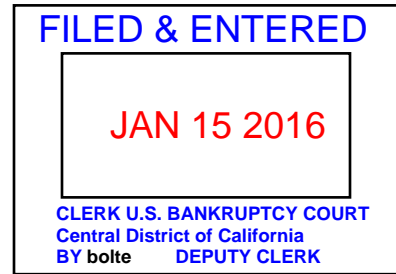


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CHANGES MADE BY COURT

8 Attorneys for Debtors and Debtors-in-Possession

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

12 In re
13 **FREEDOM COMMUNICATIONS, INC., et**
14 **al.,¹**
15 Debtors and
Debtors-in-Possession.

16 Affects:

17 ☒ All Debtors

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

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

Case No. 8:15-bk-15311-MW
Chapter 11

(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)

21
22 ¹ The last four digits of the Debtors' federal tax identification numbers are as follows: Freedom
23 Communications, Inc. (0750); Freedom Communications Holdings, Inc. (2814); Freedom Services, Inc.
24 (3125); 2100 Freedom, Inc. (7300); OCR Community Publications, Inc. (9752); Daily Press, LLC (3610);
25 Freedom California Mary Publishing, Inc. (4121); Freedom California Ville Publishing Company LP (7735);
26 Freedom Colorado Information, Inc. (7806); Freedom Interactive Newspapers, Inc. (9343); Freedom
27 Interactive Newspapers of Texas, Inc. (8187); Freedom Newspaper Acquisitions, Inc. (4322); Freedom
28 Newspapers (7766); Freedom Newspapers, Inc. (3240); Freedom Newspapers of Southwestern Arizona,
Inc. (5797); OCR Information Marketing, Inc. (7983); Odessa American (7714); Orange County Register
Communications, Inc. (7980); Victor Valley Publishing Company (6082); Victorville Publishing Company
(7617); Freedom SPV II, LLC (8253); Freedom SPV VI, LLC (8434); Freedom SPV I, LLC (3293); Freedom
SPV IV, LLC (8500); and Freedom SPV V, LLC (9036). The Debtors' mailing address is 625 N. Grand
Avenue, Santa Ana, California 92701.

- 1 ☐ Freedom Services, Inc., a Delaware
2 corporation, ONLY
- 3 ☐ 2100 Freedom, Inc., a Delaware
4 corporation, ONLY
- 5 ☐ OCR Community Publications, Inc., a
6 California corporation, ONLY
- 7 ☐ Daily Press, LLC, a California limited
8 liability company, ONLY
- 9 ☐ Freedom California Mary Publishing,
10 Inc., a California corporation, ONLY
- 11 ☐ Freedom California Ville Publishing
12 Company LP, a California limited
13 partnership, ONLY
- 14 ☐ Freedom Colorado Information, Inc., a
15 Delaware corporation, ONLY
- 16 ☐ Freedom Interactive Newspapers, Inc.,
17 a California corporation, ONLY
- 18 ☐ Freedom Interactive Newspapers of
19 Texas, Inc., a Delaware corporation, ONLY
- 20 ☐ Freedom Newspaper Acquisitions, Inc.,
21 a Delaware corporation, ONLY
- 22 ☐ Freedom Newspapers, a Texas general
23 partnership, ONLY
- 24 ☐ Freedom Newspapers, Inc., a Delaware
25 corporation, ONLY
- 26 ☐ Freedom Newspapers of Southwestern
27 Arizona, Inc., a California corporation,
28 ONLY
- 29 ☐ OCR Information Marketing, Inc., a
30 California corporation, ONLY
- 31 ☐ Odessa American, a Texas general
32 partnership, ONLY
- 33 ☐ Orange County Register
34 Communications, Inc., a California
35 corporation, ONLY
- 36 ☐ Victor Valley Publishing Company, a
37 California corporation, ONLY

**ORDER EXPEDITING CONSIDERATION OF,
AND SHORTENING THE NOTICE PERIOD
APPLICABLE TO, THE BID PROCEDURES
COMPONENT OF THE 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**

