

**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. 198

**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. For the avoidance of doubt, "Miscellaneous Assets" shall not include any real property, the sale of which must be approved by separate order of this Court.

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the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,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) business days of receipt of such Miscellaneous Sale Notice, then the Debtors may immediately consummate the transaction, including making

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.

any disclosed payments to third-party brokers or auctioneers.⁴ 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 (A) the Notice Parties and (B) the party owning or operating the location where the property is to be abandoned. Such Abandonment Notice shall contain (i) a general description of the Miscellaneous Assets to be abandoned; (ii) a summary of the Debtors' reasons for such abandonment; and (iii) the book value of the property to be abandoned.
 - ii. If none of the Notice Parties file or serve upon counsel to the Debtors a written objection (including by email) within five (5) business 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

⁴ For the avoidance of doubt, the Debtors shall not employ an auctioneer to sell Miscellaneous Assets pursuant to this Order unless such auctioneer's retention has been separately approved by this Court pursuant to section 327(a) of the Bankruptcy Code.

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 insider, including, but not limited 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 may accept this Order as sole and sufficient evidence of the transfer of title to any particular purchaser, and such agency or department may rely upon this Order in consummating the transactions contemplated hereby.

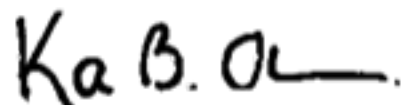
10. The Debtors are authorized to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate to implement and effectuate the transactions contemplated by this Order.

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.

Dated: December 9th, 2019
Wilmington, Delaware

Handwritten signature of Karen B. Owens in black ink.

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE