

**IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

THE NEWS-GAZETTE, INC., *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 19-11901 (KBO)

(Jointly Administered)

**Hearing Date: August 6, 2020 at 2:30 p.m. (ET)**

**Objection Deadline: July 30, 2020 at 4:00 p.m. (ET)**

**MOTION OF DEBTORS FOR AN ORDER (A) APPROVING DISCLOSURE STATEMENT; (B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT DEBTORS' PLAN OF LIQUIDATION; (C) SCHEDULING A HEARING ON CONFIRMATION OF DEBTORS' PLAN OF LIQUIDATION; AND (D) APPROVING NOTICE PROCEDURES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby move the Court for entry of an order (a) approving the Disclosure Statement for the Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, Docket No. 364 (as it may be amended, the “Disclosure Statement”); (b) establishing procedures for solicitation and tabulation of votes to accept or reject the Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, Docket No. 363 (as it may be amended, the “Plan”); (c) scheduling a hearing on the confirmation of the Plan; and (d) approving related notice procedures.

In support of this Motion, the Debtors respectfully represent as follows:

**JURISDICTION AND VENUE**

1. This Court has 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 District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: The News-Gazette, Inc. (0894) and D.W.S., Inc. (7985). The Debtors’ headquarters are located at 15 East Main Street, Champaign, Illinois 61820.

proceeding pursuant to 28 U.S.C. § 157(b)(2), and pursuant to Local 9013-1(f) the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue of this proceeding and this Motion is proper in this judicial district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 105, 1125, 1126 and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3003, 3017, 3018, 3020 and 9006 and Local Rule 3017-1.

## **BACKGROUND**

### **A. General**

4. On August 30, 2019 (the "Petition Date"), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors are continuing in possession of their respective properties and are continuing to operate and maintain their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No request has been made for the appointment of a trustee or examiner. No official committee of unsecured creditors has been appointed in these chapter 11 cases.

7. A full description of the Debtors' businesses, capital structure and events leading to the filing of these chapter 11 cases is set forth in the *Declaration of Traci E. Nally in Support of Chapter 11 Petitions and Related Motions* (Docket No. 3), incorporated herein by reference.

### **B. Operating Asset Sale**

8. On August 30, 2019, the Debtors filed a motion for authority to sell substantially all of their operating assets pursuant to certain sale and bidding procedures (Docket No. 15)

(the “Bidding Procedures Motion”). On September 18, 2019, the Court granted the Bidding Procedures Motion and approved procedures for the auction and sale of the Debtors’ businesses (Docket No. 66) (the “Bidding Procedures Order”).

9. Pursuant to the terms of the Bidding Procedures Order, the Debtors selected Champaign Multimedia Group, LLC (“CMG”) as the successful bidder for substantially all of the Debtors’ operating assets.

10. On October 2, 2019, the Court entered an order approving the sale of the Debtors’ operating assets to CMG (Docket No. 129) (the “Operating Asset Sale”).

### **C. Disclosure Statement and Plan Process**

11. Since the Operating Asset Sale, the Debtors have been working diligently on an exit strategy from chapter 11 and to address any assets not sold through the Operating Asset Sale.

12. On June 25, 2020, the Debtors filed the Plan, outlining the Debtors’ proposed plan of liquidation for the Debtors’ remaining assets and administration of the estates. On that same date, the Debtors filed the Disclosure Statement, which provides information to parties in interest as to how the Debtors are treating holders of claims under the Plan. The Debtors submit that the Disclosure Statement contains adequate information that would enable a hypothetical investor typical of those holding claims in the Debtors’ chapter 11 cases to make an informed decision regarding the Plan.

### **REQUEST FOR APPROVAL OF THE DISCLOSURE STATEMENT**

13. By this Motion, the Debtors request that the Court enter an order, substantially in the form attached hereto as Exhibit D: (a) approving the Disclosure Statement; (b) establishing procedures for soliciting and tabulating votes to accept or reject the Plan, including approval of (i) the contents of the proposed solicitation packages (the “Solicitation Packages”), (ii) the forms of ballots, (iii) the procedures for vote tabulation, and (iv) the proposed record date for voting;

(c) scheduling a hearing to consider confirmation of the Plan; and (d) approving the notice procedures related thereto.

14. The Debtors are suggesting the following timeline for approval of the Disclosure Statement as well as the solicitation and confirmation of the Plan:

<b>FOR THE COURT'S CONVENIENCE, THE BELOW CHART PROVIDES THE KEY DATES SOUGHT PURSUANT TO THE PROPOSED ORDER</b>	
Disclosure Statement Objection Deadline	July 24, 2020 at 4:00 p.m. (prevailing Eastern Time)
Deadline to Reply to Disclosure Statement Objection(s)	August 3, 2020 at 4:00 p.m. (prevailing Eastern Time)
Disclosure Statement Hearing	August 6, 2020 at 2:30 p.m. (prevailing Eastern Time)
Voting Record Date	August 6, 2020
Solicitation Date	The date that is 4 Business Days following entry of the Proposed Order
Deadline to file Claim Objection or Request to Estimate Claim for Voting Purposes	August 14, 2020
Rule 3018 Motion Deadline	August 31, 2020
Plan Supplement Filing	September 9, 2020
Voting Deadline	September 16, 2020 at 5:00 p.m. (prevailing Mountain Time)
Plan Confirmation Objection Deadline	September 16, 2020 at 4:00 p.m. (prevailing Eastern Time)
Deadline to File (i) Reply to Plan Objection(s), (ii) Brief in Support of Plan Confirmation, (iii) Declarations in Support of Confirmation, and (iv) Voting Report	September 25, 2020 at 12:00 p.m. (prevailing Eastern Time)
Confirmation Hearing	September 30, 2020 at 1:00 p.m. (prevailing Eastern Time)

15. Rule 3017(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") provides as follows:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days' notice to the debtor, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the

hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission, and any party in interest who requests in writing a copy of the statement or plan.

Fed. R. Bank. P. 3017(a). Moreover, Local Rule 3017-1 requires that objection deadlines be at least 28 days from service of a disclosure statement.

**A. The Disclosure Statement Contains Adequate Information**

16. Under section 1125 of the Bankruptcy Code, a debtor must provide its creditors and interest holders with “adequate information” regarding the debtor’s proposed plan:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan....

11 U.S.C. § 1125(a)(1). Thus, a disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by creditors and interest holders entitled to vote on the plan. See Century Glove, Inc. v. First Am. Bank of N.Y., 860 F.2d 94, 100 (3d Cir. 1988)(“[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”); see also Krystal Cadillac-Oldsmobile GMC Truck, Inc. v. Gen. Motors Corp., 337 F.3d 314, 321 (3d Cir. 2003); In re SmarTalk Teleservices, Inc. Securities Litigation, 487 F.Supp.2d 914, 923 (S.D. Ohio 2007) (“...the Disclosure Statement serves the purpose of giving creditors information necessary to decide whether to accept the plan.”); In re Copy Crafters Quickprint, Inc., 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (adequacy of disclosure statement is to be determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties).

17. In examining the adequacy of the information contained in a disclosure statement, a bankruptcy court has broad discretion. See Oneida Motor Freight, Inc. v. United Jersey Bank (In re Oneida Motor Freight, Inc.), 848 F.2d 414, 417 (3d Cir. 1988)(“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); Lisanti v. Lubetkin (In re Lisanti Foods, Inc.), 329 B.R. 491, 507 (D.N.J. 2005), aff’d, 241 Fed. App’x 1 (3d Cir. Aug. 2, 2007)(“Section 1125 affords the Bankruptcy Court substantial discretion in considering the adequacy of a disclosure statement.”); In re PC Liquidation Corp., 383 B.R. 856, 865 (Bankr. E.D.N.Y. 2008) (the determination of adequate information is “largely within the discretion of the bankruptcy court”); see also C.J. Kirk v. Texaco, Inc., 82 B.R. 678, 682 (Bankr. S.D.N.Y. 1988), citing, H.R. Rep. No. 595, 95th Cong, 1st Sess., 408-09 (1977) (“The legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under section 1125(a).”). Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. In that regard, courts generally examine whether a disclosure statement contains the following type of information (which list is not meant to be comprehensive):

- a. The circumstances that gave rise to the filing of the bankruptcy petition;
- b. A complete description of the available assets and their value;
- c. The anticipated future of the debtor;
- d. The source of the information provided in the disclosure statement;
- e. A disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- f. The condition and performance of the debtor while in chapter 11;
- g. Information regarding claims against the estate;

- h. A liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- i. The accounting and valuation methods used to produce the financial information in the disclosure statement;
- j. Information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- k. A summary of the plan of reorganization;
- l. An estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- m. The collectability of any accounts receivable;
- n. Any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- o. Information relevant to the risks being taken by the creditors and interest holders;
- p. The actual or projected value that can be obtained from avoidable transfers;
- q. The existence, likelihood and possible success of non-bankruptcy litigation;
- r. The tax consequences of the plan; and
- s. The relationship of the debtor with affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988); In re Cardinal Congregate I, 121 B.R. 760, 765 (Bankr. S.D. Ohio 1990) (“In Scioto Valley, the court adopted a 19-point non-exhaustive list of the types of information that may be required in a disclosure statement”). As noted above, a disclosure statement is not expected to include all the information on the list, “[rather,] this list provides a useful starting point for the Court’s analysis of the adequacy of information contained in the Disclosure Statement under review.” In re Scioto Valley, 88 B.R. at 171.

18. Considering the proposed liquidation of the Debtors' assets and the nature of the Plan, the Disclosure Statement is comprehensive enough to satisfy the requirements of section 1125 of the Bankruptcy Code. The Disclosure Statement contains ample information regarding the relevant subject areas identified above, including a discussion of: (a) the terms of the Plan; (b) certain events precipitating the Debtors' chapter 11 cases; (c) the operation of the Debtors' businesses during the course of the chapter 11 cases; (d) the prospects of recovery to creditor classes; (e) which parties are entitled to vote; (f) procedures for distributions under the Plan; (g) certain risk factors affecting the Plan; and (h) tax consequences of the Plan. Accordingly, the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and, therefore, should be approved.<sup>2</sup>

**B. The Disclosure Statement Provides Adequate Notice of Exculpation and Injunction Provisions in the Plan**

19. Pursuant to Bankruptcy Rule 3016(c), “[i]f a plan provides for an injunction against conduct not otherwise enjoined under the Code, the plan and disclosure statement [must] describe in specific and conspicuous language (bold, italic or underlined text) all acts to be enjoined and identify the entities that would be subject to the injunction.” Fed. R. Bankr. P. 3016(c). Here, the Plan contains the following injunction and exculpation sections:

(a) Exculpation (Article X.B of the Plan)

**Notwithstanding anything contained in this Plan to the contrary, effective as of the Effective Date, the Exculpated Parties<sup>3</sup> shall not have or incur any liability for any act or omission taken or not taken between the Petition Date and the Effective Date in connection with, relating to, or arising out of the Chapter 11 Cases, the Sale, the negotiation and Filing of the Disclosure Statement, this Plan or any document implementing this Plan, the Filing of the Chapter 11 Cases, the settlement of Claims or renegotiation of executory contracts and**

<sup>2</sup> It is possible that the version of the Disclosure Statement filed herewith will be supplemented with additional information prior to the hearing on this Motion.

<sup>3</sup> Under the Plan, “*Exculpated Parties*” means, collectively, the Debtors, the Debtors’ officers and directors, the Plan Administrator, and the Debtors’ professionals retained under sections 327 or 328 of the Bankruptcy Code (each in their capacities as such) that served in such capacities at any time between the Petition Date and the Effective Date.



leases, the pursuit of confirmation of this Plan, the consummation of this Plan, or the administration of this Plan or the property to be Distributed under this Plan, except for acts or omissions that are the result of willful misconduct, gross negligence, fraud or criminal acts or any obligations that they have under or in connection with this Plan or the transactions contemplated in this Plan, and in all respects shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities under this Plan.

(b) Injunction (Article X.C of the Plan)

Pursuant to section 1141(d)(3) of the Bankruptcy Code, confirmation of this Plan will not discharge the Debtors; *provided, however*, upon confirmation of this Plan, the occurrence of the Effective Date, and Distributions hereunder, the Holders of Claims or Equity Interests may not seek payment or recourse against or otherwise be entitled to any Distribution from the Reorganized Debtor Assets except as expressly provided in this Plan.

Except as otherwise expressly provided for in this Plan or in obligations issued pursuant to this Plan, all Entities are permanently enjoined, on and after the Effective Date, on account of any Claim or Equity Interest, from:

(a) commencing or continuing in any manner any action or other proceeding of any kind against any of the Debtors, the Estates, the Reorganized Debtors, their successors and assigns, and any of their assets and properties;

(b) enforcing, attaching, collecting or recovering by any manner or means any judgment, award, decree or order against any of the Debtors, the Estates, the Reorganized Debtors, their successors and assigns, and any of their assets and properties;

(c) creating, perfecting or enforcing any encumbrance of any kind against any of the Debtors, the Estates, the Reorganized Debtors, their successors and assigns, and any of their assets and properties;

(d) asserting any right of setoff or subrogation of any kind against any obligation due from any of the Debtor, the Estates, the Reorganized Debtors or their successors and assigns, or against any of their assets and properties, except to the extent a right to setoff or subrogation is asserted with respect to a timely Filed proof of Claim; or

(e) commencing or continuing in any manner any action or other proceeding of any kind in respect of any Claim or Equity Interest or Cause of Action released or settled hereunder.

From and after the Effective Date, all Entities are permanently enjoined from commencing or continuing in any manner against the Debtors, the Estates, their successors and assigns, and any of their assets and properties, any suit, action or other proceeding, on account of or respecting any Claim or Cause of Action released or to be released pursuant to this Plan or the Confirmation Order.

**From and after the Effective Date, all persons and Entities are permanently enjoined from commencing or continuing in any suit, action, or other proceeding on account of or respecting any Claim or Cause of Action released or to be released pursuant to this Plan or the Confirmation Order.**

**C. Notice of Disclosure Statement Hearing**

20. Bankruptcy Rule 2002(b) requires notice by mail to all creditors of the time set for filing objections to, and the hearing to consider approval of, a disclosure statement. Bankruptcy Rule 3017(a) specifies the procedure for the dissemination of a disclosure statement prior to a hearing. As such, the Debtors intend to serve a copy of this Motion, the Disclosure Statement, the Plan (as an exhibit to the Disclosure Statement), and the notice of hearing attached hereto as Exhibit A (the “Disclosure Statement Notice”) on the following parties or their counsel: (i) the United States Trustee for the District of Delaware; (ii) List of Top 20 Unsecured Creditors; (iii) the District Director of Internal Revenue; (iv) the Securities and Exchange Commission; and (v) all other parties who have appeared and requested notice pursuant to Bankruptcy Rule 2002 in the Debtors’ chapter 11 cases. The Debtors will also cause the Disclosure Statement Notice to be served on: (x) all persons or entities that have filed proofs of claim on or before the date of the Disclosure Statement Notice; (y) all persons or entities listed in the Debtors’ schedules of liabilities; and (z) any other known holders of claims against or interests in the Debtors pursuant to Bankruptcy Rule 3017(a).

21. The Debtors will also provide copies of the Disclosure Statement and the Plan to any party in interest who specifically requests them in the manner specified in the Disclosure Statement Notice. Copies of the Disclosure Statement and the Plan are also available by (i) accessing the Bankruptcy Court’s website at <https://ecf.deb.uscourts.gov/>, or (ii) accessing the website maintained by the Debtors in connection with the Chapter 11 Cases at <https://case.stretto.com/news-gazette>.

22. The Debtors submit that the foregoing procedures provide adequate notice of the Disclosure Statement Hearing (as defined below) and, accordingly, requests that the Court deem such notice as having been adequate.

**D. Objections to the Disclosure Statement**

23. The Disclosure Statement Notice sets forth the time and date of the hearing on the Disclosure Statement (the “Disclosure Statement Hearing”), which is set for August 6, 2020, at 2:30 p.m. (prevailing Eastern Time), and identifies the location of the hearing. The Disclosure Statement Notice also provides that objections or proposed modifications to the Disclosure Statement, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification; and (d) be filed, together with proof of service, with the Court and served so that they are received no later than July 24, 2020 at 4:00 p.m. (prevailing Eastern Time), on counsel for the Debtors, the United States Trustee and all parties in interest that have filed a notice of appearance in accordance with Bankruptcy Rule 2002 in the Debtors’ chapter 11 cases.

**PROCEDURES FOR TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN**

24. Pursuant to the Plan, the Debtors have established five separate classes of claims or interest. A chart listing each such class is below:

<u>Class</u>	<u>Designation</u>	<u>Status</u>	<u>Voting Rights</u>
Class 1	Secured Claims	Unimpaired	Deemed to Accept
Class 2	General Unsecured Claims	Impaired	Entitled to Vote
Class 3	Pension Claims	Impaired	Entitled to Vote
Class 4	Intercompany Claims	Impaired	Deemed to Reject

Class 5	Equity Interests	Impaired	Deemed to Reject
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**A. Approval of Form of the Ballots**

25. Bankruptcy Rule 3017(d) requires a plan proponent to mail a form of ballot, which substantially conforms to Official Form No. 314, only to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). The Debtors propose to distribute to creditors one or more ballots (the “Ballots”), substantially in the form attached hereto as Exhibit B-1 (Ballots for Holders of General Unsecured Claims) and Exhibit B-2 (Ballots for Holders of Pension Claims). The form for the Ballots is based on Official Form No. 314, modified to address the particular aspects of the Debtors’ chapter 11 cases, includes certain additional information that the Debtors believe relevant and appropriate for each such class of claims. The appropriate Ballot form will be distributed to holders of claims in each class (Class 2 and Class 3) which are entitled to vote to accept or reject the Plan.

26. The holders of claims in Class 1 (Secured Claims) are unimpaired under the Plan. Accordingly, pursuant to section 1126(f) of the Bankruptcy Code, such classes are deemed to have accepted the Plan. Solicitation of these classes is therefore not required.

27. The holders in Class 4 (Intercompany Claims) and Class 5 (Equity Interests) are not projected to receive any distribution under the Plan. Accordingly, such classes are deemed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code. Therefore, solicitation of these classes is not required.

**B. Voting Deadline for Receipt of the Ballots**

28. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the Court may fix a time within which the holders of claims or equity security interests may accept or reject a plan. The Debtors anticipate commencing the solicitation period (the

“Solicitation Period”) no later than 49 days prior to the hearing on the confirmation of the plan (the “Confirmation Hearing”). Based on such a schedule, the Debtors propose that, in order to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed, and delivered to the Debtors’ claims and voting agent (“Stretto”): (a) by mail, in the return envelope provided with each Ballot, (b) by overnight courier, or (c) by personal delivery so that they are received by Stretto no later than 5:00 p.m. (prevailing Mountain Time) on September 16, 2020. The Solicitation Period should be a sufficient period within which creditors can make an informed decision to accept or reject the Plan.

**C. Procedures for Vote Tabulation**

29. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that “[f]or cause shown, the court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

30. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim and without prejudice to the rights of the Debtors in any context, the Debtors propose the following voting procedures and requirements:

- a. The amount of a Claim that will be used to determine votes for or against the Plan shall be (i) the Claim amount listed on the schedules of liabilities filed with this Court unless such Claim is listed on the schedules of liabilities as “contingent, unliquidated, or disputed,” or (ii) the liquidated amount specified in a proof of claim timely filed with this Court that is not the subject of an objection, or (iii) the liquidated amount specified in a final order of this Court.

- b. If the Holder of a Claim submits a Ballot, but (i) such Holder has not timely filed a proof of claim and such Holder's Claim is listed on the schedules of liabilities as "contingent, unliquidated or disputed" or (ii) such Holder has timely filed a proof of claim and such holder's claim is the subject of an objection, the Ballot shall not be counted for purposes of determining acceptances or rejections of the Plan, in accordance with Rule 3018, unless this Court has temporarily allowed the Claim for the purpose of accepting or rejecting the Plan in accordance with Bankruptcy Rule 3018. Ballots from holders of Disputed Claims (as defined in the Plan) may be accepted on a provisional basis, pending the outcome of any proceeding for temporary allowance or challenge of such Disputed Claim. The Debtors or any Holder of a Claim may seek an order of this Court temporarily allowing such Claim for purposes of voting to accept or reject the Plan according to the timeline set forth below. If such Claim is the subject of an objection that does not seek total disallowance of the Claim, the Claim may be voted to the extent it is not subject to an objection.
- c. If a proof of claim has been amended by a later timely filed proof of claim, only the later filed amending claim shall be entitled to vote regardless of whether the Debtors have objected to such earlier filed claim.
- d. If a Holder of a Claim that is entitled to vote has more than one Claim within the same class based upon different transactions, the Holder shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all of such claims. Whenever a holder of a claim casts more than one Ballot voting the same claim prior to the Voting Deadline, the latest dated Ballot received prior to the Voting Deadline shall be deemed to supersede and revoke any prior Ballots.
- e. Notwithstanding anything herein to the contrary, any entity that has scheduled, filed or purchased duplicate Claims or Claims against the Debtors arising from, based upon or related to the same transaction (e.g., guarantee claims or claims for joint or several liability), shall be entitled to vote only a single claim for numerosity purposes in a dollar amount based upon the Claim against the Debtors, regardless of whether the Debtors have objected to such duplicate claims (and Debtors' counsel shall keep track of any separate Ballots submitted by such claimants).
- f. Holders of Claims must vote all of their Claims within a particular class either to accept or reject the Plan and may not split their votes. Accordingly, the Debtors shall treat as an acceptance any Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan.
- g. The Claims and Voting Agent shall file a Plan voting report (the "Voting Report") promptly after the Voting Deadline. The Voting Report shall outline the results of the votes received on the Plan, including Ballots of

Disputed Claims, any defective Ballots, and any reasons why any Ballots were not included in the voting tabulation.

31. The Debtors believe that the foregoing proposed procedures provide for a fair and equitable voting process. If any claimant seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the Debtors request that the Court direct such claimant to serve on the Debtors' counsel and file with the Court on or before the 15th day after the later of (a) service of the Confirmation Hearing Notice (as defined herein) and (b) service of notice of an objection, if any, to such claim, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan. The Debtors further propose, in accordance with Bankruptcy Rule 3018, that as to any creditor filing such a motion, such creditor's Ballot should not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing.<sup>4</sup>

**CONFIRMATION HEARING AND NOTICE; RECORD DATE AND PROCEDURES  
FOR DISTRIBUTION OF SOLICITATION PACKAGES**

**A. The Confirmation Hearing**

32. Bankruptcy Rule 3017(c) provides:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

Fed. R. Bankr. P. 3017(c).

33. In accordance with Bankruptcy Rule 3017(c) and in view of the Debtors' proposed solicitation schedule, the Debtors request that the Confirmation Hearing be scheduled on September 30, 2020, which is 55 days after the anticipated date for the entry of an order approving

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<sup>4</sup> This proposed procedure is consistent with section 1126 of the Bankruptcy Code, which provides that a plan may be accepted or rejected by the holder of a claim allowed under section 502 of the Bankruptcy Code. In turn, section 502(a) of the Bankruptcy Code provides that a filed proof of claim is deemed allowed, "unless a party in interest ...objects."

the Disclosure Statement. The Confirmation Hearing may be continued from time to time by the Court without further notice. The proposed schedule is in compliance with Bankruptcy Rules 2002(b) and 3017(c) and will enable the Debtors to pursue consummation of the Plan with all deliberate speed while providing the holders of claims in Classes 2 and 3 a reasonable amount of time to vote.

34. The Debtors further request that the Court direct that objections, if any, to confirmation of the Plan (each, a “Plan Objection”) (a) be in writing, (b) state the name and address of the objecting party and the nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection or proposed modification, and (d) be filed, together with proof of service, with the Court and served so that they are received no later than 4:00 p.m. (prevailing Eastern Time) on September 16, 2020, by (i) co-counsel for the Debtors, McDonald Hopkins LLC, Attn: Nicholas M. Miller, Esq., 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654 and Chipman Brown Cicero & Cole LLP, Attn: William E. Chipman, Jr., Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801; and (ii) the United States Trustee, Attn: Linda Richenderfer, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801. The proposed timing for service of objections, if any, will enable the Debtors to respond to such objections and prepare adequately for the Confirmation Hearing. The Debtors also request that all replies to a Plan Objection be due by 12:00 p.m. (prevailing Eastern Time) on September 25, 2020.

35. In preparation for the Confirmation Hearing, and in accordance with the Bankruptcy Rules 2002 and 3017(d), the Debtors propose to provide all creditors, simultaneously with distribution of Solicitation Packages, a copy of a notice (the “Confirmation Hearing Notice”), substantially in the form attached hereto as Exhibit C, setting (a) the Voting Deadline for the



submission of Ballots to accept or reject the Plan, (b) the time fixed for filing objections to the confirmation of the Plan, and (c) the time, date, and place of the Confirmation Hearing. In addition, the Debtors seek the authority, but not direction, to publish the Confirmation Hearing Notice in any newspapers or trade publications as the Debtors may determine in their sole discretion.

**B. The Record Date**

36. Bankruptcy Rule 3017(d) provides that the “date [an] order approving the disclosure statement is entered” is the record date for determining the “holders of stock, bonds, debentures, notes, and other securities” entitled to receive the materials specified in Bankruptcy Rule 3017(d), including ballots. Accordingly, the Debtors propose that the Court establish the same day as the date of the Disclosure Statement Hearing as the record date (the “Record Date”) for purposes of determining which creditors are entitled to vote on the Plan.

**C. The Solicitation Package**

37. Bankruptcy Rule 3017(d) sets forth the materials to be provided to holders of claims for purposes of soliciting their votes and providing adequate notice of the hearing on confirmation of a plan of reorganization:

Upon approval of a disclosure statement – except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders – the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and

(4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b) and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d).

38. The Solicitation Package, comprised of the materials required to be provided to holders of claims under Bankruptcy Rule 3017(d), will be mailed to parties after the Court has approved the contents of the Disclosure Statement as containing “adequate information” as required by section 1125 of the Bankruptcy Code. Specifically, the Debtors propose to mail, or cause to be mailed, Solicitation Packages containing copies of: (a) the Confirmation Hearing Notice; and (b) the Disclosure Statement (together with all exhibits thereto, including the Plan, that have been filed with the Court before the date of mailing). Except as described below, the Solicitation Packages will be mailed to: (a) all persons or entities that have filed proofs of claim on or before the Record Date; (b) all persons or entities listed in the schedules of liabilities as holding a liquidated, non-contingent, undisputed claim as of the Record Date; (c) all other known holders of claims against the Debtors, if any, as of the Record Date; (d) all parties in interest that have filed a notice in accordance with the Bankruptcy Rule 2002 in the Debtors’ chapter 11 cases on or before the Record Date; (e) the United States Trustee; and (f) the District Director for the Internal Revenue Service.

39. Moreover, the Debtors propose to provide or cause to be provided certain additional solicitation materials, together with the Confirmation Hearing Notice and Disclosure Statement, to be included in the Solicitation Packages. Specifically, those holders of claims in classes entitled

to vote to accept or reject the Plan will receive: (a) an appropriate form of Ballot and a Ballot return envelope; and (b) such other materials as the Court may direct.

40. The Debtors intend to provide the Confirmation Hearing Notice to a variety of parties that will not be entitled to vote on the Plan. These parties include: (a) parties that were listed on the Debtors' schedules as having unliquidated, contingent, or disputed claims that did not file a proof of claim; and (b) other parties that have received notices in the chapter 11 cases that have been served on all creditors or potential creditors. The Debtors believe, however, that providing Solicitation Packages to such parties would be confusing and counterproductive.

41. During the case, certain pleadings were returned by the United States Postal Service as undeliverable. The Debtors believe that it would be costly and wasteful to mail Solicitation Packages to the same addresses to which undeliverable notices of other pleadings were mailed. Therefore, the Debtors seek the Court's approval for a departure from the strict notice rule, excusing the Debtors from mailing Solicitation Packages to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the date of the Disclosure Statement Hearing.

42. The foregoing procedures regarding notice of the Disclosure Statement Hearing and the Confirmation Hearing and related matters comply with Bankruptcy Rules 2002 and 3017. Accordingly, the Debtors request that such proposed notice be deemed sufficient notice to all interested parties.

*[This space intentionally left blank.]*

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit D: (a) approving the Disclosure Statement; (b) establishing the procedures for solicitation and tabulation of votes to accept or reject the Plan; (c) scheduling a hearing on confirmation of the Plan; (d) approving notice procedures thereof; and (e) granting any additional relief that the Court deems appropriate.

Dated: June 25, 2020  
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE LLP

/s/ William E. Chipman, Jr.

