

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name D.W.S., Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 37-1057985

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>15 East Main Street</u> <u>Champaign, IL 61820</u> Number, Street, City, State & ZIP Code <u>Champaign</u> County	_____ P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business _____ Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.news-gazette.com

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

Debtor D.W.S., Inc.
Name

Case number (if known) _____

7. Describe debtor's business A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5151

8. Under which chapter of the Bankruptcy Code is the debtor filing? Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor <u>The News-Gazette, Inc.</u>	Relationship _____	Affiliate _____
District <u>Delaware</u>	When <u>8/30/19</u>	Case number, if known _____

Debtor D.W.S., Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district? *Check all that apply:*
- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 - A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
- No
 - Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
 - It needs to be physically secured or protected from the weather.
 - It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 - Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- No
 - Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*
- Funds will be available for distribution to unsecured creditors.
 - After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor D.W.S., Inc.
Name

Case number (if known) _____

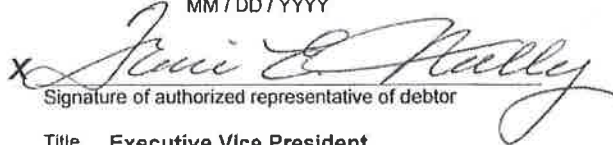
Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
I have been authorized to file this petition on behalf of the debtor.
I have examined the information in this petition and have a reasonable belief that the information is true and correct.
I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 30, 2019
MM / DD / YYYY

X 

Traci E. Nally
Printed name

Title Executive Vice President

18. Signature of attorney

X 

Date August 30, 2019
MM / DD / YYYY

William E. Chipman, Jr.
Printed name

Chipman Brown Cicero & Cole, LLP
Firm name

Hercules Plaza
1313 North Market Street, Suite 5400
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone (302) 295-0191 Email address chipman@chipmanbrown.com

3818 DE
Bar number and State

Fill in this information to identify the case:

Debtor name D.W.S., Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	NEWS-GAZETTE DEFINED BENEFIT PENSION PLAN 15 E. MAIN ST. CHAMPAIGN, IL 61820	PENSION BENEFIT GUARANTY CORPORATION 1200 K Street, NW Washington, DC 2005-4026	DB Plan	contingent, unliquidated			\$5,200,000.00
2	CWA/ITU NEGOTIATED PENSION PLAN 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104-3300	C/O KYLE FLAHERTY, BRYAN CAVE LEIGHTON PAISNER P: 212-541-1358 F: 719-473-3134 kpfaherty@bcplaw.com	DB Plan	contingent, unliquidated, disputed			\$2,626,799.00
3	GCIU-EMPLOYER RETIREMENT FUND 1017 EAST GRAND AVENUE ESCONDIDO, CA 92025	C/O VALENTINA MINDIRGASOVA, KRAW LAW GROUP P: 760-717-1100 F: 760-747-1188.	DB Plan	contingent, unliquidated, disputed			\$815,658.6
4	NAVIGA 7900 INTERNATIONAL DRIVE SUITE 800 BLOOMINGTON, MN 55425	SCOTT ROESSLER, CEO P: 651-639-0662 Naviga.Renewals@NavigaGlobal.com	Trade Vendor	contingent, unliquidated			\$91,367.43
5	CHAMPAIGN COUNTY COLLECTOR P.O. BOX 9 URBANA, IL 61803	LAUREL PRUSSING, TREASURER P: 217-384-3743 F: 217-384-3777 treasurer@co.champaign.il.us	Taxing Authority				\$75,793.16
6	HEALTH ALLIANCE 3310 FIELDS SOUTH DR CHAMPAIGN, IL 61822-3741	GAIL HEATON P: 800-851-3379 gail.heaton@healthalliance.org	Trade Vendor				\$57,133.00
7	UNIVERSITY OF ILLINOIS FOUNDATION/ ILLINOIS PREMIUM SEATING BEILFELDT ATHLETIC ADMINISTRATION BUILDING 1700 S. FOURTH ST. CHAMPAIGN, IL 61820	BOBBI BUSBOOM P: 217-265-0347 busboom7@illinois.edu	Trade Vendor	contingent, unliquidated			\$44,160.00
8	NETRIX, LLC 2801 LAKESIDE DRIVE BANNOCKBURN, IL 60015	ROB DANG P: 866-447-0088 F: 847-283-7500 info@netrixllc.com	Trade Vendor				\$7,177.79

Debtor

D.W.S., Inc.

Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	GANNETT SATELLITE INFORMATION 7950 JONES BRANCH DR MCLEAN, VA 22107-0910	JIM MCNERNEY P: 703-854-6000	Trade Vendor				\$5,436.75
10	DOUGLAS COUNTY COLLECTOR P.O. BOX 320 TUSCOLA, IL 61953	BOBBI RAIRDEN P: 217-253-4011 F: 217-253-2590 bobbi.rairden@douglascountyll.com	Taxing Authority				\$3,499.34
11	AJ'S STATION #3 712 N. CUNNINGHAM AVENUE URBANA, IL 61802	P: 217-337-1122	Trade Vendor				\$2,681.24
12	WINDSTREAM P.O. BOX 9001013 LOUISVILLE, KY 40290-1013	P: 800-600-5050	Trade Vendor				\$1,891.59
13	NEW YORK TIMES FOR AGENCY NEWS P.O. BOX 371427 PITTSBURGH, PA 15250-7427	P: 800-353-4760, option 5 newsservices.finance@nytimes.com	Trade Vendor				\$1,868.22
14	KING FEATURES SYNDICATE 0400 P.O. BOX 90007 PRESCOTT, AZ 86304-9007	P: 407-894-7300 F: 646-280-1550 mprioleau@hearst.com	Trade Vendor				\$1,851.96
15	CONSTELLATION NEWENERGY INC P.O. BOX 4640 CAROL STREAM, IL 60197-4640	P: 888-635-0827 customercare@constellation.com	Trade Vendor				\$1,520.80
16	GREGORY S. SOULJE 21 SPINNG WHEEL ROAD APT 10K HINSDALE, IL 60521	GREGORY S. SOULJE P: 630-581-5363 F: 573-893-8094 gsoulje@comcast.net	Trade Vendor				\$1,400.00
17	TATELINES, INC. 1809 B LAKESIDE DR CHAMPAIGN, IL 61821	LOREN TATE P: 217-351-5232 ltate@news-gazette.media	Trade Vendor				\$810.00
18	TOSHIBA FINANCIAL SERVICES P.O. BOX 660831 DALLAS, TX 75266-0831	P: 866-803-2657 F: 866-266-0093	Trade Vendor				\$787.00
19	AFLAC 1932 WYNNNTON RD COLUMBUS, GA 31999-0797	P: 800-992-3522 F: 877-442-3522	Trade Vendor				\$670.64
20	AT&T 6823/9397/5341 P.O. BOX 5080 CAROL STREAM, IL 60197-5080	P: 800-321-2000	Trade Vendor				\$651.47

Fill in this information to identify the case:

Debtor name D.W.S., Inc.
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE
 Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 30, 2019

X 
 Signature of individual signing on behalf of debtor

Traci E. Nally
 Printed name

Executive Vice President
 Position or relationship to debtor

**United States Bankruptcy Court
District of Delaware**

In re D.W.S., Inc.

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Executive Vice President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: August 30, 2019


Traci E. Nally/Executive Vice President
Signer/Title

THE NEWS-GAZETTE, INC. and D.W.S., INC.

On July 24, 2019, all the directors of The News-Gazette., Inc. and D.W.S., Inc. approved, by unanimous vote at a regular meeting of the Board where a quorum was present, the following resolutions:

RESOLVED that in the judgment of the Board of Directors it is in the best interests of the Corporations, their creditors, stockholders, and other interested parties to sell the assets of the businesses to Community Media Group and/or its designee ("CMG") in accordance with the terms of the Letter of Intent signed July 2, 2019 and to cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code as contemplated by the terms of that sale;

RESOLVED that the officers of the Corporations, or others designated by the President/CEO, John L. Reed (the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute an asset purchase agreement with CMG and to execute and file on behalf of the Corporations all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the chapter 11 bankruptcy case and obtain any chapter 11 relief as they may deem necessary, proper and desirable in connection with the asset purchase agreement;

RESOLVED that the Authorized Officers have been and continue to be authorized to cause the Corporations to employ the law firms of Neal, Gerber & Eisenberg LLP in relation to the bankruptcy proceedings and Wiley Rein LLP in relation to FCC proceedings, the firm of Dirks, Van Essen, Murray & April in relation to the sale of the media businesses, and to employ other counsel and professionals of their choice to the extent necessary and to enter into such fee arrangements for payment of such counsel and professionals as deemed appropriate, in each case subject to approval by the Court if required, all in relation to the winding down of the businesses;

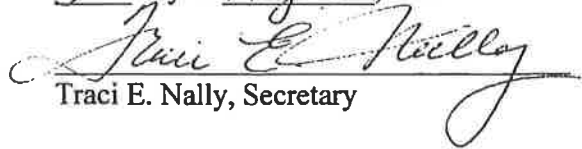
RESOLVED that the Authorized Officers be, and each of them individually is, hereby authorized and empowered to take or cause to be taken any and all such further actions, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses as the Authorized Officers, acting alone or with one or more other Authorized Officers, shall deem appropriate in their judgment to fully carry out the intent and accomplish the purposes of these Resolutions; and

RESOLVED that all actions heretofore taken by the Authorized Officers acting alone or with one or more other Authorized Officers in the name of and on behalf of the Corporations, in connection with any of the foregoing matters are hereby in all respects ratified, confirmed and approved.

**SECRETARY'S CERTIFICATE OF RESOLUTIONS OF
BOARD OF DIRECTORS OF THE NEWS-GAZETTE, INC. and D.W.S., INC.**

I, Traci E. Nally, do hereby certify that I am the Secretary of The News-Gazette, Inc. a corporation duly organized and existing under and by virtue of the laws of the State of Illinois and D.W.S., Inc. (Corporation), a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and that the Directors of the Corporation in accordance with their bylaws and the laws of the States of Illinois and Delaware at a regular meeting of the Board on July 24, 2019 where a quorum was present, adopted by the legally required majority of the Board a motion to approve the attached resolutions.

IN WITNESS WHEREOF, I have hereunto
executed this Certificate at Champaign, Illinois, this
5th day of August, 2019.


Traci E. Nally, Secretary

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

In re:

THE NEWS-GAZETTE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-XXXXX (XXX)

(Joint Administration Pending)

LIST OF EQUITY SECURITY HOLDERS

The following is the list of debtor, D.W.S., Inc.'s equity holders. This list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing in these Chapter 11 Cases.

NAME AND LAST KNOWN ADDRESS OF EQUITY SECURITY HOLDER	NATURE OF INTEREST HELD	NUMBER OF INTERESTS HELD
The News-Gazette, Inc. 15 East Main Street Champaign, IL 61820	Stock	100%

¹ 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.

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

In re:

THE NEWS-GAZETTE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-XXXXX (XXX)

(Joint Administration Pending)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rule of Bankruptcy Procedure, the following are corporation(s), other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtors' equity interests:

- The News-Gazette, Inc. is 100% owned by The Marajen Stevick Foundation.
- D.W.S., Inc. is 100% owned by The News-Gazette, Inc.

¹ 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.