

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

	X	
In re	:	Chapter 11
	:	
LSC COMMUNICATIONS, INC., <i>et al.</i> , ¹	:	Case No. 20-10950 (SHL)
	:	
Debtors.	:	Jointly Administered
	:	
	:	
	X	

**ORDER ESTABLISHING
CASE MANAGEMENT PROCEDURES**

Upon the motion (the “Motion”)² of LSC Communications, Inc. and certain of its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order establishing certain case management procedures; this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these chapter 11 cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and no other or further notice being necessary; and objections (if any) to the Motion having been withdrawn or overruled on the

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 Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

merits; and a hearing having been held to consider the relief requested in the Motion and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Case Management Procedures attached hereto as Exhibit 1 are approved and shall govern all applicable aspects of the Debtors' chapter 11 cases, except as otherwise ordered by the Court.
3. The first three Omnibus Hearing Dates are scheduled on:
 - June 2, 2020 at 11:00 a.m. (ET),
 - July 9, 2020 at 11:00 a.m. (ET), and
 - August 13, 2020 at 11:00 a.m. (ET).
4. The Debtors and the Debtors' claims and noticing agent, Prime Clerk LLC (the "Notice and Claims Agent") are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. The Debtors shall serve a copy of this Order within five (5) business days after entry hereof on the Master Service List and post a copy of this Order on the case website maintained by the Notice and Claims Agent.
6. The requirements set forth in Local Rule 9013-1(b) are satisfied.

7. This Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: May 12, 2020
New York, New York

/s/ *Sean H. Lane*
The Honorable Sean H. Lane
United States Bankruptcy Judge

EXHIBIT 1

Case Management Procedures

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

	x	
In re	:	Chapter 11
	:	
LSC COMMUNICATIONS, INC., <i>et al.</i> , ¹	:	Case No. 20-10950 (SHL)
	:	
Debtors.	:	Jointly Administered
	:	
	:	
	x	

CASE MANAGEMENT PROCEDURES

In the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of LSC Communications, Inc. and certain of its affiliated debtors and debtors-in-possession (each a “Debtor,” and collectively, the “Debtors”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Case Management Order”) approving these case management procedures (“Case Management Procedures”). The Case Management Procedures shall apply in the Chapter 11 Cases and all adversary proceedings filed in connection therewith (“Adversary Proceedings”). All provisions of the Bankruptcy Rules, the Local Bankruptcy Rules and the Court’s Chambers Rules shall apply to the Chapter 11 cases and Adversary Proceedings except as expressly modified herein.

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.

General Case Administration and Pleadings

1. All documents filed in the Chapter 11 Cases, including, but not limited to, all notices, motions, applications, other requests for relief, and all briefs, memoranda, affidavits, declarations, and other documents filed in support of such documents (collectively, "Pleadings"), objections or responses to the Pleadings (the "Objections"), statements related thereto ("Statements"), and replies thereto ("Replies," and together with the Pleadings, the Objections and the Statements, the "Documents") shall be filed electronically with the Court on the docket of *In re LSC Communications, Inc., et al.*, Case No. 20-10950. Documents that relate only to an Adversary Proceeding shall be filed only on the docket for that adversary proceeding.

2. A "Notice of Hearing" shall be filed and served concurrently with all Pleadings and shall include the following: (a) the title of the Pleading; (b) the parties upon whom any Objection to the Pleading is required to be served; (c) the date and time of the applicable objection deadline; (d) the date of the hearing at which the Pleading shall be considered by the Court; and (e) a statement that the relief requested may be granted without a hearing if no Objection is timely filed and served.

3. In accordance with the Court's Chamber Rules, unless prior permission has been granted, briefs, memoranda of law or motions with embedded argument in support of requests for relief and objections thereto shall be no more than forty (40) pages in length, and reply briefs shall be no more than twenty (20) pages, exclusive of the table of contents and table of authorities. All Documents shall be double-spaced, 12-point font, with margins of at least one inch. Briefs or memoranda of fifteen (15) pages or more shall contain a table of contents and a table of authorities.

Parties Entitled to and Manner of Service

4. The Notice and Claims Agent shall maintain a master service list (the “Master Service List”), which shall include the following parties:
- a. counsel to the Debtors, Sullivan & Cromwell LLP, 125 Broad St., New York, NY 10004 (Attn: Andrew Dietderich and Brian Glueckstein);
 - b. the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Benjamin Higgins);
 - c. counsel to the Official Committee of Unsecured Creditors (the “Committee”), Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 (Attn: Frank Merola, Brett Lawrence and Gabriel Sasson) and Levenfeld Pearlstein, LLC, 2 N. LaSalle St., Suite 1300, Chicago, IL 60602 (Attn: Harold D. Israel);
 - 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); and
 - g. any other party in interest who files a Notice of Appearance and a request for service of documents as set forth in paragraph 6 of the Case Management Procedures.
5. All Documents shall also be served, in the manner described herein, on any person or entity with a particularized interest in the subject matter of a certain Document (an “Affected Party”).

6. Any party in interest that wishes to receive service of documents in the chapter 11 cases and wishes to be added to the Master Service List shall file a notice of appearance (“Notice of Appearance”) and request for service of papers in accordance with Bankruptcy Rules 2002 and 9010(b). The Notice of Appearance shall include the following: (a) the requesting party’s name and address; (b) the name of the client, if applicable; (c) the requesting party’s telephone number; (d) the requesting party’s email address for service by electronic transmission; (e) the requesting party’s address for service by U.S. mail, hand delivery, and/or overnight delivery; and (f) the requesting party’s facsimile number for service by facsimile. Any individual or entity who files a Notice of Appearance who does not maintain and cannot practicably obtain an email address must include in its Notice of Appearance a certification stating the same. Notice will be provided to these individuals or entities by U.S. mail, overnight delivery, or facsimile, in the sole discretion of the serving party in accordance with the Case Management Procedures. Notwithstanding Bankruptcy Rules 2002 and 9019(b), no request for service filed in these cases shall have any effect unless the foregoing requirements are satisfied.

7. The Master Service List shall contain addresses, facsimile numbers, and email addresses. The Notice and Claims Agent shall use reasonable efforts to update the Master Service List as often as practicable, but in no event less frequently than every thirty (30) days. The Master Service List and any updates thereto shall be filed electronically with the Court, and shall be maintained on the case website. The Notice and Claims Agent shall provide a copy of the most up-to-date version of the Master Service List to any party in interest requesting a copy of the Master Service List.

8. The proceedings with respect to which notice is limited to the Master Service List and any Affected Parties shall include all matters covered by Bankruptcy Rule 2002, with the express exception of the following: (i) notices of (a) a meeting of creditors pursuant to section 341 of the Bankruptcy Code, (b) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c), and (c) the time fixed for filing objections to, and the hearings to consider, approval of a disclosure statement and a chapter 11 plan; and (ii) notice and transmittal of ballots for accepting or rejecting a chapter 11 plan, which notices would be given in accordance with Bankruptcy Rule 2002 and other applicable Bankruptcy Rules, unless ordered by the Court.

9. Notices and Documents filed in connection with an adversary proceeding need be served only on the parties to that Adversary Proceeding, the Debtors, the U.S. Trustee, the Committee, and any other Affected Party.

10. Service and delivery of all Documents shall be made electronically (*i.e.*, via ECF to all parties that have appeared in the action, or by e-mail to any other parties, subject to the exceptions that follow), other than service of a summons and complaint in an Adversary Proceeding, except that (a) if any individual or entity certifies, in the Notice of Appearance, that such individual or entity does not maintain and cannot practically maintain an email address; or (b) if an email address is not available in the Debtors' Master Service List, then the Documents shall be served upon such individual or entities by U.S. mail, by overnight delivery, or by facsimile, at the discretion of the party who is serving the relevant Document.

11. Service by email shall be effective as of the date the Document is sent to the email address provided by the party. If service is made by email, the serving party shall not

be required to serve a paper copy of the Documents on interested parties and email service shall satisfy the Court's rules for service.

