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Proposed Counsel for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
<i>In re</i>	: Chapter 11
	:
THE McCLATCHY COMPANY, <i>et al.</i>,	: Case No. 20-10418 (MEW)
	:
Debtors.¹	: (Joint Administration Pending)
	:
-----	X

¹ The last four digits of Debtor The McClatchy Company's tax identification number are 0478. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://www.kccllc.net/McClatchy>. The location of the Debtors' service address for purposes of these chapter 11 cases is: 2100 Q Street, Sacramento, California 95816.



**DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I)
APPROVING DEBTORS' PROPOSED FORM OF ADEQUATE ASSURANCE OF
PAYMENT; (II) ESTABLISHING PROCEDURES FOR RESOLVING OBJECTIONS BY
UTILITY COMPANIES; AND (III) PROHIBITING UTILITY COMPANIES FROM
ALTERING, REFUSING, OR DISCONTINUING SERVICE**

The McClatchy Company and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**,” the “**Company**,” or “**McClatchy**”), hereby move (this “**Motion**”) this Court for entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B** (the “**Interim Order**” and the “**Final Order**,” respectively), granting the relief described below. In support of this Motion, the Debtors rely upon and incorporate by reference the *Declaration of Sean M. Harding in Support of Chapter 11 Petitions and First Day Papers* (the “**First Day Declaration**”),² filed contemporaneously herewith. In further support of this Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent as follows:

RELIEF REQUESTED

1. The Debtors respectfully request entry of the Interim Order and the Final Order (a) approving the Debtors’ proposed form of adequate assurance of postpetition payment to their “utilities” as that term is used in section 366 of the Bankruptcy Code (the “**Utility Companies**”); (b) approving procedures for resolving any objections by the Utility Companies relating to the Proposed Adequate Assurance (as defined below) in substantially the form proposed in the Interim Order (the “**Adequate Assurance Procedures**”); and (c) prohibiting the Utility Companies from altering, refusing, or discontinuing service to, or discriminating against, the Debtors solely on the basis of the commencement of these Chapter 11 Cases (as defined below),

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

a debt that is owed by the Debtors for services rendered prior to the Petition Date (as defined below), or on account of any perceived inadequacy of the Debtors' Proposed Adequate Assurance pending entry of the Final Order.

2. The Debtors further request that the Court (a) set a deadline for filing objections to the Motion and entry of the Final Order; (b) set a final hearing on the Motion (the "**Final Hearing**"); and (c) enter the Final Order on this Motion at or after such Final Hearing.³

JURISDICTION AND VENUE

3. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. The Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. This is a core proceeding under 28 U.S.C. § 157(b).

4. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

5. The legal predicates for the relief requested herein are sections 105(a) and 366 of title 11 of the United States Code (the "**Bankruptcy Code**") and Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the "**Local Bankruptcy Rules**").

³ The Debtors propose to serve a copy of any interim order granting this Motion within three business days after entry thereof to the notice parties identified below.

BACKGROUND

I. The Chapter 11 Cases

6. On the date hereof (the “**Petition Date**”), each Debtor commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Debtors have requested that the Chapter 11 Cases be jointly administered.

7. The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

8. To date, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) has not appointed a creditors’ committee in the Chapter 11 Cases, nor has any trustee or examiner been appointed therein.

9. The McClatchy Company and its direct and indirect Debtor subsidiaries are a diversified digital and print media business, focused on providing strong, independent local journalism to 30 communities across 14 states, as well as national news coverage through the Debtors’ Washington D.C. based bureau. The Debtors also provide a full suite of both local and nationwide digital marketing services. The Debtors’ businesses are comprised of websites and mobile applications, mobile news and advertising, video products, a digital marketing agency, daily newspapers, niche publications, other print and digital direct marketing services and community newspapers. The Company’s business operations, corporate and capital structures, and restructuring efforts are described in greater detail in the First Day Declaration.

II. The Debtors’ Utility Services, Proposed Adequate Assurance, and Adequate Assurance Procedures

A. The Utility Services

10. The Debtors obtain utility products and services from the Utility Companies (the “**Utility Services**” giving rise to “**Utility Obligations**”). The Debtors have approximately 386

utility accounts as of the Petition Date. A list of the Debtors' Utility Services and the respective Utility Companies providing such services is attached as **Schedule 1** to the Interim Order (the "**Utility Company List**"). The relief requested herein pertains to all Utility Companies providing Utility Services to the Debtors and is not limited to those listed on the Utility Company List. On average, prior to the Petition Date, the Debtors spent approximately \$930,000 each month on account of the Utility Services.

B. The Proposed Adequate Assurance

11. The Debtors intend to pay timely all undisputed postpetition obligations owed to the Utility Companies. As additional assurance of payment, within 20 days after the Petition Date, the Debtors propose to (a) establish a newly created, interest-bearing, segregated account (the "**Utility Deposit Account**") and (b) for each Utility Company listed on the Utility Company List, place a deposit equal to approximately two weeks of Utility Services, based on the average monthly cost of the Utility Services determined by an annual average (each such deposit is referred to herein as a "**Utility Deposit**" and represents for each applicable Utility Company, the "**Proposed Adequate Assurance**"), into such Utility Deposit Account; *provided, however*, that the Debtors propose no Utility Deposit for any Utility Company that already holds a deposit or prepayment equal to or greater than two weeks of Utility Services. The Debtors estimate that the Utility Deposits will total approximately \$371,000 in aggregate.

C. Adequate Assurance Procedures

12. The Debtors submit that the Utility Deposits to be held in the Utility Deposit Account constitute adequate assurance to the Utility Companies. Accordingly, the Debtors request that, from and after entry of the Interim Order, any Utility Company that fails to serve upon the Adequate Assurance Notice Parties (as defined in the Interim Order) an Additional Assurance Request (as defined in the Interim Order) or file an Objection (as defined below) to

this Motion, as described below, be deemed to have (a) received adequate assurance of payment as required by Bankruptcy Code section 366 and be prohibited from altering, refusing, or discontinuing Utility Services, including as a result of unpaid charges for prepetition Utility Services, and (b) waived any right to seek additional adequate assurance during the course of the Chapter 11 Cases, except as provided in Bankruptcy Code section 366(c)(3).

13. While the Debtors do not believe that any adequate assurance beyond that proposed is necessary, the Debtors submit that any Utility Company that is dissatisfied with the Proposed Adequate Assurance should be required to make an Additional Assurance Request pursuant to the Adequate Assurance Procedures.

D. Objection Deadline and Final Hearing Date

14. The Debtors propose that any Utility Company that objects to the Motion, including the Adequate Assurance Procedures, be required to file a written objection (an “**Objection**”) and serve such Objection on the Adequate Assurance Notice Parties so that it is actually received by 4:00 p.m. (prevailing Eastern time) on the day that is seven days prior to the Final Hearing.

15. The Debtors propose that they be authorized to, consistent with the Adequate Assurances Procedures set forth in the Interim Order, (a) resolve any Additional Assurance Request, Objection, or motion to determine the adequacy of an assurance of payment with respect to a particular Utility Company (a “**Determination Motion**”) by mutual agreement with the Utility Company and (b) may, in connection with any such agreement, in their sole discretion, modify the Utility Deposit contributed to the Utility Deposit Account for the benefit of such Utility Company and/or provide the Utility Company with an alternative form of adequate assurance of payment, without further order of this Court provided that the Debtors maintain a summary record of such agreements and their respective terms, and make available

such summary record and the agreements themselves to any official committee appointed in the cases and the U.S. Trustee upon reasonable request.

E. Subsequent Modifications of the Utility Company List and Procedures for Subsequently Identified Utility Companies

16. Although the Debtors have made a diligent and good-faith effort to identify all of the Debtors' Utility Services on the Utility Company List, certain Utility Companies may have been inadvertently omitted. To the extent the Debtors identify additional Utility Companies, the Debtors seek authority, in their sole discretion, to amend or supplement the Utility Company List. The Debtors will file any such amendments and serve copies of the Motion, and the Interim Order or the Final Order (as applicable) on such newly-identified Utility Companies (each a "**Subsequently Identified Utility Company**").

17. The Debtors request that any entered orders relating to the Motion be binding on all Utility Companies, regardless of when any particular Utility Company was added to the Utility Company List; *provided, however*, that if additional parties are added, the Debtors request authority to increase the amount of the Utility Deposit Account by an amount equal to the cost of two weeks of Utility Services provided by such Subsequently Identified Utility Company to the Debtors.

18. In addition, the Debtors propose that any Subsequently Identified Utility Company have the right to make an Additional Assurance Request on the Adequate Assurance Notice Parties within 14 days after it receives notice of the Motion (the "**Additional Assurance Request Deadline**"). Any such request must be actually received by the Adequate Assurance Notice Parties by the Additional Assurance Request Deadline. If no timely Additional Assurance Request is filed, the Debtors propose that the provisions of the Interim Order or Final Order, whichever is in effect, apply to the Subsequently Identified Utility Company. Should any

Subsequently Identified Utility Company make an Additional Assurance Request, the Debtors request that such Subsequently Identified Utility Company be prohibited from discontinuing, altering, or refusing service to the Debtors, including as a result of unpaid charges for prepetition services, pending resolution of such request.

F. Procedures for an Untimely Additional Adequate Assurance Request

19. In the event that any Utility Company files and/or serves an Additional Assurance Request after the applicable deadline, the Debtors request that such Additional Assurance Request be treated as a request under Bankruptcy Code section 366(c)(3) and shall be granted, if at all, only after the Utility Company making such request schedules such request for hearing, on notice, in accordance with the provisions of the Bankruptcy Code, including section 366(c)(3), the Bankruptcy Rules, and the Local Bankruptcy Rules.

G. Prohibition on Altering, Refusing, or Discontinuing Service

20. Pending the entry of Interim and Final orders with respect to the Motion and pending resolution of any Additional Assurance Request, Objection, or Determination Motion, the Debtors respectfully request that the Utility Companies, including the Subsequently Identified Utility Companies, be prohibited from (a) discriminating against the Debtors; (b) altering, refusing, or discontinuing service to the Debtors; or (c) requiring payment of a deposit or receipt or any other security for continued service other than the Utility Deposit, as a result of the Debtors' bankruptcy filings or any outstanding prepetition invoices.

