

**UNITED STATES BANKRUPTCY COURT****District of Delaware**In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Debtor

Case No. 13-11329Chapter 11**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| <b>NAME OF SCHEDULE</b>   | <b>ATTACHED<br/>(YES/NO)</b> | <b>NO. OF SHEETS</b> | <b>ASSETS</b> | <b>LIABILITIES</b> | <b>OTHER</b> |
|---|------------------------------|----------------------|---------------|--------------------|--------------|
| A - Real Property   | YES                          | 1                    | \$0.00        |                    |              |
| B - Personal Property   | YES                          | 4                    | Undetermined  |                    |              |
| C - Property Claimed<br>as Exempt   | NO                           |                      |               |                    |              |
| D - Creditors Holding<br>Secured Claims   | YES                          | 2                    |               | \$87,291,758.10    |              |
| E - Creditors Holding Unsecured<br>Priority Claims<br>(Total of Claims on Schedule E) | YES                          | 3                    |               | Undetermined       |              |
| F - Creditors Holding Unsecured<br>Nonpriority Claims                                 | YES                          | 1                    |               | \$0.00             |              |
| G - Executory Contracts and<br>Unexpired Leases                                       | YES                          | 1                    |               |                    |              |
| H - Codebtors   | YES                          | 2                    |               |                    |              |
| I - Current Income of<br>Individual Debtor(s)   | NO                           |                      |               |                    |              |
| J - Current Expenditures of<br>Individual Debtors(s)                                  | NO                           |                      |               |                    |              |
|   |                              | 14                   | \$0.00        | \$87,291,758.10    |              |

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Case No. 13-11329

Debtor

(if known)

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor’s own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an “H,” “W,” “J,” or “C” in the column labeled “Husband, Wife, Joint, or Community.” If the debtor holds no interest in real property, write “None” under “Description and Location of Property.”

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write “None” in the column labeled “Amount of Secured Claim.”

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

| DESCRIPTION AND LOCATION OF PROPERTY | NATURE OF DEBTOR’S INTEREST IN PROPERTY | HUSBAND, WIFE, JOINT, OR COMMUNITY | CURRENT VALUE OF DEBTOR’S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION | AMOUNT OF SECURED CLAIM |
|--------------------------------------|---|------------------------------------|--|-------------------------|
| NONE                                 |   |                                    |  |                         |

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Case No. 13-11329

Debtor

(if known)

### SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

| TYPE OF PROPERTY   | NONE | DESCRIPTION AND LOCATION OF PROPERTY | HUSBAND, WIFE, JOINT, OR COMMUNITY | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|--|------|--------------------------------------|------------------------------------|--|
| 1. CASH ON HAND.   | X    |                                      |                                    |  |
| 2. CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES. | X    |                                      |                                    |  |
| 3. SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.  | X    |                                      |                                    |  |
| 4. HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.  | X    |                                      |                                    |  |
| 5. BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.  | X    |                                      |                                    |  |
| 6. WEARING APPAREL.  | X    |                                      |                                    |  |
| 7. FURS AND JEWELRY.   | X    |                                      |                                    |  |
| 8. FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.   | X    |                                      |                                    |  |

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

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Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

| TYPE OF PROPERTY  | NONE | DESCRIPTION AND LOCATION OF PROPERTY   | HUSBAND, WIFE, JOINT, OR COMMUNITY | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|---|------|--|------------------------------------|--|
| 9. INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.  | X    |  |                                    |  |
| 10. ANNUITIES. ITEMIZE AND NAME EACH INSURER.   | X    |  |                                    |  |
| 11. INTERESTS IN AN EDUCATION IRA AS DEFINED IN 26 U.S.C. § 530(b)(1) OR UNDER A QUALIFIED STATE TUITION PLAN AS DEFINED IN 26 U.S.C. § 529(b)(1). GIVE PARTICULARS. (FILE SEPARATELY THE RECORD(S) OF ANY SUCH INTEREST(S). 11 U.S.C. § 521(c) RULE 1007(B)) | X    |  |                                    |  |
| 12. INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.  | X    |  |                                    |  |
| 13. STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.  |      | 100% EQUITY INTEREST IN THE D.B. HESS COMPANY<br>390 PARK AVENUE<br>NEW YORK, NY 10022   |                                    | UNKNOWN  |
|   |      | 100% EQUITY INTEREST IN THE PRESS OF OHIO, INC.<br>390 PARK AVENUE<br>NEW YORK, NY 10022   |                                    | UNKNOWN  |
| 14. INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.   |      | GENERAL PARTNER AND 88.6% OWNERSHIP IN DBH ASSOCIATES - ILLINOIS LIMITED PARTNERSHIP<br>1530 MCCONNELL ROAD<br>WOODSTOCK, IL 60098 |                                    | UNKNOWN  |
|   |      | GENERAL PARTNER AND 88.6% OWNERSHIP IN DBH ASSOCIATES - OHIO LIMITED PARTNERSHIP<br>1150 MCCONNELL ROAD<br>WOODSTOCK, IL 60098     |                                    | UNKNOWN  |
| 15. GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.   | X    |  |                                    |  |
| 16. ACCOUNTS RECEIVABLE.  | X    |  |                                    |  |

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

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Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

| TYPE OF PROPERTY   | NONE | DESCRIPTION AND LOCATION OF PROPERTY | HUSBAND, WIFE, JOINT, OR COMMUNITY | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|--|------|--------------------------------------|------------------------------------|--|
| 17. ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WHICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.   | X    |                                      |                                    |  |
| 18. OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDING TAX REFUNDS. GIVE PARTICULARS.   | X    |                                      |                                    |  |
| 19. EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.  | X    |                                      |                                    |  |
| 20. CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.  | X    |                                      |                                    |  |
| 21. OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.   | X    |                                      |                                    |  |
| 22. PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.  | X    |                                      |                                    |  |
| 23. LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.   | X    |                                      |                                    |  |
| 24. CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES. | X    |                                      |                                    |  |
| 25. AUTOMOBILES, TRUCKS, TRAILERS, OTHER VEHICLES AND ACCESSORIES.   | X    |                                      |                                    |  |

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

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Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

| TYPE OF PROPERTY   | NONE | DESCRIPTION AND LOCATION OF PROPERTY | HUSBAND, WIFE, JOINT, OR COMMUNITY | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|--|------|--------------------------------------|------------------------------------|--|
| 26. BOATS, MOTORS, AND ACCESSORIES.                                  | X    |                                      |                                    |  |
| 27. AIRCRAFT AND ACCESSORIES.  | X    |                                      |                                    |  |
| 28. OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.                     | X    |                                      |                                    |  |
| 29. MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.    | X    |                                      |                                    |  |
| 30. INVENTORY.   | X    |                                      |                                    |  |
| 31. ANIMALS.   | X    |                                      |                                    |  |
| 32. CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.                  | X    |                                      |                                    |  |
| 33. FARMING EQUIPMENT AND IMPLEMENTS.                                | X    |                                      |                                    |  |
| 34. FARM SUPPLIES, CHEMICALS, AND FEED.                              | X    |                                      |                                    |  |
| 35. OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE. | X    |                                      |                                    |  |
| Total  |      |                                      |                                    | \$0.00   |

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

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Debtor

(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER<br><i>(See instructions above.)</i>  | CODEBTOR | HUSBAND, WIFE, JOINT, OR COMMUNITY | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM.<br>IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|----------|------------------------------------|--|------------|--------------|----------|---|---------------------------|
| ACCOUNT NO.<br>GUGGENHEIM CORPORATE FUNDING, LLC<br>AS ADMINISTRATIVE AGENT<br>ATTN: PRESIDENT, OFFICER OR MANAGING AGT<br>135 EAST 57TH STREET, 6TH FLOOR<br>NEW YORK, NY 10022 | X        |                                    | 2ND LIEN AGENT   |            |              |          | \$73,935,908.10                                       | UNKNOWN                   |
|  |          |                                    | VALUE:   |            |              |          |   |                           |

|                                  |                 |        |
|----------------------------------|-----------------|--------|
| Subtotal<br>(Total of this page) | \$73,935,908.10 | \$0.00 |
|----------------------------------|-----------------|--------|

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Case No. 13-11329

Debtor

(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

(Continuation Sheet)

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br><i>(See instructions above.)</i> | CODEBTOR | HUSBAND, WIFE,<br>JOINT, OR<br>COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM.<br>IF CLAIM IS SUBJECT TO<br>SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM<br>WITHOUT<br>DEDUCTING<br>VALUE<br>OF COLLATERAL | UNSECURED<br>PORTION, IF<br>ANY |
|--|----------|--|--|------------|--------------|----------|--|---------------------------------|
| ACCOUNT NO.<br><br>GENERAL ELECTRIC CAPITAL<br>CORPORATION<br>299 PARK AVENUE, 5TH FLOOR<br>NEW YORK, NY 10171       | X        |  | 1ST LIEN REVOLVING LENDER<br><br>VALUE:  |            |              |          | \$13,355,850.00  | UNKNOWN                         |

|                                  |                 |        |
|----------------------------------|-----------------|--------|
| Subtotal<br>(Total of this page) | \$13,355,850.00 | \$0.00 |
| Total<br>(Use only on last page) | \$87,291,758.10 | \$0.00 |

(Report also on Summary  
of Schedules.)

(If applicable, report  
also on Statistical  
Summary of Certain  
Liabilities and Related  
Data.)

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.Case No. 13-11329Debtor(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

**Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.Case No. 13-11329Debtor(if known) **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 **Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

*\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Case No. 13-11329

Debtor

(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br><i>(See instructions above.)</i>  | CODEBTOR | HUSBAND, WIFE,<br>JOINT, OR<br>COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION<br>FOR CLAIM. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM | AMOUNT<br>ENTITLED<br>TO<br>PRIORITY | AMOUNT<br>NOT<br>ENTITLED<br>TO<br>PRIORITY, IF<br>ANY |
|---|----------|--|---|------------|--------------|----------|--------------------|--------------------------------------|--|
| ACCOUNT NO.   |          |  |   |            |              |          |                    |                                      |  |
| DELAWARE DIVISION OF<br>REVENUE<br>CARVEL STATE OFFICE<br>BUILDING<br>820 NORTH FRENCH STREET<br>WILMINGTON, DE 19801 |          |  | TAXES   | X          | X            | X        | \$0.00             | \$0.00                               | \$0.00   |
| ACCOUNT NO.   |          |  |   |            |              |          |                    |                                      |  |
| INTERNAL REVENUE SERVICE<br>P.O. BOX 804525<br>CINCINNATI, OH 45280-4525  |          |  | TAXES   | X          | X            | X        | \$0.00             | \$0.00                               | \$0.00   |

Schedule of Creditors Holding Unsecured Priority Claims -  
Sheet no. 3 of 3

Subtotal  
(Totals of this page)

|        |        |        |
|--------|--------|--------|
| \$0.00 | \$0.00 | \$0.00 |
| \$0.00 |        |        |
|        | \$0.00 | \$0.00 |

Total  
(Use only on last page of the completed Schedule  
E. Report also on the Summary of Schedules.)

Totals  
(Use only on last page of the completed Schedule E.  
If applicable, report also on the Statistical Summary  
of Certain Liabilities and Related Data.)

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Case No. 13-11329

Debtor

(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br><i>(See instructions above.)</i> | CODEBTOR | HUSBAND, WIFE,<br>JOINT, OR<br>COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM.<br>IF CLAIM IS SUBJECT TO<br>SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM |
|--|----------|--|--|------------|--------------|----------|--------------------|
|--|----------|--|--|------------|--------------|----------|--------------------|

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Case No. 13-11329

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

| <p>NAME AND MAILING ADDRESS,<br/>INCLUDING ZIP CODE,<br/>OF OTHER PARTIES TO LEASE OR CONTRACT.</p> | <p>DESCRIPTION OF CONTRACT OR LEASE AND<br/>NATURE OF DEBTOR'S INTEREST. STATE<br/>WHETHER LEASE IS FOR NONRESIDENTIAL<br/>REAL PROPERTY. STATE CONTRACT<br/>NUMBER OF ANY GOVERNMENT CONTRACT.</p> |
|---|---|
|---|---|

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.Case No. 13-11329

Debtor

(if known)

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR  | NAME AND ADDRESS OF CREDITOR  |
|---|---|
| DBH ASSOCIATES - ILLINOIS LIMITED PARTNERSHIP<br>1530 MCCONNELL ROAD<br>WOODSTOCK, IL 60098 | GENERAL ELECTRIC CAPITAL CORPORATION<br>299 PARK AVENUE, 5TH FLOOR<br>NEW YORK, NY 10171                              |
| DBH ASSOCIATES - OHIO LIMITED PARTNERSHIP<br>1150 MCCONNELL ROAD<br>WOODSTOCK, IL 60098     | GENERAL ELECTRIC CAPITAL CORPORATION<br>299 PARK AVENUE, 5TH FLOOR<br>NEW YORK, NY 10171                              |
| THE D.B. HESS COMPANY<br>1530 MCCONNELL ROAD<br>WOODSTOCK, IL 60098                         | GENERAL ELECTRIC CAPITAL CORPORATION<br>299 PARK AVENUE, 5TH FLOOR<br>NEW YORK, NY 10171                              |
| THE PRESS OF OHIO, INC.<br>3765 SUNNYBROOK ROAD<br>BRIMFIELD, OH 44240                      | GENERAL ELECTRIC CAPITAL CORPORATION<br>299 PARK AVENUE, 5TH FLOOR<br>NEW YORK, NY 10171                              |
| TPO HESS HOLDINGS, INC.<br>3765 SUNNYBROOK ROAD<br>BRIMFIELD, OH 44240                      | GENERAL ELECTRIC CAPITAL CORPORATION<br>299 PARK AVENUE, 5TH FLOOR<br>NEW YORK, NY 10171                              |
| TPO INTERMEDIATE HOLDINGS I, INC.<br>390 PARK AVENUE<br>NEW YORK, NY 10022                  | GENERAL ELECTRIC CAPITAL CORPORATION<br>299 PARK AVENUE, 5TH FLOOR<br>NEW YORK, NY 10171                              |
| DBH ASSOCIATES - ILLINOIS LIMITED PARTNERSHIP<br>1530 MCCONNELL ROAD<br>WOODSTOCK, IL 60098 | GUGGENHEIM CORPORATE FUNDING, LLC<br>AS ADMINISTRATIVE AGENT<br>135 EAST 57TH STREET, 6TH FLOOR<br>NEW YORK, NY 10022 |
| DBH ASSOCIATES - OHIO LIMITED PARTNERSHIP<br>1150 MCCONNELL ROAD<br>WOODSTOCK, IL 60098     | GUGGENHEIM CORPORATE FUNDING, LLC<br>AS ADMINISTRATIVE AGENT<br>135 EAST 57TH STREET, 6TH FLOOR<br>NEW YORK, NY 10022 |
| THE D.B. HESS COMPANY<br>1530 MCCONNELL ROAD<br>WOODSTOCK, IL 60098                         | GUGGENHEIM CORPORATE FUNDING, LLC<br>AS ADMINISTRATIVE AGENT<br>135 EAST 57TH STREET, 6TH FLOOR<br>NEW YORK, NY 10022 |
| THE PRESS OF OHIO, INC.<br>3765 SUNNYBROOK ROAD<br>BRIMFIELD, OH 44240                      | GUGGENHEIM CORPORATE FUNDING, LLC<br>AS ADMINISTRATIVE AGENT<br>135 EAST 57TH STREET, 6TH FLOOR<br>NEW YORK, NY 10022 |
| TPO HESS HOLDINGS, INC.<br>3765 SUNNYBROOK ROAD<br>BRIMFIELD, OH 44240                      | GUGGENHEIM CORPORATE FUNDING, LLC<br>AS ADMINISTRATIVE AGENT<br>135 EAST 57TH STREET, 6TH FLOOR<br>NEW YORK, NY 10022 |

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Case No. 13-11329

Debtor

(if known)

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

| NAME AND ADDRESS OF CODEBTOR   | NAME AND ADDRESS OF CREDITOR  |
|--|---|
| TPO INTERMEDIATE HOLDINGS I, INC.<br>390 PARK AVENUE<br>NEW YORK, NY 10022 | GUGGENHEIM CORPORATE FUNDING, LLC<br>AS ADMINISTRATIVE AGENT<br>135 EAST 57TH STREET, 6TH FLOOR<br>NEW YORK, NY 10022 |

In re: TPO HESS INTERMEDIATE HOLDINGS II, INC.

