

Fill in this information to identify the case:

United States Bankruptcy Court for the:
Massachusetts
District of
(State)
Case number (if known): 20- Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name The Paper Store, LLC

2. All other names debtor used in the last 8 years The Paper Store Inc.
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 47 - 1892442

4. Debtor's address
Principal place of business: 20 Main Street, Acton MA 01720, Middlesex County
Mailing address, if different from principal place of business:
Location of principal assets, if different from principal place of business:

5. Debtor's website (URL) http://www.thepaperstore.com/

The Paper Store, LLC

20-

Debtor Name Case number (if known)

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
Partnership (excluding LLP)
Other. Specify:

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
Railroad (as defined in 11 U.S.C. § 101(44))
Stockbroker (as defined in 11 U.S.C. § 101(53A))
Commodity Broker (as defined in 11 U.S.C. § 101(6))
Clearing Bank (as defined in 11 U.S.C. § 781(3))
None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes . 4532

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
Chapter 9
Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
A plan is being filed with this petition.
Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

The Paper Store, LLC

20-

Debtor

Name

Case number (if known)

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor TPS Holdings, LLC Relationship Holding company

List all cases. If more than 1, attach a separate list.

District Massachusetts When 07/14/2020

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

The Paper Store, LLC

20-

Debtor

Name

Case number (if known)

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/14/2020
MM / DD / YYYY

X /s/ Don Van der Wiel
Signature of authorized representative of debtor
Chief Restructuring Officer
Title _____

Don Van der Wiel
Printed name

The Paper Store, LLC

20-

Debtor

Name

Case number (if known)

18. Signature of attorney

x /s/ Paul J. Ricotta

Date

07/14/2020

Signature of attorney for debtor

MM / DD / YYYY

Paul J. Ricotta, Esq.

Printed name

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C

Firm name

One Financial Center

Number Street

Boston

MA

02111

City

State

ZIP Code

617-542-6000

pjricotta@mintz.com

Contact phone

Email address

552028

MA

Bar number

State

Fill in this information to identify the case:

Debtor name: The Paper Store, LLC, et al.

United States Bankruptcy Court for the: District of Massachusetts

Case number (if known): 20-_____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 25 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis

12/15

A list of creditors holding the 25 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 25 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Hallmark Cards, Inc. P.O. Box 73642 Chicago IL 60673-7642	John McCabe john.mccabe@hallmark.com	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,263,724.40
2	Vera Bradley Designs, Inc. 12420 Stonebridge Road Roanoke IN 46783	Vanessa McLemore VMcLemore@verabradley.com Tel: (800) 823-8372	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$734,972.59
3	DEMDACO P.O. Box 803314 Kansas City MO 64180-3314	Jacque Myers jacque.myers@demdaco.com	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$271,717.85
4	Lifeguard Press 134 Beech Bend Rd. Bowling Green KY 42101-2609	Kelly Crawford Kelly@lifeguardpress.com Tel: (800) 992-3006	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$248,489.46
5	Jolie 1100 S.San Pedro St # D3 Los Angeles CA 90015	Joseph Yi joseph@jolieonline.com Tel: (213) 746-1700	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$226,527.00
6	Lotus And Luna 1552 Garnet Ave San Diego CA 92109	Ara Derderian ara@josephslock.com Tel: (805) 216-2441	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$219,525.70
7	Thread And Supply 5524 Alcoa Ave Vernon CA 90068	Attn: Accounting accounting@threadandsupply.com Tel: (213) 688-4977	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$167,399.00

Debtor **The Paper Store, LLC, et al.**

Case number (if known) **20-_____**

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8 Cheveux Corp 1061 Slocum Ave Ridgefield NJ 07657	Shannon Y. Kim ykim@cheveuxcorp.com Tel: (212) 685-6255	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$146,308.50
9 Lantern Enterprises 1401 Cedar Street Suite C Ontario CA 91761	Cheryl cherylh@lanternbeauty.com Tel: (909) 390-0888	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$145,322.40
10 Malden International Designs 19 Cowan Drive Middleboro MA 02346	Madeleine Pike madeleine@malden.com Tel: (800) 426-3578	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$143,865.06
11 W/S/M Hingham Properties LLC 33 Boylston Street Suite 3000 Chestnut Hill MA 02467	Winnie Cen winny.cen@wsdevelopment.com	Rent	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$131,004.00
12 Spartina 449 LLC 10 Buck Island Road Bluffton SC 29910	Patricia Pratt PatriciaPratt@spartina449.com Tel: (843) 681-8860	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$130,892.04
13 Pura Vida Bracelets 12420 Stonebridge Road Roanoke IN 46783	Vanessa McLemore VMcLemore@verabradley.com Tel: (619) 889-5969	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$129,329.00
14 Natural Life Collections P.O. Box 116817 Atlanta GA 30368-6817	Erika Slawson ESlawson@naturallife.com Tel: (904) 241-0370	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$120,885.82
15 Shoppers World LLC P.O. Box 92472 Dept #105209 21422 55233 Cleveland OH 44193	Dawn Szczesniak DSZCZESNIAK@DDR.com	Rent	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$116,187.26
16 Alex And Ani 10 Briggs Drive East Greenwich RI 02818	Nicholas Perreault nperreault@alexandani.com Agomez@alexandani.com Tel: (401) 467-3952	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$116,049.59
17 JER Realty LLC 70 Hastings Street Wellesley Hills MA 02481	Steve Valeri svaleri@RocheBros.com	Rent	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$113,366.56
18 Life Is Good, Inc. 15 Hudson Park Drive Hudson NH 03051	Rick Davis rdavis@lifeisgood.com Tel: (800) 606-4604	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$111,727.42

Debtor **The Paper Store, LLC, et al.**

Case number (if known) 20-_____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19 Legacy Place Properties LLC 33 Boylston Street Suite 3000 Chestnut Hill MA 02467	Robert Mooney Robert.Mooney@wsdevelopment.com	Rent	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$107,116.00
20 Buyer's Direct, Inc P.O. Box 818 Elm City NC 27822	Stephanie Tel: (252) 650-7000	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$106,590.00
21 Google Dept. 33654 PO Box 39000 San Francisco CA 94139		Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$104,732.49
22 Ireit Shrewsbury White City LLC 62903 Collection Center Drive Building 75043 Chicago IL 60693-0629	Denise Olalde olalde@inlandgroup.com	Rent	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$103,794.58
23 Gilli Clothing Dept La 24406 Pasadena CA 91185-4406	Seny Umali seny@gilliclothing.com Tel: (213) 744-9808	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$101,376.50
24 Peter Pauper Press, Inc. 202 Mamaroneck Avenue White Plains NY 10601	Maryana Didovych MDidovych@peterpauper.com Tel: (800) 833-2311	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$99,310.41
25 Godiva Chocolatier, Inc. P.O. BOX 74008044 Chicago IL 60674-8044	Janet Schmehl janet.schmehl@godiva.com	Trade Payable	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$99,186.28

Fill in this information to identify the case and this filing:

Debtor name: The Paper Store, LLC, et al.

United States Bankruptcy Court for the: District of Massachusetts

Case number (if known): 20-_____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended *Schedule* _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 25 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/14/2020
MM/DD/YYYY

x /s/ Don Van der Wiel

Signature of individual signing on behalf of debtor

Don Van der Wiel

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**RESOLUTIONS ADOPTED BY
THE INDEPENDENT DIRECTOR OF
OF
THE PAPER STORE, LLC**

Action by Independent Director
Without a meeting

July 14, 2020

The undersigned, being the independent director (the "Independent Director") of TPS Holdings, LLC, a Massachusetts limited liability company, the sole parent of The Paper Store, LLC (the "Company"), does hereby consent to the following actions.

I. Chapter 11 Filing

WHEREAS, the Independent Director was previously granted the exclusive authority to authorize the Company to file a voluntary petition for relief under title 11 of the United States Code (the "Bankruptcy Code");

WHEREAS, the Independent Director considered presentations by the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company's business; and

WHEREAS, the Independent Director consulted with the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the business judgment of the Independent Director, it is desirable and in the best interests of the Company (including in consideration of its creditors and other parties in interest) that the Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (a "Chapter 11 Case") under the provisions of Bankruptcy Code in the United States Bankruptcy Court for the District of Massachusetts, Worcester Division (the "Bankruptcy Court"); and

FURTHER RESOLVED, that Don van der Wiel, the Chief Restructuring Officer, and/or the Independent Director (the "Authorized Signatories"), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary, proper or convenient to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business and the sale of the Company's assets during such Chapter 11 Case..