BASIS FOR RELIEF REQUESTED AND APPLICABLE AUTHORITY

III. The Proposed Adequate Assurance Provides Utility Companies with Adequate Assurance of Payment.

21. Bankruptcy Code section 366(a) provides that a "utility may not alter, refuse, or discontinue service to, or discriminate against, the trustee or the debtor solely on the basis of the

commencement of a case under this title” or for late payment for service provided before an order for relief. 11 U.S.C. § 366(a). Bankruptcy Code section 366(b) goes on to provide, however, that the utility company may “alter, refuse, or discontinue service if neither the trustee nor the debtor, within 20 days after the date of the order for relief, furnishes adequate assurance of payment, in the form of a deposit or other security, for service after such date.” *Id.* § 366(b). Bankruptcy Code section 366(c)(2) further provides that in a case filed under chapter 11 of the Bankruptcy Code, a utility may alter or discontinue service if, “during the 30-day period beginning on the date of the filing of the petition, the utility does not receive from the debtor or the trustee adequate assurance of payment for utility service that is satisfactory to the utility.” *Id.* § 366(c)(2).

22. The interplay between Bankruptcy Code section 366(b) and 366(c)(2) raises interpretive difficulties. Because section 366(c)(2) is “specifically applicable to chapter 11 cases,” and section 366(b) is not, the Debtors do not believe that the 20-day period prescribed in section 366(b) applies here. *See Collier on Bankruptcy*, ¶ 366.03. But to the extent it does apply, section 366(b) requires that the debtor furnish what it considers to be adequate assurance of payment within 20 days after the entry of the order for relief in the form of a deposit or other security for postpetition service. *See* 11 U.S.C. § 366(b). Bankruptcy Code section 366(c)(1)(A) defines “assurance of payment” to include, among other things, “a cash deposit.” *Id.* § 366(c)(1)(A)(i). Here, the Debtors propose to place a deposit equal to two weeks of Utility Services into the Utility Deposit Account for the benefit of any Utility Company that requests a Utility Deposit. *See In re Great Atl. & Pac. Tea Co.*, No. 11-1338, 2011 WL 5546954, at *2, 5, 10 (S.D.N.Y. Nov. 14, 2011) (affirming bankruptcy court’s finding that utility providers were adequately assured payment through a two-week cash deposit). Accordingly, the Proposed

Adequate Assurance provides the Utility Companies with adequate assurance of payment consistent with the requirements of Bankruptcy Code sections 366(b) and 366(c)(1)(A)(i), to the extent applicable.

23. Moreover, the proposed Adequate Assurance comports with the policy underlying Bankruptcy Code section 366, which is to protect debtors from utility service cutoffs upon the filing of a bankruptcy case, while also providing utility companies with adequate assurance that the debtor will pay for postpetition services. *See* H.R. Rep. No. 95-595, at 350 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5963, 6306; *see also In re Jones*, 369 B.R. 745, 748 (B.A.P. 1st Cir. 2007) (“The purpose of § 366 is ‘to prevent the threat of termination from being used to collect pre-petition debts while not forcing the utility to provide services for which it may never be paid.’” (quoting *Begley v. Phila. Elec. Co.*, 760 F.2d 46, 49 (3d Cir. 1985))).

24. The Adequate Assurance Procedures provide the Utility Companies fair and ample opportunity to safeguard their interests, while also protecting the Debtors from potential abuse by a Utility Company. For example, absent the Adequate Assurance Procedures, on the 29th day following the Petition Date, a Utility Company could declare that the Debtors’ Proposed Adequate Assurance is not acceptable, demand an unreasonably large deposit, and threaten to terminate Utility Service the next day unless the Debtors comply with its demand. *Cf.* 11 U.S.C. § 366(c)(2). This would effectively leave the Debtors with two equally oppressive choices: succumb to a Utility Company’s last-minute demand for an unreasonably large deposit or face the cessation of essential services.

IV. The Debtors’ Proposed Adequate Assurance Procedures Properly Balance the Interests of the Utility Companies and Those of the Debtors and Their Estates.

25. Similarly, the Debtors’ proposed Adequate Assurance Procedures provide the Utility Companies with a fair and orderly process for seeking modification of the Proposed

Adequate Assurance while protecting the Debtors from being forced to address numerous additional-assurance requests in a disorganized manner and at a time when the Debtors' efforts could be more productively focused on the seamless continuation of their operations in chapter 11.

26. Here, notwithstanding the Debtors' belief that the Proposed Adequate Assurance constitute sufficient adequate assurance, any rights the Utility Companies believe they have under sections 366(b) and (c)(2) are wholly preserved under the Adequate Assurance Procedures. *See In re Circuit City Stores, Inc.*, No. 08-35653, 2009 WL 484553, at *6 (Bankr. E.D. Va. Jan. 14, 2009) (adopting similar adequate assurance procedures and holding that "notwithstanding [a] determination on an interim basis that the adequate assurance proposed by the [d]ebtors constitute[d] sufficient adequate assurance under 366(b), [the] utility companies . . . [could still] exercise their rights under 366(c)(2) in accordance with the [p]rocedures established by the [c]ourt"). The Utility Companies still may choose, in accordance with the established Adequate Assurance Procedures, to request modification of the Proposed Adequate Assurance. *See id.* at *6. On the other hand, the Adequate Assurance Procedures avoid a haphazard and chaotic process whereby each Utility Company could make an extortionate, last-minute demand for adequate assurance, which the Debtors would be pressured to pay under the threat of losing critical Utility Services. *See id.*

27. Because the Adequate Assurance Procedures are reasonable and accord with the text and purpose of Bankruptcy Code section 366, the Court should grant the relief requested herein. Similar procedures have been approved in this district in other cases. *See, e.g., In re Trident Holding Co., LLC*, No. 19-10384 (SHL) (Bankr. S.D.N.Y. Mar. 8, 2019); *In re Synergy Pharmaceuticals, Inc.*, No. 18-14010 (JLG) (Bankr. S.D.N.Y. Dec. 26, 2018) (approving two

weeks of utility payments as adequate assurance); *In re Sears Holding Corp.*, No. 18-23538 (RDD) (Bankr. S.D.N.Y. Nov. 2, 2018) (approving two weeks of utility payments as adequate assurance); *In re Cumulus Media, Inc.*, No. 17-13381 (SCC) (Bankr. S.D.N.Y. Dec. 21, 2017); *In re 21st Century Oncology Holdings, Inc.*, No. 17-22770 (RDD) (Bankr. S.D.N.Y. June 20, 2017); *In re DACCO Transmission Parts (NY), Inc.*, No. 16-13245 (MKV) (Bankr. S.D.N.Y. Dec. 22, 2016); *In re Fairway Grp. Holdings, Corp.*, No. 16-11241 (MEW) (Bankr. S.D.N.Y. June 1, 2016); *In re SunEdison, Inc.*, No. 16-10992 (SMB) (Bankr. S.D.N.Y. May 12, 2016) (approving two weeks of utility payments as adequate assurance).⁴

V. The Proposed Payment Processing Procedures Are Appropriate.

28. As set forth above, the Debtors request that all Banks be authorized and directed to honor and process payments on account of the Utility Obligations as directed by the Debtors. The Debtors have sufficient liquidity to pay the amounts delineated in this Motion in the ordinary course of business and have implemented controls to ensure that prepetition claims will not be paid except as authorized by this Court. The Debtors therefore submit that the payment processing procedures described in the Motion are appropriate.

IMMEDIATE AND UNSTAYED RELIEF IS NECESSARY

29. The Court may grant the relief requested in this Motion immediately if the “relief is necessary to avoid immediate and irreparable harm.” Fed. R. Bankr. P. 6003; *see also In re First NLC Fin. Servs., LLC*, 382 B.R. 547, 549 (Bankr. S.D. Fla. 2008). In explicating the standards governing preliminary injunctions, the Second Circuit instructed that irreparable harm “‘is a continuing harm which cannot be adequately redressed by final relief on the merits’ and for

⁴ Because of the voluminous nature of the orders cited herein, they are not attached to this Motion, but are available upon request.

which ‘money damages cannot provide adequate compensation.’” *Kamerling v. Massanari*, 295 F.3d 206, 214 (2d Cir. 2002) (quoting *N.Y. Pathological & X-Ray Labs., Inc. v. INS*, 523 F.2d 79, 81 (2d Cir. 1975)). Further, the “harm must be shown to be actual and imminent, not remote or speculative.” *Id.*; *see also Rodriguez v. DeBuono*, 175 F.3d 227, 234 (2d Cir. 1998). The Debtors submit that, for the reasons already set forth herein, the relief requested in this Motion is necessary to avoid immediate and irreparable harm.

30. The Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief that the Debtors seek in this Motion is necessary for the Debtors to operate without interruption and to preserve value for their estates. Accordingly, the Debtors respectfully request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

MOTION PRACTICE

31. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to the Motion. Accordingly, the Debtors submit that this Motion satisfies Local Bankruptcy Rule 9013-1(a).

RESERVATION OF RIGHTS

32. Nothing in this Motion should be construed as (a) authority to assume or reject any executory contract or unexpired lease of real property, or as a request for the same; (b) an admission as to the validity, priority, or character of any claim or other asserted right or

obligation, or a waiver or other limitation on the Debtors' or any other party in interest's ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (c) a promise to pay any claim; (d) granting third party beneficiary status or bestowing any additional rights on any third party; or (e) being otherwise enforceable by any third party.

NOTICE

33. Notice of this Motion will be given to: (a) the U.S. Trustee, (b) counsel to the DIP Agent, (c) counsel to the Prepetition Agents, (d) counsel to Chatham, (e) counsel to Brigade, (f) the PBGC, (g) the parties included on the Debtors' consolidated list of their 30 largest unsecured creditors, (h) any party that has requested notice pursuant to Bankruptcy Rule 2002, (i) the Banks, and (j) all parties entitled to notice pursuant to Local Bankruptcy Rule 9013-1(b). The Debtors submit that no other or further notice is required.

NO PRIOR REQUEST

34. No previous request for the relief sought herein has been made to this Court or any other court.

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CONCLUSION

The Debtors respectfully request that this Court enter the Interim Order and the Final Order, substantially in the form annexed hereto, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: New York, New York
February 13, 2020

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/s/ Van C. Durrer, II

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Proposed Counsel to Debtors and Debtors in Possession

EXHIBIT A

Interim Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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<i>In re</i>	:	Chapter 11
	:	
THE McCLATCHY COMPANY, <i>et al.</i>,	:	Case No. 20-10418 (MEW)
	:	
Debtors.¹	:	(Joint Administration Pending)
	:	
-----	x	

INTERIM ORDER (I) APPROVING DEBTORS' PROPOSED FORM OF ADEQUATE ASSURANCE OF PAYMENT; (II) ESTABLISHING PROCEDURES FOR RESOLVING OBJECTIONS BY UTILITY COMPANIES; AND (III) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE

Upon the motion (the “**Motion**”)² of the Debtors for an interim order (this “**Interim Order**”) and a Final Order approving the Debtors’ proposed form of adequate assurance of postpetition payment to the Utility Companies; (ii) establishing procedures for resolving any objection by the Utility Companies relating to the Proposed Adequate Assurance in substantially the form described herein; and (iii) prohibiting the Utility Companies from altering, refusing, or discontinuing service to, or discriminating against, the Debtors solely on the basis of the commencement of these cases, a debt that is owed by the Debtors for services rendered prior to the Petition Date, or on account of any perceived inadequacy of the Debtors’ Proposed Adequate Assurance, all as more fully described in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28

¹ The last four digits of Debtor The McClatchy Company’s tax identification number are 0478. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/McClatchy>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 2100 Q Street, Sacramento, California 95816.

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

U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this 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 due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby;

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Proposed Adequate Assurance constitutes “adequate assurance of payment” for purposes of Bankruptcy Code section 366.
3. Within 20 days after the Petition Date, the Debtors will (a) establish a newly created, interest-bearing, segregated account (the “**Utility Deposit Account**”) and (b) for each Utility Company listed on the Utility Company List, place a deposit for such Utility Company equal to approximately two weeks of Utility Services (each such deposit, a “**Utility Deposit**”) into such Utility Deposit Account; *provided, however*, that no Utility Deposit shall be made for any Utility Company that already holds a deposit or prepayment equal to or greater than two weeks of Utility Services. In addition, if a Utility Company holds a deposit or prepayment that is less than two weeks of Utility Services, the Utility Deposit for that Utility Company shall be reduced by the amount of any prepetition deposit or prepayment.

4. Except as the amount may be reduced by application of the provisions of this Interim Order, the amount of \$371,000 shall be deposited in the Utility Deposit Account on account of the Utility Deposits within 20 days after the Petition Date and shall be held for the purpose of providing adequate assurance of payment to each Utility Company for its postpetition Utility Services to the Debtors.

5. The following procedures (the “**Adequate Assurance Procedures**”) for any Utility Company not satisfied with the Proposed Adequate Assurance to request additional adequate assurance (an “**Additional Assurance Request**”) are approved on an interim basis:

(a) Within three business days after the date of entry of the Interim Order, the Debtors will mail a copy of the Interim Order to the Utility Companies on the Utility Company List.

(b) If a Utility Company is not satisfied with the Proposed Adequate Assurance and seeks additional adequate assurance of payment, it must serve a request for additional adequate assurance (an “**Additional Assurance Request**”) upon (i) The McClatchy Company, 2100 Q Street, Sacramento, California, 95816-6899, Attn: Richard Reinhart; (ii) proposed counsel to Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 300 South Grand Avenue, Suite 3400, Los Angeles, California 90071-3144, Attn: Van C. Durrer II and Destiny Almogue; (iii) counsel to the administrative agent under the Debtors’ proposed DIP Facility, Choate, Hall & Stewart LLP, Two International Place, Boston, MA 02110, Attn: Jonathan D. Marshall and Kevin Simard; (iv) counsel to Chatham Asset Management, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Andrew Rosenberg, Elizabeth McColm, John Weber; (v) counsel to Brigade Capital Management, LP, 399 Park Avenue, New York, New York 10022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Thomas M. Mayer, Douglas Mannal, David Braun; and (vi) counsel to any official committee appointed in the Chapter 11 Cases (collectively, the “**Adequate Assurance Notice Parties**”) so that it is received on or before 4:00 p.m. (prevailing Eastern time) on the day that is 14 days following the entry of the Interim Order.

(c) Each Additional Assurance Request must (a) be made in writing; (b) set forth the amount and form of additional assurance of payment requested; (c) set forth the type of Utility Services, any account numbers, and the location for which Utility Services are provided; (d) include a summary of the Debtors’ payment history to such Utility Company, including whether the Utility Company holds any deposits or other security, and if so, in what amount; and (e) set forth why the Utility Company believes the Proposed Adequate Assurance is insufficient.

(d) Upon the Debtors’ receipt of an Additional Assurance Request, the Debtors will have the greater of (a) 14 days from the receipt of such Additional Assurance Request and (b) 30

days from the entry of the Interim Order (the “**Resolution Period**”) to negotiate with the requesting Utility Company and resolve its Additional Assurance Request. The Debtors and any Utility Company may, without notice to any party in interest or further order of the Court, extend the Resolution Period by such additional period as they shall mutually agree.

(e) The Debtors may, with the consent of Chatham Asset Management (which consent shall not be unreasonably withheld or conditioned) and without further order from this Court, resolve any Additional Assurance Request by mutual agreement with a Utility Provider and the Debtors may, in connection with any such agreement, provide a Utility Provider with additional adequate assurance of payment, including, but not limited to, cash deposits, payments of prepetition balances, prepayments, or other forms of security if the Debtors believe such additional assurance is reasonable.

(f) Should the Debtors be unable to reach a mutual resolution with respect to an Additional Assurance Request within the Resolution Period, the Debtors shall file a motion to determine the adequacy of assurance of payment with respect to a particular Utility Company (the “**Determination Motion**”), and, if the Determination Motion is not withdrawn, the Court will determine the adequacy of the Proposed Adequate Assurance with respect to that Utility Company.

(g) Any Utility Company that makes an Additional Assurance Request is prohibited from altering, refusing, or discontinuing service, including as a result of unpaid charges for prepetition services, pending resolution of such Additional Assurance Request by agreement or order of this Court.

6. The Debtors are authorized, in their sole discretion, to amend **Schedule 1** attached hereto to add or remove any Utility Company, and this Interim Order shall apply to any such Subsequently Identified Utility Company that is added to such schedule. The Debtors shall serve a copy of this Interim Order on any Subsequently Identified Utility Company, along with an amended **Schedule 1**, and such Subsequently Identified Utility Company shall be permitted to make an Additional Assurance Request according to the procedures set forth herein.

7. This Interim Order shall be binding on all Utility Companies, regardless of when such Utility Company was added to the Utility Company List; *provided, however*, that if additional parties are added, the Debtors may increase the aggregate amount in the Utility Deposit Account by an amount equal to the cost of two weeks of Utility Services provided by such Subsequently Identified Utility Company to the Debtors.

8. The Utility Companies, including Subsequently Identified Utility Companies, are prohibited from altering, refusing, or discontinuing service to or discriminating against the Debtors on account of unpaid prepetition invoices or the commencement of the Chapter 11 Cases, or requiring the Debtors to pay a deposit or other security in connection with the provision of postpetition Utility Services, other than in accordance with the Adequate Assurance Procedures.

9. Pending entry of the Final Order and pending resolution of any Additional Assurance Request, Objection, or Determination Motion, the Utility Companies, including the Subsequently Identified Utility Companies, shall be prohibited from (a) discriminating against the Debtors; (b) altering, refusing, or discontinuing service to the Debtors; or (c) requiring payment of a deposit or receipt or any other security for continued service other than the Utility Deposit, as a result of the Debtors' bankruptcy filings or any outstanding prepetition invoices.

10. This Interim Order shall apply to all Utility Companies providing Utility Services to the Debtors and is not limited to those listed on the Utility Company List. Any such newly identified Utility Company may serve an Additional Adequate Assurance Request in compliance with the proposed Adequate Assurance Procedures on the Adequate Assurance Notice Parties.

11. For the avoidance of doubt, the terms of this Interim Order, including the Adequate Assurance Procedures, shall apply in accordance with its terms to each Utility Company, notwithstanding any customary business practices, policies, internal operating procedures, or state or local laws or regulations to the contrary. Any Utility Company that believes its customary business practices, policies, internal operating procedures, or state or local laws or regulations forbid it from accepting the Proposed Adequate Assurance or entitle it to

additional adequate assurance shall make an Additional Assurance Request or file an Objection in accordance with this Interim Order.

12. Nothing herein constitutes a finding that any entity is or is not a Utility Company hereunder or under Bankruptcy Code section 366, whether or not such entity is listed on **Schedule 1** attached hereto.

13. To the extent the Debtors have not yet sought to remit payment on account of the Utility Obligations, the Debtors are authorized, but not directed, to issue checks or provide for other means of payment of the Utility Obligations.

14. Any party receiving payment from the Debtors is authorized and directed to rely upon the representations of the Debtors as to which payments are authorized by this Interim Order.

15. Nothing in the Motion or this Interim Order or the relief granted (including any actions taken or payments made by the Debtors pursuant thereto) shall be construed as (a) authority to assume or reject any executory contract or unexpired lease of real property, or as a request for the same; (b) an admission as to the validity, priority, or character of any claim or other asserted right or obligation, or a waiver or other limitation on the Debtors' or any other party in interest's ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (c) a promise to pay any claim or other obligation; (d) granting third party beneficiary status or bestowing any additional rights on any third party; (e) being otherwise enforceable by any third party; or (f) prejudicial to the Debtors' rights to contest any amounts owed to a Utility Company.

16. Notwithstanding anything to the contrary contained in this Interim Order, (a) any payment to be made, or authorization contained, hereunder shall be subject to the requirements

imposed on the Debtors under the DIP Financing Orders approved by this Court in the Chapter 11 Cases, and (b) to the extent there is any inconsistency between the terms of such DIP Financing Orders and any action taken or proposed to be taken hereunder, the terms of such DIP Financing Orders shall control.

17. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

18. Notice of the Motion satisfies the requirements set forth in Bankruptcy Rule 6004(a).

19. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be effective and enforceable immediately upon entry hereof.

20. All time periods set forth in this Interim Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

21. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Interim Order.

22. The final hearing on the Motion shall be held on _____, 2020 at ____:____ a.m./p.m., prevailing Eastern Time. Any objections or responses to the entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on _____, 2020, and shall be served on: (a) the U.S. Trustee, (b) counsel to the DIP Agent, (c) counsel to the Prepetition Agents, (d) counsel to Chatham, (e) counsel to Brigade, (f) the PBGC, (g) the parties included on the Debtors' consolidated list of their 30 largest unsecured creditors, (h) any party that has requested notice pursuant to Bankruptcy Rule 2002, and (i) the Banks. If no objections or responses are filed and served, this Court may enter a final order without further notice or hearing.

