

ENTERED

April 08, 2026

Nathan Ochsner, Clerk

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

	X	
	:	
In re:	:	Chapter 11
	:	
OFFICE PROPERTIES INCOME TRUST., <i>et al.</i> ,	:	Case No. 25-90530 (CML)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	X	

**ORDER (I) ESTABLISHING RECORD DATE
FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRANSFERRING
CLAIMS AGAINST THE DEBTORS AND (II) GRANTING RELATED RELIEF**

[Relates to Docket No. ____]

Upon the emergency motion (the “*Motion*”)² of the Debtors for entry of an order (this “*Order*”) (i) establishing the Record Date for notice and sell-down procedures for transferring Claims and (ii) granting related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion and the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this Order; and upon the record herein; and after due deliberation thereon; and

¹ A complete list of the Debtors in the Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/OPI>. The Debtors’ mailing address is Two Newton Place, 255 Washington Street, Suite 300, Newton, Massachusetts 02458-1634.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.

2. Claimholders and potential purchasers of Claims against the Debtors are hereby deemed notified that, if the Debtors ultimately seek and this Court approves a Sell-Down Order, claimholders that acquire Claims after the date of this Order (the “*Record Date*”) in an amount that would entitle them to receive, directly, indirectly, or constructively, more than 4.5% of the stock of the Debtors in connection with a debt-for-stock exchange may be subject to a required sell-down of all or a portion of any Claims acquired after the Record Date in accordance with the sell-down procedures set forth in the Sell-Down Order.

3. The notice in the form attached hereto as **Exhibit 1** (the “*Record Date Notice*”) is approved.

4. Within five business days after the entry of this Interim Order, the Debtors shall provide the Record Date Notice to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) counsel to the Committee; (c) counsel to the Unsecured Notes Ad Hoc Group; (d) counsel to the September 2029 Ad Hoc Group; (e) counsel to the March 2027 Ad Hoc Group; (f) counsel to the March 2029 Ad Hoc Group; (g) counsel to the Successor Agent; (h) counsel to the DIP Lenders; (i) counsel to the DIP Agent; (j) the registered holders of Claims and Nominees (with instructions to serve down to the beneficial holders of Claims, as applicable); (k) the

creditors listed on the Debtors' consolidated list of 30 creditors holding the largest unsecured claims; (l) the United States Attorney for the Southern District of Texas; (m) the Internal Revenue Service; (n) the Securities and Exchange Commission; (o) the state attorneys general for states in which the Debtors conduct business; (p) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (q) any other party entitled to notice pursuant to Bankruptcy Local Rule 9013-1(d).

5. Entry of this Order shall in no way be deemed a determination of any kind that entry of a Sell-Down Order is necessary or warranted in the Chapter 11 Cases and this Court's review of any request for the entry of a Sell-Down Order shall be without regard to entry of this Order.

6. The entry of this Order in no way prejudices the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved hereby.

7. The requirements set forth in this Order are in addition to the requirements of Federal Rule of Bankruptcy Procedure 3001(e); applicable securities, corporate, and other laws; and do not excuse compliance therewith.

8. Nothing in the Motion is intended to be or shall be deemed as (a) an implication or admission as to the amount of, basis for, or validity of any claim against the Debtors; (b) a waiver or limitation of the Debtors', the Committee's, the Unsecured Notes Ad Hoc Group's, the DIP Lenders', or any other party in interest's right to dispute the amount of, basis for, or validity of any claim; (c) a waiver of the Debtors', the Committee's, the Unsecured Notes Ad Hoc Group's, the DIP Lenders', or any other party in interest's rights under the Bankruptcy Code or any other applicable non-bankruptcy law; (d) a waiver of the obligation of any party in interest to file a proof of claim; (e) a promise or requirement to pay any particular claim; (f) a waiver of any claims or

causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law; (g) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (h) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code. Any payment made pursuant to this Order is not intended to be and should not be construed as an admission to the validity of any claim or waiver of the Debtors', the Committee's, the Unsecured Notes Ad Hoc Group's, the DIP Lenders', or any other party in interest's rights to dispute such claim subsequently.

9. Notice of the Motion is adequate under the Bankruptcy Rules, including, without limitation, Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules.

10. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

11. The Debtors are further authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: April 08, 2026



Christopher Lopez
United States Bankruptcy Judge

Exhibit 1

Record Date Notice

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

	X	
	:	
In re:	:	Chapter 11
	:	
OFFICE PROPERTIES INCOME TRUST., <i>et al.</i> ,	:	Case No. 25-90530 (CML)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	X	

**NOTICE OF RECORD DATE FOR
NOTICE AND SELL-DOWN PROCEDURES
FOR TRADING IN CLAIMS AGAINST THE DEBTORS**
[Relates to Docket No. ____]

TO ALL PERSONS OR ENTITIES WITH CLAIMS AGAINST ANY OF THE DEBTORS:

PLEASE TAKE NOTICE that, on October 30, 2025, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) commenced cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE FURTHER NOTICE that, on April 4, 2026, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Establishing Record Date for Notice and Sell-Down Procedures for Transferring Claims Against the Debtors and (II) Granting Related Relief* (the “**Motion**”).²

PLEASE TAKE FURTHER NOTICE that the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) has entered an order (the “**Order**”) setting the Record Date with respect to trading in Claims against the Debtors, in order to assist the Debtors in preserving their Tax Attributes.

PLEASE TAKE FURTHER NOTICE that, under the Order, the Record Date is established as [●].

PLEASE TAKE FURTHER NOTICE that, under the Order, claimholders and potential purchasers of the claims against the Debtors, including claims with respect to (a) OPI’s (i) 2.650% senior notes due 2026, (ii) 2.400% senior notes due 2027, (iii) 3.450% senior notes due 2031, and (iv) 6.375% senior notes due 2050 and (b) the Debtors’ loans outstanding under the debtor-in-

¹ A complete list of the Debtors in the Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/OPI>. The Debtors’ mailing address is Two Newton Place, 255 Washington Street, Suite 300, Newton, Massachusetts 02458-1634.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

possession financing facility approved in the Chapter 11 Cases (collectively, the “***Claims***”), are hereby notified that, if the Bankruptcy Court ultimately approves a Sell-Down Order, claimholders that acquire Claims after the Record Date in an amount that would entitle them to receive, directly, indirectly or constructively, more than 4.5% of the stock of the Debtors in connection with a debt-for-stock exchange may be subject to a required sell-down of any Claims purchased after the Record Date in accordance with the Sell-Down Procedures.

PLEASE TAKE FURTHER NOTICE that all persons or entities that acquired and hold Claims after the Record Date in an amount entitling such person or entity to receive, directly, indirectly or constructively, more than 4.5% of the stock of the Debtors in connection with a debt-for-stock exchange may be required to identify themselves to the Debtors and any official committee of unsecured creditors appointed in the Chapter 11 Cases as ordered by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that complete copies of the Motion and the Order, with additional information about the Record Date and possible Sell-Down Order, are available via PACER via the Court’s website at <https://ecf.txsb.uscourts.gov/> for a fee, or through the website maintained by the Debtors’ claims and noticing agent, Kroll Restructuring Administration LLC, at <https://restructuring.ra.kroll.com/OPI>.

PLEASE TAKE FURTHER NOTICE that the entry of the Order in no way prejudices the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties’ rights are expressly preserved by the Order.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable law, and do not excuse compliance therewith.

[Remainder of Page Left Intentionally Blank]

Dated: [●]
Houston, Texas

/s/ [DRAFT]

HUNTON ANDREWS KURTH LLP

Timothy A. (“Tad”) Davidson II (Texas Bar No. 24012503)

Ashley L. Harper (Texas Bar No. 24065272)

Philip M. Guffy (Texas Bar No. 24113705)

600 Travis Street, Suite 4200

Houston, TX 77002

Telephone: (713) 220-4200

Email: taddavidson@hunton.com

ashleyharper@hunton.com

pguffy@hunton.com

- and -

LATHAM & WATKINS LLP

Ray C. Schrock (NY Bar No. 4860631)

Anupama Yerramalli (NY Bar No. 4645859)

Keith A. Simon (NY Bar No. 4636007)

Ashley Gherlone Pezzi (NY Bar No. 5754213)

Anthony R. Joseph (IL Bar No. 6329886)

1271 Avenue of the Americas

New York, New York 10020

Telephone: (212) 906-1200

Email: ray.schrock@lw.com

anu.yerramalli@lw.com

keith.simon@lw.com

ashley.pezzi@lw.com

anthony.joseph@lw.com

Attorneys for the Debtors and Debtors in Possession