UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

| GateHouse Media, Inc. et al. | Case No. 13-12503 (MFW) |
|------------------------------|-------------------------|
| Debtor | |

INITIAL MONTHLY OPERATING REPORT

File report and attachments with Court and submit copy to United States Trustee within 15 days after order for rel

Certificates of insurance must name United States Trustee as a party to be notified in the event of policy cancellation.

Bank accounts and checks must bear the name of the debtor, the case number, and the designation "Debtor in Possession."

Examples of acceptable evidence of Debtor in Possession Bank accounts include voided checks, copy of bank deposit agreement/certificate of authority, signature card, and/or corporate checking resolution.

| REOUIRED DOCUMENTS | Document Attached | Explanation Attached |
|--|------------------------|-------------------------|
| 12-Month Cash Flow Projection (Form IR-1) | Cash Collateral Bud | dget Attached |
| Certificates of Insurance: | | |
| Workers Compensation | Attached | |
| Property | Attached | |
| General Liability | Attached |] |
| Vehicle | Attached | |
| Other: Storage Tank Liability, Fiduciary, Crime, Directors & Officers, and Errors & Omissions | Attached | |
| Identify areas of self-insurance w/liability caps | | |
| Evidence of Debtor in Possession Bank Accounts | SEAL SEVERAL PROPERTY. | |
| Tax Escrow Account | Cash Management | Order Attached |
| General Operating Account | | |
| Money Market Account pursuant to Local Rule 4001-3. Refer to | | |
| http://www.deb.uscourts.gov/ | | |
| Other: | | |
| Retainers Paid (Form IR-2) | Attached | |
| | | |
| I declare under penalty of perjury (28 U.S.C. Section 1746) that this are true and correct to the best of my knowledge and belief. | report and the docun | nents attached |
| | Date | nents attached |
| are true and correct to the best of my knowledge and belief. | | nents attached |
| are true and correct to the best of my knowledge and belief. Signature of Debtor | Date | nents attached |

^{*}Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

GateHouse Media
Cash Collateral Budget (1)
(\$\\$ in thousands)

| s in thousanus) | Work 1 | C dools | E Jooln | Wook A | Week 5 | Week 6 | Week 7 | Wook 8 | 8-Wppk |
|--|-----------|------------|-----------|----------------------|-----------|----------------------|-----------|-----------|------------|
| | Forecast | Forecast | Forecast | Forecast | Forecast | Forecast | | Forecast | Forecast |
| | 09/27/13 | | ,550 E2 | 10/18/13 | 10/25/13 | 11/01/13 | 11/08/13 | 11/15/13 | Total |
| <u>Cash Sweep</u> | \$9,896 | \$9,073 | \$9,629 | \$7,816 | \$9,891 | \$9,280 | \$7,163 | \$7,939 | \$70,687 |
| Compensation: | | | | | | | | | |
| Payroll | (\$1,467) | (\$5,311) | (\$1,465) | (\$5,312) | (\$1,464) | (\$5,314) | (\$1,461) | (\$5,311) | |
| Medical | (500) | (500) | (500) | (500) | (500) | (500) | (500) | (500) | |
| Total Compensation | (\$1,967) | (\$5,811) | (\$1,965) | (\$5,812) | (\$1,964) | (\$5,814) | (\$1,961) | (\$5,811) | (\$31,104) |
| Operating Disbursements (excl. Compensation): | | | | | | | | | |
| Newsprint and ink | (506) | (506) | (506) | (506) | (508) | (508) | (508) | (508) | |
| Hauling & Delivery | (743) | (743) | (743) | (743) | (745) | (745) | (745) | (745) | |
| Postage | (339) | (339) | (339) | (339) | (361) | (361) | (361) | (361) | |
| Outside Services | (812) | (812) | (812) | (812) | (865) | (865) | (865) | (865) | |
| Utilities | (115) | (115) | (115) | (115) | (115) | (115) | (115) | (115) | |
| Other | (1,743) | (1,743) | (1,743) | (1,743) | (1,267) | (1,267) | (1,267) | (1,267) | |
| Prepaid Insurance | (480) | 9 | | | | (250) | | • | |
| Utility Deposit | Ķ. | ř. | (250) | • | ř | ř | ŝ | * | |
| Cap Ex | (125) | (125) | (125) | (125) | (125) | (125) | (125) | (125) | |
| Total Operating Disbursements (excl. Compensation) | (\$4,863) | (\$4,383) | (\$4,633) | (\$4,383) | (\$3,987) | (\$4,237) | (\$3,987) | (\$3,987) | (\$34,461) |
| Total Disbursements | (\$6,830) | (\$10,194) | (\$6,598) | (\$6,598) (\$10,195) | | (\$5,951) (\$10,051) | (\$5,948) | (\$9,798) | (\$65,565) |
| Operating Cash Fow | \$3,066 | (\$1,121) | \$3,032 | (\$2,379) | \$3,940 | (\$771) | \$1,215 | (\$1,858) | \$5,122 |
| Cash Collateral Beginning (Excl. Float) ⁽²⁾ | \$5,452 | \$8.518 | \$7,397 | \$10,428 | \$8,049 | \$11,990 | \$11,218 | \$12,433 | \$5,452 |
| Change in Operating Cash | 3,066 | (1,121) | 3,032 | (2,379) | 3,940 | (771) | 1,215 | (1,858) | 5,122 |
| Asset Sales | | 9 | , | • | , | | | | |
| Cash Collateral Ending | \$8,518 | \$7,397 | \$10,428 | \$8,049 | \$11,990 | \$11,218 | \$12,433 | \$10,575 | \$10,575 |

⁽¹⁾ Does not include fees/expenses associated with this transaction for either the debtors or holders advisor fees and legal fees to be paid during or at the time of emergence.
(2) Cash balance in main corporate concentration account. Generally about \$2.5 million in float at local depositories.

DATE(MM/DD/YYYY) 10/10/2013

CORD CERTIFICATE OF LIABILITY INSURANCE THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER, THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER. IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to Holder Identifier the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s). CONTACT NAME: PRODUCER Aon Risk Services Northeast, Inc. PHONE (A/C. No. Ext): (866) 283-7122 FAX (AC. No.): (800) 363-0105 New York NY Office 199 Water Street New York NY 10038-3551 USA E-MAIL ADDRESS: INSURER(S) AFFORDING COVERAGE NAIC # 10725 Liberty Surplus Insurance Corporation INSURED INSURER A: GateHouse Media Inc INSURER B: A Subsidiary of GateHouse Media, Inc. 350 Willowbrook Office Park INSURER C: Fairport NY 14450 USA INSURER D INSURER E INSURER F: **REVISION NUMBER:** CERTIFICATE NUMBER: 570051684643 COVERAGES THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. Limits shown are as requested TYPE OF INSURANCE POLICY NUMBER EACH OCCURRENCE GENERAL LIABILITY DAMAGE TO RENTED COMMERCIAL GENERAL LIABILITY PREMISES (Ea occurrence) CLAIMS-MADE OCCUR MED EXP (Any one person) PERSONAL & ADV INJURY 570051684643 GENERAL AGGREGATE PRODUCTS - COMP/OP AGG GEN'L AGGREGATE LIMIT APPLIES PER: PRO-JECT POLICY COMBINED SINGLE LIMIT AUTOMOBILE LIABILITY (Ea accident) BODILY INJURY (Per person) Certificate No ANY AUTO BODILY INJURY (Per accident) SCHEDULED ALL OWNED AUTOS AUTOS PROPERTY DAMAGE NON-OWNED HIRED AUTOS (Per accident AUTOS EACH OCCURRENCE UMBRELLA LIAB OCCUR AGGREGATE CLAIMS-MADE **EXCESS LIAB** RETENTION WORKERS COMPENSATION AND WC STATU-TORY LIMITS EMPLOYERS' LIABILITY ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) E.L. EACH ACCIDENT NIA E.L. DISEASE-EA EMPLOYEE If yes, describe under DESCRIPTION OF OPERATIONS below E.L. DISEASE-POLICY LIMIT \$1,000,000 TXENY103961113 05/06/2013 05/06/2014 Storage Tank Stor. Tank Liab \$25,000 SIR/Deductible (1) DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required) GateHouse Media Inc will send notice of cancellation to Office of the US Trustee CANCELLATION CERTIFICATE HOLDER SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. Office of the United States Trustee Attn: Richard L. Schepacarter 844 King Street, Suite 2207 Local Box 35

AUTHORIZED REPRESENTATIVE

. Ann Birl Services Northeast Inc.

Wilmington DE 19801 USA

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CERTIFICATE OF PROPERTY INSURANCE

