

**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. 19-11901 (KBO)

(Jointly Administered)

Hearing Date: December 10, 2019 at 1:30 p.m. (*prevailing Eastern Time*)

Objection Deadline: December 3, 2019 at 4:00 p.m. (*prevailing Eastern Time*)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
APPROVING PROCEDURES FOR THE SALE OR ABANDONMENT
OF MISCELLANEOUS ASSETS AND GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Cases**”), hereby move the Court (the “**Motion**”) pursuant to sections 105(a), 363, 365, and 554(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 6004-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order (the “**Proposed Order**”) authorizing and establishing procedures for the sale or abandonment of miscellaneous assets and granting related relief.

JURISDICTION

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over these Cases and the Motion 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. This is a core proceeding within the meaning of

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.

28 U.S.C. § 157(b)(2). Venue of these Cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The bases for the relief requested herein are sections 105(a), 363 and 554(a) of the Bankruptcy Code, Bankruptcy Rule 6004 and Local Rule 6004-1.

BACKGROUND

A. GENERAL BACKGROUND

4. On August 30, 2019 (the “**Petition Date**”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On the Petition Date, the Debtors also jointly filed motions or applications seeking certain typical “first day” relief.

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. The Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) has not appointed an Official Committee of Unsecured Creditors in these cases.

7. A full description of the Debtors’ business, corporate structure, and events leading to these Cases is set forth in the *Declaration of Traci E. Nally in Support of Chapter 11 Petitions and Related Motions* (Docket No. 3) (the “**Nally Declaration**”).

B. SALE OF THE DEBTORS' ASSETS

8. As set forth in the Nally Declaration, the Debtors retained a broker and marketed substantially all of their assets for sale as a going concern since late 2018.

9. On August 27, 2019, Champaign Multimedia Group LLC (the “**Stalking Horse Bidder**” or “**CMG**”) executed an Asset Purchase Agreement with the Debtors (the “**Stalking Horse Agreement**”) providing for the sale of substantially all of the Debtors' assets to CMG through these Chapter 11 Cases.

10. On the Petition Date, the Debtors filed *Debtors Motion for (I) an Order (A) Establishing Bidding Procedures for the Sale of All, or Substantially All, of the Debtors' Assets' (B) Approving Bid Protections; (C) Establishing Procedures Relating to the Assumption and Assignment of Executory Contracts and Unexpired Leases; (D) Approving Form and Manner of the Sale, Cure and Other Notices; and (E) Scheduling an Auction and a Hearing to Consider the Approval of the Sale; (II) an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of Claims, Liens and Encumbrances; and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Certain Related Relief* (Docket No. 15) (the “**Sale Motion**”) seeking entry of two orders related to the Sale.

11. The first, the bidding procedures order, sought approval of bidding procedures relating to the Sale including, among other things, designating CMG as the stalking horse purchaser, approval of the bid protections, approval of auction procedures, and scheduling the hearing to approve the Sale (the “**Sale Hearing**”). The second, the Sale Order, sought approval of the Sale to CMG or the highest or otherwise best bidder (as determined at an Auction, if applicable).

12. On September 18, 2019, the Court entered the *Order (A) Establishing Bidding Procedures for the Sale of All, or Substantially All, of the Debtors' Assets; (B) Approving Bid Protections; (C) Establishing Procedures Relating to the Assumption and Assignment of Executory Contracts and Unexpired Leases; (D) Approving Form and Manner of the Sale, Cure and Other Notices; and (E) Scheduling an Auction and a Hearing to Consider the Approval of the Sale* (Docket No. 66) (the “**Bidding Procedures Order**”).

13. In accordance with the Bidding Procedures Order, an auction (the “**Auction**”) was scheduled for September 30, 2019. Despite prepetition and postpetition marketing efforts, no additional qualifying bids were received, and on September 27, 2019, the Debtors filed a *Notice of Cancellation of Auction* [Docket No. 114] and a *Notice of Successful Bidder* [Docket No. 115] designating CMG as the successful bidder.

14. On October 2, 2019, the Court held the Sale Hearing to consider approval of the Sale. At the conclusion of the Sale Hearing, the Court approved the Sale and on October 2, 2019, the Court entered the *Order (I) Authorizing and Approving (A) the Sale of Substantially All of The News-Gazette, Inc. and D.W.S., Inc. to Champaign Multimedia Group, LLC Free and Clear of All Liens, Claims, Encumbrances, and Interests; and (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) Granting Related Relief* [Docket No. 129] (the “**Sale Order**”). The Sale to CMG closed on November 10, 2019 (the “**Sale Closing Date**”) and the Debtors filed the *Debtors' Report of Sale Pursuant to Federal Rule of Bankruptcy Procedure 6004(f)(1)* on November 14, 2015 [Docket No. 188].

15. Although the Debtors have closed on the sale of substantially all of their assets, the Debtors still have not secured agreements for the sale of all estate property. The estate still owns

certain miscellaneous assets (collectively, the “**Miscellaneous Assets**”) that have relatively little or no value to the estate after taking into account the costs of liquidation.²

RELIEF REQUESTED

16. By this Motion, the Debtors respectfully request the entry of the Proposed Order authorizing and establishing procedures for the sale or abandonment of the Miscellaneous Assets and granting certain related relief.

MISCELLANEOUS SALE AND ABANDONMENT PROCEDURES

17. As described, the Debtors are in the process of winding down their estates and already have sold a substantial portion of their assets. The remaining Miscellaneous Assets are unnecessary for any continued operations or for the administration of the Debtors’ estates.

18. Given the Miscellaneous Assets’ relatively limited value, the Debtors submit that selling the Miscellaneous Assets through efficient procedures will reduce costs and other administrative expenses that otherwise would be incurred seeking authority to sell such assets through separate motions. Therefore, the Debtors propose the procedures set forth below to streamline the sale, transfer and disposition process and ensure that parties in interest receive adequate notice of such sales. The proposed procedures described herein will allow the Debtors to sell or dispose of the Miscellaneous Assets in an efficient and cost-effective manner and are consistent with the customary procedures approved by this and other courts.

19. The Debtors propose that each Miscellaneous Asset sale be for the highest and best offer received, taking into consideration the exigencies and circumstances in each such sale, under the following procedures (the “**Miscellaneous Asset Sale Procedures**”):

² The Miscellaneous Assets include, among other things, racking, equipment, furniture, and other property that has not yet been sold through the sale efforts described herein.

- a. For any asset sale(s) to a single buyer or group of related buyers with an aggregate selling price less than \$1,000, the Debtors are authorized to sell the Miscellaneous Assets without notice or further court order.
- b. For any asset sale with a purchase price greater than \$1,000 but less than \$100,000:
 - i. The Debtors shall file on the docket in these Cases a notice (a “**Miscellaneous Sale Notice**”) which will be served on (i) any known affected creditor asserting a Lien on any assets subject to such sale; (ii) the U.S. Trustee; and (iii) the general service list established in these Cases pursuant to Bankruptcy Rule 2002 (the “**Notice Parties**”). Such notice shall contain: (i) a general description of the Miscellaneous Assets subject to the sale; (ii) the proposed purchaser of the Miscellaneous Assets; (iii) any commissions to be paid to third parties used to sell or auction the Miscellaneous Assets; (iv) a summary of the material terms of the sale; and (v) instructions consistent with the terms described herein regarding the procedures to assert objections to the proposed sale.
 - ii. If none of the Notice Parties file or serve upon counsel to the Debtors a written objection (including by email) within five (5) days of receipt of such Miscellaneous Sale Notice, then the Debtors may immediately consummate the transaction, including making any disclosed payments to third-party brokers or auctioneers. If an objection is filed or served within such period that cannot be resolved, such assets shall not be sold except upon further order of this Court after notice and a hearing.
- c. For any asset sale(s) to a single buyer or group of related buyers with an aggregate selling price greater than \$100,000, the Debtors shall file a separate motion seeking approval from the Court with respect to such sale(s).
- d. Nothing in the foregoing procedures will prevent the Debtors, in their sole discretion, from seeking this Court’s approval at any time of any proposed transaction (regardless of value) upon notice and a hearing.

