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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. 20-10418 (MEW)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	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 jointly administered chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://www.kccllc.net/McClatchy>. The location of the Debtors' service address for purposes of these chapter 11 cases is: 2100 Q Street, Sacramento, California 95816.



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

PLEASE TAKE NOTICE that on February 13, 2020, the above-captioned debtors and debtors in possession (the "**Debtors**") filed the *Debtors' Motion for Entry of Interim and Final Orders (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service* [ECF No. 29] (the "**Motion**").

PLEASE TAKE FURTHER NOTICE that on March 5, 2020, the Debtors filed their *Certificate of No Objection to Debtors' Motion for Entry of a Final Order (I) Approving the Debtors' Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service* [ECF No. 155], with a revised proposed order attached thereto for entry by this Court (the "**First Revised Proposed Order**").

PLEASE TAKE FURTHER NOTICE that the Debtors respectfully request that the Court enter the further revised proposed form of order, a copy of which order is attached hereto as **Exhibit 1** (the "**Second Revised Proposed Order**").

PLEASE TAKE FURTHER NOTICE that a redline version of the Second Revised Proposed Order marked against the proposed form of order filed with the Motion, which reflects the cumulative revisions including those made in the First Revised Proposed Order, is attached hereto as **Exhibit 2**.

Dated: New York, New York
March 8, 2020

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– and –

TOGUT, SEGAL & SEGAL LLP

/s/ Kyle J. Ortiz _____

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Proposed Counsel to Debtors and Debtors in Possession

EXHIBIT 1

Proposed Order

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

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

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

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

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

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

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

ORDERED, ADJUDGED, AND DECREED that:

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

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

- a. Within three business days after the date of entry of this Final Order, the Debtors will mail a copy of this Final Order to the Utility Companies on the Utility Company List.
- b. If a Utility Company is not satisfied with the Proposed Adequate Assurance and seeks additional adequate assurance of payment, it must serve a request for additional adequate assurance (an "**Additional Assurance Request**") upon (i) The McClatchy Company, 2100 Q Street, Sacramento, California, 95816-6899, Attn: Richard Reinhart; (ii) proposed counsel to Debtors, (A) Skadden, Arps, Slate, Meagher & Flom LLP, 300 South Grand Avenue, Suite 3400, Los Angeles, California 90071-3144, Attn: Van C. Durrer II and Destiny Almogue, and (B) Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York, 10119-3335, Attn: Kyle J. Ortiz and Amy Oden; (iii) counsel to the administrative agent under the Debtors' DIP Facility, Choate, Hall & Steward LLP, Two International Place, Boston, MA 02110, Attn: Jonathan D. Marshall and Keven Simard; (iv) counsel to Chatham Asset Management, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Andrew Rosenberg, Elizabeth McColm, John Weber; and (v) proposed counsel to the official committee of unsecured creditors (the "**Committee**") appointed in these Chapter 11 Cases, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038; Attn: Kristopher M. Hansen, Frank A. Merola, Gabriel E. Sasson (collectively, the "**Adequate Assurance Notice Parties**") so that it is received on or before 4:00 p.m. (prevailing Eastern time) on the day that is 14 days following the entry of this Final Order.
- c. Each Additional Assurance Request must (i) be made in writing; (ii) set forth the amount and form of additional assurance of payment requested; (iii) set forth the type of Utility Services, any account numbers, and the location for which Utility Services are provided; (iv) include a summary of the Debtors' payment history to such Utility Company, including whether the Utility Company holds any deposits or other security, and if so, in what amount; and (v) set forth why the Utility Company believes the Proposed Adequate Assurance is insufficient.
- d. Upon the Debtors' receipt of an Additional Assurance Request, the Debtors will have 30 days from the entry of this Final Order (the "**Resolution Period**") to negotiate with the requesting Utility Company and resolve its Additional Assurance Request. The Debtors and any Utility Company may, without notice to any party in interest or further order of the Court, extend the Resolution Period by such additional period as they shall mutually agree.
- e. The Debtors may, with the consent of Chatham Asset Management and the Committee (which consent shall not be unreasonably withheld or conditioned)

and without further order from this Court, resolve any Additional Assurance Request by mutual agreement with a Utility Provider and the Debtors may, in connection with any such agreement, provide a Utility Provider with additional adequate assurance of payment, including, but not limited to, cash deposits, payments of prepetition balances, prepayments, or other forms of security if the Debtors believe such additional assurance is reasonable.

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

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

5. If an amount relating to postpetition Utility Services provided by a Utility Company is unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Utility Deposit Account (a “**Disbursement Request**”), in no case to exceed the amount of the Utility Deposit contributed to the Utility Deposit Account for the benefit of such Utility Company, by giving notice to (i) The McClatchy Company, 2100 Q Street, Sacramento, California, 95816-6899, Attn: Richard Reinhart; (ii) proposed counsel to Debtors, (A) Skadden, Arps, Slate, Meagher & Flom LLP, 300 South Grand Avenue, Suite 3400, Los Angeles, California 90071-3144, Attn: Van C. Durrer II and Destiny Almogue, and (B) Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York, 10119-3335, Attn: Kyle J. Ortiz and Amy Oden; (iii) counsel to the administrative agent under the Debtors’ DIP Facility, Choate, Hall & Stewart LLP, Two International Place, Boston, MA 02110, Attn: Jonathan D. Marshall and Kevin Simard; (iv) counsel to Chatham Asset Management, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Andrew Rosenberg, Elizabeth McColm, John Weber; (v) counsel to Brigade

Capital Management, LP, 399 Park Avenue, New York, New York 10022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Thomas M. Mayer, Douglas Mannal, David Braun; and (vi) proposed counsel to the Committee appointed in the Chapter 11 Cases, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher M. Hansen, Frank A. Merola, Gabriel E. Sasson. A Disbursement Request shall only be honored on the date that is five business days after the date of the Disbursement Request.

6. Any Utility Company that fails to submit an Additional Assurance Request as set forth in this Final Order shall be deemed to have adequate assurance of payment that is satisfactory to it within the meaning of Bankruptcy Code section 366 and shall be forbidden from altering, refusing, or discontinuing service to the Debtors on account of any prepetition charges, subject to the Utility Company's right to seek a modification of adequate assurance under Bankruptcy Code section 366(c)(3).

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

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

amount equal to the cost of two weeks of Utility Services provided by such Subsequently Identified Utility Company to the Debtors.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Dated: New York, New York
March __, 2020

HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Advanced Disposal Services	SOLID WASTE SOUTHEAST INC PO BOX 6484 CAROL STREAM, IL 60197-6484 90 FORT WADE RD PONTE VEDRA, FL 32081 SOLID WASTE SOUTHEAST INC - Q3 PO BOX 743019 ATLANTA, GA 30374-3019 MACON Q5 PO BOX 743019 ATLANTA, GA 30374-3019 MACON Q5 2201 TRADE DR MACON, GA 31217 PO BOX 74008047 CHICAGO, IL 60674-8047 2201 TRADE DRIVE MACON, GA 31217	-	518.03	Q3251823 Q5258417 LS015732 LS015732 L1159394
Alarm, Fire & Security, LLC	PO BOX 7972 HILTON HEAD, SC 29938	-	642.67	N/A
Alhambra & Sierra Springs	PO BOX 660579 DALLAS, TX 75266-0579	-	78.29	495921010374426
Amazon Web Services	P.O. BOX 84023 SEATTLE, WA 98124-8423	-	5,292.88	382310656338
Ameren Illinois	PO BOX 88034 CHICAGO, IL 60680-1034	-	1,671.33	5568649614 5625718002 1465795003 4797921003 4732369456
American Recycling LLC	PO BOX 820 CERES, CA 95307 2070 MORGAN ROAD MODESTO, CA 95358	-	111.65	N/A
Arlington Utilities	PO BOX 90020 ARLINGTON, TX 76004	-	192.20	2-1125.300

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
AT&T	PO BOX 78045 PHOENIX, AZ 85062-8045 PO BOX 2679 OMAHA, NE 68103 2679 PO BOX 630047 DALLAS, TX 75263 0047 PO BOX 650516 DALLAS, TX 75265 0516 PO BOX 78114 PHOENIX, AZ 85062 8114 PO BOX 78214 PHOENIX, AZ 85062-8214 PO BOX 78225 PHOENIX, AZ 85062-8225 PO BOX 78522 PHOENIX, AZ 85062-8522 PO BOX 830120 BALTIMORE, MD 21283 0120 PO BOX 9001310 LOUISVILLE, KY 40290 1310 PO BOX 13134 NEWARK, NJ 07101-5648 PO BOX 2971 OMAHA, NE 68103-2971 PO BOX 2969 OMAHA, NE 68103 2969 PO BOX 78152 PHOENIX, AZ 85062 8152 PO BOX 1027 VIENNA, VA 22183 PO BOX 5011 CAROL STREAM, IL 60197-5011	-	7,440.33	248 134 3233 045 2 140328892 831-0007658-361 831-000-8315278 831-000-9370 984 831-000-7658-519 1000 175-5791 820205527 502 227 4390 406 0480 110 016 0717 909 287244656857 877869813 140328892 287244825680 287284995827 287287137353 785 234-3024 270 9 816 A08 0032 887 2 913 438 6229 396 0 816 131 003 503 2 287245345405 287241528005 140328892 287023376248 209 826 8888 291 4 138180945 816 472-4904 772 1 704 M15-4042 001 3193 704 M37-0152 001 3191

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 650396 DALLAS, TX 75266 0396			
	PO BOX 650661 DALLAS, TX 75265 0661			
	PO BOX 660688 DALLAS, TX 75266 0688			
	PO BOX 8100 AURORA, IL 60507 8100			
	PO BOX 930170 DALLAS, TX 75393 0170			
	PO BOX 940012 DALLAS, TX 75394 0012			
	PAYMENT CENTER SACRAMENTO, CA 95887			
	ONE SBC CENTER ST LOUIS, MO 63101			
	PO BOX 650502 DALLAS, TX 75262-0502			
	PO BOX 22111 TULSA, OK 74121-2111			
	PO BOX 630052 DALLAS, TX 75263-0052			
	SBC GLOBAL SERVICES AURORA, IL 60507-8102			
	PO BOX 70529 CHARLOTTE, NC 28272-0529			
	PO BOX 33009 CHARLOTTE, NC 28243-0001			
	PO BOX 105068 ATLANTA, GA 30348-5068			
	PO BOX 105262 ATLANTA, GA 30348-5262			

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	85 ANNEX ATLANTA, GA 30385-0001			
	PO BOX 5012 CAROL STREAM, IL 60197-5012			
	PO BOX 1262 CHARLOTTE, NC 28201-1262			
	PO BOX 8102 AURORA, IL 60507-8102			
	PO BOX 8104 AURORA, IL 60507-8104			
	PO BOX 105503 ATLANTA, GA 30348-5503			
	PO BOX 6463 CAROL STREAM, IL 60197-6463			
	PO BOX 5019 CAROL STREAM, IL 60197-5019			
	PO BOX 5001 CAROL STREAM, IL 60197-5001			
	THE TELEGRAPH MACON, GA 31208			
	COLUMBUS LEDGER ENQUIRER MACON, GA 31208			
	PO BOX 5094 CAROL STREAM, IL 60197-5094			
	PO BOX 105107 ATLANTA, GA 30348-5107			
	PO BOX 16649 ATLANTA, GA 30321			
	PO BOX 5012 CAROL STREAM, TX 75266-0324			
	PO BOX 105373 ATLANTA, GA 30348			

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	AT&T U-VERSE (SM) CAROL STREAM, IL 60197-5014 ONE AT&T WAY BEDMINSTER, NJ 07921 PO BOX 5025 CAROL STREAM, IL 60197-5025 PO BOX 105414 ATLANTA, GA 30348-5414 PO BOX 5080 CAROL STREAM, IL 60197-5080 PO BOX 660921 DALLAS, TX 75266 PO BOX 5014 CAROL STREAM, IL 60197-5014 P.O. BOX 25505 LEHIGH VALLEY, PA 18002-5505			
Atmos Energy	PO BOX 790311 ST LOUIS, MO 63179-0311 PO BOX 9001949 LOUISVILLE, KY 40290 1949 PO BOX 79073 PHOENIX, AZ 85062 9073 PO BOX 78108 PHOENIX, AZ 85062 8108 PO BOX 841425 DALLAS, TX 75284 1425 PO BOX 650654 DALLAS, TX 75265-0654 PO BOX 910255 DALLAS, TX 75391-0255 PO BOX 790311	-	722.90	3021606529 3021606752 3028826583 4019144353 4035112204

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	ST. LOUIS, MO 63179-0311 PO BOX 619785 DALLAS, TX 75261			
Beaufort Jasper Water & Sewer Authority	6 SNAKE ROAD OKATIE, SC 29909-3937 PO BOX 602919 CHARLOTTE, NC 28260-2919	-	87.69	N/A
Belleville City Of	TREASURERS OFFICE 101 S ILLINOIS ST BELLEVILLE, IL 62220 PO BOX 388 BELLEVILLE, IL 62222 JENNIFER CONKLIN DEPUTY CLERK 101 S ILLINOIS ST BELLEVILLE, IL 62220-2199 CITY CLERK'S OFFICE FIRE INSPECTIONS 101 S ILLINOIS ST BELLEVILLE, IL 62220 ATTN CITY CLERK'S OFFICE FOIA REQUESTS 101 S ILLINOIS ST BELLEVILLE, IL 62220-2199 JAMIE MAITRET FINANCE DIRECTOR 101 S ILLINOIS ST BELLEVILLE, IL 62220-2105	-	56.49	0981138000 0890252000
Benton County PUD	PO BOX 6270 KENNEWICK, WA 99336-0270	-	2,798.91	33389001 43224000 33389003
Bertolotti Disposal Inc	P O BOX 157 CERES, CA 95307 PO BOX 127 CERES, CA 95307 PO BOX 745 CERES, CA 95307	-	103.36	310021068-0

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
BJWSA	PO BOX 602919 CHARLOTTE, NC 28260	-	28.45	250964
Blue Granite Water	2335 SANDERS ROAD NORTHBROOK, IL 60062-6108 PO BOX 11025 LEWISTON, ME 04243-9476	-	21.81	4945300000
Boise City Utility Billing	PO BOX 2600 BOISE, ID 83701-2600	-	605.59	0042634000162204
Bright House	PO BOX 25206 BRADENTON, FL 34206 700 CARILLON PARKWAY SUITE 4 ST PETERSBURG, FL 33716 PO BOX 30765 TAMPA, FL 33630 3765 DEPT 2326 PO BOX 122326 DALLAS, TX 75312-2326 P O BOX 31710 TAMPA, FL 33631-3710 PO BOX 790450 SAINT LOUIS, MO 63179-0450	-	833.45	0050469960-01
Burleson, City Of	141 W RENFRO BURLESON, TX 76028	-	32.17	259712380
Cable One	PO BOX 9001009 LOUISVILLE, KY 40290-1009 PO BOX 10 BILOXI, MS 39533-0010 PO BOX 78000 PHEONIX, AZ 85062-8000	-	148.54	117552224 117551564
Cascade Natural Gas	PO BOX 34344 SEATTLE, WA 98124 1344 PO BOX 990065 BOISE, ID 83799-0065	-	12.87	71916132997

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 5600 BISMARCK, ND 58506-5600			
Cellmark Direct, LLC	2 SOUTH BISCAYNE BLVDSUITE 2500 MIAMI, FL 33131 80 WASHINGTON ST NORWALK, CT 06854	-	88.99	N/A
Cellmark Inc	80 WASHINGTON STREET NORWALK, CT 06854	-	1,774.47	N/A
Centerpoint Energy Services Retail	1111 LOUISIANA HOUSTON, TX 77002 PO BOX 873112 KANSAS CITY, MO 64187 PO BOX 301149 DALLAS, TX 75303	-	2,671.14	58063
CenturyLink	1801 CALIFORNIA STREET 24TH FLOOR DENVER, CO 80202 SEATTLE MARKET 1600 7 TH AVENUE SEATTLE, WA 98191 805 BROADWAY ST. #300 VANCOUVER, WA 98660 100 CENTURYLINK DRIVE MONROE, LA 71203	-	584.01	313390499 208-895-8585 696B
Charter Communication	PO BOX 9001941 LOUISVILLE, KY 40290 PO BOX 790384 ST LOUIS, MO 63179-0384 PO BOX 78063 PHOENIX, AZ 85062-8063 PO BOX 9001005 LOUISVILLE, KY 40290-1005 PO BOX 60188	-	870.64	8345 78 195 0701526 8245 10 093 1239590 8805 18 0010107076

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	LOS ANGELES, CA 90060-0188 P O BOX 60229 LOS ANGELES, CA 90060-0229 P O BOX 790086 ST LOUIS, MO 63179-0086 BOX 223085 PITTSBURG, PA 15251 C/O COOPER SMITH ADVERTISING 3500 GRANITE CIRCLE TOLEDO, OH 43617 12405 POWERSCOURT DR SAINT LOUIS, MO 63131-3673			
City of Augusta	PO BOX 489 AUGUSTA, KS 67010	-	122.60	13549 12315
City of Charlotte	OFFICE OF CITY ATTORNEY ATTN ROBERT E HAGEMANN CHARLOTTE, NC 28202-2841 600 EAST FOURTH STREET CHARLOTTE, NC 28202 600 E TRADE ST CHARLOTTE, NC 28202 600 E 4TH ST CHARLOTTE, NC 28250-0001 BILLING CENTER 600 EAST 4TH STREET CHARLOTTE, NC 28250-0001 600 EAST FOURTH STREET CHARLOTTE, NC 28202 BILLING CENTER P O BOX 33831 CHARLOTTE, NC 28233-3831 P O BOX 31032	-	1,027.41	19075-1282 790585-15320 95447-1282

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	CHARLOTTE, NC 28231-1032 BILLING CENTER P O BOX 1316 CHARLOTTE, NC 28201-1316 600 E TRADE ST STE 205 ATTN BOBBI KENDRICK CHARLOTTE, NC 28202 PO BOX 37979 ATTN BUSINESS SERVICES CHARLOTTE, NC 28237 CHARLOTTE FIRE DEPARTMENT 500 DALTON AVENUE CHARLOTTE, NC 28206			
City of Clovis	1033 5TH ST CLOVIS, CA 93612 PO BOX 3007 CLOVIS, CA 93613-3007	-	109.48	012-454115 01
City of Durham	DEPT OF WATER MANAGEMENT 1600 MIST LAKE DR DURHAM, NC 27701	-	83.58	N/A
City of Fresno	PO BOX 2069 FRESNO, CA 93718-2069 PO BOX 1090 SAN JOSE, CA 95108-1090 PO BOX 45017 FRESNO, CA 93718-5017 911 H STREET FRESNO, CA 93721 1094 W FREMONT AVE C/O ANDREAS BERGEAS FRESNO, CA 93711 2600 FRESNO ST 4TH FLR ATTN CHER YANG PRJCT MGR PUBLIC WRKS FRESNO, CA 93721	-	1,229.98	156231-338902 69513-224160 324267-348178

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	2326 FRESNO ST STE 101 ATTN HEATHER E HEINKS PARKS REC & COMM SVC FRESNO, CA 93721 5607 W JENSEN AVE WASTEWATER MANAGEMENT/ATTN CAROLE BRYSON FRESNO, CA 93706 2101 G STREET BLDG E STREET MAINTENANCE DIVISION FRESNO, CA 93706 1515 E DIVISADERO ST FRESNO, CA 93721 PO BOX 16190 PAYMENT PROCESSING SERVICES PHOENIX, AZ 85011			
City of Granbury	PO BOX 969 GRANBURY, TX 76048-0969	-	108.37	04-0035-03
City of Kennewick	PO BOX 6108 KENNEWICK, WA 99336	-	222.26	48001447-00 48001446-00 00000025 00000027
City of Manteca	PO BOX 398637 SAN FRANCISCO, CA 94139-8637	-	20.97	18248-001
City of Merced	FINANCE DEPARTMENT 678 W 18TH STREET MERCED, CA 95340-4720	-	285.86	159395-24842
City of Myrtle Beach	ATTN DANA DOYLE 914 FRONTAGE ROAD MYRTLE BEACH, SC 29577 ATTN FINANCE DEPT P O BOX 406 MYRTLE BEACH, SC 29578 PO BOX 2468 MYRTLE BEACH, SC 29578	-	328.42	2-039-53250-00