Debtor

Case No. 13-11329

(if known)

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, Matthew Pascucci, Chief Restructuring Officer, the of TPO Hess Intermediate Holdings II, Inc. named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 15 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date June 21, 2013

Signature /s/ Matthew Pascucci

Matthew Pascucci, Chief Restructuring Officer

[Print or type name of individual signing on behalf of debtor.]

*[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]*

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*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.*

**GLOBAL NOTES TO DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

TPO Hess Holdings, Inc. and its direct and indirect subsidiaries (each a “Debtor” and together, the “Debtors”) submit their Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements”) pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure. The Schedules and Statements prepared by the Debtors are unaudited and were prepared from a variety of different sources available to the Debtors and with such data to provide a cut-off as near as possible to May 22, 2013 (the “Petition Date”). While the Debtors’ management and advisors have exercised reasonable best efforts to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, inadvertent errors or omissions may exist. Accordingly, the Debtors reserve the right to amend the Schedules and Statements from time to time as may be necessary or appropriate. These global notes (the “Global Notes”) are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

The Debtors reserve the right to dispute, or to assert offset or defenses to, any claim reflected on the Schedules and/or Statements as to amount, liability or classification. The Debtors also reserve all rights with respect to the values, amounts and characterizations of the assets and liabilities listed in their Schedules and Statements.

Any failure to designate a claim listed on the Schedules as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such amount is not either one or more of: “disputed,” “contingent,” and “unliquidated”. The Debtors reserve the right to dispute, or to assert setoff rights, counterclaims or defenses to, any claim reflected on their Schedules as to amount, liability or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent,” or “unliquidated”. Additionally, the dollar amounts of claims listed may be exclusive of contingent and additional unliquidated amounts. Further, the claims of individual creditors for, among other things, goods, services, or taxes are listed as the amounts entered on the Debtors’ books and records and may not reflect credits or allowances due from such creditors to the Debtors. The Debtors reserve all of their rights with respect to any such credits and allowances.

As current market valuations of the Debtors’ property interests do not exist, and it would be expensive and unduly burdensome to attempt to obtain such valuations, unless otherwise noted, the carrying values on the Debtors’ books (net book value), rather than the current market values, of the Debtors’ interests in property and of the Debtors’ liabilities is reflected on the Schedules and Statements.

The Debtors reserve all of their rights with respect to any causes of action they may have against third parties, whether not such causes of action are or are not listed as assets in their Schedules and Statements and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

The Schedules and Statements have been signed by Matthew Pascucci who is the Chief Restructuring Officer of each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Pascucci has necessarily relied upon the efforts, statements and representations of the Debtors' personnel and professionals. Mr. Pascucci has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors and their addresses.

In addition to the foregoing, the following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

#### Schedules of Assets and Liabilities

##### Schedule B Notes

- The Debtors' insurance policies have been listed on Schedule G, and such items are incorporated into Schedule B9 as applicable.

##### Schedule D Notes

- Except as otherwise agreed in accordance with a stipulation or agreed order or any other order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D.
- Holders of secured claims by virtue of holding setoff rights against the Debtors or leasing equipment to the Debtors are not included on Schedule D, except if such parties have filed a UCC financing statement. Lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D.

##### Schedule E Notes

- The Bankruptcy Court has approved the payment of certain unsecured claims against the Debtors including, without limitation, certain claims of employees for wages, salaries, and benefits and certain tax claims which arose pre-petition. The Debtors have not included any priority claims that have been satisfied as a result of first day orders.

- The listing of any claim or entity on Schedule E does not constitute an admission by the Debtors that any claim listed or held by an entity listed on Schedule E is entitled to priority treatment under 11 U.S.C. § 507. The Debtors reserve the right to take the position that any claim listed or held by an entity listed on Schedule E is not entitled to priority treatment.

