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Proposed Counsel for Debtors and Debtors in Possession

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

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<i>In re</i>	:	Chapter 11
	:	
THE McCLATCHY COMPANY, <i>et al.</i>,	:	Case No. 20-10418 (MEW)
	:	
Debtors.¹	:	(Joint Administration Pending)
	:	
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**DEBTORS’ MOTION FOR ENTRY OF ORDER
 (I) WAIVING CERTAIN LIST FILING REQUIREMENTS;
 (II) AUTHORIZING THE FILING OF A CONSOLIDATED LIST OF TOP 30**

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



UNSECURED CREDITORS; (III) AUTHORIZING DEBTORS TO REDACT CERTAIN PERSONAL IDENTIFICATION INFORMATION FOR INDIVIDUAL CREDITORS; (IV) AUTHORIZING DEBTORS TO ESTABLISH PROCEDURES FOR NOTIFYING PARTIES OF THE COMMENCEMENT OF THESE CASES; AND (V) WAIVING THE REQUIREMENTS TO FILE THE LIST OF EQUITY SECURITY HOLDERS AND PROVIDE NOTICE OF COMMENCEMENT TO EQUITY SECURITY HOLDERS

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 an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), 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 Papers* (the “**First Day Declaration**”),² filed contemporaneously herewith. In further support of the Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent as follows:

RELIEF REQUESTED

1. The Debtors respectfully request entry of an Order (a) waiving the requirements (collectively, the “**List Filing Requirements**”) applicable to creditor-list filings pursuant to section 521(a)(1) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”); (b) authorizing the Debtors to file a single, consolidated list of the 30 largest unsecured creditors in these Chapter 11 Cases (the “**Consolidated Top 50 List**”), rather than a list of each Debtor’s 20 largest unsecured creditors (the “**Top 20 List**”), excluding insiders, pursuant to Rule 1007(d) of the Bankruptcy Rules; (c) authorizing the Debtors to redact

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

certain personal identification information for individual creditors; (d) authorizing the Debtors to establish certain procedures (the “**Procedures**”) for providing notice to parties of the commencement of these Chapter 11 Cases and of the meeting of creditors (the “**Notice of Commencement**”) pursuant to section 341 of Bankruptcy Code; and (e) waiving the requirement to (i) file the list of equity security holders (the “**List**”) within 14 days of the Petition Date, as set forth in Bankruptcy Rule 1007(a)(3), and (ii) provide the Notice of Commencement to equity security holders, as set forth in Bankruptcy Rule 2002(d) and Local Bankruptcy Rule 1007-1. As set forth below, the Procedures establish guidelines for (A) the mailing of the Notice of Commencement and (B) the publication of the Notice of Commencement. The proposed form of Notice of Commencement is attached to the Order as Exhibit 1 thereto.

JURISDICTION AND VENUE

2. 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 Bankruptcy Rule 7008, 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).

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

4. The legal predicates for the relief requested herein are sections 105(a), 107(c), and 342(a) of the Bankruptcy Code, Bankruptcy Rules 1007(a)(3), 1007(d), and 2002, and Local Bankruptcy Rule 1007-1.

BACKGROUND

5. 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.

6. 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.

7. 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.

8. 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.

BASIS FOR RELIEF REQUESTED AND APPLICABLE AUTHORITY

I. The Court Should Waive the List Filing Requirements.

9. Under the List Filing Requirements and the procedures set forth therein, lists, schedules, and statements filed must comply with Bankruptcy Rule 1007 and Local Bankruptcy Rule 1007-1. Local Bankruptcy Rule 1007-1 requires, among other things, that creditor lists

filed with the Court be formatted in a particular manner and that lists be filed individually by each Debtor.

10. The Debtors have contemporaneously filed an application to retain Kurtzman Carson Consultants LLC as claims and noticing agent (the “**Claims and Noticing Agent**”) as agent for the Office of the Clerk of Court (“**Clerk’s Office**”) to assist the Clerk’s Office with, among other things, the notices to be provided in these Chapter 11 Cases. The Claims and Noticing Agent has prepared a consolidated list of creditors and potential parties in interest (the “**Creditor List**”) based on the names and addresses that the Debtors maintained in their databases or were otherwise readily ascertainable by the Debtors before the Petition Date. The Debtors have provided to the Clerk’s Office an electronic copy of the Creditor List. The Creditor List is in a format ordinarily used by the Claims and Noticing Agent and might not comply with all or some of the various List Filing Requirements.

11. Under the circumstances, reformatting the Creditor List, preparing and filing separate formatted creditor matrices, and otherwise complying with the List Filing Requirements will unnecessarily burden the Debtors, without any corresponding benefit to the estates. Accordingly, the Debtors request that the Court waive the List Filing Requirements and deem the Creditor List submitted to the Clerk’s Office in electronic format sufficient.

12. To ensure the availability of a current master mailing list to all parties in these Chapter 11 Cases, the Debtors propose to provide, through the Claims and Noticing Agent, an updated Creditor List to the Clerk’s Office in electronic format on a regular basis.

II. The Court Should Authorize the Debtors to File a Single Consolidated Top 30 List.

13. Apart from the List Filing Requirements, Bankruptcy Rule 1007(d) requires a debtor to file a Top 20 List containing information on its 20 largest unsecured creditors, excluding insiders. Fed. R. Bankr. P. 1007(d). The Top 20 List is used to facilitate the

appointment of a creditors' committee by the United States Trustee (the "U.S. Trustee"). *See In re Dandy Doughboy Donuts, Inc.*, 66 B.R. 457, 458 (Bankr. S.D. Fla. 1986) ("The purpose of the separate list of 20 largest creditors required by [Bankruptcy Rule 1007(d)] is to enable the clerk to identify members and the court to appoint immediately an unsecured creditors' committee in compliance with 11 U.S.C. 1102(a)(1).").

14. If a creditors' committee is ultimately deemed appropriate, the Consolidated Top 30 List will be sufficient to aid in the U.S. Trustee's appointment of a creditors' committee. As with the List Filing Requirements discussed above, requiring each of the Debtors to file a Top 20 List would be unduly burdensome, with little, if any, attendant value to the Debtors' estates or the U.S. Trustee. Accordingly, the Debtors request that the Court waive the requirement that each of the Debtors file a Top 20 List and instead authorize the Debtors to file a single Consolidated Top 30 List.

III. The Debtors Should Be Permitted to Redact Certain Personal Identification Information.

15. Bankruptcy Code section 107(c) provides that this Court "for cause, may protect an individual, with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft . . . [a]ny means of identification . . . contained in a paper filed, or to be filed in a case under" the Bankruptcy Code. 11 U.S.C. § 107(c)(1)(A). Cause exists to authorize the Debtors to (a) redact address information of individual creditors—many of whom are the Debtors' employees—from the Creditor List, or (b) where applicable, use corporate addresses for individual creditors, because such information could be used to perpetrate identity theft or locate survivors of domestic violence or stalking who have otherwise taken steps to conceal their whereabouts. This risk is not merely speculative. In at least one recent chapter 11 case, the abusive former partner of a

debtor's employee exploited the publicly accessible creditor and employee information filed in the chapter 11 case to track the employee to her new address, which had not been publicly available until then, forcing the employee to change addresses again for her safety.³ The Debtors propose to provide an unredacted version of the Creditor List to the U.S. Trustee, counsel to any official committee of unsecured creditors appointed in the Chapter 11 Cases, and this Court. In addition, the Debtors will distribute to their current employees any notices that are received at the Debtors' corporate headquarters and are intended for an employee.

16. The Debtors' individual creditors fall into three categories: (a) employees, (b) pensioners, and (c) individual advertisers, which are generally people who have posted an obituary or classified ad. First, the risk of harassment as a result of disclosure of employee address information is even greater than normal because many of the Debtors' employees — particularly their journalists—are public figures with a heightened need for privacy. This would put these high-profile individuals' personal information at risk, and endanger the relationships the Debtors have built with their journalists who are essential to the Debtors' business. Second, the risk of identity theft is especially high for pensioners.⁴ Indeed, the United States Senate Special Committee on Aging reported that the volume of elder financial exploitation has increased in recent years with the proliferation of new technologies. *See*

³ This incident, which took place during the first *Charming Charlie* chapter 11 proceedings in 2017, is described in the "creditor matrix motion" filed in *In re Charming Charlie Holdings Inc.*, Case No. 19-11534 (CSS) (Bankr. D. Del. Jul. 11, 2019) [Docket No. 4].

⁴ *See* Consumer Financial Protection Bureau (the "CFPB"), *Suspicious Activity Reports on Elder Financial Exploitation: Issues and Trends* (2019) (analyzing volume and characteristics of elder financial exploitation); Deane, Stephen, U.S. Securities and Exchange Commission, Office of the Investor Advocate, *Elder Financial Exploitation* (2018) (addressing elder financial exploitation, describing legal and regulatory reform, and proposing additional systemic reform); CFPB, *Recommendations and Report for Financial Institutions on Preventing and Responding to Elder Financial Exploitation* (2016) (identifying best practices for financial institutions to assist in preventing elder financial abuse and to intervene effectively when it occurs). Because of the voluminous nature of the reports cited herein, they are not attached to this Motion. Copies of these reports, however, are available on request.

generally S. Special Comm. on Aging, 115th Cong., *Fighting Fraud: Senate Aging Committee Identifies Top 10 Scams Targeting Our Nation's Seniors* (Comm. Print 2018) (detailing financial scams perpetuated against seniors using various technologies). Finally, the third category is almost entirely one-off advertisers, who are generally parties who have posted an obituary or classified ad. Because the Debtors do not have a way to distinguish which type of customer each individual is, the Debtors propose redacting the addresses for all individual customers.

17. In *In re Dex Media, Inc.*, Case No. 16-11200 (KG) (Bankr. D. Del. May 18, 2016), the U.S. Trustee objected to the debtors' request to redact employees' addresses, arguing that there was no basis for treating employees differently from other creditors absent specific identifiable harm. Judge Gross rejected this argument, recognizing the importance of protecting individuals from unnecessary security risk:

I think, that in the present day, with the abuse of private information, that these addresses ought to be redacted, and so, you know, I just think that individuals whose only position is to have been former employees, for example, ought not to have their home addresses listed publicly. I think that [] creates a possibility of abuse and so, I am going to grant the order [to seal].

Hr'g Tr. at 21:13-21, *In re Dex Media, Inc.*

18. Courts in this jurisdiction and others have granted the relief requested herein in comparable chapter 11 cases. See *In re Hollander Sleep Prods., LLC*, Case No. 19-11608 (MEW) (Bankr. S.D.N.Y. June 4, 2019) (authorizing the debtors to redact address information of individual creditors listed on the creditor matrix); *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y. Mar. 5, 2019) (allowing the debtors to redact from the creditor matrix address information of individual creditors, including employees); *In re FULLBEAUTY Brands Holdings Corp.*, Case No. 19-22185 (RDD) (Bankr. S.D.N.Y. Feb. 7, 2019) (same); *In re Nine West Holdings, Inc.*, Case No. 18-10947 (SCC) (Bankr. S.D.N.Y. Apr. 9, 2019) (same).

19. For these reasons, the Debtors respectfully submit that cause exists to authorize the Debtors to redact, pursuant to section 107(c)(1) of the Bankruptcy Code, personally identifiable information—including home addresses—in respect of individual creditors who are listed on the Creditor Matrix, Schedules and Statements, or any other document filed with the Court. Absent such relief, the Debtors would unnecessarily render individuals more susceptible to identity theft and could jeopardize the safety of employees who, unbeknownst to the Debtors, are survivors of domestic violence or stalking by publishing their home addresses without any advance notice or opportunity to opt out or take protective measures.

IV. The Proposed Procedures for the Notice of Commencement Are Appropriate.

20. Bankruptcy Rule 2002(a) provides, in relevant part, that “the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 21 days’ notice by mail of . . . the meeting of creditors under § 341 or § 1104(b) of the Code.” Fed. R. Bankr. P. 2002(a)(1). Furthermore, Bankruptcy Rule 2002 provides that notice of the order for relief shall be sent by mail to all creditors and equity security holders. Fed. R. Bankr. P. 2002(d) and (f). The Debtors request authority for their Claims and Noticing Agent to serve by regular mail the Notice of Commencement, substantially in the form attached as Exhibit 1 to the Order, to creditors in accordance with Bankruptcy Rule 2002.

21. Bankruptcy Rule 2002(l) permits the Court to order “notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” Fed. R. Bankr. P 2002(1). In addition to mailing the Notice of Commencement, the Debtors propose to publish, as soon as reasonably practicable, (a) the Notice of Commencement on the website maintained by the Claims and Noticing Agent,⁵ and (b) a modified, condensed version of the

⁵ The website where the Notice of Commencement can be accessed is <http://www.kccllc.net/McClatchy>.

Notice of Commencement in the national edition of the *New York Times*. The Debtors believe that such publication of the Notice of Commencement will provide sufficient notice to persons who do not otherwise receive notice by mail.

22. These proposed Procedures will ensure that the Debtors' creditors receive prompt notice of the commencement of these Chapter 11 Cases and of the meeting of creditors. Section 105(a) of the Bankruptcy Code empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). The Debtors submit that implementation of the Procedures is appropriate in these Chapter 11 Cases to provide adequate notice and within the Court's equitable powers under section 105(a) of the Bankruptcy Code. The Debtors hereby request that the Court approve the foregoing as providing sufficient notice of the commencement of these Chapter 11 Cases.

V. The Court Should Waive the Requirements to File the Equity Security Holder List and Provide the Notice of Commencement to Equity Security Holders.

23. Bankruptcy Rule 1007(a)(3) provides that "[i]n a chapter 11 reorganization case, unless the court orders otherwise, the debtor must file within fourteen days after entry of the order for relief a list of the debtor's equity security holders of each class showing the number and kinds of interests registered in the name of each holder, and the last known address or place of business for each holder." Further, Bankruptcy Rule 2002(d) provides that, unless otherwise ordered by the Court, the Debtors shall provide notice to all equity security holders of the order for relief and any 341 Meeting. See Fed. R. Bankr. P. 2002(d).

24. McClatchy is a public company, and, as of the Petition Date, has 7,935,411 shares of common stock outstanding (including 5,507,220 Class A shares and 2,428,191 Class B shares); that stock is publicly traded on the NYSE, and beneficial ownership of the common stock is widely dispersed. The Debtors submit that preparing a list of all of McClatchy's equity

security holders with last-known addresses and sending notice to all parties on such list will be burdensome, expensive, time consuming, and serve little or no beneficial purpose. Further, equity security holders likely will know of these Chapter 11 Cases through the financial press as well as the Debtors' reporting with the United States Securities and Exchange Commission.

25. In light of the foregoing, the Debtors submit that ample cause exists for the Court to waive (a) the requirement under Bankruptcy Rule 1007(a)(3) that the Debtors file the List and (b) the requirement under Bankruptcy Rule 2002(d) that the Debtors mail the Notice of Commencement to all equity security holders.

26. Bankruptcy Code section 105(a) also empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of" the Bankruptcy Code. 11 U.S.C. § 105(a). The Debtors submit that the relief requested herein is necessary and appropriate in these Chapter 11 Cases and is within the Court's equitable powers under Bankruptcy Code section 105(a).

MOTION PRACTICE

27. 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

28. 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

29. 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

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

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CONCLUSION

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

Dated: New York, New York
February 13, 2020

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Proposed Counsel to Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

ORDER (I) WAIVING CERTAIN LIST FILING REQUIREMENTS; (II) AUTHORIZING THE FILING OF A CONSOLIDATED LIST OF TOP 30 UNSECURED CREDITORS; (III) AUTHORIZING DEBTORS TO REDACT CERTAIN PERSONAL IDENTIFICATION INFORMATION FOR INDIVIDUAL CREDITORS; (IV) AUTHORIZING DEBTORS TO ESTABLISH PROCEDURES FOR NOTIFYING PARTIES OF THE COMMENCEMENT OF THESE CASES; (V) WAIVING THE REQUIREMENT TO FILE THE LIST OF EQUITY SECURITY HOLDERS AND (VI) MODIFYING THE REQUIREMENT TO PROVIDE NOTICE OF COMMENCEMENT TO EQUITY SECURITY HOLDERS, NUNC PRO TUNC TO THE PETITION DATE

Upon the motion (the “**Motion**”)² of the Debtors for an order (this “**Order**”)

(i) waiving the List Filing Requirements; (ii) authorizing the Debtors to file a single Consolidated Top 30 List instead of the individual Top 20 Lists contemplated by Bankruptcy Rule 1007(d); (iii) authorizing the Debtors to redact certain personal identification for individual creditors; (iv) authorizing the Debtors to establish the Procedures for the Notice of Commencement; (v) waiving the requirement to file the List within 14 days of the Petition Date,

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

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

as set forth in Bankruptcy Rule 1007(a)(3); and (vi) modifying the requirement to provide the Notice of Commencement to equity security holders, as set forth in Bankruptcy Rule 2002(d) and Local Bankruptcy Rule 1007-1; 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, 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, *nunc pro tunc* to the Petition Date, as set forth herein.
2. The Debtors shall provide a Creditor List to the Clerk's Office in electronic format, in lieu of filing a formatted creditor matrix, and such Creditor List is deemed adequate and sufficient, and the List Filing Requirements are hereby waived. The Claims and Noticing Agent shall provide an updated Creditor List to the Clerk's Office in electronic format on a regular basis.
3. The Debtors are authorized to file a single Consolidated Top 30 List in lieu of each Debtor filing a separate Top 20 List.

4. The Notice of Commencement, substantially as attached as **Exhibit 1** hereto, is approved.

5. On or before the date that is twenty-one (21) days prior to the date on which the meeting of creditors is to be held, the Debtors, with the assistance of the Claims and Noticing Agent, shall cause the Notice of Commencement to be served via first-class on all creditors on the List of Creditors.

6. Pursuant to Bankruptcy Rule 2002(1), the Debtors, with the assistance of the Claims and Notice Agent, shall cause to be published (a) the Notice of Commencement, substantially in the form attached as **Exhibit 1** hereto, on the website maintained by the Claims and Noticing Agent,³ and (b) a modified, condensed version of the Notice of Commencement in the national edition of the *New York Times*.

7. The form and manner of notice as provided herein are reasonably calculated to inform interested parties of these Chapter 11 cases and are hereby approved.

8. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

9. The Debtors are authorized to (a) use corporate addresses for individual creditors listed on the Creditor List to the extent available, or (b) redact address information of individual creditors. Upon request, the Debtors shall promptly provide an un-redacted version of the Creditor List to the U.S. Trustee, counsel to any official committee of unsecured creditors appointed in the Chapter 11 Cases, and this Court. In addition, the Debtors will distribute to their current employees any notices that are received at the Debtors' corporate headquarters and are intended for an employee.

³ The website where the Notice of Commencement can be accessed is <http://www.kccllc.net/McClatchy>.

10. The requirement under Bankruptcy Rule 1007(a)(3) that the Debtors file the List of equity security holders within 14 days of the Petition Date is waived for cause shown.

11. The requirement under Bankruptcy Rule 2002(d) that the Debtors mail the Notice of Commencement to all equity security holders is waived for cause shown.

