

**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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TPS Oldco, LLC, <i>et al.</i> ,	:	Case No. 20-40743 (CJP)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
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**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 1, 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: October 1, 2020
Worcester, Massachusetts

BY ORDER OF THE COURT