

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

In re:

THE MCCLATCHY COMPANY, *et al.*,

Debtors.¹

Chapter 11

Case No. 20-10418 (MEW)

(Jointly Administered)

**JOINDER OF THE 2027 AND 2029 DEBENTURES TRUSTEE TO THE RESPONSE OF
THE COMMITTEE TO THE UNITED STATES TRUSTEE'S OBJECTION TO
CONFIRMATION OF THE JOINT CHAPTER 11 PLAN OF DISTRIBUTION**

Wilmington Savings Fund Society, FSB (“WSFS”), in its capacity as successor indenture trustee (the “Debentures Trustee”) under the indentures relating to the 7.15% Debentures due November 1, 2027 and 6.875% Debentures due March 15, 2029 issued by the McClatchy Company, by its counsel, Seward & Kissel LLP, hereby files this joinder (this “Joinder”) to the *Reply of the Official Committee of Unsecured Creditors to the Objection of the United States Trustee to Confirmation of the Joint Chapter 11 Plan of Distribution* [Docket No. 860] (the “UCC Response”) with respect to the *Objection of United States Trustee to Confirmation of the Joint Chapter 11 Plan of Distribution of the McClatchy Company and its Affiliated Debtors and Debtors in Possession* [Docket No. 855] (the “UST Objection”).² In support of this Joinder, the Debentures Trustee states as follows:

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’ 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 them in the *Joint Chapter 11 Plan of Distribution of the JCK Legacy Company and its Affiliated Debtors and Debtors in Possession* [Docket No. 856] (as may be further amended, the “Plan”).



JOINDER

1. The Committee Settlement incorporated into the Plan contains the integrated terms of a deal following extensive negotiations among key constituencies in these cases and has the support of the Debtors' key constituencies. Among these terms is payment of the fees and expenses of the Debentures Trustee, including the professional fees of its counsel. Bankruptcy courts in this district, and others, have frequently approved settlements, including in the plan context, providing for payment of indenture trustee fees (and myriad other non-estate professionals, as is the case here). See, e.g., In re Windstream Holdings, Inc., et al., Case No. 19-22312 (RDD) (Bankr. S.D.N.Y. Aug. 18, 2020), Order, [Doc. No. 2459] (denying reconsideration of a settlement containing an agreement to pay indenture trustee fees); In re Murray Energy Holdings Co., Case No. 19-56885 (Bankr. S.D. Ohio Aug. 31, 2020), Confirmation Order [Doc. No. 2135] (confirming chapter 11 plan that provided for payment of indenture trustee fees as part of comprehensive settlement); In re Arch Coal, Inc., Case No. 16-40120-705 (Bankr. E.D. Mo. Sept. 13, 2016), Confirmation Order [Doc. No. 1324] (same).

2. Moreover, it is usual and customary for a chapter 11 plan to provide for the reimbursement of the reasonable fees and expenses incurred by indenture trustees in a bankruptcy case, without the need for such indenture trustee to file any separate application, for a host of reasons, including the underlying contract and post-petition, effective date, and post-effective date obligations. See, e.g., In re Aegean Marine Petroleum Network, Inc., Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Mar. 29, 2019), Confirmation Order [Doc. No. 503] (confirming chapter 11 plan providing for payment of indenture trustee fees and expenses); In re Southeastern Grocers, LLC, Case No. 18-10700 (MFW) (Bankr. D. Del. May 30, 2019), Confirmation Order [Doc. No. 895] (same); In re TerraVia Holdings, Inc., Case No. 17-11655 (CSS) (Bankr. D. Del. Jan. 8, 2018),

Confirmation Order [Doc. No. 480] (same); In re Chassix Holdings, Inc., Case No. 15-10578 (MEW) (Bankr. S.D.N.Y. July 9, 2015), Confirmation Order [Doc. No. 627] (same); In re Fairway Group Holdings, Corporation, Case No. 16-11241 (MEW) (Bankr. S.D.N.Y. June 8, 2016), Confirmation Order [Doc. No. 156] (same).

3. For these reasons, and those more fully set forth in the UCC Response,³ the Debentures Trustee maintains that the UST Objection should be overruled and the Plan should be confirmed in its entirety.

RESERVATION OF RIGHTS

4. The Debentures Trustee reserves its right to supplement and amend this Joinder at any time, and to raise any other arguments or otherwise respond to arguments regarding the issues addressed in the UCC Response. To the extent that certain issues raised in the UCC Response implicate other facets of the above-captioned cases, the Trustee reserves all of its rights, and nothing herein shall be deemed a waiver of any such rights.

CONCLUSION

WHEREFORE, for all of the foregoing reasons, the Debentures Trustee respectfully requests that the Court (i) overrule the UST Objection to the professional fees and expenses of non-estate professionals contained in the Debtors' Plan, (ii) confirm the Debtors' Plan, and (iii) provide for such other and further relief as the Court deems appropriate.

³ The Trustee incorporates herein by reference the arguments contained in the UCC Response in opposition to the UST Objection.

Dated: New York, New York
September 21, 2020

SEWARD & KISSEL LLP

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for the 2027 Debentures and the 2029 Debentures*

CERTIFICATE OF SERVICE

I hereby certify that on September 21, 2020, a true and correct copy of the foregoing was served by the Court's Electronic Case Filing System to all parties registered or otherwise entitled to receive electronic notices.

/s/ Catherine V. LoTempio
Catherine V. LoTempio