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Counsel for Debtors and Debtors in Possession

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

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<i>In re</i>	:	Chapter 11
	:	
THE McCLATCHY COMPANY, et al.,	:	Case No. 20-10418 (MEW)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	x	Related Docket No. 15

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’ 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 FINAL ORDER
AUTHORIZING DEBTORS TO PAY PREPETITION WAGES,
COMPENSATION, AND EMPLOYEE BENEFITS**

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 Authorizing Debtors to Pay Prepetition Wages, Compensation, and Employee Benefits* [Docket No. 15] (the “**Motion**”).

2. On February 14, 2020, the Court held a hearing on the Motion and entered the *Interim Order Authorizing Debtors to Pay Certain Prepetition Wages, Compensation, and Employee Benefits* [Docket No. 65] (the “**Interim Order**”).

3. On March 9, 2020, the Court held a hearing on the entry of a final order and entered the *Final Order Authorizing Debtors to Pay Prepetition Wages, Compensation, and Employee Benefits* [Docket No. 184] (the “**Final Order**”), and the hearing on the Corporate Incentive Plan was adjourned to a later hearing. The deadline for receipt of objections (the “**Objection Deadline**”) to the Corporate Incentive Plan has passed, and, to the best of my knowledge, no objection 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 final order with respect to the Corporate Incentive Plan, a copy of which order is attached hereto as

Exhibit 1.

Dated: New York, New York
August 24, 2020

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Van C. Durrer, II

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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, et al.,	:	Case No. 20-10418 (MEW)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	x	Related Docket Nos. 15, 65 & 184

**ORDER APPROVING CONTINUATION OF AND PAYMENT OF PREPETITION
OBLIGATIONS UNDER THE CORPORATE INCENTIVE PLAN**

Upon the *Debtors’ Motion for Entry of Interim and Final Orders Authorizing Debtors to Pay Prepetition Wages, Compensation, and Employee Benefits* (the “**Motion**”)² pursuant to which the Debtors sought relief to, among other things, maintain and administer the Company’s Corporate Incentive Plan in the ordinary course of business and to pay all amounts due thereunder in the ordinary course; and upon consideration of the *Declaration of Sean M. Harding in Support of Debtors’ Motion for Entry of an Order Approving Continuation of and Payment of Prepetition Obligations Under the Corporate Incentive Plan* [Docket No. 755]; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. §

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

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 this 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 Debtors are authorized, but not directed, to take all necessary actions to continue the Corporate Incentive Plan in the ordinary course of business and to make all payments due thereunder in the ordinary course.
3. Nothing in this Order alters the terms of or modifies the rights granted to the Debtors under the *Interim Order Authorizing Debtors to Pay Certain Prepetition Wages, Compensation, and Employee Benefits* [Docket No. 65] or the *Final Order Authorizing Debtors to Pay Prepetition Wages, Compensation, and Employee Benefits* [Docket No. 184].
4. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.
5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: New York, New York
August __, 2020

Honorable Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE