

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP  
Shana A. Elberg  
Bram A. Strohlic  
One Manhattan West  
New York, New York 10001  
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 (admitted *pro hac vice*)  
300 South Grand Avenue, Suite 3400  
Los Angeles, California 90071-3144  
Telephone: (213) 687-5000  
Fax: (213) 687-5600

- and -

Jennifer Madden (admitted *pro hac vice*)  
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**

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<i>In re</i>	:	<b>Chapter 11</b>
	:	
<b>THE McCLATCHY COMPANY, et al.,</b>	:	<b>Case No. 20-10418 (MEW)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
-----	x	<b>Related Docket No. 14</b>

<sup>1</sup> 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.



**CERTIFICATE OF NO OBJECTION WITH RESPECT TO ORDER  
(I) AUTHORIZING CONTINUED USE OF EXISTING CASH MANAGEMENT  
SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS, AND PAYMENT  
OF RELATED PREPETITION OBLIGATIONS, (II) MODIFYING CERTAIN  
DEPOSIT REQUIREMENTS, AND (III) AUTHORIZING CONTINUANCE  
OF INTERCOMPANY TRANSACTIONS AND HONORING CERTAIN  
RELATED PREPETITION OBLIGATIONS**

Pursuant to 28 U.S.C. § 1746 and Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), the undersigned hereby certifies as follows:

1. 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) Authorizing Continued Use of Existing Cash Management System, Bank Accounts, and Business Forms, and Payment of Related Prepetition Obligations, (II) Modifying Certain Deposit Requirements, and (III) Authorizing Continuance of Intercompany Transactions and Honoring Certain Related Prepetition Obligations* [ECF No. 14] (the “**Motion**”).

2. On February 14, 2020, the Court held a hearing on the Motion and entered the *Interim Order (I) Authorizing Continued Use of Existing Cash Management System, Bank Accounts, and Business Forms and Payment of Related Prepetition Obligations; (II) Modifying Certain Deposit Requirement and (III) Authorizing Continuance of Intercompany Transactions and Honoring Certain Related Prepetition Obligations* [Docket No. 66].

3. The deadline for receipt of objections to the Motion (the “**Objection Deadline**”) has passed, and, to the best of my knowledge, no objection with respect to the Motion has been (a) filed with the Court on the docket of the above-captioned cases or (b) served on counsel to the Debtors in accordance with the *Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures* [ECF No. 106].

4. In accordance with Local Rule 9075-2, this certificate is being filed at least forty-eight (48) hours after expiration of the Objection Deadline.

5. The Debtors respectfully request that the Court enter the proposed form of order, a copy of which order is attached hereto as **Exhibit 1**, (the “**Proposed Order**”), which incorporates minor changes as requested by the United States Trustee and the Official Committee of Unsecured Creditors.

6. A redline version of the Proposed Order marked against the order filed with the Motion, is attached hereto as **Exhibit 2**.

Dated: New York, New York  
March 23, 2020

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Van C. Durrer, II

Shana A. Elberg  
Bram A. Strohlic  
One Manhattan West  
New York, New York 10001  
Telephone: (212) 735-3000  
Fax: (212) 735-2000

– and –

Van C. Durrer, II  
Destiny N. Almogue (admitted *pro hac vice*)  
300 S. Grand Avenue, Suite 3400  
Los Angeles, CA 90071-3144  
Telephone: (213) 687-5000  
Fax: (213) 687-5600

– and –

Jennifer Madden (admitted *pro hac vice*)  
525 University Avenue  
Palo Alto, California 94301  
Telephone: (650) 470-4500  
Fax: (650) 470-4570

*Proposed Counsel to Debtors and Debtors in Possession*

**EXHIBIT 1**

**Proposed Order**

**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.<sup>1</sup> : **(Jointly Administered)**  
:   
----- X

**FINAL ORDER (I) AUTHORIZING CONTINUED USE OF EXISTING CASH  
MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS AND  
PAYMENT OF RELATED PREPETITION OBLIGATIONS; (II) MODIFYING  
CERTAIN DEPOSIT REQUIREMENTS; AND (III) AUTHORIZING CONTINUANCE  
OF INTERCOMPANY TRANSACTIONS AND HONORING CERTAIN RELATED  
PREPETITION OBLIGATIONS**

Upon the motion (the “**Motion**”)<sup>2</sup> of the Debtors for an interim order and a Final Order (this “**Final Order**”) under Bankruptcy Code sections 105(a), 345(b), 363, and 503(b) and Bankruptcy Rules 6003 and 6004 (i) authorizing continued use of the Debtors’ existing Cash Management System, Bank Accounts, and Business Forms and payment of related prepetition obligations; (ii) modifying certain deposit requirements; and (iii) authorizing the continuance of Intercompany Transactions and honoring certain related prepetition obligations; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and

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<sup>1</sup> 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.

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

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

America or any state thereof, (y) is insured by the FDIC, and (z) has executed, or is willing to immediately execute, a Uniform Depository Agreement with the U.S. Trustee; and (iii) that are designated “Debtor in Possession” accounts by the relevant bank.

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

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

5. The Debtors will post a surety bond in the amount of \$200,000 to insure the funds maintained by the Debtors in the two (2) bank accounts at BBVA Bancomer, S.A. (collectively, the “**Bancomer Accounts**”). If the total bank balances of the Bancomer Accounts increase to an amount which the surety bond will not be sufficient to insure, the Debtors will notify the U.S. Trustee within three (3) business days and promptly increase the surety bond amount.

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

7. The Bank Accounts are deemed debtor in possession accounts. The Debtors are authorized, but not directed, to maintain and use the Bank Accounts in the same manner and with the same account numbers, styles, and document forms as those employed prior to the Petition

Date, including, without limitation: (a) to deposit funds in, and withdraw funds from, the Bank Accounts by all usual means, including checks, wire transfers, automated clearinghouse (“ACH”) transfers, drafts, electronic fund transfers, and other debits or items presented, issued, or drawn on the Bank Accounts, (b) to pay postpetition ordinary course bank fees and service fees in connection with the Bank Accounts, (c) to perform their obligations under the documents and agreements governing the Bank Accounts, including without limitation, any prepetition cash management agreements or treasury services agreements, and (d) to treat the Bank Accounts for all purposes as accounts of the Debtors in their capacities as debtors in possession.

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

9. The Banks are authorized without the need for further order of this Court to in the ordinary course of business: (a) continue to administer, service, and maintain, the Bank Accounts as such accounts were administered, serviced, and maintained prior to the Petition Date, without interruption and in the ordinary course, (b) receive, process, honor, and pay any and all checks, drafts, wires, ACH transfers, electronic fund transfers, payment orders, or other items presented, issued, or drawn on the Bank Accounts (collectively, the “Disbursements”) on account of a claim, and (c) debit the Bank Accounts for: (i) all undisputed prepetition amounts outstanding as



of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System; (ii) all checks drawn on the Debtors' Bank Accounts which are cashed at such Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; and (iii) all checks or other items deposited in one of the Debtors' Bank Accounts with such Bank prior to the Petition Date, which have not been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the applicable Debtor was responsible for such items prior to the Petition Date; provided, however, that no checks, drafts, wires, or electronic fund transfers (excluding any electronic fund transfers that the Banks are obligated to settle), or other items presented, issued, or drawn on the Bank Accounts prior to the Petition Date shall be honored, unless (x) not otherwise prohibited by a "stop payment" request received by the Banks from the Debtors and (y) supported by sufficient funds in the Bank Account in question.

10. Any of the Debtors' Banks may rely on the representations of the Debtors with respect to whether any check or other payment order dated, drawn or issued by the Debtors prior to, on or subsequent to the Petition Date should be honored pursuant to this or any other order of this Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein. The Banks shall not be deemed in violation of this Final Order and shall have no liability for relying on such representations by the Debtors or honoring any Disbursement that is subject to this Final Order either (a) at the direction of the Debtors to honor such prepetition Disbursement, (b) in the good faith belief that this Court has authorized such prepetition Disbursement to be honored, or (c) as a result of an innocent mistake. To the extent that the Debtors direct that any Disbursement be dishonored or

the Banks inadvertently dishonor any Disbursements, the Debtors may issue replacement Disbursements consistent with the orders of this Court.

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

12. To the extent any other order is entered by this Court authorizing the Banks to honor checks, drafts, automated clearing house transfers, or other electronic funds transfers or any other withdrawals made, drawn, or issued in payment of prepetition claims, the obligation to honor such items shall be subject to this Final Order.

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

14. In connection with the Intercompany Transactions, the Debtors shall (a) continue to maintain current, accurate, and detailed records with respect to all transfers of cash so that all Intercompany Transactions may be readily ascertained, traced, and accounted for on applicable intercompany accounts, (b) provide reasonable access to such records and procedures to the U.S. Trustee, the Committee, the DIP Agent, the Prepetition Agents, and Chatham, and (c) on or before the 15<sup>th</sup> day of each month, provide the U.S. Trustee, the Committee, the DIP Agent, the Prepetition Agents, and Chatham a monthly summary of any Intercompany Transactions that occurred during the preceding month, which summary shall include (i) the name of the Debtor transferor, (ii) the name of the transferee, and (iii) the amount of the transfer, with the first such

summary to be provided no later than April 15, 2020. For the avoidance of doubt, this Final Order does not authorize the Debtors to engage in Intercompany Transactions with non-Debtor affiliates.

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

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

17. The Debtors are authorized, but not directed to, continue to use their existing Business Forms without alteration or change and without the designation "Debtor in Possession" imprinted upon them; *provided, however*, that to the extent reasonably practicable, subsequently

printed checks, including those printed electronically as needed, will bear the designation “Debtor in Possession.”

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

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

20. 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.

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

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

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

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

25. 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

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Honorable Michael E. Wiles  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 2**

**Redline of Proposed Order**

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

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

**FINAL ORDER (I) AUTHORIZING CONTINUED USE OF EXISTING CASH  
MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS AND  
PAYMENT OF RELATED PREPETITION OBLIGATIONS; (II) MODIFYING  
CERTAIN DEPOSIT REQUIREMENTS; AND (III) AUTHORIZING CONTINUANCE  
OF INTERCOMPANY TRANSACTIONS AND HONORING CERTAIN RELATED  
PREPETITION OBLIGATIONS**

Upon the motion (the “**Motion**”)<sup>2</sup> of the Debtors for an interim order and a Final Order (this “**Final Order**”) under Bankruptcy Code sections 105(a), 345(b), 363, and 503(b) and Bankruptcy Rules 6003 and 6004 (i) authorizing continued use of the Debtors’ existing Cash Management System, Bank Accounts, and Business Forms and payment of related prepetition obligations; (ii) modifying certain deposit requirements; and (iii) authorizing the continuance of Intercompany Transactions and honoring certain related prepetition obligations; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and

<sup>1</sup> 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.

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

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. Pursuant to Bankruptcy Code sections 105(a) and 363, the Debtors, in their discretion, are authorized, but not directed to, (a) designate, maintain, and continue to use any and all of their Bank Accounts in existence as of the Petition Date, with the same account numbers, including the accounts identified in Exhibit D and Exhibit E annexed to the Motion, and to the extent such Bank Accounts do not comply with applicable requirements under the U.S. Trustee Guidelines or otherwise, such requirements under the U.S. Trustee Guidelines or otherwise are waived; (b) close existing accounts, including, without limitation, any inactive accounts; and (c) treat the Bank Accounts for all purposes as accounts of the Debtors in their capacity as debtors in possession; *provided, however*, that the Debtors are only authorized to open new bank accounts (i) after providing prompt notice to the U.S. Trustee, the [official committee of unsecured creditors appointed in these Chapter 11 Cases \(the “Committee”\)](#), the DIP Agent, the Prepetition Agents, counsel to Chatham, and any official committee appointed in



the Chapter 11 Cases; (ii) with a bank that (x) is organized under the laws of the United States of America or any state thereof, (y) is insured by the FDIC, and (z) has executed, or is willing to immediately execute, a Uniform Depository Agreement with the U.S. Trustee; and (iii) that are designated “Debtor in Possession” accounts by the relevant bank.

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

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

5. The Debtors will post a surety bond in the amount of \$200,000 to insure the funds maintained by the Debtors in the two (2) bank accounts at BBVA Bancomer, S.A. (collectively, the “Bancomer Accounts”). If the total bank balances of the Bancomer Accounts increase to an amount which the surety bond will not be sufficient to insure, the Debtors will notify the U.S. Trustee within three (3) business days and promptly increase the surety bond amount.

~~56.~~ The Debtors are not required to: (a) close all existing Bank Accounts and open new debtor in possession accounts or (b) establish specific Bank Accounts for tax payments.

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

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

89. The Banks are authorized without the need for further order of this Court to in the ordinary course of business: (a) continue to administer, service, and maintain, the Bank Accounts as such accounts were administered, serviced, and maintained prior to the Petition Date, without

interruption and in the ordinary course, (b) receive, process, honor, and pay any and all checks, drafts, wires, ACH transfers, electronic fund transfers, payment orders, or other items presented, issued, or drawn on the Bank Accounts (collectively, the “**Disbursements**”) on account of a claim, and (c) debit the Bank Accounts for: (i) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System; (ii) all checks drawn on the Debtors’ Bank Accounts which are cashed at such Bank’s counters or exchanged for cashier’s checks by the payees thereof prior to the Petition Date; and (iii) all checks or other items deposited in one of the Debtors’ Bank Accounts with such Bank prior to the Petition Date, which have not been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the applicable Debtor was responsible for such items prior to the Petition Date; provided, however, that no checks, drafts, wires, or electronic fund transfers (excluding any electronic fund transfers that the Banks are obligated to settle), or other items presented, issued, or drawn on the Bank Accounts prior to the Petition Date shall be honored, unless (x) not otherwise prohibited by a “stop payment” request received by the Banks from the Debtors and (y) supported by sufficient funds in the Bank Account in question.

|           910. Any of the Debtors’ Banks may rely on the representations of the Debtors with respect to whether any check or other payment order dated, drawn or issued by the Debtors prior to, on or subsequent to the Petition Date should be honored pursuant to this or any other order of this Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein. The Banks shall not be deemed in violation of this Final Order and shall have no liability for relying on such representations by the

Debtors or honoring any Disbursement that is subject to this Final Order either (a) at the direction of the Debtors to honor such prepetition Disbursement, (b) in the good faith belief that this Court has authorized such prepetition Disbursement to be honored, or (c) as a result of an innocent mistake. To the extent that the Debtors direct that any Disbursement be dishonored or the Banks inadvertently dishonor any Disbursements, the Debtors may issue replacement Disbursements consistent with the orders of this Court.

~~10~~11. Subject to the provisions of this Final Order, the Banks are further authorized to (a) honor the Debtors' directions with respect to the opening or closing of any Bank Account and (b) accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions, and the Banks shall have no liability to any party for relying on such representations or instructions.

~~11~~12. To the extent any other order is entered by this Court authorizing the Banks to honor checks, drafts, automated clearing house transfers, or other electronic funds transfers or any other withdrawals made, drawn, or issued in payment of prepetition claims, the obligation to honor such items shall be subject to this Final Order.

~~12~~13. The Debtors shall serve a copy of this Final Order on the Banks within five business days of the entry of this Final Order, and upon any bank at which the Debtors open a new bank account, immediately upon the opening of such new account.

~~13~~14. In connection with the Intercompany Transactions, the Debtors shall (a) continue to maintain current, accurate, and detailed records with respect to all transfers of cash so that all Intercompany Transactions may be readily ascertained, traced, and accounted for on applicable intercompany accounts, ~~and~~ (b) provide reasonable access to such records and procedures to the

U.S. Trustee, the Committee, the DIP Agent, the Prepetition ~~Agent~~Agents, and Chatham, and (c)  
on or before the 15<sup>th</sup> day of each month, provide the U.S. Trustee, the Committee, the DIP Agent,  
the Prepetition Agents, and Chatham a monthly summary of any Intercompany Transactions that  
occurred during the preceding month, which summary shall include (i) the name of the Debtor  
transferor, (ii) the name of the transferee, and (iii) the amount of the transfer, with the first such  
summary to be provided no later than April 15, 2020. For the avoidance of doubt, this Final  
Order does not authorize the Debtors to engage in Intercompany Transactions with non-Debtor  
affiliates.

~~14~~15. The Debtors are authorized to continue to use their existing Cash Management  
System. The Debtors may transfer funds into, out of, and through the Cash Management System  
using ordinary transfer methods in accordance with the Debtors' prepetition practice. In  
connection with the ongoing use of their Cash Management System, the Debtors shall continue  
to maintain records with respect to all transfers of cash so that all transactions may be readily  
ascertained, traced, and recorded properly. The Debtors and the Banks may agree, without  
further order of this Court, but with notice to the U.S. Trustee, counsel to the Committee,  
counsel to the DIP Agent, counsel to the Prepetition Agents, counsel to Chatham, and counsel to  
Brigade, to implement any changes to the Cash Management System and procedures in the  
ordinary course of business that they deem appropriate in their sole discretion, including, without  
limitation, closing any of the Bank Accounts or opening new bank accounts as set forth herein.

~~15~~16. The Debtors are authorized to pay and/or reimburse their Banks and service  
providers in the ordinary course of business for any Bank Account Claims arising prior to or  
after the Petition Date, subject to the terms of the DIP Financing Orders and any budget

approved thereunder. The Bank Account Claims that arise after the Petition Date shall be granted administrative expense priority status pursuant to section 503(b) of the Bankruptcy Code.

~~16~~17. The Debtors are authorized, but not directed to, continue to use their existing Business Forms without alteration or change and without the designation “Debtor in Possession” imprinted upon them; *provided, however*, that to the extent reasonably practicable, subsequently printed checks, including those printed electronically as needed, will bear the designation “Debtor in Possession.”

~~17~~18. The Debtors are authorized to continue engaging in Intercompany Transactions by and among the Debtors in the ordinary course of business consistent with the Debtors’ prepetition practice, including transferring funds through the Cash Management System. The Intercompany Claims arising postpetition relating to the Intercompany Transactions shall have administrative expense priority status pursuant to Bankruptcy Code section 503(b); *provided* that such Intercompany Claims shall be junior in priority to any administrative claims of the DIP Agent and/or Prepetition Agents granted under the DIP Financing Orders.

~~18~~19. Nothing in this Final Order or the Motion shall be deemed to constitute postpetition assumption or adoption of any agreement under Bankruptcy Code section 365. Except with respect to the Intercompany Transfers, nothing herein nor any actions taken hereunder shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

~~19. The Debtors’ time to comply with section 345(b) of the Bankruptcy Code is hereby extended for a period of 45 days from the date of the Interim Order (the “Extension~~

~~Period”); provided, however, that such extension is without prejudice to the Debtors’ right to request a further extension of the Extension Period or the waiver of the requirements of section 345(b) of the Bankruptcy Code in these Chapter 11 Cases.~~

20. 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.

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

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

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

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

25. 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  
~~February~~March \_\_, 2020

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Honorable Michael E. Wiles  
UNITED STATES BANKRUPTCY JUDGE





<b>Summary report:</b>	
<b>Litera® Change-Pro for Word 10.8.2.11 Document comparison done on 3/23/2020 8:56:44 AM</b>	
<b>Style name:</b> #Skadden (Strikethrough, Double Score, No Moves)	
<b>Intelligent Table Comparison:</b> Active	
<b>Original DMS:</b> dm://NYCSR03A/1830226/8	
<b>Description:</b> [MNI] Cash Management Final Order	
<b>Modified DMS:</b> dm://NYCSR03A/1830226/11	
<b>Description:</b> [MNI] Cash Management Final Order	
<b>Changes:</b>	
<a href="#">Add</a>	25
<del>Delete</del>	21
<del>Move From</del>	0
<del>Move To</del>	0
<del>Table Insert</del>	0
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<del>Table moves to</del>	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>46</b>