtors have treated all such Claims as contingent, disputed, or unliquidated, such Claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

#### **Specific Disclosures with Respect to the Debtors' Statements**

**Statement 3.** Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to insiders (which payments appear in response to Statement question 4), employees, and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals). The amounts listed in Statement 3 reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3.

**Statement 4.** Statement 4 accounts for a respective Debtor's intercompany transactions, as well as other transfers to insiders as applicable. With respect to individuals, the amounts listed reflect the universe of payments and transfers to such individuals including compensation, bonus (if any), expense reimbursement, relocation reimbursement, and/or severance.

Amounts paid on behalf of such employee for certain life and disability coverage, which coverage is provided to all of the Debtors' employees, has not been included.

The Debtors have included all consulting and payroll distributions and travel, entertainment, and other expense reimbursements, made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider," including relatives of insiders to the extent such relative is a direct descendant of the insider (*e.g.*, parents, siblings, children, and spouses).

The listing of a party as an Insider in the Schedules and Statements is not intended to be, nor shall be, construed as a legal characterization or determination of such party as an actual insider and does not act as an admission of any fact, claim, right or defense, and all such rights, claims, and defenses are hereby expressly reserved.

**Statement 5.** Statement 5 excludes goods returned in the ordinary course of business.

**Statement 7.** Any information contained in Statement 7 shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

The Debtors used reasonable efforts to identify all pending litigation and assign appropriate descriptions thereto. In the event that the Debtors discover additional information pertaining to these legal actions identified in response to Question 7, the Debtors will use reasonable efforts to supplement the Statements in light thereof.

**Statement 10.** The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.

**Statement 11.** Out of an abundance of caution, the Debtors have included payments to all professionals who have rendered any advice related the Debtors' bankruptcy proceedings in Statement 11. However, it is possible that the disclosed fees also relate to other, non-bankruptcy related services, and may include services rendered to other parties.

**Statement 19.** While the Debtors do not, and have not, maintained safe deposit boxes, the Debtors do maintain a safe at each store location for storage of petty cash and cash receipts prior to making bank deposits.

**Statement 27.** The Debtors conduct a comprehensive cycle count of their inventories on a rolling basis throughout the fiscal year. Each location is subject to a full cycle count twice a year. The Debtors' inventories incorporate the results of the cycle counts.

**Statement 26d.** The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the parties listed on Statement 26d may not be a complete listing of the parties that may have received such financial statements for the purposes of Statement 26d.

**Statement 30.** Unless otherwise indicated in a Debtor's specific response to Statement 30, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

Fill in this information to identify the case:

Debtor name: TPS Holdings, LLC

United States Bankruptcy Court for the: District of Massachusetts

Case number (if known): 20-40745

☐ Check if this is an amended filing

Official Form 206Sum

## Summary of Assets and Liabilities for Non-Individuals

12/15

### Part 1: Summary of Assets

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from Schedule A/B .....

\$0.00

1b. **Total personal property:**

Copy line 91A from Schedule A/B .....

UNDETERMINED

1c. **Total of all property:**

Copy line 92 from Schedule A/B .....

UNDETERMINED

### Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D .....

\$40,332,110.21

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of Schedule E/F .....

\$0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F .....

+ \$242,263.76

4. **Total liabilities**

Lines 2 + 3a + 3b .....

\$40,574,373.97

**Fill in this information to identify the case:**

**Debtor name:** TPS Holdings, LLC

**United States Bankruptcy Court for the:** District of Massachusetts

**Case number (if known):** 20-40745

☐ Check if this is an amended filing

Official Form 206A/B

# **Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

## **Part 1: Cash and cash equivalents**

**1. Does the debtor have any cash or cash equivalents?**

☒ No. Go to Part 2.

☐ Yes. Fill in the information below

**All cash or cash equivalents owned or controlled by the debtor**

**Current value of debtor's interest**

**2. Cash on hand**

2.1. \_\_\_\_\_ \$ \_\_\_\_\_

**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
--	-----------------	---------------------------------	------------------------------------

3.1. \_\_\_\_\_ \$ \_\_\_\_\_

**4. Other cash equivalents (Identify all)**

Description	Name of institution	Type of account	Last 4 digits of account number	Current value of debtor's interest
-------------	---------------------	-----------------	---------------------------------	------------------------------------

4.1. \_\_\_\_\_ \$ \_\_\_\_\_

**5. Total of part 1**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$0.00

## **Part 2: Deposits and prepayments**

**6. Does the debtor have any deposits or prepayments?**

☒ No. Go to Part 3.

☐ Yes. Fill in the information below

**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit	Current value of debtor's interest
--	------------------------------------

7.1. \_\_\_\_\_ \$ \_\_\_\_\_

Debtor **TPS Holdings, LLC**Case number (if known) **20-40745****8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

Current value of  
debtor's interest

8.1. \_\_\_\_\_ \$ \_\_\_\_\_

**9. Total of part 2**

Add lines 7 through 8. Copy the total to line 81.

\$0.00

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.Current value of  
debtor's interest**11. Accounts receivable**

Face amount

Doubtful or uncollectible  
accounts

11a. 90 days old or less: \$ \_\_\_\_\_ - \$ \_\_\_\_\_ = ..... → \$ \_\_\_\_\_

Face amount

Doubtful or uncollectible  
accounts

11b. Over 90 days old: \$ \_\_\_\_\_ - \$ \_\_\_\_\_ = ..... → \$ \_\_\_\_\_

**12. Total of part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00

**Part 4: Investments****13. Does the debtor own any investments?**☐ No. Go to Part 5.☒ Yes. Fill in the information below.Valuation method used  
for current valueCurrent value of  
debtor's interest**14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock

14.1. \_\_\_\_\_ \$ \_\_\_\_\_

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity

% of ownership

15.1. THE PAPER STORE LLC 100.00% \_\_\_\_\_ UNDETERMINED

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe

16.1. \_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of part 4**

Add lines 14 through 16. Copy the total to line 83.

UNDETERMINED



Debtor **TPS Holdings, LLC**Case number (if known) **20-40745****Part 5: Inventory, excluding agriculture assets****18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>19. Raw materials</b>				
19.1. _____	_____	\$ _____	_____	\$ _____
<b>20. Work in progress</b>				
20.1. _____	_____	\$ _____	_____	\$ _____
<b>21. Finished goods, including goods held for resale</b>				
21.1. _____	_____	\$ _____	_____	\$ _____
<b>22. Other inventory or supplies</b>				
22.1. _____	_____	\$ _____	_____	\$ _____

**23. Total of part 5**

Add lines 19 through 22. Copy the total to line 84.

\$0.00

**24. Is any of the property listed in Part 5 perishable?**

- ☐ No
- ☐ Yes

**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes Book value: \$ \_\_\_\_\_ Valuation method: \_\_\_\_\_ Current value: \$ \_\_\_\_\_

**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)****27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>28. Crops—either planted or harvested</b>			
28.1. _____	\$ _____	_____	\$ _____
<b>29. Farm animals. Examples: Livestock, poultry, farm-raised fish</b>			
29.1. _____	\$ _____	_____	\$ _____
<b>30. Farm machinery and equipment (Other than titled motor vehicles)</b>			
30.1. _____	\$ _____	_____	\$ _____
<b>31. Farm and fishing supplies, chemicals, and feed</b>			
31.1. _____	\$ _____	_____	\$ _____

Debtor **TPS Holdings, LLC**Case number (if known) **20-40745****32. Other farming and fishing-related property not already listed in Part 6**

32.1. \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_

**33. Total of part 6**

Add lines 28 through 32. Copy the total to line 85.

\$0.00

**34. Is the debtor a member of an agricultural cooperative?**☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes Book value: \$ \_\_\_\_\_ Valuation method: \_\_\_\_\_ Current value: \$ \_\_\_\_\_**36. Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☒ No. Go to Part 8.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>39. Office furniture</b>			
39.1. _____	\$ _____	_____	\$ _____
<b>40. Office fixtures</b>			
40.1. _____	\$ _____	_____	\$ _____
<b>41. Office equipment, including all computer equipment and communication systems equipment and software</b>			
	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
41.1. _____	\$ _____	_____	\$ _____
<b>42. Collectibles.</b> Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1. _____	\$ _____	_____	\$ _____
<b>43. Total of part 7</b>			
Add lines 39 through 42. Copy the total to line 86.			\$0.00

Debtor **TPS Holdings, LLC**Case number (if known) **20-40745****44. Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No  
☐ Yes

**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☐ No  
☐ Yes

**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.  
☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available) (Where available)	Valuation method used for current value	Current value of debtor's interest
--	---	---	------------------------------------

**47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**

47.1. \_\_\_\_\_ \$ \_\_\_\_\_

**48. Watercraft, trailers, motors, and related accessories.** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1. \_\_\_\_\_ \$ \_\_\_\_\_

**49. Aircraft and accessories**

49.1. \_\_\_\_\_ \$ \_\_\_\_\_

**50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

50.1. \_\_\_\_\_ \$ \_\_\_\_\_

**51. Total of part 8**

Add lines 47 through 50. Copy the total to line 87.

\$0.00

**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- ☐ No  
☐ Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☐ No  
☐ Yes

**Part 9: Real property****54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.  
☐ Yes. Fill in the information below.

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	--	--	---	------------------------------------

**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

55.1. \_\_\_\_\_ \$ \_\_\_\_\_

Debtor **TPS Holdings, LLC**Case number (if known) **20-40745****56. Total of part 9**

Add the current value on lines 55. Copy the total to line 88.

\$0.00

**57. Is a depreciation schedule available for any of the property listed in Part 9?**☐ No☐ Yes**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**☐ No☐ Yes**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?**☒ No. Go to Part 11.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>60. Patents, copyrights, trademarks, and trade secrets</b>			
60.1. _____	\$ _____	_____	\$ _____
<b>61. Internet domain names and websites</b>			
	Net book value of debtor's interest	Valuation method	Current value of debtor's interest
61.1. _____	\$ _____	_____	\$ _____
<b>62. Licenses, franchises, and royalties</b>			
62.1. _____	\$ _____	_____	\$ _____
<b>63. Customer lists, mailing lists, or other compilations</b>			
63.1. _____	\$ _____	_____	\$ _____
<b>64. Other intangibles, or intellectual property</b>			
64.1. _____	\$ _____	_____	\$ _____
<b>65. Goodwill</b>			
65.1. _____	\$ _____	_____	\$ _____

**66. Total of part 10**

Add lines 60 through 65. Copy the total to line 89.

\$0.00

**67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?**☐ No☐ Yes**68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?**☐ No☐ Yes**69. Has any of the property listed in Part 10 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor **TPS Holdings, LLC**Case number (if known) **20-40745****Part 11: All other assets****70. Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.☒ Yes. Fill in the information below.**Current value of debtor's interest****71. Notes receivable**

Description (include name of obligor)	Total face amount	Doubtful or uncollectible amount	Current value of debtor's interest
71.1. _____	\$ _____	- \$ _____	\$ _____

**72. Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)	Tax refund amount	NOL amount	Tax year	Current value of debtor's interest
72.1. CONNECTICUT	\$ _____	UNDETERMINED	2018	UNDETERMINED
72.2. MAINE	\$ _____	UNDETERMINED	2018	UNDETERMINED
72.3. MASSACHUSETTS	\$ _____	UNDETERMINED	2018	UNDETERMINED
72.4. NEW HAMPSHIRE	\$ _____	UNDETERMINED	2018	UNDETERMINED
72.5. NEW JERSEY	\$ _____	UNDETERMINED	2018	UNDETERMINED
72.6. NEW YORK	\$ _____	UNDETERMINED	2018	UNDETERMINED
72.7. RHODE ISLAND	\$ _____	UNDETERMINED	2018	UNDETERMINED
72.8. <sup>1</sup> US DEPARTMENT OF TREASURY	\$ _____	\$32,278,598.00	2018	UNDETERMINED
72.9. US DEPARTMENT OF TREASURY	\$ _____	UNDETERMINED	2018	UNDETERMINED

<sup>1</sup>PARTNERS CAPITAL ACCOUNT AS OF TAX YEAR ENDING 2018; VALUATION METHOD - TAX BASIS ACCOUNTING**73. Interests in insurance policies or annuities**

Insurance company	Insurance policy No.	Annuity issuer name	Annuity account type	Annuity account No.	Current value of debtor's interest
73.1. _____	_____	_____	_____	_____	\$ _____

**74. Causes of action against third parties (whether or not a lawsuit has been filed)**

Nature of claim	Amount requested	Current value of debtor's interest
74.1. _____	\$ _____	\$ _____

**75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

Nature of claim	Amount requested	Current value of debtor's interest
75.1. _____	\$ _____	\$ _____

**76. Trusts, equitable or future interests in property**

76.1. _____	\$ _____
-------------	----------

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

**77. Other property of any kind not already listed**

Examples: Season tickets, country club membership

77.1. \_\_\_\_\_

\$ \_\_\_\_\_

**78. Total of part 11**

Add lines 71 through 77. Copy the total to line 90.

UNDETERMINED

**79. Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor **TPS Holdings, LLC**Case number (if known) **20-40745****Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	\$0.00	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	\$0.00	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	\$0.00	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	UNDETERMINED	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	\$0.00	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	\$0.00	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	\$0.00	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	\$0.00	
88. <b>Real property.</b> <i>Copy line 56, Part 9.</i> .....	→	\$0.00
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	\$0.00	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i> +	UNDETERMINED	
91. <b>Total.</b> Add lines 80 through 90 for each column. ....91a.	UNDETERMINED	+ 91b. \$0.00
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		UNDETERMINED

**Fill in this information to identify the case:**

**Debtor name:** TPS Holdings, LLC

**United States Bankruptcy Court for the:** District of Massachusetts

**Case number (if known):** 20-40745

☐ Check if this is an amended filing

Official Form 206D

**Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

**1. Do any creditors have claims secured by debtor's property?**

☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

☒ Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.



Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

Column A <b>Amount of Claim</b> Do not deduct the value of collateral.	Column B <b>Value of collateral that supports this claim</b>
--	---

2.1. **Creditor's name and address**

CORPORATION SERVICE COMPANY, AS REPRESENTATIVE  
P.O. BOX 2576  
SPRINGFIELD IL 62708

**Creditor's email address, if known**

\_\_\_\_\_

**Date debt was incurred:** September 2018

**Last 4 digits of account number:**

**Do multiple creditors have an interest in the same property?**

☒ No

☐ Yes. Have you already specified the relative priority?

☐ No. Specify each creditor, including this creditor, and its relative priority.

\_\_\_\_\_

☐ Yes. The relative priority of creditors is specified on lines: \_\_\_\_\_

**Describe debtor's property that is subject to a lien**

ALL OF THE ASSETS AND PROPERTY, INCLUDING, BUT NOT LIMITED TO, ANY AND ALL OF THE HARDWARE, EQUIPMENT, FURNITURE, FIXTURES, GOODS, GENERAL INTANGIBLES, INTANGIBLES, LICENSES AND SOFTWARE

**Describe the lien**

UCC FINANCING STATEMENT RECORDED WITH MASSACHUSETTS - SECRETARY OF THE COMMONWEALTH, DATED 9/28/2018, FILE NO.201849905730

**Is the creditor an insider or related party?**

☒ No

☐ Yes

**Is anyone else liable on this claim?**

☒ No

☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

**As of the petition filing date, the claim is:**  
Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

UNDETERMINED UNDETERMINED

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

2.2. **Creditor's name and address**

KAYNE SENIOR CREDIT II, LLC  
AS ADMINISTRATIVE AGENT  
311 SOUTH WACKER DRIVE  
SUITE 3350  
CHICAGO IL 60606

**Describe debtor's property that is subject to a lien**

SUBSTANTIALLY ALL OF THE ASSETS INCLUDING ACCOUNTS RECEIVABLE, INVENTORY, CASH AND OTHER PERSONAL PROPERTY

\$40,332,110.21 UNDETERMINED

**Creditor's email address, if known**

\_\_\_\_\_

**Date debt was incurred:** September 2014

**Last 4 digits of account number:**

**Do multiple creditors have an interest in the same property?**

☒ No

☐ Yes. Have you already specified the relative priority?

☐ No. Specify each creditor, including this creditor, and its relative priority.

\_\_\_\_\_

☐ Yes. The relative priority of creditors is specified on lines: \_\_\_\_\_

**Describe the lien**

UCC FINANCING STATEMENT RECORDED WITH MASSACHUSETTS - SECRETARY OF THE COMMONWEALTH, DATED 9/24/2014, FILE NO.201414861520; CONTINUED ON 5/9/2019, FILE NO. 201955232890

**Is the creditor an insider or related party?**

☒ No

☐ Yes

**Is anyone else liable on this claim?**

☐ No

☒ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.** **\$40,332,110.21**

**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

	Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
3.1.	BOWDITCH & DEWEY LLP MARK W POWERS 311 MAIN ST WORCESTER MA 01608	Line 2.2	_____
3.2.	LOEB & LOEB LANCE JURICH 10100 SANTA MONICA BLVD SUITE 2200 LOS ANGELES CA 90067	Line 2.2	_____
3.3.	LOEB & LOEB VADIM J. RUBINSTEIN 345 PARK AVENUE NEW YORK NY 10154	Line 2.2	_____

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

3.4.	MAYER BROWN AARON GAVANT 71 SOUTH WACKER DRIVE CHICAGO IL 60606	Line 2.2	_____
3.5.	MAYER BROWN SEAN SCOTT 71 SOUTH WACKER DRIVE CHICAGO IL 60606	Line 2.2	_____
3.6.	MIRICK O'CONNELL DEMALLIE & LOUGEE LLP PAUL W CAREY 100 FRONT ST WORCESTER MA 01608	Line 2.2	_____
3.7.	MIRICK O'CONNELL DEMALLIE & LOUGEE LLP CHRISTINE E DEVINE 100 FRONT ST WORCESTER MA 01608	Line 2.2	_____

**Fill in this information to identify the case:**

**Debtor name:** TPS Holdings, LLC

**United States Bankruptcy Court for the:** District of Massachusetts

**Case number (if known):** 20-40745

☐ Check if this is an amended filing

Official Form 206E/F

# **Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

## **Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.

☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

2.1. Priority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	Total claim	Priority amount
_____	<input type="checkbox"/> Contingent	\$ _____	\$ _____
_____	<input type="checkbox"/> Unliquidated		<b>Nonpriority amount</b>
_____	<input type="checkbox"/> Disputed		\$ _____
<b>Date or dates debt was incurred</b>	<b>Basis for the claim:</b>		
_____	_____		
<b>Last 4 digits of account number:</b> _____	<b>Is the claim subject to offset?</b>		
	<input type="checkbox"/> No		
<b>Specify Code subsection of PRIORITY unsecured claim:</b> 11 U.S.C. § 507(a) (_____)	<input type="checkbox"/> Yes		

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

**3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

<p><b>3.1. Nonpriority creditor's name and mailing address</b></p> <p>910 HAMBURG TURNPIKE, LLC 601 HAMBURG TURNPIKE WAYNE NJ 07470</p> <p><b>Date or dates debt was incurred</b></p> <p>VARIOUS</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b></p> <p>REAL PROPERTY LEASE GUARANTEE</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>UNDETERMINED</p>
<p><b>3.2. Nonpriority creditor's name and mailing address</b></p> <p>DELTA MB LLC 875 EAST STREET TEWKSBURY MA 01876</p> <p><b>Date or dates debt was incurred</b></p> <p>VARIOUS</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b></p> <p>REAL PROPERTY LEASE GUARANTEE</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$0.00</p>
<p><b>3.3. Nonpriority creditor's name and mailing address</b></p> <p>GGP-MAINE MALL LLC 364 MAINE MALL ROAD GENERAL GROWTH MGMT OFFICE SOUTH PORTLAND ME 04106</p> <p><b>Date or dates debt was incurred</b></p> <p>VARIOUS</p> <p><b>Last 4 digits of account number:</b></p>	<p><b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim:</b></p> <p>REAL PROPERTY LEASE GUARANTEE</p> <p><b>Is the claim subject to offset?</b></p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p><b>Amount of claim</b></p> <p>\$60,280.93</p>

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

3.4.	<b>Nonpriority creditor's name and mailing address</b> MG 650 MAIN LLC C/O DV MANAGEMENT LLC 2001 WEST MAIN ST STE 248 STAMFORD CT 06702  <b>Date or dates debt was incurred</b> VARIOUS  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> REAL PROPERTY LEASE GUARANTEE  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Amount of claim</b> \$40,058.23
3.5.	<b>Nonpriority creditor's name and mailing address</b> PARAMUS PARK SHOPPING CENTER LP PARAMUS PARK PO BOX 776184 CHICAGO IL 60677-6184  <b>Date or dates debt was incurred</b> VARIOUS  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> REAL PROPERTY LEASE GUARANTEE  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Amount of claim</b> \$99,821.64
3.6.	<b>Nonpriority creditor's name and mailing address</b> RD MANAGEMENT LLC 810 SEVENTH AVENUE 10TH FLOOR NEW YORK NY 10019  <b>Date or dates debt was incurred</b> VARIOUS  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> REAL PROPERTY LEASE GUARANTEE  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Amount of claim</b> \$0.00

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

3.7.	<b>Nonpriority creditor's name and mailing address</b> ROXVILLE ASSOCIATES P.O. BOX 48 GREEN VILLAGE NJ 07935-0048  <b>Date or dates debt was incurred</b> VARIOUS  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> REAL PROPERTY LEASE GUARANTEE  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Amount of claim</b> \$35,246.47
3.8.	<b>Nonpriority creditor's name and mailing address</b> SUNRISE PROMENADE ASSOCIATES SPIEGEL ASSOCIATES ATTN: PRESIDENT 375 N BROADWAY PENTHOUSE JERICHO NY 11753  <b>Date or dates debt was incurred</b> VARIOUS  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> REAL PROPERTY LEASE GUARANTEE  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Amount of claim</b> \$0.00
3.9.	<b>Nonpriority creditor's name and mailing address</b> TRT BRAINTREE II LLC PO BOX 809144 CHICAGO IL 60680-9144  <b>Date or dates debt was incurred</b> VARIOUS  <b>Last 4 digits of account number:</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> REAL PROPERTY LEASE GUARANTEE  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Amount of claim</b> \$0.00

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

3.10. **Nonpriority creditor's name and mailing address**

W/S PEAK CANTON PROPERTIES LLC  
33 BOYLSTON STREET  
SUITE 3000  
CHESTNUT HILL MA 02467

**Date or dates debt was incurred**

VARIOUS

**Last 4 digits of account number:**

**As of the petition filing date, the claim is:**

*Check all that apply.*

- ☒ Contingent  
☐ Unliquidated  
☐ Disputed

**Basis for the claim:**

REAL PROPERTY LEASE GUARANTEE

**Is the claim subject to offset?**

- ☒ No  
☐ Yes

**Amount of claim**

\$6,856.49



Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

**Part 4:** Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts

5a. Total claims from Part 1	5a.		\$0.00
5b. Total claims from Part 2	5b.	+	\$242,263.76
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.		\$242,263.76

Fill in this information to identify the case:

Debtor name: TPS Holdings, LLC

United States Bankruptcy Court for the: District of Massachusetts

Case number (if known): 20-40745

☐ Check if this is an amended filing

Official Form 206G

## Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. Title of contract

State what the contract or lease is for

Nature of debtor's interest GUARANTOR ON REAL PROPERTY LEASE

State the term remaining 5/31/2035

List the contract number of any government contract

910 HAMBURG TURNPIKE, LLC  
601 HAMBURG TURNPIKE  
WAYNE NJ 07470

2.2. Title of contract

State what the contract or lease is for

Nature of debtor's interest GUARANTOR ON REAL PROPERTY LEASE

State the term remaining 5/1/2026

List the contract number of any government contract

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

DELTA MB LLC  
875 EAST STREET  
TEWKSBURY MA 01876

2.3. Title of contract

State what the contract or lease is for

Nature of debtor's interest GUARANTOR ON REAL PROPERTY LEASE

State the term remaining 6/30/2022

List the contract number of any government contract

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

GGP-MAINE MALL LLC  
7846 SOLUTION CENTER  
CHICAGO IL 60677-7008

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

- 2.4. **Title of contract** \_\_\_\_\_ **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** \_\_\_\_\_
- Nature of debtor's interest** GUARANTOR ON REAL PROPERTY LEASE MG 650 MAIN LLC  
C/O DV MANAGEMENT LLC  
2001 WEST MAIN ST STE 248  
STAMFORD CT 06702
- State the term remaining** 5/31/2022
- List the contract number of any government contract** \_\_\_\_\_
- 2.5. **Title of contract** \_\_\_\_\_ **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** \_\_\_\_\_
- Nature of debtor's interest** GUARANTOR ON REAL PROPERTY LEASE PARAMUS PARK SHOPPING  
CENTER LP  
PARAMUS PARK  
PO BOX 776184  
CHICAGO IL 60677-6184
- State the term remaining** 5/31/2024
- List the contract number of any government contract** \_\_\_\_\_
- 2.6. **Title of contract** \_\_\_\_\_ **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** \_\_\_\_\_
- Nature of debtor's interest** GUARANTOR ON REAL PROPERTY LEASE RD MANAGEMENT LLC  
WATERVIEW MARKETPLACE  
OWNER LLC  
810 SEVENTH AVE  
10TH FL  
NEW YORK NY 10019
- State the term remaining** 5/30/2030
- List the contract number of any government contract** \_\_\_\_\_
- 2.7. **Title of contract** \_\_\_\_\_ **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** \_\_\_\_\_
- Nature of debtor's interest** GUARANTOR ON REAL PROPERTY LEASE ROXVILLE ASSOCIATES  
P.O. BOX 48  
GREEN VILLAGE NJ 07935-0048
- State the term remaining** 8/31/2023
- List the contract number of any government contract** \_\_\_\_\_
- 2.8. **Title of contract** \_\_\_\_\_ **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** \_\_\_\_\_
- Nature of debtor's interest** GUARANTOR ON REAL PROPERTY LEASE SUNRISE PROMENADE  
ASSOCIATES  
SPIEGEL ASSOCIATES  
ATTN: PRESIDENT  
375 N BROADWAY  
PENTHOUSE  
JERICHO NY 11753
- State the term remaining** 5/30/2030
- List the contract number of any government contract** \_\_\_\_\_

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

- 2.9. **Title of contract** \_\_\_\_\_ **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** \_\_\_\_\_
- Nature of debtor's interest** GUARANTOR ON REAL PROPERTY LEASE TRT BRAINTREE II LLC  
PO BOX 809144  
CHICAGO IL 60680-9144
- State the term remaining** 5/31/2027
- List the contract number of any government contract** \_\_\_\_\_
- 
- 2.10. **Title of contract** \_\_\_\_\_ **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** \_\_\_\_\_
- Nature of debtor's interest** GUARANTOR ON REAL PROPERTY LEASE W/S PEAK CANTON PROPERTIES  
LLC  
33 BOYLSTON STREET  
SUITE 3000  
CHESTNUT HILL MA 02467
- State the term remaining** 2/28/2026
- List the contract number of any government contract** \_\_\_\_\_

**Fill in this information to identify the case:**

**Debtor name:** TPS Holdings, LLC

**United States Bankruptcy Court for the:** District of Massachusetts

**Case number (if known):** 20-40745

☐ Check if this is an amended filing

Official Form 206H

# **Schedule H: Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Does the debtor have any codebtors?**

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G.** Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	KAYNE SENIOR CREDIT II, LLC	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	TRT BRAINTREE LLC	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.3. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	W/S PEAK CANTON PROPERTIES LLC	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.4. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	SUNRISE PROMENADE ASSOCIATES	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.5. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	MG 650 MAIN LLC C/O DV MANAGEMENT LLC	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.6. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	PARAMUS PARK SHOPPING CENTER LP	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input checked="" type="checkbox"/> G

Debtor **TPS Holdings, LLC**

Case number (if known) **20-40745**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.7. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	WATERVIEW MARKETPLACE OWNER LLC	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.8. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	GGP-MAINE MALL LLC	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.9. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	PLEASANT SHOPS (EDENS), LLC	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.10. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	DELTA MB LLC	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.11. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	ROXVILLE ASSOCIATES	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.12. THE PAPER STORE, LLC	20 MAIN ST ACTON MA 01720	910 HAMBURG TURNPIKE, LLC	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G

Fill in this information to identify the case:

Debtor name: TPS Holdings, LLC

United States Bankruptcy Court for the: District of Massachusetts

Case number (if known): 20-40745

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

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

Executed on 8/4/2020  
MM/DD/YYYY

x

/s/ Don Van der Wiel

Signature of individual signing on behalf of debtor

Don Van der Wiel  
Printed name

Chief Restructuring Officer  
Position or relationship to debtor