

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11  
: :  
APPVION, INC., *et al.*,<sup>1</sup> : Case No. 17-12082 (KJC)  
: :  
Debtors. : (Jointly Administered)  
: :  
: **Related D.I.: 296 & 337**  
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**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM, INCLUDING  
SECTION 503(B)(9) CLAIMS**

**PLEASE TAKE NOTICE** that on October 1, 2017 (the “Petition Date”), Appvion, Inc. and its affiliated debtors (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

**PLEASE TAKE FURTHER NOTICE** that on November 30, 2017, the Debtors filed the *Motion of the Debtors for an Order (I) Establishing Deadlines for Filing Proofs of Claim, Section 503(b)(9) Claims and (II) Approving the Form and Manner of Notice Thereof* [D.I. 296].

**PLEASE TAKE FURTHER NOTICE** that, on December 19, 2017, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), having jurisdiction over the Debtors’ chapter 11 cases, entered an order (the “Bar Date Order”) establishing:

- a. **General Bar Date: February 14, 2018, at 5:00 p.m. (EST)** as the “General Bar Date” and deadline for all persons or entities, other than Governmental Units (as defined in section 101(27) of the Bankruptcy Code), to file proofs of claim (each, a “Proof of Claim”) based on claims against any Debtor that arose prior to the Petition Date, including claims for the value of goods sold to any Debtor in the ordinary course of business and received by such Debtor within twenty (20) days before the Petition Date (each, a “503(b)(9) Claim”);
- b. **Governmental Bar Date: March 30, 2018, at 5:00 p.m. (EST)** as the “Governmental Bar Date” and deadline for all Governmental Units to file Proofs of

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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: Appvion, Inc. (6469), Paperweight Development Corp. (4992), PDC Capital Corporation (1197), Appvion Receivables Funding I LLC (9218), and APVN Holdings LLC (8543). The corporate headquarters and the mailing address for the Debtors listed above is 825 East Wisconsin Avenue, P.O. Box 359, Appleton, Wisconsin 54912.

Claim against the Debtors based on claims against any Debtor that arose prior to the Petition Date.

**You should consult an attorney if you have any questions, including whether to file a Proof of Claim. If you have any questions with respect to this notice, you may contact the Debtors' claims agent, Prime Clerk LLC ("Prime Clerk") at (866) 315-0467.**

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

You **MUST** file a Proof of Claim if you have a claim that arose prior to the Petition Date, and it is not a claim described in Section 2 below. Acts or omissions of the Debtors that arose prior to the Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Dates, notwithstanding that such claims may not have matured or become fixed or liquidated as of the Petition Date.

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

## **2. WHO NEED NOT FILE A PROOF OF CLAIM**

- (a) any person or entity that has already properly filed a Proof of Claim against a Debtor with Prime Clerk or the Clerk of the U.S. Bankruptcy Court for the District of Delaware in a form substantially similar to Official Form 410;
- (b) any person or entity whose claim is listed on a Debtor's Schedule D or E/F, and (i) the claim is not described as "disputed," "contingent," or "unliquidated," (ii) such person or entity agrees with the amount, nature, and priority of the claim set forth in the Schedules, and (iii) such person or entity agrees that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;
- (c) any person or entity whose claim has been allowed by order of the Court entered on or before the applicable Bar Date;
- (d) any person or entity whose claim has been satisfied in full by the Debtors or any other party prior to the applicable Bar Date;
- (e) any holder of a claim for which the Court has already fixed a specific deadline to file a Proof of Claim;
- (f) any affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtors for their claims against the Debtors;

- (g) any person or entity that holds or asserts a claim that is limited exclusively to the repayment of principal, interest, and/or other applicable fees and charges (a “Debt Claim”) owed under any bond or note issued by the Debtors pursuant to an indenture (an “Indenture”), to the extent that the relevant Indenture Trustee (as defined below) files a proof of claim authorized by clause (ii) below; *provided however* that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee under the applicable indenture (the “Indenture Trustee”), (ii) each Indenture Trustee shall be authorized to file a single proof of claim against each Debtor, on or before the General Bar Date, (iii) each Indenture Trustee will be permitted, in lieu of attaching voluminous documentation, to file with its proof of claim a summary of the applicable Indenture and other operative documents, on the condition that such documents will be made available by the Indenture Trustee within ten (10) business days after receipt of a written request from a party in interest, and (iv) any holder of a Debt Claim wishing to assert a claim against any or all Debtors, other than a Debt Claim arising out of or relating to an Indenture, shall be required to file a proof of claim with respect to such claim on or before the General Bar Date, unless another exception in this paragraph applies;
- (h) any person or entity that holds or asserts a claim or interest that is limited exclusively to a beneficial interest of the Appvion, Inc. Employee Stock Ownership Trust (the “ESOP Trust”); *provided however* that Argent Trust Company, as trustee, shall be authorized to file a single proof of claim against each Debtor against whom it asserts a claim or interest, on or before the General Bar Date and any holder of a beneficial interest in the ESOP Trust wishing to assert a claim against any or all Debtors other than a beneficial interest in the ESOP Trust shall be required to file a proof of claim with respect to such claim on or before the General Bar Date, unless another exception in this paragraph applies;
- (i) the DIP Secured Parties and Prepetition Secured Parties, as defined in and under the *Final Order (I) Authorizing Debtors To (A) Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) And 364(e), (B) Grant Senior Liens and Superpriority Administrative Expense Status, and (C) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364; and (III) Granting Related Relief [D.I. 234];* and
- (j) any current or former employee of the Debtors whose employment or retiree status is subject to the terms of a collective bargaining agreement currently in effect (and, with respect to benefit claims, any spouse or beneficiary thereof) and is administered by labor unions representing such employees (“CBA Parties”), solely with respect to any prepetition claim based on the payment of wages and compensation and employee medical benefits, insurance benefits, and other benefits authorized to be paid pursuant to the *Final Order (I) Authorizing the Debtors to Pay Certain Prepetition Wages and Compensation and Maintain and*

*Continue Employee Benefit Programs in the Ordinary Course and (II) Authorizing Banks to Honor and Process Checks and Transfers Related to Such Employee Obligations* [D.I. 218]; *provided, however*, that (a) if the Debtors have provided written notice to such CBA Parties and their union of the Debtors' intention not to pay such claim, the CBA Parties shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of written notice, to submit a proof of claim. Notwithstanding the foregoing, the CBA Parties must submit proof of claims prior to the General Bar Date relating to grievances to the extent the grounds for such grievances arose on or prior to the Petition Date, provided that the labor unions may submit a claim itemizing such grievances on behalf of their respective members.

**You should not file a Proof of Claim if you do not have a claim against any of the Debtors. The fact that you have received this Bar Date Notice does not mean that you have a claim or that the Debtors or the Bankruptcy Court believes that you have a claim.**

### **3. WHEN AND WHERE TO FILE A PROOF OF CLAIM**

All Proofs of Claim must be sent to Prime Clerk (i) electronically through Prime Clerk's website <https://cases.primeclerk.com/appvion> or (ii) by regular mail, overnight mail, or hand delivery, addressed to **Appvion, Inc. Claims Processing, c/o Prime Clerk, 830 3<sup>rd</sup> Avenue, 3<sup>rd</sup> Floor, New York NY 10022;**

Proofs of Claim will be deemed timely filed *only if* they are actually received by Prime Clerk on or before the applicable Bar Date. Proofs of Claim submitted by facsimile or e-mail *will not be accepted*.

### **4. HOW TO FILE A PROOF OF CLAIM**

Enclosed herewith as Exhibit 1 is a Proof of Claim Form, in a form substantially similar to Official Form 410. Additional copies of Official Form 410 may be obtained at <https://cases.primeclerk.com/appvion>.

If you file a Proof of Claim it must be (i) completed on a claim form substantially in the form of the Official Form 410; (ii) signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (iii) include supporting documentation (if voluminous, attach a summary) or explanation as to why documentation is not available; (iv) be in English language; and (v) be denominated in United States currency. Each Proof of Claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the applicable Debtor within twenty (20) days prior to the Petition Date, (ii) attach any documentation identifying the particular invoices corresponding to the asserted 503(b)(9) Claim and delivery address, and (iii) attach documentation evidencing delivery of the goods delivered to and received by the applicable Debtor within twenty (20) days prior to the Petition Date. Any holder of a claim against more than one Debtor must file a separate Proof of Claim against each Debtor and all holders of claims must identify on their Proof of Claim the specific Debtor against which such claim is asserted and the case number of that Debtor's bankruptcy case. The Debtors' names and case numbers are set forth above.

**You should attach to your completed Proof of Claim Form copies of any writings upon which your claim is based.**

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

**Except as described in Section 2 above, as applicable, any holder of a claim against any Debtor who received notice of the Bar Dates (whether such notice was actually or constructively received) and is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order and this Bar Date Notice on or before the applicable Bar Date, (a) shall be forever barred, estopped, and enjoined from asserting such claim against any Debtor, and such Debtor and its property may upon confirmation of a chapter 11 plan with respect thereto, be forever discharged from all indebtedness and liability with respect to such claim, and (b) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.**

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

You may be listed in the Schedules as the holder of a claim against the Debtors. Interested parties may examine copies of the Schedules at <https://cases.primeclerk.com/appvion> (free of charge) or on the Court's electronic docket <http://ecf.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://pacer.psc.uscourts.gov>).

If you rely on the Debtors' Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified, 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 Bar Date Notice.

In the event the Debtors file an amendment (a "Schedules Amendment") to any of their Schedules and such Schedules Amendment (i) reduces the undisputed, noncontingent, and liquidated amount of a claim, (ii) changes the characterization of a claim, or (iii) adds a new claim to the Schedules described as "disputed," "contingent" or "unliquidated," establishing a deadline (the "Amended Schedules Bar Date") for each applicable claimant to file a Proof of Claim with respect to such amended or new claim by the later of (y) the General Bar Date or (z) 5:00 p.m. (Eastern Time) on the date that is twenty-one (21) days after service of a notice on such claimant of the Schedules Amendment), but, in the case of any amendment to the Schedules after the applicable Bar Date where you did not file a proof of claim prior to the applicable Bar Date, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment; provided, however, that you are not entitled to an extension of an undisputed, liquidated, non-contingent claim.

Dated: December 26, 2017  
Wilmington, Delaware

Respectfully submitted,

**DLA PIPER LLP (US)**

/s/ Stuart M. Brown

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