

**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)

**Related Docket Nos. 364, 365, 394, and 395**

**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. 365 (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.

---

<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' Amended Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, Docket No. 394 (as further amended from time to time, the "Plan").

C. The Amended Disclosure Statement for Debtors' Amended Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, Docket No. 395 (as further 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>
Voting Record Date	August 6, 2020
Solicitation Date	The date that is 4 Business Days following entry of this 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 5 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.

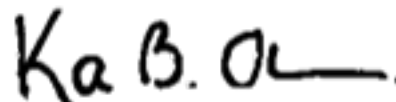
- b. In addition to the materials listed in subparagraph 12(a) above, a Ballot, an envelope for returning the Ballot, and voting instructions shall be distributed to all creditors entitled to vote on the Plan;
- c. Only the Confirmation Hearing Notice shall be distributed to persons or entities not listed in subparagraph 12(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 12(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.

**Dated: August 4th, 2020**  
**Wilmington, Delaware**



**KAREN B. OWENS**  
**UNITED STATES BANKRUPTCY JUDGE**

**EXHIBIT 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' AMENDED 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 AMENDED DISCLOSURE  
STATEMENT FOR THE DEBTORS' AMENDED 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'  
AMENDED 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' Amended 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 *Amended Disclosure Statement for the Debtors' Amended 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>
---	---

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.

---

<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>
---	---

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 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' AMENDED 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 AMENDED DISCLOSURE  
STATEMENT FOR THE DEBTORS' AMENDED 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'  
AMENDED 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' Amended 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 *Amended Disclosure Statement for the Debtors' Amended 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>
---	---

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.

---

<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>
---	---

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 3**



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' AMENDED PLAN OF LIQUIDATION AND  
(II) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT PLAN

PLEASE TAKE NOTICE THAT:

1. On August 3, 2020, the above-captioned debtors and debtors in possession (together, the "**Debtors**") filed the *Debtors' Amended Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, Docket No. 394 (the "**Plan**"). The Debtors also filed the related *Amended Disclosure Statement for Debtors' Amended Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, Docket No. 395 (the "**Disclosure Statement**"), on August 3, 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

---

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)  
[mkaczka@mcdonalhopkins.com](mailto:mkaczka@mcdonalhopkins.com)

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