

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>	:	Chapter 11
	:	
THE McCLATCHY COMPANY,	:	Case No. 20-10418 (MEW)
	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 52-2080478	:	
	:	
-----	X	

In re : X
: Chapter 11
: CYPRESS MEDIA, INC., : Case No. 20-10417 (MEW)
: Debtor. :
: Fed. Tax Id. No. 37-0742453 :
: :

In re : X
: Chapter 11
: ABOARD PUBLISHING, INC., : Case No. 20-10419 (MEW)
: Debtor. :
: Fed. Tax Id. No. 65-1051606 :
: :

In re : X
: Chapter 11
: BELLINGHAM HERALD PUBLISHING, LLC, : Case No. 20-10420 (MEW)
: Debtor. :
: Fed. Tax Id. No. 59-0184700 :
: :

In re : X
: Chapter 11
: BELTON PUBLISHING COMPANY, INC., : Case No. 20-10421 (MEW)
: Debtor. :
: Fed. Tax Id. No. 43-1412853 :
: :

----- X
In re : **Chapter 11**
: :
BISCAYNE BAY PUBLISHING, INC., : **Case No. 20-10422 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-1051521 : :
: :
----- X

In re : **Chapter 11**
: :
CASS COUNTY PUBLISHING COMPANY, : **Case No. 20-10423 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 43-0891076 : :
: :
----- X

In re : **Chapter 11**
: :
COLUMBUS-LEDGER ENQUIRER, INC., : **Case No. 20-10424 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 58-0376130 : :
: :
----- X

In re : **Chapter 11**
: :
CYPRESS MEDIA, LLC, : **Case No. 20-10425 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-0764225 : :
: :
----- X

----- X
In re : **Chapter 11**
: **EAST COAST NEWSPAPERS, INC.,** : **Case No. 20-10426 (MEW)**
: **Debtor.** :
: **Fed. Tax Id. No. 68-0201685** :
----- X

----- X
In re : **Chapter 11**
: **EL DORADO NEWSPAPERS,** : **Case No. 20-10427 (MEW)**
: **Debtor.** :
: **Fed. Tax Id. No. 94-2605579** :
----- X

----- X
In re : **Chapter 11**
: **GULF PUBLISHING COMPANY, INC.,** : **Case No. 20-10428 (MEW)**
: **Debtor.** :
: **Fed. Tax Id. No. 64-0469077** :
----- X

----- X
In re : **Chapter 11**
: **HERALD CUSTOM PUBLISHING OF** : **Case No. 20-10429 (MEW)**
: **MEXICO, S. de R.L. de C.V.,** :
: **Debtor.** :
: **Tax Id. No. HCP001215UZ1** :
----- X

In re : X
: Chapter 11
LEE'S SUMMIT JOURNAL, INCORPORATED, :
: Case No. 20-10434 (MEW)
: Debtor. :
: Fed. Tax Id. No. 44-0534462 :
:

In re : X
: Chapter 11
LEXINGTON H-L SERVICES, INC., :
: Case No. 20-10435 (MEW)
: Debtor. :
: Fed. Tax Id. No. 61-0259090 :
:

In re : X
: Chapter 11
MACON TELEGRAPH PUBLISHING COMPANY, :
: Case No. 20-10436 (MEW)
: Debtor. :
: Fed. Tax Id. No. 58-0333650 :
:

In re : X
: Chapter 11
MAIL ADVERTISING CORPORATION, :
: Case No. 20-10437 (MEW)
: Debtor. :
: Fed. Tax Id. No. 75-2588187 :
:

X

----- X
In re : **Chapter 11**
: **Case No. 20-10438 (MEW)**
: **McCLATCHY BIG VALLEY, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 68-0307849**
: **Chapter 11**
: **Case No. 20-10439 (MEW)**
: **McCLATCHY INTERACTIVE LLC,**
: **Debtor.**
: **Fed. Tax Id. No. 56-0338580**
: **Chapter 11**
: **Case No. 20-10440 (MEW)**
: **McCLATCHY INTERACTIVE WEST,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0683075**
: **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
: **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
----- X

----- X
In re : **Chapter 11**
: **Case No. 20-10439 (MEW)**
: **McCLATCHY INTERACTIVE LLC,**
: **Debtor.**
: **Fed. Tax Id. No. 56-0338580**
: **Chapter 11**
: **Case No. 20-10440 (MEW)**
: **McCLATCHY INTERACTIVE WEST,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0683075**
: **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
: **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
----- X

----- X
In re : **Chapter 11**
: **Case No. 20-10440 (MEW)**
: **McCLATCHY INTERACTIVE WEST,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0683075**
: **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
: **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
----- X

----- X
In re : **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
: **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
: **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**
----- X

----- X

In re : **Chapter 11**
: **Case No. 20-10442 (MEW)**
: **McCLATCHY INVESTMENT COMPANY,**
: **Debtor.**
: **Fed. Tax Id. No. 51-0274877**

In re : **Chapter 11**
: **Case No. 20-10443 (MEW)**
: **McCLATCHY MANAGEMENT SERVICES, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 52-2360846**

In re : **Chapter 11**
: **Case No. 20-10444 (MEW)**
: **McCLATCHY NEWSPAPERS, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 94-0666175**

In re : **Chapter 11**
: **Case No. 20-10445 (MEW)**
: **McCLATCHY NEWS SERVICES INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 38-2022755**

----- X
In re : **Chapter 11**
: :
McCLATCHY PROPERTY, INC., : **Case No. 20-10446 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-0789132 : :
: :
----- X

In re : **Chapter 11**
: :
McCLATCHY RESOURCES, INC., : **Case No. 20-10447 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-0891517 : :
: :
----- X

In re : **Chapter 11**
: :
McCLATCHY SHARED SERVICES, INC., : **Case No. 20-10448 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-0651121 : :
: :
----- X

In re : **Chapter 11**
: :
McCLATCHY U.S.A., INC., : **Case No. 20-10449 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-0732197 : :
: :
----- X

In re : X
: Chapter 11
: MIAMI HERALD MEDIA COMPANY, : Case No. 20-10450 (MEW)
: Debtor. :
: Fed. Tax Id. No. 20-5063905 :
:

In re : X
: Chapter 11
: N & O HOLDINGS, INC., : Case No. 20-10451 (MEW)
: Debtor. :
: Fed. Tax Id. No. 52-2360850 :
:

In re : X
: Chapter 11
: NEWSPRINT VENTURES, INC., : Case No. 20-10452 (MEW)
: Debtor. :
: Fed. Tax Id. No. 68-0041100 :
:

In re : X
: Chapter 11
: NITTANY PRINTING AND PUBLISHING : Case No. 20-10453 (MEW)
: COMPANY, :
: Debtor. :
: Fed. Tax Id. No. 24-0676050 :
:

----- X
In re : **Chapter 11**
: :
NOR-TEX PUBLISHING, INC., : **Case No. 20-10454 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 75-1109443 : :
: :
----- X

----- X
In re : **Chapter 11**
: :
OLYMPIAN PUBLISHING, LLC, : **Case No. 20-10455 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 59-0184700 : :
: :
----- X

----- X
In re : **Chapter 11**
: :
OLYMPIC-CASCADE PUBLISHING, INC., : **Case No. 20-10456 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 68-0098889 : :
: :
----- X

----- X
In re : **Chapter 11**
: :
PACIFIC NORTHWEST PUBLISHING : **Case No. 20-10457 (MEW)**
COMPANY, INC., : :
: :
Debtor. : :
: :
Fed. Tax Id. No. 59-0184700 : :
: :
----- X

In re : **Chapter 11**
: **Case No. 20-10458 (MEW)**
:
:
:
Debtor. :
:
Fed. Tax Id. No. 37-1225856 :
:

In re : **Chapter 11**
: **Case No. 20-10459 (MEW)**
:
:
:
Debtor. :
:
Fed. Tax Id. No. 20-5001401 :
:

In re : **Chapter 11**
: **Case No. 20-10460 (MEW)**
:
:
:
Debtor. :
:
Fed. Tax Id. No. 26-2674582 :
:

In re : **Chapter 11**
: **Case No. 20-10461 (MEW)**
:
:
:
Debtor. :
:
Fed. Tax Id. No. 68-0099037 :
:

X

----- X
In re : **Chapter 11**
: :
THE BRADENTON HERALD, INC., : **Case No. 20-10462 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 59-1487839 : :
: :
----- X

In re : **Chapter 11**
: :
THE CHARLOTTE OBSERVER PUBLISHING : **Case No. 20-10463 (MEW)**
COMPANY, : :
: :
Debtor. : :
: :
Fed. Tax Id. No. 56-0612746 : :
: :
----- X

In re : **Chapter 11**
: :
THE NEWS AND OBSERVER PUBLISHING : **Case No. 20-10464 (MEW)**
COMPANY, : :
: :
Debtor. : :
: :
Fed. Tax Id. No. 56-0338580 : :
: :
----- X

In re : **Chapter 11**
: :
THE STATE MEDIA COMPANY, : **Case No. 20-10465 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 57-0477517 : :
: :
----- X

----- X
In re : **Chapter 11**
:
: **THE SUN PUBLISHING COMPANY, INC.,** : **Case No. 20-10466 (MEW)**
:
: **Debtor.** :
:
: **Fed. Tax Id. No. 57-0564988** :
:
: ----- X

----- X
In re : **Chapter 11**
:
: **TRIBUNE NEWSPRINT COMPANY,** : **Case No. 20-10467 (MEW)**
:
: **Debtor.** :
:
: **Fed. Tax Id. No. 87-0415831** :
:
: ----- X

----- X
In re : **Chapter 11**
:
: **TRU MEASURE, LLC,** : **Case No. 20-10468 (MEW)**
:
: **Debtor.** :
:
: **Fed. Tax Id. No. 65-0683075** :
:
: ----- X

----- X
In re : **Chapter 11**
:
: **WICHITA EAGLE AND BEACON PUBLISHING** : **Case No. 20-10469 (MEW)**
: **COMPANY, INC.,** :
:
: **Debtor.** :
:
: **Fed. Tax Id. No. 48-0571718** :
:
: ----- X

-----	X
<i>In re</i>	: Chapter 11
	:
WINGATE PAPER COMPANY,	: Case No. 20-10470 (MEW)
	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 68-0068249	:
	:
-----	X

**DEBTORS’ MOTION FOR ENTRY OF ORDER (I)
DIRECTING JOINT ADMINISTRATION OF CASES AND
(II) WAIVING REQUIREMENTS OF BANKRUPTCY CODE
SECTION 342(c)(1) AND BANKRUPTCY
RULES 1005 AND 2002(n)**

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 First Day Papers* (the “**First Day Declaration**”),¹ 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) directing the joint administration of the Chapter 11 Cases (as defined below) for procedural purposes only and (b)

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

waiving the requirement that the caption in the Chapter 11 Cases and certain notices list the Debtors' tax identification numbers.

