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Proposed Counsel to the Official Committee of Unsecured Creditors

Local Counsel to the Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

PAPER SOURCE, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 21-30660 (KLP)

(Jointly Administered)

**SUPPLEMENTAL DECLARATION OF JANINE M. FIGUEIREDO REGARDING
FIRM COMBINATION AND COMMITTEE RETENTION OF THOMPSON COBURN
HAHN & HESSEN LLP**

I, **JANINE M. FIGUIEREDO**, do hereby declare as follows:

1. I am an attorney at law duly admitted to practice before the United States District Court for the Southern District of New York, and the United States Bankruptcy Courts for the Southern and Eastern Districts of New York, as well as in the Courts of the State of New York, and a member of the firm of Thompson Coburn Hahn & Hessen LLP (“TCH&H”). My firm maintains offices for the practice of law at 488 Madison Avenue, New York, New York 10022.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, are: Pine Holdings, Inc. (4460) and Paper Source, Inc. (8035).

2. To the best of my knowledge, after due inquiry, neither myself, my firm nor any member or associate thereof has any connection with Paper Source, Inc., *et al.*, the debtors and debtors-in-possession herein (the “Debtors”) or any interested party in these bankruptcy proceedings, except as disclosed herein. To the best of my knowledge, my firm and all its members and associates are “disinterested persons” as that term is defined in §101(14) of title 11 of the United States Code (the “Bankruptcy Code”).

3. On March 2, 2021 (the “Petition Date”), the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”). The Debtors continues to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases (these “Chapter 11 Cases”).

4. On March 11, 2021 (the “Formation Date”), the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”) appointed five (5) of the Debtors’ unsecured creditors to serve as members of the Official Committee of Unsecured Creditors (the “Committee”).

5. On July 12, 2021, the U.S. Trustee filed an amended appointment notice removing two (2) members of the Committee whose claims had been waived or satisfied. The Committee is presently comprised of the following three (3) members: (a) Fedex Corporate Services, Inc., (b) Hachette Book Group, USA, and (c) Rifle, Inc. d/b/a Rifle Paper Co.

6. On March 12, 2021, the Committee interviewed proposed counsel and selected Hahn & Hessen LLP (“H&H”) to serve as its lead counsel. On March 30, 2021, H&H filed the *Application For Entry Of An Order Pursuant To 11. U.S.C. §§ 328 and 1103, And Fed. R. Bankr. P. 2014 Authorizing The Retention And Employment Of Hahn & Hessen LLP As Counsel To The*

Official Committee Of Unsecured Creditors Nunc Pro Tunc To March 12, 2021 [Doc No. 272] (the “H&H Retention Application”). The Declaration of Janine M. Figueiredo (the “Figueiredo Declaration”) was filed in support of the H&H Retention Application.

7. On April 13, 2021, the Court entered the *Order Pursuant To 11 U.S.C. §§ 328 and 1103, and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Hahn & Hessen LLP As Counsel To The Official Committee Of Unsecured Creditors, Nunc Pro Tunc to March 12, 2021* [Doc. No. 343] (the “H&H Retention Order”).

8. On July 1, 2021, H&H combined with Thompson Coburn LLP (“TC”), a national law firm with six offices across the country, to create TCH&H, as it will be known in certain markets. All of H&H’s partners, associates, and staff, including all personnel involved in these Chapter 11 Cases (the “H&H Personnel”), joined TCH&H. The Committee is seeking a supplemental order on the H&H Retention Application substituting TCH&H for H&H as lead counsel to the Committee *nunc pro tunc* to July 1, 2021. The terms of the proposed retention of TCH&H remain in line in all material respects to the retention of H&H, and no less favorable to the Committee or the Debtors’ estates. The professionals representing the Committee will remain the same and the rates charged for such professionals have not changed and will remain the same as those reflected in the H&H Retention Application. TC and H&H were in discussions regarding the combination of the firms at the time of the Petition Date.

9. I believe that TCH&H, as successor to H&H, is well qualified to represent the Committee in these proceedings. TCH&H, in particular the H&H Personnel, has extensive familiarity with these Chapter 11 Cases based on their employment to date. Additionally, TCH&H attorneys have extensive experience in representing key constituents in sophisticated Chapter 11 retail, food industry and manufacturing proceedings across the country such as Cosmoledo LLC, Lucky’s Markets LLC, Orion Healthcorp., Inc., Navillus Tile, Inc., The Gymboree Corporation, B

Lane, Inc., Hancock Fabrics, Betsy Johnson, LLC, Sym's Corp. and Filene's Basement, Loehman's Holdings, Inc., Crabtree & Evelyn, Petrie Retail, Inc., Joan and David Stores, Musicland Holdings Corp., TW, Inc. (The Wiz Electronic Stores), Vertellus Specialties, Inc., Reichhold Holdings US, Inc., Furniture Brands Int'l, Inc., Teleglobe Communication Corp., MPC Computers LLC, Cone Mills Corp., Pillowtex Corp., Western Nonwovens, Inc. and Zestra Laboratories, Inc. Accordingly, TCH&H's expertise is well established and known and their extensive experience and familiarity with the Chapter 11 process should enable fees to be minimized in these proceedings.

10. TCH&H has agreed to continue acting as counsel to the Committee and to be compensated at its customary hourly rates for services rendered and to be reimbursed for its actual expenses incurred therewith, subject to Court approval in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division, and any orders of the Bankruptcy Court for the remainder of these Chapter 11 Cases. The rates for the professionals responsible for the representation of the Committee in these Chapter 11 Cases have not changed and will remain the same as those reflected in the H&H Retention Application as follows: from \$700 to \$1,050 for Partners, \$450 to \$900 for Counsel, \$360 to \$700 for Associates, and \$150 to \$300 for Paralegals and Law Clerks. TCH&H has received no retainer from the Committee or anyone else. TCH&H will continue to make the appropriate monthly, interim, and final applications to the Court for its compensation and reimbursement of its expenses as an administrative expense of the estate.

11. TCH&H shall continue to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and application provisions

of the Bankruptcy Rules, Local Bankruptcy Rules, and any other application procedures and orders of the Court.

12. As of July 5, 2021, H&H's and TC's conflict check systems were merged into one TCH&H system (the "TCH&H Conflict Check System").

13. The TCH&H Conflict Check System is a computerized database of current and former clients and adverse and related parties that is regularly maintained and updated in the course of TCH&H's business. These procedures are designed to include every matter on which TCH&H is now or has been engaged, and every entity by which TCH&H is now or has been engaged, and, in each instance, to include and record the identity of related parties and adverse parties and the attorney at TCH&H that is knowledgeable about the matter. It is TCH&H's policy that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the Conflict Check System the information necessary to check such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by TCH&H and reflects entries that are noted in the systems at the time the information becomes known by persons whose regular duties include recording and maintaining this information. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

14. In connection with the H&H Retention Application, H&H ran an inquiry of the potential parties-in-interest provided by the Debtors (the "Interested Parties") through its conflict check system and disclosed any possible connections in the Figueiredo Declaration.

15. Once the combination of TCH&H became effective and once the conflict check systems were merged, TCH&H ran another conflict search of the Interested Parties, annexed hereto as Schedule 1, through the TCH&H Conflict Check System. Neither the term "connection," as

used in Bankruptcy Rule 2014, nor the proper scope of a professional's search for a "connection" has been defined, and I am therefore uncertain what this Court may consider a "connection" requiring disclosure. Out of an abundance of caution, therefore, I am disclosing current and former representation(s) that are not, to my understanding, disqualifying or problematic under either the Bankruptcy Code or applicable standards of professional ethics but that may be deemed a "connection" (the "Possible Connections"). Despite the below listed Possible Connections, TCH&H does not have an interest materially adverse to the interest of the Committee, the Debtors' estates, or any class of creditors by reason of any direct or indirect relationship to, connection with, or interest in any of the Debtors or parties-in-interest. I believe that none of the Possible Connections recited below would give rise to a finding that TCH&H is disqualified from its continued representation of the Committee or that TCH&H holds an interest adverse to the Committee's interests or the Debtors' estate with respect to the services which TCH&H has been retained to complete. Accordingly, I believe TCH&H is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

16. Upon information and belief, the TCH&H Conflicts Check System returned the below listed Possible Connections to the Interested Parties:

(a) TCH&H has represented in the past and/or may continue to represent the entities (and/or their affiliates) listed on the attached **Schedule 2**, in matters unrelated to the Debtors and/or the Debtors' Chapter 11 Cases. None of the entities disclosed in Schedule 2 represented over 1% of TCH&H's annual revenue over the past two (2) fiscal years.

(b) Additionally, prior to the Petition Date, TC had represented Paper Source, Inc., in connection with various commercial transactions and litigation matters involving Paper Source leases, contracts, Prop 65 matters, ADA matters, employment practices, customer related complaints, IP enforcement, prosecution and defense of claims. TC had not done any bankruptcy related work for Paper Source, Inc. either before or after the Petition Date.

(i) Shortly after the selection of H&H as Committee counsel on March 12, 2021, the H&H Personnel noted TC's name as a party-in-interest

as a professional on the Debtors' list of potentially interested parties. Thereafter, H&H Personnel brought it to the attention of TC leadership immediately and discussions regarding the firms' combination ceased until the firms could determine the best course of action. TC decided that it should withdraw from its representation of Paper Source, Inc. going forward so that H&H could continue to represent the Committee as the Bankruptcy case was moving quickly and H&H had already begun settlement discussions with the Debtors and their lenders. On March 24, 2021, TC advised Paper Source, Inc. of its decision to withdraw as counsel effective immediately. Any assistance rendered by TC to Paper Source after the Petition Date was to effectuate the termination of TC's representation such as forwarding mail and service of process received by TC and to prepare an audit request letter – all at no cost to the estate but to fulfill ethical responsibilities. Accordingly, no such services were adverse to the Committee. TCH&H no longer represents Paper Source in connection with any matter.

- (ii) For the last three fiscal years, Paper Source, Inc. represented a very small percentage of TC's annual revenue as follows: .06% in 2018, .25% in 2019, and .07% in 2020. In the ninety (90) days prior to the Petition Date, TC received payments totaling \$180,428.76 from Paper Source Inc. in connection with its representations. At the time of the commencement of these Cases, TC was owed \$82,760.55 in unpaid fees from Paper Source, Inc. TCH&H has waived its claim for such unpaid fees and is not a creditor in these Cases.
- (iii) No TC professionals that worked on any Paper Source representations are working on the representation of the Committee. Additionally, there have been no discussions between TC professionals and H&H Personnel in regards to TC's former representation of Paper Source, Inc. or H&H's representation of the Committee, except in connection with drafting this Supplemental Declaration. On July 28, 2021, TCH&H sent an email to all H&H Personnel who work on the Committee representation and all TC professionals who worked on matters representing Paper Source, Inc., informing all such parties of the existence of ethical walls and the obligations to abide by such. Additionally, as of the date hereof, the document management and email systems between TC and H&H have not yet been merged. Therefore, TC professionals cannot yet access documents or emails of the H&H Personnel and the H&H Personnel cannot yet access documents or emails of the TC professionals. Once the document management and email systems are merged, supplementary measures will be taken to create additional ethical walls as appropriate to the merged systems.

(c) Lastly, TCH&H has represented in the past and TCH&H may continue to represent the following entities (and/or its affiliates) in matters unrelated to the Debtors and/or the Debtors' Chapter 11 Cases: JPMorgan Chase Bank, N.A. and Charter Communications (an affiliate of Time Warner Cable). While revenue from TCH&H's

representation of each of these parties constitutes more than 1% of the TCH&H's revenue for each of the prior two years, TCH&H has not and will not represent these entities in connection with the Debtors or these cases. Additionally, none of the TCH&H Personnel who work on the representations for these entities have or will work on the representation of the Committee, for which retention is sought in these cases. Therefore, there is no conflict. TCH&H will continue to not take any matters for JPMorgan Chase Bank, N.A. or Charter Communications, which are adverse or potentially adverse to the interests of the Committee.

17. Because of its broad practice areas, TCH&H has represented, is currently representing, and may represent in the future, the Debtors or other parties-in-interest in matters that are wholly unrelated to these Chapter 11 Cases. There may also be creditors of the Debtors not listed on the annexed Schedule 1 which TCH&H may have represented or may be representing in unrelated matters, but TCH&H is presently unaware of these parties. In no event, however, is TCH&H representing any other creditor with respect to the Debtors' Chapter 11 Cases or any interest adverse to the interest of the Committee. To the extent I become aware of my firm having represented any other creditors of the Debtors, I will file a supplemental affidavit advising the Court of the same.

18. In addition to running the parties listed on Schedule 1 through the Conflicts Check System, I emailed all TCH&H attorneys requesting information as to whether any additional Potential Connections to the Debtors or other parties-in-interest exist.² To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, except to the extent disclosed herein, neither I, nor TCH&H, nor any shareholder, principal, counsel, or associate thereof holds or represents an interest adverse to the Debtors, and TCH&H and each of

² However, in requesting information from its attorneys, I did not require disclosure of whether any attorney or any of his or her family members (a) indirectly owns, through a public mutual fund or through partnerships in which certain TCH&H partners have invested but as to which such partners have no control over or knowledge of investment decisions, securities of any party in interest or (b) has engaged in any ordinary course consumer transaction with any partner in interest. If any such relationship does exist, I do not believe it would impact TCH&H's disinterestedness or otherwise give rise to a finding that TCH&H holds or represents an interest adverse to the Committee or the Debtors' estates.

its professionals is therefore a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 328(a) of the Bankruptcy Code, in that: (i) TCH&H and each of its professionals has no connections with the Debtors, their creditors, the United States Trustee, any person employed in the Office of the United States Trustee, or any other party with an actual or potential interest in the Chapter 11 Cases, or their respective attorneys or accountants, except as set forth herein; (ii) TCH&H and each of its professionals is not a creditor, equity security holder, or insider of the Debtors; (iii) TCH&H and each of its professionals is not and was not, within two years of the Petition Date, a director, officer, or employee of the Debtors; and (iv) TCH&H and each of its professionals neither holds nor represents an interest materially adverse to the Committee, the Debtors, their estates, or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason. Accordingly, I believe that TCH&H is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 328(a) of the Bankruptcy Code.

19. Certain attorneys at TCH&H and their relatives may have familial or personal relationships, as well as business, contractual, or economic relationships with affiliates, officers, directors, creditors, or competitors of the Debtors and other parties-in-interest. Upon information and belief, I do not believe these familial or personal relationships, considered separately or collectively, are material or adverse to the Committee or the Debtors’ estate.

20. Additionally, certain attorneys at TCH&H and their relatives may indirectly or directly be shareholders of creditors of the Debtors, competitors of the Debtors, and/or other parties-in-interest. Based on information provided to me, any such holdings are not significant and none of these shareholders control or have influence on such creditor or party-in-interest. Upon information and belief, I do not believe these shareholders’ interests, considered separately or collectively, are material or adverse to the Committee or the Debtors’ estate.

21. Further, I do not believe that any relationship TCH&H has with the U.S. Trustee or any person employed in the office of the U.S. Trustee are beyond those interactions to be reasonably expected between professionals of the bankruptcy bar.

22. I do not believe that any connections or representations recited herein will prevent TCH&H from continuing to represent the Committee in these Cases; however, to the extent any of TCH&H's client relationships would prevent TCH&H from representing the Committee in a particular aspect of these Cases, then TCH&H will advise the Committee to retain conflicts counsel.

23. To the extent I or TCH&H become aware of any additional relationships or connections that may be relevant to TCH&H's relationship of the Committee, an additional supplemental declaration will be filed.

24. TCH&H will not bill the Debtors' estate for work completed related to this Supplemental Declaration and any related supplemental orders that may follow.

25. TCH&H provides the following responses to the questions set forth in Part D of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the "Revised UST Guidelines") which are identical to those responses in the H&H Retention Application:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the twelve (12) months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the

twelve (12) months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: Not applicable.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: TCH&H is developing a budget and staffing plan that will be presented for approval by the Committee and anticipates filing a Committee-approved budget at the time it files its interim and final fee applications. TCH&H intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by TCH&H in these Chapter 11 Cases.

26. TCH&H will continue to make every reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. §330 by attorneys in larger Chapter 11 cases effective as of November 1, 2013 (the "**Revised UST Guidelines**"), both in connection with the Application and the interim and final fee applications to be filed by TCH&H in these Cases.

27. Attached hereto as **Exhibit A** is a proposed *Supplemental Order Pursuant to Bankruptcy Code Sections 327(A) and 328(A), Bankruptcy Rules 2014(A) and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing the Continued Employment and Retention of Thompson Coburn Hahn & Hessen LLP as Counsel to the Official Committee of Unsecured Creditors, Nunc Pro Tunc to July 1, 2021* which has been approved and endorsed by the Office of the United States Trustee.

28. To the best of my knowledge, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
August 4, 2021

**THOMPSON COBURN HAHN & HESSEN
LLP**

By: s/ Janine M. Figueiredo
Janine M. Figueiredo

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New York, New York 10022
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Proposed Co-Counsel to Creditors Committee

Schedule 1

Parties-in-Interest

Debtors and Non-Debtor Affiliates (including d/b/a's)

Paper Source Holdings Limited
Paper Source, Inc.
Pine Holdings, Inc.
Waste Not Paper

Purchaser

Elliott Investment Management L.P.

Banks

Bank of America, N.A. BMO Harris Bank N.A. Bridgwater Bank Comerica
Fifth Third
First National Bank of the Lakes JPMorgan Chase Bank, N.A. Mechanics Bank
PNC
Wells Fargo Bank, N.A.

Contract Counterparties

ABG - Neil Lane	Paperless Post
Adobe - AEM Dynamic Media (aka Scene 7)	Principal
Adobe - Magento	PRNews Services
ADP	Project
Amex	Publitas
Aptos	Rifle Paper Co.
Attentive	Rise
BCBS of Illinois BCBS - Dental	RKON
BCBS of Illinois BCBS - Medical	Reischling Press Inc. (RPI)
BDO USA	Salesforce
Beaufort	Sikich
Call One	SLI
Channel Advisor	Sterling Talent Solutions
Clientela	Subscribe Pro
Countwise	Support & Maintenance
Crestwood	Survey Monkey
Customily	Transaction Tree
Dearborn National Life Insurance Co Discovery	Universal Studios
Docusign	VS
Epsilon Data Management	
Fulfillment America Inc. (FA)	
Ferrum	
FMLASOURCE	
Gartner Digital Studios	
GBQ Consulting	
Gorilla LLC	
Gov Docs	
GovData	
Heron Agency	
iCIMS, Inc.	
LinkedIn	
McDevitt	
Mercer	
Monique Lhuillier	
NAVEX	
New Relic	
Optimove	
Oracle (Responsys & Maximizer)	

Customer Programs

Happy Returns, Inc.
HR Logistics, Inc.
The Bouqs Company

Directors & Officers

Ashley Elder
Clem Bason
David (Dave) Tayeh Elizabeth (Liz) Owens
Jenica Myszkowski
Jenny Ming
Karima Ridgley
Katie Mulligan
Matthew Kahn
Patrick Priore
Ronald Kruczynski
Stephen (Steve) Miller Winifred (Winnie) Park

Benefit Providers

BCBSIL
Blue Cross Blue Shield of Illinois ComPsych – Guidance Resources Dearborn National
Dearborn National Life Insurance Company
Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company
Delta Dental of Illinois FMLASource, Inc.
Guidance Resources
Illinois Life and Health Insurance Guaranty Association Marsh Insurance & Investments Corp.
Mercer (US) Inc.
Mercer Heath and Benefits LLC Principal Financial Services Principal Global Investors Trust Co.
Principal Life Insurance Company
Principal Securities, Inc.
Sikich Co.
United of Omaha Life Insurance Company
Vision Service Plan
VSP Vision Care
WEX / Discovery Benefits

Equity Holders

Amboy Limited
Apollo Investment Corporation Ares Capital Corporation Ballet Limited
Carrollton Limited Chris Hadac Denary Limited Fulton Limited GCP Equity, Ltd. Gleam Limited
Golub Capital BDC Holdings LLC Golub Capital CP Funding LLC
Golub Capital PEARLS Direct Lending Program, L.P. Heather Hebbeler
Highlands Limited
Investcorp 2014 Incentive Limited Partnership Investcorp Investment Equity Limited
Jim Solon
Lora Ladew
Midcap Financial Trust MJTA Associates II PS LLC Noble Limited
Outrigger Limited
Paper Source Holdings Limited Portage Limited
Quill Limited
Radial Limited Rhonda Dutmer
Ron Chezem
Sally Pofcher Shoreline Limited Steven Kuptsis
Zinnia Limited

Insurers

2623 AFB Lloyd's Syndicate / 0623 AFB Lloyd's Syndicate
AFCO Acceptance Corporation
AFCO Credit Corporation
American Alternative Insurance Corp.
American Guarantee and Liability Insurance Company
Arthur J. Gallagher Risk Management Services, Inc.
Beazley USA Services, Inc. Marsh
National Union Fire Insurance Company of Pittsburgh, PA
Vanbridge LLC
Westchester Fire Insurance Company
Zurich American Insurance Company