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

Dated: New York, New York
February __, 2020

UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

Utility Company List

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Advanced Disposal Services	SOLID WASTE SOUTHEAST INC PO BOX 6484 CAROL STREAM, IL 60197-6484 90 FORT WADE RD PONTE VEDRA, FL 32081 SOLID WASTE SOUTHEAST INC - Q3 PO BOX 743019 ATLANTA, GA 30374-3019 MACON Q5 PO BOX 743019 ATLANTA, GA 30374-3019 MACON Q5 2201 TRADE DR MACON, GA 31217 PO BOX 74008047 CHICAGO, IL 60674-8047 2201 TRADE DRIVE MACON, GA 31217	-	518.03	Q3251823 Q5258417 LS015732 LS015732 L1159394
Alarm, Fire & Security, LLC	PO BOX 7972 HILTON HEAD, SC 29938	-	642.67	N/A
Alhambra & Sierra Springs	PO BOX 660579 DALLAS, TX 75266-0579	-	78.29	495921010374426
Amazon Web Services	P.O. BOX 84023 SEATTLE, WA 98124-8423	-	5,292.88	382310656338
Ameren Illinois	PO BOX 88034 CHICAGO, IL 60680-1034	-	1,671.33	5568649614 5625718002 1465795003 4797921003 4732369456
American Recycling LLC	PO BOX 820 CERES, CA 95307 2070 MORGAN ROAD MODESTO, CA 95358	-	111.65	N/A
Arlington Utilities	PO BOX 90020 ARLINGTON, TX 76004	-	192.20	2-1125.300
AT&T	PO BOX 78045 PHOENIX, AZ 85062-8045 PO BOX 2679 OMAHA, NE 68103 2679	-	7,440.33	248 134 3233 045 2 140328892 831-0007658-361 831-000-8315278 831-000-9370 984 831-000-7658-519 1000 175-5791

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 630047 DALLAS, TX 75263 0047			820205527 502 227 4390 406 0480 110 016 0717 909 287244656857
	PO BOX 650516 DALLAS, TX 75265 0516			877869813 140328892 287244825680
	PO BOX 78114 PHOENIX, AZ 85062 8114			287284995827 287287137353
	PO BOX 78214 PHOENIX, AZ 85062-8214			785 234-3024 270 9 816 A08 0032 887 2 913 438 6229 396 0 816 131 003 503 2
	PO BOX 78225 PHOENIX, AZ 85062-8225			287245345405 287241528005
	PO BOX 78522 PHOENIX, AZ 85062-8522			
	PO BOX 830120 BALTIMORE, MD 21283 0120			
	PO BOX 9001310 LOUISVILLE, KY 40290 1310			
	PO BOX 13134 NEWARK, NJ 07101-5648			
	PO BOX 2971 OMAHA, NE 68103-2971			
	PO BOX 2969 OMAHA, NE 68103 2969			
	PO BOX 78152 PHOENIX, AZ 85062 8152			
	PO BOX 1027 VIENNA, VA 22183			
	PO BOX 5011 CAROL STREAM, IL 60197-5011			
	PO BOX 650396 DALLAS, TX 75266 0396			
	PO BOX 650661 DALLAS, TX 75265 0661			
	PO BOX 660688 DALLAS, TX 75266 0688			

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 8100 AURORA, IL 60507 8100			
	PO BOX 930170 DALLAS, TX 75393 0170			
	PO BOX 940012 DALLAS, TX 75394 0012			
	PAYMENT CENTER SACRAMENTO, CA 95887			
	ONE SBC CENTER ST LOUIS, MO 63101			
	PO BOX 650502 DALLAS, TX 75262-0502			
	PO BOX 22111 TULSA, OK 74121-2111			
	PO BOX 630052 DALLAS, TX 75263-0052			
	SBC GLOBAL SERVICES AURORA, IL 60507-8102			
	PO BOX 70529 CHARLOTTE, NC 28272-0529			
	PO BOX 33009 CHARLOTTE, NC 28243-0001			
	PO BOX 105068 ATLANTA, GA 30348-5068			
	PO BOX 105262 ATLANTA, GA 30348-5262			
	85 ANNEX ATLANTA, GA 30385-0001			
	PO BOX 5012 CAROL STREAM, IL 60197-5012			
	PO BOX 1262 CHARLOTTE, NC 28201-1262			
	PO BOX 8102 AURORA, IL 60507-8102			

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 8104 AURORA, IL 60507-8104			
	PO BOX 105503 ATLANTA, GA 30348-5503			
	PO BOX 6463 CAROL STREAM, IL 60197-6463			
	PO BOX 5019 CAROL STREAM, IL 60197-5019			
	PO BOX 5001 CAROL STREAM, IL 60197-5001			
	THE TELEGRAPH MACON, GA 31208			
	COLUMBUS LEDGER ENQUIRER MACON, GA 31208			
	PO BOX 5094 CAROL STREAM, IL 60197-5094			
	PO BOX 105107 ATLANTA, GA 30348-5107			
	PO BOX 16649 ATLANTA, GA 30321			
	PO BOX 5012 CAROL STREAM, TX 75266-0324			
	PO BOX 105373 ATLANTA, GA 30348			
	AT&T U-VERSE (SM) CAROL STREAM, IL 60197-5014			
	ONE AT&T WAY BEDMINSTER, NJ 07921			
	PO BOX 5025 CAROL STREAM, IL 60197-5025			
	PO BOX 105414 ATLANTA, GA 30348-5414			
	PO BOX 5080 CAROL STREAM, IL 60197-5080			

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 660921 DALLAS, TX 75266 PO BOX 5014 CAROL STREAM, IL 60197-5014 P.O. BOX 25505 LEHIGH VALLEY, PA 18002-5505			
Atmos Energy	PO BOX 790311 ST LOUIS, MO 63179-0311 PO BOX 9001949 LOUISVILLE, KY 40290 1949 PO BOX 79073 PHOENIX, AZ 85062 9073 PO BOX 78108 PHOENIX, AZ 85062 8108 PO BOX 841425 DALLAS, TX 75284 1425 PO BOX 650654 DALLAS, TX 75265-0654 PO BOX 910255 DALLAS, TX 75391-0255 PO BOX 790311 ST. LOUIS, MO 63179-0311 PO BOX 619785 DALLAS, TX 75261	-	722.90	3021606529 3021606752 4019144353
Beaufort Jasper Water & Sewer Authority	6 SNAKE ROAD OKATIE, SC 29909-3937 PO BOX 602919 CHARLOTTE, NC 28260-2919	-	87.69	N/A
Belleville City Of	TREASURERS OFFICE 101 S ILLINOIS ST BELLEVILLE, IL 62220 PO BOX 388 BELLEVILLE, IL 62222 JENNIFER CONKLIN DEPUTY CLERK 101 S ILLINOIS ST BELLEVILLE, IL 62220-2199 CITY CLERK'S OFFICE FIRE	-	56.49	0981138000 0890252000

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	INSPECTIONS 101 S ILLINOIS ST BELLEVILLE, IL 62220 ATTN CITY CLERK'S OFFICE FOIA REQUESTS 101 S ILLINOIS ST BELLEVILLE, IL 62220-2199 JAMIE MAITRET FINANCE DIRECTOR 101 S ILLINOIS ST BELLEVILLE, IL 62220-2105			
Benton County PUD	PO BOX 6270 KENNEWICK, WA 99336-0270	-	2,798.91	33389001 43224000 33389003
Bertolotti Disposal Inc	P O BOX 157 CERES, CA 95307 PO BOX 127 CERES, CA 95307 PO BOX 745 CERES, CA 95307	-	103.36	310021068-0
BJWSA	PO BOX 602919 CHARLOTTE, NC 28260	-	28.45	250964
Blue Granite Water	2335 SANDERS ROAD NORTHBROOK, IL 60062-6108 PO BOX 11025 LEWISTON, ME 04243-9476	-	21.81	4945300000
Boise City Utility Billing	PO BOX 2600 BOISE, ID 83701-2600	-	605.59	0042634000162204
Bright House	PO BOX 25206 BRADENTON, FL 34206 700 CARILLON PARKWAY SUITE 4 ST PETERSBURG, FL 33716 PO BOX 30765 TAMPA, FL 33630 3765 DEPT 2326 PO BOX 122326 DALLAS, TX 75312-2326 P O BOX 31710 TAMPA, FL 33631-3710	-	833.45	0050469960-01

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 790450 SAINT LOUIS, MO 63179-0450			
Burleson, City Of	141 W RENFRO BURLESON, TX 76028	-	32.17	259712380
Cable One	PO BOX 9001009 LOUISVILLE, KY 40290-1009 PO BOX 10 BILOXI, MS 39533-0010 PO BOX 78000 PHEONIX, AZ 85062-8000	-	148.54	117552224 117551564
Cellmark Direct, LLC	2 SOUTH BISCAYNE BLVDSUITE 2500 MIAMI, FL 33131 80 WASHINGTON ST NORWALK, CT 06854	-	88.99	N/A
Cellmark Inc	80 WASHINGTON STREET NORWALK, CT 06854	-	1,774.47	N/A
Centerpoint Energy Services Retail	1111 LOUISIANA HOUSTON, TX 77002 PO BOX 873112 KANSAS CITY, MO 64187 PO BOX 301149 DALLAS, TX 75303	-	2,671.14	58063
Charter Communication	PO BOX 9001941 LOUISVILLE, KY 40290 PO BOX 790384 ST LOUIS, MO 63179-0384 PO BOX 78063 PHOENIX, AZ 85062-8063 PO BOX 9001005 LOUISVILLE, KY 40290-1005 PO BOX 60188 LOS ANGELES, CA 90060-0188 P O BOX 60229 LOS ANGELES, CA 90060-0229 P O BOX 790086 ST LOUIS, MO 63179-0086 BOX 223085 PITTSBURG, PA 15251	-	870.64	8345 78 195 0701526 8245 10 093 1239590 8805 18 0010107076

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	C/O COOPER SMITH ADVERTISING 3500 GRANITE CIRCLE TOLEDO, OH 43617 12405 POWERSCOURT DR SAINT LOUIS, MO 63131-3673			
City of Charlotte	OFFICE OF CITY ATTORNEY ATTN ROBERT E HAGEMANN CHARLOTTE, NC 28202-2841 600 EAST FOURTH STREET CHARLOTTE, NC 28202 600 E TRADE ST CHARLOTTE, NC 28202 600 E 4TH ST CHARLOTTE, NC 28250-0001 BILLING CENTER 600 EAST 4TH STREET CHARLOTTE, NC 28250-0001 600 EAST FOURTH STREET CHARLOTTE, NC 28202 BILLING CENTER P O BOX 33831 CHARLOTTE, NC 28233-3831 P O BOX 31032 CHARLOTTE, NC 28231-1032 BILLING CENTER P O BOX 1316 CHARLOTTE, NC 28201-1316 600 E TRADE ST STE 205 ATTN BOBBI KENDRICK CHARLOTTE, NC 28202 PO BOX 37979 ATTN BUSINESS SERVICES CHARLOTTE, NC 28237 CHARLOTTE FIRE DEPARTMENT 500 DALTON AVENUE CHARLOTTE, NC 28206	-	1,027.41	19075-1282 790585-15320 95447-1282
City of Clovis	1033 5TH ST CLOVIS, CA 93612 PO BOX 3007 CLOVIS, CA 93613-3007	-	109.48	012-454115 01

