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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re

Case No. 8:15-bk-15311-MW

FREEDOM COMMUNICATIONS, INC., *et al.*,

Chapter 11

Debtors and
Debtors-in-Possession.

Affects:

(Jointly Administered with Case Nos.
8:15-bk-15312-MW; 8:15-bk-15313-MW;
8:15-bk-15315-MW; 8:15-bk-15316-MW;
8:15-bk-15317-MW; 8:15-bk-15318-MW;
8:15-bk-15319-MW; 8:15-bk-15320-MW;
8:15-bk-15321-MW; 8:15-bk-15322-MW;
8:15-bk-15323-MW; 8:15-bk-15324-MW;
8:15-bk-15325-MW; 8:15-bk-15326-MW;
8:15-bk-15327-MW; 8:15-bk-15328-MW;
8:15-bk-15329-MW; 8:15-bk-15330-MW;
8:15-bk-15332-MW; 8:15-bk-15337-MW;
8:15-bk-15339-MW; 8:15-bk-15340-MW;
8:15-bk-15342-MW; 8:15-bk-15343-MW)

☒ All Debtors

☐ Freedom Communications, Inc., a
Delaware corporation, ONLY

☐ Freedom Communications Holdings,
Inc., a Delaware corporation, ONLY

☐ Freedom Services, Inc., a Delaware
corporation, ONLY

☐ 2100 Freedom, Inc., a Delaware
corporation, ONLY

☐ OCR Community Publications, Inc., a
California corporation, ONLY

☐ Daily Press, LLC, a California limited
liability company, ONLY

☐ Freedom California Mary Publishing,
Inc., a California corporation, ONLY

☐ Freedom California Ville Publishing
Company LP, a California limited
partnership, ONLY

**NOTICE OF SALE PROCEDURES,
AUCTION DATE AND SALE HEARING**

- 1 ☐ Freedom Colorado Information, Inc., a
Delaware corporation, ONLY
- 2 ☐ Freedom Interactive Newspapers, Inc.,
3 a California corporation, ONLY
- 4 ☐ Freedom Interactive Newspapers of
Texas, Inc., a Delaware corporation, ONLY
- 5 ☐ Freedom Newspaper Acquisitions, Inc.,
6 a Delaware corporation, ONLY
- 7 ☐ Freedom Newspapers, a Texas general
partnership, ONLY
- 8 ☐ Freedom Newspapers, Inc., a Delaware
9 corporation, ONLY
- 10 ☐ Freedom Newspapers of Southwestern
11 Arizona, Inc., a California corporation,
ONLY
- 12 ☐ OCR Information Marketing, Inc., a
California corporation, ONLY
- 13 ☐ Odessa American, a Texas general
14 partnership, ONLY
- 15 ☐ Orange County Register
Communications, Inc., a California
16 corporation, ONLY
- 17 ☐ Victor Valley Publishing Company, a
California corporation, ONLY
- 18 ☐ Victorville Publishing Company, a
19 California limited partnership, ONLY
- 20 ☐ Freedom SPV II, LLC, a Delaware
limited liability company, ONLY
- 21 ☐ Freedom SPV VI, LLC, a Delaware
22 limited liability company, ONLY
- 23 ☐ Freedom SPV I, LLC, a Delaware
limited liability company, ONLY
- 24 ☐ Freedom SPV IV, LLC, a Delaware
25 limited liability company, ONLY
- 26 ☐ Freedom SPV V, LLC, a Delaware
limited liability company, ONLY
- 27
- 28

PLEASE TAKE NOTICE that, on January 13, 2016, Freedom Communications, Inc. and its related debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "Debtors") filed the Debtors' Motion For Entry Of Orders: (I)(A) Approving Procedures In Connection With Sale Of Substantially All Of Debtors' Assets, (B) Authorizing, But Not Requiring, The Granting Of Stalking Horse Protections To Potential Stalking Horse Bidder(s), (C) Scheduling Related Auction And Hearing To Consider Approval Of Sale, (D) Approving Procedures Related To Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (E) Approving Form And Manner Of Notice Thereof, And (II)(A) Authorizing Sale Of Substantially All Of Debtors' Assets Pursuant To Successful Bidder(s)' Asset Purchase Agreement, Free And Clear Of Liens, Claims, Encumbrances, And Other Interests, And (B) Approving Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Related Thereto (the "Motion").¹ Pursuant to the Motion, the Debtors seek, among other things, to sell, in one or more lots, substantially all of their assets (the "Assets") to the successful bidder(s) (the "Successful Bidder(s)") through a competitive bidding process, free and clear of all liens, claims, encumbrances and other interests pursuant to sections 105(a), 363 and 365 of the Bankruptcy Code (the "Sale").

PLEASE TAKE FURTHER NOTICE that, on February 5, 2016, the Bankruptcy Court entered an order (the "Bidding Procedures Order") approving the Motion and the bidding procedures (the "Bidding Procedures"), which set forth the key dates, deadlines and procedures related to the Sale of the Assets. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures. To the extent that there are any inconsistencies between the Bidding Procedures Order (including the Bidding Procedures) and the summary description of its terms and conditions contained in this Notice, the terms of the Bidding Procedures Order shall control.

PLEASE TAKE FURTHER NOTICE that the Debtors, with the consent of the Committee and in consultation with the DIP Agent, are authorized to enter into an asset purchase agreement with a Stalking Horse Bidder with respect to all or a portion of the Assets (a "Stalking Horse APA") not later than February 12, 2016. In the event that the Debtors enter into one or more Stalking Horse APAs, the Debtors will file with the Court and serve on the following parties: (i) Debtors' Independent Sales Representative, Robert P. Mosier, email: rmosier@mosierco.com; (ii) counsel to the Debtors: Lobel Weiland Golden Friedman LLP (Attn: William N. Lobel, Esq., facsimile: (714) 966-1002, email: wlobel@lwgfllp.com and Alan J. Friedman, Esq., facsimile: (714) 966-1002, email: afriedman@lwgfllp.com), (iii) investment banker for the Debtors, FTI Capital Advisors, LLC (Attn: Christopher Nicholls; facsimile: (212) 499-3636, email: chris.nicholls@fticonsulting.com and Michael VanderLey; facsimile: (415) 283-4277, email: mike.vanderley@fticonsulting.com), (iv) counsel to the Committee: Pachulski Stang Ziehl & Jones LLP (Attn: Robert J. Feinstein, Esq., facsimile: (212) 561-7777, email: rfeinstein@pszjlaw.com and Jeffrey W. Dulberg, Esq., facsimile: (310) 201-0760,

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or the Bidding Procedures, as applicable.

email: jdulberg@pszjlaw.com), (v) financial advisor to the Committee: Alvarez & Marsal (Attn: Brian Whittman, email BWhittman@alvarezandmarsal.com), and (vi) counsel to the DIP Agent: Munger, Tolles & Olson LLP (Attn: Seth Goldman, Esq., facsimile: (213) 687-3702, email: seth.goldman@mto.com) (such parties collectively defined as the "Notice Parties"), and (vii) the Office of the United States Trustee, (Attn.: Frank Cadigan, Esq., facsimile: (714) 338-3421, email: frank.cadigan@usdoj.gov; and Michael Hauser, Esq., facsimile: (714) 338-3421, email: michael.hauser@usdoj.gov), a notice that includes the following: (a) the identification of the Stalking Horse Bidder(s); (b) a copy of the Stalking Horse APA(s); (c) the purchase price provided for in the applicable Stalking Horse APA (the "Stalking Horse Purchase Price"); (d) the deposit paid by the applicable Stalking Horse Bidder; and (e) the amount of any Break-Up Fee and/or any Expense Reimbursement (as such terms are defined in the Bidding Procedures Order) being provided to the Stalking Horse Bidder in connection with the Stalking Horse APA. Any Stalking Horse APA entered into by the Debtors shall be subject to higher or otherwise better offers or combinations of offers, as provided herein. For the avoidance of doubt, the Debtors reserve the right to enter into multiple and/or separate Stalking Horse APAs, e.g., a Stalking Horse APA for their newspaper assets and a Stalking Horse APA for the Santa Ana real property.

PLEASE TAKE FURTHER NOTICE that the Court has set March 11, 2016, at 5:00 p.m. (prevailing Pacific Time) as the Bid Deadline by which any Potential Bidder that desires to make an Initial Overbid must deliver written copies of its Qualified Bid to the Notice Parties. The Debtors may, exercising their business judgment after consultation with the Consultation Parties, extend the Bid Deadline.

PLEASE TAKE FURTHER NOTICE that, if a Stalking Horse Bidder is selected for all of the Debtors' assets and if no timely, conforming Initial Overbid or other bid in accordance with the Bidding Procedures is received, the Debtors shall not conduct an Auction, and following the Bid Deadline, the Stalking Horse Bidder will be named the Successful Bidder and, upon the Debtors' request, the Court will consider the approval of the Debtors' entry into the Stalking Horse APA at the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that, If (i) a Stalking Horse Bidder is selected and one or more timely conforming Initial Overbids is received, (ii) no Stalking Horse Bidder is selected but two or more timely conforming Initial Overbids are received, or (iii) as otherwise provided by the Bid Procedures, the Debtors will conduct the Auction.

PLEASE TAKE FURTHER NOTICE that the Auction, if necessary, shall be held on March 16, 2016, at 10:00 a.m. (prevailing Pacific Time) at the offices of Lobel Weiland Golden Friedman LLP, 650 Town Center Drive, Suite 950, Costa Mesa, California 92626, or at such other location as shall be identified in a notice filed with the Bankruptcy Court at least 24 hours before the Auction.

PLEASE TAKE FURTHER NOTICE that a hearing will be held to approve the sale of the Assets to the Successful Bidder(s) (the "Sale Hearing") on March 21, 2016, at 9:00 a.m. (prevailing Pacific Time), before the United States Bankruptcy Court for the Central District of California, Santa Ana Division, Ronald Reagan Federal Building and U.S.

Courthouse, 411 West Fourth Street, Santa Ana, CA 92701. Any objections to the Sale shall be filed and served so as to be received no later than 9:00 a.m. (prevailing Pacific Time) on the date of the Sale Hearing by (a) the Notice Parties, and (b) the Office of the United States Trustee. Any replies to objections to the Sale shall be heard the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that, with the consent of the Consultation Parties, the Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing, and the Debtors shall have the right, in the exercise of their business judgment, after consultation with the Consultation Parties, to terminate the Sale at any time.

PLEASE TAKE FURTHER NOTICE that this Notice of the Auction and Sale Hearing is subject to the full terms and conditions of the Motion, Bidding Procedures Order, and Bidding Procedures, which shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. A copy of the Motion, Bidding Procedures, and/or Bidding Procedures Order may be obtained from the Debtors' claims and noticing agent, Donlin Recano & Company, Inc., (i) at their website (www.donlinrecano.com/freedom) (ii) by phone at (212) 771-1128, (iii) by email to claims@donlinrecano.com, or (iv) by written request to Donlin, Recano & Company, Inc., Re: Freedom Communications, Inc., et al., 6201 15th Avenue, Brooklyn, NY 11219.

PLEASE TAKE FURTHER NOTICE that, if you are a counterparty to an executory contract or unexpired lease with the Debtors, you may receive a separate Notice of Potential Assumption and Assignment advising you of certain dates, deadlines and procedures in connection with any proposed assumption and assignment of such contract or lease in connection with the Sale.

Dated: February 8, 2016

LOBEL WEILAND GOLDEN FRIEDMAN LLP

By /s/ Beth E. Gaschen

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