William E. Chipman, Jr. (No. 3818)  
Mark D. Olivere (No. 4291)  
Hercules Plaza  
1313 North Market Street, Suite 5400  
Wilmington, Delaware 19801  
Telephone: (302) 295-0191  
Facsimile: (302) 295-0199  
[chipman@chipmanbrown.com](mailto:chipman@chipmanbrown.com)  
[olivere@chipmanbrown.com](mailto:olivere@chipmanbrown.com)

- and -

MCDONALD HOPKINS LLC  
Nicholas M. Miller (Admitted *Pro Hac Vice*)  
Michael J. Kaczka (Admitted *Pro Hac Vice*)  
300 North LaSalle Street, Suite 1400  
Chicago, Illinois 60654  
Telephone: (312) 280-0111  
[nmiller@mcdonalhopkins.com](mailto:nmiller@mcdonalhopkins.com)

*Co-Counsel to the Debtors  
and Debtors in Possession*

# **EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

THE NEWS-GAZETTE, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-11901 (KBO)

(Jointly Administered)

**Hearing Date: August 6, 2020 at 2:30 p.m. (ET)**

**Objection Deadline: July 24, 2020 at 4:00 p.m. (ET)**

**NOTICE OF HEARING ON MOTION OF DEBTORS FOR AN ORDER  
(A) APPROVING DISCLOSURE STATEMENT; (B) ESTABLISHING PROCEDURES FOR  
SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT DEBTORS'  
PLAN OF LIQUIDATION; (C) SCHEDULING A HEARING ON CONFIRMATION OF  
DEBTORS' PLAN OF LIQUIDATION; AND (D) APPROVING NOTICE PROCEDURES**

**PLEASE TAKE NOTICE THAT:**

1. **Filing of Plan.** On June 25, 2020, the above-captioned debtors and debtors in possession (together, the "Debtors") filed the *Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, Docket No. 363 (the "Plan"). The Debtors also filed the related *Disclosure Statement for Debtors Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, Docket No. 364 (the "Disclosure Statement"), on June 25, 2020, pursuant to section 1125 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").

2. **Hearing.** A hearing on the Disclosure Statement will be held on **August 6, 2020 at 2:30 p.m. (prevailing Eastern Time)** before The Honorable Karen B. Owens, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801, on a motion to consider: (a) approval of the Disclosure Statement; (b) approval of the solicitation packages and procedures for distribution thereof; (c) approval of the form of the ballots; (d) fixing a deadline for voting on the Plan and establishing procedures for tabulation; and (e) scheduling a hearing and establishing notice and objection procedures with respect to confirmation of the Plan.

3. **Objections.** Objections, if any, to the approval of the Disclosure Statement must be: (a) in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification; and (d) be filed, together with proof of service, with the United States Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **July 24, 2020 at 4:00 p.m. (prevailing Eastern Time)** and served so that they are received by the following parties: (i) co-counsel for the Debtors, McDonald Hopkins LLC, Attn: Nicholas M.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: The News-Gazette, Inc. (0894) and D.W.S., Inc. (7985). The Debtors' headquarters are located at 15 East Main Street, Champaign, Illinois 61820.

Miller, Esq., 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654 and Chipman Brown Cicero & Cole LLP, Attn: William E. Chipman, Jr., Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801; (ii) the United States Trustee, Attn: Linda Richenderfer, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801; and (iii) all other parties in interest that have filed a notice of appearance in accordance with Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) in the Debtors’ chapter 11 cases.

4. In accordance with Rule 3017(a) of the Bankruptcy Rules, requests for a copy of the Disclosure Statement and the Plan by parties in interest may be made in writing to McDonald Hopkins LLC, Attn: Nicholas M. Miller, 300 North LaSalle Street, Suite 1400, Chicago, IL 60654, e-mail: [nmiller@mcdonalshopkins.com](mailto:nmiller@mcdonalshopkins.com). The Disclosure Statement and the Plan have been electronically filed with the Bankruptcy Court and may also be examined and inspected by interested parties by (i) accessing the Bankruptcy Court’s website at <https://ecf.deb.uscourts.gov/>, or (ii) accessing the website maintained by the Debtors in connection with the Chapter 11 Cases at <https://case.stretto.com/news-gazette>.

5. This Notice is *not* a solicitation of acceptances or rejections of the Plan. Acceptances will not be solicited unless and until the proposed Disclosure Statement is approved by an order of the Court.

6. The Disclosure Statement Hearing may be continued from time to time without further notice, other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

7. Unless an objection is timely filed and served in accordance with this Notice, it may not be considered by the Court, and the Court may grant the relief requested without further hearing and notice.

Dated: June 25, 2020  
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE LLP MCDONALD HOPKINS LLC

/s/ William E. Chipman, Jr.  
William E. Chipman, Jr. (No. 3818)  
Mark D. Olivere (No. 4291)  
Hercules Plaza  
1313 North Market Street, Suite 5400  
Wilmington, Delaware 19801  
Telephone: (302) 295-0191  
Facsimile: (302) 295-0199  
[chipman@chipmanbrown.com](mailto:chipman@chipmanbrown.com)  
[olivere@chipmanbrown.com](mailto:olivere@chipmanbrown.com)

Nicholas M. Miller (Admitted *Pro Hac Vice*)  
Michael J. Kaczka (Admitted *Pro Hac Vice*)  
300 North LaSalle Street, Suite 1400  
Chicago, Illinois 60654  
Telephone: (312) 280-0111  
[nmiller@mcdonalshopkins.com](mailto:nmiller@mcdonalshopkins.com)

*Co-Counsel to the Debtors  
and Debtors in Possession*

- and -

# **EXHIBIT B-1**



IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

THE NEWS-GAZETTE, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-11901 (KBO)

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING THE DEBTORS' PLAN OF  
LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE  
(CLASS 2 GENERAL UNSECURED CLAIMS)**

**PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR  
COMPLETING AND RETURNING YOUR BALLOT.**

**PLEASE REVIEW CAREFULLY THE ACCOMPANYING DISCLOSURE STATEMENT  
FOR THE DEBTORS' PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE  
BANKRUPTCY CODE FOR A DESCRIPTION OF THE PLAN AND ITS EFFECTS ON  
HOLDERS OF CLAIMS AGAINST THE DEBTORS TO DETERMINE WHETHER TO  
VOTE TO ACCEPT OR REJECT THE DEBTORS' PLAN OF LIQUIDATION UNDER  
CHAPTER 11 OF THE BANKRUPTCY CODE.**

**YOUR BALLOT MUST BE RECEIVED BY STRETTO (THE "CLAIMS AND  
BALLOTING AGENT") BY 5:00 P.M. (PREVAILING MOUNTAIN TIME) ON  
SEPTEMBER 16, 2020 OR THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT  
BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE VOTING  
PROCEDURES, PLEASE CONTACT THE CLAIMS AND BALLOTING AGENT AT  
[TEAMGAZETTE@STRETTO.COM](mailto:TEAMGAZETTE@STRETTO.COM) OR (855) 213-2255. THE CLAIMS AND  
BALLOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.**

The above-captioned debtors and debtors in possession (the "**Debtors**") are soliciting votes with respect to the *Debtors Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [D.I. ●] (as amended, modified, or supplemented from time to time, the "**Plan**") proposed by the Debtors, and the accompanying *Disclosure Statement for the Debtors' Plan of Liquidation under Chapter 11 of the Bankruptcy Code* [D.I. ●] (the "**Disclosure Statement**").<sup>2</sup>

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: The News-Gazette, Inc. (0894) and D.W.S., Inc. (7985). The Debtors' headquarters are located at 15 East Main Street, Champaign, Illinois 61820.

<sup>2</sup> Capitalized terms used or not otherwise defined shall have the meanings ascribed to them in the Disclosure Statement.

On August ●, 2020, the Court entered the *Order (A) Approving Disclosure Statement; (B) Establishing Procedures for the Solicitation and Tabulation of Votes to Accept or Reject Debtors' Plan of Liquidation; (C) Scheduling a Hearing on Confirmation of Debtors' Plan of Liquidation; and (D) Approving Notice Procedures* [D.I. ●] (the "**Disclosure Statement Order**"), which, among other things, approved the Disclosure Statement and the Solicitation Package.

Along with this Ballot, you have received a Solicitation Package consisting of (a) the Plan; (b) the Disclosure Statement; (c) the Disclosure Statement Order; (d) the Confirmation Hearing Notice; and (e) such other materials as the Court may direct. You should review the Solicitation Packages carefully before you vote. Your Claim has been placed in Class 2 (General Unsecured Claims) under the Plan.

### **Your Vote to Accept or Reject the Plan**

Holders of Claims in Class 2 may use this Ballot to vote to accept or reject the Plan. Confirmation of the Plan requires that, of the Class 2 Claim Holders who actually vote, at least two-third in dollar amount and more than one-half in number must affirmatively vote to accept the Plan. If the required votes are received and the Court confirms the Plan, it will be binding upon you. If your vote is not received by the Claims and Balloting Agent by the Voting Deadline of **September 16, 2020 at 5:00 p.m. (prevailing Mountain Time)**, it will not count as either an acceptance or rejection of the Plan.

**YOU SHOULD CAREFULLY REVIEW THE PLAN AND THE DISCLOSURE STATEMENT AND THE ATTACHED INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS BALLOT. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND DISCLOSURE STATEMENT AND THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM UNDER THE PLAN.**

**If the Claims and Balloting Agent does not receive your Ballot by September 16, 2020 at 5:00 p.m. (prevailing Mountain Time), and if the deadline is not extended, your vote as either acceptance or rejection of the Plan will not count. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

#### **ITEM. 1 AMOUNT OF CLAIM**

As of the Record Date, the undersigned was the Holder (or authorized signatory for such Holder) of a Class 2 Claim against the Debtors in the following amount:

\$ \_\_\_\_\_

#### **ITEM 2. VOTE ON PLAN**

The Holder of the Class 2 Claim set forth in Item 1 hereby votes:

[ ] To Accept the Plan

[ ] To Reject the Plan

**ITEM 3. CERTIFICATION**

By signing this Ballot, the undersigned certifies that:

- (a) no other Ballots have been cast with respect to the Claim identified in Item 1, and that, to the extent such Ballots have been cast, such earlier Ballots are hereby revoked;
- (b) I have been provided with a copy of the Plan, the Disclosure Statement and the Disclosure Statement Order, and the vote set forth on this Ballot is subject to all terms and conditions set forth therein; and
- (c) I am the Holder of the Claim set forth in Item 1 and have full power and authority to vote to accept or reject the Plan.

