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

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In re	:	Chapter 11
	:	
LSC COMMUNICATIONS, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 20-10950 (SHL)
	:	
Debtors.	:	Jointly Administered
	:	
	:	
	:	
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**NOTICE OF AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED FOR HEARING  
ON JUNE 2, 2020 AT 11:00 A.M. (ET)**

An omnibus hearing (“Hearing”) will be held on June 2, 2020 at 11 a.m. (ET), before the Honorable Judge Sean H. Lane, United States Bankruptcy Judge for the United States Bankruptcy Court for the Southern District of New York (the “Court”). In light of the COVID-19 pandemic and the Court’s General Order M-543, dated March 20, 2020, the Hearing will only be conducted telephonically. Parties wishing to participate in the Hearing must make arrangements through CourtSolutions LLC. Instructions to register for CourtSolutions LLC are

<sup>1</sup> 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.

<sup>2</sup> **Amended items appear in bold.**

attached to the Court's General Order M-543. A copy of each pleading can be viewed (a) for a fee on the Court's website at [www.ecf.uscourts.gov](http://www.ecf.uscourts.gov) and (b) free of charge on the website of the Debtors' proposed claims and noticing agent, Prime Clerk LLC at <https://cases.primeclerk.com/LSC>.

**I. Matters Going Forward**

1. **DIP Financing**: Debtors' Motion for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507 and 552, (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing and (VII) Granting Related Relief [D.I. 14]
  - a. Objection Deadline: May 14, 2020 at 4:00 p.m. (ET)
  - b. Related Documents:
    - i. Interim Order (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing and (VII) Granting Related Relief [D.I. 27]
    - ii. **Notice of Proposed Final Order (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay and (VI) Granting Related Relief [D.I. 305]**
  - c. **Withdrawn / Resolved Objections**:
    - i. **Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507 and 552, (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing and (VII) Granting Related Relief [D.I. 250]**
    - ii. **Limited Objection of the United States Trustee to Debtors' Motion for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361,**

**362, 364, 503, 506, 507 and 552, (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling Final Hearing and (VII) Granting Related Relief [D.I. 244]**

- iii. **Westchester Fire Insurance Company and Federal Insurance Company and Their Related Affiliated Sureties' Limited Objection to Debtors' Motion for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 503, 506, 507 and 552, (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing and (VII) Granting Related Relief [Docket No. 14]; Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, the Debtors to Continue Their Surety Bond Program and Pay All Obligations in Respect Thereof, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [Docket No. 7]; Debtors' Motion for Entry of an Order (I) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Service, (II) Deeming Utility Providers Adequately Assured of Future Performance, (III) Establishing Procedures for Determining Adequate Assurance of Payment and (IV) Granting Related Relief [Docket No. 81]; Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, Debtors to Pay Certain Prepetition Taxes, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [Docket No. 8] and Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, Debtors to Pay Prepetition Claims of (A) Critical Vendors and (B) Potential Lien Claimants, (II) Confirming Administrative Expense Priority of Outstanding Orders, (III) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (IV) Granting Related Relief [Docket No. 9] [D.I. 145]**
- iv. Limited Objection to Debtors' Motion for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507 and 552, (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the

Automatic Stay, (VI) Scheduling a Final Hearing and (VII) Granting Related Relief [D.I. 143]