2. In furtherance of the foregoing, the Debtors request that the official caption to be used by all parties in all papers in the joint administered cases be as follows:

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

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

3. In addition, the Debtors request that the Court make a docket entry in each of the Chapter 11 Cases (except that of The McClatchy Company) substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing joint administration for procedural purposes only of the chapter 11 cases of: The McClatchy Company, Case No. 20-10418 (MEW); Cypress Media, Inc., Case No. 20-10417 (MEW); Aboard Publishing, Inc., Case No. 20-10419 (MEW); Bellingham Herald Publishing, LLC, Case No. 20-10420 (MEW); Belton Publishing Company, Inc., Case No. 20-10421 (MEW); Biscayne Bay Publishing, Inc., Case No. 20-10422 (MEW); Cass County Publishing Company, Case No. 20-10423 (MEW); Columbus-Ledger Enquirer, Inc., Case No. 20-10424 (MEW); Cypress Media, LLC, Case No. 20-10425 (MEW); East Coast Newspapers, Inc., Case No. 20-10426 (MEW); El Dorado Newspapers, Case No. 20-10427 (MEW); Gulf Publishing Company, Inc., Case No. 20-10428 (MEW); Herald Custom Publishing of Mexico, S. de R.L. de C.V., Case No. 20-10429 (MEW); HLB Newspapers, Inc., Case No. 20-10430 (MEW); Idaho Statesman

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.kccllc.net/McClatchy>. The location of the Debtors' service address for purposes of these chapter 11 cases is: 2100 Q Street, Sacramento, California 95816.

Publishing, LLC, Case No. 20-10431 (MEW); Keltatim Publishing Company, Inc., Case No. 20-10432 (MEW); Keynoter Publishing Company, Inc., Case No. 20-10433 (MEW); Lee's Summit Journal, Incorporated, Case No. 20-10434 (MEW); Lexington H-L Services, Inc., Case No. 20-10435 (MEW); Macon Telegraph Publishing Company, Case No. 20-10436 (MEW); Mail Advertising Corporation, Case No. 20-10437 (MEW); McClatchy Big Valley, Inc., Case No. 20-10438 (MEW); McClatchy Interactive LLC, Case No. 20-10439 (MEW); McClatchy Interactive West, Case No. 20-10440 (MEW); McClatchy International Inc., Inc., Case No. 20-10441 (MEW); McClatchy Investment Company, Case No. 20-10442 (MEW); McClatchy Management Services, Inc., Case No. 20-10443 (MEW); McClatchy Newspapers, Inc., Case No. 20-10444 (MEW); McClatchy News Services, Inc., Case No. 20-10445 (MEW); McClatchy Property, Inc., Case No. 20-10446 (MEW); McClatchy Resources, Inc., Case No. 20-10447 (MEW); McClatchy Shared Services, Inc., Case No. 20-10448 (MEW); McClatchy U.S.A., Inc., Case No. 20-10449 (MEW); Miami Herald Media Company, Case No. 20-10450 (MEW); N & O Holdings, Inc., Case No. 20-10451 (MEW); Newsprint Ventures, Inc., Case No. 20-10452 (MEW); Nittany Printing and Publishing Company, Case No. 20-10453 (MEW); Nor-Tex Publishing, Inc., Case No. 20-10454 (MEW); Olympian Publishing, LLC, Case No. 20-10455 (MEW); Olympic-Cascade Publishing, Inc., Case No. 20-10456 (MEW); Pacific Northwest Publishing Company, Inc., Case No. 20-10457 (MEW); Quad County Publishing, Inc., Case No. 20-10458 (MEW); San Luis Obispo Tribune, LLC, Case No. 20-10459 (MEW); Star-Telegram, Inc., Case No. 20-10460 (MEW); Tacoma News, Inc., Case No. 20-10461 (MEW); The Bradenton Herald, Inc., Case No. 20-10462 (MEW); The Charlotte Observer Publishing Company, Case No. 20-10463 (MEW); The News and Observer Publishing Company, Case No. 20-10464 (MEW); The State Media Company, Case No. 20-10465 (MEW); The Sun Publishing Company, Inc., Case No. 20-10466 (MEW); Tribune Newsprint Company, Case No. 20-10467 (MEW); Tru Measure, LLC, Case No. 20-10468 (MEW); Wichita Eagle and Beacon Publishing Company, Inc., Case No. 20-10469 (MEW); Wingate Paper Company, Case No. 20-10470 (MEW). The docket for The McClatchy Company, Case No. 20-10418 (MEW), should be consulted for all matters affecting these cases.

JURISDICTION AND VENUE

4. 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).

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

6. The legal predicates for the relief requested herein are section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Bankruptcy Rule 1015(b), and Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”).

BACKGROUND

7. 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.

8. 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.

9. 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.

10. 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

11. If two or more petitions are pending in the same court by or against a debtor and an affiliate, the court may order the joint administration of the estates of the debtor and such affiliates. Fed. R. Bankr. P. 1015(b). The 54 Debtors are "affiliates" of each other as that term is defined in Bankruptcy Code section 101(2) and as used in Bankruptcy Rule 1015(b). Thus, joint administration of the Debtors' Chapter 11 Cases is appropriate under Bankruptcy Rule 1015(b).

12. The joint administration of the Chapter 11 Cases will promote efficiency by permitting the Clerk of the Court to use a single, general docket for the cases and to combine notice to creditors and other parties-in-interest of the Debtors' respective estates. The Debtors anticipate that almost all of the papers, hearings, and orders in the Chapter 11 Cases will relate to all of the Debtors. Moreover, the use of the simplified caption set forth above will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification.

13. The rights of the respective creditors and stakeholders of each of the Debtors will not be adversely affected by joint administration of these cases because the relief sought is purely procedural and will not affect parties' substantive rights.

14. This and other courts have granted similar relief in other cases. *See, e.g., In re Stearns Holdings, LLC*, No. 19-12226 (SCC) (Bankr. S.D.N.Y. Jul. 10, 2019); *In re Trident Holding Co., LLC*, No. 19-10384 (SHL) (Bankr. S.D.N.Y. Feb. 12, 2019); *In re Synergy Pharmaceuticals, Inc.*, No. 18-14010 (JLG) (Bankr. S.D.N.Y. Dec. 14, 2018); *In re Sears Holdings Corp.*, No. 18-23538 (RDD) (Bankr. S.D.N.Y. Oct. 16, 2018); *In re Chassix Holdings, Inc.*, No. 15-10578 (MEW) (Bankr. S.D.N.Y. Mar. 12, 2015); *In re NII Holdings, Inc.*, No. 14-

12611 (SCC) (Bankr. S.D.N.Y. Sept. 16, 2014); *In re Genco Shipping & Trading Ltd.*, No. 14-11108 (SHL) (Bankr. S.D.N.Y. Apr. 23, 2014).

MOTION PRACTICE

15. 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 this Motion. Accordingly, the Debtors submit that this Motion satisfies Local Bankruptcy Rule 9013-1(a).

RESERVATION OF RIGHTS

16. 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

17. 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

18. 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 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

Proposed Order

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

-----	X	
<i>In re</i>	:	Chapter 11
	:	
THE McCLATCHY COMPANY,	:	Case No. 20-10418 (MEW)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 52-2080478	:	
	:	
-----	X	
<i>In re</i>	:	Chapter 11
	:	
CYPRESS MEDIA, INC.,	:	Case No. 20-10417 (MEW)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-0742453	:	
	:	
-----	X	
<i>In re</i>	:	Chapter 11
	:	
ABOARD PUBLISHING, INC.,	:	Case No. 20-10419 (MEW)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 65-1051606	:	
	:	
-----	X	
<i>In re</i>	:	Chapter 11
	:	
BELLINGHAM HERALD PUBLISHING, LLC,	:	Case No. 20-10420 (MEW)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 59-0184700	:	
	:	
-----	X	

----- X
In re : **Chapter 11**
: :
BELTON PUBLISHING COMPANY, INC., : **Case No. 20-10421 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 43-1412853 : :
: :
----- X

In re : **Chapter 11**
: :
BISCAYNE BAY PUBLISHING, INC., : **Case No. 20-10422 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-1051521 : :
: :
----- X

In re : **Chapter 11**
: :
CASS COUNTY PUBLISHING COMPANY, : **Case No. 20-10423 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 43-0891076 : :
: :
----- X

In re : **Chapter 11**
: :
COLUMBUS-LEDGER ENQUIRER, INC., : **Case No. 20-10424 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 58-0376130 : :
: :
----- X

----- X
In re : **Chapter 11**
: :
CYPRESS MEDIA, LLC, : **Case No. 20-10425 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-0764225 : :
: :
----- X

In re : **Chapter 11**
: :
EAST COAST NEWSPAPERS, INC., : **Case No. 20-10426 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 68-0201685 : :
: :
----- X

In re : **Chapter 11**
: :
EL DORADO NEWSPAPERS, : **Case No. 20-10427 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 94-2605579 : :
: :
----- X

In re : **Chapter 11**
: :
GULF PUBLISHING COMPANY, INC., : **Case No. 20-10428 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 64-0469077 : :
: :
----- X

-----	X
<i>In re</i>	: Chapter 11
	:
HERALD CUSTOM PUBLISHING OF	: Case No. 20-10429 (MEW)
MEXICO, S. de R.L. de C.V.,	:
	:
Debtor.	:
	:
Tax Id. No. HCP001215UZ1	:
	:
-----	X
<i>In re</i>	: Chapter 11
	:
HLB NEWSPAPERS, INC.,	: Case No. 20-10430 (MEW)
	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 43-1675371	:
	:
-----	X
<i>In re</i>	: Chapter 11
	:
IDAHO STATESMAN PUBLISHING, LLC,	: Case No. 20-10431 (MEW)
	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 59-0184700	:
	:
-----	X
<i>In re</i>	: Chapter 11
	:
KELTATIM PUBLISHING COMPANY, INC.,	: Case No. 20-10432 (MEW)
	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 48-1161908	:
	:
-----	X

----- X
In re : **Chapter 11**
: :
KEYNOTER PUBLISHING COMPANY, INC., : **Case No. 20-10433 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 59-0789679 : :
: :
----- X

In re : **Chapter 11**
: :
LEE'S SUMMIT JOURNAL, INCORPORATED, : **Case No. 20-10434 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 44-0534462 : :
: :
----- X

In re : **Chapter 11**
: :
LEXINGTON H-L SERVICES, INC., : **Case No. 20-10435 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 61-0259090 : :
: :
----- X

In re : **Chapter 11**
: :
MACON TELEGRAPH PUBLISHING COMPANY, : **Case No. 20-10436 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 58-0333650 : :
: :
----- X

----- X
In re : **Chapter 11**
: :
MAIL ADVERTISING CORPORATION, : **Case No. 20-10437 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 75-2588187 : :
: :
----- X

In re : **Chapter 11**
: :
McCLATCHY BIG VALLEY, INC., : **Case No. 20-10438 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 68-0307849 : :
: :
----- X

In re : **Chapter 11**
: :
McCLATCHY INTERACTIVE LLC, : **Case No. 20-10439 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 56-0338580 : :
: :
----- X

In re : **Chapter 11**
: :
McCLATCHY INTERACTIVE WEST, : **Case No. 20-10440 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-0683075 : :
: :
----- X

----- X
In re : **Chapter 11**
: **Case No. 20-10441 (MEW)**
: **McCLATCHY INTERNATIONAL INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732198**

----- X
In re : **Chapter 11**
: **Case No. 20-10442 (MEW)**
: **McCLATCHY INVESTMENT COMPANY,**
: **Debtor.**
: **Fed. Tax Id. No. 51-0274877**

----- X
In re : **Chapter 11**
: **Case No. 20-10443 (MEW)**
: **McCLATCHY MANAGEMENT SERVICES, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 52-2360846**

----- X
In re : **Chapter 11**
: **Case No. 20-10444 (MEW)**
: **McCLATCHY NEWSPAPERS, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 94-0666175**

----- X

In re : **Chapter 11**
: **Case No. 20-10445 (MEW)**
: **McCLATCHY NEWS SERVICES, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 38-2022755**

In re : **Chapter 11**
: **Case No. 20-10446 (MEW)**
: **McCLATCHY PROPERTY, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0789132**

In re : **Chapter 11**
: **Case No. 20-10447 (MEW)**
: **McCLATCHY RESOURCES, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0891517**

In re : **Chapter 11**
: **Case No. 20-10448 (MEW)**
: **McCLATCHY SHARED SERVICES, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0651121**

----- X
In re : **Chapter 11**
: **Case No. 20-10449 (MEW)**
: **McCLATCHY U.S.A., INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-0732197**
: **-----**

X
In re : **Chapter 11**
: **Case No. 20-10450 (MEW)**
: **MIAMI HERALD MEDIA COMPANY,**
: **Debtor.**
: **Fed. Tax Id. No. 20-5063905**
: **-----**

X
In re : **Chapter 11**
: **Case No. 20-10451 (MEW)**
: **N & O HOLDINGS, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 65-2360850**
: **-----**

X
In re : **Chapter 11**
: **Case No. 20-10452 (MEW)**
: **NEWSPRINT VENTURES, INC.,**
: **Debtor.**
: **Fed. Tax Id. No. 68-0041100**
: **-----**

X

----- X
In re : **Chapter 11**
: :
NITTANY PRINTING AND PUBLISHING : **Case No. 20-10453 (MEW)**
COMPANY, : :
: :
Debtor. : :
: :
Fed. Tax Id. No. 24-0676050 : :
----- X

In re : **Chapter 11**
: :
NOR-TEX PUBLISHING, INC., : **Case No. 20-10454 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 75-1109443 : :
----- X

In re : **Chapter 11**
: :
OLYMPIAN PUBLISHING, LLC, : **Case No. 20-10455 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 59-0184700 : :
----- X

In re : **Chapter 11**
: :
OLYMPIC-CASCADE PUBLISHING, INC., : **Case No. 20-10456 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 68-0098889 : :
----- X

----- X
In re : **Chapter 11**
: :
PACIFIC NORTHWEST PUBLISHING : **Case No. 20-10457 (MEW)**
COMPANY, INC., : :
: :
Debtor. : :
: :
Fed. Tax Id. No. 59-0184700 : :
: :
----- X

In re : **Chapter 11**
: :
QUAD COUNTY PUBLISHING, INC., : **Case No. 20-10458 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 37-1225856 : :
: :
----- X

In re : **Chapter 11**
: :
SAN LUIS OBISPO TRIBUNE, LLC, : **Case No. 20-10459 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 20-5001401 : :
: :
----- X

In re : **Chapter 11**
: :
STAR-TELEGRAM, INC., : **Case No. 20-10460 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 26-2674582 : :
: :
----- X

----- X
In re : **Chapter 11**
: :
TACOMA NEWS, INC., : **Case No. 20-10461 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 68-0099037 : :
: :
----- X

In re : **Chapter 11**
: :
THE BRADENTON HERALD, INC., : **Case No. 20-10462 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 59-1487839 : :
: :
----- X

In re : **Chapter 11**
: :
THE CHARLOTTE OBSERVER PUBLISHING : **Case No. 20-10463 (MEW)**
COMPANY, : :
: :
Debtor. : :
: :
Fed. Tax Id. No. 56-0612746 : :
: :
----- X

In re : **Chapter 11**
: :
THE NEWS AND OBSERVER PUBLISHING : **Case No. 20-10464 (MEW)**
COMPANY, : :
: :
Debtor. : :
: :
Fed. Tax Id. No. 56-0338580 : :
: :
----- X

----- X
In re : **Chapter 11**
: :
THE STATE MEDIA COMPANY, : **Case No. 20-10465 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 57-0477517 : :
: :
----- X

In re : **Chapter 11**
: :
THE SUN PUBLISHING COMPANY, INC., : **Case No. 20-10466 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 57-0564988 : :
: :
----- X

In re : **Chapter 11**
: :
TRIBUNE NEWSPRINT COMPANY, : **Case No. 20-10467 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 87-0415831 : :
: :
----- X

In re : **Chapter 11**
: :
TRU MEASURE, LLC, : **Case No. 20-10468 (MEW)**
: :
: :
Debtor. : :
: :
Fed. Tax Id. No. 65-0683075 : :
: :
----- X

-----	x
<i>In re</i>	: Chapter 11
	:
WICHITA EAGLE AND BEACON PUBLISHING COMPANY, INC.,	: Case No. 20-10469 (MEW)
	:
Debtor.	:
	:
Fed. Tax Id. No. 48-0571718	:
	:
-----	x
<i>In re</i>	: Chapter 11
	:
WINGATE PAPER COMPANY,	: Case No. 20-10470 (MEW)
	:
Debtor.	:
	:
Fed. Tax Id. No. 68-0068249	:
	:
-----	x

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CASES AND (II) WAIVING REQUIREMENTS OF
BANKRUPTCY CODE SECTION 342(c)(1) AND
BANKRUPTCY RULES 1005 AND 2002(n)**

Upon the motion (the “**Motion**”)¹ of the Debtors for an order (this “**Order**”)

(i) directing joint administration of these cases and administratively consolidating the respective Chapter 11 Cases of each Debtor for procedural purposes only and (ii) waiving the requirement that the captions in the Chapter 11 Cases list the Debtors’ tax identification numbers and certain other information; 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

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

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. Each of the above-captioned Chapter 11 Cases of the Debtors be, and hereby is, jointly administered by the Court for procedural purposes only. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting any substantive consolidation of any of the Chapter 11 Cases.
3. The caption of the jointly administered cases shall read as follows:

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

----- x
In re : **Chapter 11**
:
THE McCLATCHY COMPANY, *et al.*, : **Case No. 20-10418 (MEW)**
:
Debtors.¹ : **(Joint Administration Pending)**
:
----- x

4. Each motion, application, and notice shall be captioned as indicated in the preceding decretal paragraph and all original docket entries shall be made in the case of The McClatchy Company, Case No. 20-10418 (MEW).