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

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

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

Dated: New York, New York
February __, 2020

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 TO EXHIBIT A

Proposed Form of Notice of Commencement

Information to identify the case:			
Debtor <u>The McClatchy Company</u>	EIN <u>52-2080478</u>		
Name			
United States Bankruptcy Court for the: <u>Southern</u> District of <u>New York</u>	Date case filed for Chapter 11	<u>02/13/2020</u>	
	(State)	MM/DD/YYYY	
Case number: <u>20-10418 (MEW)</u>			

Official Form 309F (For Corporations or Partnerships)

Notice of Chapter 11 Bankruptcy Case

12/17

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered. This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

In addition such documents can be viewed and/or obtained from the Debtors' proposed notice and claims agent, Kurtzman Carson Consultants LLC at <http://www.kccllc.net/McClatchy> or by calling (866) 810-6898 (toll free) for U.S.-based parties or (424) 236-7215 for International parties. Note that you need a PACER password and login to access documents on the Bankruptcy Court's website (a PACER password is obtained by accessing the PACER website, www.pacer.gov).

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

1. Debtors' Full Names	Case Nos.	Employer ID Nos. (EIN)
The McClatchy Company	Case No. 20-10418 (MEW)	52-2080478
Cypress Media, Inc.	Case No. 20-10417 (MEW)	37-0742453
Aboard Publishing, Inc.	Case No. 20-10419 (MEW)	65-1051606
Bellingham Herald Publishing, LLC	Case No. 20-10420 (MEW)	59-0184700
Belton Publishing Company, Inc.	Case No. 20-10421 (MEW)	43-1412853
Biscayne Bay Publishing, Inc.	Case No. 20-10422 (MEW)	65-1051521
Cass County Publishing Company	Case No. 20-10423 (MEW)	43-0891076
Columbus-Ledger Enquirer, Inc.	Case No. 20-10424 (MEW)	58-0376130
Cypress Media, LLC	Case No. 20-10425 (MEW)	65-0764225
East Coast Newspapers, Inc.	Case No. 20-10426 (MEW)	68-0201685
El Dorado Newspapers	Case No. 20-10427 (MEW)	94-2605579
Gulf Publishing Company, Inc.	Case No. 20-10428 (MEW)	64-0469077
Herald Custom Publishing of Mexico, S. de R.L. de C.V.	Case No. 20-10429 (MEW)	HCP001215UZ1
HLB Newspapers, Inc.	Case No. 20-10430 (MEW)	43-1675371
Idaho Statesman Publishing, LLC	Case No. 20-10431 (MEW)	59-0184700
Keltatim Publishing Company, Inc.	Case No. 20-10432 (MEW)	48-1161908
Keynoter Publishing Company, Inc.	Case No. 20-10433 (MEW)	59-0789679
Lee's Summit Journal, Incorporated	Case No. 20-10434 (MEW)	44-0534462

For more information, see pages 2-3

Debtor The McClatchy Company

Case number (if known) 20-10418 (MEW)

Lexington H-L Services, Inc.	Case No. 20-10435 (MEW)	61-0259090
Macon Telegraph Publishing Company	Case No. 20-10436 (MEW)	58-0333650
Mail Advertising Corporation	Case No. 20-10437 (MEW)	75-2588187
McClatchy Big Valley, Inc.	Case No. 20-10438 (MEW)	68-0307849
McClatchy Interactive LLC	Case No. 20-10439 (MEW)	56-0338580
McClatchy Interactive West	Case No. 20-10440 (MEW)	65-0683075
McClatchy International Inc.	Case No. 20-10441 (MEW)	65-0732198
McClatchy Investment Company	Case No. 20-10442 (MEW)	51-0274877
McClatchy Management Services, Inc.	Case No. 20-10443 (MEW)	52-2360846
McClatchy Newspapers, Inc.	Case No. 20-10444 (MEW)	94-0666175
McClatchy News Services, Inc.	Case No. 20-10445 (MEW)	38-2022755
McClatchy Property, Inc.	Case No. 20-10446 (MEW)	65-0789132
McClatchy Resources, Inc.	Case No. 20-10447 (MEW)	65-0891517
McClatchy Shared Services, Inc.	Case No. 20-10448 (MEW)	65-0651121
McClatchy U.S.A., Inc.	Case No. 20-10449 (MEW)	65-0732197
Miami Herald Media Company	Case No. 20-10450 (MEW)	20-5063905
N & O Holdings, Inc.	Case No. 20-10451 (MEW)	52-2360850
Newsprint Ventures, Inc.	Case No. 20-10452 (MEW)	68-0041100
Nittany Printing and Publishing Company	Case No. 20-10453 (MEW)	24-0676050
Nor-Tex Publishing, Inc.	Case No. 20-10454 (MEW)	75-1109443
Olympian Publishing, LLC	Case No. 20-10455 (MEW)	59-0184700
Olympic-Cascade Publishing, Inc.	Case No. 20-10456 (MEW)	68-0098889
Pacific Northwest Publishing Company, Inc.	Case No. 20-10457 (MEW)	59-0184700
Quad County Publishing, Inc.	Case No. 20-10458 (MEW)	37-1225856
San Luis Obispo Tribune, LLC	Case No. 20-10459 (MEW)	20-5001401
Star-Telegram, Inc.	Case No. 20-10460 (MEW)	26-2674582
Tacoma News, Inc.	Case No. 20-10461 (MEW)	68-0099037
The Bradenton Herald, Inc.	Case No. 20-10462 (MEW)	59-1487839
The Charlotte Observer Publishing Company	Case No. 20-10463 (MEW)	56-0612746
The News and Observer Publishing Company	Case No. 20-10464 (MEW)	56-0338580
The State Media Company	Case No. 20-10465 (MEW)	57-0477517
The Sun Publishing Company, Inc.	Case No. 20-10466 (MEW)	57-0564988
Tribune Newsprint Company	Case No. 20-10467 (MEW)	87-0415831
Tru Measure, LLC	Case No. 20-10468 (MEW)	65-0683075
Wichita Eagle and Beacon Publishing Company, Inc.	Case No. 20-10469 (MEW)	52-2080478
Wingate Paper Company	Case No. 20-10470 (MEW)	68-0068249

2. All other names used in the last 8 years
 McClatchy Big Valley, Inc. was formerly known as
 Big Valley, Inc.

3. Address 2100 Q Street, Sacramento, California 95816

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<p>5. Bankruptcy Clerk's Office United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004</p>	<p>Hours Open: 8:30 a.m. to 5:00 p.m. Contact phone: (212) 668-2870</p>
<p>6. Meeting of Creditors <i>The Debtors' representative must be present at the meeting to be questioned under oath.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.</p>	<p>Date: [Month] [Day], 2020 Location: [United States Bankruptcy Court Alexander Hamilton U.S. Custom House One Bowling Green, Rm. 511 New York, NY 10004] Time: [__:__] [] .m. ET</p>
<p>7. Proof of Claim Deadline</p>	<p>Deadline for filing proof of claim: Not yet set. If deadline is set, the court will send you another notice.</p> <p>A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.</p> <p>Your claim will be allowed in the amount scheduled unless:</p> <ul style="list-style-type: none"> ▪ your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>; ▪ you file a proof of claim in a different amount; or ▪ you receive another notice. <p>If your claim is not scheduled or if your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.</p> <p>You may review the schedules at the Bankruptcy Clerk's office or online at www.pacer.gov.</p> <p>Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.</p>
<p>8. Exception to Discharge Deadline The Bankruptcy Clerk's Office must receive a complaint and any required filing fee by the following deadline.</p>	<p>If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below</p> <p>Deadline for filing the complaint: [Month] [Day], 2020 _____</p>

<p>9. Creditors with a Foreign Address</p>	<p>If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about right in this case.</p>
<p>10. Filing a Chapter 11 Bankruptcy Case</p>	<p>Bankruptcy cases under Chapter 11 of the Bankruptcy Code have been filed in this court by the Debtors listed on the first page, and orders for relief have been entered. Chapter 11 allows the Debtors to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may receive a copy of a plan and a disclosure statement telling you about a plan, and you might have the opportunity to vote on a plan. You will receive notice of the date of a confirmation hearing, and you may object to confirmation of a plan and attend a confirmation hearing. Unless a trustee is serving, the Debtors will remain in possession of the Debtors' property and may continue to operate any business.</p> <p>Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the Bankruptcy Clerk's Office by the deadline.</p>
<p>11. Discharge of Debts</p>	