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

In re)	
)	Chapter 11
)	
The McClatchy Company, <i>et al.</i> , ¹)	Case No. 20-10418 (MEW)
)	
Debtors.)	Jointly Administered
)	

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF BERKELEY RESEARCH GROUP, LLC AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO FEBRUARY 26, 2020**

The Official Committee of Unsecured Creditors (the “Committee”) of The McClatchy Corporation, *et al.*, as debtors and debtors-in-possession in these proceedings (the “Debtors”) hereby files this application (this “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, pursuant to sections 328(a) and 1103(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules

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 jointly administered chapter 11 cases, 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>.



for the Southern District of New York (the “Local Rules”) authorizing the retention and employment of Berkeley Research Group, LLC (“BRG”) as its financial advisor effective as of February 26, 2020. In support of the Application, the Committee also filed the *Declaration of Christopher J. Kearns in Support of the Application for Entry of an Order Authorizing the Employment and Retention of Berkeley Research Group, LLC as Financial Advisor to the Official Committee of Unsecured Creditors, Nunc Pro Tunc to February 26, 2020* (the “Kearns Declaration”), attached hereto as **Exhibit B**, and the *Declaration of Charles F. Goodrich in Support of Application for Entry of an Order Authorizing the Employment and Retention of Berkeley Research Group, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to February 26, 2020* (the “Goodrich Declaration”), attached hereto as **Exhibit B3**.

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction to consider and grant the relief requested herein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1.

BACKGROUND

2. On February 13, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Cases”) with the Court. The Debtors are authorized to continue operating their businesses and managing their properties as

debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Cases. The Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

3. On February 26, 2020, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) selected the Committee members. The Committee is presently comprised of the following members: (i) Dow Jones & Company, Inc.; (ii) Lorianne E. Sawin; (iii) P. Anthony Ridder; (iv) Pension Benefit Guarantee Corporation; (v) The News Guild-CWA; (vi) Wilmington Savings Fund Society, FSB; and (vii) Wipro Limited.

4. On February 26, 2020, the Committee selected BRG to serve as its primary financial advisor. The Committee also selected Stroock & Stroock & Lavan (“Stroock” or “Counsel”) to serve as its legal counsel, Dundon Advisers LLC (“DA”) to serve as its co-financial advisor with a more limited scope as set forth in DA’s retention application, and Moelis & Company (“Moelis”) to serve as its investment banker.

REQUESTED RELIEF AND REASONS THEREFOR

5. The Committee respectfully requests entry of an order pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code authorizing BRG to perform financial advisory services for the Committee that will be necessary during these Cases. The Debtors are a large, complex enterprise, and the Committee requires the services of an experienced financial advisor such as BRG to provide financial advisory services that are critical to the success of the case.

6. Immediately upon its selection, BRG commenced work on several time-sensitive matters and promptly devoted substantial resources to these cases pending submission and approval of this Application. To allow BRG to be compensated for work performed prior to and

after the submission of the Application, the Committee seeks to employ and retain BRG as its financial advisor *nunc pro tunc* to February 26, 2020.

A. Qualifications of Professionals

7. BRG has significant qualifications and experience in providing the services contemplated herein. BRG's Corporate Finance practice consists of senior financial, management consulting, accounting, and other professionals who specialize in providing restructuring, transaction advisory, litigation support, solvency, and valuation assistance and providing a focus on viable solutions that maximize value for companies and creditors, typically in distressed business settings. BRG has acted as financial advisor, crisis manager, and corporate officer in middle market to large multinational restructurings across a wide array of industries. BRG's services include forensic analysis, plan development and implementation, and advice on sale/merger transactions. Moreover, the professionals at BRG have assisted and advised debtors, independent boards, creditors, creditors' committees, bondholders, investors, and others in numerous bankruptcy cases, including Verity Health System of California; Nine West Holdings, Inc., 21st Century Oncology Holdings, Inc., The Weinstein Company, Real Industry/ Real Alloy, Peabody Energy Corporation, Specialty Retail Shops Holding Corp. (a.k.a. Shopko), Sabine Oil & Gas Corp, Samuels Jewelers, M&G USA Corporation, Arch Coal Inc., Brookstone Holding Corp., MF Global Holdings, Ltd., Chrysler (a.k.a. Old Carco LLC), Molycorp Inc., Reichhold Holdings US, Inc., Refco, Inc., Tropicana Entertainment, LLC, Spiegel Inc., W.R. Grace, Penson Worldwide, SemGroup, and Nortel.² BRG also has extensive experience advising companies and creditors in the publishing industry.

² The professionals were employed in certain of these engagements prior to joining BRG.

8. The Committee chose BRG to act as its primary financial advisor in these Cases based in large part on the experience outlined above. The Committee believes that BRG's services are necessary to enable the Committee to assess and monitor the Debtors' restructuring efforts in furtherance of the Committee's obligations to protect the interests of and maximize value for all unsecured creditors. Moreover, based on the experience of BRG's professionals in large, complex chapter 11 cases, the Committee believes that BRG is well-qualified to provide such services in a cost-effective, efficient and timely manner.

B. Services to be Rendered

9. BRG will provide such financial advisory services to the Committee and its legal advisors as they deem appropriate and necessary to advise the Committee during the course of these Cases. BRG intends to communicate regularly with the Committee and its legal advisors to ensure that the actual financial advisory services performed are appropriate based on the status of the case and needs of the Committee.

10. The services to be provided by BRG will be at the request and direction of the Committee, so as to avoid duplicative efforts among the Committee's professionals retained in the Cases. BRG will coordinate the execution of its services with Committee counsel and DA, who also has been selected by the Committee to perform certain financial advisory services for the Committee to minimize or eliminate any duplication of effort. BRG will also coordinate with Moelis, who has been selected by the Committee to perform investment banking services. The investment banking services that Moelis is to provide to the Committee are separate and distinct from the restructuring and financial advisory services that BRG will be providing to the Committee.

11. The services to be rendered by BRG, which services may be subject to modification at the Committee's request, are necessary to enable the Committee to faithfully

execute its statutory duties to unsecured creditors. Subject to further order of this Court, the Committee has requested that BRG render the following financial advisory services:

- a) Advise and assist the Committee in its analysis and monitoring of the historical, current and projected financial affairs of the Debtors, including, schedules of assets and liabilities and statements of financial affairs;
- b) Develop and issue periodic monitoring reports to enable the Committee to evaluate effectively the Debtors' performance relative to projections and any relevant operational issues, including liquidity, on an ongoing basis;
- c) Evaluate relief requested in cash management motion, including proper controls related to and financial transparency into intercompany and related party transactions;
- d) Analyze both historical and ongoing related party transactions and or material unusual transactions of the Debtors. Such analysis to include developing an oversight protocol with the Debtors' advisors to closely monitor such transactions to prevent value leakage;
- e) Scrutinize cash disbursements on an on-going basis for the period subsequent to the commencement of these cases;
- f) Advise the Committee and Counsel in evaluating any court motions, applications, or other forms of relief, filed or to be filed by the Debtors, or any other parties-in-interest;
- g) Analyze the Debtors' assets (tangible and intangible) and possible recoveries to creditor constituencies under various scenarios and developing strategies to maximize recoveries;
- h) Attend Committee meetings and court hearings as may be required;
- i) Review and provide analyses of any bankruptcy plan and disclosure statement relating to the Debtors, and if appropriate, the development of any bankruptcy plans proposed by the Committee to assess their achievability;
- j) Assist and advise the Committee in connection with the mediation ordered in these Cases;
- k) Advise and assist the Committee in its assessment of the Debtors' employee needs and related costs, including the proposed employee retention plan

and any subsequent proposed employee retention or incentive plans to ensure they are appropriate plans in the context of the case;

l) Assist Counsel in evaluating all purported lien claims by creditors, including the validity and enforcement of such claims;

m) Monitor Debtors' claims management process, including analyzing claims and guarantees, and summarizing claims by entity;

n) Advise the Committee in connection with any potential claims and causes of action, including preference payments, illegal dividends, fraudulent conveyances, and other potential causes of action that the Debtors' estates may hold against insiders and/or third parties;

o) Assist with the development and review of a cost/benefit analysis with respect to the assumption or rejection of various executory contracts and leases;

p) Assist with the review of any tax issues associated with, for example, claims/stock trading, preservation of net operating losses, and refunds from any plan of reorganization and/or asset sales;

q) Perform other matters as may be requested by the Committee from time to time, including rendering expert testimony, issuing expert reports and/or preparing for litigation, valuation and/or forensic analyses that have not yet been identified but as may be requested from time to time by the Committee and its Counsel.

In addition to services related to these areas, BRG understands that it may be requested to participate, at the Committee's request and to the extent appropriate, in meetings and discussions with the Committee, the Debtors, the mediator assigned in conjunction with these cases, and the other parties-in-interest and with their respective professionals.

12. The Committee believes that if this Court approves the employment of BRG, Dundon Advisers and Moelis, these firms will allocate their delivery of services to the Committee so as to avoid any unnecessary duplication of services. The Committee has discussed with BRG, Dundon Advisers and Moelis the appropriate and efficient methods for the allocation of services and responsibilities between the firms and its other professionals. BRG, as primary

financial advisor, will focus on advising the Committee with respect to the Debtors' operational performance (including evaluating the Debtors' budgets, forecasts, financial statements, and business plans), analyzing the Debtors' assets and liabilities (including the Debtors' Schedules and Statements of Financial Affairs, when filed), assisting the Committee's professionals with the lien and asset review, and identifying unencumbered assets, including potential avoidance actions and other claims and causes of action that may belong to the Debtors' estates for the benefit of general unsecured creditors. Dundon Advisers, as co-financial advisor, will have a more narrow focus, primarily analyzing the Debtors' prepetition transactions, including, in particular, the credit default swaps or other derivative positions of principal parties to the proposed or completed transactions, in connection with identifying, valuing and pursuing claims and causes of action, and advising the Committee with respect to the same. Moelis, as investment banker, will focus on advising the Committee with respect to, *inter alia*, analyzing the Debtors' capital structure, evaluating the Debtors' business plan, providing a valuation analysis of the Debtors' businesses, evaluating proposed or alternative financings, and evaluating proposed or alternative plan proposals and structures. Ultimately, BRG, Dundon Advisers and Moelis recognize the difficulty in predicting how these complex chapter 11 cases will proceed. As such, they will undertake to coordinate their services to the Committee to avoid or minimize unnecessary duplication of services. The Committee firmly believes that considering the size and complexity of these cases and the various interests involved, representation of the Committee by BRG, Dundon Advisers and Moelis is necessary and in the best interests of the Committee.

13. BRG will coordinate all tasks with the Committee, Counsel, and the Committee's other professionals to achieve case efficiencies and avoid duplication of efforts. The Committee believes it is necessary to employ BRG as its financial advisor to render the foregoing

professional services. In light of BRG's substantial experience and expertise and the complex nature of the Debtors' business and financial affairs, the Committee believes that BRG is well qualified to advise it in these Cases.

14. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the extent that, with the prior consent of the Committee, it uses the services of independent contractors or subcontractors ("Contractors") in these cases, pass-through the cost of Contractors to the Debtors at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks as required for BRG; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

15. Effective as of February 26, 2020, with the consent of the Committee, BRG has entered into a consulting agreement (the "Consulting Agreement") with Mr. Charles F. Goodrich ("Mr. Goodrich" or the "Contractor"). The Committee and BRG have discussed and determined the need for Mr. Goodrich's services in conjunction with the Cases.

16. The Committee understands that BRG has entered into the Consulting Agreement pursuant to the terms of the Bankruptcy Code, the Bankruptcy Rules and the terms of the Application, and will (i) pass through the cost of the Contractor to the Debtors at the same rate that BRG pays the Contractor; and (ii) seek reimbursement for actual costs only. The Committee further understands that the Contractor will record its time in accordance with the standards required by Bankruptcy Rule 2016, and the invoices for the Contractor's services will be included with BRG's fee applications.

17. BRG affirms that the Contractor has completed a conflict check and that Mr. Goodrich is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy

Code, as further laid out in the Kearns Declaration and in Mr. Goodrich's declaration attached thereto as Exhibit B3.

C. Indemnification and Limitation of Liability

18. The Committee understands that BRG's decision to accept this engagement is contingent upon its ability to be retained in accordance with the terms and conditions set forth below.

19. In connection with BRG's engagement to provide financial advisory services to the Committee, BRG seeks to be indemnified and held harmless by the Debtors against any and all losses, claims, damages, liabilities, penalties, judgments, awards, costs, fees, expenses and disbursements including, without limitation, defending any action, suit, proceedings or investigation (whether or not in connection with proceedings or litigation in which BRG is a party), directly or indirectly, caused by, relating to, based upon, arising out of or in connection with the engagement of BRG hereunder or any services rendered pursuant to such engagement or any claim, litigation, investigation or proceeding relating to the foregoing, whether based on contract, tort or any other theory, whether brought by a third party or by the Debtors or its affiliates, and regardless of whether BRG is a party thereto, unless there is a final non-appealable order of a court of competent jurisdiction finding BRG directly liable for bad faith, gross negligence or willful misconduct. The foregoing indemnification obligations of the Debtors shall survive any termination of this engagement. These indemnification provisions extend to the principals, employees, representatives, agents, independent contractors, counsel and affiliates of BRG. All requests for payment of indemnity provided herein shall be made by means of an application and review of the Bankruptcy Court in accordance with an order of the Bankruptcy Court approving the Committee's engagement of BRG. BRG acknowledges that neither the

Committee nor any of its individual members shall have any liability hereunder for the indemnification in favor of BRG by the Debtors.

20. The Committee has agreed that BRG shall not be liable for any delays resulting from circumstances or causes beyond its reasonable control, including, without limitation, fire or other casualty, act of God, strike or labor dispute, war or other violence, or any law, order or requirement of any governmental agency or authority.

21. The Committee has agreed that BRG shall not be liable for any consequential, incidental, special or punitive damages, except in the case of BRG's own willful misconduct, gross negligence and/or bad faith.

22. The indemnification and limitation of liability discussed above includes qualifications and limitations on the indemnifications and limitation on liability provisions that are customary in chapter 11 cases in New York. Accordingly, the Committee and BRG believe that the Indemnity is customary and reasonable for engagements of this type and should be approved.

D. Disinterestedness of Professionals

23. To the best of the Committee's knowledge and based upon and subject to the disclosures made in the Kearns Declaration filed contemporaneously herewith, BRG is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and the Committee is satisfied that (i) BRG represents no interest adverse to the Committee, the Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged and that its employment is in the best interest of the estates; (ii) BRG and the Managing Directors and Directors of BRG do not have any financial interest or business with the Debtors; (iii) BRG has no connection with the United States Trustee or any other person employed in the office of the United States Trustee; and (iv) BRG has no connection with the bankruptcy judge approving the

employment of BRG as the Committee's financial advisor. BRG has not provided, and will not provide, any professional services to the Debtors, any other creditors, other parties in interest, or their respective attorneys and accountants with regard to any matter related to these Cases.

24. From time to time, BRG may be asked to value and manage the liquidation of assets of investment funds. Such investment funds could, from time to time, take positions in debt or equity of the Debtors, without BRG's knowledge or consent. BRG has no pecuniary interest in such investment funds, nor will BRG profit from the value realized from the sale of their assets. To the extent any employee of BRG is utilized for valuation expertise and/or given access to confidential information of the Debtors, for the duration of this engagement that employee will not perform any valuation work on any debt or equity securities of the Debtors for any investment fund. Under such circumstances, if BRG is providing valuation work on any debt or equity securities of the Debtors for any investment fund for the duration of this engagement, then the BRG employee undertaking such work will be restricted and have no access to the confidential information of the Debtors.

E. Professional Compensation

25. BRG has advised the Committee that it intends to charge its standard hourly rates for professional services rendered, plus reimbursement of actual and necessary expenses incurred by BRG. The professional fees shall be calculated by multiplying the hours worked by the standard hourly billing rates in effect for the specific personnel involved. The hourly rates charged by BRG for the services provided by its personnel differ based upon, among other things, each professional's level of experience, geographic differentials, and the types of services being provided. In the ordinary course of business, BRG periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience, and increases in the cost of doing business.

26. BRG has advised the Committee that its fees will be commensurate with the fees charged to its other clients and in other cases of this size (provided such clients are billed hourly). BRG has also advised the Committee that it intends to make application to the Court for allowance of its fees and expenses. BRG's compensation for services rendered on behalf of the Committee shall be fixed by the Court after due application. BRG intends to apply to the Court for compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the terms of any order establishing procedures for interim compensation that may be entered in the Cases. BRG's compensation for services rendered on behalf of the Committee shall be fixed by the Court after due application.

27. For professional services, fees are usually based on BRG's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The current standard hourly rates for BRG personnel that will work on this engagement are as follows:

Title	Current Rates
Managing Director	\$825 - \$1,095
Director	\$625 - \$835
Professional Staff	\$295 - \$740
Support Staff	\$135 - \$260

These hourly rates are subject to periodic adjustment, which shall be noted on the invoices for the first time period in which the revised rates become effective. The standard hourly rates for the BRG professionals anticipated to be assigned to this engagement are as follows: Christopher Kearns (\$1,095), David Galfus (\$1,040), Jack Surdoval (\$865), Joe Woodmansee (\$635), Jay

Wu (\$465), Charles Goodrich (Independent Contractor) (\$400), John Witkowski (\$375), and Aldo Dianderas (\$365). BRG believes that its standard hourly rates are at or below those of firms it considers its peers.

28. Consistent with BRG's policy with respect to its other clients, BRG will charge for all other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, certain fees and expenses related to our legal counsel, any applicable sales or excise taxes, and other direct expenses. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately.

29. BRG will also request compensation for any time and expenses that may be incurred in considering or responding to discovery requests or other requests for documents or information, or in participating as a witness or otherwise in any legal, regulatory, or other proceedings, including, without limitation, those other than the instant matter, as a result of BRG's performance of these services.

30. BRG acknowledges that neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to Counsel), shall be liable for the fees, expenses or other amounts payable to BRG.

31. Regardless of the time and manner of interim compensation, BRG understands that, subject to this Court's orders, BRG will be required to follow the procedures for final allowance of fees at the end of the bankruptcy cases.

32. No promises have been received by BRG, nor any employee or independent contractor thereof, as to payment or compensation in connection with these cases other than in

accordance with the provisions of the Bankruptcy Code. Except for internal agreements among the employees and exclusive independent contractors of BRG regarding the sharing of revenue or compensation, neither BRG nor any of its employees or independent contractors has entered into an agreement or understanding to share compensation with any other entity as described in Bankruptcy Rule 2016.

NOTICE

33. Notice of this Application is being 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, in light of the nature of the relief requested, no further notice is necessary or required.

NO PRIOR REQUEST

34. No prior application has been made in this or any other court.

35. The Committee submits that this Application does not present novel issues of law requiring the citation to any authority, other than the statutes and rules cited above and, accordingly, submits that no brief is necessary.

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WHEREFORE, the Committee hereby respectfully requests that it be authorized to retain and employ BRG as its financial advisor *nunc pro tunc* to February 26, 2020 and that BRG be paid such compensation as may be allowed by this Court, and for such other further relief as is deemed just and proper.