II. Retention of Professionals

WHEREAS, the Independent Director has considered the retention of financial and legal advisors by the Company during the Chapter 11 Case.

NOW, THEREFORE, BE IT RESOLVED, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ the law firm of Mintz Levin Cohn Ferris Glovsky & Popeo, P.C. ("Mintz") as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Mintz;

BE IT FURTHER RESOLVED, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ G2 Capital Advisors ("G2"), as restructuring advisor, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of G2;

BE IT FURTHER RESOLVED, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ SSG Capital Advisors ("SSG"), as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of SSG;

BE IT FURTHER RESOLVED, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, proper or convenient; and

BE IT FURTHER RESOLVED, that each of the Authorized Signatories be, and hereby is, with the power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with the Company's Chapter 11 Case, with a view to the successful prosecution of such case.

III. General Resolutions

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Signatories of the Company be, and each of them hereby is, authorized, empowered and directed to execute, acknowledge, verify, deliver, and file any and all such other agreements, documents, instruments, and certificates and to take such other actions as may be necessary, proper or appropriate in order to carry out the intent and purposes of the foregoing resolutions;

BE IT FURTHER RESOLVED, that any and all actions heretofore or hereafter taken and expenses incurred in the name of and on behalf of the Company by any Authorized Signatory in connection with or related to the matters set forth or contemplated by the foregoing resolutions be, and they hereby are, approved, ratified, and confirmed in all respects as fully as if such actions had been presented to the Independent Director for approval prior to such actions being taken; and

BE IT FURTHER RESOLVED, that an Authorized Signatory of the Company is hereby authorized to certify to third parties with respect to the adoption of these resolutions in form and substance satisfactory to them.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed these Resolutions as of the date first above written.

Independent Director:
Michael T. Sullivan

A handwritten signature in black ink, appearing to read "Michael T. Sullivan", written over a horizontal line.

100661652v.1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(CENTRAL DIVISION)**

-----X
 :
 In re : Chapter 11
 :
 THE PAPER STORE, LLC, *et al.*, : Case No. 20-_____ ()
 :
 Debtors.¹ : (Joint Administration Requested)
 :
 -----X

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a) and 7007.1 of the Federal Rules of Bankruptcy Procedure, The Paper Store, LLC (the “Debtor”) certifies that the Debtor is a Massachusetts limited liability company. The Debtor further certifies that the following entities own, directly or indirectly, ten percent (10%) or more of the Debtor’s equity interests:

Member Name	Percentage Ownership Interest
TPS Holdings, LLC	100%

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION
OR PARTNERSHIP**

I, Donald Van der Wiel, Chief Restructuring Officer of the Debtor, declare under penalty of perjury that I have read the foregoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Date: July 14, 2020

/s/ *Donald Van der Wiel*

 Donald Van der Wiel
 Chief Restructuring Officer

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are The Paper Store, LLC (2442) and TPS Holdings, LLC (9193). The Debtors’ corporate headquarters and service address is 20 Main Street, Acton, MA 01720.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(CENTRAL DIVISION)**

-----X
 :
 In re : Chapter 11
 :
 THE PAPER STORE, LLC, *et al.*, : Case No. 20-_____ ()
 :
 Debtors.¹ : (Joint Administration Requested)
 :
 -----X

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, The Paper Store, LLC (the “Debtor”) hereby files the following list of the Debtor’s equity security holders:

Member Name and Address	Ownership Interest	Percentage Ownership Interest
TPS Holdings, LLC 20 Main Street Acton, MA 01720	Membership Interests	100%

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION
OR PARTNERSHIP**

I, Donald Van der Wiel, Chief Restructuring Officer of the Debtor, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date: July 14, 2020

/s/ Donald Van der Wiel
 Donald Van der Wiel
 Chief Restructuring Officer

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are The Paper Store, LLC (2442) and TPS Holdings, LLC (9193). The Debtors’ corporate headquarters and service address is 20 Main Street, Acton, MA 01720.