The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Plan and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy, and legal representatives of the undersigned and shall not be affected by, and shall survive the death or incapacity, of the undersigned.

Name of Holder: \_\_\_\_\_

Signature \_\_\_\_\_

Name of Signatory (if different than Holder) \_\_\_\_\_

Title (if applicable): \_\_\_\_\_

Social Security/Federal Tax I.D. No.: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State & Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

If you wish to update the address pre-printed on this Ballot, please send a change of address request to [TeamGazette@stretto.com](mailto:TeamGazette@stretto.com).

This Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest or an assertion of a Claim or Equity Interest; or (b) an admission by the Debtors of the nature, validity, or amount of any Claim and does not signify that your Claim has been or will be Allowed.

**THIS BALLOT MUST BE PROPERLY COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE CLAIMS AND BALLOTING AGENT NO LATER THAN SEPTEMBER 16, 2020 AT 5:00 P.M. (PREVAILING MOUNTAIN TIME) OR YOUR VOTE WILL NOT BE COUNTED. YOU MAY USE THE PRE-ADDRESSED ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE FOLLOWING ADDRESS:**

<p><b><u>If by First Class Mail:</u></b></p> <p>The News-Gazette, Inc., et al., Ballot Processing 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238</p>	<p><b><u>If by Overnight Courier, Messenger, or Hand Delivery:</u></b></p> <p>The News-Gazette, Inc., et al., Ballot Processing 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238</p>
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BALLOTS SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER FORMS OF ELECTRONIC SUBMISSION WILL **NOT** BE ACCEPTED. DO NOT MAIL YOUR BALLOT TO THE DEBTORS OR THE DEBTORS' FINANCIAL OR LEGAL ADVISORS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES FOR VOTING ON THE PLAN, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE PLAN AND DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY EMAIL AT [TEAMGAZETTE@STRETTO.COM](mailto:TEAMGAZETTE@STRETTO.COM) OR BY TELEPHONE AT (855) 213-2255. THE CLAIMS AND BALLOTING AGENT IS NOT PERMITTED TO PROVIDE LEGAL ADVICE.

**ARTICLE X OF THE PLAN CONTAINS CERTAIN EXCULPATION AND INJUNCTION PROVISIONS. THESE PROVISIONS MAY MATERIALLY AFFECT YOUR RIGHTS.**

**INSTRUCTIONS FOR COMPLETING THE BALLOT**

**THESE INSTRUCTIONS EXPLAIN HOW TO COMPLETE THE ATTACHED BALLOT. PLEASE READ AND FOLLOW THESE INSTRUCTIONS CAREFULLY TO ENSURE THAT YOUR BALLOT WILL BE COUNTED.**

1. The Debtors are soliciting the vote of Holders in Class 2 (General Unsecured Claims) as of the Voting Record Date to accept or reject the Plan. The Debtors have sent the attached Ballot to you because its records indicate that you are a Holder of a Claim in Class 2.
2. The Court may confirm the Plan and thereby bind you to the terms of the Plan. Please review the Plan and the Disclosure Statement for more information regarding the effect of Confirmation of the Plan.
3. To obtain additional copies of the Plan, the Disclosure Statement and the Disclosure Statement Order (collectively, the “**Plan Documents**”), you may: (a) download electronic copies at no charge through the Case Website, <https://case.stretto.com/news-gazette>, maintained by Claims and Balloting Agent; (b) at no charge by writing to the Claims and Balloting Agent at [TeamGazette@stretto.com](mailto:TeamGazette@stretto.com); (c) by calling the Claims and Balloting Agent at (855) 213-2255; or (d) for a fee on the Court’s website (<http://www.deb.uscourts.gov>).<sup>3</sup>
4. To ensure that your vote is counted, you must complete Items 1, 2, and 3 on this Ballot, and return this signed Ballot to the address set forth on the envelope provided. Ballots not bearing an original signature will not be counted.
  - a. Instruction for Item 2: Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2. You must cast all your Claims within a Class to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially accepts and partially rejects the Plan will not be counted.
  - b. Instructions for Item 3: Review and complete the certification in Item 3. Your signature is required on the Ballot in order for your vote to count. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting as a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Claims and Balloting Agent, the Debtors, or the Court, must submit evidence to the requesting party that you are authorized to act on behalf of such Holder. In addition, please provide your name and mailing address.

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<sup>3</sup> Note, a PACER account is required.

5. Ballots must be received no later than 5:00 p.m. (prevailing Mountain Time) on September 16, 2020, at the following addresses:

<p><b><u>If by First Class Mail:</u></b></p> <p>The News-Gazette, Inc., et al., Ballot Processing 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238</p>	<p><b><u>If by Overnight Courier, Messenger, or Hand Delivery:</u></b></p> <p>The News-Gazette, Inc., et al., Ballot Processing 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238</p>
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6. **Delivery of a Ballot by facsimile, electronic mail or electronic means as set forth herein will not be accepted.**
7. If a Ballot is received after the Voting Deadline, it will not be counted, unless the Debtors determine otherwise.
8. This Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest, an assertion of a Claim of Equity Interest, or (b) an admission by the Debtors of the nature, validity, or amount of any Claim or Equity Interest and does not signify that your Claim or Equity Interest has been or will be Allowed.
9. This Ballot is not a letter of transmittal and may not be used for any purposes other than to vote to accept or reject the Plan.
10. If multiple Ballots are received by the same Holder of a Claim with respect to the same Claims prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier Ballots.
11. The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of Claims for the purposes of accepting or rejecting the Plan (“**Rule 3018(a) Motions**”) shall be August 31, 2020 at 4:00 p.m. (prevailing Eastern Time) (the “**Rule 3018(a) Motion Deadline**”).
12. If you believe you have received this Ballot in error, or if you need an additional Ballot, please contact the Claims and Balloting Agent immediately at the telephone number or email address set forth below.

**PLEASE MAIL YOUR BALLOT PROMPTLY**

**If you have any questions regarding this Ballot or the voting procedures, or wish to receive a copy of the Plan and the Disclosure Statement or related materials, please contact the Claims and Balloting Agent at [TeamGazette@stretto.com](mailto:TeamGazette@stretto.com) or by telephone at (855) 213-2255. The Claims and Balloting Agent is not authorized to provide legal advice.**

# **EXHIBIT B-2**

IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

THE NEWS-GAZETTE, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-11901 (KBO)

(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING THE DEBTORS' PLAN OF  
LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE  
(CLASS 3 PENSION CLAIMS)

PLEASE READ CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR  
COMPLETING AND RETURNING YOUR BALLOT.

PLEASE REVIEW CAREFULLY THE ACCOMPANYING DISCLOSURE STATEMENT  
FOR THE DEBTORS' PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE  
BANKRUPTCY CODE FOR A DESCRIPTION OF THE PLAN AND ITS EFFECTS ON  
HOLDERS OF CLAIMS AGAINST THE DEBTORS TO DETERMINE WHETHER TO  
VOTE TO ACCEPT OR REJECT THE DEBTORS' PLAN OF LIQUIDATION UNDER  
CHAPTER 11 OF THE BANKRUPTCY CODE.

YOUR BALLOT MUST BE RECEIVED BY STRETTO (THE "CLAIMS AND  
BALLOTING AGENT") BY 5:00 P.M. (PREVAILING MOUNTAIN TIME) ON  
SEPTEMBER 16, 2020 OR THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT  
BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE VOTING  
PROCEDURES, PLEASE CONTACT THE CLAIMS AND BALLOTING AGENT AT  
[TEAMGAZETTE@STRETTO.COM](mailto:TEAMGAZETTE@STRETTO.COM) OR (855) 213-2255. THE CLAIMS AND  
BALLOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

The above-captioned debtors and debtors in possession (the "**Debtors**") are soliciting votes with respect to the *Debtors Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [D.I. ●] (as amended, modified, or supplemented from time to time, the "**Plan**") proposed by the Debtors, and the accompanying *Disclosure Statement for the Debtors' Plan of Liquidation under Chapter 11 of the Bankruptcy Code* [D.I. ●] (the "**Disclosure Statement**").<sup>2</sup>

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: The News-Gazette, Inc. (0894) and D.W.S., Inc. (7985). The Debtors' headquarters are located at 15 East Main Street, Champaign, Illinois 61820.

<sup>2</sup> Capitalized terms used or not otherwise defined shall have the meanings ascribed to them in the Disclosure Statement.



On August ●, 2020, the Court entered the *Order (A) Approving Disclosure Statement; (B) Establishing Procedures for the Solicitation and Tabulation of Votes to Accept or Reject Debtors' Plan of Liquidation; (C) Scheduling a Hearing on Confirmation of Debtors' Plan of Liquidation; and (D) Approving Notice Procedures* [D.I. ●] (the “**Disclosure Statement Order**”), which, among other things, approved the Disclosure Statement and the Solicitation Package.

Along with this Ballot, you have received a Solicitation Package consisting of (a) the Plan; (b) the Disclosure Statement; (c) the Disclosure Statement Order; (d) the Confirmation Hearing Notice; and (e) such other materials as the Court may direct. You should review the Solicitation Packages carefully before you vote. Your Claim has been placed in Class 3 (Pension Claims) under the Plan.