Date: March 27, 2020

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

/s/ Patrick J. Healy

Wilmington Savings Fund Society, FSB

By: Patrick J. Healy

Solely in its capacity as a Chair of the Official
Committee of Unsecured Creditors of The
McClatchy Company, *et al.*, and not in any other
capacity

Exhibit A

Proposed Order

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

In re)	
)	Chapter 11
)	
The McClatchy Company, <i>et al.</i> , ¹)	Case No. 20-10418 (MEW)
)	
Debtors.)	Jointly Administered
)	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
BERKELEY RESEARCH GROUP, LLC AS FINANCIAL ADVISOR FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO FEBRUARY 26, 2020**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of The McClatchy Company, *et al.*, as debtors and debtors-in-possession in these proceedings (the “Debtors”), for entry of an order authorizing the Committee to employ and retain Berkeley Research Group, LLC (“BRG”) as financial advisor *nunc pro tunc* to February 26, 2020, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code; and upon the Declaration of Christopher J. Kearns of BRG (the “Kearns Declaration”) attached to the Application as **Exhibit B**; and upon the Declaration of Charles F. Goodrich, as contractor to BRG (the “Goodrich Declaration”) attached to the Application as **Exhibit B3**; and the Court having jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334 to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on 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 jointly administered chapter 11 cases, 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>.

representations made in the Application, the Kearns Declaration and the Goodrich Declaration, that BRG does not represent or hold any interest adverse to the Committee or the Debtors' estates as to the matters upon which BRG has been and is to be employed, and that BRG is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application, in the Kearns Declaration and the Goodrich Declaration, and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent set forth herein.
2. In accordance with sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and retain BRG as its financial advisor, *nunc pro tunc* to February 26, 2020, on the terms and conditions set forth in the Application and in the Kearns Declaration.
3. BRG is authorized to perform the services set forth in the Application.
4. The following indemnification provisions are approved:
 - (a) BRG shall be indemnified and held harmless by the Debtors against any and all losses, claims, damages, liabilities, penalties, judgments, awards, costs, fees, expenses and disbursements including, without limitation, defending any action, suit, proceedings or investigation (whether or not in connection with proceedings or litigation in which BRG is a party), directly or indirectly, caused by, relating to, based upon, arising out of or in connection with the engagement of BRG hereunder or any services rendered pursuant to such engagement or any claim, litigation, investigation or proceeding relating to the foregoing, whether based on

contract, tort or any other theory, whether brought by a third party or by the Debtors or its affiliates, and regardless of whether BRG is a party thereto, unless there is a final non-appealable order of a court of competent jurisdiction finding BRG directly liable for bad faith, gross negligence or willful misconduct. The foregoing indemnification obligations of the Debtors shall survive any termination of this engagement. These indemnification provisions extend to the principals, employees, representatives, agents, independent contractors, counsel and affiliates of BRG.

- (b) BRG acknowledges that neither the Committee nor any of its individual members shall have any liability hereunder for the indemnification in favor of BRG by the Debtors.
- (c) BRG shall not be liable for any delays resulting from circumstances or causes beyond its reasonable control, including, without limitation, fire or other casualty, act of God, strike or labor dispute, war or other violence, or any law, order or requirement of any governmental agency or authority.
- (d) BRG shall not be liable for any consequential, incidental, special or punitive damages, except in the case of BRG's own willful misconduct, gross negligence and/or bad faith.
- (e) All requests for payment of indemnity, contribution, or otherwise pursuant to the Application shall be made by means of an interim or final fee application and shall be subject to the approval of, and review by, the Court to ensure that such payment conforms to the terms of the Application, the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the orders of this Court, and is reasonable based on the circumstances of the litigation or settlement in respect

of which indemnity is sought; *provided* that in no event shall any person be indemnified or receive contribution or other payment under the indemnification provisions of the Application to the extent that any claim arose or expense has resulted from any such losses finally judicially determined by a court of competent jurisdiction to have primarily resulted from the bad- faith, self-dealing, breach of fiduciary duty, if any, gross negligence, or willful misconduct on the part of that or any other person entitled to indemnity under the Application.

- (f) In the event any person seeks reimbursement for attorneys' fees and expenses from the Debtors in connection with an indemnity claim during the pendency of the Cases, the invoices and supporting time records from such attorneys shall be annexed to BRG's own interim and final fee applications, and such invoices and time records shall be subject to the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated January 29, 2013 (General Order M-447) ("Amended Guidelines"), any applicable United States Trustee Fee Guidelines, and the approval of the Court under the standards of section 330 of the Bankruptcy Code without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

5. BRG shall file interim and final fee applications for allowance of compensation and reimbursement of out-of-pocket expenses, and shall be compensated for professional services rendered and reimbursement of expenses incurred in connection with the Cases, pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules, the Order Establishing Procedures for Monthly Compensation and Reimbursement of

Expenses of Professionals, dated December 21, 2010 (General Order M-412), the Amended Guidelines, the UST Guidelines, and any other Orders of the Court. 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.

6. BRG 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 BRG are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. To the extent there is an inconsistency between the terms and conditions set forth in the Application, the Kearns Declaration, the Goodrich Declaration, and this Order, the provisions of this Order shall govern.

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

10. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: _____, 2020
New York, New York

THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Kearns Declaration

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

In re)	
)	Chapter 11
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The McClatchy Company, <i>et al.</i> , ¹)	Case No. 20-10418 (MEW)
)	
Debtors.)	Jointly Administered
)	

**DECLARATION OF CHRISTOPHER J. KEARNS IN SUPPORT OF THE
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF BERKELEY RESEARCH
GROUP, LLC AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, *NUNC PRO TUNC* TO FEBRUARY 26, 2020**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), and 28 U.S.C. § 1746, **CHRISTOPHER J. KEARNS** declares as follows:

1. I am a Managing Director of Berkeley Research Group, LLC (“BRG”), a professional services firm with numerous offices throughout the country. I am duly authorized to make this declaration on behalf of BRG (the “Declaration”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I could and would testify thereto.²

2. I submit this Declaration in support of the application (“Application”)³ of 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 jointly administered chapter 11 cases, 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>.

² Certain of the disclosures set forth herein relate to matters within the knowledge of other Managing Directors and Directors at BRG and are based on information provided by them.

³ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (collectively, the “Debtors”) seeking entry of an order authorizing the Committee to employ BRG as financial advisor to the Committee, *nunc pro tunc* to 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”), and pursuant to Bankruptcy Rule 2014(a) and Local Rule 2014-1.

3. On February 26, 2020, the Committee selected BRG to serve as its financial advisor, to perform financial advisory and litigation support services in connection with the Cases. Since its retention by the Committee, BRG has become familiar with the Debtors’ businesses and financial affairs and is therefore particularly qualified to serve as the Committee’s financial advisor.

4. BRG is well-suited to act as financial advisor to the Committee in these Cases. BRG’s Corporate Finance practice has acted as financial advisor, crisis manager, and corporate officer in middle market to large multinational restructurings across a wide array of industries. BRG’s Corporate Finance practice has experience in restructuring, transaction advisory, litigation support, solvency and valuation matters and has provided a focus on viable solutions that maximize value for companies and creditors, typically in distressed business settings. BRG’s services include forensic analysis, plan development and implementation, and advice on sale/merger transactions. Moreover, the Corporate Finance professionals at BRG have assisted and advised debtors, creditors, creditors’ committees, bondholders, investors, and others in numerous bankruptcy cases, including Verity Health System of California; Nine West Holdings, Inc., 21st Century Oncology Holdings, Inc., The Weinstein Company, Real Industry/ Real Alloy, Peabody Energy Corporation, Specialty Retail Shops Holding Corp. (a.k.a. Shopko), Sabine Oil & Gas Corp, Samuels Jewelers, M&G USA Corporation, Arch Coal Inc., Brookstone Holding Corp., MF Global Holdings, Ltd., Chrysler (a.k.a. Old Carco LLC), Molycorp Inc., Reichhold Holdings US, Inc., Refco, Inc., Tropicana Entertainment, LLC, Spiegel Inc., W.R. Grace, Penson Worldwide, SemGroup, and

Nortel⁴. BRG also has extensive experience advising companies and creditors in the publishing industry.

5. BRG has agreed to provide financial advisory services to the Committee pursuant to the terms of the Application. As indicated in the Application, BRG will coordinate the execution of its services with the Committee counsel and Dundon Advisers LLC (“DA”), who also has been selected by the Committee to perform certain financial advisory services for the Committee, to minimize or eliminate any duplication of effort. BRG will also coordinate with Moelis & Company (“Moelis”) who has been selected by the Committee to perform investment banking services.

6. BRG’s work product will encompass only matters that come to its attention in the course of its work that BRG perceives to be significant in relation to the objectives of its engagement. Because of the time and scope limitations implicit in BRG’s engagement and the related limitations on the depth of BRG’s analyses and the extent of BRG’s verification of information, BRG may not discover all such matters or perceive their significance. Accordingly, BRG will be unable to and will not provide assurances in its work product concerning the integrity of the information used in its analyses and on which BRG’s findings and advice to the Committee may be based. BRG understands, and the Committee acknowledges, that BRG is not being requested to perform an audit nor to apply generally accepted auditing standards or procedures. BRG understands, and the Committee acknowledges, that BRG is entitled, in general, to rely on the accuracy and validity of the data disclosed to it or supplied to it by employees and representatives of the Debtors. BRG will not, nor is BRG under any obligation to, update data submitted to it or review any other areas unless the Committee specifically request us to do so. BRG’s work will be

⁴ The professionals were employed in certain of these engagements prior to joining BRG.

performed on a reasonable “level-of-effort” basis; that is, the circumstances of BRG’s engagement may cause its advice to be limited in certain respects based upon, among other matters, the extent of sufficient and available data and the opportunity for supporting investigations in the time period.

7. Notwithstanding anything in this Application to the contrary, BRG shall: (i) to the extent that, with the prior consent of the Committee, it uses the services of independent contractors or subcontractors (the “Contractors”) in these cases, pass through the cost of Contractors to the Debtors at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks as required for BRG; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

8. Effective as of February 26, 2020, with the consent of the Committee, BRG has entered into a consulting agreement (the “Consulting Agreement”) with Mr. Charles F. Goodrich (“Mr. Goodrich” or the “Contractor”). The Committee and BRG have discussed and determined the need for Mr. Goodrich’s services in conjunction with the Cases.

9. BRG has entered into the Consulting Agreement pursuant to the terms of the Bankruptcy Code, the Bankruptcy Rules and the terms of the Application, and will (i) pass through the cost of Contractor to the Debtors at the same rate that BRG pays the Contractor; and (ii) seek reimbursement for actual costs only. The Contractor will record its time in accordance with the standards required by Bankruptcy Rule 2016, and the invoices for the Contractor’s services will be included with BRG’s fee applications.

10. BRG affirms that the Contractor has completed a conflict check and that Mr. Goodrich is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code because Mr. Goodrich:

- (a) is not a creditor, equity security holder, or insider of the Debtors;
- (b) is not and was not, within two years before the Petition Date, a director,

officer, or employee of the Debtors; and

(c) does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors or for any other reason.

11. Moreover, to the best of my knowledge, information, and belief, formed after reasonable inquiry Mr. Goodrich has no interests that are materially adverse to the Debtors' estates or the creditors in these Cases. The Contractor's declaration related to the Contractor's conflict check is attached hereto as Exhibit B-3.

12. The terms and conditions of BRG's proposed retention were negotiated between the Committee and BRG, and reflect the parties' mutual agreement as to the substantial efforts that will be required in this engagement.

13. As discussed and agreed to with the Committee, for purposes of this engagement, and with respect to the services to be provided, BRG will be entitled to receive as compensation for its services, fees based on hours worked times rates, plus reimbursement of actual and necessary expenses incurred by BRG.

14. For professional services, fees are based on BRG's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The hourly rates charged by BRG for the services provided by its personnel differ based upon, among other things, each professional's level of experience, geographic differentials, and types of services being provided. Hourly rates are subject to periodic adjustment (rates are typically adjusted annually) to reflect promotions and other changes in personnel responsibilities, increases in experience, and increases in the cost of doing business. The current standard hourly rates for the BRG personnel that will work on this engagement are as

follows:

Title	Current Rates
Managing Director	\$825 - \$1,095
Director	\$625 - \$835
Professional Staff	\$295 - \$740
Support Staff	\$135 - \$260

15. These hourly rates are subject to periodic adjustment, which shall be noted on the invoices for the first time period in which the revised rates become effective. The standard hourly rates for the BRG professionals anticipated to be assigned to this engagement are as follows: Christopher Kearns (\$1,095), David Galfus (\$1,040), Jack Surdoval (\$865), Joe Woodmansee (\$635), Jay Wu (\$465), Charles Goodrich (Independent Contractor) (\$400), John Witkowski (\$375), and Aldo Dianderas (\$365). We believe that our standard hourly rates are at or below those of firms we consider our peers.

16. Consistent with BRG's policy with respect to its other clients, BRG will charge for all other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, certain fees and expenses related to our legal counsel, any applicable sales or excise taxes and other direct expenses. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately.

17. BRG will also request compensation for any time and expenses that may be incurred in considering or responding to discovery requests or other requests for documents or information, or in participating as a witness or otherwise in any legal, regulatory, or other proceedings, including, without limitation, those other than the instant matter, as a result of BRG's performance of these services.

18. BRG acknowledges that neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to Counsel), shall be liable for the fees, expenses or other amounts payable to BRG

19. BRG intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and any additional procedures that may be established by the Court in the Cases.

20. BRG is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code because BRG and its Managing Directors and Directors:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two years before the Petition Date, directors, officers, or employees of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors or for any other reason.

21. Moreover, to the best of my knowledge, information and belief formed after reasonable inquiry, BRG and its Managing Directors and Directors have no interests that are materially adverse to the Committee, the Debtors’ estates, or the other creditors in these Cases.