#### Schedule F Notes

- The claims listed on Schedule F reflect the amounts owed as of the Petition Date and may not reflect any payments authorized to be made to certain vendors pursuant to the first day orders entered by the Bankruptcy Court. The Debtors reserve the right to assert that claims satisfied during the administration of these cases should be reduced accordingly.
- The Debtors expressly incorporate by reference into Schedule F all parties to pending and potential litigation listed in Statement 4(a) as the subject of contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule F.

#### Schedule G Notes

- While reasonable best efforts have been made to ensure the accuracy of Schedule G (including with respect to the applicable Debtor party to each contract and lease), inadvertent errors or omissions may have occurred. To the extent the Debtors become aware of additional executory contracts and unexpired leases (referred to herein as an “agreement”), they may seek to supplement their Schedules.
- The Debtors hereby reserve all rights to dispute the validity, status or enforceability of any agreement set forth in Schedule G and to amend or supplement such Schedule as necessary. Additionally, the placing of an agreement onto Schedule G shall not be deemed an admission that such agreement is an executory contract or unexpired lease, or that it is necessarily binding, valid and/or enforceable against any Debtor. Any and all of the Debtors’ rights, claims and causes of action with respect to the agreements listed on Schedule G are hereby reserved and preserved.
- Omission of an agreement from Schedule G does not constitute an admission that such omitted agreement is not an executory contract or unexpired lease. Additionally, certain agreements may have been rejected by order of the Bankruptcy Court during the duration of these cases. The Debtors’ rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are

not impaired by their omission. Schedule G may be amended at any time to add any omitted agreement.

- The agreements listed on Schedule G may have expired or may have been rejected, terminated, assigned, modified, amended and/or supplemented from time to time by various amendments, change orders, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of secured financings, and the inclusion of such on Schedule G is not an admission that the agreement is an executory contract, financing agreement or otherwise.
- Given the sensitive nature of their employment relationships and the competitive nature of their industry, the Debtors have not listed agreements between the Debtors and their individual employees on Schedule G.

### Statements of Financial Affairs

#### Statement of Financial Affairs Question 3b

The Debtors have scheduled known payments to creditors aggregating more than \$5,850 that were made during the 90 days prior to the Petition Date other than ordinary course wages and expense reimbursements to employees and payment under the Debtors' pre-petition secured revolving credit facility (the "Revolver").

On a bi-weekly basis, the Debtors transfer the aggregate amount of their payroll obligations to Automated Data Processing, Inc. ("ADP"), and ADP disburses such amounts to the Debtors' employees and third parties owed funds from the Debtors or entitled to receive amounts withheld from employee compensation.

Pursuant to the terms of the Revolver, the Debtors' secured lender, General Electric Capital Corporation ("GECC"), swept all cash collections of the Debtors and applied them to satisfy obligations under the Revolver in accordance with the terms thereof. In the 90 days prior to the Petition Date, GECC swept funds from the Debtors' bank accounts in the aggregate amount of \$22,444,533.02.

#### Statement of Financial Affairs Question 3c

Payments to insider employees are listed in response to Statement Question 3c for The Press of

Ohio, Inc., notwithstanding the fact that such employees may render services for the benefit of other Debtors.

Statement of Financial Affairs Question 4a

The Debtors have made every effort to include a complete list of all suits and proceedings to which the Debtors were a party within the one year immediately preceding the Petition Date in response to Statement Question 4a. However, inadvertent omissions may exist.

Statement of Financial Affairs Question 9

Payments related to debt counseling or bankruptcy appear only in the response to Statement of Financial Affairs Question 9 of The Press of Ohio, Inc.

Statement of Financial Affairs Question 14

In the ordinary course of their business, the Debtors lease equipment from certain third-party lessors for use in the daily operation of their businesses and otherwise hold property owned by third-parties pursuant to contracts with such parties. Any such leases or contracts are set forth in Schedule G.

Statement of Financial Affairs Question 21 and 22

A comprehensive listing of individuals serving, or formerly serving in the one year prior to the Petition Date, as an officer of one or more of the Debtors are listed in responses to Statement Questions 21 and 22 for TPO Hess Holdings, Inc. Accordingly, parties should consult responses to Statement Questions 21 and 22 for TPO Hess Holdings, Inc. with respect to each of the Debtors.

\* \* \* END OF GLOBAL NOTES \* \* \*