### **Your Vote to Accept or Reject the Plan**

Holders of Claims in Class 3 may use this Ballot to vote to accept or reject the Plan. Confirmation of the Plan requires that, of the Class 3 Claim Holders who actually vote, at least two-third in dollar amount and more than one-half in number must affirmatively vote to accept the Plan. If the required votes are received and the Court confirms the Plan, it will be binding upon you. If your vote is not received by the Claims and Balloting Agent by the Voting Deadline of **September 16, 2020 at 5:00 p.m. (prevailing Mountain Time)**, it will not count as either an acceptance or rejection of the Plan.

**YOU SHOULD CAREFULLY REVIEW THE PLAN AND THE DISCLOSURE STATEMENT AND THE ATTACHED INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS BALLOT. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND DISCLOSURE STATEMENT AND THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM UNDER THE PLAN.**

**If the Claims and Balloting Agent does not receive your Ballot by September 16, 2020 at 5:00 p.m. (prevailing Mountain Time), and if the deadline is not extended, your vote as either acceptance or rejection of the Plan will not count. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

### **ITEM. 1 AMOUNT OF CLAIM**

As of the Record Date, the undersigned was the Holder (or authorized signatory for such Holder) of a Class 3 Claim against the Debtors in the following amount:

\$ \_\_\_\_\_

### **ITEM 2. VOTE ON PLAN**

The Holder of the Class 3 Claim set forth in Item 1 hereby votes:

[ ] To Accept the Plan

[ ] To Reject the Plan

### **ITEM 3. CERTIFICATION**

By signing this Ballot, the undersigned certifies that:

- (a) no other Ballots have been cast with respect to the Claim identified in Item 1, and that, to the extent such Ballots have been cast, such earlier Ballots are hereby revoked;
- (b) I have been provided with a copy of the Plan, the Disclosure Statement and the Disclosure Statement Order, and the vote set forth on this Ballot is subject to all terms and conditions set forth therein; and
- (c) I am the Holder of the Claim set forth in Item 1 and have full power and authority to vote to accept or reject the Plan.

The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Plan and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy, and legal representatives of the undersigned and shall not be affected by, and shall survive the death or incapacity, of the undersigned.

Name of Holder: \_\_\_\_\_

Signature \_\_\_\_\_

Name of Signatory (if different than Holder) \_\_\_\_\_

Title (if applicable): \_\_\_\_\_

Social Security/Federal Tax I.D. No.: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State & Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

If you wish to update the address pre-printed on this Ballot, please send a change of address request to [TeamGazette@stretto.com](mailto:TeamGazette@stretto.com).

This Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest or an assertion of a Claim or Equity Interest; or (b) an admission by the Debtors of the nature, validity, or amount of any Claim and does not signify that your Claim has been or will be Allowed.

THIS BALLOT MUST BE PROPERLY COMPLETED, SIGNED, AND **ACTUALLY RECEIVED** BY THE CLAIMS AND BALLOTING AGENT **NO LATER THAN SEPTEMBER 16, 2020 AT 5:00 P.M. (PREVAILING MOUNTAIN TIME)** OR YOUR VOTE WILL NOT BE COUNTED. YOU MAY USE THE PRE-ADDRESSED ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE FOLLOWING ADDRESS:

<p><b><u>If by First Class Mail:</u></b></p> <p>The News-Gazette, Inc., et al., Ballot Processing 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238</p>	<p><b><u>If by Overnight Courier, Messenger, or Hand Delivery:</u></b></p> <p>The News-Gazette, Inc., et al., Ballot Processing 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238</p>
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BALLOTS SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER FORMS OF ELECTRONIC SUBMISSION WILL **NOT** BE ACCEPTED. DO NOT MAIL YOUR BALLOT TO THE DEBTORS OR THE DEBTORS' FINANCIAL OR LEGAL ADVISORS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES FOR VOTING ON THE PLAN, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE PLAN AND DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY EMAIL AT [TEAMGAZETTE@STRETTO.COM](mailto:TEAMGAZETTE@STRETTO.COM) OR BY TELEPHONE AT (855) 213-2255. THE CLAIMS AND BALLOTING AGENT IS NOT PERMITTED TO PROVIDE LEGAL ADVICE.

**ARTICLE X OF THE PLAN CONTAINS CERTAIN EXCULPATION AND INJUNCTION PROVISIONS. THESE PROVISIONS MAY MATERIALLY AFFECT YOUR RIGHTS.**

**INSTRUCTIONS FOR COMPLETING THE BALLOT**

**THESE INSTRUCTIONS EXPLAIN HOW TO COMPLETE THE ATTACHED BALLOT. PLEASE READ AND FOLLOW THESE INSTRUCTIONS CAREFULLY TO ENSURE THAT YOUR BALLOT WILL BE COUNTED.**

1. The Debtors are soliciting the vote of Holders in Class 3 (Pension Claims) as of the Voting Record Date to accept or reject the Plan. The Debtors have sent the attached Ballot to you because its records indicate that you are a Holder of a Claim in Class 3.
2. The Court may confirm the Plan and thereby bind you to the terms of the Plan. Please review the Plan and the Disclosure Statement for more information regarding the effect of Confirmation of the Plan.
3. To obtain additional copies of the Plan, the Disclosure Statement and the Disclosure Statement Order (collectively, the “**Plan Documents**”), you may: (a) download electronic copies at no charge through the Case Website, <https://case.stretto.com/news-gazette>, maintained by Claims and Balloting Agent; (b) at no charge by writing to the Claims and Balloting Agent at [TeamGazette@stretto.com](mailto:TeamGazette@stretto.com); (c) by calling the Claims and Balloting Agent at (855) 213-2255; or (d) for a fee on the Court’s website (<http://www.deb.uscourts.gov>).<sup>3</sup>
4. To ensure that your vote is counted, you must complete Items 1, 2, and 3 on this Ballot, and return this signed Ballot to the address set forth on the envelope provided. Ballots not bearing an original signature will not be counted.
  - a. Instruction for Item 2: Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2. You must cast all your Claims within a Class to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially accepts and partially rejects the Plan will not be counted.
  - b. Instructions for Item 3: Review and complete the certification in Item 3. Your signature is required on the Ballot in order for your vote to count. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting as a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Claims and Balloting Agent, the Debtors, or the Court, must submit evidence to the requesting party that you are authorized to act on behalf of such Holder. In addition, please provide your name and mailing address.

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<sup>3</sup> Note, a PACER account is required.

5. Ballots must be received no later than 5:00 p.m. (prevailing Mountain Time) on September 16, 2020, at the following addresses:

<p><b><u>If by First Class Mail:</u></b></p> <p>The News-Gazette, Inc., et al., Ballot Processing 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238</p>	<p><b><u>If by Overnight Courier, Messenger, or Hand Delivery:</u></b></p> <p>The News-Gazette, Inc., et al., Ballot Processing 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238</p>
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6. **Delivery of a Ballot by facsimile, electronic mail or electronic means as set forth herein will not be accepted.**
7. If a Ballot is received after the Voting Deadline, it will not be counted, unless the Debtors determine otherwise.
8. This Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest, an assertion of a Claim of Equity Interest, or (b) an admission by the Debtors of the nature, validity, or amount of any Claim or Equity Interest and does not signify that your Claim or Equity Interest has been or will be Allowed.
9. This Ballot is not a letter of transmittal and may not be used for any purposes other than to vote to accept or reject the Plan.
10. If multiple Ballots are received by the same Holder of a Claim with respect to the same Claims prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier Ballots.
11. The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of Claims for the purposes of accepting or rejecting the Plan (“**Rule 3018(a) Motions**”) shall be August 31, 2020 at 4:00 p.m. (prevailing Eastern Time) (the “**Rule 3018(a) Motion Deadline**”).
12. If you believe you have received this Ballot in error, or if you need an additional Ballot, please contact the Claims and Balloting Agent immediately at the telephone number or email address set forth below.

**PLEASE MAIL YOUR BALLOT PROMPTLY**

**If you have any questions regarding this Ballot or the voting procedures, or wish to receive a copy of the Plan and the Disclosure Statement or related materials, please contact the Claims and Balloting Agent at [TeamGazette@stretto.com](mailto:TeamGazette@stretto.com) or by telephone at (855) 213-2255. The Claims and Balloting Agent is not authorized to provide legal advice.**

# **EXHIBIT C**

IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

THE NEWS-GAZETTE, INC., *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No. 19-11901 (KBO)

(Jointly Administered)

Hearing Date: September 30, 2020 at 1:00 p.m. (ET)

Objection Deadline: September 16, 2020 at 4:00 p.m.  
(ET)

**NOTICE OF (I) HEARING TO CONSIDER  
CONFIRMATION OF DEBTORS' PLAN OF LIQUIDATION AND  
(II) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT PLAN**

**PLEASE TAKE NOTICE THAT:**

1. On June 25, 2020, the above-captioned debtors and debtors in possession (together, the "**Debtors**") filed the *Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, Docket No. \_\_\_ (the "**Plan**"). The Debtors also filed the related *Disclosure Statement for Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, Docket No. \_\_\_ (the "**Disclosure Statement**"), on June \_\_, 2020, under section 1125 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**").

2. After a hearing held on August 6, 2020, the Court entered an order approving the Disclosure Statement (the "**Disclosure Statement Order**"), in accordance with which:

- a. This Notice, a copy of the Disclosure Statement (with the Plan and other exhibits annexed thereto), the Disclosure Statement Order, and a letter from the Debtors recommending the Plan will be distributed to: (i) all persons or entities that have filed proofs of claim on or before August 6, 2020, the Record Date as established in the Disclosure Statement Order (the "**Record Date**"); (ii) all persons or entities listed in the Debtors' schedules of liabilities as holding a liquidated, noncontingent, undisputed Claim as of the Record Date; (iii) all other known holders of Claims against the Debtors as of the Record Date; (iv) all parties in interest that have filed a request for notices in the case; (v) the United States Trustee; and (vi) the District Director of the Internal Revenue Service. Copies of the Disclosure Statement and Plan have been electronically filed with the Bankruptcy Court and also may be examined and inspected by interested parties by (i) accessing the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov/>, or (ii) accessing the website maintained by the Debtors in connection with the Chapter 11 Cases at <https://case.stretto.com/news-gazette>.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: The News-Gazette, Inc. (0894) and D.W.S., Inc. (7985). The Debtors' headquarters are located at 15 East Main Street, Champaign, Illinois 61820.

