

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

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In re	:	
	:	Chapter 11
LSC COMMUNICATIONS, INC., <i>et al.</i> , ¹	:	
	:	Case No. 20-10950 (SHL)
Debtors.	:	
	:	Jointly Administered
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NOTICE OF DEBTORS’ MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING AND APPROVING THE DEBTORS’ ENTRY INTO THE PURCHASE AGREEMENT, (II) APPROVING THE SALE OF CERTAIN OF THE DEBTORS’ REAL PROPERTY FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES, (III) AUTHORIZING THE DEBTORS TO TAKE ALL ACTIONS NECESSARY TO CONSUMMATE THE SALE, AND (IV) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that on the date hereof, LSC Communications, Inc. (“LSC Communications”) and certain of its affiliated debtors and debtors-in-possession (together with LSC Communications, the “Debtors”) filed the *Motion for Entry of an Order (I) Authorizing and Approving the Debtors’ Entry into the Purchase Agreement, (II) Authorizing the Sale of Certain of the Debtors’ Real Property Free and Clear of Liens, Claims, and Encumbrances, (III) Authorizing the Debtors to Take All Actions Necessary to Consummate the Sale, and (IV) Granting Related Relief* (the “Motion”)² with the United States Bankruptcy Court for the Southern District of New York Bankruptcy Court (the “Court”) Bankruptcy Court seeking entry of an order, among other things, (i) authorizing and approving entry by the Debtors into the Purchase Agreement, (ii) approving the Sale, (iii) authorizing the Debtors to take all actions

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: LSC Communications, Inc. (9580); Courier Communications LLC (2268); Courier Kendallville, Inc. (4679); Courier New Media, Inc. (1312); Dover Publications, Inc. (0853); LSC Communications Logistics, LLC (9496); LSC Communications MM LLC (5577); LSC Communications US, LLC (4157); LSC International Holdings, Inc. (4995); National Publishing Company (8213); Publishers Press, LLC (7265); Continuum Management Company, LLC (2627); Clark Distribution Systems, Inc. (5778); Clark Holdings Inc. (9172); Clark Worldwide Transportation, Inc. (5773); The Clark Group, Inc. (6223); Courier Companies, Inc. (7588); Courier Publishing, Inc. (3681); F.T.C. Transport, Inc. (8699); LibreDigital, Inc. (7160); LSC Communications Printing Company (7012); and Research & Education Association, Inc. (3922). The Debtors’ corporate headquarters is located at 191 N. Wacker Drive, Suite 1400, Chicago, IL 60606.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

necessary to consummate the Sale, and (iv) granting related relief. With the Court's consent, the undersigned counsel will present the Motion on **July 9, 2020 at 11:00 a.m. (prevailing Eastern Time)** (the "Hearing"), or as soon thereafter as counsel may be heard. The Hearing will be held telephonically before the Honorable Sean H. Lane, United States Bankruptcy Court for the Southern District of New York.

PLEASE TAKE FURTHER NOTICE that due to the COVID-19 pandemic and in accordance with the Court's General Order M-543, dated March 20, 2020, the Hearing will only be conducted telephonically. Parties should not appear in person and those wishing to participate in the Hearing must make arrangements through Court Solutions LLC. Instructions to register for Court Solutions LLC are attached to the Court's General Order M-543, a copy of which is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that responses or objections (the "Objections"), if any, to the relief requested in the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and shall be filed with the Court in accordance with the customary practices of the Court and General Order M-39. Objections must be filed and received no later than **July 2, 2020 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline") and must be served on the following parties: (a) the Honorable Sean H. Lane, United States Bankruptcy Judge; (b) the Debtors, LSC Communications, Inc., 191 North Wacker Drive, Suite 1400, Chicago, Illinois 60606, Attn: Suzanne Bettman; (c) counsel to the Debtors, Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: Christian P. Jensen; (d) counsel to Bank of America, N.A., as administrative agent for the Debtors' prepetition credit facility and DIP credit facility, Moore & Van Allen PLLC, 100 North Tryon Street, Suite 4700, Charlotte, North Carolina 28202, Attn: David L. Eades and Charles (Trey) R. Rayburn III; (e) counsel to the ad hoc group of term lenders, Arnold & Porter Kaye Scholer LLP, 70 West Madison Street, Suite 4200, Chicago, IL 60602-4231, Attn: Michael D. Messersmith and Sarah Gryll; (f) counsel to the ad hoc group of secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064, Attn: Andrew N. Rosenberg and Alice B. Eaton; (g) counsel to the Committee; Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Brett Lawrence and Frank A. Merola; (h) the Office of the United States Trustee for the Southern District of New York, 86 Chambers Street, 3rd Floor, New York, NY 10007; and (i) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the "Objection Notice Parties").