- ☐ Victorville Publishing Company, a California limited partnership, ONLY
- ☐ Freedom SPV II, LLC, a Delaware limited liability company, ONLY
- ☐ Freedom SPV VI, LLC, a Delaware limited liability company, ONLY
- ☐ Freedom SPV I, LLC, a Delaware limited liability company, ONLY
- ☐ Freedom SPV IV, LLC, a Delaware limited liability company, ONLY
- ☐ Freedom SPV V, LLC, a Delaware limited liability company, ONLY

Upon consideration of the application (the "Application")² of Freedom Communications, Inc. and its related debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "Debtors"), seeking entry of an order pursuant to section 105(a) of the Bankruptcy Code, rule 9006 of the Bankruptcy Rules, and rules 6004-1(b) and 9075-1(b) of the Local Rules, expediting consideration of, and shortening the notice period applicable to, the the Bidding Procedures aspects of 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*

² Capitalized terms used but not otherwise defined herein have the meanings set forth in the Application.

1 *Unexpired Leases Related Thereto* (the “Bidding Procedures and Sale Motion”), all as
2 more fully set forth in the Application and the Dahl Declaration filed in support thereof; and
3 this Court possessing jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157
4 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C.
5 § 157(b)(2); and that this Court may enter a final order consistent with Article III of the
6 United States Constitution; and this Court having found that venue of this proceeding and
7 the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this
8 Court having found that the Debtors’ notice of the Application was appropriate under the
9 circumstances and no other notice need be provided; and this Court having reviewed the
10 Application; and this Court having determined that the legal and factual bases set forth in
11 the Application establish just cause for the relief granted herein and that no hearing on the
12 Application is required; and upon all of the proceedings had before this Court; and after
13 due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

14 1. The Application is granted.

15 2. The Bidding Procedures Hearing to consider the proposed Bidding
16 Procedures and related matters requested by the Bidding Procedures and Sale Motion
17 shall be held on February 1, 2016, at 2:00 p.m. (prevailing Pacific Time).

18 3. All objections or other responses to the proposed Bidding Procedures shall
19 be filed with the Court and served so as to be received by no later than January 25, 2016,
20 at 4:00 p.m. (prevailing Pacific Time), by the following parties: (i) Debtors’ Independent
21 Sales Representative, Robert P. Mosier, email: rmosier@mosierco.com; (ii) counsel to the
22 Debtors: Lobel Weiland Golden Friedman LLP (Attn: William N. Lobel, Esq., facsimile:
23 (714) 966-1002, email: wlobel@lwgfllp.com and Alan J. Friedman, Esq., facsimile: (714)
24 966-1002, email: afriedman@lwgfllp.com), (iii) investment banker for the Debtors, FTI
25 Capital Advisors, LLC (Attn: Christopher Nicholls; facsimile: (212) 499-3636, email:
26 chris.nichols@fticonsulting.com and Michael VanderLey; facsimile: (415) 283-4277, email:
27 mike.vanderley@fticonsulting.com), (iv) counsel to the Committee: Pachulski Stang Ziehl
28 & Jones (Attn: Robert J. Feinstein, Esq., facsimile: (212) 561-7777, email:

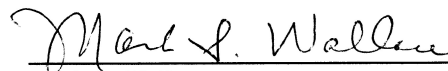
1 rfeinstein@pszjlaw.com and Jeffrey W. Dulberg, Esq., facsimile: (310) 201-0760, email:
2 jdulberg@pszjlaw.com), (v) financial advisor to the Committee: Alvarez and Marsal (Attn:
3 Brian Whittman, email: BWhittman@alvarez andmarsal.com), (vi) counsel to the DIP
4 Agent: Munger, Tolles & Olson LLP (Attn: Seth Goldman, Esq., facsimile: (213) 687-
5 3702, email: seth.goldman@mto.com); and (vii) the Office of the United States Trustee
6 (Attn: Frank Cadigan, Esq., facsimile: (714) 338-3421, email: frank.cadigan@usdoj.gov;
7 and Attn: Michael Hauser, Esq., facsimile: (714) 338-3421, email:
8 michael.hauser@usdoj.gov).

9 4. Any replies to objections to the Bidding Procedures shall be submitted on or
10 before January 28, 2016 at 4:00 p.m.

11 5. This Court shall retain jurisdiction to hear and determine all matters arising
12 from or related to the interpretation, implementation or enforcement of this Order.

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24 Date: January 15, 2016


Mark S. Wallace
United States Bankruptcy Judge