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*Proposed Counsel for the Official
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**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	:	(Jointly Administered)
	:	
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**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF STROOCK & STROOCK & LAVAN LLP
AS COUNSEL, *NUNC PRO TUNC* TO FEBRUARY 26, 2020**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors in possession (collectively, the “Debtors”) hereby submits this application (the “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain

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, which are being jointly administered, 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’ 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.



and employ Stroock & Stroock & Lavan LLP (“Stroock”) as the Committee’s counsel, effective as of February 26, 2020, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (as amended, the “Local Bankruptcy Rules”). In support of the Application, the Committee submits (i) the declaration of Erez E. Gilad, a partner at Stroock, attached hereto as **Exhibit B** (the “Gilad Declaration”), and (ii) the declaration of Patrick J. Healy of Wilmington Savings Fund Society, FSB, one of the Committee’s Chairs, attached hereto as **Exhibit C**, each of which is incorporated herein by reference. In further support of the Application, the Committee respectfully states as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter 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. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue in this judicial district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On February 13, 2020 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with this Court. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. As of the date hereof, no request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.

3. On February 26, 2020, the Office of the United States Trustee for Region 2, for the Southern District of New York (the “U.S. Trustee”) appointed the Committee, which is currently comprised of the following entities: (i) Dow Jones & Company, Inc.; (ii) Lorianne E. Sawin; (iii) P. Anthony Ridder; (iv) Pension Benefit Guaranty Corporation; (v) The News Guild-CWA; (vi) Wilmington Savings Fund Society, FSB, as Indenture Trustee for the 2027 and 2029 Debentures; and (vii) Wipro Limited.

4. On February 26, 2020, shortly after its formation, the Committee selected Stroock to serve as its counsel, subject to this Court’s approval. Also on February 26, 2020, the Committee selected Berkeley Research Group, LLC (“BRG”) to serve as its primary financial advisor and Dundon Advisers, LLC (“Dundon”) to serve as its co-financial advisor, and on March 9, 2020, the Committee selected Moelis & Company (“Moelis”) to serve as its investment banker, in each case, subject to this Court’s approval.

RELIEF REQUESTED

5. By this Application, the Committee seeks the entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the employment and retention of Stroock as the Committee’s counsel, *nunc pro tunc* to February 26, 2020, pursuant to Section 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1.

BASIS FOR RELIEF

6. The Committee seeks to employ and retain Stroock as its counsel, pursuant to section 1103(a) of the Bankruptcy Code, on the terms set forth in this Application and the Gilad Declaration. Section 1103(a) of the Bankruptcy Code provides that an official committee appointed under Section 1102 of the Bankruptcy Code may, with the Court’s approval, “select and authorize the employment . . . of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.” 11 U.S.C. § 1103(a). The

Committee believes that Stroock's employment as its counsel is appropriate, necessary and in the best interests of the Debtors' general unsecured creditors, and, for the reasons described herein, that the Application should be approved.

A. Stroock's Qualifications

7. The Committee believes that Stroock possesses extensive knowledge and expertise in the substantive areas of law relevant to these Chapter 11 Cases and is well qualified to represent the Committee in connection therewith. In making its selection, the Committee sought counsel with extensive experience representing creditors' committees and other constituents in large, complex chapter 11 cases. Stroock has such experience, having represented numerous creditors' committees, ad hoc committees, lenders, individual creditors and investors in many large and complex chapter 11 cases in this district and others, including (a) official creditors' committees in the chapter 11 cases of, among others, *Aceto Corp.*, *Advanced Glassfiber Yarns, LLC*, *Citadel Broadcasting Corp.*, *Dayton Superior Corp.*, *EP Energy Corporation*, *Formica Corporation*, *K-V Discovery Solutions, Inc.*, *M*Modal*, *Oglebay Norton Company*, *Portrait Corporation of America*, *Savient Pharmaceuticals, Inc.*, and *Tropicana Entertainment, LLC*; and (b) ad hoc committees in the chapter 11 cases of, among others, *21st Century Oncology, Inc.*, *American Gilsonite Company*, *AMF Bowling Worldwide, Inc.*, *Appvion, Inc.*, *Aquilex Holdings LLC*, *Avaya Inc.*, *Brookstone Holdings Corp. I and II*, *Caesars Entertainment Operating Company, Inc.*, *Cenveo, Inc.*, *Deluxe Entertainment Services Group Inc.*, *Empire Generating LLC*, *Monitronics International, Inc.*, *Murray Metallurgical Coal Holdings, LLC*, *Neenah Enterprises, Inc.*, *New Gulf Resources*, *Panda Temple Power LLC*, *Seadrill Limited*, *SFX Entertainment, Inc.*, *TCI 2 Holdings, LLC*, *Texas Petrochemicals Corp.*, *The Great Atlantic & Pacific Tea Co., Inc. I and II*, *Vertis Communications*, and *Warren Resources*. Stroock also has a broad-based practice in other key areas of law relevant to these

Chapter 11 Cases, including debt finance, mergers and acquisitions, corporate, securities, litigation and tax. The Committee believes that Stroock is well-qualified to serve as its counsel in these Chapter 11 Cases.

B. Scope of Services

8. The professional services to be rendered by Stroock as counsel to the Committee are expected to include the following (without limitation):

- a) advise the Committee with respect to the Committee's powers and duties under Bankruptcy Code section 1103 of the Bankruptcy Code;
- b) assist and advise the Committee in its consultations, meetings and negotiations with the Debtors, other creditors, and other parties-in-interest;
- c) assist the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors;
- d) assist the Committee in connection with any proposed sale of the Debtors' assets;
- e) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure;
- f) assist and advise the Committee in negotiating with holders of claims, including analysis of possible objections to the priority, amount, subordination, or avoidance of claims and/or transfers of property in consideration of such claims;
- g) advise and represent the Committee in connection with matters generally arising in these Chapter 11 Cases, including the Debtors' motion to incur DIP financing, "second day" pleadings and other pleadings;
- h) assist the Committee in its review, analysis and negotiation of any potential compromises or settlements, and the assumption and rejection of executory contracts and unexpired leases;
- i) assist and advise the Committee in connection with the mediation ordered in these Chapter 11 Cases;
- j) assist the Committee in connection with any chapter 11 plan(s) that may be filed, and any disclosure statement and other documentation accompanying such plan(s), or any other disposition of these Chapter 11 Cases;
- k) appear before this Court, any other federal, state or appellate court, or the Office of the United States Trustee, on behalf of the Committee;
- l) take all necessary actions to protect and preserve the interests of the Committee and unsecured creditors generally, including (i) review and analysis of any reports or analyses prepared in connection with the Debtors' potential claims and causes of action, (ii) investigate any potential claims and causes of action, including prepetition transactions involving third parties; (iii) potential prosecution of

actions on the Committee's behalf, (iv) if appropriate, negotiations concerning all litigation in which the Debtors are involved, and (v) advise the Committee with respect to the foregoing and perform such other diligence and independent analysis as may be requested by the Committee;

- m) respond to inquiries, as appropriate, from individual creditors as to the status of, and developments in, these Chapter 11 Cases;
- n) prepare, on behalf of the Committee, any pleadings, including without limitation, motions, applications, orders, memoranda, complaints, answers, objections, replies, responses, and papers with respect to any of the foregoing; and
- o) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

9. As noted above, the Committee is also seeking to employ and retain BRG as its primary financial advisor, Dundon as its co-financial advisor, and Moelis as its investment banker, in each case, to assist the Committee in these Chapter 11 Cases, subject to this Court's approval. The Committee may also seek in the future to retain other professionals to assist in these Chapter 11 Cases. Stroock has represented to the Committee that it will coordinate with the other professionals retained by the Committee in an attempt to avoid or minimize unnecessary duplication of services. The Committee believes that Stroock will provide these necessary services in a cost-effective, efficient and expert manner.

C. Nunc Pro Tunc

10. The Committee requests that Stroock's retention be approved effective as of February 26, 2020, the date Stroock was selected to represent the Committee and began substantive work on behalf of the Committee. The Committee believes that the approval of Stroock's retention *nunc pro tunc* to February 26, 2020 is appropriate in light of the Committee's immediate and urgent need for legal services immediately upon its selection.

D. Compensation

11. It is the Committee's understanding that Stroock will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with Sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The Committee further understands that Stroock intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "UST Guidelines"), both in connection with this Application and the fee applications to be filed by Stroock in these Chapter 11 Cases.

12. It is also the Committee's understanding that Stroock will seek compensation for its legal services based on its standard hourly rates then in effect, which are fairly designed to compensate Stroock for the work of its attorneys and paraprofessionals based on each professional's level of experience, and that Stroock will seek reimbursement for its actual and necessary expenses incurred in connection with rendering such services. Compensating Stroock on an hourly basis is consistent with section 328(a) of the Bankruptcy Code.

13. At present, the standard hourly rates of the Stroock attorneys and paraprofessionals expected to assist the Committee are set forth below:

Partners	\$1,150 – \$1,650 per hour
Associates/Special Counsel	\$550 – \$1,095 per hour
Paraprofessionals	\$340 – \$510 per hour

14. The Committee understands that these hourly rates are Stroock's current customary hourly rates for work of this nature, and are subject to periodic adjustments in the normal course of Stroock's business. In addition, other Stroock attorneys may be asked to assist in this representation, based upon the developing facts and circumstances of these Chapter 11 Cases. Stroock will maintain detailed, contemporaneous records of time and any costs and expenses incurred in connection with the rendering of the legal services described above. The Committee understands that Stroock will also seek reimbursement for expenses incurred, including transportation, photocopying, delivery service, postage and package delivery, vendor charges, court fees, transcript costs, computer-aided research, airfare, meals (including overtime meals), lodging and other out-of-pocket expenses incurred in connection with providing professional services. In addition, Stroock, acting upon direction from the Committee, will seek the reimbursement of the expenses Committee members may incur in connection with their service on the Committee. Stroock will submit any such expenses with its monthly fee statements.

E. Disinterestedness

15. To the best of the Committee's knowledge, information, and belief, based on the Gilad Declaration, Stroock does not represent any entity having an adverse interest in connection with these Chapter 11 Cases. Thus, Stroock's retention is authorized by section 1103(b) of the Bankruptcy Code. The Gilad Declaration sets forth, as required by Bankruptcy Rule 2014(a), to the best of Mr. Gilad's knowledge, information and belief as set forth therein, Stroock's connections with the Debtors, the Debtors' known creditors, and certain other known parties-in-interest, as described in more detail therein. As set forth in the Gilad Declaration, Stroock does not believe that any of those connections would preclude the Committee's retention of Stroock under sections 1103 and 101(14) of the Bankruptcy Code, as Stroock is a

“disinterested person” within the meaning of the Bankruptcy Code and does not represent or hold any interest adverse to the Debtors, their creditors or the Debtors’ estates. Stroock will continue to conduct reviews of its files, and, if additional relevant facts or circumstances arise beyond those stated in the Gilad Declaration, Stroock will make further disclosures to the Court in a supplemental filing.

CONCLUSION

16. The Committee submits that for all of the reasons set forth above and in the Gilad Declaration, the retention of Stroock as counsel to the Committee, on the terms set forth herein and in the Gilad Declaration, is warranted and should be approved.

NOTICE

17. Notice of this Application will be provided in accordance with the *Order Pursuant to 11 U.S.C. §105(a) and Fed. R. Bankr. P. 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures* [Docket No. 106]. The Committee respectfully submits that such notice is sufficient under the circumstances and that no further notice of this Application or the relief requested herein is required.

NO PRIOR REQUEST

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

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WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, and grant the Committee such other and further relief as the Court may deem just and proper.

Dated: March 27, 2020

Respectfully submitted,

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF THE McCLATCHY COMPANY,
et al.

Wilmington Savings Fund Society, FSB,
solely in its capacity as a Chair of the Official
Committee of Unsecured Creditors of The
McClatchy Company, *et al.*

By: /s/ Patrick J. Healy

Name: Patrick J. Healy

Title: Senior Vice President and Director of
Global Bankruptcy, Debt and Agency
Services

EXHIBIT A

Proposed Order

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

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In re:

THE McCLATCHY COMPANY, *et al.*,

Debtors.¹
----- X

X
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:
:
X

Chapter 11

Case No. 20-10418 (MEW)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
STROOCK & STROOCK & LAVAN LLP AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
NUNC PRO TUNC TO FEBRUARY 26, 2020**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”) for the entry of an order authorizing the Committee’s employment and retention of Stroock & Stroock & Lavan LLP (“Stroock”) as counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), effective as of February 26, 2020, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (as amended, the “Local Bankruptcy Rules”); and the Court having reviewed the Application and the accompanying declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(b)

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, which are being jointly administered, 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’ claims and noticing agent at <http://www.kcellc.net/McClatchy>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 2100 Q Street, Sacramento, California 95816.

² Each capitalized term that is not defined herein shall have the meaning ascribed to such term in the Application.

and 1334; and this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that due and proper notice of the Application has been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application, the Gilad Declaration, and the Healy Declaration; and the Court having determined that the legal and factual bases set forth in the Application, the Gilad Declaration and the Healy Declaration establish just cause for the relief granted herein; and the Court having found that (i) Stroock does not hold or represent any interest adverse to the Debtors' estates, (ii) Stroock is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code, (iii) Stroock's hourly rates for its attorneys and paraprofessionals as described in the Gilad Declaration are reasonable, and (iv) Stroock's employment is necessary and in the best interest of the Committee and the Debtors' estates; and any objections to the relief requested in the Application having been withdrawn or overruled on the merits; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Application is granted as set forth herein.
2. The Committee is hereby authorized to retain and employ Stroock as its counsel, *nunc pro tunc* as of February 26, 2020, on the terms set forth in the Application.
3. Stroock is authorized to perform the services set forth in the Application.
4. Stroock shall be compensated for its services and reimbursed for any costs and expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable procedures and orders of this Court entered in the Chapter 11 Cases.

For the avoidance of doubt, under no circumstances shall any of the compensation or expense reimbursement obligations approved by the Court be an obligation of, or paid by, the Committee or any of its members or professionals.

5. Stroock shall also be entitled to submit with its fee statements the statements of expenses incurred by members of the Committee in connection with their service on the Committee, which shall be reimbursed by the Debtors' estates in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court.

6. Stroock shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these Chapter 11 Cases

7. The Committee and Stroock are authorized to take any and all actions that may be necessary or appropriate to effectuate the relief granted in this Order.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the interpretation, implementation, or enforcement of this Order.

Dated: _____, 2020
New York, New York

The Honorable Michael E. Wiles
United States Bankruptcy Judge

EXHIBIT B

Declaration of Erez E. Gilad

STROOCK & STROOCK & LAVAN LLP

Kristopher M. Hansen

Frank A. Merola

Erez E. Gilad

Daniel A. Fliman

Samantha Martin

Gabriel E. Sasson

180 Maiden Lane

New York, NY 10038-4982

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*Proposed Counsel for the Official
Committee of Unsecured Creditors*

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

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<i>In re:</i>	:	
	:	Chapter 11
	:	
THE McCLATCHY COMPANY, et al.,	:	Case No. 20-10418 (MEW)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
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**DECLARATION OF EREZ E. GILAD IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF AN
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF STROOCK &
STROOCK & LAVAN LLP AS COUNSEL, NUNC PRO TUNC TO FEBRUARY 26, 2020**

I, **EREZ E. GILAD**, state the following under penalty of perjury:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP
("Stroock"), which maintains an office for the practice of law at 180 Maiden Lane, New York,
New York 10038. I am an attorney-at-law, duly admitted and in good standing to practice in the

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, which are being jointly administered, 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' 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.

State of New York since October 1, 2001, and the United States District Court for the Southern District of New York. I have also been admitted before the United States Court of Appeals for the Second Circuit since 2007 and the United States District Court for the Eastern District of New York since 2017.

2. I submit this declaration (the “Declaration”) in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), pursuant to section 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (as amended, the “Local Bankruptcy Rules”), to retain and employ Stroock as counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), *nunc pro tunc* to February 26, 2020, which Application has been filed contemporaneously herewith.

3. Except as otherwise noted herein, all statements made herein are based upon my knowledge, information and belief and/or information that has been obtained at my direction. Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather within the personal knowledge of other attorneys and employees at Stroock, and are based on information derived from Stroock’s internal records provided by them to me.

² Each capitalized term that is not defined herein shall have the meaning ascribed to such term in the Application.

QUALIFICATIONS OF STROOCK

4. Stroock is well-suited to represent the Committee in connection with these Chapter 11 Cases. Stroock possesses extensive experience, expertise and resources in all practice areas relevant to these Chapter 11 Cases, and is well-versed in all substantive and procedural aspects of chapter 11 proceedings. Stroock is nationally recognized for having represented numerous official committees of unsecured creditors, ad hoc committees, individual creditors and investors in many chapter 11 cases in this district and others, including (a) official creditors' committees in the chapter 11 cases of, among others, *Aceto Corp.*, *Advanced Glassfiber Yarns, LLC*, *Citadel Broadcasting Corp.*, *Dayton Superior Corp.*, *EP Energy Corporation*, *Formica Corporation*, *K-V Discovery Solutions, Inc.*, *M*Modal*, *Oglebay Norton Company*, *Portrait Corporation of America*, *Savient Pharmaceuticals, Inc.*, and *Tropicana Entertainment, LLC*; and (b) ad hoc committees in the chapter 11 cases of, among others, *21st Century Oncology, Inc.*, *American Gilsonite Company*, *AMF Bowling Worldwide, Inc.*, *Appvion, Inc.*, *Aquilex Holdings LLC*, *Avaya Inc.*, *Brookstone Holdings Corp. I and II*, *Caesars Entertainment Operating Company, Inc.*, *Cenveo, Inc.*, *Deluxe Entertainment Services Group Inc.*, *Empire Generating LLC*, *Monitronics International, Inc.*, *Murray Metallurgical Coal Holdings, LLC*, *Neenah Enterprises, Inc.*, *New Gulf Resources*, *Panda Temple Power LLC*, *Seadrill Limited*, *SFX Entertainment, Inc.*, *TCI 2 Holdings, LLC*, *Texas Petrochemicals Corp.*, *The Great Atlantic & Pacific Tea Co., Inc. I and II*, *Vertis Communications*, and *Warren Resources*. In addition, Stroock frequently represents institutional and individual lenders, bondholders, equity holders and investors in both out-of-court restructurings and bankruptcy proceedings. Accordingly, Stroock is well-qualified to address the potential legal issues that may arise in these Chapter 11 Cases, and is well-suited to represent the Committee in these Chapter 11 Cases in an efficient and timely manner.

SERVICES TO BE RENDERED

5. Subject to this Court's approval, Stroock is willing to serve as the Committee's counsel and to perform the services described in the Application. The Committee may, on occasion, request that Stroock undertake specific matters beyond the scope of the aforementioned responsibilities, and Stroock may, in its discretion, undertake any such specific matters.

PROFESSIONAL COMPENSATION

6. Stroock shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. Stroock also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, both in connection with the Application and the interim and final fee applications to be filed by Stroock in these Chapter 11 Cases.

7. At present, the standard hourly rates of the Stroock attorneys and paraprofessionals expected to assist the Committee are as follows:

Partners	\$1,150 – \$1,650 per hour
Associates/Special Counsel	\$550 – \$1,095 per hour
Paraprofessionals	\$340 – \$510 per hour

8. Stroock's hourly rates are set at a level designed to fairly compensate Stroock for the work of its attorneys and paralegals and to cover fixed and routine expenses.

Hourly rates vary with the experience and seniority of each attorney or paraprofessional assigned. These hourly rates are subject to periodic adjustments in the normal course of Stroock's business, typically in January of each year. In addition, other Stroock attorneys may be asked to assist in this representation, based upon the developing facts and circumstances of these Chapter 11 Cases.

9. Stroock will also seek reimbursement of expenses incurred in connection with Stroock's representation of the Committee, including transportation, photocopying, delivery service, postage and package delivery, vendor charges, court fees, transcript costs, computer-aided research, airfare, meals (including overtime meals), lodging and other out-of-pocket expenses incurred in providing professional services. In addition, Stroock will seek the reimbursement of expenses that may be incurred by Committee members in connection with their service on the Committee. Stroock will include any such expenses with its monthly fee statements.

10. As of the date of this Declaration, Stroock has not received any compensation for its work on behalf of the Committee.

STROOCK'S DISINTERESTEDNESS

11. In connection with its proposed retention by the Committee in these Chapter 11 Cases, Stroock obtained from the Debtors a list of the names of individuals or entities that the Debtors identified as potential parties-in-interest in these Chapter 11 Cases (collectively, the "Debtors' Potential Parties-In-Interest List").³ Stroock is informed that the Debtors' Potential Parties-In-Interest List includes, among others, the names of (a) the Debtors and the

³ This list contains names identified by the Debtors' professionals in their retention applications, and, upon information and belief, was relied upon by such professionals in connection with their retention applications filed with this Court.

Debtors' non-debtor affiliates, (b) the Debtors' current and former officers and directors, (c) the Debtors' restructuring professionals and professionals used by the Debtors in the last three years, (d) parties to litigation involving the Debtors, and counsel representing such parties, (e) the Debtors' top thirty creditors, (f) significant equity holders, (g) lenders identified by the Debtors, (h) first lien, second lien, third lien, and unsecured noteholders identified by the Debtors, in each case holding in excess of 5% of the debt, (i) loan agents and indenture trustees, (j) underwriters of securities, (k) other major negotiating and contract counterparties, (l) major lease counterparties, (m) surety bond brokers and providers, (n) other lienholders, (o) major advertising customers, (p) major vendors, (q) insurers, (r) letter of credit beneficiaries, (s) employee unions, (t) Judges for the United States Bankruptcy Court for the Southern District of New York, and (u) attorneys and staff for the Office of the U.S. Trustee.

12. In preparing this Declaration, the names listed in the Debtors' Potential Parties-in-Interest List, together with the names of the members of the Committee and certain other potential parties-in-interest currently known to Stroock based on publicly available information (collectively, together with the Debtors' Potential Parties-in-Interest List, the "Potential Parties-in-Interest", which list is annexed hereto as **Annex 1**), were submitted to Stroock's electronic client database (the "Client Database"). The Client Database contains the names of Stroock's clients and certain conflict-related information. One or more Stroock attorneys and paraprofessionals then compared the list of Potential Parties-in-Interest to client matters that appeared in the Client Database, and any matches to names in the Client Database were compiled. In addition, a firm-wide email was issued to all Stroock attorneys requesting disclosure of any representation of or connection with the Potential Parties-In-Interest.

13. Through the information generated from this search of the Client Database, the firm-wide inquiry and (if applicable) specific inquiries of certain Stroock personnel, it was determined that Stroock (its partners, counsel, associates and employees) has or had a connection with the persons or entities identified on **Annex 2** annexed hereto, in each case, on matters unrelated to the Debtors or the Chapter 11 Cases (except as otherwise noted herein).

14. Out of an abundance of disclosure, certain of the representations reflected in Annex 2 are also highlighted below.

15. The aggregate amount of fees collected by Stroock on account of Stroock's representation of each of the Parties-In-Interest identified in **Annex 2**, respectively, during the 12-month period from March 1, 2019 through February 29, 2020 (the "**Measuring Period**"), was less than 1% of the total fee revenue collected by Stroock during the Measuring Period in the aggregate,⁴ except for (a) Merrill Lynch Commodities, Inc., an affiliate of Merrill Lynch, Pierce, Fenner & Smith Incorporated, and/or its affiliates, (b) AIG, an affiliate of National Union Fire Insurance Company of Pittsburgh, PA and/or its affiliates, and (c) J.P. Morgan Chase Bank, N.A. and/or its affiliates.⁵

16. In addition, Stroock currently represents Wilmington Savings Fund Society, FSB (a member of the Committee) in matters that are unrelated to the Debtors or the Chapter 11 Cases.

⁴ Certain of the parties-in-interest identified in **Annex 2** are or were, from time to time, members of an ad hoc committee represented by Stroock in matters that (unless noted herein) are or were unrelated to the Debtors or the Chapter 11 Cases. Stroock's fees and expenses incurred in connection with those representations were paid directly by the applicable company or debtor and are not included in the fee revenue calculations described herein.

⁵ The Committee included J.P. Morgan Chase Bank, N.A. and J.P. Morgan Securities LLC (together, "**JPM**") in its search based on the list of parties-in-interest provided by the Debtors. Upon further inquiry of certain personnel employed by JPM, the Committee has been informed that JPM does not in fact currently hold debt or securities issued by the Debtors.

17. The electronic inquiry described above did not include a request for information related to any personal financial or brokerage accounts held by any Stroock attorneys or employees with any of the Potential Parties-In-Interest. However, given that Stroock has over 500 attorneys and other employees, it is possible that certain attorneys and employees may hold financial, brokerage or personal accounts with one or more of the Potential Parties-In-Interest.

18. Stroock is or has been engaged in a number of matters unrelated to these Chapter 11 Cases in which various parties-in-interest in these Chapter 11 Cases are also involved. Moreover, due to the nature and size of its practice, Stroock has or has had connections or relationships as counsel with many major law firms in most, if not all, major cities in the United States, which includes law firms representing creditors or other parties-in-interest in this case; all such relationships are on matters unrelated to these Chapter 11 Cases.

19. From time to time, Stroock works with certain professional firms that have been retained by the Debtors or other parties in these cases and that may be rendering advice to other parties in interest in these cases.

20. Because of the size, nature and complexity of these Chapter 11 Cases and the large number of parties involved, Stroock attorneys and employees, under my supervision and direction, have been and will continue to be engaged in an effort to identify all of Stroock's connections with the Debtors, their creditors, other parties-in-interest as well as their respective attorneys and accountants. While Stroock has undertaken such an effort, it is possible that connections with some parties-in-interest have not yet been identified and/or that Stroock is unable to state with certainty which of its clients (or such client's affiliates) hold claims or otherwise are parties in interest in these cases.. Accordingly, this Declaration will be

supplemented to the extent any information disclosed herein requires amendment or modification upon Stroock's completion of its review, or as additional information regarding parties-in-interest becomes available.

21. Stroock does not represent, and will not represent, any person or entity other than the Committee in matters related to the Chapter 11 Cases.

22. Stroock has no agreement with any entity to share any compensation received by Stroock in connection with these Chapter 11 Cases, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

23. I am not related, and to the best of my knowledge, no attorney at the firm has a connection with any United States Bankruptcy Judge for the Southern District of New York or to the United States Trustee for such district or any employee in the office thereof.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

24. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Stroock did not represent the Committee prior to the commencement of these Chapter 11 Cases.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Stroock is in the process of developing a prospective budget and staffing plan for the Committee's review and approval. Stroock expects that the Committee will maintain active oversight of Stroock's billing practices.

25. Stroock will use reasonable efforts to comply with the UST Guidelines.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

March 27, 2020

/s/ Erez E. Gilad

Erez E. Gilad

Partner, Stroock & Stroock & Lavan LLP

ANNEX 1

Potential Parties-in-Interest List

Debtor Entities

The McClatchy Company
Cypress Media, Inc.
Aboard Publishing, Inc.
Bellingham Herald Publishing, LLC
Belton Publishing Co, Inc.
Biscayne Bay Publishing, Inc.
The Bradenton Herald, Inc.
Cass County Publishing Co.
The Charlotte Observer Publishing Company
Columbus Ledger-Enquirer, Inc.
Cypress Media, LLC
East Coast Newspapers, Inc.
El Dorado Newspapers
Gulf Publishing Company, Inc.
Herald Custom Publishing of Mexico, S.de R.L. de C.V.
HLB Newspapers, Inc.
Idaho Statesman Publishing, LLC
Keltatim Publishing Co., Inc.
Keynoter Publishing Company, Inc.
Lee's Summit Journal, Inc.
Lexington H-L Services, Inc.
Macon Telegraph Publishing Company
Mail Advertising Corp.
McClatchy Big Valley, Inc.
McClatchy Interactive LLC
McClatchy Interactive West
McClatchy International Inc.
McClatchy Investment Company
McClatchy Management Services, Inc.
McClatchy News Services, Inc.
McClatchy Newspapers, Inc.
McClatchy Property, Inc.
McClatchy Resources, Inc.
McClatchy Shared Services, Inc.
McClatchy U.S.A., Inc.
Miami Herald Media Company
N & O Holdings, Inc.
The News and Observer Publishing Co.
Newsprint Ventures, Inc.
Nittany Printing and Publishing Co.
Nor-Tex Publishing, Inc.
Olympian Publishing, LLC
Olympic-Cascade Publishing, Inc.
Pacific Northwest Publishing Company, Inc.

Quad County Publishing, Inc.
San Luis Obispo Tribune, LLC
Star-Telegram Inc.
The State Media Company
The Sun Publishing Company, Inc.
Tacoma News, Inc.
Tribune Newsprint Company
Tru Measure, LLC
Wichita Eagle and Beacon Publishing
Company, Inc.
Wingate Paper Company

Non-Debtor Affiliates and Minority-Owned Affiliates

Camero Parent LLC
The Herald Charities, Inc.
The McClatchy Company Foundation
NextGen, LLC
Oak Street Redevelopment Corporation
The Observer Charities, Inc.
Partnership in Education, Inc.
Ponderay Newsprint Company
Seattle Times Company
Star-Telegram Charities, Inc.
The Sun News Educational Foundation, Inc.
TKG Internet Holdings II, LLC
Topix, LLC

Current Directors and Officers

Ballantine, Elizabeth
Barnes, Leroy
Berg, Tony
Dowis, Dan
Farr, Peter
Forman, Craig
Glines, Sara
Haimer, Darren
Joshi, Anjali
Lintecum, Elaine
Mahone, Rodney
Maloney Evangelisti, Molly

Manuel, Scott
McClatchy Maloney, Brown
McClatchy, Kevin
McClatchy, William B.
McConkey, Billie
Mitchell, Theodore
Ostler, Clyde
Pergam, Andrew
Roberts, Kristin
Thomas, Maria
Wortel, Gary

Former Directors and Officers

Borton, Sara
Burke, Sean
Caulkins, Ann
Friday, Rufus
Geiger, Terry
Grieve, Tim
Hendricks, Chris
Leithauser, Debra
Nussbaum, Kim

Ravindran, Vijay
Santostefano, Janet
Segal, Jeanne
Shepherd, Stephanie
Villoch, Alexandra
Wall, Shannon
Zeeck, David
Zieman, Mark

Restructuring Professionals and Special Counsel to the Debtors

Evercore, Inc.
FTI Consulting, Inc.
Groom Law Group, Chartered
Kurtzman Carson Consultants LLC
Skadden, Arps, Slate, Meagher & Flom LLP
Togut, Segal & Segal LLP

Professionals Used in Last Three Years

Allied Law Group
Armstrong Law Firm
ATRS Consulting Inc.
Baker Barwick Ravenel and Bender
Ballard Spahr LLP
Barkin Law Group LLP
Bower Law Associates, PLLC
Brooks Pierce
Brown Rudnick
Bruce A. Owdom
Bryant Miller Olive P.A.
Bussian Law Firm, PLLC
Cannata, Otoole, Fickes & Olson LLP
Carl F. Muller, Attorney at Law
Carlton Fields PA
CliftonLarsonAllen LLP
Cobalt LLP
Cotten Schmidt & Abbott, LLP
CPT Group, Inc.
CT Corporation System
Davis & Harman LLP
Davis Wright Tremaine LLP
Delbello Donnellan Weingarten Wise
Deloitte & Touche LLP
Diepenbrock Elkin Gleason LLP

Donald M Craven PC
Dowling Aaron Incorporated
Dowling, Aaron & Keeler, Inc.
Downey Brand Attorney LLP
Emmet, Marvin & Martin LLP
Eric Feig Entertainment & Media Law
Ernst & Young LLP
Essex Richards Attorneys at Law
Exequity LLP
Felderstein Fitzgerald Willoughby Pascuz
Fleeson Gooing Coulson & Kitch LLC
Fox Rothschild LLP
Gibson, Dunn & Crutcher LLP
Givens Purlsey LLP
Gladstone Place Partners LLC
Gordon Thomas Honeywell
Greenberg Traurig LLP
Gunderson Dettmer
Hagwood Adelman Tipton, PC
Haynes & Boone LLP
Hogan Lovells LLP
Holland & Hart LLP
Holland & Knight
Hopkins & Carley
Hull Barrett Pc

DLA Piper LLP US
Jay Allen Eisen Law Corporation
Jessica Jones Holcombe
John P Fleck
Jones Day
Jones Walker LLP
JP Morgan Chase Bank, N.A.
Katzke & Morgenbesser
Keller Rohrbach LLP
Kilpatrick Townsend & Stockton, LLP
Lathrop Gage Law Offices
Law Offices of Stephen J. Burns
Law Offices of William C. Hahey
LDiscovery TX, LLC
Lee Hecht Harrison LLC
Lee Litigation Group, PLLC
Levine Sullivan Koch & Schultz LLP
Lewis Brisbois Bisgaard & Smith LLP
Lewis Rice LLC
Manko, Gold, Katcher & Fox LLP
Maxwell E Kantsch
Mayer Brown LLP
McGuire Woods LLP
Mercer USA Inc
Miller Griffin and Marks
Milstein Law Group
Morningstar Law Group
Morris Nichols Arsht & Tunnell LLP
Neville Richards & Wuller
Noble Financial Capital Markets
O'Melveny & Myers LLP

Jassy Vick Carolan LLP
Orrick Herrington & Sutcliffe LLP
Paul Weiss Rifkind Wharton Garrison LLP
Pendergrass Law Firm, PLLC
Perkins Coie
Peterson Bernard
Polsinelli PC
Porzio Bromberg & Newman, PC
Ram & Olson LLP
Rawle & Henderson LLP
Reed Smith LLP
Rettig Forgetting Iller Bower LLP
Richards, Layton & Finger, P.A.
Rocaton Investment Advisors LLC
Ronald B Cox Attorney at Law
RSM US LLP
Shullman-Fugate PLLC
Steven Marc Soloman
Stevens Martin Vaughn & Tadych PLLC
Stoll Keenon Ogden PLLC
Summit Tax Consulting Inc.
The Meyers Law Firm LLC
Thomas & Locicero
Towers Watson
White & Case LLP
Wilson Sonsini Goodrich & Rosati
Wise Carter Child & Caraway
Wolf & Sultan
Wolfson Law Firm
Wyrick Robbins Yates & Ponton
Young Clement Rivers

Parties to Litigation

Blythe, Anne
Bowers, Eric
Carroll, Terra
Chastain, Clay
Ferro, Shelly
Guo, Wengui
Nunes, Devin
Rodeiro, Manuel
Sandoval, Hernando
Storm, Robert
Vibe-Ener, Johanna Maria
Williams, Dennis
Yang, Cindy

Parties to Litigation - Counsel

Biss, Stevin
Callahan & Blaine
Carroll, Terra
Dement Askew, LLP
Everett, Gaskins, Hancock LLP
Georgeson and Belardinelli
Goldenberg Heller & Antognoli, P.C.
Law Office of Eddy O. Marban
Law Offices of Bram Gechtman, PA
McConnell, Wagnor, Sykes & Stacey
Murray, Gilmur R
Palm Beach Law Offices
Ross & Voytas, LLC
Seiler Epstein Ziegler & Applegate, LLP
Silverio & Hall P.A.

Top 30 Creditors

Adobe Systems, Inc
Adswerve, Inc
Alorica Inc
Andrew Distribution Inc
Bank of New York Mellon
Brightcove Inc
Bulkley Dunton Publishing Group
Dallas Morning News
Datamatics Technologies
Dow Jones And Co Inc
Endava Inc
Facebook Inc
Gannett Supply Corporation
Google Inc
Infosys Bpo
Jobvite Inc
Johnson Controls
Linkedin Corporation
Pension Benefit Guaranty Corporation
Pruitt, Gary
Ryder Integrated Logistics
Simpli Fi Holdings Inc.
Site Impact LLC
Socialflow Inc.
Solo Printing Inc.
Solutions Through Software Inc.

Times News
Tribune Direct
Usa Today
Wipro Limited

Equity Holders of Greater Than 5%

Bestinver Gestion SA SGIIC
Bluestone Financial Ltd. / Spanish Broadcasting
Chatham Asset Management LLC
Cobas Asset Management SGIIC SA
Leon Cooperman
McClatchy, Charles K.
McClatchy, James B.
Maloney Stiles, Sue
Maloney Evangelisti, Molly

ABL Lender

Wells Fargo Bank, N.A.

First Lien Noteholders of Greater Than 5%

Bank of New York Mellon
Barclays PLC
Barclays Capital Inc.
Brigade Capital Management, LP
Chatham Asset Management, LLC
Goldman Sachs & Co, LLC
Goldman Sachs Bank USA
JPMorgan Chase Bank NA
J.P. Morgan Securities LLC
US Bank NA

Second and Third Lien Noteholders of Greater Than 5%

Chatham Asset Management, LLC

Unsecured Noteholders of Greater Than 5%

Bank of New York Mellon
BofA Securities, Inc.
Charles Schwab & Co., Inc.
JPMorgan Chase Bank NA
J.P. Morgan Securities LLC
Merrill Lynch, Pierce, Fenner & Smith
Incorporated

PNC Bank, NA
Wells Fargo Bank, NA
Wells Fargo Clearing Services, LLC

Indentured Trustees

The Bank of New York Mellon
Bank of Oklahoma

Underwriters of Securities

Credit Suisse Group AG
J.P. Morgan Securities LLC

Other Major Negotiating and Contract Counterparties

Choate, Hall & Stewart LLP
Citizens Bank, N.A.
Ducera Partners LLC
Encina Business Credit, LLC
Encina Business Credit SPV, LLC
GLC Advisors & Co., LLC
Jefferies LLC
Kramer Levin Naftalis & Frankel LLP
Morgan, Lewis & Bockius LLP
Paul Weiss Rifkind Wharton Garrison LLP
Reed Smith LLP
TD Bank, N.A.

Major Lease Counterparties

1235 Glenhaven Court LLC
7D Development at Herald Building, LLC
920 Warehouse Complex, Inc.
BCC Puyallup, LLC
Benjamin Evans Law Firm LLC
Berry Avenue, Inc., John Jackson, Jr., John
Jackson, Sr., Donald Ekstrom, Joanne Latona,
Francine Jackson dba 8200 Berry Associates
Betty Meyers
Bird Wingate, LLC
Blake Real Estate, Inc.
Bloch Keene LLC
BPMP Investments, LLC
C & L Properties

Caltronics Business Systems
Canon Solutions America, Inc.
Cherry Street Properties, LLC
Chiquita Brands L.L.C.
Church of the Resurrection -- United Methodist
City of Fresno
City of Sacramento
Clarke Investments, LP
Cluster Group LP
COECO Financial Services
Collegian, Inc.
D.J. Harrison Holdings, LLC
Dave Deison, CPA
David M. Smith
Digital Office Systems, Inc.
Echo Locum Tenens, Inc.
Edna Valley Office Building, LLC
Escallier-Kaljjan, LLC
Everbank Commercial Finance, Inc.
Fiduciary Properties, Inc.
First U.S. Community Credit Union, a
California Chartered Credit Union
FJM Sunrise Associates SPE, LLC
Ford Motor Credit Company, LLC
Gale Force Sports and Entertainment, LLC
Global Aeroleasing
GPA-I, LP
GreatAmerica Financial Services Corporation
GreatAmerica Leasing Corporation
Guess Road Station, Inc.
Haggen Talbot Co Limited Partnership
Highwoods Realty Limited Partnership
Hofmann Holdings, LP
ICC Owner, LLC
Ice-Masters, Inc.
JMVZ Enterprises, LLC
Karbank Holdings LLC
Kessinger/Hunter & Company, LC
La Mirage Kiffmann LLC
Lampton Realty Co.
LEAF Capital Funding, LLC
Legacy Properties
MailFinance, Inc.
Meece Rentals
Melbourne Distribution Center, LLC
Miller Enterprises of Manatee, Inc.
Minnix Ltd.

MPM Properties, LLC
NE Building, L.L.C.
Neopost
Nolabari, Inc.
Olive Drive West
OlivePark Professional Center LLC
Orlin C Munns
Paul & Susan R. Minck
Penske Logistics LLC
Penske Truck Leasing Co., L.P.
Principal Real Estate Investors
Quincey E. Cargile
Ralph L. Stancil and Louise N. Stancil
Randy Mosteller
Republic Services
Richard Gerbi
River Mill, LLC
Robert DiNapoli, Trustee and Karin DiNapoli,
Trustee
Rock Hill City Plaza, LLC
Ronald E. Toomajian and Gloria E. Toomajian
Declaration of Trust dated June 25, 2003
Ryder Truck Rentals, Inc.
RYLB FW Properties LP
SCG Perimeter Woods, LLC
Seagis CPK 1 LLC
Senn Profit Sharing and Agent for Lyon Trust
Shops at Nottingham Plaza, LLC
Sideline Properties II, LLC
South Forest Investors, LLC
Southern Commercial Properties, LLC
Spartina 449, LLC
State of Washington, Department of Enterprise
Services
State Street Leasing, LLC
Sundance Commercial LLC
Sundance Investments, L.L.L.P.
Texas Investments, LP
The Graham Companies
The Miles Foundation, Inc.
Timber Soma 925 L Street LP
TimePayment Corp.
Times Publishing Company
TMB Real Estate Investments, LLC
Trivest Properties, LLC
Ultrex
Urban Olympia 6 LLC

US Bank
W & B Properties
W. Kenan Rand, Jr.
WaterLogic
West Pak Equipment Co.
Westcore Northgate LP
WNS Global Services, Inc.
Xerox

Surety Bond Broker and Providers

Marsh LLC
Hartford Fire Insurance Company
Western Surety Company
The Ohio Casualty Insurance Company

Lienholders

Bank of New York Mellon
The Bank of New York Mellon Trust Company
Leaf Capital Funding, LLC
Tri-Lift NC, Inc.
U.S. Bank Equipment Finance
Wells Fargo, N.A.

Major Advertising Customers

Big 5 Sporting Goods Corporation
CVS Health Corporation
Dillard's, Inc.
Dollar General Corporation
Hobby Lobby Stores, Inc.
J. C. Penney Corporation, Inc.
Kohl's Corporation
Macy's, Inc.
Menard, Inc.
Michaels Stores, Inc.
News America Marketing
Rite Aid Corporation
Rooms To Go
Staples, Inc.
Total Wine & More
Target Corporation
Ulta Beauty, Inc.
Valassis Communications, Inc.
Walgreen Company

Walmart, Inc.

Major Vendors

A Marketing Resource, LLC
Ad2Pro Media Solutions Private Limited
Adobe Systems, Inc
AdPerfect Dynamic Advertising Solutions Ltd.
AdSwerve, Inc
Aetna Inc
After College Inc.
AGFA Corporation
Alorica, Inc.
Andrew Distribution Inc.
Andrews McMeel Syndication
Biscayne Marketing, Inc.
Blue Waters Marketing
CCI Europe
CDW Direct, LLC
Herald Tribune Media Group

JTS Direct LLC
Kencorp Ent, LLC
Marsh USA Inc
Masergy Communications Inc.
McBride & Fillner Ent, LLC
Mobile Circulation Group
MPP Global Solutions Inc
OSG Billing Services
Penske Logistics LLC

Centro Media, Inc.
Columbian Publishing Co
Courier Journal Inc.
The Dallas Morning News
Doodad Printing, LLC
Dow Jones and Co Inc
Endava Inc.
Facebook Inc.
Flint Group North America Corporation
Fujifilm North America Corp
Gannett Supply Corporation
Gatehouse Media GA Holdings Inc.
Global Ad Distribution LLC
Google Inc.
Handbill Printers LP
Professional Courier & Newspaper
Distribution Inc.
Riley Sales & Marketing
Ryder Integrated Logistics, Inc.
Simpli Fi Holdings Inc.
Solo Printing Inc
Solutions Through Software Inc
Sun Life Assurance Company
South Florida Sun Sentinel
Times News Media Group
Wipro Limited

Insurers

ACE American Insurance Company
Beazley Insurance Company, Inc.
Columbia Casualty Company (CNA)
Continental Insurance Co. (CNA)
Federal Insurance Co.
Fireman's Fund Insurance Co.
FM Global
Great American Insurance Co.
Liberty Mutual
Lloyd's Underwriters
Member Companies of Global Aerospace
Mutual Insurance Company Limited
National Union Fire Insurance Company of Pittsburgh, PA (AIG)
Old Republic Insurance Co

Principia (Lloyd's) / Argo Re Ltd. (Bermuda)
QBE Insurance Corporation
Safety National Casualty Corporation
The Charter Oak Fire Insurance Co (Travelers)
The Travelers Indemnity Company of America
Travelers Property Casualty Company of America
US Specialty Insurance Co.
Wright National Flood Insurance Co.
XL Specialty Insurance Co.
Zurich American Insurance Co.

Letters of Credit Beneficiaries

OWS CS V SPV, LLC
The Travelers Indemnity Company
State of Alaska

Employee Unions

Graphic Communications Conference, International Brotherhood of Teamsters, Local 493M
The Lexington Newspaper Guild, Communications Workers of America Local 33229 Pacific
Media Workers Guild Local 39521

Bankruptcy Judges for SDNY

Chief Justice Cecelia G Morris
Judge Stuart M Bernstein
Judge Shelley C. Chapman
Judge Robert D. Drain
Judge James L. Garrity Jr.
Judge Martin Glenn
Judge Robert E Grossman
Judge Sean H. Lane
Judge Mary Kay Vyskocil
Judge Michael E. Wiles

US Trustees for SDNY

Allen, Joseph
Black, Christine
Harrington, William K.
Leonhard, Alicia
Penpraze, Lisa
Riffkin, Linda
Schmitt, Kathleen
Van Baalen, Guy A

Additional Parties Made Known

Judge Kevin J. Carey
Benjamin J. Higgins
Brian S. Masumoto
George Riggs
Former Knight Ridder and McClatchy Salaried
Employees Association
Endava, Inc.
Gannett Supply Corporation
Gannett Publishing Services LLC
West Penn Power Company
Florida Power & Light Company
Evergy, Inc.
Frank R.J. Whittaker
Timothy M. Kelly
Joseph M. Visci
TN Dept of Revenue
Wells Fargo Vendor Financial Services, LLC
f/k/a GE Capital Information Technology
Solutions c/o A Ricoh USA Program f/d/b/a
IKON Financial Service
The News Guild-CWA on behalf of itself,
Local 33229 and Local 39521, and CWA Local
3108
The County of Denton, Texas
BOKF, N.A.
Dow Jones & Company, Inc.
Pension Benefit Guaranty Corporation
Brightcove Inc.
Ken Burton, Jr., Manatee County Tax Collector
Missouri Department of Revenue
Benjamin J. Higgins
Joanna Culley, as Guardian of the Estate of
Dennis Leroy Williams, Disabled
Crowley ISD, Arlington ISD
City of Grapevine, Grapevine-Colleyville ISD
Wilmington Savings Fund Society, FSB
Albany Road-Corporate Drive LLC
Joanna Culley, as Guardian of the Estate of
Dennis Leroy Williams, Disabled
Crowley ISD, Arlington ISD
City of Grapevine, Grapevine-Colleyville ISD

ANNEX 2

Connections to Potential Parties-in-Interest

Connections to Potential Parties-in-Interest

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
ACE American Insurance Company	Insurers	Affiliate or Subsidiary of Former Client
Bank of New York Mellon	Top 30 Creditors First Lien Noteholders of Greater Than 5% Unsecured Noteholders of Greater Than 5% Lienholders	Former Client
Barclays Capital Inc.	First Lien Noteholders of Greater Than 5%	Affiliate or Subsidiary of Current Client
Barclays PLC	First Lien Noteholders of Greater Than 5%	Affiliate or Subsidiary of Current Client
Bluestone Financial Ltd. / Spanish Broadcasting	Equity Holders of Greater Than 5%	Former Client
BofA Securities, Inc.	Unsecured Noteholders of Greater Than 5%	Affiliate or Subsidiary of Current Client
Brigade Capital Management	First Lien Noteholders of Greater Than 5%	Current Client
Columbia Casualty Company (CNA)	Insurers	Current Client
Continental Insurance Co. (CNA)	Insurers	Current Client
Federal Insurance Co.	Insurers	Former Client
Fujifilm North America Corp	Major Vendors	Former Client

¹ This column lists the persons or entities identified in the Debtors' Potential Parties in Interest List and certain other potential parties-in-interest currently known to Stroock based on publicly available information. There may be certain entities for which Stroock was unable to determine whether a Stroock client constituted an affiliate of such entities. In certain circumstances, Stroock has assumed that certain parties that utilized similar corporate names were affiliated for purposes of this Declaration.

² This column lists the relationship(s) between the party and the Debtors as reported by the Debtors.

³ The term "Current Client" refers to any person or entity for which there are, as of the Petition Date, active matters on which Stroock is engaged; the term "Former Client" refers to any person or entity for which there are no active matters as of the Petition Date, but time was posted in the three-year period prior to the Petition Date and the client representation has terminated or was closed. Please note that the identification of a party-in-interest herein is not an admission of a conflict, disabling or otherwise. Any matter for which time has not been posted by a Stroock timekeeper during the three-year period prior to the Petition Date has not been disclosed.

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
Goldman Sachs & Co, LLC	First Lien Noteholders of Greater Than 5%	Current Client
Goldman Sachs Bank USA	First Lien Noteholders of Greater Than 5%	Current Client
JPMorgan Chase Bank NA	First Lien Noteholders of Greater Than 5%	Current Client
J.P. Morgan Securities LLC	First Lien Noteholders of Greater Than 5% Unsecured Noteholders of Greater Than 5% Underwriters of Securities	Affiliate or Subsidiary of Current Client
Jefferies LLC	Other Major Negotiating and Contract Counterparties	Affiliate or Subsidiary of Former Client
Jones Day	Professionals Used in Last Three Years	Former Client
Liberty Mutual	Insurers	Current Client
Macy's Inc.	Major Advertising Customers	Former Client
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Unsecured Noteholders of Greater Than 5%	Current Client
National Union Fire Insurance Company of Pittsburgh, PA (AIG)	Insurers	Current Client
QBE Insurance Corporation	Insurers	Former Client
The Charter Oak Fire Insurance Co (Travelers)	Insurers	Current Client
The Travelers Indemnity Company	Letters of Credit Beneficiaries	Current Client
The Travelers Indemnity Company of America	Insurers	Current Client
The Travelers Property Indemnity Company	Insurers	Current Client

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
Towers Watson	Professionals Used in Last Three Years	Current Client
U.S. Bank Equipment Finance	Lienholders	Affiliate or Subsidiary of Current Client.
US Bank NA	First Lien Noteholders of Greater Than 5% Major Lease Counterparty	Current Client
Wells Fargo Bank, N.A.	ABL Lender Unsecured Noteholders of Greater Than 5% Lienholders	Former Client
Wells Fargo Clearing Services, LLC	Unsecured Noteholders of Greater Than 5%	Affiliate or Subsidiary of Former Client
Wilmington Savings Fund Society, FSB	Indenture Trustee for the 7.15% Debentures due November 1, 2027 and the 6.875% Debentures due March 15, 2029	Current Client
XL Specialty Insurance Co.	Insurers	Affiliate or Subsidiary of Current Client

EXHIBIT C

Declaration of Patrick J. Healy

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

----- X
In re:

THE McCLATCHY COMPANY, *et al.*,

Debtors.¹
----- X

:
:
:
:
:
:
:
:

Chapter 11

Case No. 20-10418 (MEW)

(Jointly Administered)

**DECLARATION OF PATRICK J. HEALY IN SUPPORT OF APPLICATION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF STROOCK & STROOCK & LAVAN LLP AS COUNSEL,
NUNC PRO TUNC TO FEBRUARY 26, 2020**

Patrick J. Healy, under penalty of perjury, declares:

1. I, Patrick J. Healy, am the duly authorized representative of Wilmington Savings Fund Society, FSB, as the successor indenture trustee for the 2027 and 2029 Debentures (the “Indenture Trustee”), a member of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned cases.

2. As one of the Chairs of the Committee, I am authorized to make this Declaration in support of the Committee’s application (the “Application”)² for authorization to employ and retain Stroock & Stroock & Lavan LLP (“Stroock”) as counsel to the Committee pursuant to Section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014, and Local Bankruptcy Rule 2014-1.

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, which are being jointly administered, 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’ claims and noticing agent at <http://www.kccellc.net/McClatchy>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 2100 Q Street, Sacramento, California 95816.

² Each capitalized term that is not defined herein shall have the meaning ascribed to such term in the Application.

3. This Declaration is provided pursuant to the UST Guidelines. Except as otherwise noted herein, all facts in this Declaration are based on my personal knowledge and belief of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by Stroock.

4. I am informed by Stroock that Paragraph D.2. of the UST Guidelines requires that any application for employment of an attorney under 11 U.S.C. § 1103 be accompanied by a verified statement from the client that addresses the following:

- (a) The identity and position of the person making the verification. The person ordinarily should be the general counsel of the debtor or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- (b) The steps taken by the client to ensure that the applicant's billing rates and material terms for the engagement are comparable to the applicant's billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- (c) The number of firms the client interviewed.
- (d) If the billing rates are not comparable to the applicant's billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- (e) The procedures the client has established to supervise the applicant's fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

IDENTITY OF DECLARANT

19. On February 26, 2020, the Office of the United States Trustee for Region 2 for the Southern District of New York (the "U.S. Trustee") appointed the Committee. The Committee is currently comprised of the following entities: (i) Dow Jones & Company, Inc.; (ii) Lorianne E. Sawin; (iii) P. Anthony Ridder; (iv) Pension Benefit Guaranty Corporation; (v) The

News Guild-CWA; (vi) Wilmington Savings Fund Society, FSB, as Indenture Trustee for the 2027 and 2029 Debentures; and (vii) Wipro Limited. [Docket No. 114] On February 26, 2020, shortly after its formation, the Committee selected Stroock to serve as its counsel, subject to this Court's approval. Also on February 26, 2020, the Committee selected Berkeley Research Group, LLC to serve as its primary financial advisor and Dundon Advisers, LLC to serve as its co-financial advisor, and on March 9, 2020, the Committee selected Moelis & Company to serve as its investment banker, in each case, subject to this Court's approval.

5. As a Senior Vice President and Director of Global Bankruptcy, Debt and Agency Services for Wilmington Savings Fund Society, FSB, the Indenture Trustee for the 2027 and 2029 Debentures, and a member of the Committee, I was directly involved in the Committee's decision to retain Stroock and actively participated in negotiating the terms of Stroock's employment together with the other members of the Committee.

STEPS TAKEN TO ENSURE THE COMPARABILITY OF ENGAGEMENT TERMS

6. Stroock has informed the Committee that its rates for bankruptcy representations are comparable to the rates Stroock charges for non-bankruptcy representations, and that Stroock endeavors to set its hourly rates for attorneys and paraprofessionals at levels competitive to those charged by peer firms.

COMMITTEE'S SELECTION OF COUNSEL

7. Following its formation, the Committee selected five law firms to interview to represent the Committee as lead bankruptcy counsel in these cases. After interviewing these firms, the Committee found Stroock to be uniquely qualified for the present engagement and selected Stroock as its counsel. As described in the Application and the Gilad Declaration, Stroock maintains a broad-based, nationwide practice and has a long history of representing official committees (and other parties-in-interest) in large, complex chapter 11

cases. Therefore, it is the Committee's opinion that Stroock's capabilities and expertise will enable it to faithfully and competently fulfill its responsibilities to the Committee.

RATE STRUCTURE

8. Stroock has informed the Committee that its hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. Stroock has advised the Committee that it will inform the Committee of any such adjustments.

COST SUPERVISION

9. The Committee recognizes its responsibility to closely monitor Stroock's billing practices to ensure the fees and expenses charged are consistent with the Committee's expectations and the exigencies of these Chapter 11 Cases. Accordingly, the Committee will work with Stroock to develop a prospective budget and staffing plan, which the Committee intends to review on an ongoing basis, as necessary. The Committee will also review Stroock's invoices and any applications for payment of fees and reimbursement of expenses that it submits to the Court. In addition, Stroock's fees and expenses will be subject to this Court's review and approval pursuant to any procedures that may be or have already been established by the Court in these Chapter 11 Cases.

10. Nothing contained herein is intended to limit Stroock's ability to request allowance and payment of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331, nor to restrict Stroock's right to defend against any objection raised to the allowance or payment of such fees, nor to restrict the Committee's right to use conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party-in-interest, such as the U.S. Trustee.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing
is true and correct to the best of my knowledge and belief.

March 27, 2020

By: /s/ Patrick J. Healy
Patrick J. Healy
Senior Vice President and Director of Global
Bankruptcy, Debt and Agency Services

Wilmington Savings Fund Society, FSB,
solely in its capacity as a Chair of the Official
Committee of Unsecured Creditors of The
McClatchy Company, *et al.*

SIGNATURE PAGE TO DECLARATION OF PATRICK J. HEALY IN SUPPORT OF APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF STROOCK &
STROOCK & LAVAN LLP AS COUNSEL, *NUNC PRO TUNC* TO FEBRUARY 26, 2020