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
City of Fresno	<p>PO BOX 2069 FRESNO, CA 93718-2069</p> <p>PO BOX 1090 SAN JOSE, CA 95108-1090</p> <p>PO BOX 45017 FRESNO, CA 93718-5017</p> <p>911 H STREET FRESNO, CA 93721</p> <p>1094 W FREMONT AVE C/O ANDREAS BORGEAS FRESNO, CA 93711</p> <p>2600 FRESNO ST 4TH FLR ATTN CHER YANG PRJCT MGR PUBLIC WRKS FRESNO, CA 93721</p> <p>2326 FRESNO ST STE 101 ATTN HEATHER E HEINKS PARKS REC & COMM SVC FRESNO, CA 93721</p> <p>5607 W JENSEN AVE WASTEWATER MANAGEMENT/ATTN CAROLE BRYSON FRESNO, CA 93706</p> <p>2101 G STREET BLDG E STREET MAINTENANCE DIVISION FRESNO, CA 93706</p> <p>1515 E DIVISADERO ST FRESNO, CA 93721</p> <p>PO BOX 16190 PAYMENT PROCESSING SERVICES PHOENIX, AZ 85011</p>	-	1,229.98	156231-338902 69513-224160 324267-348178
City of Granbury	<p>PO BOX 969 GRANBURY, TX 76048-0969</p>	-	108.37	04-0035-03
City of Kennewick	<p>PO BOX 6108 KENNEWICK, WA 99336</p>	-	222.26	48001447-00 48001446-00 00000025 00000027
City of Manteca	<p>PO BOX 398637 SAN FRANCISCO, CA 94139-8637</p>	-	20.97	18248-001

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
City of Merced	FINANCE DEPARTMENT 678 W 18TH STREET MERCED, CA 95340-4720	-	285.86	159395-24842
City of Myrtle Beach	ATTN DANA DOYLE 914 FRONTAGE ROAD MYRTLE BEACH, SC 29577 ATTN FINANCE DEPT P O BOX 406 MYRTLE BEACH, SC 29578 PO BOX 2468 MYRTLE BEACH, SC 29578 PO BOX 1346 MYRTLE BEACH, SC 29578-1346	-	328.42	2-039-53250-00
City of Northmoor	4907 N W WAUKOMIS DR NORTHMOOR, MO 64151	-	30.02	00065
City of Olympia	UTILITY BILLING PO BOX 7966 OLYMPIA, WA 98507 7966 ACCOUNTS RECEIVABLE PO BOX 1967 OLYMPIA, WA 98507 1967 ACCOUNTS RECEIVABLE PO BOX 7966 OLYMPIA, WA 98507-7966	-	208.35	14630-16415
City of Rock Hill	P O BOX 11706 ROCK HILL, SC 29731-1706 PO BOX 63039 CHARLOTTE, NC 28263	-	1,124.78	1025330 2473610
City of Roseville	PLANNING DEPARTMENT 222 DIAMOND OAKS RD ROSEVILLE, CA 95678 PO BOX 998 ROSEVILLE, CA 95678-0998 311 VERNON STREET #206 ROSEVILLE, CA 95678 316 VERNON STREET #104 ROSEVILLE, CA 95678 1051 JUNCTION BLVD ROSEVILLE, CA 95678 PARKS & RECREATION	-	649.47	2023957

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	1550 MAIDU DR ROSEVILLE, CA 95661 P O BOX 541007 LOS ANGELES, CA 90054-1007 311 VERNON STREET ROSEVILLE, CA 95678 P O BOX 45807 SAN FRANCISCO, CA 94145-0807 ROSEVILLE FARP PO BOX 749879 LOS ANGELES, CA 90074-9879 PO BOX 619136 ROSEVILLE, CA 95661-9136			
City of Tacoma	ASSET MANAGEMENT DIVISION 747 MARKET STREET RM 737 TACOMA, WA 98402 OFFICE OF CITY ATTORNEY 747 MARKET ST RM 1120 TACOMA, WA 98402-3767 TAC HUM RIGTS & HUM SVC DEPT 747 MARKET ST RM 836 TACOMA, WA 98402-3779 TRAINING & DEVELOPMENT DIV 747 MARKET ST STE 132 TACOMA, WA 98402 POLICE DEPARTMENT 3701 S PINE ST TACOMA, WA 98409-5735 CITY CLERKS OFFICE 747 MARKET ST RM# 220 TACOMA, WA 98402 FINANCE DEPT/TAX & LICENSE P O BOX 11640 TACOMA, WA 98411-6640 PO BOX 11010 TACOMA, WA 98411-1010 747 MARKET ST RM 620 TACOMA, WA 98402-3701	-	18,725.26	100296437 100221106 100224975

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
City of Weatherford	PO BOX 255 WEATHERFORD, TX 76086	-	46.28	44-7580-00
City Treasurer Tacoma	PO BOX 11010 TACOMA, WA 98411-1010 PO BOX 1175 TACOMA, WA 98401 P O BOX 11367 TACOMA, WA 98411-0008 ATTN BARBARA WERELIUS / PUBLIC RECORDS OFFICER PO BOX 11010 TACOMA, WA 98411-1010	-	497.94	300068980 300106805 300111152
College Township Water Authority	ATTN PAYMENTS 1481 E COLLEGE AVENUE STATE COLLEGE, PA 16801	-	300.37	510140000 703100 703000
Columbia Gas of Kentucky Inc	PO BOX 2200 LEXINGTON, KY 40588 2200 P O BOX 742523 CINCINNATI, OH 45274-2523 COLUMBIA GAS PO BOX 4660 CAROL STREAM, IL 60197-4660	-	3,814.16	10652482 002 0009 10652482 001 000 0
Columbia, City Of	116 CAMPBELLSVILLE ST COLUMBIA, KY 42728 WATER CUSTOMER SERVICE PO BOX 7997 COLUMBIA, SC 29202-7997 ATTN FINANCE 1401 SHOP ROAD COLUMBIA, SC 29201	-	1,792.76	N/A
Comcast	PO BOX 71211 CHARLOTTE, NC 28272-1211 PO BOX 530099 ATLANTA, GA 30353 0099 PO BOX 1178 COMCAST AD SALES SARASOTA, FL 34230 P O BOX 34744 SEATTLE, WA 98124-1744 PO BOX 34227	-	4,651.58	8155 50 014 0259826 8498 30 002 1111881 900019315 930903782 930010832 900006673

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	SEATTLE, WA 98124 1227 PO BOX 3005 SOUTHEASTERN, PA 19398 3005 4020 AUBURN WAY N AUBURN, WA 98507-0407 PO BOX 37601 PHILADELPHIA, PA 19101-0601 ATTN ELIZABETH SANZONE 1110 NORTH POINT PARKWAY WEST PALM BEACH, FL 33407 1701 JFK BLVD PHILADELPHIA, PA 19103 PO BOX 3001 SOUTHEASTERN, PA 19398-3001 PO BOX 60533 CITY OF INDUSTRY, CA 91716-0533 P.O. BOX 70219 PHILADELPHIA, PA 19176-0219			
Comporium Communications	P O BOX 1042 ROCK HILL, SC 29731-7042 PO BOX 300 LANCASTER, SC 29721 PO BOX 1299 FORT MILL, SC 29715 PO BOX 12100 ROCKHILL, SC 29731	-	1,199.83	4170-7741 4097-0570 4145-5426 4096-0188 4098-3701 803-329-4000-RH00
Concord City Of	PO BOX 580469 CHARLOTTE, NC 28258 0469	-	122.67	00299759-01 00299753-01
Consolidated Communications	PO BOX 969 ROSEVILLE, CA 95661 PO BOX 30697 LOS ANGELES, CA 90030-0697 PO BOX 66523 SAINT LOUIS, MO 63166-6523	-	2,147.29	916-150-8012/2
Constellation Newenergy Gas	PO BOX 105223 51330-82862-2 ATLANTA, GA 30348-5223 PO BOX 3366	-	65.04	7196353-1 7159275-1

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	DEPT 0850 OMAHA, NE 68176-0850 BANK OF AMERICA LOCKBOX SERVICES 15246 COLLECTION CENTER DRIVE CHICAGO, IL 60693 P O BOX 878049 KANSAS CITY, MO 64187-8049 PO BOX 5472 CAROL STREAM, IL 60197-5472 10 S DEARBORN STREET 51ST FLOOR CHICAGO, IL 60603			
Cox Communications	RETAIL PROCESSING CENTER PO BOX 740367 ATLANTA, GA 30374 0367 PO BOX 22142 TULSA, OK 74121 2142 COX COMMUNICATIONS INC- MACON PO BOX 61029 NEW ORLEANS, LA 70161-1029 PO BOX 21380 TULSA, OK 74121-1380 PO BOX 248871 OKLAHOMA CITY, OK 73124-8871 901 GEORGE WASHINGTON BUILDG WICHITA, KS 67211 COX BUSINESS PO BOX 919367 DALLS, TX 75391-9367 P O BOX 101034 ATLANTA, GA 30392-1005	-	2,822.29	001 0110 080599102 001 1001 085142701 001 1001 085661301 001 0110 08646591 001 110 086465901
Day, Lewis Albert	5183 FULTON MILL RD MACON, GA 31216	-	238.90	N/A
Deison, Dave	PO BOX 1177 WEATHERFORD, TX 76086	-	265.99	N/A
Directv	PO BOX 60036 LOS ANGELES, CA 90060 0036	-	105.21	022047132

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 78626 PHOENIX, AZ 85062 8626 ATTN TREASURY DEPARTMENT 2230 EAST IMPERIAL HWY N-366 EL SEGUNDO, CA 90245 19975 VICTOR PKWY C/O VALASSIS LIVONIA, MI 48152-7001 PO BOX 105249 ATLANTA, GA 30348-5249			
Dominion Energy North Carolina	100 SCANA PARKWAY CAYCE, SC 29033 PO BOX 100256 COLUMBIA, SC 29202-3256	-	258.60	2-2100-6333-8256
Dominion Energy South Carolina Inc	400 OTARRE PARKWAY CAYCE, SC 29033 PO BOX 100255 COLUMBIA, SC 29202-3255	-	11,048.18	3-2100-5332-9977 5-2100-4740-8147 3-1898-0000-0387 3-2100-5684-0837 0-1974-0105-8655 3-2101-1711-0882 3-2100-5940-5712 1-1970-0221-4959
Duke Energy	PO BOX 70516 CHARLOTTE, NC 28272-0516 422 SOUTH CHURCH ST PO BOX 1244 CHARLOTTE, NC 28201-1244 PO BOX 70515 CHARLOTTE, NC 28272-0515 9700 DAVID TAYLOR DR CHARLOTTE, NC 28262 400 S TRYON ST ROOM STO7A CHARLOTTE, NC 28285	-	8,599.01	1816627622 1595173121

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Duke Energy Progress	P O BOX 2041 RALEIGH, NC 27602 PO BOX 1003 CHARLOTTE, NC 28201-1003 P.O. BOX 1551 RELEIGH, NC 27602	40,200.00	-	025 891 7004 384 791 5778 478 167 2706 108 338 8775 553 563 3779 605 880 0993 863 073 0086 719 908 9330
Duke Power	PO BOX 70515 CHARLOTTE, NC 282720515 PO BOX 70516 CHARLOTTE, NC 28272 0516 PO BOX 1090 CHARLOTTE, NC 28201 1090	-	95.43	535 036 2082
Engie Resources	1990 Post Oak Blvd., Suite 1900 Houston, TX 77056 PO BOX 9001025 LOUISVILLE, KY 40290-1025	-	1,828.58	29455-30005 33961-18007
Escallier Kaljian LLC	645 PACHECO BLVD LOS BANOS, CA 93635	-	862.18	N/A
Evergy Inc.	PO BOX 219330 KANSAS CITY, MO 64121 PO BOX 418679 KANSAS CITY, MO 64141 PO BOX 219703 KANSAS CITY, MO 64121-9703 PO BOX 871681 KANSAS CITY, MO 64187	-	45,196.49	2744468675 9873547205 2882550513 7039836401
Fiberlight, LLC	11700 GREAT OAKS WAY SUITE 100 ALPHARETTA, GA 30022 PO BOX 602526 CHARLOTTE, NC 28260-2526	-	2,172.67	SFL-125463
Flint Electric Membership Corp	SEDC P O BOX 530812 ATLANTA, GA 30353 0812 PO BOX 308 REYNOLDS, GA 31076-0308	-	15.96	32649656001

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Florida Power & Light	GENERAL MAIL FACILITY MIAMI, FL 33188 0001 PO BOX 025576 MIAMI, FL 33102 PO BOX 25426 MIAMI, FL 33102 PO BOX 821407 S FLORIDA, FL 33082 1407	172,373.00	-	87941-13301 81330-30448 29541-18085 47721-35549 89521-90414 56190-64545 66175-58009 56855-65136 83486-27087
Fort Worth Water Dept	PO BOX 870 FORT WORTH, TX 76101 0870 1000 THROCKMORTON ST FT WORTH, TX 76102 6311 PO BOX 961003 FORT WORTH, TX 76161-0003	-	398.73	1232023-365242
FPL Energy Services	GENERAL MAIL FACILITY MIAMI, FL 33188 0001 PO BOX 25426 MIAMI, FL 33102	-	627.29	96557-53292 06304-80580
Frankfort Plant Board	317 W SECOND STREET PO BOX 308 FRANKFORT, KY 40602	-	95.75	83474
Gas Company	PO BOX C MONTEREY PARK, CA 91756 101 ASH STREET HQ 07 SAN DIEGO, CA 92101	-	31.23	125 317 2060 0
Georgia Power Inc	96 ANNEX ATLANTA, GA 30396-0001 PO BOX 102473 68 ANNEX ATLANTA, GA 30368	-	3,305.69	58712-73036 18286-86005 00032-72900 60234-71281
Granite Telecommunications	PO BOX 83197 WOBURN, MA 01813-3197 PO BOX 1405 LEWISTON, ME 04243-1405 PO BOX 983119 BOSTON, MA 02298-3119 CLIENT ID #31 P O BOX 983119 BOSTON, MA 02298-3319	-	4,849.83	01840697 02805760 03100504 03105906 03105817 03113425 03112173 01851859 02985417 02985421 03144629 02956355 03113425

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	CLIENT ID 311 PO BOX 983119 BOSTON, MA 02298-3119 100 NEWPORT AVE EXTENSION QUINCY, MA 02171			
Greenworld Services Inc	PO BOX 27361 MACON, GA 31221	-	41.67	N/A
Hargray Remittance Center	PO BOX 2000 HILTON HEAD ISL, SC 29938 PO BOX 100116 COLUMBIA, SC 29202	-	1,195.08	1000005125 1000576818
Highwoods Realty LP	3100 SMOKETREE COURT SUITE 600 RALEIGH, NC 27604 P O BOX 409412 ATLANTA, GA 30384 ACCOUNTS PAYABLE - RALEIGH 3100 SMOKETREE CT STE 600 RALEIGH, NC 27604 PO BOX 409400 HIGHWOODS PARKING ATLANTA, GA 30384-9400	-	110.99	294934
Idaho Power Company	PO BOX 34966 SEATTLE, WA 98124 PROCESSING CENTER PO BOX 34966 SEATTLE, WA 98124 1966	-	2,886.14	2200813307 2205658715
Illinois American Water Co	PO BOX 94551 PALATINE, IL 60094-4551 300 N WATERWORKS DR BELLEVILLE, IL 62223 P.O. BOX 3027 MILWAUKEE, WI 53201-3027	-	221.71	1025-210002877928 1025-210003523279 1025-210003134129 1025-210002668094
Intermountain Gas Company	PO BOX 64 BOISE, ID 83732 PO BOX 5600 BISMARCK, ND 58506-5600	-	1,189.00	296 961 3000 3 025 521 3000 3
Johnson County Wastewater	PO BOX 219948 KANSAS CITY, MO 641219948 APPRAISER'S OFFICE 11811 S SUNSET DR STE 2100 OLATHE, KS 66061	-	14.94	0021643407

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Kansas Gas Service	PO BOX 22158 TULSA, OK 74121-2158 PO BOX 219046 KANSAS CITY, MO 64121	-	802.15	510421968 1698454 45 12677295 1071491 73
KCMO Water Services	PO BOX 219896 KANSAS CITY, MO 64121-9896 ACCOUNTS PAYABLE 4800 EAST 63RD ST KANSAS CITY, MO 64130 PO BOX 807045 KANSAS CITY, MO 64180-7045 4800 E 63RD ST ATTN RENE CANGELOSI KANSAS CITY, MO 64130	-	3,514.98	000176543 0266898 2 000176543 0000900 7
Kentucky American Water Co	PO BOX 70824 CHARLOTTE, NC 28272 PO BOX 371880 PITTSBURGH, PA 15250-7880 PO BOX 790247 ST LOUIS, MO 63179-0247	-	1,081.18	1012-210007325385 1012-210007325460 1012-210008564435 1012-210007438939 1012-210008690143
Kentucky Utilities Co	PO BOX 14242 LEXINGTON, KY 40512-4242 PO BOX 536200 ATLANTA, GA 30353-6200 PO BOX 539013 ATLANTA, GA 30353-9013 PO BOX 9001954 LOUISVILLE, KY 40290-1954	-	10,652.38	3500-0256-4564 3000-0011-3278
Lemay Pacific Disposal	P O BOX 51006 LOS ANGELES, CA 90051-5306	-	14.78	2183-1078120
Level 3 Communications, LLC	1025 ELDORADO BLVD BROOMFIELD, CO 80021 PO BOX 910182 DENVER, CO 80291-0182 WELLS FARGO BANK 1740 BROADWAY DENVER, CO 80274	-	12,949.04	1-CJH363 2 1-JJ0ZLS 5 1-IY5AFR 1 5-FJTCH2CC 0 5-CM28F45W 3 403770 3 401018 6 14339 7 400846 0

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Lexington Fayette Urban Co	LEXINGTON FAYETTE URBAN CO GOVT P O 13057 LEXINGTON, KY 40583-3057 PO BOX 34090 LEXINGTON, KY 40588-4090	-	76.61	0218877600 0133167300
Lexington Fayette Urban County Government	LEX SERV CITY SERVICES PO BOX 742636 CINCINNATI, OH 45274-2636 P.O. BOX 34090 LEXINGTON, KY 40588-4090	-	1,022.77	0125977300 0218877600
Liberty Energy Georgia Corp	75 REMITTANCE DRIVE SUITE 1918 CHICAGO, IL 60675-1918 2300 VICTORY DRIVE COLUMBUS, GA 31901-3455	-	29.83	67507835-67118536
Macon Water Authority	PO BOX 108 MACON, GA 31202 PO BOX 108 MACON, GA 31202-0108	-	223.04	171384 155491 107553 107859 102762
Masergy Cloud Communications Inc	5757 W. CENTURY BLVD., SUITE 575 LOS ANGELES, CA 90045 PO BOX 733939 DALLAS, TX 75373	-	7,847.08	434397
Masergy Communications Inc	2740 NORTH DALLAS PARKWAY SUITE 260 PLANO, TX 75093 PO BOX 671454 DALLAS, TX 75267-1454 PO BOX 671122 DALLAS, TX 75267 5757 WEST CENTURY BLVD. SUITE 575 LOS ANGELES, CA 90045 PO BOX 733939 DALLAS, TX 75373-3939 PO BOX 733938 DALLAS, TX 75373 2200 ROSS AVENUE, FLOOR 6 DALLAS, TX 75201	-	62,270.00	MC002189

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Merced Irrigation District	744 W 20TH ST MERCED, CA 95344 PO BOX 2288 MERCED, CA 95344 PO BOX 398018 SAN FRANCISCO, CA 94139-8018	-	200.28	010-00002275-00
Miami Dade Water & Sewer	PO BOX 026055 MIAMI, FL 33102-6055 3071 SW 38TH AVE ATTN TONI CORLAZZOLI 3RD FLOOR MIAMI, FL 33146 PO BOX 026055 ACCT 2375179059 MIAMI, FL 33102-6055	-	343.61	1710223007 4795667168 3573229843 2853727441 2375179059 3222296200 6064025200 6234025200
Mid Carolina Electric Cooperative Inc	PO BOX 669 LEXINGTON, SC 29071 0669 PO BOX 9030 LEXINGTON, SC 29071 9030 254 LONGS POND ROAD PO BOX 669 LEXINGTON, SC 29071	-	76.46	8900523066
Mid Valley Disposal Inc	1626 E STREET FRESNO, CA 93786-0001 15300 W JENSEN AVE KERMAN, CA 93630 PO BOX 12227 FRESNO, CA 93777 P.O. BOX 12385 FRESNO, CA 93777	-	456.78	6951300
Mineral Wells, City Of	PO BOX 459 MINERAL WELLS, TX 76068 0459	-	18.12	18-392000-01
Mississippi Power Co	PO BOX 245 BIRMINGHAM, AL 35201 0245 PO BOX 4275 GULFPORT, MS 39502 4275	-	5,445.73	SB57329-81006
Modesto Irrigation District	PO BOX 5355 MODESTO, CA 95352-5355 PO BOX 4060 MODESTO, CA 95352	-	960.48	4764270230

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Myrtle Beach City Of	PO BOX 2468 MYRTLE BEACH, SC 29578-2468 PO BOX 1346 MYRTLE BEACH, SC 29578-1346	-	843.14	2-039-53250-00
Orange Recycling Services Inc	1010 E PETTIGREW ST ATTN ACCOUNTS RECEIVABLE DURHAM, NC 27701-4241	-	76.65	149
Overhead Door Company of Kansa	1901 E. 119TH ST OLATHE, KS 66061 840 SOUTHWAY CIRCLE FORT WORTH, TX 76115 6215 E. KELLOGG DRIVE WICHITA, KS 67218	-	446.96	43944-002
Pacific Gas and Electric	BOX 997300 SACRAMENTO, CA 95899-7300 ONE MARKET ST SPEAR TOWER 4TH FLOOR SAN FRANCISCO, CA 94105 PO BOX 770000 SAN FRANCISCO, CA 94177-0001	135,370.00	-	0366196845-7 4225698974-2 6499147797-3 3426310595-8 6457481133-3 4716844064-3 7165090879-2 9407580280-4 7136458042-4
Palmetto Electric	PO BOX 820 RIDGELAND, SC 29936-0820 1 COOPERATIVE WAY HARDEEVILLE, SC 29927 PO BOX 530812 ATLANTA, GA 30353 PO BOX 696 BLUFFTON, SC 29910-0696	-	4,005.86	6752007
Piedmont Natural Gas	PO BOX 70904 CHARLOTTE, NC 28272-0904 PO BOX 533500 ATLANTA, GA 30353-3500 PO BOX 660920 DALLAS, TX 75266-0920 PO BOX 1246 CHARLOTTE, NC 28201-1246	-	1,242.03	2002918314001
Pro Disposal LLC	PO BOX 6893 BEAUFORT, SC 29903	-	65.63	443600

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Public Service Company of NC Inc	PO BOX 100256 COLUMBIA, SC 29202-3256 400 COX ROAD PO BOX 1398 GASTONIA, NC 28053-1398	-	1,861.00	4-2100-8467-4477 2-2100-7487-3713 2-2100-6333-8256 5-2100-5188-3278 2-1981-0461-8360 5-2100-5631-1806 5-2100-7204-9662 5-1981-0448-1054 5-2100-5188-3122 7-1981-0469-3403
Public Works & Utilities	PO BOX 2922 WICHITA, KS 67201-2922	-	109.71	062927
Puget Sound Energy	PO BOX 91269 PAYMENT PROCESSING GEN-02W BELLEVUE, WA 98009 9269 BOT-01H PO BOX 91269 BELLEVUE, WA 98009 9269	-	1,266.19	200009599834 2000016516946
Railside Industrial Park	6005 17TH STREET EAST PARK OFFICE BRADENTON, FL 34203 PARK OFFICE 6005 17TH ST E BRADENTON, FL 34203	-	360.16	39950-17138
Republic Services 866	PO BOX 9001099 LOUISVILLE, KY 40290-1099	-	2,783.85	3-0866-0551811 3-0742-0010324 3-0742-0003610 3-0742-0010884 3-0743-0002357
Republic Services Inc	PO BOX 78829 PHOENIX, AZ 85062-8829 PO BOX 78829 PHOENIX, AZ 85062-8829	-	561.44	3-0794-9002111 3-0794-1108647 3-0794-7082469 3-0794-7088517
Republic Waste Services	5516 ROZZALLES FERRY RD CHARLOTTE, NC 28214 PO BOX 9001840 LOUISVILLE, KY 40290 PO BOX 9001840 LOUISVILLE, KY 40290-1840 P O BOX 9001099 LOUISVILLE, KY 40290-1099	-	543.26	3-0743-0002357 3-0742-0003610 3-0993-0039550 3-0742-0010324 0743-001541351
Rock Hill City Of	P O BOX 63039 CHARLOTTE, NC 28263-3039 PO BOX 37945	-	471.28	1025330

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	CHARLOTTE, NC 28237-7945 PO BOX 11706 ROCK HILL, SC 29731-1706			
Santee Cooper	PO BOX 188 MONCKS CORNER, SC 29461-0188	-	4,187.32	9567000000 0679700000 0867000000 6567000000 3745510000
Scana Energy Marketing Inc	PO BOX 751684 CHARLOTTE, NC 28275 110 GATEWAY CORN BLVD SUITE 200 COLUMBIA, SC 29210	25,000.00	-	655
Shred It USA LLC	P O BOX 13574 NEWARK, NJ 07188-3574 3421 AXAR RD CHARLOTTE, NC 28208 10800 NW 92ND TERRACE STE 102 MEDLEY, FL 33178 28883 NETWORK PLACE CHICAGO, IL 60673-128 7734 S 133RD STREET OMAHA, NE 68138	-	319.64	15023292 11463074 13609189 12336129
SMUD	P O BOX 15555 SACRAMENTO, CA 95852-1555 3201 S STREET MAIL STOP D 404 SACRAMENTO, CA 95817 PO BOX 15830 MS MD-1 SACRAMENTO, CA 95852-1830 6301 S STREET MS A 195 SACRAMENTO, CA 95817-1830	-	59,346.77	179173 179188 3015655 179386 179171 6582405 2970026 179816 2905553 179599 3646318 3766144 6428391 6490380
Sonoco Recycling	111 S ROGERS LN RALEIGH, NC 27610 91218 COLLECTION CENTER DR CHICAGO, IL 60693	-	85.42	N/A
South Carolina Electric & Gas Co	PO BOX 100255 COLUMBIA, SC 29202-3255	182,820.00	-	3-2101-1711-0882

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	SCE &G COLUMBIA, SC 29218			
Sparklight	210 EAST EARLL DRIVE PHOENIX, AZ 85012 PO BOX 78000 PHOENIX, AZ 85062-8000	-	30.19	117552224 117551564
Spire Missouri Inc	700 MARKET ST, 4TH FLOOR ST LOUIS, MO 63101 DRAWER 2 ST. LOUIS, MO 63171	-	1,847.42	8707761111 9292011111
Suez Water Idaho Inc	461 FROM RD STE 400 PARAMUS, NJ 07652-3526 PO BOX 60519 PAYMENT CENTER CITY OF INDUSTRY, CA 91716-5019 PO BOX 371804 PAYMENT CENTER PITTSBURGH, PA 15250-7804	-	440.77	6000457531111
Time Warner Cable	TIME WARNER CABLE TAX DT 7800 CRESCENT EXECUTIVE DR CHARLOTTE, NC 28217 PO BOX 88708 1320 N DR MARTIN LUTHER KING JR DR MILWAUKEE, WI 53288 PO BOX 2599 OMAHA, NE 68103 2599 PO BOX 371830 PITTSBURGH, PA 15250 7830 PO BOX 70870 CHARLOTTE, NC 28272 0870 PO BOX 70873 CHARLOTTE, NC 28272 0873 PO BOX 70992 CHARLOTTE, NC 28272 0992 PO BOX 409983 BANK LOCKBOX ATLANTA, GA 30384-9983 101 INNOVATION AVENUE SUITE 100 MORRISVILLE, NC 27560	-	5,824.71	202-600846501-001 202-864166403-001 202-380318002-001 8260 13 034 0721417 063438401 074799101 088853201 095558401

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	<p>1100 PERIMETER PARK DR STE 104 ATTN SHARON RAKES MORRISVILLE, NC 27560</p> <p>PO BOX 1104 CAROL STREAM, IL 60132-1104</p> <p>PO BOX 70874 CHARLOTTE, NC 28272-0874</p> <p>PO BOX 70872 CHARLOTTE, NC 28272-0872</p> <p>4200 PARAMOUNT PARKWAY ATTN SORALINDA KUCHAR MORRISVILLE, NC 27560</p> <p>300 PARKER SQUARE SUITE 210 FLOWER MOUND, TX 75028</p> <p>13840 BALLANTYNE CORPORATE PL STE 500 CHARLOTTE, NC 28277</p> <p>PO BOX 1060 CAROL STREAM, IL 60132-1060</p> <p>PO BOX 77169 CHARLOTTE, NC 28271-7169</p> <p>7910 CRESCENT EXECUTIVE DR CHARLOTTE, NC 28217</p> <p>PO BOX 223085 PITTSBURGH, PA 15251-2085</p> <p>PO BOX 60074 CITY OF INDUSTRY, CA 91716</p> <p>PO BOX 790086 ST LOUIS, MO 63179</p>			
Town of Holly Springs	<p>PO BOX 8 HOLLY SPRINGS, NC 27540</p>	-	27.94	24980-001
Town of Selma	<p>100 N RAIFORD ST SELMA, NC 27576 ATTN FINANCE 421 FAYETTEVILLE STREET, SUITE 104 RALEIGH, NC 27601</p>	-	149.39	131462998

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Town of Wake Forest	401 ELM AVE WAKE FOREST, NC 27587-2932 PO BOX 900002 RALEIGH, NC 27675-9000 301 SOUTH BROOKS STREET WAKE FOREST, NC 27587-2932 PO BOX 600068 RALEIGH, NC 27675-6068	-	641.44	6019190-002 1401 99-202
Turlock Irrigation District	PO BOX 819007 TURLOCK, CA 95381-9007 PO BOX 949 ATTN DEBBIE LARSON ACCOUNTS PAYABLE TURLOCK, CA 95380	-	105.05	026181-013451-0001 026181-072483-0001
TXU Energy Services	PO BOX 660161 DALLAS, TX 75266 0161 PO BOX 650638 DALLAS, TX 75265-0638 PO BOX # 650700 DALLAS, TX 75265-0700	-	1,695.23	100026450091 900009020389 900008739533 900041760191 900041673311
Verizon	PO BOX 650457 DALLAS, TX 75265 PO BOX 660108 DALLAS, TX 75266-0108 PO BOX 660720 DALLAS, TX 75266 PO BOX 25505 LEHIGH VALLEY, PA 18002-5505 P O BOX 4830 TRENTON, NJ 08650 27 01 QUEENS PLAZA NORTH 3RD FL LONG ISLAND CITY, NY 11101	-	3,847.04	671702463-00001 7719848405-00001 213663199-00001 313744126-00001 323609634-00001 980028334-00001 380875294-00003 380875294-00001 680008492-00001 721501478-00001 821075462-00003 571249571-00001 764393401-00001 671825373-00001 771702458-00001 871702461-00001
Verizon Wireless	PO BOX 660108 DALLAS, TX 75266 0108 PO BOX 25505 LEHIGH VALLEY, PA 18002 5505 PO BOX 371392 PITTSBURGH, PA 15250	-	4,741.17	671702463-00001 522096447-00001 942196533-00001 380875294-00001 671119600-00001 720403238-00003 970840885-00001 564209703-00001 813326182-00003

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	ONE VERIZON PLACE TAX DEPARTMENT ALPHARETTA, GA 30004 PO BOX 15062 ALBANY, NY 12212-5062 P.O. BOX 4830 TRENTON, NJ 08650-4830			865395098-00001 771948405-00001 819880319-00002
Waste Connections Lone Star, Inc	P O BOX 679859 DALLAS, TX 75267-9859 3 WATERWAY SQUARE PLACE SUITE 110 THE WOODLANDS, TX 77380 350 DENNIS RD WEATHERFORD, TX 76087-9094 PO BOX 162479 FORT WORTH, TX 76161-2479	-	134.89	5193-011004654 5193-011014509 5191-004031622
Waste Management of Sacramento	PO BOX 25260 SANTA ANA, CA 92799-5260 PO BOX 78230 PHOENIX, AZ 85062-8230 PO BOX 78251 PHOENIX, AZ 85062-8251 PO BOX 541065 LOS ANGELES, CA 90054-1065	-	\$407.37	9-00477-33009 19-54159-93007 18-54662-73003
Waste Management of The Carolinas	2712 LOWELL RD GASTONIA, NC 28054 PO BOX 9001054 LOUISVILLE, KY 40290-1054 PO BOX 105453 ATLANTA, GA 30348-5453 1001 FANNIN SUITE #4000 HOUSTON, TX 77002 PO BOX 4648 CAROL STREAM, IL 60197-4648 PO BOX 55558 BOSTON, MA 02205-5558	-	474.62	11-57996-93004 7-11807-32001 9-97496-12006 11-22655-32003 19-74541-63008
Waste Management of Woodland	PO BOX 66963 CHICAGO, IL 60666-0963 PO BOX 25280	-	41.43	2-42480-75002 10-57513-73004

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	SANTA ANA, CA 92799-5280 PO BOX 79121 PHOENIX, AZ 85062-9121 PO BOX 79168 PHOENIX, AZ 85062-9168 PO BOX 78251 PHOENIX, AZ 85062-8251 PO BOX 541065 LOS ANGELES, CA 90054-1065			
West Columbia City Of	PO BOX 4044 WATER COLLECTION DIV CITY HALL WEST COLUMBIA, SC 29171 BUSINESS LICENSE DIVISION P O BOX 4044 WEST COLUMBIA, SC 29171-4044	-	93.93	85-810100-00
West Penn Power	PO BOX 3615 AKRON, OH 44309-3615 76 SOUTH MAIN STREET AKRON, OH 44308 PO BOX 3687 AKRON, OH 44309-3687	-	4,324.47	100 093 451 076
Westar Energy	PO BOX 758000 TOPEKA, KS 66675 8000 PO BOX 758500 TOPEKA, KS 66675-8500 P O BOX 419353 KANSAS CITY, MO 64141	-	1,915.33	4674418489 1180146366 3073302201
Wise Electric Cooperative Inc	PO BOX 269 DECATUR, TX 76234-0269	-	63.75	318094-001
Wo Blackstone Co Inc	PO 88 1841 SHOP ROAD COLUMBIA, SC 29202	-	25.17	STATENEWS 1000230-1
Xo Communications	FILE 50550 LOS ANGELES, CA 90074-0550 14239 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693 1330 N WASHINGTON ST STE 5000 SPOKANE, WA 99201	-	3,063.46	004000000375984 00400000051279

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	P.O. BOX 15043 ALBANY, NY 12212			
York County Natural Gas	PO BOX 11907 ROCK HILL, SC 29731-1907	-	126.05	8375-001 103558-001

EXHIBIT B

Final Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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<i>In re</i>	:	Chapter 11
	:	
THE McCLATCHY COMPANY, <i>et al.</i>,	:	Case No. 20-10418 (MEW)
	:	
Debtors.¹	:	(Joint Administration Pending)
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FINAL ORDER (I) APPROVING DEBTORS' PROPOSED FORM OF ADEQUATE ASSURANCE OF PAYMENT; (II) ESTABLISHING PROCEDURES FOR RESOLVING OBJECTIONS BY UTILITY COMPANIES; AND (III) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE

Upon the motion (the “**Motion**”)² of the Debtors for an Interim Order and a final order (this “**Final Order**”) approving the Debtors’ proposed form of adequate assurance of postpetition payment to the Utility Companies; (ii) establishing procedures for resolving any objection by the Utility Companies relating to the Proposed Adequate Assurance; and (iii) prohibiting the Utility Companies from altering, refusing, or discontinuing service to, or discriminating against, the Debtors solely on the basis of the commencement of these cases, a debt that is owed by the Debtors for services rendered prior to the Petition Date, or on account of any perceived inadequacy of the Debtors’ Proposed Adequate Assurance, all as more fully described in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended*

¹ The last four digits of Debtor The McClatchy Company’s tax identification number are 0478. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/McClatchy>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 2100 Q Street, Sacramento, California 95816.

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

Standing Order of Reference from the United States District Court for the Southern District of New York, dated January 31, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this 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 due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby;

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Proposed Adequate Assurance constitutes “adequate assurance of payment” for purposes of Bankruptcy Code section 366.
3. Except as the amount may be reduced by application of the provisions of the Interim Order, Utility Deposits in the aggregate amount of \$371,000 deposited in the Utility Deposit Account shall be held for the purpose of providing adequate assurance of payment to each Utility Company for its postpetition Utility Services to the Debtors.
4. The Utility Companies identified on **Schedule 1** annexed hereto (the “**Utility Company List**”), including Subsequently Identified Utility Companies, are prohibited from (a) discriminating against the Debtors; (b) altering, refusing, or discontinuing service to the Debtors; or (c) requiring payment of a deposit or receipt or any other security for continued service other

than the Utility Deposit, as a result of the Debtors' bankruptcy filings or any outstanding prepetition invoices.

5. If an amount relating to postpetition Utility Services provided by a Utility Company is unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Utility Deposit Account (a "**Disbursement Request**"), in no case to exceed the amount of the Utility Deposit contributed to the Utility Deposit Account for the benefit of such Utility Company, by giving notice to (i) The McClatchy Company, 2100 Q Street, Sacramento, California, 95816-6899, Attn: Richard Reinhart; (ii) proposed counsel to Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 300 South Grand Avenue, Suite 3400, Los Angeles, California 90071-3144, Attn: Van C. Durrer II and Destiny Almogue; (iii) counsel to the administrative agent under the Debtors' proposed DIP Facility, Choate, Hall & Stewart LLP, Two International Place, Boston, MA 02110, Attn: Jonathan D. Marshall and Kevin Simard; (iv) counsel to Chatham Asset Management, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Andrew Rosenberg, Elizabeth McColm, John Weber; (v) counsel to Brigade Capital Management, LP, 399 Park Avenue, New York, New York 10022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Thomas M. Mayer, Douglas Mannal, David Braun; and (vi) counsel to any official committee appointed in the Chapter 11 Cases. A Disbursement Request shall only be honored on the date that is five business days after the date of the Disbursement Request.

6. Any Utility Company that failed to submit an Additional Assurance Request as set forth in the Interim Order or file an Objection shall be deemed to have adequate assurance of payment that is satisfactory to it within the meaning of Bankruptcy Code section 366 and shall be

forbidden from altering, refusing, or discontinuing service to the Debtors on account of any prepetition charges, subject to the Utility Company's right to seek a modification of adequate assurance under Bankruptcy Code section 366(c)(3).

7. The Debtors are authorized, in their sole discretion, to amend the Utility Company List attached hereto as **Schedule 1** to add or delete any Utility Company, and this Final Order shall apply to any such Subsequently Identified Utility Company that is added to such schedule. Such amendment shall be accomplished by filing with this Court a notice and serving the same on the affected Utility Company. Any Utility Company added to the Utility Company List subsequent to the date of the Motion shall have the right to make an Additional Assurance Request in compliance with the Adequate Assurance Procedures.

8. This Final Order shall be binding on all Utility Companies, regardless of when such Utility Company was added to the Utility Company List; *provided, however*, that if additional parties are added, the Debtors may increase the amount of the Utility Deposit by an amount equal to the cost of two weeks of Utility Services provided by such Subsequently Identified Utility Company to the Debtors.

9. For the avoidance of doubt, the terms of this Final Order, including the Adequate Assurance Procedures, shall apply in accordance with its terms to each Utility Company, notwithstanding any customary business practices, policies, internal operating procedures, or state or local laws or regulations to the contrary. Any Utility Company that believes its customary business practices, policies, internal operating procedures, or state or local laws or regulations forbid it from accepting the Proposed Adequate Assurance or entitle it to additional adequate assurance shall make an Additional Assurance Request or File an Objection in accordance with this Final Order.

10. To the extent the Debtors have not yet sought to remit payment on account of the Utility Obligations, the Debtors are authorized, but not directed, to issue checks or provide for other means of payment of the Utility Obligations.

11. Any party receiving payment from the Debtors in connection with a Disbursement Request is authorized and directed to rely upon the representations of the Debtors as to which payments are authorized by this Final Order.

12. Nothing herein constitutes a finding that any entity is or is not a Utility Company hereunder or under Bankruptcy Code section 366, whether or not such entity is listed on Schedule 1 attached hereto.

13. This Final Order is without prejudice to the Debtors' or any other party in interest's rights to contest any amounts owed to a Utility Company.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

15. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Final Order, shall be deemed an admission as to the validity of the underlying obligation or a waiver of any rights the Debtors may have to subsequently dispute such obligation on any ground that applicable law permits.

16. Nothing in the Motion or this Final Order or the relief granted (including any actions taken or payments made by the Debtors pursuant thereto) shall be construed as (a) authority to assume or reject any executory contract or unexpired lease of real property, or as a request for the same; (b) an admission as to the validity, priority, or character of any claim or other asserted right or obligation, or a waiver or other limitation on the Debtors' ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (c) a

promise to pay any claim or other obligation; (d) granting third-party-beneficiary status or bestowing any additional rights on any third party; or (e) being otherwise enforceable by any third party.

17. Notwithstanding anything to the contrary contained in this Interim Order, (a) any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under the DIP Financing Orders approved by this Court in the Chapter 11 Cases, and (b) to the extent there is any inconsistency between the terms of such DIP Financing Orders and any action taken or proposed to be taken hereunder, the terms of such DIP Financing Orders shall control.

18. Notice of the Motion satisfies the requirements set forth in Bankruptcy Rule 6004(a).

19. Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be effective and enforceable immediately upon entry hereof.

20. All time periods set forth in this Final Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

21. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Final Order.

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

Dated: New York, New York
February __, 2020

UNITED STATES BANKRUPTCY JUDGE