20. To the extent any Miscellaneous Assets cannot be sold at a price greater than the cost of liquidating such assets, the Debtors seek authority to abandon such Miscellaneous Assets in accordance with the following procedures (the “**Miscellaneous Asset Abandonment Procedures**” and, together with the Miscellaneous Asset Sale Procedures, the “**Miscellaneous Asset Procedures**”):

- a. For any Miscellaneous Assets, regardless of value, that the Debtors seek to abandon pursuant to these procedures:
 - i. The Debtors shall file on the docket in these Cases a notice (an “**Abandonment Notice**”) which shall be served on the Notice Parties. Such Abandonment Notice shall contain (i) a general description of the Miscellaneous Assets to be abandoned and (ii) a summary of the Debtors’ reasons for such abandonment.
 - ii. If none of the Notice Parties file or serve upon counsel to the Debtors a written objection (including by email) within five (5) days of receipt of such Abandonment Notice, then the Debtors may immediately abandon the assets. If an objection is filed or served within such period that cannot be resolved, such assets shall not be abandoned except upon further order of this Court after notice and a hearing.

BASIS FOR RELIEF

A. SALE OF MISCELLANEOUS ASSETS

21. The Debtors seek authority to sell the Miscellaneous Assets in accordance with the Miscellaneous Asset Sale Procedures in their sound business judgment pursuant to section 363(b)(1) of the Bankruptcy Code, in an expeditious manner to minimize depreciation of these assets. If the relief requested herein is granted, the Debtors will be able to avoid many of the unnecessary costs associated with maintaining, retaining, storing and liquidating Miscellaneous Assets that have relatively little value to the Debtors or their estates.

22. Moreover, the Miscellaneous Asset Sale Procedures will also reduce the burden on the Court’s docket while protecting the interests of all creditors with an interest in the assets through the opportunity to object and obtain a hearing if necessary. Obtaining approval from the Court for each sale transaction would result in unnecessary administrative costs attendant to drafting, serving and filing pleadings, as well as time incurred by attorneys for appearing at Court hearings, which could significantly reduce the ultimate net value of these assets.

23. The Debtors and their advisors have significant experience with sales such as these and are very well versed in obtaining the best sale price possible. The Miscellaneous Asset Sale Procedures set forth herein will permit the Debtors to be responsive to the needs of interested purchasers, thereby guarding against lost sales due to delay, while still providing for a review of the proposed transaction by all parties receiving notice.

24. In order to facilitate the proposed sale transaction, the Debtors request that the Court authorize the sales of Miscellaneous Assets pursuant to this Motion be made free and clear of any and all Liens, with any such Liens to be transferred and attached to the net sale proceeds. The Debtors believe that the Miscellaneous Asset Sale Procedures satisfy the requirements of Section 363(f). If a holder of Liens does not object within the prescribed time period, such holder will be deemed to have consented to the proposed sale and the Miscellaneous Assets may then be sold free and clear of such holder's Liens.

25. In approving the sales free and clear of Liens, the Debtors request that the Court find and hold that all purchasers of Miscellaneous Assets, in accordance with the procedures set forth herein, are entitled to the protections afforded by section 363(m) of the Bankruptcy Code. Such relief is appropriate in light of the opportunity for review and objection by the Notice Parties. The Debtors submit that any agreement reached as a result of a sale of the Miscellaneous Assets will be an arm's length transaction entitled to the protections of section 363(m).

B. ABANDONMENT OF MISCELLANEOUS ASSETS

26. Section 554(a) of the Bankruptcy Code provides that “[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate.” 11 U.S.C. § 554(a). Courts generally give a debtor in possession great deference to its decision to abandon property. *See, e.g., In re Vel Rey*

Props., Inc., 174 B.R. 859, 867 (Bankr. D.D.C. 1994) (“Clearly, the court should give deference to the trustee’s judgment in such matters.”). Unless certain property is harmful to the public, once a debtor has shown that it is burdensome or of inconsequential value to the estate, a court should approve the abandonment. *Id.*

27. The Debtors expect to take all reasonable steps to sell Miscellaneous Assets not needed in its operations. The costs associated with sales of certain Miscellaneous Assets, however, may exceed any possible proceeds thereof. The inability to consummate a commercially reasonable sale of Miscellaneous Assets would indicate that these Miscellaneous Assets have no meaningful monetary value to the Debtors’ estates. Accordingly, the Debtors contend that, in such circumstances, the abandonment of Miscellaneous Assets pursuant to the Miscellaneous Asset Abandonment Procedures is in the best interests of the Debtors’ estates.