**Status: This matter will be going forward on an uncontested basis.**

2. **KEIP / KERP:** Debtors' Motion for Entry of an Order Authorizing, But Not Directing, the Debtors to Implement (I) a Key Employee Incentive Plan and (II) a Key Employee Retention Plan [D.I. 225]
  - a. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)
  - b. **Related Documents:**
    - i. Motion for Entry of an Order Authorizing the Filing of Confidential Information Under Seal [D.I. 226]
    - ii. Notice of Debtors' Motion for Entry of an Order Authorizing, But Not Directing, the Debtors to Implement (I) a Key Employee Incentive Plan and (II) a Key Employee Retention Plan, and Debtors' Motion for Entry of an Order Authorizing the Filing of Confidential Information Under Seal [D.I. 227]
    - iii. **Reply of Debtors in Support of Debtors' Motion for Entry of an Order Authorizing, But Not Directing, the Debtors to Implement (I) a Key Employee Incentive Plan and (II) a Key Employee Retention Plan [D.I. 294]**
    - iv. **Notice of Revised Proposed Order Authorizing, But Not Directing, the Debtors to Implement (I) a Key Employee Incentive Plan and (II) a Key Employee Retention Plan [D.I. 309]**
  - c. Objections Filed:
    - i. Objection of the United States Trustee to Debtors' Motion for Entry of an Order Authorizing, But Not Directing, the Debtors to Implement (I) a Key Employee Incentive Plan and (II) a Key Employee Retention Plan [D.I. 278]

**Status: This matter will be going forward on a contested basis as to the portion of the United States Trustee's objection relating to the KERP.**

3. **KEIP / KERP Sealing Motion:**
  - i. Motion for Entry of an Order Authorizing the Filing of Confidential Information Under Seal [D.I. 226]

a. **Related Documents:**

- i. Notice of Debtors' Motion for Entry of an Order Authorizing, But Not Directing, the Debtors to Implement (I) a Key Employee Incentive Plan and (II) a Key Employee Retention Plan, and Debtors' Motion for Entry of an Order Authorizing the Filing of Confidential Information Under Seal [D.I. 227]
- ii. **Reply of Debtors in Support of Debtors' Motion for Entry of an Order Authorizing, But Not Directing, the Debtors to Implement (I) a Key Employee Incentive Plan and (II) a Key Employee Retention Plan [D.I. 294]**
- iii. **Notice of Revised Proposed Order Authorizing, But Not Directing, the Debtors to Implement (I) a Key Employee Incentive Plan and (II) a Key Employee Retention Plan [D.I. 309]**

b. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)

c. Objections Filed: None

Status: This matter will be going forward on an uncontested basis.

4. Bid Procedures: Debtors' Motion for One or More Orders (I)(A) Approving Bid Procedures for Sale of Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction(s) for, and Hearing(s) to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, the Auction(s) and the Sale Hearing(s) and (E) Approving Assumption and Assignment Procedures, (II)(A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases with Notice of Opportunity for Hearing and Notice of Hearing and (III) Granting Related Relief [D.I. 223]

a. **Related Documents:**

- i. Notice of Debtors' Motion for One or More Orders (I)(A) Approving Bid Procedures for Sale of Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction(s) for, and Hearing(s) to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, the Auction(s) and the Sale Hearing(s) and (E) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases with Notice of Opportunity for Hearing and Notice of Hearing and (III) Granting Related Relief [D.I. 224]

- ii. Notice of Revised Proposed Order (A) Approving Bid Procedures for Sale of Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auctions for, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing and (E) Granting Related Relief [D.I. 268]
  - iii. Reservation of Rights of the Official Committee of Unsecured Creditors with Respect to the Debtors' Proposed Sale Process [D.I. 280]
  - iv. **Notice of Revised Proposed Order (A) Approving Bid Procedures for Sale of Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auctions for, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing and (E) Granting Related Relief [D.I. 304]**
- b. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)
- c. Withdrawn / Resolved Objections:
- i. Objection of Creditor Tokyo Century (USA) Inc. to Debtors' Motion for One or More Orders (I)(A) Approving Bid Procedures for Sale of Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction(s) for, and Hearing(s) to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, the Auction(s) and the Sale Hearing(s) and (E) Approving Assumption and Assignment Procedures, (II)(A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases with Notice of Opportunity for Hearing and Notice of Hearing and (III) Granting Related Relief [D.I. 279]

Status: This matter will be going forward on an uncontested basis.

5. De Minimis Asset Sales: Debtors' Motion for Entry of an Order (I) Authorizing and Approving Procedures for the Sale or Transfer of De Minimis Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (II) Granting Related Relief [D.I. 228]

a. **Related Documents**:

- i. Notice of Debtors' Motion for Entry of an Order (I) Authorizing and Approving Procedures for the Sale or Transfer of De Minimis Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (II) Granting Related Relief [D.I. 229]

ii. **Notice of Revised Proposed Order Authorizing and Approving Procedures for the Sale or Transfer of De Minimis Assets Free and Clear of All Liens, Claims, Interests and Encumbrances [D.I. 303]**

b. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)

c. Objections Filed: None.

