

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

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

**NOTICE OF DEADLINES REQUIRING FILING OF PROOFS OF CLAIM
ON OR BEFORE SEPTEMBER 24, 2020**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE
DEBTOR ENTITIES LISTED ON PAGES 1 AND 2 OF THIS NOTICE:**

On August 18, 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order [D.I. 604] (the “Bar Date Order”) in the chapter 11 cases of LSC Communications, Inc. and certain of its affiliated debtors and debtors-in-possession (collectively, the “Debtors”), establishing **September 24, 2020 at 4:00 p.m., Eastern Time** (the “General Bar Date”) as the general deadline for each person or entity (including individuals, partnerships, corporations, joint ventures and trusts) to file a proof of claim against any of the Debtors listed below:

Debtor	Case Number	Last Four Digits of Debtor’s Federal Tax Identification Number
LSC Communications, Inc.	20-10950	9580
Courier Communications LLC	20-10955	2268
Courier Kendallville, Inc.	20-10957	4679
Courier New Media, Inc.	20-10958	1312
Dover Publications, Inc.	20-10949	0853
LSC Communications Logistics, LLC	20-10962	9496
LSC Communications MM LLC	20-10963	5577
LSC Communications US, LLC	20-10965	4157

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.

LSC International Holdings, Inc.	20-10966	4995
National Publishing Company	20-10967	8213
Publishers Press, LLC	20-10968	7265
Continuum Management Company, LLC	20-10954	2627
Clark Distribution Systems, Inc.	20-10951	5778
Clark Holdings Inc.	20-10952	9172
Clark Worldwide Transportation, Inc.	20-10953	5773
The Clark Group, Inc.	20-10970	6223
Courier Companies, Inc.	20-10956	7588
Courier Publishing, Inc.	20-10959	3681
F.T.C. Transport, Inc.	20-10960	8699
LibreDigital, Inc.	20-10961	7160
LSC Communications Printing Company	20-10964	7012
Research & Education Association, Inc.	20-10969	3922

The General Bar Date, the other deadlines established by the Bar Date Order, and the procedures set forth below for filing proofs of claim apply to all claims against any of the Debtors that arose prior to **April 13, 2020**, the date on which the Debtors commenced these chapter 11 cases, except for those holders of claims listed in Section 4 below that are specifically excluded from the filing requirements established by the Bar Date Order. Governmental units have until **October 12, 2020**, the first business day following the date that is 180 days after the order for relief, to file proofs of claim.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose prior to **April 13, 2020** (the "Petition Date"), and it is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the General Bar Date (or, if applicable, one of the other deadlines described below), 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.

The Bar Date Order establishes the following bar dates for filing proofs of claim in these chapter 11 cases (collectively, the "Bar Dates"):

- a. **General Bar Date.** Except as otherwise described in this Notice, all persons and entities that hold a claim against any of the Debtors that arose prior to the Petition Date shall file a proof of claim as described in this Notice by **September 24, 2020 at 4:00 p.m., Eastern Time. For the avoidance of doubt, the General Bar Date applies to all 503(b)(9) Claims.**
- b. **Amended Schedule Bar Date.** If any of the Debtors amends or supplements its schedules of assets and liabilities and statements of financial affairs filed in these cases (the "Schedules"), any claimant affected by such amendment or supplement must file a proof of claim or make any amendments to a previously filed proof of claim on or before the date that is **the later of (i) the General Bar Date and (ii) 4:00**

p.m., Eastern Time, on the date that is 30 days after the date that notice of the applicable amendment or supplement to the Schedules is served on the claimant (the “Amended Schedule Bar Date”).

- c. **Governmental Bar Date.** All governmental units (as defined in section 101(27) of the Bankruptcy Code (as defined below)) holding claims against any of the Debtors that arose or are deemed to have arisen prior to the Petition Date must file proofs of claim by **October 12, 2020 at 4:00 p.m., Eastern Time** (the “Governmental Bar Date”).

Section 101(5) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) provides that the word “claim” means: (a) any 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) any 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. WHAT TO FILE

The Debtors are enclosing a proof of claim form for use in these chapter 11 cases. You may also use another proof of claim form that conforms substantially to Official Bankruptcy Form No. 410. If your claim is scheduled by the Debtors, the attached proof of claim form also sets forth: (a) the amount of your claim as scheduled by the Debtors; (b) the identity of the Debtor against which your claim is scheduled; (c) whether your claim is scheduled as disputed, contingent or unliquidated; and (d) whether your claim is scheduled as a secured claim, an unsecured priority claim, or an unsecured nonpriority claim. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at <http://cases.primeclerk.com/LSC/> or <http://www.uscourts.gov/forms/bankruptcy-forms>.

In addition to the requirements set forth in the immediately preceding paragraph, any proof of claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) Claim is being asserted; and (iii) set forth whether any portion of the 503(b)(9) Claim was satisfied by payments made by the Debtors pursuant to any order of the Court authorizing the Debtors to pay prepetition claims.

All proof of claim forms **must be signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Your signature may be digitally signed if your claim is filed electronically. Each proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim form any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four digits), a complete birth date (only the year), the name of a minor (only the minor's initials) or a financial account number (only the last four digits of such financial account).

All holders of claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. Each holder of a claim must identify on its proof of claim form the specific Debtor against which its claim is asserted. Any claim that fails to identify a Debtor shall be deemed as filed only against Debtor LSC Communications US, LLC. If more than one Debtor is listed on the form, the proof of claim will be treated as filed only against the first listed Debtor. A list of the names of the Debtors and their case numbers is set forth on pages 1 and 2 of this Notice.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be received **on or before the applicable Bar Date**:

IF DELIVERED BY HAND OR FIRST CLASS MAIL OR OVERNIGHT DELIVERY:

LSC Communications, Inc. Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

IF ELECTRONICALLY:

The website established by Prime Clerk LLC (“Prime Clerk”), using the interface available on such website located at <https://cases.primeclerk.com/LSC/Home-Index> under the link entitled “Submit a Claim (the “Electronic Filing System”).

Proofs of claim will be deemed filed only when **received** at the address listed above or filed electronically on or before the applicable Bar Date. Proofs of claim may NOT be delivered by facsimile, teletype or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do not need to file a proof of claim on or prior to the applicable Bar Date described in this Notice if you are:

- a. Any entity that already has filed a signed proof of claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the Southern District of New York or with Prime Clerk, the Debtors’ claims agent, in a form substantially similar to Official Bankruptcy Form No. 410;
- b. Any person or entity whose claim is listed on the Schedules, provided that: (i) such claim is not scheduled as “disputed,” “contingent” or “unliquidated,” (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the

Schedules, and (iii) the claimant does not dispute that the claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

- c. Any person or entity whose claim has been allowed by order of the Court;
- d. Any person or entity whose claim has been paid in full by any of the Debtors;
- e. A holder of a claim for which a different deadline previously has been fixed by order of the Court;
- f. Any Debtor having a claim against another Debtor, or any of the non-Debtor subsidiaries of LSC Communications, Inc. having a claim against any of the Debtors;
- g. Any person or entity whose claim is allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (other than a claim arising under section 503(b)(9) of the Bankruptcy Code); and
- h. pursuant to paragraph 35 of the *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* (the “Final DIP Order”) [D.I. 321]:
 1. Bank of America, N.A., as administrative agent (the “DIP Agent”), and the lenders party to that certain Superpriority Secured Debtor-in-Possession Credit Agreement dated as of April 15, 2020 (the “DIP Credit Agreement”), including any entities that may become lenders thereunder from time to time;
 2. the Prepetition Credit Secured Parties (as defined in the Final DIP Order); and
 3. the Prepetition Notes Secured Parties (as defined in the Final DIP Order).

Notwithstanding any other provision hereof, 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 on or before any date this Court may fix in the applicable order authorizing such rejection.

If you are a holder of an equity interest in any of the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim against any of the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the applicable Bar Date pursuant to the procedures set forth in this Notice.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid 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 against the Debtors.

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

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM BY THE APPLICABLE BAR DATE AS DESCRIBED IN THIS NOTICE, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM: (A) ASSERTING THE APPLICABLE CLAIM AGAINST THE DEBTORS OR THEIR ESTATES OR PROPERTY, OR (B) VOTING ON OR RECEIVING ANY DISTRIBUTION UNDER ANY PLAN OF REORGANIZATION IN THESE CHAPTER 11 CASES, EXCEPT, IN EACH CASE, TO THE EXTENT SUCH CLAIM IS IDENTIFIED IN THE SCHEDULES AS AN UNDISPUTED, NONCONTINGENT AND LIQUIDATED CLAIM HELD BY SUCH ENTITY.

6. 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 Debtors' 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 form(s) regarding the nature, amount and status of your claim(s). If you received payments postpetition from the Debtors (as authorized by the Court) on account of your claim, the information on the enclosed proof of claim form will reflect the net remaining amount of your claims. If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent or unliquidated. 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(s) specified by the Debtors in the Schedules, and if your claim is not described in the Schedules 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 Debtors' Schedules, the Bar Date Order and other information and documents regarding the Debtors' chapter 11 cases are available for a fee from the Court's website at <https://ecf.nysb.uscourts.gov>. A login and password to the Court's Public Access to Court Electronic Records ("PACER") system are required to access this information and can be obtained through the PACER Service Center at www.pacer.gov.

Copies of the Schedules, the Bar Date Order and other information and documents regarding these chapter 11 cases may be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 534, New York, NY 10004-1408; and are also available free of charge from the website of the Debtors' claims agent at <https://cases.primeclerk.com/LSC/>, or by written request to the

Debtors' claims agent at the address listed above in Section 3 of this Notice or by calling Prime Clerk toll free at (877) 429-6615.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT ADDRESSED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

BY ORDER OF THE COURT

Dated: August 18, 2020
New York, New York

SULLIVAN & CROMWELL LLP
Andrew G. Dietderich
Brian D. Glueckstein
Alexa J. Kranzley
Christian P. Jensen
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
Email: dietdericha@sullcrom.com
gluecksteinb@sullcrom.com
kranzleya@sullcrom.com
jensenc@sullcrom.com

Counsel to the Debtors