5. A docket entry shall be made in each of the Chapter 11 Cases (except that of The McClatchy Company) substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing joint administration for procedural purposes only of the chapter 11 cases of: The McClatchy Company, Case No. 20-10418 (MEW); Cypress Media, Inc., Case No. 20-10417 (MEW); Aboard Publishing, Inc., Case No. 20-10419 (MEW); Bellingham Herald Publishing, LLC, Case No. 20-10420 (MEW); Belton Publishing Company, Inc., Case No. 20-10421 (MEW); Biscayne Bay Publishing, Inc., Case No. 20-10422 (MEW); Cass County Publishing Company, Case No. 20-10423 (MEW); Columbus-Ledger Enquirer, Inc., Case No. 20-10424 (MEW); Cypress Media, LLC, Case No. 20-10425 (MEW); East Coast Newspapers, Inc., Case No. 20-10426 (MEW); El Dorado Newspapers, Case No. 20-10427 (MEW); Gulf Publishing Company, Inc., Case No. 20-10428 (MEW); Herald Custom Publishing of Mexico, S. de R.L. de C.V., Case No. 20-10429 (MEW); HLB Newspapers, Inc., Case No. 20-10430 (MEW); Idaho Statesman Publishing, LLC, Case No. 20-10431 (MEW); Keltatim Publishing Company, Inc., Case No. 20-10432 (MEW); Keynoter Publishing Company, Inc., Case No. 20-10433 (MEW); Lee's Summit Journal, Incorporated, Case No. 20-10434 (MEW);

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.kccllc.net/McClatchy>. The location of the Debtors' service address for purposes of these chapter 11 cases is: 2100 Q Street, Sacramento, California 95816.

Lexington H-L Services, Inc., Case No. 20-10435 (MEW); Macon Telegraph Publishing Company, Case No. 20-10436 (MEW); Mail Advertising Corporation, Case No. 20-10437 (MEW); McClatchy Big Valley, Inc., Case No. 20-10438 (MEW); McClatchy Interactive LLC, Case No. 20-10439 (MEW); McClatchy Interactive West, Case No. 20-10440 (MEW); McClatchy International Inc., Inc., Case No. 20-10441 (MEW); McClatchy Investment Company, Case No. 20-10442 (MEW); McClatchy Management Services, Inc., Case No. 20-10443 (MEW); McClatchy Newspapers, Inc., Case No. 20-10444 (MEW); McClatchy News Services, Inc., Case No. 20-10445 (MEW); McClatchy Property, Inc., Case No. 20-10446 (MEW); McClatchy Resources, Inc., Case No. 20-10447 (MEW); McClatchy Shared Services, Inc., Case No. 20-10448 (MEW); McClatchy U.S.A., Inc., Case No. 20-10449 (MEW); Miami Herald Media Company, Case No. 20-10450 (MEW); N & O Holdings, Inc., Case No. 20-10451 (MEW); Newsprint Ventures, Inc., Case No. 20-10452 (MEW); Nittany Printing and Publishing Company, Case No. 20-10453 (MEW); Nor-Tex Publishing, Inc., Case No. 20-10454 (MEW); Olympian Publishing, LLC, Case No. 20-10455 (MEW); Olympic-Cascade Publishing, Inc., Case No. 20-10456 (MEW); Pacific Northwest Publishing Company, Inc., Case No. 20-10457 (MEW); Quad County Publishing, Inc., Case No. 20-10458 (MEW); San Luis Obispo Tribune, LLC, Case No. 20-10459 (MEW); Star-Telegram, Inc., Case No. 20-10460 (MEW); Tacoma News, Inc., Case No. 20-10461 (MEW); The Bradenton Herald, Inc., Case No. 20-10462 (MEW); The Charlotte Observer Publishing Company, Case No. 20-10463 (MEW); The News and Observer Publishing Company, Case No. 20-10464 (MEW); The State Media Company, Case No. 20-10465 (MEW); The Sun Publishing Company, Inc., Case No. 20-10466 (MEW); Tribune Newsprint Company, Case No. 20-10467 (MEW); Tru Measure, LLC, Case No. 20-10468 (MEW); Wichita Eagle and Beacon Publishing Company, Inc., Case No. 20-10469 (MEW); Wingate Paper Company, Case No. 20-10470 (MEW). The docket for The McClatchy Company, Case No. 20-10418 (MEW), should be consulted for all matters affecting these cases.

6. One consolidated docket, one file, and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the Court with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases.

7. The requirements under Bankruptcy Code section 342(c)(1) and Bankruptcy Rule 2002(n) that the case caption and other notices mailed in the Chapter 11 Cases include the Debtors' tax identification numbers and other identifying information about the Debtors are hereby waived. The Debtors shall include in all papers filed and each notice mailed by the

Debtors a footnote listing all of the Debtors, the last four digits of their respective tax identification numbers, and the address of their corporate headquarters.

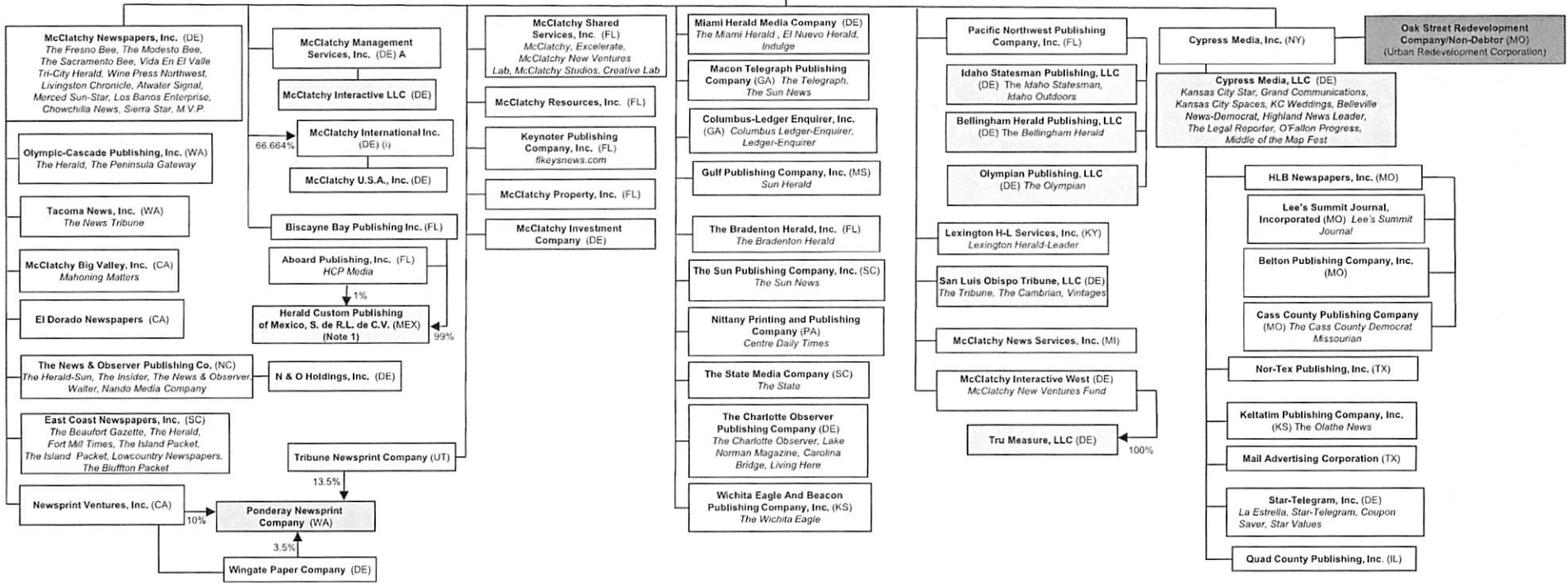
8. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. 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

The McClatchy Company (DE)



Notes and Legend:

Note 1 - Similar to an LLC

Ownership is 100% unless otherwise noted

- Corporation
- LLC
- Partnership
- Redevelopment Company/Non-Debtor

(i) Subsidiary	% Owned	Subsidiary	% Owned	A Subsidiary	% Owned
The Bradenton Herald, Inc.	1.235%	Nittany Printing and Publishing Company	1.235%	McClatchy Big Valley, Inc.	1.7%
Gulf Publishing Company, Inc.	1.235%	The State Media Company	4.938%	East Coast Newspapers, Inc.	5.3%
The Charlotte Observer Publishing Company	9.877%	The Sun Publishing Company, Inc.	1.235%	McClatchy Newspapers, Inc.	60.9%
Lexington H-L Services, Inc.	3.704%	Pacific Northwest Publishing Company, Inc.	2.469%	N & O Holdings, Inc.	22.5%
Macon Telegraph Publishing Company	2.469%	Wichita Eagle and Beacon Publishing Company, Inc.	3.704%	Olympic-Cascade Publishing, Inc.	0.7%
Columbus Ledger-Enquirer, Inc.	1.235%			Tacoma News, Inc.	8.9%

Debtor	Equity Holder	Percentage of Ownership	Last Known Address of Equity Holder
Tru Measure, LLC	McClatchy Interactive West	100.000%	2100 Q Street Sacramento, California 95816
Wichita Eagle and Beacon Publishing Company, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Wingate Paper Company	Newsprint Ventures, Inc.	100.000%	2100 Q Street Sacramento, California 95816

Debtor	Equity Holder	Percentage of Ownership	Last Known Address of Equity Holder
McClatchy News Services, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
McClatchy Newspapers, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
McClatchy Property, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
McClatchy Resources, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
McClatchy Shared Services, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
McClatchy U.S.A., Inc.	McClatchy International, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Miami Herald Media Company	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
N & O Holdings, Inc.	The News and Observer Publishing Company	100.000%	2100 Q Street Sacramento, California 95816
Newsprint Ventures, Inc.	McClatchy Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Nittany Printing and Publishing Company	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Nor-Tex Publishing, Inc.	Cypress Media, LLC	100.000%	2100 Q Street Sacramento, California 95816
Olympian Publishing, LLC	Pacific Northwest Publishing Company, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Olympic-Cascade Publshig, Inc.	McClatchy Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Pacific Northwest Publishing Company, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Quad County Publishing, Inc.	Cypress Media, LLC	100.000%	2100 Q Street Sacramento, California 95816
San Luis Obispo Tribune, LLC	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Star-Telegram, Inc.	Cypress Media, LLC	100.000%	2100 Q Street Sacramento, California 95816
Tacoma News, Inc.	McClatchy Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
The Bradenton Herald, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
The Charlotte Observer Publishing Company	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
The News and Observer Publishing Company	McClatchy Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
The State Media Company	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
The Sun Publishing Company, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Tribune Newsprint Company	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816

Debtor	Equity Holder	Percentage of Ownership	Last Known Address of Equity Holder
Macon Telegraph Publishing Company	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Mail Adverstising Corporation	Cypress Media, LLC	100.000%	2100 Q Street Sacramento, California 95816
McClatchy Big Valley, Inc.	McClatchy Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
McClatchy Interactive LLC	McClatchy Management Services, Inc.	100.000%	2100 Q Street Sacramento, California 95816
McClatchy Interactive West	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
McClatchy International Inc.	The McClatchy Company	66.664%	2100 Q Street Sacramento, California 95816
	The Charlotte Observer Publishing Company	9.877%	2100 Q Street Sacramento, California 95816
	The State Media Company	4.938%	2100 Q Street Sacramento, California 95816
	Lexington H-L Services, Inc.	3.704%	2100 Q Street Sacramento, California 95816
	Wichita Eagle and Beacon Publishing Company, Inc.	3.704%	2100 Q Street Sacramento, California 95816
	Macon Telegraph Publishing Company	2.469%	2100 Q Street Sacramento, California 95816
	Pacific Northwest Publishing Company, Inc.	2.469%	2100 Q Street Sacramento, California 95816
	The Bradenton Herald, Inc.	1.235%	2100 Q Street Sacramento, California 95816
	Gulf Publishing Company, Inc.	1.235%	2100 Q Street Sacramento, California 95816
	Columbus Ledger Enquirer, Inc.	1.235%	2100 Q Street Sacramento, California 95816
	Nittany Printing and Publishing Company	1.235%	2100 Q Street Sacramento, California 95816
	The Sun Publishing Company, Inc.	1.235%	2100 Q Street Sacramento, California 95816
	McClatchy Investment Company	The McClatchy Company	100.000%
McClatchy Management Services, Inc.	McClatchy Newspapers, Inc.	60.900%	2100 Q Street Sacramento, California 95816
	N & O Holdings, Inc.	22.500%	2100 Q Street Sacramento, California 95816
	Tacoma News, Inc.	8.900%	2100 Q Street Sacramento, California 95816
	East Coast Newspapers, Inc.	5.300%	2100 Q Street Sacramento, California 95816
	McClatchy Big Valley, Inc.	1.700%	2100 Q Street Sacramento, California 95816
	Olympic-Cascade Publishig, Inc.	0.700%	2100 Q Street Sacramento, California 95816

**United States Bankruptcy Court
Southern District of New York**

In re: The McClatchy Company
Debtor(s)

Case No. _____

Chapter 11

**CONSOLIDATED LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Debtor	Equity Holder	Percentage of Ownership	Last Known Address of Equity Holder
Cypress Media, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Aboard Publishing, Inc.	Biscayne Bay Publishing, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Bellingham Herald Publishing, LLC	Pacific Northwest Publishing Company, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Belton Publishing Company, Inc.	HLB Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Biscayne Bay Publishing, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Cass County Publishing Company	HLB Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Columbus Ledger Enquirer, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Cypress Media, LLC	Cypress Media, Inc.	100.000%	2100 Q Street Sacramento, California 95816
East Coast Newspapers, Inc.	McClatchy Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
El Dorado Newspapers	McClatchy Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Gulf Publishing Company, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Herald Custom Publishing of Mexico, S. de R.L. de C.V.	Biscayne Bay Publishing, Inc.	99.000%	2100 Q Street Sacramento, California 95816
	Aboard Publishing, Inc.	1.000%	2100 Q Street Sacramento, California 95816
HLB Newspapers, Inc.	Cypress Media, LLC	100.000%	2100 Q Street Sacramento, California 95816
Idaho Statesman Publishing, LLC	Pacific Northwest Publishing Company, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Keltatim Publishing Company, Inc.	Cypress Media, LLC	100.000%	2100 Q Street Sacramento, California 95816
Keynoter Publishing Company, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816
Lee's Summit Journal, Incorporated	HLB Newspapers, Inc.	100.000%	2100 Q Street Sacramento, California 95816
Lexington H-L Services, Inc.	The McClatchy Company	100.000%	2100 Q Street Sacramento, California 95816

Fill in this information to identify the case:

Debtor name The McClatchy Company
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): _____

Check if this
is an amended
filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule* _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/13/2020

x /s/ R. Elaine Lintecum
Signature of individual signing on behalf of debtor

R. Elaine Lintecum

Printed name
Authorized Signatory
Position or relationship to debtor

12. Cypress Media, LLC owns 100% of the equity interests in the following Debtors: HLB Newspapers, Inc.; Keltatim Publishing Co., Inc.; Mail Advertising Corp.; Nor-Tex Publishing, Inc.; Quad County Publishing, Inc.; and Star-Telegram Inc.

13. HLB Newspapers, Inc. owns 100% of the equity interests in the following Debtors: Belton Publishing Co., Inc.; Cass County Publishing Co.; and Lee's Summit Journal, Inc.

14. Newsprint Ventures, Inc. owns 100% of the equity interests in Debtor Wingate Paper Company.

15. The News and Observer Publishing Co. owns 100% of the equity interests in Debtor N & O Holdings, Inc.

16. McClatchy Interactive West owns 100% of the equity interests in Debtor Tru Measure, LLC.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

3. The McClatchy Company owns 66.66% of the equity interests in Debtor McClatchy International Inc.

4. McClatchy Newspapers, Inc. owns 60.90% of the equity interests in Debtor McClatchy Management Services, Inc.; N & O Holdings, Inc. owns 22.50%; Tacoma News, Inc. owns 8.90%; East Coast Newspapers, Inc. owns 5.30%; McClatchy Big Valley, Inc. owns 1.70%; and Olympic Cascade Publishing, Inc. owns 0.70%.

5. McClatchy International Inc. owns 100% of the equity interests in Debtor McClatchy U.S.A., Inc.

6. McClatchy Newspapers, Inc. owns 100% of the equity interests in Debtors East Coast Newspapers, Inc.; El Dorado Newspapers; McClatchy Big Valley, Inc.; Newsprint Ventures, Inc.; Olympic-Cascade Publishing, Inc.; Tacoma News, Inc.; and The News and Observer Publishing Co.

7. McClatchy Management Services, Inc. owns 100% of the equity interests in Debtor McClatchy Interactive LLC.

8. Biscayne Publishing Inc. owns 100% of the equity interests in Debtor Aboard Publishing, Inc.

9. Biscayne Publishing Inc. owns 99% of the equity interests in Debtor Herald Custom Publishing of Mexico, S. de R.L. de C.V.; Aboard Publishing, Inc. owns 1%.

10. Pacific Northwest Publishing Company, Inc. owns 100% of the equity interests in the following Debtors: Bellingham Herald Publishing, LLC; Idaho Statesman Publishing, LLC; and Olympian Publishing, LLC.

11. Cypress Media, Inc. owns 100% of the equity interests in Debtor Cypress Media, LLC.

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, The McClatchy Company and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), respectfully represent:

1. The McClatchy Company is a publicly traded corporation. Chatham Asset Management owns 23.37% of the corporation’s Class A common stock; Bluestone Financial Ltd owns 14.11%; Omega Advisors, Inc. owns 8.01%; Bestinver Gestión, S.G.I.I.C. owns 5.59%; and Leon G. Cooperman owns 5.53%.² Kevin McClatchy owns 53.33% of the corporation’s Class B common shares; William McClatchy owns 53.15%; Theodore Mitchell owns 51.48%; Molly Maloney Evangelisti owns 18.65%; and all executive officers and directors as a group (17 persons) own 77.38%.³

2. The McClatchy Company owns 100% of the equity interests in the following Debtors: Cypress Media, Inc.; Biscayne Bay Publishing Inc.; Columbus Ledger-Enquirer; Gulf Publishing Company, Inc.; Keynoter Publishing Company; Lexington H-L Services, Inc.; Macon Telegraph Publishing Company; McClatchy Interactive West; McClatchy Investment Company; McClatchy Newspapers, Inc.; McClatchy News Services, Inc.; McClatchy Property, Inc.; McClatchy Resources, Inc.; McClatchy Shared Services, Inc.; Miami Herald Media Company; Nittany Printing and Publishing Co.; Pacific Northwest Publishing Company, Inc.; San Luis Obispo Tribune, LLC.; The Bradenton Herald, Inc.; The Charlotte Observer Publishing Company; The State Media Company; The Sun Publishing Company, Inc.; Tribune Newsprint Company; and Wichita Eagle and Beacon Publishing Company, Inc.

² As of February 12, 2020.

³ As of February 12, 2020.

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Shana A. Elberg
Bram A. Stochlic
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>	:	Chapter 11
	:	
THE McCLATCHY COMPANY, et al.,	:	Case No. 20-____ ()
	:	
Debtors.¹	:	(Joint Administration Pending)
	:	
-----	X	

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.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
23. Tribune Direct 435 N Michigan Ave Chicago, IL 60611				\$102,084		
24. Datamatics Technologies 31572 Industrial Road Ste 100 Livonia, MI 48150				\$101,500		
25. Adswerve, Inc 999 18th Street Ste 1555N Denver, CO 80202				\$100,000		
26. Site Impact LLC 6119 Lyons Road Coconut Creek, FL 33073				\$100,000		
27. Socialflow Inc 52 Vanderbilt Ave 12th Floor New York, NY 10017				\$100,000		
28. Ryder Integrated Logistics 24610 Network Place Chicago, IL 60673				\$99,599		
29. USA Today PO Box 677460 Dallas, TX 75267				\$98,865		
30. Solutions Through Software Inc 2295 S Hiawassee Rd Ste 208 Orlando, FL 32835				\$98,344		

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
10.	Simpli Fi Holdings Inc 3003 Tasman Dr Santa Clara, CA 95054	receivables@simpli.fi			\$490,000		
11.	Brightcove Inc 290 Congress Street Boston, MA 02210				\$294,044		
12.	Facebook Inc 315 Montgomery Street San Francisco, CA 94104	ar@fb.com			\$257,713		
13.	Adobe Systems, Inc 560 Mission St Floor 5 San Francisco, CA 94105	remittance@adobe.com			\$232,766		
14.	LinkedIn Corporation 2029 Stierlin Court Mountain View, CA 94043				\$230,385		
15.	Dow Jones And Co Inc 4300 US Rt. 1 North Monmouth Junction, NJ 08852				\$191,835		
16.	Times News C/O Lee Advertising PO Box 4690 Carol Stream, IL 60197	Fax: (319) 291-4014			\$155,943		
17.	Bulkley Dunton Publishing Group 613 Main Street Wilmington, MA 1887				\$144,985		
18.	Gary Pruitt 101 Warren Street #1110 New York, NY 10007				\$127,962		
19.	Johnson Controls 4415 Sea Ray Dr Charleston, SC 29405				\$126,440		
20.	Infosys BPM 6100 Tennyson Parkway Suite 200 Plano, TX 75024				\$107,537		
21.	Jobvite Inc 1300 S El Camino Real #400 San Mateo, CA 94402				\$106,981		
22.	Solo Printing Inc 7860 NW 66th St Miami, FL 33166				\$103,332		

Consolidated List of the Holders of the Debtors' 30 Largest Unsecured Claims

Pursuant to Local Bankruptcy Rule 1007-2(a)(4) set forth below is a list of creditors holding the thirty (30) largest unsecured claims against The McClatchy Company, *et al.*, (collectively, the "Debtors"), as of approximately February 12, 2020. This list has been prepared on a consolidated basis, based upon the books and records of the Debtors. The information presented in the list below shall not constitute an admission by, nor is it binding on, the Debtors.

This List of Creditors does not include (a) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (b) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1. Pension Benefit Guaranty Corporation Attn: Accounts Payable 1200 K Street NW 12th Floor Washington, DC 20005				\$530,352,623		
2. Bank of New York Mellon One Wall Street New York, NY 10286				\$14,900,000		
3. Gannett Supply Corporation 7950 Jones Branch Drive McLean, VA 22107				\$1,646,978		
4. Wipro Limited 2 Tower Center Blvd East Brunswick, NJ 08816	ruchika.aggarwal@wipro.com			\$1,439,122		
5. Google Inc 1600 Amphitheater Parkway Mountain View, CA 94043	legal-notices@google.com			\$800,000		
6. Dallas Morning News 508 Young Street Dallas, TX 75202	cgarrett@dmnmedia.com			\$669,851		
7. Endava Inc 757 3rd Ave Suite 1901 New York, NY 10017	accounts.receivable@endava.com			\$664,818		
8. Alorica Inc 400 Horsham Road Ste 130 Horsham, PA 19044	MarkAlWaren.Gamboa@alorica.com			\$541,490		
9. Andrew Distribution Inc PO Box 1099 Mcroose Park, IL 60161	Fax: (630) 839-0424			\$495,055		

modifications, waivers or consents being to facilitate consummation of the transactions contemplated by the foregoing resolutions or for any other purpose, and, in connection with the foregoing, to employ and retain all assistance by legal counsel, investment bankers, accountants, restructuring professionals or other professionals, and to take any and all action which such Officer or Officers deem necessary, appropriate or advisable in connection with the Bankruptcy Case, the Plan and the Disclosure Statement, with a view to the successful prosecution of the Bankruptcy Case contemplated by the foregoing resolutions and the successful consummation of the transactions contemplated by the foregoing resolutions including, without limitation, any action necessary, appropriate, or advisable to maintain the ordinary course operation of such Company's business; and be it further

RESOLVED, that the Officers be, and each hereby is, authorized, empowered and directed, on behalf of and in the name of such Company, to execute, deliver and perform any and all special powers of attorney as such Officer may deem necessary, appropriate or advisable to facilitate consummation of the transactions contemplated by the foregoing resolutions, pursuant to which such Officer will make certain appointments of attorneys to facilitate consummation of the transactions contemplated by the foregoing resolutions as such Company's true and lawful attorneys and authorize each such attorney to execute and deliver any and all documents of whatsoever nature and description that may be necessary, appropriate or advisable to facilitate consummation of the transactions contemplated by the foregoing resolutions.

such further action and to execute, deliver, perform, verify and/or file, or cause to be executed, delivered, performed, verified and/or filed (or direct others to do so on its behalf as provided herein) all such further documents, agreements, instruments, financing statements, notices, undertakings, certificates, resolutions and other writings as they or any of them deem necessary, desirable or appropriate to effectuate the purpose and intent of any and all of the foregoing resolutions, the necessity, desirability, and appropriateness of which shall be conclusively evidenced by the action in support thereof, or the execution and delivery thereof, by such Officer (or such persons directed by such Officers); and be it further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Officer to seek relief on behalf of such Company under Chapter 11 of the Bankruptcy Code, or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of such Company in all respects by the Governing Body of such Company; and be it further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Officer, or by any employees or agents of such Company, on or before the date hereof in connection with the transactions contemplated by the foregoing resolutions be, and hereby are, authorized, adopted, ratified, confirmed and approved in all respects by the Governing Body of such Company; and be it further

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, instruments, filings or other documents described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, instruments, filings or other documents described in the foregoing resolutions shall in no manner derogate from the authority of the Officers to take all actions necessary, appropriate or advisable to consummate, effectuate, carry out or further the transaction contemplated by, and the intent and purposes of, the foregoing resolutions, the necessity, appropriateness, and advisability, of which shall be conclusively evidenced by the execution and delivery thereof, or action in support thereof, by such Officer; and be it further

RESOLVED, that the Governing Body of such Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of such Company, or hereby waive any right to have received such notice; and be it further

RESOLVED, that the Officers be, and each hereby is, authorized, empowered and directed, on behalf of and in the name of such Company, to execute, deliver, perform, verify and/or file, or cause to be executed, delivered, performed, verified and/or filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, statements, schedules, motions, lists, applications, pleadings, other papers, guarantees, reaffirmations, additional security documents, control agreements, waivers of or amendments to existing documents, and to negotiate the forms, terms and provisions of, and to execute and deliver any amendments, modifications, waivers or consent to any of the foregoing as may be approved by any Officer, which amendments, modifications, waivers or consents may provide for consent payments, fees or other amounts payable or other modifications of or relief under such agreements or documents, the purpose of such amendments,

RESOLVED, that the Officers be, and each hereby is empowered, authorized and directed, on behalf of and in the name of such Company, to continue to retain and employ the Groom Law Group and its affiliates ("Groom"), as special counsel, to assist such Company with certain specified pension matters related to the Bankruptcy Case; and be it further

RESOLVED, that the Officers be, and each hereby is empowered, authorized and directed, on behalf of and in the name of such Company, to continue to retain (i) FTI Consulting, Inc. ("FTI") to serve as financial advisor and strategic communications advisor to such Company, (ii) Evercore Inc. ("Evercore") to provide investment banking services to such Company, and (iii) Kurtzman Carson Consultants LLC ("KCC") to provide consulting services to such Company regarding noticing, claims management and reconciliation, plan solicitation, balloting, disbursements, and any other services agreed to by the parties; and be it further

RESOLVED, that the Officers be, and each hereby is, empowered, authorized and directed, on behalf of and in the name of such Company, to continue the employment and retention of professionals in the ordinary course as long as they deem appropriate and in the Bankruptcy Case to retain and employ other attorneys, accountants, and other professionals to assist in such Company's Bankruptcy Case on such terms as are deemed necessary, appropriate or advisable; and be it further

RESOLVED, that the Officers be, and each hereby is, authorized and directed, on behalf of and in the name of such Company, to execute any appropriate engagement letters and agreements and such other documents necessary to retain or continue to retain Skadden, Togut, Groom, FTI, Evercore, KCC, and any other or additional financial advisors, investment bankers, accountants, auditors, advisors, legal counsel, and other professionals not specifically identified herein (the "Professionals"), and to cause such Company to pay appropriate retainers to such Professionals prior to the filing of the Bankruptcy Case or after to the extent appropriate and permitted in the Bankruptcy Case, and to cause to be filed appropriate applications or motions seeking authority to retain and pay for the services of such Professionals; and be it further

RESOLVED, that the Officers be, and each hereby is, authorized and directed, on behalf of and in the name of such Company, to pay, or cause to be paid, all fees and expenses incurred by such Company in connection with services rendered by the Professionals and to make, or cause to be made, all payments as they, or any of them individually, shall determine to be necessary, appropriate or advisable, such payment to be conclusive evidence of their determination; and be it further

VI. General

RESOLVED, that the Officers be, and each hereby is, authorized, empowered and directed, on behalf of and in the name of such Company, to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, financing statements, notices, undertakings or other writings referred to in the foregoing resolutions; and be it further

RESOLVED, that the Officers be, and each hereby is, authorized, empowered and directed, on behalf of and in the name of such Company, to take or cause to be taken any and all

WHEREAS, in connection with the Bankruptcy Case, it is proposed that The McClatchy Company and certain of its debtor subsidiaries and affiliates that are in The McClatchy Company's controlled group within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") section 4001(a)(14), 29 U.S.C. § 1301(a)(14) (collectively, "ERISA Debtors"), submit a motion ("Motion") in the Bankruptcy Court for entry of an order (a) determining that the financial requirements for a distress termination of The McClatchy Company Retirement Plan ("Retirement Plan") under section 4041(c) of ERISA, 29 U.S.C. § 1342(c), are satisfied, (b) approving a distress termination of the Retirement Plan, and (c) granting such further relief as the Bankruptcy Court may deem just and proper;

WHEREAS, the Governing Body of each Company has determined that, in connection with the Bankruptcy Case, it is desirable and in the best interest of such Company, its creditors, stakeholders, and other interested parties that the ERISA Debtors submit the Motion;

NOW, THEREFORE, BE IT RESOLVED, that the Governing Body of such Company hereby approves and declares advisable the Motion, with any such changes and additions deemed necessary, appropriate or advisable by any Officers; and be it further

RESOLVED, that the Officers be, and each of them hereby is, empowered, authorized and directed, with full power of delegation, on behalf of and in the name of such Company, to take or cause to be taken all actions necessary, appropriate or advisable to submit the Motion in the Bankruptcy Court, and to take all such further actions which shall be necessary, proper or advisable to perform such Company's obligations under or in connection with the Motion and the actions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

V. Retention of Professionals

RESOLVED, that the Officers be, and each hereby is empowered, authorized and directed, on behalf of and in the name of such Company, to continue to retain and employ the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and its affiliates ("Skadden"), as general bankruptcy counsel, to represent and assist such Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings in the Bankruptcy Case and all other related matters in connection therewith, in such capacities and on such terms as the Officers of such Company, and each of them, may or shall approve and/or have previously approved; and be it further

RESOLVED, that the Officers be, and each hereby is empowered, authorized and directed, on behalf of and in the name of the Company, to continue to retain and employ the law firm of Togut, Segal & Segal LLP and its affiliates ("Togut"), as bankruptcy co-counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings in the Bankruptcy Case and all other related matters in connection therewith, in such capacities and on such terms as the Officers of the Company, and each of them, may or shall approve and/or have previously approved; and be it further

“DIP Lenders”) pursuant to which the DIP Lenders have agreed to provide such Company with DIP Financing, which provides for the borrowing and reborrowing of loans, guaranteeing of obligations, granting of security and the pledging of collateral;

WHEREAS, in connection with the DIP Financing Agreement, the DIP Lenders require that such Company grant security interests in substantially all of its assets that now or hereafter come into the possession, custody or control of such Company, in order to secure the prompt and complete payment, observance, and performance of all obligations under the DIP Financing Agreement, subject to exceptions and limitations to be set forth in DIP Financing Orders and related documents contemplated thereunder (collectively, the “DIP Documents”);

WHEREAS, the Governing Body of each Company has determined that it is in the best interests of such Company, its creditors, stakeholders, and other interested parties, for such Company to (i) consummate the transactions contemplated by the DIP Financing Agreement provided to the Governing Body of such Company, and (ii) empower, authorize and direct the Officers to take any and all actions as may be deemed appropriate to effect and perform the transactions contemplated thereby.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the DIP Financing Agreement are hereby, in all respects, authorized, ratified, approved and adopted by the Governing Body of such Company on behalf of such Company; and it be further

RESOLVED, that such Company be, and hereby is, authorized to incur and to undertake any and all related transactions contemplated under the DIP Financing Agreement and the DIP Documents; and it be further

RESOLVED, that such Company be, and hereby is, authorized to borrow and reborrow loans, guaranty obligations, grant security interests in collateral and pledge collateral pursuant to, and in accordance with, the DIP Documents; and it be further

RESOLVED, that the Officers be, and each of them hereby is, empowered, authorized and directed, with full power of delegation, on behalf of and in the name of such Company, to cause such Company to negotiate, execute and deliver the DIP Financing Agreement and the related documents contemplated thereby, in such form and with such changes or amendments (substantial or otherwise) thereto as any one or more of such Officers may deem necessary, desirable or appropriate, in order to consummate the transactions contemplated by the DIP Financing Agreement; and it be further

RESOLVED, that the Officers be, and each of them hereby is, empowered, authorized and directed, with full power of delegation, on behalf of and in the name of such Company, to take all such further actions which shall be necessary, proper or advisable to perform such Company’s obligations under or in connection with the DIP Financing Agreement, the DIP Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

IV. Distress Termination

and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Officer(s) executing said Chapter 11 Petition and Chapter 11 Filings on behalf of such Company shall determine.

II. Plan of Reorganization and Disclosure Statement

WHEREAS, the Governing Body of each Company has had the opportunity to consult with the management and the legal and financial advisors of such Company regarding the material terms of a proposed plan of reorganization (the "Plan") pursuant to which such Company and certain of its affiliates would, among other things, implement a reorganization of such Company's liabilities and emerge from its Bankruptcy Case;

WHEREAS, the Governing Body of each Company has had the opportunity to consult with the management and the legal and financial advisors of such Company regarding the material terms of a proposed Disclosure Statement (the "Disclosure Statement") accompanying the Plan and the contents and disclosures thereof; and

WHEREAS, the Governing Body of each Company has determined that it is advisable and in the best interest of such Company, its creditors, stakeholders and other interested parties that such Company, in furtherance of a reorganization of such Company's liabilities and emergence from Chapter 11, file the Plan and the Disclosure Statement with the Bankruptcy Court and to solicit acceptances and approvals thereof;

NOW, THEREFORE, BE IT RESOLVED, that the Governing Body of each Company adopts, ratifies, confirms and approves the form, terms and provisions of, and each of the transactions contemplated by the Plan and the Disclosure Statement, as each may be amended or modified from time to time; and be it further

RESOLVED, that each Company's advisors be, and each hereby is, authorized, empowered and directed, on behalf of and in the name of such Company, to prepare, finalize and file, as appropriate, procedures for the solicitation and tabulation of votes to accept or reject the Plan and procedures for the selection of a Plan sponsor.

III. DIP Financing

WHEREAS, the Governing Body of each Company has determined that, in connection with the Bankruptcy Case, it is desirable and in the best interest of such Company, its creditors, stakeholders, and other interested parties to request that one or more potential financing sources provide such Company with post-petition debtor-in-possession financing, including, but not limited to, a revolving credit facility of \$50,000,000 (collectively "DIP Financing"), subject to exceptions and limitations to be set forth in any orders of the Bankruptcy Court concerning any of the DIP Financing (the "DIP Financing Orders");

WHEREAS, the Governing Body of each Company has been presented with and has reviewed the terms and provisions of a definitive debtor-in-possession financing agreement (the "DIP Financing Agreement") by and among such Company and certain of its affiliates, as debtors-in-possession, and Encina Business Credit, LLC, as administrative agent (collectively, with any arranger and letter of credit issuer contemplated by the DIP Financing Agreement, the

WHEREAS, each Governing Body desires to approve the following resolutions.

I. **Chapter 11 Filing**

WHEREAS, the Governing Body of each Company has considered presentations by the management and the financial and legal advisors of such Company regarding the liabilities and liquidity situation of such Company, the strategic alternatives available to it and the effect of the foregoing on such Company's business, creditors, stakeholders and other parties in interest;

WHEREAS, the Governing Body of each Company has had the opportunity to consult with such Company's management and financial and legal advisors and fully consider each of the strategic alternatives available to such Company;

WHEREAS, the Governing Body of each Company, based on its review of all available alternatives and advice provided by such advisors and professionals, has determined that it is advisable and in the best interest of such Company and its stakeholders for such Company to take the actions specified in the following resolutions;

WHEREAS, the Governing Body of each Company has been presented with a proposed voluntary petition (the "Chapter 11 Petition") to be filed by such Company in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought;

WHEREAS, the Governing Body of each Company has had the opportunity to consult with the management and the legal and financial advisors of such Company regarding the material terms of the "first day" pleadings, applications, affidavits and other documents (collectively, the "Chapter 11 Filings") to be filed by such Company before the Bankruptcy Court in connection with the commencement of such Company's Chapter 11 case (the "Bankruptcy Case"); and

WHEREAS, the Governing Body of each Company, having considered the financial and operational aspects of such Company's business and the best course of action to maximize value, have determined that it is advisable and in the best interest of such Company, its creditors, stakeholders and other interested parties that the Chapter 11 Petition be filed by such Company seeking relief under the provisions of Chapter 11 of the Bankruptcy Code;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Governing Body of each Company, it is advisable and in the best interest of such Company, its creditors, stakeholders and other interested parties, that the Chapter 11 Petition and the Chapter 11 Filings be filed by such Company seeking relief under the provisions of Chapter 11 of the Bankruptcy Code, and the filing of such Chapter 11 Petition and Chapter 11 Filings is authorized hereby; and be it further

RESOLVED, that the officers of each Company (each, an "Officer" and, collectively, the "Officers") be, and each hereby is, authorized, empowered and directed, on behalf of and in the name of such Company, to execute and verify the Chapter 11 Petition and the Chapter 11 Filings in the name of such Company under Chapter 11 of the Bankruptcy Code

ANNEX A

**ACTION BY
UNANIMOUS WRITTEN CONSENT OF
THE GOVERNING BODIES
OF**

ABOARD PUBLISHING, INC., BELLINGHAM HERALD PUBLISHING, LLC, BELTON PUBLISHING COMPANY, INC., BISCAYNE BAY PUBLISHING, INC., CASS COUNTY PUBLISHING COMPANY, COLUMBUS-LEDGER ENQUIRER, INC., CYPRESS MEDIA, INC., CYPRESS MEDIA, LLC, EAST COAST NEWSPAPERS, INC., GULF PUBLISHING COMPANY, INC., HLB NEWSPAPERS, INC., IDAHO STATESMAN PUBLISHING, LLC, KELTATIM PUBLISHING COMPANY, INC., KEYNOTER PUBLISHING COMPANY, INC., LEE'S SUMMIT JOURNAL, INCORPORATED, LEXINGTON H-L SERVICES, INC., MACON TELEGRAPH PUBLISHING COMPANY, MAIL ADVERTISING CORPORATION, MCCLATCHY INTERACTIVE LLC, MCCLATCHY INTERACTIVE WEST, MCCLATCHY INVESTMENT COMPANY, MCCLATCHY MANAGEMENT SERVICES, INC., MCCLATCHY NEWSPAPERS, INC., MCCLATCHY U.S.A., INC., MIAMI HERALD MEDIA COMPANY, NITTANY PRINTING AND PUBLISHING COMPANY, NOR-TEX PUBLISHING, INC., OLYMPIAN PUBLISHING, LLC, OLYMPIC-CASCADE PUBLISHING, INC., PACIFIC NORTHWEST PUBLISHING COMPANY, INC., QUAD COUNTY PUBLISHING, INC., SAN LUIS OBISPO TRIBUNE, LLC, STAR-TELEGRAM, INC., TACOMA NEWS, INC., THE BRADENTON HERALD, INC., THE CHARLOTTE OBSERVER PUBLISHING COMPANY, THE NEWS AND OBSERVER PUBLISHING COMPANY, THE STATE MEDIA COMPANY, THE SUN PUBLISHING COMPANY, INC., WICHITA EAGLE AND BEACON PUBLISHING COMPANY, INC.

February 12, 2020

All of the members of the board of directors or the board of managers, the managing member, the sole member, the sole director or the sole manager, as the case may be (as applicable, the "Governing Body"), of each of the entities referenced above (each, a "Company" and collectively, the "Companies"), do hereby consent to, adopt, and approve, by written consent the following resolutions and each and every action effected thereby.

This consent may be executed in two or more counterparts, each of which shall constitute an original, and all of which shall constitute one and the same instrument.

WHEREAS, the Governing Body of each Company has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of such Company regarding the liabilities and liquidity of such Company, the strategic alternatives available to it and the impact of the foregoing on such Company's businesses;

WHEREAS, the Governing Body of each Company has had the opportunity to consult with the management and the legal and financial advisors of such Company to fully consider, and has considered, each of the strategic alternatives available to such Company; and

SECRETARY'S CERTIFICATE

February 12, 2020

The undersigned, being the Secretary of Aboard Publishing, Inc., Bellingham Herald Publishing, LLC, Belton Publishing Company, Inc., Biscayne Bay Publishing, Inc., Cass County Publishing Company, Columbus-Ledger Enquirer, Inc., Cypress Media, Inc., Cypress Media, LLC, East Coast Newspapers, Inc., Gulf Publishing Company, Inc., HLB Newspapers, Inc., Idaho Statesman Publishing, LLC, Keltatim Publishing Company, Inc., Keynoter Publishing Company, Inc., Lee's Summit Journal, Incorporated, Lexington H-L Services, Inc., Macon Telegraph Publishing Company, Mail Advertising Corporation, McClatchy Interactive LLC, McClatchy Interactive West, McClatchy Investment Company, McClatchy Management Services, Inc., McClatchy Newspapers, Inc., McClatchy U.S.A., Inc., Miami Herald Media Company, Nittany Printing and Publishing Company, Nor-Tex Publishing, Inc., Olympian Publishing, LLC, Olympic-Cascade Publishing, Inc., Pacific Northwest Publishing Company, Inc., Quad County Publishing, Inc., San Luis Obispo Tribune, LLC, Star-Telegram, Inc., Tacoma News, Inc., The Bradenton Herald, Inc., The Charlotte Observer Publishing Company, The News and Observer Publishing Company, The State Media Company, The Sun Publishing Company, Inc., and Wichita Eagle and Beacon Publishing Company, Inc. (collectively, the "Companies"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct, and complete copy of the resolutions duly adopted by the governing body of each of the Companies by unanimous written consent on February 12, 2020 (the "Resolutions"), and such Resolutions have not been modified or rescinded in whole, in part, or in any respect and are in full force and effect.

IN WITNESS WHEREOF, the undersigned, in her capacity as Secretary of the Companies has duly executed and caused this certificate to be delivered as of February 12, 2020.

By: /s/ Billie S. McConkey
Name: Billie S. McConkey
Title: Secretary

Debtors		Employee Identification Number (EIN)
34.	Miami Herald Media Company	20-5063905
35.	N & O Holdings, Inc.	52-2360850
36.	Newsprint Ventures, Inc.	68-0041100
37.	Nittany Printing and Publishing Company	24-0676050
38.	Nor-Tex Publishing, Inc.	75-1109443
39.	Olympian Publishing, LLC	59-0184700
40.	Olympic-Cascade Publishing, Inc.	68-0098889
41.	Pacific Northwest Publishing Company, Inc.	59-0184700
42.	Quad County Publishing, Inc.	37-1225856
43.	San Luis Obispo Tribune, LLC	20-5001401
44.	Star-Telegram, Inc.	26-2674582
45.	Tacoma News, Inc.	68-0099037
46.	The Bradenton Herald, Inc.	59-1487839
47.	The Charlotte Observer Publishing Company	56-0612746
48.	The News and Observer Publishing Company	56-0338580
49.	The State Media Company	57-0477517
50.	The Sun Publishing Company, Inc.	57-0564988
51.	Tribune Newsprint Company	87-0415831
52.	Tru Measure, LLC	65-0683075
53.	Wichita Eagle and Beacon Publishing Company, Inc.	48-0571718
54.	Wingate Paper Company	68-0068249

Annex 1

SCHEDULE OF DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

	Debtors	Employee Identification Number (EIN)
1.	Cypress Media, Inc.	37-0742453
2.	The McClatchy Company	52-2080478
3.	Aboard Publishing, Inc.	65-1051606
4.	Bellingham Herald Publishing, LLC	59-0184700
5.	Belton Publishing Company, Inc.	43-1412853
6.	Biscayne Bay Publishing, Inc.	65-1051521
7.	Cass County Publishing Company	43-0891076
8.	Columbus-Ledger Enquirer, Inc.	58-0376130
9.	Cypress Media, LLC	65-0764225
10.	East Coast Newspapers, Inc.	68-0201685
11.	El Dorado Newspapers	94-2605579
12.	Gulf Publishing Company, Inc.	64-0469077
13.	Herald Custom Publishing of Mexico, S. de R.L. de C.V.	HCP001215UZ1
14.	HLB Newspapers, Inc.	43-1675371
15.	Idaho Statesman Publishing, LLC	59-0184700
16.	Keltatim Publishing Company, Inc.	48-1161908
17.	Keynoter Publishing Company, Inc.	59-0789679
18.	Lee's Summit Journal, Incorporated	44-0534462
19.	Lexington H-L Services, Inc.	61-0259090
20.	Macon Telegraph Publishing Company	58-0333650
21.	Mail Advertising Corporation	75-2588187
22.	McClatchy Big Valley, Inc.	68-0307849
23.	McClatchy Interactive LLC	56-0338580
24.	McClatchy Interactive West	65-0683075
25.	McClatchy International Inc.	65-0732198
26.	McClatchy Investment Company	51-0274877
27.	McClatchy Management Services, Inc.	52-2360846
28.	McClatchy Newspapers, Inc.	94-0666175
29.	McClatchy News Services, Inc.	38-2022755
30.	McClatchy Property, Inc.	65-0789132
31.	McClatchy Resources, Inc.	65-0891517
32.	McClatchy Shared Services, Inc.	65-0651121
33.	McClatchy U.S.A., Inc.	65-0732197

Debtor McClatchy U.S.A., Inc.
Name

Case number (if known) _____

16. Estimated liabilities
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2/13/2020
MM / DD / YYYY

/s/ R. Elaine Lintecum
Signature of authorized representative of debtor
Vice President, Assistant Secretary and
Title Treasurer

R. Elaine Lintecum
Printed name

18. Signature of attorney

/s/ Shana A. Elberg
Signature of attorney for debtor

Date 2/13/2020
MM / DD / YYYY

Shana A. Elberg
Printed name
Skadden, Arps, Slate, Meagher & Flom LLP
Firm name
Four Times Square

Number Street

New York NY 10036-6522
City State Zip Code

(212) 735-3000
Contact phone
4052221
Bar number

shana.elberg@skadden.com
Email address
NY
State

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

- No
- Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information (Consolidated with debtor affiliates)

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|---|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input checked="" type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor McClatchy U.S.A., Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above.

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11.

Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Annex 1 Relationship Affiliate
District Southern District of New York When Date hereof
Case number, if known _____ MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Fill in this information to identify the case:

United States Bankruptcy Court for the:
Southern District of New York
(State)

Case number (If known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name McClatchy U.S.A., Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 65-0732197

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
<u>2100 Q Street</u> Number Street	Number Street
P.O. Box	P.O. Box
<u>Sacramento CA 95816</u> City State ZIP Code	City State ZIP Code
<u>Sacramento County</u> County	Location of principal assets, if different from principal place of business
	Number Street
	P.O. Box
	City State Zip Code

5. Debtor's website (URL) https://www.mcclatchy.com

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____