12. Unless the Court directs otherwise, one hard copy of each Document, including those filed electronically, shall be delivered or mailed to chambers at the time of service.

Scheduling

13. The Debtors shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (the "Omnibus Hearings") at which matters shall be heard. Upon scheduling, the Notice and Claims Agent shall post the date of the Omnibus Hearings on the case website, located at <http://cases.primeclerk.com/LSC>. The Court will schedule additional Omnibus Hearings on request of the Debtors, and, upon scheduling, the Notice and Claims Agent shall post the date of the Omnibus Hearing on the case website. Any party in interest may contact the Notice and Claims Agent for information concerning all scheduled Omnibus Hearings.

14. Unless otherwise ordered by the Court for good cause shown, all matters will be heard initially at these Omnibus Hearings; provided, however, approval of a disclosure statement, confirmation of a plan, evidentiary hearings, or trials, or any other Pleading filed by the Debtors may be scheduled on a non-Omnibus Hearing date with prior permission from the Court.

15. If a document is filed by a party other than the Debtors and purports to set a hearing date inconsistent with the Case Management Procedures, the hearing shall be scheduled, without the necessity of a Court order, for the first Omnibus Hearing date after the applicable notice period has expired, and all applicable deadlines shall be extended accordingly.

16. The Case Management Procedures are without prejudice to the right of any party in interest to seek the scheduling of a matter on an expedited or emergency basis. Any party making a request for such scheduling shall first attempt to reach agreement with attorneys for the Debtors and the Affected Parties as to the need for an expedited hearing. All requests for expedited relief shall comply with the Bankruptcy Rules, the Local Bankruptcy Rules and the Court's Chambers Rules.

17. If a Pleading seeks relief of a kind described in Bankruptcy Rule 2002(a) or (b), the hearing to consider such request for relief shall be set in accordance with the time period set forth in Bankruptcy Rules 2002(a) and (b) and 9006. For all other requests for relief, with the exception of requests for relief filed pursuant to the Presentment Procedures (as hereinafter defined), requests for relief shall not be considered unless filed and served at least fourteen (14) calendar days before the next applicable Omnibus Hearing date; provided that if the Document is served by regular U.S. mail only, the request for relief must be filed and served at least seventeen (17) calendar days before the next applicable hearing; and provided further that nothing in the Case Management Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under Bankruptcy Rule 9006(b) and (c).

18. A party may settle or present a proposed order for approval by the Court in accordance with Local Bankruptcy Rule 9074-1; provided that the presentment of a proposed order pursuant to Local Bankruptcy Rule 9074-1(c), or any other similar administrative or standard order, must be filed and served at least seven (7) calendar days before the presentment date (the "Presentment Procedures").

19. The deadline to file an Objection (the “Objection Deadline”) to any Pleading shall be (a) no later than 4:00 p.m. Eastern Time at least seven (7) calendar days before the applicable hearing date or (b) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the movant or applicant, the objecting party, and the Court (the request of the Court’s consent may be made by email or telephone to chambers). All parties filing an Objection (i) shall include their telephone and email addresses (if available) in the signature block on the last page of the Objection, and (ii) are required to attend the hearing, and failure to appear may result in the relief being granted or denied upon default.

20. The deadline to file a Reply (the “Reply Deadline”) in support of any Pleading shall be (a) no later than 4:00 p.m. Eastern Time two (2) business days before the applicable hearing date or (b) any date otherwise ordered by the Court.

21. If any Pleading is adjourned in accordance with the Case Management Procedures or the Court’s Chambers Rules, if the Objection Deadline has not passed and subject to further direction from the Court, the Objection Deadline with respect thereto shall be extended to 4:00 p.m. Eastern Time on the date that is seven (7) calendar days prior to the applicable hearing date and the Reply Deadline shall be at least two (2) business days prior to the applicable hearing date.

22. Notwithstanding section 362(e) of the Bankruptcy Code, if a motion for relief from the automatic stay (“Stay Relief Motion”) is scheduled or adjourned in accordance with the Case Management Procedures to a hearing date that falls on or after the thirtieth (30th) day after the filing of the Stay Relief Motion, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a

result of, a final hearing and determination under 11 U.S.C. § 362(d), and shall be deemed to have waived its right to assert the termination of the automatic stay under 11 U.S.C. § 362(e).

23. Nothing in these Case Management Procedures shall prejudice the right of any party to move the Court to request relief under 11 U.S.C. § 107(b) or Bankruptcy Rule 9018 to protect any entity with respect to a trade secret or confidential research, development or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Document filed in these Chapter 11 Cases.

Hearing Procedures and Telephonic Appearances

24. By noon Eastern Time two (2) business days prior to any scheduled hearing, the Debtors shall file with the Court an agenda for the hearing (the “Agenda”) and shall serve such agenda in accordance with the Case Management Procedures; provided, however, that an Agenda shall not be required where the Debtors have less than forty-eight (48) hours’ notice of a hearing.

25. The Agenda shall include, to the extent known by the Debtors: (a) the docket number and title of each matter scheduled to be heard at the hearing, including the initial Pleading and any Objections, Replies, or other Documents related thereto; (b) whether the matter is contested or uncontested; (c) whether the matter has been settled or has been adjourned; and (d) other comments that will assist the Court; provided that the matters listed on the Agenda shall be limited to matters of substance and shall not include administrative filings such as Notices of Appearance and affidavits of service.

26. Parties may, by consent, agree to adjourn matters from a scheduled Omnibus Hearing to a new hearing date, provided that adjournments under the following circumstances are not permitted without the prior approval of the Court: (a) adjournments

agreed to after the time when the Agenda is due; or (b) adjournments that have been preceded by two or more prior adjournments. The relevant Agenda may include notice of matters that have been consensually adjourned to a later hearing date in lieu of parties filing a separate notice of such adjournment.

27. The initial hearing on all Pleadings will be a non-evidentiary hearing, unless (i) the motion is of a type specified in Local Bankruptcy Rule 9014-2(c), (d), or (e); or (ii) the Court otherwise directs in advance of the hearing, which shall be reflected in the Agenda.

28. Hearings in the Chapter 11 Cases may be conducted telephonically only during the COVID-19 pandemic, in accordance with the Court's General Order M-543 or any amended or superseding order. Parties wishing to participate in a hearing telephonically must register with Court Solutions (www.court-solutions.com) and comply with requirements set forth in General Order M-543 or any amended or superseding order, and the Court's Chambers Rules.

29. If a hearing is proceeding in person but a party wishes to participate via a live telephone line, that party must notify the Debtors and request permission from the Court at least forty-eight (48) hours prior to the scheduled hearing. A party who wishes to monitor a hearing via a listen-only telephone line need not request permission from the Court. All telephonic appearances must be arranged by registering with Court Solutions (www.court-solutions.com).

Discovery

30. Parties are expected to work informally and cooperatively to effect any necessary discovery, with due recognition of the time exigencies that are typical in bankruptcy litigation.

31. Parties are required in the first instance to attempt to resolve discovery and due diligence disputes by negotiation in good faith and, if necessary, a conference call with the Court without submission of papers. The Court will make itself available for such calls, but such calls will not be scheduled until and unless the parties have first tried and failed to resolve the disputed matters themselves. Unless otherwise ordered by the Court, no motion or letter submissions with respect to a discovery or due diligence dispute may be filed unless the parties have first conferred in good faith to resolve it and also sought to resolve the matter by conference call with the Court.

Other Case Management Procedures

32. Nothing in the Case Management Procedures shall prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of the Case Management Procedures upon a showing of good cause.

33. The Debtors may seek to amend or supplement the Case Management Procedures from time to time during the Chapter 11 Cases.

34. To the extent the Case Management Procedures conflict with the Bankruptcy Code, the Bankruptcy Rules or the Local Bankruptcy Rules, the Case Management Procedures shall supersede and govern these Chapter 11 Cases.