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 1346 MYRTLE BEACH, SC 29578-1346			
City of Northmoor	4907 N W WAUKOMIS DR NORTHMOOR, MO 64151	-	30.02	00065
City of Olympia	UTILITY BILLING PO BOX 7966 OLYMPIA, WA 98507 7966 ACCOUNTS RECEIVABLE PO BOX 1967 OLYMPIA, WA 98507 1967 ACCOUNTS RECEIVABLE PO BOX 7966 OLYMPIA, WA 98507-7966	-	208.35	14630-16415
City of Raleigh	PO Box 590 RALEIGH, NC 27602-0590 222 W HARGETT ST STE 207 RALEIGH, NC 27602 1905 SPRING FOREST RD RALEIGH, NC 27615	-	24.63	2544710000 2476800000 1476800000 3979800000 9547120000
City of Rock Hill	P O BOX 11706 ROCK HILL, SC 29731-1706 PO BOX 63039 CHARLOTTE, NC 28263	-	1,124.78	1025330 2473610
City of Roseville	PLANNING DEPARTMENT 222 DIAMOND OAKS RD ROSEVILLE, CA 95678 PO BOX 998 ROSEVILLE, CA 95678-0998 311 VERNON STREET #206 ROSEVILLE, CA 95678 316 VERNON STREET #104 ROSEVILLE, CA 95678 1051 JUNCTION BLVD ROSEVILLE, CA 95678	-	649.47	2023957

Utilities Motion

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

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	P O BOX 11640 TACOMA, WA 98411-6640 PO BOX 11010 TACOMA, WA 98411-1010 747 MARKET ST RM 620 TACOMA, WA 98402-3701			
City of Weatherford	PO BOX 255 WEATHERFORD, TX 76086	-	46.28	44-7580-00
City Treasurer Tacoma	PO BOX 11010 TACOMA, WA 98411-1010 PO BOX 1175 TACOMA, WA 98401 P O BOX 11367 TACOMA, WA 98411-0008 ATTN BARBARA WERELIUS / PUBLIC RECORDS OFFICER PO BOX 11010 TACOMA, WA 98411-1010	-	497.94	300068980 300106805 300111152
College Township Water Authority	ATTN PAYMENTS 1481 E COLLEGE AVENUE STATE COLLEGE, PA 16801	-	300.37	510140000 703100 703000
Columbia Gas of Kentucky Inc	PO BOX 2200 LEXINGTON, KY 40588 2200 P O BOX 742523 CINCINNATI, OH 45274-2523 COLUMBIA GAS PO BOX 4660 CAROL STREAM, IL 60197-4660	-	3,814.16	10652482 006 10652482 007 10652482 008 10652482 009
Columbia, City Of	116 CAMPBELLSVILLE ST COLUMBIA, KY 42728 WATER CUSTOMER SERVICE PO BOX 7997 COLUMBIA, SC 29202-7997 ATTN FINANCE	-	1,792.76	01-15813010-1052628-6 01-16890077-1117756-3 01-64000472-1000230-4 01-64000478-1000230-6 01-64000388-1000230-8

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	1401 SHOP ROAD COLUMBIA, SC 29201			
Comcast	PO BOX 71211 CHARLOTTE, NC 28272-1211 PO BOX 530099 ATLANTA, GA 30353 0099 PO BOX 1178 COMCAST AD SALES SARASOTA, FL 34230 P O BOX 34744 SEATTLE, WA 98124-1744 PO BOX 34227 SEATTLE, WA 98124 1227 PO BOX 3005 SOUTHEASTERN, PA 19398 3005 4020 AUBURN WAY N AUBURN, WA 98507-0407 PO BOX 37601 PHILADELPHIA, PA 19101-0601 ATTN ELIZABETH SANZONE 1110 NORTH POINT PARKWAY WEST PALM BEACH, FL 33407 1701 JFK BLVD PHILADELPHIA, PA 19103 PO BOX 3001 SOUTHEASTERN, PA 19398-3001 PO BOX 60533 CITY OF INDUSTRY, CA 91716-0533 P.O. BOX 70219 PHILADELPHIA, PA 19176-0219	-	4,651.58	8155 50 014 0259826 8498 30 002 1111881 900019315 930903782 930010832 900006673 8155600386706116 8155600380712003 8155600384360700 8155600380683352 8155600386983483 8155 60 074 2267589 8155 50 009 0540373 8498 35 007 0000030 8498 38 005 2494729 8498 38 005 2553581 8535 10 168 2600575
Comporium Communications	P O BOX 1042 ROCK HILL, SC 29731-7042 PO BOX 300	-	1,199.83	4170-7741 4097-0570 4145-5426 4096-0188

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	LANCASTER, SC 29721 PO BOX 1299 FORT MILL, SC 29715 PO BOX 12100 ROCKHILL, SC 29731			4098-3701 803-329-4000-RH00
Concord City Of	PO BOX 580469 CHARLOTTE, NC 28258 0469	-	122.67	00299759-01 00299753-01
Consolidated Communications	PO BOX 969 ROSEVILLE, CA 95661 PO BOX 30697 LOS ANGELES, CA 90030-0697 PO BOX 66523 SAINT LOUIS, MO 63166-6523	-	2,147.29	916-150-8012/2
Constellation Newenergy Gas	PO BOX 105223 51330-82862-2 ATLANTA, GA 30348-5223 PO BOX 3366 DEPT 0850 OMAHA, NE 68176-0850 BANK OF AMERICA LOCKBOX SERVICES 15246 COLLECTION CENTER DRIVE CHICAGO, IL 60693 P O BOX 878049 KANSAS CITY, MO 64187-8049 PO BOX 5472 CAROL STREAM, IL 60197-5472 10 S DEARBORN STREET 51ST FLOOR CHICAGO, IL 60603	-	65.04	7196353-1 7159275-1
Cox Communications	RETAIL PROCESSING CENTER PO BOX 740367 ATLANTA, GA 30374 0367 PO BOX 22142 TULSA, OK 74121 2142	-	2,822.29	001 0110 080599102 001 1001 085142701 001 1001 085661301 001 0110 08646591 001 110 086465901

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	COX COMMUNICATIONS INC- MACON PO BOX 61029 NEW ORLEANS, LA 70161-1029 PO BOX 21380 TULSA, OK 74121-1380 PO BOX 248871 OKLAHOMA CITY, OK 73124-8871 901 GEORGE WASHINGTON BUILDG WICHITA, KS 67211 COX BUSINESS PO BOX 919367 DALLS, TX 75391-9367 P O BOX 101034 ATLANTA, GA 30392-1005			
Day, Lewis Albert	5183 FULTON MILL RD MACON, GA 31216	-	238.90	N/A
Deison, Dave	PO BOX 1177 WEATHERFORD, TX 76086	-	265.99	N/A
Directv	PO BOX 60036 LOS ANGELES, CA 90060 0036 PO BOX 78626 PHOENIX, AZ 85062 8626 ATTN TREASURY DEPARTMENT 2230 EAST IMPERIAL HWY N-366 EL SEGUNDO, CA 90245 19975 VICTOR PKWY C/O VALASSIS LIVONIA, MI 48152-7001 PO BOX 105249 ATLANTA, GA 30348-5249	-	105.21	022047132 057020026 6355095
Dominion Energy North Carolina	100 SCANA PARKWAY CAYCE, SC 29033	-	258.60	2-2100-6333-8256 8-2100-8313-4429 4-1981-0469-3384

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 100256 COLUMBIA, SC 29202-3256			1-2101-2285-5392
Dominion Energy South Carolina Inc	400 OTARRE PARKWAY CAYCE, SC 29033 PO BOX 100255 COLUMBIA, SC 29202-3255	-	11,048.18	3-2100-5332-9977 5-2100-4740-8147 3-1898-0000-0387 3-2100-5684-0837 0-1974-0105-8655 3-2101-1711-0882 3-2100-5940-5712 1-1970-0221-4959 4-1512-0001-2966
Duke Power	PO BOX 70515 CHARLOTTE, NC 282720515 PO BOX 70516 CHARLOTTE, NC 28272 0516 PO BOX 1090 CHARLOTTE, NC 28201 1090	-	95.43	535 036 2082
Engie Resources	1990 Post Oak Blvd., Suite 1900 Houston, TX 77056 PO BOX 9001025 LOUISVILLE, KY 40290-1025	-	1,828.58	29455-30005 33961-18007
Escallier Kaljian LLC	645 PACHECO BLVD LOS BANOS, CA 93635	-	862.18	N/A
Fiberlight, LLC	11700 GREAT OAKS WAY SUITE 100 ALPHARETTA, GA 30022 PO BOX 602526 CHARLOTTE, NC 28260-2526	-	2,172.67	SFL-125463
Flint Electric Membership Corp	SEDC P O BOX 530812 ATLANTA, GA 30353 0812 PO BOX 308 REYNOLDS, GA 31076-0308	-	15.96	32649656001
Fort Worth Water Dept	PO BOX 870 FORT WORTH, TX 76101 0870 1000 THROCKMORTON ST FT WORTH, TX 76102 6311 PO BOX 961003	-	398.73	1232023-365242

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	FORT WORTH, TX 76161-0003			
FPL Energy Services	GENERAL MAIL FACILTY MIAMI, FL 33188 0001 PO BOX 25426 MIAMI, FL 33102	-	627.29	96557-53292 06304-80580
Frankfort Plant Board	317 W SECOND STREET PO BOX 308 FRANKFORT, KY 40602	-	95.75	83474
Gas Company	PO BOX C MONTEREY PARK, CA 91756 101 ASH STREET HQ 07 SAN DIEGO, CA 92101	-	31.23	125 317 2060 0
Georgia Power Inc	96 ANNEX ATLANTA, GA 30396-0001 PO BOX 102473 68 ANNEX ATLANTA, GA 30368	-	3,305.69	58712-73036 18286-86005 00032-72900 60234-71281 07994-19015
Granite Telecommunications	PO BOX 83197 WOBURN, MA 01813-3197 PO BOX 1405 LEWISTON, ME 04243-1405 PO BOX 983119 BOSTON, MA 02298-3119 CLIENT ID #31 P O BOX 983119 BOSTON, MA 02298-3319 CLIENT ID 311 PO BOX 983119 BOSTON, MA 02298-3119 100 NEWPORT AVE EXTENSION QUINCY, MA 02171	-	4,849.83	01840697 02805760 03100504 03105906 03105817 03113425 03112173 01851859 02985417 02985421 03144629 02956355 03113425
Greenworld Services Inc	PO BOX 27361 MACON, GA 31221	-	41.67	N/A

Utilities Motion

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

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Kansas Gas Service	PO BOX 22158 TULSA, OK 74121-2158 PO BOX 219046 KANSAS CITY, MO 64121	-	802.15	510421968 1698454 45 12677295 1071491 73 510421968165679336 510421968167840464 512677295 1071492 91
KCMO Water Services	PO BOX 219896 KANSAS CITY, MO 64121-9896 ACCOUNTS PAYABLE 4800 EAST 63RD ST KANSAS CITY, MO 64130 PO BOX 807045 KANSAS CITY, MO 64180-7045 4800 E 63RD ST ATTN RENE CANGELOSI KANSAS CITY, MO 64130	-	3,514.98	000176543 0266898 2 000176543 0000900 7
Kentucky American Water Co	PO BOX 70824 CHARLOTTE, NC 28272 PO BOX 371880 PITTSBURGH, PA 15250-7880 PO BOX 790247 ST LOUIS, MO 63179-0247	-	1,081.18	1012-210007325385 1012-210007325460 1012-210008564435 1012-210007438939 1012-210008690143
Kentucky Utilities Co	PO BOX 14242 LEXINGTON, KY 40512-4242 PO BOX 536200 ATLANTA, GA 30353-6200 PO BOX 539013 ATLANTA, GA 30353-9013 PO BOX 9001954 LOUISVILLE, KY 40290-1954	-	10,652.38	3500-0256-4564 3000-0011-3278 3500-0593-7650 3500-0593-7668
Lemay Pacific Disposal	P O BOX 51006 LOS ANGELES, CA 90051-5306	-	14.78	2183-1078120
Level 3 Communications, LLC	1025 ELDORADO BLVD BROOMFIELD, CO 80021 PO BOX 910182 DENVER, CO 80291-0182	-	12,949.04	1-CJH363 2 1-JJ0ZLS 5 1-IY5AFR 1 5-FJTCH2CC 0 5-CM28F45W 3 403770 3

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	WELLS FARGO BANK 1740 BROADWAY DENVER, CO 80274			401018 6 14339 7 400846 0
Lexington Fayette Urban Co	LEXINGTON FAYETTE URBAN CO GOVT P O 13057 LEXINGTON, KY 40583-3057 PO BOX 34090 LEXINGTON, KY 40588-4090	-	76.61	0218877600 0133167300
Lexington Fayette Urban County Government	LEX SERV CITY SERVICES PO BOX 742636 CINCINNATI, OH 45274-2636 P.O. BOX 34090 LEXINGTON, KY 40588-4090	-	1,022.77	0125977300 0218877600
Liberty Energy Georgia Corp	75 REMITTANCE DRIVE SUITE 1918 CHICAGO, IL 60675-1918 2300 VICTORY DRIVE COLUMBUS, GA 31901-3455	-	29.83	67507835-67118536
Macon Water Authority	PO BOX 108 MACON, GA 31202 PO BOX 108 MACON, GA 31202-0108	-	223.04	171384 155491 107553 107859 102762
Masergy Cloud Communications Inc	5757 W. CENTURY BLVD., SUITE 575 LOS ANGELES, CA 90045 PO BOX 733939 DALLAS, TX 75373	-	7,847.08	434397
Masergy Communications Inc	2740 NORTH DALLAS PARKWAY SUITE 260 PLANO, TX 75093 PO BOX 671454 DALLAS, TX 75267-1454 PO BOX 671122 DALLAS, TX 75267 5757 WEST CENTURY BLVD. SUITE 575 LOS ANGELES, CA 90045	-	62,270.00	MC002189

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 733939 DALLAS, TX 75373-3939 PO BOX 733938 DALLAS, TX 75373 2200 ROSS AVENUE, FLOOR 6 DALLAS, TX 75201			
Merced Irrigation District	744 W 20TH ST MERCED, CA 95344 PO BOX 2288 MERCED, CA 95344 PO BOX 398018 SAN FRANCISCO, CA 94139-8018	-	200.28	010-00002275-00
Miami Dade Water & Sewer	PO BOX 026055 MIAMI, FL 33102-6055 3071 SW 38TH AVE ATTN TONI CORLAZZOLI 3RD FLOOR MIAMI, FL 33146 PO BOX 026055 ACCT 2375179059 MIAMI, FL 33102-6055	-	343.61	1710223007 4795667168 3573229843 2853727441 2375179059 3222296200 6064025200 6234025200
Mid Carolina Electric Cooperative Inc	PO BOX 669 LEXINGTON, SC 29071 0669 PO BOX 9030 LEXINGTON, SC 29071 9030 254 LONGS POND ROAD PO BOX 669 LEXINGTON, SC 29071	-	76.46	8900523066
Mid Valley Disposal Inc	1626 E STREET FRESNO, CA 93786-0001 15300 W JENSEN AVE KERMAN, CA 93630 PO BOX 12227 FRESNO, CA 93777	-	456.78	6951300

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	P.O. BOX 12385 FRESNO, CA 93777			
Mineral Wells, City Of	PO BOX 459 MINERAL WELLS, TX 76068 0459	-	18.12	18-392000-01
Mississippi Power Co	PO BOX 245 BIRMINGHAM, AL 35201 0245 PO BOX 4275 GULFPORT, MS 39502 4275	-	5,445.73	SB57329-81006
Modesto Irrigation District	PO BOX 5355 MODESTO, CA 95352-5355 PO BOX 4060 MODESTO, CA 95352	-	960.48	4764270230
Myrtle Beach City Of	PO BOX 2468 MYRTLE BEACH, SC 29578-2468 PO BOX 1346 MYRTLE BEACH, SC 29578-1346	-	843.14	2-039-53250-00
Orange Recycling Services Inc	1010 E PETTIGREW ST ATTN ACCOUNTS RECEIVABLE DURHAM, NC 27701-4241	-	76.65	149
Overhead Door Company of Kansas	1901 E. 119TH ST OLATHE, KS 66061 840 SOUTHWAY CIRCLE FORT WORTH, TX 76115 6215 E. KELLOGG DRIVE WICHITA, KS 67218	-	446.96	43944-002
Pacific Gas and Electric	BOX 997300 SACRAMENTO, CA 95899-7300 ONE MARKET ST SPEAR TOWER 4TH FLOOR SAN FRANCISCO, CA 94105 PO BOX 770000 SAN FRANCISCO, CA 94177-0001	-	22,986.03	0207788461-3 0366196845-7 0474744414-1 0491992924-2 0894842631-0 1163325373-4 3116355344-4 3426310595-8 3631718370-9 4225698974-2 4714645076-3 4716844064-3 5953736086-5 6432933689-1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
				6457481133-3 6499147797-3 7136458042-4 7165090879-2 7976698206-4 8914144953-1 9119959637-9 9407580280-4
Palmetto Electric	PO BOX 820 RIDGELAND, SC 29936-0820 1 COOPERATIVE WAY HARDEEVILLE, SC 29927 PO BOX 530812 ATLANTA, GA 30353 PO BOX 696 BLUFFTON, SC 29910-0696	-	4,005.86	6752007 6752006
Pro Disposal LLC	PO BOX 6893 BEAUFORT, SC 29903	-	65.63	443600
Public Service Company of NC Inc	PO BOX 100256 COLUMBIA, SC 29202-3256 400 COX ROAD PO BOX 1398 GASTONIA, NC 28053-1398	-	1,861.00	4-2100-8467-4477 2-2100-7487-3713 2-2100-6333-8256 5-2100-5188-3278 2-1981-0461-8360 5-2100-5631-1806 5-2100-7204-9662 5-1981-0448-1054 5-2100-5188-3122 7-1981-0469-3403
Public Works & Utilities	PO BOX 2922 WICHITA, KS 67201-2922	-	109.71	062927
Puget Sound Energy	PO BOX 91269 PAYMENT PROCESSING GEN-02W BELLEVUE, WA 98009 9269 BOT-01H PO BOX 91269 BELLEVUE, WA 98009 9269	-	1,266.19	200009599834 2000016516946 22019525462 220015748233
Railside Industrial Park	6005 17TH STREET EAST PARK OFFICE BRADENTON, FL 34203	-	360.16	39950-17138

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PARK OFFICE 6005 17TH ST E BRADENTON, FL 34203			
Republic Services 866	PO BOX 9001099 LOUISVILLE, KY 40290-1099	-	2,783.85	3-0866-0551811 3-0742-0010324 3-0742-0003610 3-0742-0010884 3-0743-0002357
Republic Services Inc	PO BOX 78829 PHOENIX, AZ 85062-8829 PO BOX 78829 PHOENIX, AZ 85062-8829	-	561.44	3-0794-9002111 3-0794-1108647 3-0794-7082469 3-0794-7088517
Republic Waste Services	5516 ROZZALLES FERRY RD CHARLOTTE, NC 28214 PO BOX 9001840 LOUISVILLE, KY 40290 PO BOX 9001840 LOUISVILLE, KY 40290-1840 P O BOX 9001099 LOUISVILLE, KY 40290-1099	-	543.26	3-0743-0002357 3-0742-0003610 3-0993-0039550 3-0742-0010324 0743-001541351
Rock Hill City Of	P O BOX 63039 CHARLOTTE, NC 28263-3039 PO BOX 37945 CHARLOTTE, NC 28237-7945 PO BOX 11706 ROCK HILL, SC 29731-1706	-	471.28	1025330
Santee Cooper	PO BOX 188 MONCKS CORNER, SC 29461-0188	-	4,187.32	9567000000 0679700000 0867000000 6567000000 3745510000
Scana Energy Marketing Inc	PO BOX 751684 CHARLOTTE, NC 28275 110 GATEWAY CORN BLVD SUITE 200 COLUMBIA, SC 29210	25,000.00	-	655

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
Shred It USA LLC	P O BOX 13574 NEWARK, NJ 07188-3574 3421 AXAR RD CHARLOTTE, NC 28208 10800 NW 92ND TERRACE STE 102 MEDLEY, FL 33178 28883 NETWORK PLACE CHICAGO, IL 60673-128 7734 S 133RD STREET OMAHA, NE 68138	-	319.64	15023292 11463074 13609189 12336129
SMUD	P O BOX 15555 SACRAMENTO, CA 95852-1555 3201 S STREET MAIL STOP D 404 SACRAMENTO, CA 95817 PO BOX 15830 MS MD-1 SACRAMENTO, CA 95852-1830 6301 S STREET MS A 195 SACRAMENTO, CA 95817-1830	-	59,346.77	179173 179188 3015655 179386 179171 6582405 2970026 179816 2905553 179599 3646318 3766144 6428391 6490380
Sonoco Recycling	111 S ROGERS LN RALEIGH, NC 27610 91218 COLLECTION CENTER DR CHICAGO, IL 60693	-	85.42	N/A
South Carolina Electric & Gas Co	PO BOX 100255 COLUMBIA, SC 29202-3255 SCE &G COLUMBIA, SC 29218	182,820.00	-	3-2101-1711-0882
Sparklight	210 EAST EARLL DRIVE PHOENIX, AZ 85012 PO BOX 78000 PHOENIX, AZ 85062-8000	-	30.19	117552224 117551564
Spire Missouri Inc	700 MARKET ST, 4TH FLOOR ST LOUIS, MO 63101	-	1,847.42	8707761111 9292011111

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	DRAWER 2 ST. LOUIS, MO 63171			
Sprint	PO BOX 4181 CAROL STREAM, IL 60197-4181 PO BOX 660108 DALLAS, TX 75266-0108	-	674.18	832188815
Suez Water Idaho Inc	461 FROM RD STE 400 PARAMUS, NJ 07652-3526 PO BOX 60519 PAYMENT CENTER CITY OF INDUSTRY, CA 91716-5019 PO BOX 371804 PAYMENT CENTER PITTSBURGH, PA 15250-7804	-	440.77	6000457531111
T Mobile	PO BOX 790047 ST. LOUIS, MO 63179-0047	-	191.43	964885529 763733273
Time Warner Cable	TIME WARNER CABLE TAX DT 7800 CRESCENT EXECUTIVE DR CHARLOTTE, NC 28217 PO BOX 88708 1320 N DR MARTIN LUTHER KING JR DR MILWAUKEE, WI 53288 PO BOX 2599 OMAHA, NE 68103 2599 PO BOX 371830 PITTSBURGH, PA 15250 7830 PO BOX 70870 CHARLOTTE, NC 28272 0870 PO BOX 70873 CHARLOTTE, NC 28272 0873 PO BOX 70992 CHARLOTTE, NC 28272 0992 PO BOX 409983 BANK LOCKBOX	-	5,824.71	202-600846501-001 202-864166403-001 202-380318002-001 8260 13 034 0721417 063438401 074799101 088853201 095558401 10303-124680701-6001

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	ATLANTA, GA 30384-9983 101 INNOVATION AVENUE SUITE 100 MORRISVILLE, NC 27560 1100 PERIMETER PARK DR STE 104 ATTN SHARON RAKES MORRISVILLE, NC 27560 PO BOX 1104 CAROL STREAM, IL 60132-1104 PO BOX 70874 CHARLOTTE, NC 28272-0874 PO BOX 70872 CHARLOTTE, NC 28272-0872 4200 PARAMOUNT PARKWAY ATTN SORALINDA KUCHAR MORRISVILLE, NC 27560 300 PARKER SQUARE SUITE 210 FLOWER MOUND, TX 75028 13840 BALLANTYNE CORPORATE PL STE 500 CHARLOTTE, NC 28277 PO BOX 1060 CAROL STREAM, IL 60132-1060 PO BOX 77169 CHARLOTTE, NC 28271-7169 7910 CRESCENT EXECUTIVE DR CHARLOTTE, NC 28217 PO BOX 223085 PITTSBURGH, PA 15251-2085 PO BOX 60074 CITY OF INDUSTRY, CA 91716			

Schedule 1

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 790086 ST LOUIS, MO 63179			
Town of Holly Springs	PO BOX 8 HOLLY SPRINGS, NC 27540	-	27.94	24980-001
Town of Selma	100 N RAIFORD ST SELMA, NC 27576 ATTN FINANCE 421 FAYETTEVILLE STREET, STE 104 RALEIGH, NC 27601	-	149.39	131462998
Town of Wake Forest	401 ELM AVE WAKE FOREST, NC 27587-2932 PO BOX 900002 RALEIGH, NC 27675-9000 301 SOUTH BROOKS STREET WAKE FOREST, NC 27587-2932 PO BOX 600068 RALEIGH, NC 27675-6068	-	641.44	6019190-002 1401 99-202
Turlock Irrigation District	PO BOX 819007 TURLOCK, CA 95381-9007 PO BOX 949 ATTN DEBBIE LARSON ACCOUNTS PAYABLE TURLOCK, CA 95380	-	105.05	026181-013451-0001 026181-072483-0001
TXU Energy Services	PO BOX 660161 DALLAS, TX 75266 0161 PO BOX 650638 DALLAS, TX 75265-0638 PO BOX # 650700 DALLAS, TX 75265-0700	-	2,325.00	900041673311 9028020198 9028023872 9028025273 100067616871 9030118370 100026450091 900009020389 900008739533
Verizon	PO BOX 650457 DALLAS, TX 75265 PO BOX 660108 DALLAS, TX 75266-0108 PO BOX 660720 DALLAS, TX 75266	-	3,847.04	671702463-00001 7719848405-00001 213663199-00001 313744126-00001 323609634-00001 980028334-00001 380875294-00003 380875294-00001 680008492-00001

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 25505 LEHIGH VALLEY, PA 18002-5505 P O BOX 4830 TRENTON, NJ 08650 27 01 QUEENS PLAZA NORTH 3RD FL LONG ISLAND CITY, NY 11101			721501478-00001 821075462-00003 571249571-00001 764393401-00001 671825373-00001 771702458-00001 871702461-00001 780095365-0001 920217684-00001 821075462-00001
Verizon Wireless	PO BOX 660108 DALLAS, TX 75266 0108 PO BOX 25505 LEHIGH VALLEY, PA 18002 5505 PO BOX 371392 PITTSBURGH, PA 15250 ONE VERIZON PLACE TAX DEPARTMENT ALPHARETTA, GA 30004 PO BOX 15062 ALBANY, NY 12212-5062 P.O. BOX 4830 TRENTON, NJ 08650-4830	-	4,741.17	671702463-00001 522096447-00001 942196533-00001 380875294-00001 671119600-00001 720403238-00003 970840885-00001 564209703-00001 813326182-00003 865395098-00001 771948405-00001 819880319-00002 571004736-00001 764393401-00001
Waste Connections Lone Star, Inc	P O BOX 679859 DALLAS, TX 75267-9859 3 WATERWAY SQUARE PLACE SUITE 110 THE WOODLANDS, TX 77380 350 DENNIS RD WEATHERFORD, TX 76087-9094 PO BOX 162479 FORT WORTH, TX 76161-2479	-	134.89	5193-011004654 5193-011014509 5191-004031622 5190-004107980
Waste Management of Sacramento	PO BOX 25260 SANTA ANA, CA 92799-5260 PO BOX 78230 PHOENIX, AZ 85062-8230	-	\$407.37	9-00477-33009 19-54159-93007 18-54662-73003 10-57513-73004 11-32025-03001 6-71979-65002 2-51752-35003

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	PO BOX 78251 PHOENIX, AZ 85062-8251 PO BOX 541065 LOS ANGELES, CA 90054-1065			
Waste Management of The Carolinas	2712 LOWELL RD GASTONIA, NC 28054 PO BOX 9001054 LOUISVILLE, KY 40290-1054 PO BOX 105453 ATLANTA, GA 30348-5453 1001 FANNIN SUITE #4000 HOUSTON, TX 77002 PO BOX 4648 CAROL STREAM, IL 60197-4648 PO BOX 55558 BOSTON, MA 02205-5558	-	474.62	11-57996-93004 7-11807-32001 9-97496-12006 11-22655-32003 19-74541-63008
Waste Management of Woodland	PO BOX 66963 CHICAGO, IL 60666-0963 PO BOX 25280 SANTA ANA, CA 92799-5280 PO BOX 79121 PHOENIX, AZ 85062-9121 PO BOX 79168 PHOENIX, AZ 85062-9168 PO BOX 78251 PHOENIX, AZ 85062-8251 PO BOX 541065 LOS ANGELES, CA 90054-1065	-	41.43	2-42480-75002 10-57513-73004 2-61020-85067 6090-054079805-001
West Columbia City Of	PO BOX 4044 WATER COLLECTION DIV CITY HALL WEST COLUMBIA, SC 29171 BUSINESS LICENSE DIVISION	-	93.93	85-810100-00

Utilities Motion

Company Name	Address	Existing Deposit	Proposed Adequate Assurance	Account Number
	P O BOX 4044 WEST COLUMBIA, SC 29171-4044			
Westar Energy	PO BOX 758000 TOPEKA, KS 66675 8000 PO BOX 758500 TOPEKA, KS 66675-8500 P O BOX 419353 KANSAS CITY, MO 64141	-	1,915.33	4674418489 1180146366 3073302201
Wise Electric Cooperative Inc	PO BOX 269 DECATUR, TX 76234-0269	-	63.75	318094-001
Wo Blackstone Co Inc	PO 88 1841 SHOP ROAD COLUMBIA, SC 29202	-	25.17	STATENEWS 1000230-1
Xo Communications	FILE 50550 LOS ANGELES, CA 90074-0550 14239 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693 1330 N WASHINGTON ST STE 5000 SPOKANE, WA 99201 P.O. BOX 15043 ALBANY, NY 12212	-	3,063.46	004000000375984 00400000051279
York County Natural Gas	PO BOX 11907 ROCK HILL, SC 29731-1907	-	126.05	8375-001 103558-001

EXHIBIT "2"

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

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

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

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

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

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

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

ORDERED, ADJUDGED, AND DECREED that:

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

or any other security for continued service other than the Utility Deposit, as a result of the Debtors' bankruptcy filings or any outstanding prepetition invoices;

- a. Within three business days after the date of entry of this Final Order, the Debtors will mail a copy of this Final Order to the Utility Companies on the Utility Company List.
- b. If a Utility Company is not satisfied with the Proposed Adequate Assurance and seeks additional adequate assurance of payment, it must serve a request for additional adequate assurance (an "**Additional Assurance Request**") upon (i) The McClatchy Company, 2100 Q Street, Sacramento, California, 95816-6899, Attn: Richard Reinhart; (ii) proposed counsel to Debtors, (A) Skadden, Arps, Slate, Meagher & Flom LLP, 300 South Grand Avenue, Suite 3400, Los Angeles, California 90071-3144, Attn: Van C. Durrer II and Destiny Almogue, and (B) Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York, 10119-3335, Attn: Kyle J. Ortiz and Amy Oden; (iii) counsel to the administrative agent under the Debtors' DIP Facility, Choate, Hall & Steward LLP, Two International Place, Boston, MA 02110, Attn: Jonathan D. Marshall and Keven Simard; (iv) counsel to Chatham Asset Management, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Andrew Rosenberg, Elizabeth McColm, John Weber; and (v) proposed counsel to the official committee of unsecured creditors (the "**Committee**") appointed in these Chapter 11 Cases, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038; Attn: Kristopher M. Hansen, Frank A. Merola, Gabriel E. Sasson (collectively, the "**Adequate Assurance Notice Parties**") so that it is received on or before 4:00 p.m. (prevailing Eastern time) on the day that is 14 days following the entry of this Final Order.
- c. Each Additional Assurance Request must (i) be made in writing; (ii) set forth the amount and form of additional assurance of payment requested; (iii) set forth the type of Utility Services, any account numbers, and the location for which Utility Services are provided; (iv) include a summary of the Debtors' payment history to such Utility Company, including whether the Utility Company holds any deposits or other security, and if so, in what amount; and (v) set forth why the Utility Company believes the Proposed Adequate Assurance is insufficient.
- d. Upon the Debtors' receipt of an Additional Assurance Request, the Debtors will have 30 days from the entry of this Final Order (the "**Resolution Period**") to negotiate with the requesting Utility Company and resolve its Additional Assurance Request. The Debtors and any Utility Company may, without notice to any party in interest or further order of the Court, extend the Resolution Period by such additional period as they shall mutually agree.
- e. The Debtors may, with the consent of Chatham Asset Management and the Committee (which consent shall not be unreasonably withheld or conditioned)

and without further order from this Court, resolve any Additional Assurance Request by mutual agreement with a Utility Provider and the Debtors may, in connection with any such agreement, provide a Utility Provider with additional adequate assurance of payment, including, but not limited to, cash deposits, payments of prepetition balances, prepayments, or other forms of security if the Debtors believe such additional assurance is reasonable.

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

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

5. If an amount relating to postpetition Utility Services provided by a Utility Company is unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Utility Deposit Account (a “**Disbursement Request**”), in no case to exceed the amount of the Utility Deposit contributed to the Utility Deposit Account for the benefit of such Utility Company, by giving notice to (i) The McClatchy Company, 2100 Q Street, Sacramento, California, 95816-6899, Attn: Richard Reinhart; (ii) proposed counsel to Debtors, (A) Skadden, Arps, Slate, Meagher & Flom LLP, 300 South Grand Avenue, Suite 3400, Los Angeles, California 90071-3144, Attn: Van C. Durrer II and Destiny Almogue, and (B) Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York, 10119-3335, Attn: Kyle J. Ortiz and Amy Oden; (iii) counsel to the administrative agent under the Debtors’ ~~proposed~~ DIP Facility, Choate, Hall & Stewart LLP, Two International Place, Boston, MA 02110, Attn: Jonathan D. Marshall and Kevin Simard; (iv) ~~-~~ counsel to Chatham Asset Management, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn.: Andrew Rosenberg, Elizabeth McColm, John Weber; (v)

counsel to Brigade Capital Management, LP, 399 Park Avenue, New York, New York 10022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Thomas M. Mayer, Douglas Mannal, David Braun; and (vi) proposed counsel to the ~~any official committee~~ Committee appointed in the Chapter 11 Cases, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher M. Hansen, Frank A. Merola, Gabriel E. Sasson. A Disbursement Request shall only be honored on the date that is five business days after the date of the Disbursement Request.

6. Any Utility Company that ~~failed~~ fails to submit an Additional Assurance Request as set forth in ~~the Interim~~ this Final Order ~~or file an Objection~~ shall be deemed to have adequate assurance of payment that is satisfactory to it within the meaning of Bankruptcy Code section 366 and shall be forbidden from altering, refusing, or discontinuing service to the Debtors on account of any prepetition charges, subject to the Utility Company's right to seek a modification of adequate assurance under Bankruptcy Code section 366(c)(3).

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

8. This Final Order shall be binding on all Utility Companies, regardless of when such Utility Company was added to the Utility Company List; *provided, however*, that if

additional parties are added, the Debtors may increase the amount of the Utility Deposit by an amount equal to the cost of two weeks of Utility Services provided by such Subsequently Identified Utility Company to the Debtors.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Dated: New York, New York
March __, 2020

~~Honorable Michael~~ HONORABLE MICHAEL E.
~~Wiles~~ WILES
UNITED STATES BANKRUPTCY JUDGE