Landlords

10 South LaSalle Owner, LLC
11 Madison Avenue Owner LLC
1129 State Street, LP
114 N Aberdeen Partners LLC
119 Leawood LLC
13th & F Associates, LP
192-194 Smith Realty LLC
201 Fillmore LLC
344 West 14th Street LLC

7 BREEAAD LLC
770 Tamalpais Drive, Inc.
80-84 Nassau Street Holdings, LLC
809 Franklin LLC
83 Spring Street Associates LLC
A. Ruth & Sons
A/R Retail LLC
ABOY, LLC
ADR 1628 WALNUT, LP, d/b/a Allan Domb Real Estate
AHC Washtenaw, LLC
Alhouse Deaton Management & Leasing, Inc. Amerishop Suburban, LP
Annapolis Towne Centre at Parole, LLC
Aremef, LLC
Ari-El Enterprises, Inc.
Arlington Street Real Estate Trust
Asana Partners Fund 1 REIT
Barnan Associates, LLC
Baybrook Lifestyle Center
Bayer Retail Company IV, LLC
Bayshore Shopping Center Property Owner LLC Bevill, Inc.
Bi-Skan Ltd Boston Properties
Boston Properties Limited Partnership BP Prucenter Acquisition, LLC
BPP Shops at LaJolla LLC
Brandolini Property Management, Inc.
BRC Holding Company LLC
BRE Throne Preston Park LLC
Brixmor Property Group
Brookfield Corners LLC

BV CenterCal, LLC
Carpenter & Company, Inc.
Caruso Affiliated
Century City Mall, LLC
CEP Town & Country Investors LLC
Chagrin Retail, LLC
CHS Commercial Owner LLC
City Creek Center Associates, LLC
CityPlace Retail, L.L.C.
Country Club Plaza JV LLC
CR- Chicago 125 South Clark Street LLC Cushman & Wakefield
Cypress Equities Managed Services, L.P.
Daniel O'Donnell DBA Armitage Properties DDR Deer Park Town Center LLC
Divaris Property Management Company
DLA Piper LLP (US)
Domain Northside Retail Property Owner LP Dussenberg Investment Company, LLC
East Mall Associates
Eastchester Associates Limited Partnership
Edens Limited Partnership

Edgemark
Embarcadero Center Associates
Endeavor Real Estate Group
ESKRIDGE (E&A), LLC,
ETC Fenlon, LLC
Excel Southlake I LP
Fairbourne Properties, LLC
Fashion Place LLC
Federal Realty Investment Trust
Fifty Broad Street, Inc.
First Industrial, LP
Forbes/Cohen Florida Properties, LP
France Avenue Partnership
Friedland Properties
FRIT San Jose Town And Country Village, LLC
Galleria Shopping Center LLC
Gilmore Land Co, LLC
Great Wash Park LLC
Gulfbrook Investments dba Baybrook LPC LLC Hartford Realty Co. LLC
HC Brentwood Phase One ABC, LLC
Heitman Capital Management LLC
Helen M. Johnson
HG Hill Realty Company, LLC
HGIT BRIARGATE LLC
Highland Village Limited Partnership
Hill Center At Green Hills, LLC
Hilldale Shopping Center LLC
IDS Real Estate Group
illi Commercial Real Estate
IM Properties Management LLC
Imperial Realty
J.P. Real Estate Partnership
Jamestown Premier Berkeley Grotto, L.P.
JPPF 18 Tremont, LLC
Kane Realty Corporation
KCS Property Management, Inc.

KD Cole Armstrong Holdco, LLC
Kemper Holdings, LLC d/b/a/ Lincoln Square Retail
Klaimont Enterprises, Inc.
Legacy Place Properties LLC
Lincoln Square Retail, LLC
LMS Associates LLC
Lupe Sanchez Family Trust
M.S. Management Associates, Inc.
Macerich Oaks, LP
Madison Green Corp
Madison Marquette
MAM, L.P.
Maman Tribeca LLC
Marina Waterside, LLC
Market Street Retail South, LLC
Marsh Associates, LLC
MDN Development, Inc.
MEI Real Estate Services
Metropolitan Transportation Authority
MGS of Burlingame
Midway CC Venture I, L.P
MOAC Mall Holdings LLC
MP Trust 1291
MPH Pacific Place, LLC
NAI/Walter Wagner, Jr. Co., LLC
National Real Estate Advisors, LLC
New Century Realty
New England Development
North Hills Owner LP
NREA-TRC 700 LLC
Oakbrook Center
Oakbrook Shopping Center, LLC
Old Town #2, LLC
Old Tree Holdings LLC
Old Westport Town Hall, LLC
Olympic Funding, LLC
Owen Realty
Paoli Shopping Center LP
PCH Property, LLC
PES Partners, LLC
Petrillo Family 3, LLC
Phillips Place Owner, LLC
PR Avalaon Phase I Owner, LLC
PR Mercato, LLC
Preston Royal Village NEC (EDENS), LLC PRLHC Avalon Retail Phase
Promenade Properties IV, LLC
RAR 2 Queen Anne-Metro Market QRS, LLC RAR2-Shops Around Lenox QRS LLC
RCPI Landmark Properties, L.L.C.
RE Stier LLC
Regency Centers Corporation
Regency Centers dba Equity One (Northeast Portfolio, LLC)
Related Urban Management Company
RNM Sutter LP
Roanoke Associates LLC
Ros Hills Property Management
Rose Associates, Inc.

RPI Fig Garden, LP
RREEF
Russ Building Venture, LLC
S.F. Centre Limited Partnership
S.R. Weiner & Associates, Inc.
Sagemore Management Co., LLC
Sauer Properties, Inc.
SDG Fashion Mall, L.P. dba Fashion Mall at Keystone
SDQ FEE, LLC
SGRC 77 LLC
Sherman Oaks Fashion Associates, LP
Shops at Saddle Creek, Inc.
Shorenstein Realty Services, LP
SIMA Management Corp.
SL Green Operating Partnership dba SLG Graybar Mesne Lease LLC
SL Green Realty Corp.
SM Properties Four-A, LLC
South Coast Plaza
South of Market LLC
Southglenn Property Holdings, LLC
Southpoint Mall, LLC
Sprint Spectrum L.P.
SRMF Town Square Owner LLC
St. Matthews Triangle LLC
Steiner + Associates
Street Retail, Inc.
TB Mall at UTC, LLC
T-C Forum Carlsbad LLC
TCA Block 4 Retail LLC
Thayer & Associates, Inc.
The Boro I Retail, L.L.C.
The Commons at Calabasas, LLC
The DESCO Gropu
The Druker Company Ltd.
The Elbert and Cathryn Reiswig Family Trust, Ralph Matteson, and Patricia Matteson
The George V. Cartsos Revocable Trust
The Levy Group
The Olnick Organization, Inc.
The Retail Property Trust dba The Shops at Nanuet
The Roseville Fountains, L.P
The Rubin Jefferson Partnership
The Streets at Southpoint
The Taubman Company LLC
Thorsch Family Trust
TIAA-CREF
Tishman Speyer Properties, L.P.
Town & Country Camelback, LLC
Trademark Property Company
UBEHO Investment Co., LLC
UBS Realty Investors LLC
Union Station Investco LLC
United American Land LLC
University Village Limited Partnership
UTC Venture, LLC
VORH Associates, LLC
Waterman 400 Park Associates, LLC

Waterman Properties
Wayside Commons Investors LLC
Webster Trust
Wellesley (E&A), LLC
West Valley Owner LLC
Wheatley Plaza Associates
Woodcreek
Woodholme Properties Limited Partnership
WS Asset Management, Inc.
WS/CIP II Tampa Owner LLC

Litigation Parties

Luigi Girotto
Namel Norris

Professionals

A & G Real Estate Partners BDO
Carl Marks
Epiq Corporate Restructuring, LLC
Gibson Dunn & Crutcher LLP
Katten Muchin Rosenman LLP
Lincoln Partners Advisors
Littler Mendelsohn
M-III Partners Proskauer Rose
RSM
SSG Advisors, LLC
Thompson Coburn
Whiteford Taylor Preston, LLP
Willkie Farr & Gallagher LLP

Lenders

ACC Management, LLC
AMN Loand Fund, L.P.
Apollo Capital Management GP, LLC
Apollo Capital Management, L.P.
Apollo Investment Corporation
Apollo Investment Management, L.P.

MidCap Financial Services Capital Management, LLC MidCap Financial Trust
MMJV SPC LLC
MMJV SPV LP
Victory Park Management, LLC
VPC Special Opportunities Fund III GP, L.P.
VPC Special Opportunities Fund III Onshore, L.P.
VPC Special Opportunities III UGP, LLC
Woodmont 2017-2 Trust
Woodmont 2018-4 Trust

Surety Bonds

American Alternative Insurance Corp.

Taxing Authorities

Alabama Department of Revenue
Anne Arundel County
Arizona Department of Revenue
California Department of Tax and Fee Administration
City & County of Denver
City Of Bellevue Treasurer
City of Birmingham
City of Centennial
City of Colorado Springs Finance Department
City of Germantown
City of Philadelphia
City Of Portland Revenue Bureau, License and Tax Division
City of Richmond, Virginia
City Of Seattle
Clark County, NV
Clear Creek ISD Tax Office
Collier County Tax Collector
Collin County
Colorado Department of Revenue
Columbus City Treasurer
Comptroller of Maryland
Connecticut Department of Revenue
Contra Costa County Tax Collector
County of Fairfax
Dallas County Tax Office
El Paso County Treasurer
Florida Department of Revenue
Fulton County Tax Commissioner
Georgia Department of Revenue
Harris County Treasurer
Hillsborough County Tax Collector
Illinois Department of Revenue
Indiana Revenue Department
Jackson County Collector
Kansas Department of Revenue
Kentucky State Treasurer
King County Treasury
Los Angeles County Tax Collector
Massachusetts Dept. Of Revenue
Mecklenburg County, NC
Metropolitan Government
Michigan Dept. of Treasury
Minnesota Revenue
Missouri Department of Revenue
Multnomah County
Nevada Department of Revenue
New York State Department of Taxation and Finance
North Carolina Department of Revenue
NYC Department of Finance
District of Columbia Office of Tax and Revenue
Ohio Department of Revenue
Oregon Department of Revenue
Palm Beach County
Pennsylvania Department of Revenue
Shelby County Clerk

Spring Branch ISD Tax Office
St. Louis Collector of Revenue
State of Washington Dept. of Revenue
Tennessee Department of Revenue
Texas Comptroller Of Public Accounts
Travis County Tax Office
Treasurer, State of New Jersey
United States Treasury
Utah State Tax Commission
Virginia Department of Taxation
Washington County
Williamson County
Wisconsin Department of Revenue

Top 30 Creditors

125 S. Clark (CHICAGO) SPE LLC
50 Broad St. Inc.
83 Spring Street Associates LLC
A/R Retail LLC c/o Related Urban Management Company Accurate Personnel LLC
Active Graphics
Amcor Packaging Distribution/Landsberg
Aptos, LLC
Barnan Associates LLC
Bevill, Inc.
Chestnut Hill Square LLC a/k/a CHS Commercial Owner LLC
Chronicle Books
CR – Chicago 125 South Clark Street Facebook Inc.
FedEx Corporation
Fourth Quarter Properties XXX, LLC
Fulfillment America Inc.
Gibson, Dunn & Crutcher, LLP
Gilmore Land Co., LLC
Hartford Realty Co. LLC
Legacy Place LLC
LMS Associates, LLC
Market Street South LLC
Metropolitan Transportation Authority
Olympic Funding, LLC c/o United American Land LLC
RCPI Landmark Properties, L.L.C. c/o Tishman Speyer Properties,
L.P Reischling Press Inc.
Rifle Paper Company SGRC 77 LLC
Union Station Investco LLC

Top Creditors

13th & F Associates, LP
192-194 Smith Realty LLC.
7 BREEAAD LLC
83 Spring Street
A&G Realty Partners, LLC
A. Ruth & Sons
A/R Retail LLC
AFCO
AHC Washtenaw, LLC

Aptos, LLC
Aremef, LLC
Arlington-Boylston Realty Trust
Barnan Associates, LLC
Bayer Retail Company IV, LLC
Bevill, Inc.
Boston Properties Limited Partnership
BPP Shops at LaJolla LLC
Brookfield Corners LLC
BV CenterCal, LLC
Century City Mall, LLC
CEP Town & Country Investors, LLC
Chestnut Hill Square LLC
City Place Retail LLC
CR- Chicago 125 South Clark Street LLC
Daniel O'Donnell DBA Armitage Properties
Dusenber Investments Co., LLC
Edens And Avant Investments LP
Excel Monte Vista LP
Fifty Broad Street, Inc.
First Industrial, LP
Forbes/Cohen Florida Properties, LP
Frit San Jose Town and Country Village, LLC
GGP Limited Partnership dba Fashion Place LLC
Gibson, Dunn & Crutcher, LLP
Gilmore Land Co, LLC
Glimcher Properties, LP
GRI Regency, LLC
Gulfbrook Investments dba Baybrook LPC LLC
Hartford Realty Co. LLC
Hilldale Shopping Center LLC
Hines Global REIT II Properties LP
Jamestown Premier Berkeley Grotto, L.P.
Kemper Holdins, LLC dba Lincoln Square Retail
Legacy Place LLC
Littler Mendelson
Macerich Oaks LLC
Maman Tribeca LLC
Marina Waterside, LLC
Market Street Retail South, LLC
Marsh Associates, LLC
Metropolitan Transportation Authority
MGS of Burlingame
Mike and Maryann Pietro Trustee
MOAC Mall Holdings, LLC
MPH Pacific Place, LLC
New Century Realty Nrea-TRC 700 LLC
OakBrook Shopping Center LLC
Old Town #2, LLC
Olympic Funding, LLC
Parole Holding, LLC dba Annapolis Towne Cntr
PCH Property, LLC
Petrillo Family 3, LLC
RAR2-Shops Around Lenox QRS LLC
RCPI Landmark Properties, LLC
RE Stier LLC