22. To determine BRG’s relationship with the parties-in-interest identified by the Committee to BRG, in preparing this Declaration, I caused the names of the parties set forth in Exhibit B-1, which is attached hereto, to be submitted to BRG’s internal conflicts procedures. This list was compiled by reviewing various documents, including those documents, such as retention documents, that were submitted by the Debtors’ counsel to the Court. Accordingly,

we are relying on the accuracy and completeness of the information in connection with our conflict review and disclosure. To the best of my knowledge, information and belief, neither I nor any other Managing Director or Director of BRG has any connection with or holds any interest adverse to the Debtors, their estates, creditors, shareholders, or any other party in interest herein or their respective attorneys in the matters for which BRG is proposed to be employed, except that BRG has provided other consulting services, and may in the future provide such services, to certain of the Debtors' creditors or other parties-in-interest unrelated to the Debtors' cases. As set forth in Exhibit B-2, which is attached hereto, BRG has certain relationships with certain parties-in-interest in these cases, but such relationships are unrelated to either the Debtors or these cases.

23. None of the engagements set forth in Exhibit B-2 are related to these cases.

24. Further, as part of its diverse practice, BRG appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' chapter 11 cases. Also, BRG has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. In addition, BRG has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Debtors in matters upon which BRG is to be employed, and none are in connection with these cases.

25. From time to time, BRG may be asked to value and manage the liquidation of assets of investment funds. Such investment funds could, from time to time, take positions in debt

or equity of the Debtors, without BRG's knowledge or consent. BRG has no pecuniary interest in such investment funds, nor will BRG profit from the value realized from the sale of their assets. To the extent any employee of BRG is utilized for valuation expertise and/or given access to confidential information of the Debtors, for the duration of this engagement that employee will not perform any valuation work on any debt or equity securities of the Debtors for any investment fund. Under such circumstances, if BRG is providing valuation work on any debt or equity securities of the Debtors for any investment fund for the duration of this engagement, then the BRG employee undertaking such work will be restricted and have no access to the confidential information of the Debtors.

26. To the extent I discover any additional facts bearing on the matters described herein and required to be disclosed during the period of the Committee's retention of BRG, I will supplement the information contained in this Declaration.

27. To the best of my knowledge, BRG has not been engaged to assist any entity or person other than the Committee on matters relating to, or in connection with, these cases. If this Court approves the proposed employment of BRG by the Committee, then BRG will not accept any engagement or perform any services in these cases for any entity or person other than the Committee. BRG may, however, continue to provide professional services to, and engage in commercial or professional relationships with, entities or persons that may be creditors of the Debtors in these cases; provided, however, that such services do not and will not relate to, or have any direct connection with, these cases.

28. I am not related or connected to and, to the best of my knowledge, no other Managing Director or Director of BRG is related or connected to any United States Bankruptcy Judge or District Judge for the Southern District of New York, or the United States Trustee for the Southern District of New York or to any employee in the offices thereof.

29. No promises have been received by BRG nor any employee or independent contractor thereof as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Except for internal agreements among the employees and exclusive independent contractors of BRG regarding the sharing of revenue or compensation, neither BRG nor any of its employees or independent contractors has entered into an agreement or understanding to share compensation as described in Bankruptcy Rule 2016.

30. I understand that the Committee requires knowledgeable consultants to provide essential professional services in these cases. I understand that the Committee has selected BRG as its financial advisor because of the firm's diverse experience and extensive knowledge in the field of bankruptcy. I believe that BRG is well qualified to perform these services in an efficient manner and represent the Committee's interests in these cases.

31. The foregoing constitutes the statement of BRG pursuant to sections 504 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 5002, and Local Rule 2014-1.

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.

Dated: March 27, 2020

/s/ Christopher J. Kearns
Christopher J. Kearns

Exhibit B-1

List of Potential Parties in Interest

Debtor

Aboard Publishing, Inc.
Bellingham Herald Publishing, LLC
Belton Publishing Co., Inc.
Biscayne Bay Publishing, Inc.
Cass County Publishing Co.
Columbus Ledger-Enquirer
Cypress Media, Inc.
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 Statemen 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 Resources, Inc.
McClatchy U.S.A., Inc.
Miami Herald Media Company
N & O Holdings, Inc.
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.
Tacoma News, Inc.
The Bradenton Herald, Inc.
The Charlotte Observer Publishing
Company
The McClatchy Company
The News and Observer Publishing Co.
The State Media Company
The Sun Publishing Company, Inc.
Tribune Newsprint Company
Tru Measure, LLC
Wichita Eagle and Beacon Publishing
Company, Inc.
Wingate Paper Company

**Non-Debtor or Minority-Owned
Affiliate**

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

Current Directors and Officers

Anjali Joshi
Billie McConkey
Brown McClatchy Maloney
Clyde Ostler
Craig Forman
Dan Dowis
Elaine Lintecum
Elizabeth Ballantine
Gary Wortel
Kevin McClatchy
Kristin Roberts

Leroy Barnes
Maria Thomas
Molly Maloney Evangelisti
Peter Farr
Sara Glines
Scott Manuel
Theodore Mitchell
Tony Berg
William B. McClatchy

Former Directors and Officers

Alexandra Villoch
Andrew Pergam
Ann Caulkins
Chris Hendricks
Darren Haimer
David Zeeck
Debra Leithauser
Janet Santostefano
Jeanne Segal
Kim Nussbaum
Mark Zieman
Rodney Mahone
Rufus Friday
Sara Borton
Sean Burke
Shannon Wall
Stephanie Shepherd
Terry Geiger
Tim Grieve
Vijay Ravindran

Restructuring Professionals of the Debtors

Evercore, Inc.
FTI Consulting, Inc.
Kurtzman Carson Consultants, LLC
Skadden, Arps, Slate, Meagher & Flom LLP

Equity Holders of Greater Than 5%

Bestinver Gestion SA SGIIC
Bluestone Financial Ltd. / Spanish Broadcasting
Chatham Asset Management LLC
Cobas Asset Management SGIIC SA
Maloney Evangelisti, Molly
Maloney Stiles, Sue

McClatchy, Charles K.
McClatchy, James B.
Omega Advisors, Inc.

First Lien Noteholders of Greater Than 5%

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

ABL Lender

Wells Fargo Bank, N.A.

Underwriters of Securities

Credit Suisse Group AG
J.P. Morgan Securities LLC

Lienholders

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

Indentured Trustees

Bank of Oklahoma

Second and Third Lien Noteholders of Greater Than 5%

Chatham Asset Management LLC

Surety Bond Broker and Providers

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

Letters of Credit Beneficiaries

OWS CS V SPV, LLC
State of Alaska

The Travelers Indemnity Company

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, PLC
Brooks Pierce
Brown Rudnick
Bruce A. Owdom
Bryant Miller Olive P.A.
Bussian Law Firm, PLLC
Canata, 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
DLA Piper LLP US
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
Evercore BD Investco LLC
Exequity LLP
Felderstein Fitzgerald Willoughby Pascuz
Fleeson Gooing Coulson & Kitch LLC
Fox Rothschild LLP
FTI Consulting, Inc.
Gibson, Dunn & Crutcher LLP
Givens Purlsey LLP
Gladstone Place Partners LLC
Gordon Thomas Honeywell
Greenberg Traurig LLP

Groom Law Group
Gunderson Dettmer
Hagwood Adelman Tipton, PC
Haynes & Boone LLP
Hogan Lovells LLP
Holland & Hart LLP
Holland & Knight
Hopkins & Carley
Hull Barrett PC
Jassy Vick Carolan LLP
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 Rohrback LLP
Kilpatrick Townsend & Stockton, LLP
Lathrop Gage Law Offices
Law Offices of Stephen J. Burns
Law Offices of William C. Haesy
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
Orrick Herrington & Sutcliffe LLP
Paul Weiss Rifkind Wharton Garrison
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
Skadden, Arps, Slate, Meagher & Flom
LLP

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, LLP

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
Gary Pruitt
Google Inc.
Infosys BPM
Jobvite Inc.
Johnson Controls
LinkedIn Corporation
Pension Benefit Guaranty Corporation
Ryder Integrated Logistics, Inc.
Simpli Fi Holdings Inc.

Site Impact LLC
Socialflow Inc.
Solo Printing Inc.
Solutions Through Software Inc.
Times News
Tribune Direct
USA Today
Wipro Limited

Unsecured Noteholders of Greater Than 5%

Bank of New York Mellon
BofA Securities, Inc.
Charles Schwab & Co., Inc.
J.P. Morgan Securities LLC
JP Morgan Chase Bank, N.A.
Merrill Lynch, Pierce, Fenner & Smith
Incorporated
PNC Bank, NA
Wells Fargo Bank, N.A.
Wells Fargo Clearing Services, LLC

Parties to Litigation

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

Parties to Litigation - Counsel

Callahan & Blaine
Dement Askew, LLP
Everett, Gaskins, Hancock LLP
Georgeson and Belardinelli
Gilmur R Murray
Goldenberg Heller & Antognoli, P.C.
Law Office of Eddy O. Marban
Law Offices of Bram Gechtman, PA
McConnell, Wagnor, Sykes & Stacey
Palm Beach Law Offices

Ross & Voytas, LLC
Seiler Epstein Ziegler & Appelgate, LLP
Silverio & Hall P.A.
Stevin Biss
Terra Carroll

Employee Unions

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

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.

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

**Other Major Negotiating and Contract
Counterparties**

Choate, Hall & Stewart LLP
Citizens Bank, N.A.
Ducera Partners LLC
Encina Business Credit SPV, LLC
Encina Business Credit, LLC
GLC Advisors & Co., LLC
Jefferies LLC
Kramer Levin Naftalis & Frankel LLP
Leon Cooperman
Morgan, Lewis & Bockius LLP
TD Bank, 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.
Target Corporation
Total Wine & More
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
Centro Media, Inc.
Columbian Publishing Co.
Courier Journal Inc.
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
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
Professional Courier & Newspaper
Distribution Inc.
Riley Sales & Marketing
Ryder Integrated Logistics, Inc.
Simpli Fi Holdings Inc.
Solo Printing Inc.
Solutions Through Software Inc.
South Florida Sun Sentinel
Sun Life Assurance Company
The Dallas Morning News
Times News Media Group
Wipro Limited

Additional Parties-in-Interest

Albany Road-Corporate Drive LLC
Armstrong Law Firm
ATRS Consulting Inc.
Baker Barwick Ravenel and Bender
Banco BBVA-Bancomer
BBVA Bancomer, S.A.
Benjamin J. Higgins
BOKF, N.A.
Brian S. Masumoto
Brightcove Inc.
City of Grapevine, Grapevine-Colleyville
ISD
Communications Workers of America
Crowley ISD, Arlington ISD
Department of Justice US Attorney
General
Dow Jones & Company, Inc
Endava, Inc.
Environmental Protection Agency
Evergy, Inc.
Federal Communications Commission
Florida Power & Light Company
Former Knight Ridder and McClatchy

Salaried Employees Association
Frank R.J. Whittaker
Gannett Publishing Services LLC
Gannett Supply Corporation
George Riggs
Internal Revenue Service
Joanna Culley, as Guardian of the Estate
of Dennis Leroy Williams, Disabled
Joseph M. Visci
Kelley Drye & Warren LLP
Ken Burton, Jr., Manatee County Tax
Collector
Linebarger Goggan Blair & Sampson,
LLP
Missouri Department of Revenue
Missouri Department of Revenue,
Bankruptcy Unit
Office of the NY Attorney General
Office of the United States Trustee
Office of US Attorney SDNY
Pension Benefit Guaranty
Corporation
Schafer and Weiner, PLLC
Secretary of State of the State of New
York
Securities and Exchange Commission
The County of Denton, Texas
The News Guild-CWA
The News Guild-CWA on behalf of
itself, Local 33229 and Local 39521,
and CWA Local 3108
The Wagner Law Group
Timothy M. Kelly
TN Dept of Revenue
Togut Segal & Segal LLP
US Environmental Protection Agency
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
Services
West Penn Power Company

UCC Member

Dow Jones & Company, Inc.
Lorianne E. Sawin
P. Anthony Ridder
Pension Benefit Guaranty Corporation

The News Guild-CWA
Wilmington Savings Fund Society, FSB
Wipro Limited

UCC Professional

Dundon Advisers LLC
Moelis & Company
Stroock & Stroock & Lavan LLP

U.S. Trustee (S.D.N.Y.)

Alicia Leonhard
Amanda Cassara
Andrea B. Schwartz
Andy Velez-Rivera
Benjamin J. Higgins
Brian S. Masumoto
Cheuk M. Ng
Christine Black
Danny A. Choy
Ercilia A. Mendoza
Greg M. Zipes
Guy A Val Baalen
Ilusion Rodriguez
Joseph Allen
Joseph Nadkarni
Kathleen Schmitt
Linda Riffkin
Lisa Penpraze
Maria Catapano
Mary V. Moroney
Paul K. Schwartzberg
Richard C. Morrissey
Serene Nakano
Shannon Scott
Susan Arbeit
Sylvester Sharp
Vicor Abriano
William K. Harrington

Mediator

Hogan Lovells LLP
Judge Kevin J. Carey

U.S. District Court Judge (S.D.N.Y.)

Chief Judge Colleen McMahon
Judge Alison J. Nathan
Judge Alvin K. Hellerstein
Judge Analisa Torres
Judge Andrew L. Carter Jr.

Judge Cathy Seibel
Judge Charles S. Haight
Judge Deborah A. Batts
Judge Denise L. Cote
Judge Edgardo Ramos
Judge George B. Daniels
Judge Gregory H. Woods
Judge Jed S. Rakoff
Judge Jesse M. Furman
Judge John F. Keenan
Judge John G. Koelti
Judge Katherine B. Forrest
Judge Katherine Polk Failla
Judge Kenneth M. Karas
Judge Kevin P. Castel
Judge Kimba M. Wood
Judge Laura Taylor Swain
Judge Lewis A. Kaplan
Judge Loretta A. Preska
Judge Lorna G. Schofield
Judge Louis L. Stanton
Judge Naomi Reice Buchwald
Judge Nelson S. Roman
Judge Paul A. Crotty
Judge Paul A. Engelmayer
Judge Paul G. Gardephe

Judge Paul J. Oetken
Judge Richard J. Sullivan
Judge Richard M. Berman
Judge Robert W. Sweet
Judge Ronnie Abrams
Judge Sidney H. Stein
Judge Thomas P. Griesa
Judge Valerie E. Caproni
Judge Vernon S. Broderick
Judge Victor Marrero
Judge Vincent L. Briccetti
Judge William H. Pauley III

**U.S. Bankruptcy Court Judge
(S.D.N.Y.)**

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

Exhibit B-2

Parties in interest, or affiliates thereof that currently engage, or are serving in matters with BRG, sorted by their relationship to the Debtor, that are unrelated to these Cases, are as follows:

First Lien Noteholders of Greater Than 5%

Bank of New York Mellon
Barclays Capital Inc
Barclays PLC
J.P. Morgan Securities LLC
JP Morgan Chase Bank, N.A.
US Bank NA

ABL Lender

Wells Fargo Bank, N.A.

Underwriters of Securities

Credit Suisse Group AG
J.P. Morgan Securities LLC

Lienholders

Bank of New York Mellon
The Bank of New York Mellon Trust
Company
U.S. Bank Equipment Finance
Wells Fargo Bank, N.A.

Surety Bond Broker and Providers

Hartford Fire Insurance Company

Professionals Used in Last Three Years

Ernst & Young LLP
Holland & Knight
Jones Day
JP Morgan Chase Bank, N.A.
O'Melveny & Myers LLP
Reed Smith LLP
RSM US LLP

Top 30 Creditors

Bank of New York Mellon

Unsecured Noteholders of Greater Than 5%

Bank of New York Mellon
BofA Securities, Inc.
J.P. Morgan Securities LLC

JP Morgan Chase Bank, N.A.
PNC Bank, NA
Wells Fargo Bank, N.A.
Wells Fargo Clearing Services, LLC

Insurers

Liberty Mutual
Lloyd's Underwriters
National Union Fire Insurance Company
of Pittsburgh, PA (AIG)
Principia (Lloyd's) / Argo Re Ltd.
(Bermuda)
Zurich American Insurance Co.

Major Lease Counterparties

Ford Motor Credit Company, LLC
Republic Services
US Bank NA
Xerox

Other Major Negotiating and Contract Counterparties

Citizens Bank, N.A.
Jefferies LLC
Morgan, Lewis & Bockius LLP
TD Bank, N.A.

Major Advertising Customers

CVS Health Corporation
Dillard's, Inc.
Dollar General Corporation
Hobby Lobby Stores, Inc.
J.C. Penney Corporation, Inc.
Target Corporation
Walmart, Inc.

Major Vendors

Aetna Inc
Facebook, Inc.
Google Inc.

Additional Parties-in-Interest

Department of Justice US Attorney
General

Environmental Protection Agency

Office of the NY Attorney General

Office of US Attorney SDNY

Securities and Exchange Commission

US Environmental Protection Agency

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

Services

Exhibit B-3

Goodrich Declaration

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

In re

The McClatchy Company, *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 20-10418 (MEW)
)

) Jointly Administered
)

**DECLARATION OF CHARLES F. GOODRICH IN SUPPORT OF
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF BERKELEY RESEARCH GROUP,
LLC AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO FEBRUARY 26, 2020**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), and 28 U.S.C. § 1764, **CHARLES F. GOODRICH** declares as follows::

1. I perform consulting services focused on newspaper publishing and general management. I make this in my personal capacity as a contractor to BRG² in its role of Financial Advisor to the Committee (the “Declaration”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I could and would testify thereto.

2. I am well-suited to work with BRG in its capacity as a financial advisor to the Committee in these Cases. I have acted as a senior operating executive (serving as CEO, President,

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 jointly administered chapter 11 cases, 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>.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the *Application for Entry of an Order Authorizing the Employment and Retention of Berkeley Research Group, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to February 26, 2020* (the “BRG Application”) and the Declaration of Christopher J. Kearns in support thereof (the “Kearns Declaration”), filed contemporaneously herewith.

Senior Vice President, Vice President, and Publisher) and as a newspaper industry consultant for over 30 years. Moreover, I have first-hand experience dealing with bankruptcy issues, acquisitions, creditors, investors, and large publicly traded newspaper companies as an operator.

3. I submit this Declaration in support of the BRG Application and the supporting Kearns Declaration, which are hereby incorporated by reference.

4. I have reviewed the names of the parties set forth in Exhibit B1 to the Kearns Declaration and have determined that I have connections with three parties named in this matter. However, I do not have any knowledge or hold any interest adverse to the Debtors, their estates, creditors, shareholders, or any other party in interest herein or their respective attorneys in the matters for which BRG is proposed to be employed.

5. I hereby disclose the following:

- a. My daughter (Carrie Goodrich) is employed as an Associate at Goldman Sachs ("GS"), handling equities in the Boston office. To the best of my knowledge, she has no dealings with either of the GS entities (Goldman Sachs & Co, LLC and Goldman Sachs Bank USA) listed as creditors.
- b. A former colleague of mine (Sean Burke) is a former McClatchy executive and is listed as an interested party. I have no knowledge of his standing in this matter.
- c. Additionally, two subsidiaries of my former employer, GateHouse Media (now renamed "Gannett"), Gannett Supply Corporation and Gannett Publishing Services LLC, are listed as creditors. I have no knowledge of their business dealings with McClatchy.
- d. Further, as part of the 2013 pre-packaged bankruptcy of GateHouse Media, I became the owner of two shares of a security (NWDVW) created for

9

GateHouse shareholders who were largely wiped out in the bankruptcy. In order to avoid any appearance of a conflict with Gannett, which is the successor company to GateHouse, I sold my two shares for \$0.01 each on March 3, 2020.

6. To the extent I discover any additional facts bearing on the matters described herein and required to be disclosed during the period of the Committee's retention of BRG, I will supplement the information contained in this Declaration.

7. The foregoing constitutes the statement of Charles F. Goodrich pursuant to sections 504 and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b) and 5002, and Local Rule 2014-1.

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.

Dated: March 27, 2020



Charles F. Goodrich