28. In light of the demonstrable benefits of streamlined procedures to sell, transfer or abandon Miscellaneous Assets, courts in this district have approved similar procedures in other chapter 11 cases. *See, e.g., In re Hobbico, Inc.*, Case No. 18-10055 (KG) (Bankr. D. Del. May 16, 2018) (approving miscellaneous asset sale procedures for sale of assets up to \$200,000 and establishing abandonment procedures); *In re General Wireless Operations Inc. d/b/a Radioshack*, Case No. 17-10506 (BLS) (Bankr. D. Del. May 25, 2017) (approving miscellaneous asset sale procedures for sale of assets up to \$250,000 and establishing abandonment procedures); *In re Malibu Lighting Corporation*, Case No. 15-12080 (KG) (Bankr. D. Del. Apr. 4, 2016 (approving miscellaneous asset sale procedures for sale of assets up to \$250,000 and establishing abandonment procedures); *In re TPOP, LLC*, Case No. 13-11831 (BLS) (Bankr. D. Del. Dec. 9, 2013) (approving miscellaneous sale procedures for sale of assets up to \$250,000 and establishing abandonment procedures); *In re Overseas Shipholding Group, Inc.*, Case No. 12-20000 (PJW)

(Bankr. D. Del. Aug. 26, 2013) (approving miscellaneous sale procedures for sale of assets up to \$1,000,000 and establishing abandonment procedures).

RESERVATION OF RIGHTS

29. Except to the extent provided otherwise, nothing in this Motion: (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates; (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates; or (c) shall be construed as a promise to pay a claim.

NOTICE

30. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) the Internal Revenue Service; (c) the Securities and Exchange Commission; (d) the U.S. Attorney for the District of Delaware; (e) the Federal Communications Commission; (f) counsel to Champaign Multimedia Group, LLC; and (g) all persons and entities that have filed a request for service of filings in these Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested in this Motion, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE the Debtors respectfully request entry of the proposed order granting the relief requested herein and such other relief as is just and proper.

Dated: November 21, 2019
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
Email: chipman@chipmanbrown.com
olivere@chipmanbrown.com

—and—

NEAL, GERBER & EISENBERG LLP
Nicholas M. Miller (Admitted *Pro Hac Vice*)
Thomas C. Wolford (Admitted *Pro Hac Vice*)
Two North LaSalle Street, Suite 1700
Chicago, Illinois 60602
Telephone: (312) 269-8000
Facsimile: (312) 269-1747
Email: nmiller@nge.com
twolford@nge.com

Counsel for the Debtors and Debtors-in-Possession

EXHIBIT A

**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. 19-11901 (KBO)

(Jointly Administered)

Related Docket No. _____

**ORDER APPROVING PROCEDURES FOR THE SALE OR ABANDONMENT
OF MISCELLANEOUS ASSETS AND GRANTING RELATED RELIEF**

Upon the *Debtors' Motion for Entry of an Order Approving Procedures for the Sale or Abandonment of Miscellaneous Asset, and Granting Related Relief* (the "**Motion**")² of the above-captioned debtors and debtors in possession (collectively, the "**Debtors**"), for entry of an order (this "**Order**"), pursuant to sections 105(a), 363, and 554 of the Bankruptcy Code, Bankruptcy Rules 2002 and 6004, and Local Rules 2002-1 and 6004-1 approving procedures for the sale or abandonment of Miscellaneous Assets and granting related relief; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 February 29, 2012; it being a core proceeding in accordance with 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and upon consideration of the record of all

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.

² Undefined terms used herein shall have the meanings ascribed to them in the Motion.

proceedings held before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:³

The Motion is granted to the extent provided herein.

A. MISCELLANEOUS ASSET SALE AND ABANDONMENT PROCEDURES

1. The Debtors are authorized, but not required, pursuant to section 363(b) of the Bankruptcy Code to sell Miscellaneous Assets in accordance with the following procedures:

- a. For any asset sale(s) to a single buyer or group of related buyers with an aggregate selling price less than \$1,000, the Debtors are authorized to sell the Miscellaneous Assets without notice or further court order.
- b. For any asset sale with a purchase price greater than \$1,000 but less than \$100,000:
 - i. The Debtors shall file on the docket in these Cases a notice (a "**Miscellaneous Sale Notice**") which will be served on (i) any known affected creditor asserting a Lien on any assets subject to such sale; (ii) the U.S. Trustee; and (iii) the general service list established in these Cases pursuant to Bankruptcy Rule 2002 (the "**Notice Parties**"). Such notice shall contain: (i) a general description of the Miscellaneous Assets subject to the sale; (ii) the proposed purchaser of the Miscellaneous Assets; (iii) any commissions to be paid to third parties used to sell or auction the Miscellaneous Assets; (iv) a summary of the material terms of the sale; and (v) instructions consistent with the terms described herein regarding the procedures to assert objections to the proposed sale.
 - ii. If none of the Notice Parties file or serve upon counsel to the Debtors a written objection (including by email) within five (5) days of receipt of such Miscellaneous Sale Notice, then the Debtors may immediately consummate the transaction, including making any

³ To the extent any conclusions of law shall be construed as findings of fact, they are adopted as such. *See* Fed. R. Bankr. P. 7052.

disclosed payments to third-party brokers or auctioneers. If an objection is filed or served within such period that cannot be resolved, such assets shall not be sold except upon further order of this Court after notice and a hearing.

- c. For any asset sale(s) to a single buyer or group of related buyers with an aggregate selling price greater than \$100,000, the Debtors shall file a separate motion seeking approval from the Court with respect to such sale(s).
- d. Nothing in the foregoing procedures will prevent the Debtors, in their sole discretion, from seeking this Court's approval at any time of any proposed transaction (regardless of value) upon notice and a hearing.

2. Notwithstanding the notice requirements of Bankruptcy Rule 6007(a), the Debtors are authorized, but not required, pursuant to Section 554(a) of the Bankruptcy Code, to abandon Miscellaneous Assets in accordance with the following procedures:

- a. For any Miscellaneous Assets, regardless of value, that the Debtors seek to abandon pursuant to these procedures:
 - i. The Debtors shall file on the docket in these Cases a notice (an "**Abandonment Notice**") which shall be served on the Notice Parties. Such Abandonment Notice shall contain (i) a general description of the Miscellaneous Assets to be abandoned and (ii) a summary of the Debtors' reasons for such abandonment.
 - ii. If none of the Notice Parties file or serve upon counsel to the Debtors a written objection (including by email) within five (5) days of receipt of such Abandonment Notice, then the Debtors may immediately abandon the assets. If an objection is filed or served within such period that cannot be resolved, such assets shall not be abandoned except upon further order of this Court after notice and a hearing.

3. Nothing herein authorizes the Debtors to sell (i) personally identifiable information and/or assets containing personally identifiable information except as authorized under section 363(b)(1) of the Bankruptcy Code; (ii) property which the Debtors do not own and/or property which the Debtors have leased from third parties; or (iii) any property a Debtor owns and has leased to third parties.

4. The Debtors are not permitted to sell Miscellaneous Assets to any director, officer or affiliate of the Debtors except pursuant to a separate motion under section 363 of the Bankruptcy Code.

5. Pursuant to section 363(f) of the Bankruptcy Code, all sales of Miscellaneous Assets pursuant to this Order shall be free and clear of all liens, claims, liabilities, encumbrances and interests of any kind or nature whatsoever in the Miscellaneous Assets, with any such liens, claims, liabilities, encumbrances and interests to attach to the proceeds of the sale, in the same order of priority, and with the same validity, force, effect, and priority as such liens, claims, liabilities, encumbrances and interests have on such Miscellaneous Assets immediately prior to the consummation of any such sale, as appropriate.

6. Purchasers of Miscellaneous Assets sold by the Debtors pursuant to this Order shall be entitled to the protections afforded by section 363(m) of the Bankruptcy Code in the event of a reversal or modification on appeal of this Order.

7. Nothing in this Order shall be construed to prevent the Debtors, in their sole discretion, from seeking Court approval at any time of any proposed Miscellaneous Asset sale transaction on such terms and conditions as they may request be approved.

8. The consummation of any sale, abandonment, or any other disposition of any Miscellaneous Assets will not, and will not be deemed to, release, waive, compromise, modify, or otherwise affect in any manner whatsoever any Interests or Claims of any Person in, under, to, or against any other assets or properties of the Debtors or any other Person.

