

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

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<i>In re</i>	:	Chapter 11
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THE McCLATCHY COMPANY, et al.,	:	Case No. 20-10418 (MEW)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
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**INTERIM ORDER (I) AUTHORIZING CONTINUED USE OF EXISTING CASH
 MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS AND
 PAYMENT OF RELATED PREPETITION OBLIGATIONS; (II) MODIFYING
 CERTAIN DEPOSIT REQUIREMENTS AND (III) AUTHORIZING CONTINUANCE
 OF INTERCOMPANY TRANSACTIONS AND HONORING CERTAIN RELATED
PREPETITION OBLIGATIONS**

Upon the motion (the “**Motion**”)² of the Debtors for an interim order (this “**Interim Order**”) and a Final Order under Bankruptcy Code sections 105(a), 345(b), 363, and 503(b) and Bankruptcy Rules 6003 and 6004 (i) authorizing continued use of the Debtors’ existing Cash Management System, Bank Accounts, and Business Forms and payment of related prepetition obligations; (ii) modifying certain deposit requirements; and (iii) authorizing the continuance of Intercompany Transactions and honoring certain related prepetition obligations; 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 Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31,

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

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



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. Pursuant to Bankruptcy Code sections 105(a) and 363, the Debtors, in their discretion, are authorized, but not directed to, (a) designate, maintain, and continue to use any and all of their Bank Accounts in existence as of the Petition Date, with the same account numbers, including the accounts identified in Exhibit D and Exhibit E annexed to the Motion, and to the extent such Bank Accounts do not comply with applicable requirements under the U.S. Trustee Guidelines or otherwise, such requirements under the U.S. Trustee Guidelines or otherwise are waived on an interim basis; (b) close existing accounts, including, without limitation, any inactive accounts; and (c) treat the Bank Accounts for all purposes as accounts of the Debtors in their capacity as debtors in possession; *provided, however*, that the Debtors are only authorized to open new bank accounts (i) after providing prompt notice to the U.S. Trustee, the DIP Agent, the Prepetition Agents, counsel to Chatham, and any official committee appointed in the Chapter 11 Cases; (ii) with a bank that (x) is organized under the laws of the United States of America or any state thereof, (y) is insured by the FDIC, and (z) has executed,

or is willing to immediately execute, a Uniform Depository Agreement with the U.S. Trustee; and (iii) that are designated “Debtor in Possession” accounts by the relevant bank.

3. The relief granted in this Interim Order is extended to any new bank account opened by the Debtors after the date hereof, which account shall be deemed a Bank Account, and to the bank at which such account is opened. To the extent the Debtors open or close bank accounts, they shall provide notice to the U.S. Trustee, the DIP Agent, the Prepetition Agents, counsel to Chatham, counsel to Brigade, and any official committee appointed in the Chapter 11 Cases.

4. In each instance in which the Debtors hold an account at a Bank that is a party to a Uniform Depository Agreement with the U.S. Trustee, within 15 days from the date of entry of this Interim Order, the Debtors shall (a) contact the Bank; (b) provide the Bank with each of the Debtors’ employer identification numbers; and (c) identify each of their accounts held at the Bank as being held by a debtor in possession.

5. The Debtors are not required to: (a) close all existing Bank Accounts and open new debtor in possession accounts or (b) establish specific Bank Accounts for tax payments.

6. The Bank Accounts are deemed debtor in possession accounts. The Debtors are authorized, but not directed, to maintain and use the Bank Accounts in the same manner and with the same account numbers, styles, and document forms as those employed prior to the Petition Date, including, without limitation: (a) to deposit funds in, and withdraw funds from, the Bank Accounts by all usual means, including checks, wire transfers, automated clearinghouse (“ACH”) transfers, drafts, electronic fund transfers, and other debits or items presented, issued, or drawn on the Bank Accounts, (b) to pay postpetition ordinary course bank fees and service fees in connection with the Bank Accounts, (c) to perform their obligations under the documents

and agreements governing the Bank Accounts, including without limitation, any prepetition cash management agreements or treasury services agreements, and (d) to treat the Bank Accounts for all purposes as accounts of the Debtors in their capacities as debtors in possession.

7. Those certain existing deposit agreements between the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect. Either the Debtors or the Banks may, without further order of this Court, implement changes to the cash management systems and procedures in the ordinary course of business pursuant to the terms of those certain existing deposit agreements, including, without limitation, the opening and closing of bank accounts.

8. The Banks are authorized without the need for further order of this Court to in the ordinary course of business: (a) continue to administer, service, and maintain, the Bank Accounts as such accounts were administered, serviced, and maintained prior to the Petition Date, without interruption and in the ordinary course, (b) receive, process, honor, and pay any and all checks, drafts, wires, ACH transfers, electronic fund transfers, payment orders, or other items presented, issued, or drawn on the Bank Accounts after the Petition Date (collectively, the “**Disbursements**”); *provided, however*, that no checks, drafts, wires, or electronic fund transfer orders issued by the Debtors prior to the Petition Date shall be honored except pursuant to an explicit representation written instruction by the Debtors that honoring such prepetition check, draft, wire or electronic fund transfer order has been authorized by this Court.

9. The Banks are authorized to charge and deduct from the appropriate Bank Accounts, and the Debtors are authorized to pay, honor and allow, (i) all undisputed prepetition

amounts outstanding as of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System, and (ii) charges associated with returned wires or other returned items including, without limitation, returned items that result from automated clearing house transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

10. Any of the Debtors' Banks may rely on the representations of the Debtors with respect to whether any check or other payment order dated, drawn or issued by the Debtors prior to, on or subsequent to the Petition Date should be honored pursuant to this or any other order of this Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein. The Banks shall not be deemed in violation of this Interim Order and shall have no liability for relying on such representations by the Debtors. To the extent that the Debtors direct that any Disbursement be dishonored or the Banks inadvertently dishonor any Disbursements, the Debtors may issue replacement Disbursements consistent with the orders of this Court.

11. Subject to the provisions of this Interim Order, the Banks are further authorized to (a) honor the Debtors' directions with respect to the opening or closing of any Bank Account and (b) accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions, and the Banks shall have no liability to any party for relying on such representations or instructions.

12. To the extent any other order is entered by this Court authorizing the Banks to honor checks, drafts, automated clearing house transfers, or other electronic funds transfers or

any other withdrawals made, drawn, or issued in payment of prepetition claims, the obligation to honor such items shall be subject to this Interim Order.

13. The Debtors shall serve a copy of this Interim Order on the Banks within five business days of the entry of this Interim Order, and upon any bank at which the Debtors open a new bank account, immediately upon the opening of such new account.

14. In connection with the Intercompany Transactions, the Debtors shall (a) continue to maintain current, accurate, and detailed records with respect to all transfers of cash so that all Intercompany Transactions may be readily ascertained, traced, and accounted for on applicable intercompany accounts, and (b) provide reasonable access to such records and procedures to the U.S. Trustee, the DIP Agent, the Prepetition Agent, and Chatham. For the avoidance of doubt, this Interim Order does not authorize the Debtors to engage in Intercompany Transactions with non-Debtor affiliates.

15. The Debtors are authorized to continue to use their existing Cash Management System. The Debtors may transfer funds into, out of, and through the Cash Management System using ordinary transfer methods in accordance with the Debtors' prepetition practice. In connection with the ongoing use of their Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions may be readily ascertained, traced, and recorded properly. The Debtors and the Banks may agree, without further order of this Court, but with notice to the U.S. Trustee, counsel to the DIP Agent, counsel to the Prepetition Agents, counsel to Chatham, and counsel to Brigade, to implement any changes to the Cash Management System and procedures in the ordinary course of business that they deem appropriate in their sole discretion, including, without limitation, closing any of the Bank Accounts or opening new bank accounts as set forth herein.

16. The Debtors are authorized to pay and/or reimburse their Banks and service providers in the ordinary course of business for any Bank Account Claims arising prior to or after the Petition Date, subject to the terms of the DIP Financing Orders and any budget approved thereunder. The Bank Account Claims that arise after the Petition Date shall be granted administrative expense priority status pursuant to section 503(b) of the Bankruptcy Code.

17. The Debtors are authorized, but not directed to, continue to use their existing Business Forms without alteration or change and without the designation “Debtor in Possession” imprinted upon them; *provided, however*, that to the extent reasonably practicable, subsequently printed checks, including those printed electronically as needed, will bear the designation “Debtor in Possession.”

18. The Debtors are authorized to continue engaging in Intercompany Transactions by and among the Debtors in the ordinary course of business consistent with the Debtors’ prepetition practice, including transferring funds through the Cash Management System. The Intercompany Claims arising postpetition relating to the Intercompany Transactions shall have administrative expense priority status pursuant to Bankruptcy Code section 503(b); *provided* that such Intercompany Claims shall be junior in priority to any administrative claims of the DIP Agent and/or Prepetition Agents granted under the DIP Financing Orders.

19. Nothing in this Interim Order or the Motion shall be deemed to constitute postpetition assumption or adoption of any agreement under Bankruptcy Code section 365. Except with respect to the Intercompany Transfers, nothing herein nor any actions taken hereunder shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

20. The Debtors' time to comply with section 345(b) of the Bankruptcy Code is hereby extended for a period of 45 days from the date of this Interim Order (the "**Extension Period**"); *provided, however*, that such extension is without prejudice to the Debtors' right to request a further extension of the Extension Period or the waiver of the requirements of section 345(b) of the Bankruptcy Code in these Chapter 11 Cases.

21. 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.

22. 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.

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

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

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

26. The final hearing on the Motion shall be held on March 9, 2020 at 11:00 a.m., prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on March 2, 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.

27. 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 14, 2020

/s/ Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE