

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP  
Shana A. Elberg  
Bram A. Strohlic  
Four Times Square  
New York, New York 10036-6522  
Telephone: (212) 735-3000  
Fax: (212) 735-2000

TOGUT, SEGAL & SEGAL LLP  
Albert Togut  
Kyle J. Ortiz  
Amy Oden  
One Penn Plaza, Suite 3335  
New York, New York 10119  
Telephone: (212) 594-5000  
Fax: (212) 967-4258

– and –

Van C. Durrer, II  
Destiny N. Almogue (*pro hac vice* pending)  
300 South Grand Avenue, Suite 3400  
Los Angeles, California 90071-3144  
Telephone: (213) 687-5000  
Fax: (213) 687-5600

– and –

Jennifer Madden (*pro hac vice* pending)  
525 University Avenue  
Palo Alto, California 94301  
Telephone: (650) 470-4500  
Fax: (650) 470-4570

*Proposed Counsel for Debtors and Debtors in Possession*

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

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

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



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

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

**RELIEF REQUESTED**

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

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

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

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

### **JURISDICTION AND VENUE**

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

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

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

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

## **BACKGROUND**

### **I. The Chapter 11 Cases**

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

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

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

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

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

#### **A. The Utility Services**

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

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

**B. The Proposed Adequate Assurance**

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

**C. Adequate Assurance Procedures**

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

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

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

**D. Objection Deadline and Final Hearing Date**

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

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

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

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

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

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

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

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

**F. Procedures for an Untimely Additional Adequate Assurance Request**

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

**G. Prohibition on Altering, Refusing, or Discontinuing Service**

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

**BASIS FOR RELIEF REQUESTED AND APPLICABLE AUTHORITY**

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

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

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

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

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

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

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

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

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

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

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

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

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

**V. The Proposed Payment Processing Procedures Are Appropriate.**

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

**IMMEDIATE AND UNSTAYED RELIEF IS NECESSARY**

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

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

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

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

#### **MOTION PRACTICE**

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

#### **RESERVATION OF RIGHTS**

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

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

**NOTICE**

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

**NO PRIOR REQUEST**

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

***[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]***

**CONCLUSION**

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

Dated: New York, New York  
February 13, 2020

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Van C. Durrer, II

Shana A. Elberg  
Bram A. Stochlic  
Four Times Square  
New York, New York 10036-6522  
Telephone: (212) 735-3000  
Fax: (212) 735-2000

– and –

Van C. Durrer, II  
Destiny N. Almogue (*pro hac vice* pending)  
300 S. Grand Avenue, Suite 3400  
Los Angeles, California 90071-3144  
Telephone: (213) 687-5000  
Fax: (213) 687-5600

– and –

Jennifer Madden (*pro hac vice* pending)  
525 University Avenue  
Palo Alto, California 94301  
Telephone: (650) 470-4500  
Fax: (650) 470-4570

– and –

TOGUT, SEGAL & SEGAL LLP  
Albert Togut  
Kyle J. Ortiz  
Amy Oden  
One Penn Plaza, Suite 3335  
New York, New York 10119  
Telephone: (212) 594-5000  
Fax: (212) 967-4258

*Proposed Counsel to Debtors and Debtors in Possession*

**EXHIBIT A**

**Interim Order**

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

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

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

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

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

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

U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby;

**ORDERED, ADJUDGED, AND DECREED that:**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Dated: New York, New York  
February \_\_, 2020

---

UNITED STATES BANKRUPTCY JUDGE

**SCHEDULE 1**

**Utility Company List**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**EXHIBIT B**

**Final Order**

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

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

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

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

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

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

*Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby;

**ORDERED, ADJUDGED, AND DECREED that:**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Dated: New York, New York  
February \_\_, 2020

---

UNITED STATES BANKRUPTCY JUDGE