Status: This matter will be going forward on an uncontested basis.

6. Committee Financial Advisors Retention: Application for Order Authorizing Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of April 27, 2020 [D.I. 267]

a. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)

**b. Related Documents:**

i. **Certificate of No Objection Regarding Application for Order Authorizing Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of April 27, 2020 [D.I. 290]**

c. Objections Filed: None

Status: This matter will be going forward on an uncontested basis.

7. Committee Counsel Retention: Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of Stroock & Stroock & Lavan LLP as Lead Counsel, Effective as of April 24, 2020 [D.I. 266]

a. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)

**b. Related Documents:**

i. **Certificate of No Objection Regarding Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of Stroock & Stroock & Lavan LLP as Lead Counsel, Effective as of April 24, 2020 [D.I. 288]**

c. Objections Filed: None

Status: This matter will be going forward on an uncontested basis.

8. Committee Information Agent Retention: Motion of the Official Committee of Unsecured Creditors for an Order Establishing Procedures for Compliance with 11 U.S.C. §§ 1102(b)(3) and 1103(c) and Application to Employ Prime Clerk LLC as Information Agent to the Official Committee of Unsecured Creditors Effective as of May 14, 2020 [D.I. 262]

a. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)

b. **Related Documents:**

- i. **Certificate of No Objection Regarding Motion of the Official Committee of Unsecured Creditors for an Order Establishing Procedures for Compliance with 11 U.S.C. §§ 1102(b)(3) and 1103(c) and Application to Employ Prime Clerk LLC as Information Agent to the Official Committee of Unsecured Creditors Effective as of May 14, 2020 [D.I. 291]**

c. Objections Filed: None

Status: This matter will be going forward on an uncontested basis.

9. Committee Investment Banker Retention: Application for Order Authorizing Employment and Retention of Jefferies LLC as Investment Banker to the Official Committee of Unsecured Creditors Effective as of April 27, 2020 [D.I. 261]

a. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)

b. **Related Documents:**

- i. **Certificate of No Objection Regarding Application for Order Authorizing Employment and Retention of Jefferies LLC as Investment Banker to the Official Committee of Unsecured Creditors Effective as of April 27, 2020 [D.I. 307]**

c. Objections Filed: None

Status: This matter will be going forward on an uncontested basis.

10. Committee Co-Counsel Retention: Application for Order Authorizing Employment and Retention of Levenfeld Pearlstein, LLC as Efficiency Counsel to the Official Committee of Unsecured Creditors Effective as of April 24, 2020 [D.I. 260]

a. Objection Deadline: May 26, 2020 at 4:00 p.m. (ET)

b. **Related Documents:**



**i. Certificate of No Objection Regarding Application for Order Authorizing Employment and Retention of Levenfeld Pearlstein, LLC as Efficiency Counsel to the Official Committee of Unsecured Creditors Effective as of April 24, 2020 [D.I, 289]**

c. Objections Filed: None

Status: This matter will be going forward on an uncontested basis.

**II. Adjourned Matters**

11. Employee Wages and Benefits: Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [D.I. 10]

a. Objection Deadline: May 14, 2020 at 4:00 p.m. (ET)

b. Related Documents:

i. Interim Order (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [D.I. 40]

ii. Notice of Revised Proposed Final Order (I) Authorizing, But Not Directing, The Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [D.I. 179]

iii. Final Order (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [D.I. 211]

c. Objections Filed:

- i. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [D.I. 234]
- ii. Limited Objection of the United States Trustee to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [D.I. 233]

Status: The portion of the relief seeking to pay prepetition severance obligations above \$13,650 has been adjourned to a later hearing date with the consent of the parties.

Dated: June 1, 2020  
New York, New York

*/s/ Brian D. Glueckstein*  
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