B. MISCELLANEOUS PROVISIONS

9. The sale transactions consummated pursuant to this Order shall be binding upon and shall govern the acts of all entities including, without limitation, all filing agents, filing

officers, title agents, title companies, recorders of mortgages, recorders of deeds, administrative agencies, governmental departments, secretaries of state, federal, state and local officials and all other persons and entities who may be required by operation of law, the duties of their office, or contract, to accept, file, register, or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in or to any of the property sold pursuant to this Order; and each and every federal, state, and local governmental agency or department is directed to accept this Order as sole and sufficient evidence of the transfer of title to any particular purchaser, and such agency or department shall rely upon this Order in consummating the transactions contemplated hereby.

10. The Debtors are authorized to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate to implement and effectuate the transactions contemplated by this Order.

11. Nothing in this Order releases, nullifies, precludes, or enjoins the enforcement of any environmental liability to a governmental unit that any entity would be subject to as the owner or operator of property after the date of entry of this Order. Nothing in this Order authorizes the transfer or assignment of any governmental (a) license, (b) permit, (c) registration, (d) authorization or (e) approval, or the discontinuation of any obligation thereunder, without compliance with all applicable legal requirements and approvals under police or regulatory law.

12. The requirements set forth in Bankruptcy Rules 6004(a) and 6004(h) are satisfied by the contents of the Motion or otherwise deemed waived.

13. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

**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. 19-11901 (KBO)

(Jointly Administered)

Hearing Date: December 10, 2019 at 1:30 p.m. (*prevailing Eastern Time*)

Objection Deadline: December 3, 2019 at 4:00 p.m. (*prevailing Eastern Time*)

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER
APPROVING PROCEDURES FOR THE SALE OR ABANDONMENT
OF MISCELLANEOUS ASSETS AND GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on November 21, 2019, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed *Debtors’ Motion for Entry of an Order Approving Procedures for the Sale or Abandonment of Miscellaneous Assets and Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that, responses, if any, to the Motion, must be filed on or before **December 3, 2019 at 4:00 p.m. (*prevailing Eastern Time*)** (the “Objection Deadline”) with the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that at the same time, you must serve a copy of the response on the following parties so as to be received on or before the Objection Deadline: (a) **DEBTORS**, *The News-Gazette, Inc.*, 15 East Main Street, Champaign, Illinois 61820 (*Attn*: John L. Reed, Chief Executive Officer) (*Email*: jreed@newsgazetteinc.com); (b) **COUNSEL FOR THE DEBTORS**, (i) *Neal, Gerber & Eisenberg LLP*, Two North LaSalle Street, Suite 1700, Chicago, Illinois 60602 (*Attn*: Nicholas M. Miller, Esquire and Thomas C. Wolford, Esquire); and (ii) *Chipman Brown Cicero & Cole, LLP*, Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801 (*Attn*: William E. Chipman, Jr., Esquire and Mark D. Olivere, Esquire) (*Email*: chipman@chipmanbrown.com and olivere@chipmanbrown.com); (c) *Office of the United States Trustee*, J. Caleb Boggs Federal Building, 844 King Street, Lockbox 35, Wilmington, Delaware 19801 (*Attn*: Linda Richenderfer, Esquire) (*Email*: linda.richenderfer@usdoj.gov); and (d) counsel to any official committee of unsecured creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON **DECEMBER 10, 2019 AT 1:30 P.M. (*PREVAILING EASTERN TIME*)** BEFORE THE HONORABLE KAREN B. OWENS, IN THE UNITED STATES

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.

BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6th Floor, COURTROOM 1, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 21, 2019
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
Email: chipman@chipmanbrown.com
olivere@chipmanbrown.com

—and—

NEAL, GERBER & EISENBERG LLP
Nicholas M. Miller (Admitted *Pro Hac Vice*)
Thomas C. Wolford (Admitted *Pro Hac Vice*)
Two North LaSalle Street, Suite 1700
Chicago, Illinois 60602
Telephone: (312) 269-8000
Facsimile: (312) 269-1747
Email: nmiller@nge.com
twolford@nge.com

Counsel for the Debtors and Debtors-in-Possession