Regency Centers dba Equity One (Northeast Portfolio, LLC)
Retail Value Investment Program Limited Partner
RNM Sutter LP
S.F. Centre Limited Partnership
Sagemore Management Co., LLC
SDG Fashion Mall, L.P. dba Fashion Mall at Keystone
SDQ Fee, LLC SGRC 77 LLC
Sherman Oaks Fashion Associates, LP
Shops at Saddle Creek
SL Green Operating Partnership dba SLG Graybar Mesne Lease LLC
South Coast Plaza
Southglenn Property Holdings
Sprint Spectrum L.P.
SRMF Town Square Owner LLC
St. Matthews Triangle LLC
Street Retail Inc. #400-1023
T-C Forum At Carlsbad LLC
The Boro I Retail, LLC
The Commons at Calabasas, LLC
The George V Cartsos Revocable Trust
The Levy Group
The Village at Westfield Topanga
Thorsch Family Trust
Ubeho Investment Co. LLC
Union Station Investco LLC
UTC Venture, LLC
VORH Associates LLC
Waterman 400 Park Associates, LLC
Webster Trust
Wheatley Plaza Associates
Woodcreek
WS/CIP II Tampa Owner LLC

Utilities

ACA Waste Service
Access One
Advanced Disposal Services
Alabama Power
All States Compactor Services dba All States Mall Services II
Ameren Missouri
APS
Aqua PA
AT&T Long Distance
Athens Services
Atmos Energy
BGE
Bigleaf Networks, Inc.
Brask Mall Services I
Call One
Calltower CenterPoint Energy
CenturyLink
City Carting, Inc.
City of Atlanta
City of Austin
City of Edina Utility Billing
City of El Segundo

City of Palo Alto Utilities
City of Pasadena
City of Richmond, Virginia
City of Rochester Hills
City of Roseville
City of Santa Barbara
City of Santa Monica
City Of Seattle
Cogent Communications
Cogent Waste Solutions, LLC
Colorado Springs Utilities
Comcast Cable
ComEd
ConEdison
Constellation NewEnergy, Inc.
Consumers Energy
Corporate Services Consultants, LLC
Cox Business
Cutting Edge Document Destruction LLC ion Virginia Power
DTE Energy Duke Energy
Eagle Sanitation, Inc.
East Bay Municipal Utility District
EverSource
Evesham Municipal Utilities Authority
EZ Disposal Service, Inc.
Ferrum Technology Services, LCL
First Communications LLC
Florida Power and Light
Frontier Communications
Georgia Natural Gas
Georgia Power
Granite Telecommunications
Groot Recycling & Waste Services
Hotwire Communications
IESI NY Corporation dba Waste Connections Independent Recycling Services Inc.
International Environmental Mgmt.
Jersey Central Power & Light
Kansas City Power & Light
KCMO Water Services Department
Keter Environmental Services, Inc.
Level 3 Communications
LG&E
Long Island Power Authority
Los Angeles County- Dep't Public Works
Los Angeles Department of Water and Power
LRS Holdings, LLC
Lakeshore Recycling Systems LLC
Madison Gas & Electric
Memphis Light Gas and Water Division
Mr. T Carting Corp.
Murray City Corporation Utility Billing Nashville Electric Service
National Grid
Nevada Energy
Nicor Gas
North Shore Gas
NW Natural

One Point
Optimum / Cablevision
Orange & Rockland Utilities
Pacific Gas & Energy
Peabody Municipal Light Plant
Peco-Payment Processing
Pellitteri Waste Systems
Peoples Gas
Pepco
Portland General
Portland Water Bureau
Precision Waste Solutions, LLC
Progressive Waste Solutions of FL, Inc. dba Waste Connection
Puget Sound Energy
Questar Gas RCN
Recology CleanScapes
Recology Golden Gate Disposal
Recology San Mateo Country
Recology Sunset Scavenger
Recycling & Waste Solution, LLC
Republic Services
Rocky Mountain Power
Roy Strom Refuse Removal Service, Inc.
Royal Waste Services, Inc.
Roy's Recycling Svc, Inc.
San Diego Gas & Electric
San Francisco Public Utilities Commission
Save That Stuff
SFPUC-WATER
Southern California Edison
Southern Connecticut Gas
Spire Energy
Teco People's Gas
The Gas Company
The Illuminating Company
The O'Keefe Group, LLC dba TOG
The Village at Westfield Topanga
Time Warner Cable
Town Of Wellesley
Tri County Electric Cooperative Inc.
Verizon-Lehigh
Viking Sanitation, Inc.
Village of Oak Park
VinaKom Communications
Washington Gas
Washington Suburban Sanitary Commission Waste Management - Los Angeles
Waste Management Inc. International Environmental Mgmt.
Waste Management Of Maryland, Inc.
Waste Management of Michigan Waste Management of Oregon
WCA Waste Systems
WE Energies
Wrangler Holdco Corp dba Waste Industries, LLC
Xcel Energy
Zoom Video Communication Inc.

Warehouses

4 Star Courier Collective, LLC
Active Graphics
AIT Worldwide Logistics Archgate TMS, LLC
Champion Logistics Group
ERC Delivery Service Inc. Federal Express
Fey Printing Company Graphic
Leader Paper Products
Logistics Titan Solutions LLC
Magellan Transport Logistics
Master Paper Box
Pitt Ohio LLC Rohner
Sam Peavac
Schmidt, Pritchard & Company, Inc.
Sparx Logistics USA Limited
Specialty Finishing Group
Supreme Systems, Inc.
Tforce Worldwide
UPS
Victor Envelope Company Waldan
Werner Enterprises Inc.
XPO Logistics
YRC (RDWY)

Official Committee of Unsecured Creditors

Brookfield Properties Retail, Inc.
FedEx Corporate Services, Inc.
Hachette Book Group USA
Metropolitan Transportation Authority
Rifle, Inc. d/b/a Rifle Paper Co.

U.S. Trustee Employees (Richmond)

Jason B. Shorter
John P. Fitzgerald III
June E. Turner
Kathryn R. Montgomery Peggy T. Flinchum
Shannon F. Pecoraro
Theresa E. McPherson

Bankruptcy Judges

Keith R. Phillips
Kevin R. Huennekens

Notices of Appearances (Of Parties Not on Other Lists)

Kimco Realty Corporation
Levin Management Corporation
ShopCore Properties
Simon Property Group, L.P.
Tarrant County, Dallas County
The Matt Butler LLC d/b/a Pretty Alright Goods
Washington Prime Group Inc.
WS Tampa Owner LLC

Schedule 2

Potential Connections³

³ In certain instances the precise identity of the parties-in-interest was not readily ascertainable (e.g., only the trade name or a portion thereof was known). Solely for the purposes of this Declaration, such party was treated including affiliates and/or other entities bearing a similar name unless such party-in-interest was believed by TCH&H to be unrelated.

Bank of America, N.A.
Bank of America Practice Solutions
Bank of America
U.S. Trust Bank of America
Bank of America/Ancillary Litigation
BMO Harris Bank N.A. Customer Pay
BMO Harris Bank N.A. Bank Pay
BMO Harris Bank N.A. As Executor and Trustee
BMO Harris Bank N.A. as Trustee
Bank of Montreal
Bank of Montreal
Fifth Third Bank Bank Pay
Fifth Third Bank (Chicago)/Customer Pay
Fifth Third Bank fka MB Financial Bank
Fifth Third Bank (SAG)
Fifth Third Bank
Cole Taylor Bank
MB Financial Bank, N.A. - REO RETA
MB Financial Bank, N.A. - Bank Branch RE
JPMorgan Chase Bank Customer Pay
JPMorgan Chase Bank, N.A.
Chase Equipment Finance
J.P. Morgan Business Credit Corp.
JPMorgan Chase & Company
JPMorgan Chase & Company
JPMorgan Partners, et al
National City Commercial Finance Inc.
PNC (Customer Pay)
PNC (Bank Pay)
PNC Bank - Customer Pay
Wells Fargo Business Credit, Inc.
Wells Fargo Bank, NA
Wells Fargo Bank
Wells Fargo Wholesale Banking
Wells Fargo Equipment Finance
Wells Fargo Commercial Distribution Finance
Wells Fargo Capital Finance
Wells Fargo Bank, N.A.
Wesll Fargo Bank National Association
Comerica Bank
Comerica Bank
Oracle America, Inc.
Rise Interactive

ADP Federal Credit Union
American Express Credit Corp.
American Express Health System
American Express LTD
Automatic Data Processing (ADP)
American Express
Fort Dearborn Life Insurance Company
Sikich LLP
Mercer Management Consulting, Inc.
Ferrum College
Universal Studios LLC (Universal City, CA)
LinkedIn (or Linked In)
Mutual Of Omaha
United of Omaha Life Insurance Company
Fort Dearborn Life Insurance Company
Delaware Charter Guarantee
Mercer Management Consulting, Inc.
Principal Life Insurance Company
Principal Life Insurance Company
Sikich LLP
Mutual Of Omaha
Ares Commercial Finance
Paper Source, Inc.
Paper Source, Inc.
Paper Source, Inc.
Golub Capital
Ares Management LLC
MidCap Financial Trust
Apollo Real Estate Investment Fund III, L.P.
Apollo Tax Credit Fund - 61 Limited Partnership
Ares Management LLC
Golub Capital
Steven Kuptsis
Zurich North America
National Union Fire Insurance Company of Pittsburgh, PA
Arthur J. Gallagher & Co.
National Union Fire Insurance Co.
Westchester Fire Insurance Co.
Zurich-American Ins. Group
Caruso & Diaz, Inc.
Caruso Development Corp.
Edgemark Commercial Real Estate Services
Friedland Properties

Imperial Realty Company
MEI Corporation, LLC
MEI Properties Ltd.
Equity One Franchisors, LLC
Dennis F. Rose & Associates
Spectrum Real Estate Properties
UBS Realty Investors
UBS Securities LLC
Ubs Willow Fund L.L.C.
Ubs Ag

RCEC Woodcreek LLC
Brixmor Property Group
Brixmor Property Group
Brixmor Property Group
Brixmor Property Group
Brixmor Property Group
Brixmor Property Group
Brixmor Property Group
Edgemark LLC
Edgemark Asset Management LLC
Edgemark Asset Management LLC
Edgemark Asset Management LLC
First Industrial Ralty Trust, Inc.
Heitman

Teachers Insurance & Annuity Association
Teachers Insurance & Annuity Association
Teachers Insurance & Annuity Association
Teachers Insurance & Annuity Association
Teachers Insurance & Annuity Association
Teachers Insurance & Annuity Association
Teachers Insurance & Annuity Association
UBS Realty Investors
Madison Marquette Development
Corporation
MTA New York City Transit
Metropolitan Transportation Authority
Regency Centers Corporation
Rose & Associates LLP
Desco, Inc.
Desco Investment Company
TIAA-CREF Trust Company
Everbank
Teachers Insurance & Annuity Association
Teachers Insurance & Annuity Association
Teachers Insurance & Annuity Association

Luigi Girotto
Nabel Norris
Wilkie Farr & Gallagher LLP
A&G Property Management
Gibson, Dunn & Crutcher
Gibson, Dunn & Crutcher
Gibson, Dunn & Crutcher
RSM, Inc.
Wilkie Farr & Gallagher LLP
Apollo Square Capital LLC
MidCap Financial Trust
Harris County, Texas
Metropolitan Transit Authority of Harris
County
Los Angeles County Metropolitan
Transportation Authority
City of Colorado Springs, CO
City of Colorado Springs, CO
City of Columbus, OH
City of St. Louis Firefighter's Retirement
Plan
St. Louis County, MO
St. Louis County Port Authority
St. Louis County Counselor's Office
Police Retirement System of St. Louis
City of St. Louis
City of St. Louis Mental Health Board
St. Louis Economic Development
Partnership
Industrial Development Authority of the St.
Louis County
City of St. Louis
City of St. Louis
City of St. Louis
City of St. Louis
City of St. Louis
State of California
City of New York
California Department of Transportation
State of California
FedEx Ground Package System, Inc.
Federal Express Corporation
Capital Metropolitan Transportation
Authority
Los Angeles County Metropolitan
Transportation Authority

Metropolitan Transportation Authority
MTA New York City Transit
Gibson, Dunn & Crutcher, LLP
Gibson, Dunn & Crutcher
Gibson, Dunn & Crutcher
AG Real Estate Investors, LLC
GGP, Inc. nka Brookfield Property Partners
Capital Metropolitan Transportation
Authority
Los Angeles County Metropolitan
Transportation Authority
RCEC Woodcreek LLC
A&G Property Management
Gibson, Dunn & Crutcher
Gibson, Dunn & Crutcher, LLP
Gibson, Dunn & Crutcher
The Gilmcher Company
Metropolitan Transportation Authority
Regency Centers Corporation
AT&T Services, Inc.
AT&T Mobility and Consumer Markets
AT&T Leasing
AT&T Credit Corp.
CenterPoint Energy
City of Pasadena, CA
City of Roseville, CA
Lakeshore Recycling Systems LLC
Memphis Light, Gas and Water Division
Puget Sound Hydro LLC
Spire, Inc.
Spire STL Pipeline, LLC
Teco Electric & Machinery Co., LTD
Republic Services, Inc. (f/k/a Allied Waste
Industries, Inc.)
Time Warner Cable, Inc.
Alabama Power Company
Ameren Services
CenturyLink Technology Solutions
City of Seattle - CA
Colorado Springs Utilities

Comcast Cable Communications
Comcast Corporation
Commonwealth Edison Company
Constellation NewEnergy
Constellation Energy Resources, LLC
Comcast Cable Holdings, LC
DTE Biomass Energy, Inc.
Florida Power & Light
Georgia Power
Portland General Electric Company
RCN Telecom Services Of Illinois
RCN Telecom Services Of Illinois
TECO Energy
Waste Management, Inc.
Waste Management, Inc.
Waste Management of North America, Inc.
Southern Connecticut Gas Company
(Avangrid)
NSTAR Gas Company d/b/a Eversource
Eversource Gas Co. of Massachusetts d/b/a
Eversource Energy
City of Pasadena, CA
City of Pasadena, CA
Austin Transit Partnership
Centerpoint Energy
UPS Retirement Plan
YRC Worldwide Inc.
XPO Logistics Supply Chain d/b/a XPO
Logistics
FedEx Ground Package System, Inc.
Federal Express Corporation
GGP, Inc. nka Brookfield Property Partners
FedEx Ground Package System, Inc.
Federal Express Corporation
MTA New York City Transit
Metropolitan Transportation Authority
Kimco Realty Corporation
Washington Prime Group, L.P.
Simon Property Group

EXHIBIT A

Proposed Order

Mark S. Indelicato, Esq. (admitted *pro hac vice*)
Mark T. Power, Esq. (admitted *pro hac vice*)
Janine M. Figueiredo, Esq. (admitted *pro hac vice*)
Jeffrey Zawadzki, Esq. (admitted *pro hac vice*)
THOMPSON COBURN HAHN & HESSEN LLP
488 Madison Avenue
New York, NY 10022
Telephone: (212) 478-7200
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Email: mindelicato@hahnhausen.com
mpower@hahnhausen.com
jfigueiredo@hahnhausen.com
jzawadzki@hahnhausen.com

Robert S. Westermann (VSB No. 43294)
Brittany B. Falabella (VSB No. 80131)
HIRSCHLER FLEISCHER, P.C.
The Edgeworth Building
2100 East Cary Street
Richmond, VA 23223
P.O. Box 500
Richmond, VA 23218-0500
Telephone: (804) 771-9500
Facsimile (804) 664-0957
Email: rwestermann@hirschlerlaw.com
bfalabella@hirschlerlaw.com

Proposed Counsel to the Official Committee of Unsecured Creditors

Local Counsel to the Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

PAPER SOURCE, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 21-30660 (KLP)

(Jointly Administered)

**SUPPLEMENTAL ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 327(A)
AND 328(A), BANKRUPTCY RULES 2014(A) AND 2016, AND
LOCAL BANKRUPTCY RULES 2014-1 AND 2016-1 AUTHORIZING THE
CONTINUED EMPLOYMENT AND RETENTION OF THOMPSON COBURN HAHN
& HESSEN LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, NUNC PRO TUNC TO JULY 1, 2021**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) for entry of an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, are: Pine Holdings, Inc. (4460) and Paper Source, Inc. (8035).

Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Procedure for the Bankruptcy Court for the Eastern District of Virginia (the “Local Rules”), authorizing the employment and retention of Hahn & Hessen LLP (“H&H”) as counsel to the Committee; and upon the supplemental declaration (the “Supplemental Declaration”) of Janine M. Figueiredo, partner of Thompson Coburn Hahn & Hessen LLP (“TCH&H”), attesting to the combination of H&H and Thompson Coburn LLP (“TC”) to create TCH&H, as it is known in certain markets, and seeking a supplemental order authorizing the continued employment of TCH&H as counsel to the Committee pursuant to the Application and the Supplemental Declaration; and the Court having reviewed the Application and Supplemental Declaration; and the Court being satisfied with the representations made in the Application and Supplemental Declaration; and it appearing that notice of the Application and Supplemental Declaration has been given to the Office of the United States Trustee (the “U.S. Trustee”), counsel to the Debtors and other parties-in-interest and those entities filing notices of appearance pursuant to Bankruptcy Rule 2002 and that no further notice need be given; and it appearing that this Court has jurisdiction to consider the Application and the Supplemental Declaration pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court being satisfied based upon the representations made in the Application and Supplemental Declaration that (i) the continued employment of TCH&H is necessary and in the best interest of the Debtors’ estate, (ii) TCH&H serves no interest adverse to the Committee and the Debtors’ estate, and (iii) TCH&H is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code; and after due deliberation, and sufficient cause appearing therefor; it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

1. The continued retention of TCH&H, successor to H&H, as counsel to the Committee is authorized to the extent set forth herein.

2. Pursuant to section 1103, the Committee is authorized to continue employing and retaining TCH&H, effective *nunc pro tunc* to July 1, 2021 (the “Effective Date”), to serve as its counsel in these Chapter 11 Cases, in accordance with the Application and this Order to perform the services in the Application.

3. TCH&H shall continue to be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, and such other orders and/or procedures as may be fixed and/or approved by order of this Court. The U.S. Trustee and parties-in-interest reserve all rights to object to the appropriateness of any fees and expenses incurred notwithstanding the disclosures in the Application and the Supplemental Declaration or any related document of the attorney’s intention to incur certain costs or to charge certain expenses at certain rates.

4. TCH&H shall not bill for or be compensated for work performed in connection with seeking the retention of TCH&H under this Order.

5. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, TCH&H shall provide ten days’ notice of any such increases to the Debtors, the United States Trustee, and the Committee and file such notice with the Court. TCH&H acknowledges that the U.S. Trustee retains all rights to object to such rate increase, and the Court retains the right to review any rate increase.

6. To the extent the Application and the Supplemental Declaration are inconsistent with this Order, the terms of this Order shall govern.

7. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon entry, and any applicable stay of this Order is waived.

8. The Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: Richmond, Virginia
_____, 2021

HONORABLE KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY JUDGE

Entered:

We ask for this:

/s/ Robert S. Westermann
Robert S. Westermann (VSB No. 43294)
Brittany B. Falabella (VSB No. 80131)
HIRSCHLER FLEISCHER, P.C.
The Edgeworth Building
2100 East Cary Street
Richmond, Virginia 23223
P.O. Box 500
Richmond, Virginia 23218-0500
Telephone: (804) 771-9500
Facsimile: (804) 644-0957
Email rwestermann@hirschlerlaw.com
bfalabella@hirschlerlaw.com

Local Counsel to the Official Committee of Unsecured Creditors

-and-

Mark S. Indelicato, Esq. (admitted *pro hac vice*)
Mark T. Power, Esq. (admitted *pro hac vice*)
Janine M. Figueiredo, Esq. (admitted *pro hac vice*)
Jeffrey Zawadzki, Esq. (admitted *pro hac vice*)
THOMPSON COBURN HAHN & HESSEN LLP
488 Madison Avenue
New York, New York 10022
Telephone: (212) 478-7200
Facsimile: (212) 478-7400
Email: mindelicato@hahn Hessen.com
mpower@hahn Hessen.com
jfigueiredo@hahn Hessen.com
jzawadzki@hahn Hessen.com

Counsel for The Official Committee of Unsecured Creditors

Seen and No Objection:

/s/ Nicholas S. Herron (by Brittany B. Falabella with permission based on 8/3/2021 email)
Nicholas S. Herron, Esq.
OFFICE OF THE UNITED STATES TRUSTEE
701 East Broad Street
Suite 4304
Richmond, Virginia 23219

Office of the U.S. Trustee

**CERTIFICATION OF ENDORSEMENT UNDER
LOCAL BANKRUPTCY RULE 9022-1(C)**

I hereby certify that the foregoing proposed order has been endorsed by and/or served on all necessary parties.

/s/ Robert S. Westermann
Counsel