

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

OSG HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-90799 (CML)

(Jointly Administered)

**NOTICE OF ORDER (I) APPROVING
NOTIFICATION AND HEARING PROCEDURES FOR CERTAIN
TRANSFERS OF AND DECLARATIONS OF WORTHLESSNESS WITH
RESPECT TO EQUITY INTERESTS AND (II) GRANTING RELATED RELIEF**

TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE) THAT MAY HOLD BENEFICIAL OWNERSHIP EQUITY UNITS IN ANY OF OSG GROUP TOPCO, LLC, OSG GROUP HOLDINGS, INC., AND OSG INTERMEDIATE HOLDINGS, INC.:

PLEASE TAKE NOTICE that on October 15, 2023 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed petitions with the United States Bankruptcy Court for the Southern District of Texas (the “Court”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number are: Applied Information Group, Inc. (7381); Diamond Marketing Solutions Group, Inc. (3531); DoublePositive Marketing Group, Inc. (8221); E-statement.com Corp. (1974); Globalex Corporation (5365); JJT Enterprises, Inc. (7792); Mansell Group Holding Company (9354); Mansell Group, Inc. (7898); Metrogroup PD-WI Acquisition, LLC (5979); Microdynamics Corporation (0423); Microdynamics Group Nebraska, Inc. (5711); Microdynamics Transactional Mail, LLC (4060); National Business Systems, Inc. (6946); National Data Services of Chicago, Inc. (9009); NCP Solutions, LLC (5620); OSG Group Holdings, Inc. (0311); OSG Group TopCo, LLC (0904); OSG Holdings, Inc. (2036); OSG Intermediate Holdings, Inc. (1288); Output Services Group, Inc. (8044); Payments Business Corporation (5590); The Pisa Group, Inc. (6299); PPS Business Corporation (6432); SouthData, Inc. (5336); Telereach, Inc. (4444); The Garfield Group, Inc. (9966); WhatCounts, Inc. (9306); and Words, Data and Images, LLC (2248). The debtors’ service address is 900 Kimberly Drive, Carol Stream, Illinois 60188.

of property of or from the Debtors' estates or to exercise control over property of or from the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on the Petition Date, the Debtors filed the *Debtors' Emergency Motion for an Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Equity Interests, and (II) Granting Related Relief* [Docket No. 19] (the "Motion").

PLEASE TAKE FURTHER NOTICE that on October 17, 2023, the Court entered the *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Equity Interests, and (II) Granting Related Relief* [Docket No. 51] (the "Order") approving procedures for certain transfers of and declarations of worthlessness with respect to Equity Interests set forth in **Exhibit 1** attached to the Order (the "Procedures").²

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, a Substantial Shareholder may not consummate any purchase, sale, or other transfer of Equity Interests or Beneficial Ownership of Equity Interests in violation of the Procedures, and any such transaction in violation of the Procedures shall be null and void *ab initio*.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the Procedures shall apply to the holding and transfers of Equity Interests or any Beneficial Ownership therein by a Substantial Shareholder or someone who may become a Substantial Shareholder.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, a 50-Percent Shareholder may not claim a worthless equity deduction with respect to the Equity Interests, or

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Order or the Motion, as applicable.

Beneficial Ownership of the Equity Interests, in violation of the Procedures, and any such deduction in violation of the Procedures shall be null and void *ab initio*, and the 50-Percent Shareholder shall be required to file an amended tax return revoking such proposed deduction.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, upon the request of any entity, the proposed notice, claims, and solicitation agent for the Debtors, Kutzman Carson Consultants LLC, will provide a copy of the Order and a form of each of the declarations required to be filed by the Procedures in a reasonable period of time. Such declarations are also available via PACER on the Court's website at <https://ecf.deb.uscourts.gov/> for a fee, or free of charge by accessing the Debtors' restructuring website at <http://www.kccllc.net/OSG>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, failure to follow the procedures set forth in the Order shall constitute a violation of, among other things, the automatic stay provisions of section 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that other than to the extent that the Order expressly conditions or restricts trading in Equity Interests, nothing in the Order or in the Motion shall, or shall be deemed to, prejudice, impair, or otherwise alter or affect the rights of any holders of Equity Interests, including in connection with the treatment of any such Equity Interests under any chapter 11 plan or any applicable bankruptcy court order.

PLEASE TAKE FURTHER NOTICE that any prohibited purchase, sale, other transfer of, or declaration of worthlessness with respect to Equity Interests, beneficial ownership thereof, or option with respect thereto in violation of the Order is prohibited and shall be null and void *ab initio* and may be subject to additional sanctions as this court may determine.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in the Order are in addition to the requirements of applicable law and do not excuse compliance therewith.

Dated: October 19, 2023
Dallas, Texas

/s/ Marcus A. Helt

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Proposed Counsel for the Debtors and Debtors in Possession