PLEASE TAKE FURTHER NOTICE that only those Objections that are timely filed, served and received will be considered at the Hearing. **Any party failing to timely file and serve an Objection on or before the Objection Deadline in accordance with this Notice shall be forever barred from asserting any objection to the Motion, including with respect to the sale of the Debtors' assets free and clear of all liens, claims, encumbrances and other interests.**

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Pleadings, the Debtors may, on or after the Objection Deadline, submit to the Court orders substantially in the form of the proposed orders annexed to the Motion, which may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that this Notice is subject to the fuller terms and conditions of the Motion, and the Debtors encourage parties-in-interest to review the Motion in its entirety. Copies of the Motion may be inspected in the offices of the Clerk of the Bankruptcy Court during normal business hours or downloaded from the Court's website at www.nysb.uscourts.gov. Please note that prior registration with the PACER Service Center and payment of a fee may be required to access such documents. Parties-in-interest may sign up for a PACER account by visiting the PACER website at <http://pacer.psc.uscourts.gov> or by calling (800) 676-6856. In addition, copies of the Motion and all other papers filed in the chapter 11 cases are available free of charge from the website of the Debtors' claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/LSC/> or by calling (877) 429-6615 (U.S./Canada) or (646) 214-8838 (International).

Dated: June 18, 2020
New York, New York

/s/ Andrew G. Dietderich
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Counsel to the Debtors

Exhibit A

General Order M-543

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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 In re: :
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 CORONAVIRUS/COVID-19 PANDEMIC, :
 COURT OPERATIONS UNDER THE EXIGENT : General Order M-543
 CIRCUMSTANCES CREATED BY COVID-19 :
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In order to protect public health, and in recognition of the national emergency that was declared by the President of the United States on March 13, 2020, the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”) hereby issues the following order:

IT IS HEREBY ORDERED, effective immediately and until further notice, that:

1. **Hearings and Conferences.** All hearings and conferences scheduled to be held in courthouses comprising the Manhattan Division, White Plains Division, and Poughkeepsie Division of the Bankruptcy Court will be conducted **telephonically** pending further Order of the Bankruptcy Judge assigned to the matter (“Bankruptcy Judge”). Any party wishing to appear in person at a hearing or conference shall file or submit an appropriate motion or request, which will be considered by the Bankruptcy Judge. Any party may request an adjournment of a hearing or conference by filing or submitting an appropriate motion or request setting forth the basis for the adjournment in conformity with the Bankruptcy Judge’s procedures for requesting adjournments. All attorneys, witnesses and parties wishing to appear at, or attend, a telephonic hearing or conference must refer to the Bankruptcy Judge’s guidelines for telephonic appearances and make arrangements with **Court Solutions LLC**. Pro se parties, Chapter 7 Trustees and Ch 13 Trustee may participate telephonically in hearings free of charge using Court Solutions. The instructions for registering with Court Solutions are attached hereto.
2. **Evidentiary Hearings and Trials.** Parties should contact the Bankruptcy Judge’s courtroom deputy or law clerk assigned to the case to inquire about whether an upcoming evidentiary hearing or trial will proceed as scheduled and be prepared to discuss procedures and technology for conducting the evidentiary hearing remotely.
3. **Official Record.** In order to assist the Bankruptcy Court in creating and maintaining the official record of proceedings before it, and to facilitate the availability of official transcripts of the proceedings, Bankruptcy Court personnel are permitted to utilize tools made available through Court Solutions to record telephonic hearings, conferences and trials. Such recordings shall be the official record. Transcripts can be ordered and corrected in the same way as before the issuance of this Order.

4. **Clerk's Office and Pro Se Filings.** Until further notice, the three Divisions of the Bankruptcy Court will remain open for all other business. Clerk's Office personnel are available by telephone, mail will be received, and the intake desks will remain open to receive *pro se* filings. *Pro se* filers can also continue to utilize the drop boxes located in the lobbies of the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007 or the Honorable Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, White Plains, NY 10601 for delivery of documents after 5:00 pm. Any documents submitted for filing in a drop box must be time-stamped, sealed in an envelope addressed to the Clerk of Court of the Bankruptcy Court, and must include the filer's contact information.

Dated: March 20, 2020
New York, New York

/s/ Cecelia G. Morris
Cecelia G. Morris
United States Bankruptcy Chief Judge

Instructions to register for CourtSolutions.

1. Create a CourtSolutions account online.

Logon to <https://www.court-solutions.com/> to “Signup” for an account and to register a telephonic appointment for an upcoming hearing. Registration for a hearing must occur no later than 12:00 noon on the business day prior to the hearing date.

2. Register for a hearing with CourtSolutions.

After creating and signing into their CourtSolutions account at <https://www.court-solutions.com/>, a party must register for a hearing.

- a. Enter the last name of the Judge to appear before and then select the appropriate name from the list.
- b. Enter the time and date of the hearing.
- c. Select participation status: Live or Listen Only.
- d. Enter the case name, case number, and, if applicable, the name of client.
- e. There is a box to click to agree to terms/conditions, and then press “Register”.
- f. CourtSolutions will send an email confirmation of the participation request.
- g. The court staff will first confirm that a granted motion to appear telephonically is on the docket. If there exists a granted motion, the court staff will approve the reservation.
- h. CourtSolutions will then send another email confirmation.

Note that the reservation received for a registered hearing may NOT be transferred to another person. If someone dials in with someone else’s registration information, the caller information presented to the court will not match the correct person.

3. Charges.

For lawyers and participants, registration and reservations are free.

Once a party dials into a call, the cost is a flat fee of \$70, per reservation, per judge, per day. If the hearing is adjourned for a break and the party rejoins the call later that day, there is no additional charge to rejoin the call. If the hearing is continued to another day, lawyers and participants will need to re-register and the flat fee will apply again when dialing in.

If a party does not timely join a call, no fee is charged. The Judge will have the party listed as having made a reservation, but the party is not charged. However, the hearing may proceed in their absence, and they may face sanctions from the Court.

Additionally, a party may notice that there is a charge on their card after making a reservation. When making a reservation, CourtSolutions places an authorization hold on the card. If the party does not join the call, the pending hold will be removed automatically several days later, and there will be no charge.

Any issues with billing shall be directed to the vendor. The Court is not responsible for the billing or collection of the fees incurred with CourtSolutions.

4. Order of Proceeding.

CourtSolutions does not place a call to counsel on the day of the hearing. It is counsel's responsibility to dial into the call not later than 10 minutes prior to the scheduled hearing. Logging into the CourtSolutions website for the hearing is not required but is helpful to unmute your line if the Court mutes it or to raise your hand to be recognized during the hearing.

Upon connecting to the call and at the time of the hearing, a party may hear the activity in the courtroom. Unless a joining party mutes their line, he/she joins the call as an active participant and can be heard. Failure to act appropriately on the line may result with the party being disconnected by Court. When the judge is ready to hear the case, appearances will be called. Each time a telephonic party speaks, he/she should identify them self for the record. The court's teleconferencing system allows more than one speaker to be heard, so the judge can interrupt a speaker to ask a question or redirect the discussion. When the judge informs the participants that the hearing is completed, the telephonic participant may disconnect, and the next case will be called.

5. Failure to appear.

If a party does not timely call and connect to the scheduled hearing, the hearing may proceed in their absence, and they may face sanctions from the Court for their failure to appear.

6. Other/Miscellaneous.

Telephonic appearances by multiple participants are only possible when there is compliance with every procedural requirement. Sanctions may be imposed when there is any deviation from the required procedures or the Court determines that a person's conduct makes telephonic appearances inappropriate. Sanctions may include denying the matter for failure to prosecute, continuing the hearing, proceeding in the absence of a party who fails to appear, or a monetary sanction.