- b. In addition to the materials listed in subparagraph 2(a) above, a ballot, an envelope for returning the ballot, and voting instructions will be distributed to all creditors entitled to vote on the Plan; and
- c. Only this Notice will be distributed to persons or entities not listed in subparagraph 2(a) above that have nonetheless received other general notices in the Debtors' chapter 11 cases. If you do not have the Disclosure Statement, you may obtain a copy: (i) by accessing the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov/> or (ii) by accessing the website maintained by the Debtors in connection with the Chapter 11 Cases at <https://case.stretto.com/news-gazette>.

3. As stated above, if you are the owner of a Claim against the Debtors as of the Record Date, and you are entitled to vote on the Plan, you have received with this Notice, a Ballot, and voting instructions appropriate for your Claim. For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot, and return the completed ballot to the address indicated on the Ballot by **5:00 p.m. (prevailing Mountain Time) on September 16, 2020**. Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. A hearing to consider the confirmation of the Plan (the "**Confirmation Hearing**") will be held on **September 30, 2020 at 1:00 p.m. (prevailing Eastern Time)** at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom 1, Wilmington, Delaware 19801.

5. Objections, if any, to the confirmation of the Plan (each, a "**Plan Objection**") must be in writing and must (a) state the name and address of the objector and the amount of its claim or the nature of its interest in the Debtors' chapter 11 cases, (b) specify the basis and nature of the objection or response, (c) include with the objection a legal brief or memorandum, including citation to any statutes or case law that the objecting party wishes this Court to consider in connection with the objection, and (d) be filed with the Clerk of this Court, together with proof of service, and served on the following parties at the following addresses no later than **4:00 p.m. (prevailing Eastern Time) on September 16, 2020**: (i) co-counsel for the Debtors, McDonald Hopkins LLC, Attn: Nicholas M. Miller, Esq., 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654 and Chipman Brown Cicero & Cole LLP, Attn: William E. Chipman, Jr., Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801; and (ii) the United States Trustee, Attn: Linda Richenderfer, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801.

6. Replies to any Plan Objection are due no later than **12:00 p.m. (prevailing Eastern Time) on September 25, 2020**.

7. Further instructions regarding procedures for filing an objection to the Plan are contained in the Disclosure Statement Order. If you do not have the Disclosure Statement Order, you may obtain a copy: (i) by accessing the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov/> or (ii) by accessing the website maintained by the Debtors in connection with the Chapter 11 Cases at <https://case.stretto.com/news-gazette>.



8. **Article X of the Plan contains certain exculpation and injunction provisions. These provisions may materially affect your rights. Please review them carefully.**

9. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

Dated: August \_\_, 2020  
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE LLP

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William E. Chipman, Jr. (No. 3818)  
Mark D. Olivere (No. 4291)  
Hercules Plaza  
1313 North Market Street, Suite 5400  
Wilmington, Delaware 19801  
Telephone: (302) 295-0191  
Facsimile: (302) 295-0199  
[chipman@chipmanbrown.com](mailto:chipman@chipmanbrown.com)  
[olivere@chipmanbrown.com](mailto:olivere@chipmanbrown.com)

- and -

MCDONALD HOPKINS LLC  
Nicholas M. Miller (Admitted *Pro Hac Vice*)  
Michael J. Kaczka (Admitted *Pro Hac Vice*)  
300 North LaSalle Street, Suite 1400  
Chicago, Illinois 60654  
Telephone: (312) 280-0111  
[nmiller@mcdonalhopkins.com](mailto:nmiller@mcdonalhopkins.com)

*Co-Counsel to the Debtors  
and Debtors in Possession*

# **EXHIBIT D**

**IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

THE NEWS-GAZETTE, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-11901 (KBO)

(Jointly Administered)

**ORDER (A) APPROVING DISCLOSURE STATEMENT; (B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT DEBTORS' PLAN OF LIQUIDATION; (C) SCHEDULING A HEARING ON CONFIRMATION OF DEBTORS' PLAN OF LIQUIDATION; AND (D) APPROVING NOTICE PROCEDURES**

This matter is before the Court on the Motion of Debtors for an Order (a) Approving Disclosure Statement; (b) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Debtors' Plan of Liquidation; (c) Scheduling a Hearing on Confirmation of Plan of Liquidation; and (d) Approving Notice Procedures, Docket No. \_\_\_ (the "Motion"), as filed with the Court; the Court having reviewed the Motion; notice of the Motion and the relief requested therein was sufficient under the circumstances; and the Court having heard statements of counsel at a hearing on August 6, 2020; the Court being fully advised and after due deliberation and sufficient cause appearing therefore,

**THE COURT FINDS THAT:**

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue of the Debtors' chapter 11 cases and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: The News-Gazette, Inc. (0894) and D.W.S., Inc. (7985). The Debtors' headquarters are located at 15 East Main Street, Champaign, Illinois 61820.

B. Capitalized terms not otherwise defined in this Order have the meanings given to them in the Motion or in the Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, Docket No. \_\_\_ (as amended from time to time, the "Plan").

C. The Disclosure Statement for Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, Docket No. \_\_\_ (as amended from time to time, the "Disclosure Statement"), contains "adequate information" as defined in section 1125(a)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").

D. The forms of ballots attached hereto as Exhibit 1 and Exhibit 2 (collectively, the "Ballots") are consistent with Official Form No. 314, adequately address the particular needs of the Debtors' chapter 11 cases, and are appropriate for each class of claims entitled under the Plan to vote to accept or reject the Plan.

E. The period during which the Debtors may solicit acceptances to the Plan, as set forth below, is a reasonable period of time for creditors to make an informed decision to accept or reject the Plan.

F. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as set forth below and in the Motion) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

G. The procedures set forth below regarding notice of the hearing on confirmation of the Plan and the contents of the Solicitation Packages comply with Rules 2002 and 3017 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and provide for sufficient notice to all interested parties.

**IT IS HEREBY ORDERED THAT:**

1. The Motion shall be, and hereby is, GRANTED, as set forth herein.
2. The Disclosure Statement, shall be, and hereby is, APPROVED.

3. The following key dates are approved:

<b>Event</b>	<b>Date</b>
Disclosure Statement Objection Deadline	July 24, 2020 at 4:00 p.m. (prevailing Eastern Time)
Deadline to Reply to Disclosure Statement Objection(s)	August 3, 2020 at 4:00 p.m. (prevailing Eastern Time)
Disclosure Statement Hearing	August 6, 2020 at 2:30 p.m. (prevailing Eastern Time)
Voting Record Date	August 6, 2020
Solicitation Date	The date that is 4 Business Days following entry of the Proposed Order
Deadline to file Claim Objection or Request to Estimate Claim for Voting Purposes	August 14, 2020
Rule 3018 Motion Deadline	August 31, 2020
Plan Supplement Filing	September 9, 2020
Voting Deadline	September 16, 2020 at 5:00 p.m. (prevailing Mountain Time)
Plan Confirmation Objection Deadline	September 16, 2020 at 4:00 p.m. (prevailing Eastern Time)
Deadline to File (i) Reply to Plan Objection(s) (ii) Brief in Support of Plan Confirmation, (iii) Declarations in Support of Confirmation, and (iv) Voting Report	September 25, 2020 at 12:00 p.m. (prevailing Eastern Time)
Confirmation Hearing	September 30, 2020 at 1:00 p.m. (prevailing Eastern Time)

4. The Confirmation Hearing to consider the request of the Debtors for confirmation of the Plan will be held on September 30, 2020, at 2:30 p.m. (prevailing Eastern Time), in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom 1, Wilmington, Delaware 19801. The Confirmation Hearing may be adjourned from time to time without further notice. Additionally, the Plan may be modified, without further notice, prior to, at, or as a result of the Confirmation Hearing.

5. Pursuant to Bankruptcy Rule 3020(b), September 16, 2020 at 4:00 p.m. (prevailing Eastern Time), shall be, and hereby is, fixed as the last day for filing and serving written objections or responses to the Debtors' request for confirmation of the Plan (the "Objection Deadline"). Any objections to confirmation of the Plan must be in writing and must (a) state the name and address

of the objector and the amount of its claim or the nature of its interest in the Debtors' chapter 11 cases, (b) specify the basis and nature of the objection or response, (c) include with the objection a legal brief or memorandum, including citation to any statutes or case law that the objecting party wishes this Court to consider in connection with the objection, and (d) be filed with the Court, together with proof of service, and served on the following parties at the following addresses no later than the Objection Deadline: (i) co-counsel for the Debtors, McDonald Hopkins LLC, Attn: Nicholas M. Miller, Esq., 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654 and Chipman Brown Cicero & Cole LLP, Attn: William E. Chipman, Jr., Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801; and (ii) the United States Trustee, Attn: Linda Richenderfer, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (the "Notice Parties").

6. Any replies or responses to any objections filed and served in accordance with Paragraph 4 hereof must be in writing and must (a) specify the bases and nature of the response, (b) include with the response a legal brief or memorandum, including citation to any statutes or case law that the responding party wishes this Court to consider in connection with the response, and (c) be filed with the Court, together with proof of service, and served on the Notice Parties and the party to whose objection the response is directed, so as to be **filed** by them no later than September 25, 2020 at 12:00 p.m. (prevailing Eastern Time).

7. The Confirmation Hearing Notice, as attached hereto as Exhibit 3, is hereby APPROVED.

8. The forms of the Ballots are hereby APPROVED. The deadline for the receipt of Ballots accepting or rejecting the Plan shall be, and hereby is, 5:00 p.m. (prevailing Mountain Time) on September 16, 2020 (the "Voting Deadline"). For a Ballot to be counted, it must be

**received** at the address indicated in the instructions contained with the Ballot no later than the Voting Deadline.

9. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, a claim or interest, and without prejudice to the rights of the Debtors in any other context, the Debtors shall use the following voting procedures and requirements:

- a. The amount of a Claim that will be used to determine votes for or against the Plan shall be (i) the Claim amount listed on the schedules of liabilities filed with this Court unless such Claim is listed on the schedules of liabilities as “contingent, unliquidated, or disputed,” or (ii) the liquidated amount specified in a proof of claim timely filed with this Court that is not the subject of an objection, or (iii) the liquidated amount specified in a final order of this Court.
- b. If the Holder of a Claim submits a Ballot, but (i) such Holder has not timely filed a proof of claim and such Holder’s Claim is listed on the schedules of liabilities as “contingent, unliquidated or disputed” or (ii) such Holder has timely filed a proof of claim and such holder’s claim is the subject of an objection, the Ballot shall not be counted for purposes of determining acceptances or rejections of the Plan, in accordance with Rule 3018, unless this Court has temporarily allowed the Claim for the purpose of accepting or rejecting the Plan in accordance with Bankruptcy Rule 3018. Ballots from holders of Disputed Claims (as defined in the Plan) may be accepted on a provisional basis, pending the outcome of any proceeding for temporary allowance or challenge of such Disputed Claim. The Debtors or any Holder of a Claim may seek an order of this Court temporarily allowing such Claim for purposes of voting to accept or reject the Plan according to the timeline set forth below. If such Claim is the subject of an objection that does not seek total disallowance of the Claim, the Claim may be voted to the extent it is not subject to an objection.
- c. If a proof of claim has been amended by a later timely filed proof of claim, only the later filed amending claim shall be entitled to vote regardless of whether the Debtors have objected to such earlier filed claim.
- d. If a Holder of a Claim that is entitled to vote has more than one Claim within the same class based upon different transactions, the Holder shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all of such claims. Whenever a holder of a claim casts more than one Ballot voting the same claim prior to the Voting Deadline, the latest dated Ballot received prior to the Voting Deadline shall be deemed to supersede and revoke any prior Ballots.

- e. Notwithstanding anything herein to the contrary, any entity that has scheduled, filed or purchased duplicate Claims or Claims against the Debtors arising from, based upon or related to the same transaction (e.g., guarantee claims or claims for joint or several liability), shall be entitled to vote only a single claim for numerosity purposes in a dollar amount based upon the Claim against the Debtors, regardless of whether the Debtors have objected to such duplicate claims (and Debtors' counsel shall keep track of any separate Ballots submitted by such claimants).
- f. Holders of Claims must vote all of their Claims within a particular class either to accept or reject the Plan and may not split their votes. Accordingly, the Debtors shall treat as an acceptance any Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan.
- g. The Claims and Voting Agent shall file a Plan voting report (the "Voting Report") promptly after the Voting Deadline. The Voting Report shall outline the results of the votes received on the Plan, including Ballots of Disputed Claims, any defective Ballots, and any reasons why any Ballots were not included in the voting tabulation.

10. Any objection to claims for voting purposes must be **filed** by the Debtors on or before August 14, 2020, and any response to such an objection or motion for estimation of a claim pursuant to Bankruptcy Rule 3018(a) shall be **filed** on or before August 31, 2020. The hearing on any such objections and motions filed pursuant to Bankruptcy Rule 3018 shall take place at the Confirmation Hearing. Claimants who have Disputed Claims (as defined in the Plan) and who have filed a motion pursuant to Bankruptcy Rule 3018 shall be permitted to vote provisionally, but the Ballot of any claimant filing such a motion shall not be counted unless temporarily allowed by this Court for voting purposes.

11. The Record Date for purposes of determining which creditors are entitled to vote on the Plan is August 6, 2020.

12. The Debtors shall distribute the Confirmation Hearing Notice and Solicitation Package as follows:

- a. The Confirmation Hearing Notice, this Order and a copy of the Plan, the Disclosure Statement (with the Plan and other exhibits annexed thereto), shall be distributed to: (i) all persons or entities that have filed proofs of



claim on or before the Record Date; (ii) all persons or entities listed in the Debtors' schedules of liabilities as holding a liquidated, noncontingent, undisputed claim as of the Record Date; (iii) all other known holders of claims against the Debtors, as of Record Date; (iv) all parties in interest that have filed a request for notices in the Debtors' chapter 11 cases; (v) the United States Trustee; (vi) District Director of Internal Revenue Service; (vii) local and state taxing authorities; (viii) all counterparties to executory contracts and executory leases; and (ix) the United States Attorney for the District of Delaware.

- b. In addition to the materials listed in subparagraph 11(a) above, a Ballot, an envelope for returning the Ballot, and voting instructions shall be distributed to all creditors entitled to vote on the Plan;
- c. Only the Confirmation Hearing Notice shall be distributed to persons or entities not listed in subparagraph 11(a) above that have nonetheless received other general notices in the cases, such as the notice of the hearing on the Disclosure Statement; and
- d. The materials described in subparagraphs 11(a)-(d) above shall be mailed by the Debtors no later than August 12, 2020.

13. Additionally, the Debtors are authorized, but not directed, to publish the Confirmation Hearing Notice in any newspaper or trade publications (if any) as the Debtors may determine in their sole discretion.

14. The Debtors are hereby excused from sending Solicitation Packages to any addressee for which notice of any pleadings were returned as undeliverable by the United States Postal Service, unless such addressee provides the Debtors with a new address. Failure to mail Solicitation Packages to such addressees as set forth in this Order shall not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline.

15. This Court shall retain jurisdiction over any and all matters or disputes with respect to any of the relief granted in this Order.

IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

THE NEWS-GAZETTE, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-11901 (KBO)

(Jointly Administered)

**Hearing Date: August 6, 2020 at 2:30 p.m. (ET)**

**Objection Deadline: July 24, 2020 at 4:00 p.m. (ET)**

**NOTICE OF HEARING ON MOTION OF DEBTORS FOR AN ORDER  
(A) APPROVING DISCLOSURE STATEMENT; (B) ESTABLISHING PROCEDURES FOR  
SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT DEBTORS'  
PLAN OF LIQUIDATION; (C) SCHEDULING A HEARING ON CONFIRMATION OF  
DEBTORS' PLAN OF LIQUIDATION; AND (D) APPROVING NOTICE PROCEDURES**

**PLEASE TAKE NOTICE THAT:**

1. **Filing of Plan.** On June 25, 2020, the above-captioned debtors and debtors in possession (together, the "Debtors") filed the *Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, Docket No. 363 (the "Plan"). The Debtors also filed the related *Disclosure Statement for Debtors Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, Docket No. 364 (the "Disclosure Statement"), on June 25, 2020, pursuant to section 1125 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").

2. **Hearing.** A hearing on the Disclosure Statement will be held on **August 6, 2020 at 2:30 p.m. (prevailing Eastern Time)** before The Honorable Karen B. Owens, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801, on a motion to consider: (a) approval of the Disclosure Statement; (b) approval of the solicitation packages and procedures for distribution thereof; (c) approval of the form of the ballots; (d) fixing a deadline for voting on the Plan and establishing procedures for tabulation; and (e) scheduling a hearing and establishing notice and objection procedures with respect to confirmation of the Plan.

3. **Objections.** Objections, if any, to the approval of the Disclosure Statement must be: (a) in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification; and (d) be filed, together with proof of service, with the United States Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **July 24, 2020 at 4:00 p.m. (prevailing Eastern Time)** and served so that they are received by the following parties: (i) co-counsel for the Debtors, McDonald Hopkins LLC, Attn: Nicholas M.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: The News-Gazette, Inc. (0894) and D.W.S., Inc. (7985). The Debtors' headquarters are located at 15 East Main Street, Champaign, Illinois 61820.

Miller, Esq., 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654 and Chipman Brown Cicero & Cole LLP, Attn: William E. Chipman, Jr., Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801; (ii) the United States Trustee, Attn: Linda Richenderfer, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801; and (iii) all other parties in interest that have filed a notice of appearance in accordance with Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) in the Debtors’ chapter 11 cases.

4. In accordance with Rule 3017(a) of the Bankruptcy Rules, requests for a copy of the Disclosure Statement and the Plan by parties in interest may be made in writing to McDonald Hopkins LLC, Attn: Nicholas M. Miller, 300 North LaSalle Street, Suite 1400, Chicago, IL 60654, e-mail: [nmiller@mcdonalshopkins.com](mailto:nmiller@mcdonalshopkins.com). The Disclosure Statement and the Plan have been electronically filed with the Bankruptcy Court and may also be examined and inspected by interested parties by (i) accessing the Bankruptcy Court’s website at <https://ecf.deb.uscourts.gov/>, or (ii) accessing the website maintained by the Debtors in connection with the Chapter 11 Cases at <https://case.stretto.com/news-gazette>.

5. This Notice is *not* a solicitation of acceptances or rejections of the Plan. Acceptances will not be solicited unless and until the proposed Disclosure Statement is approved by an order of the Court.

6. The Disclosure Statement Hearing may be continued from time to time without further notice, other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

7. Unless an objection is timely filed and served in accordance with this Notice, it may not be considered by the Court, and the Court may grant the relief requested without further hearing and notice.

Dated: June 25, 2020  
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE LLP MCDONALD HOPKINS LLC

/s/ William E. Chipman, Jr.  
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*Co-Counsel to the Debtors  
and Debtors in Possession*

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