DATE (MM/DD/YYYY) 10/10/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS

| | If th | nis certifi | icate is being | prepared for a party who has an insurable | interest in the prop | erty, do not use this | form. Use ACORD 27 or | ACORD 28. | |
|--------|----------------|----------------------------|---------------------------|--|-----------------------------|--|--|--------------------------|----------------------|
| RODUCE | | | | | CONTACT NAME: | | | | |
| on Ri | sk Ser | vices | Northeast, | Inc. | | (866) 283-7122 | FAX (A/C. No.): (800) | 363-0105 | - Calling |
| | | office | | | E-MAIL | | 1 (40. 110.). | | |
| | iter St | | 3551 USA | | ADDRESS: PRODUCER | . 570000036311 | | | |
| | | | | | CUSTOMER ID | 7. | | | |
| | | | | | | INSURER(S) AI Landmark Ameri | FORDING COVERAGE | | NAIC # |
| SURED | | | | | INSURER A: | | Fire Ins Co of Pitt | sburgh | 19445 |
| | | dia In | | | INSURER C: | Federal Insura | | | 20281 |
| | | idiari | es fice Park | | INSURER D: | | | | |
| | | 14450 | | | INSURER E: | | | | |
| | | | | | . INSURER F: | | | | |
| cov | ERAGE | S | | | 70051684639 | | EVISION NUMBER: | | |
| | | | | PERTY (Attach ACORD 101, Additional Remarks Schedu ovide notice of cancellation to 0 | | | | | |
| | | | | OLICIES OF INSURANCE LISTED BELOV | W WAVE DEEN ICCII | ED TO THE INCLIDE | D NAMED ABOVE FOR T | HE POLICY | PERIOD |
| INDI | CATED, | NOTWI | THSTANDING | OLICIES OF INSURANCE LISTED BELOV ANY REQUIREMENT, TERM OR CONDIT R MAY PERTAIN, THE INSURANCE AFF OF SUCH POLICIES. LIMITS SHOWN MAY | TION OF ANY CONT | RACT OR OTHER I LICIES DESCRIBEI | DOCUMENT WITH RESPE HEREIN IS SUBJECT | CI IO WH | ICH IHIS |
| SR | | | ISURANCE | POLICY NUMBER | POLICY EFFECTIVE | POLICY EXPIRATION DATE (MM/DD/YYYY) | COVERED PROPERTY | LII | MITS |
| - | PROP | PDTV | | LHQ377670 | 07/01/2012 | 10/01/2013 | BUILDING | | |
| 1 | | Santa Cara | | | | | PERSONAL PROPERTY | | |
| 5 | AUSES O | | DEDUCTIBLES BUILDING | | | | BUSINESS INCOME w/o Extra Expense | | |
| L | BASIC | 3 | BUILDING | | | İ | EXTRA EXPENSE | | S. 115/316 575. |
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| | CAUSES | OF LOSS | | POLICY NUMBER | - | | | | |
| r | NAM | ED PERIL | .s | POLIOT NOMBER | | | | | |
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| _ | | | | 027086647 | 06/30/2012 | 11/01/2013 | x Employee Dishonesty | | \$1,000,00 |
| , | CRI | ME | | 027000047 | 00,00,000 | | | | A. B. Congress |
| | TYPE OF | F POLICY | | | | | X Deductible | | \$50,00 |
| | Crime - P | rimary | | | | | | | |
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| Γ | EQU | DIFMENT | BREAKDOWN | | | | | | |
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| CEE | TIFICA | ATE HO | LDER | | CANCELLAT | ION | | | |
| CEI | | | | d States Trustee | SHOULD AND | OF THE ABOVE DI | ESCRIBED POLICIES BE CA DE WILL BE DELIVERED IN A | NCELLED BE ACCORDANCE | FORE THE WITH THE |
| | At 84 Lo | tn: R 4 King ock Box | ichard L. S Street, Su | chepacarter ite 2207 | AUTHORIZED REPR | ESENTATIVE Son | Rish Services : | Norther | rst Ini |

ACORD

AGENCY CUSTOMER ID: 570000036311

LOC #:

ADDITIONAL REMARKS SCHEDULE

Page _ of _

| AGENCY Aon Risk Services Northe | ast, Inc. | | NAMED INSURED GateHouse Media Inc. | |
|---------------------------------------|----------------------|--------------------|------------------------------------|--|
| POLICY NUMBER See Certificate Number: | 570051684639 | 200 48 734 704 704 | | |
| CARRIER | 21012075 72077622027 | NAIC CODE | | |
| See Certificate Number: | 570051684639 | | EFFECTIVE DATE: | |

ADDITIONAL REMARKS

| ADDITIONAL RE | MAKKS | and the same of th | and the control of th |
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| THIS ADDITIONA | L REMARKS F | ORM IS A SCHE | DULE TO ACORD FORM, |
| FORM NUMBER: | ACORD 24 | FORM TITLE: | Certificate of Property Insura |
| | | | |
| INSURER | (S) AFFORDIN | G COVERAGE | NAIC# |
| INSURER | | | |
| | | | |

ADDITIONAL POLICIES

If a policy below does not include limit information, refer to the corresponding policy on the ACORD certificate form for policy limits.

| NSR LTR | TYPE OF INSURANCE | POLICY NUMBER | POLICY EFFECTIVE DATE (MM/DD/YYYY) | POLICY EXPIRATION DATE (MM/DD/YYYY) | COVERED PROPERTY | LIMITS |
|------------|-------------------|---------------|---------------------------------------|--|------------------|---------------|
| С | PROPERTY | 35873106 | 07/01/2013 | | Blkt B&PP Ded | \$10,000 |
| | | | | | Earthquake - | \$10,000,000 |
| | | | | | Flood Deductible | \$50,000 |
| | | | | | Loss Limit | \$100,000,000 |
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Certificate No: 570051684638

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DATE(MM/DD/YYYY) 10/10/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the artificate halder in liqu of such andersament(s)

| CONTACT NAME: | |
|--|---|
| | .05 |
| E-MAIL ADDRESS: | |
| INSURER(S) AFFORDING COVERAGE | NAIC# |
| INSURER A: Illinois National Insurance Co | 23817 |
| INSURER B: Allied World Assurance Company (US) Inc | 19489 |
| INSURER C: ACE American Insurance Company | 22667 |
| INSURER D: | |
| INSURER E: | |
| INSURER F: | |
| | NAME: PHONE (A/C. No. Ext): (866) 283-7122 FAX (A/C. No.): (800) 363-01 E-MAIL ADDRESS: INSURER(S) AFFORDING COVERAGE INSURER A: Illinois National Insurance Co INSURER B: Allied World Assurance Company (US) Inc INSURER C: ACE American Insurance Company INSURER D: INSURER E: |

CERTIFICATE NUMBER: 570051684638 COVERAGES THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

Limits shown are as requested.

| SR | TYPE OF INSURANCE | ADD | SUBI | POLICY NUMBER | POLICY EFF (MM/DD/YYYY) | POLICY EXP (MM/DD/YYYY) | LIMITS | |
|----------|---|---------|----------------|--|---|----------------------------|---|---------------------------|
| _ | GENERAL LIABILITY COMMERCIAL GENERAL LIABILITY | 11101 | ,,,,, | | | | EACH OCCURRENCE DAMAGE TO RENTED PREMISES (Ea occurrence) | |
| t | CLAIMS-MADE OCCUR | | | | į. | | MED EXP (Any one person) | |
| H | | | | | | | PERSONAL & ADV INJURY | |
| 1 | | - | | | | | GENERAL AGGREGATE | |
| | GEN'L AGGREGATE LIMIT APPLIES PER: | | | | | | PRODUCTS - COMP/OP AGG | |
| + | AUTOMOBILE LIABILITY | +- | - | | | | COMBINED SINGLE LIMIT (Ea accident) | |
| ŀ | ANY AUTO | | | | | | BODILY INJURY (Per person) | |
| ŀ | ALL OWNED SCHEDULED | | | | | | BODILY INJURY (Per accident) | |
| | AUTOS AUTOS NON-OWNED AUTOS | | | | | | PROPERTY DAMAGE (Per accident) | |
| + | - Lecous | + | - | | | | EACH OCCURRENCE | |
| ļ | UMBRELLA LIAB OCCUR | _ | | | | | AGGREGATE | |
| ļ | EXCESS LIAB CLAIMS-MADI | - | | | | | | |
| 4 | DED RETENTION WORKERS COMPENSATION AND | - | - | | | | WC STATU- OTH- TORY LIMITS ER | |
| | EMPLOYERS' LIABILITY Y | N | | | | | E.L. EACH ACCIDENT | |
| | ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? | NIA | | | | | E.L. DISEASE-EA EMPLOYEE | |
| 1 | (Mandatory in NH) | _ | | | | | E.L. DISEASE-POLICY LIMIT | |
| 4 | If yes, describe under DESCRIPTION OF OPERATIONS below | _ | - | 013934241 | 11/01/2012 | 11/01/2013 | | \$10,000,000 |
| | D&O-Primary | | | Directors & Office SIR applies per po | rs | | Deductible | \$250,000 |
| ic :e | RIPTION OF OPERATIONS / LOCATIONS / VEH house Media Inc. will provide | icles (| Attach Ce O | QOORD 101, Additional Remark f cancellation to Of | s Schedule, if more space is: ffice of the US Tru | required) Jistee | | \$10,000,000 \$250,000 |
| ER | TIFICATE HOLDER | | | C | ANCELLATION | | | |
| | | | | | SHOULD ANY OF THE EXPIRATION DATE THER POLICY PROVISIONS. | ABOVE DESCI | RIBED POLICIES BE CANCELLED WILL BE DELIVERED IN ACCORDA | BEFORE THE |
| | Office of the United State Attn: Richard L. Schepace 844 King Street, Suite 220 Local Box 35 | arter | istee | AU | THORIZED REPRESENTATION | 7-17-C | vices Northeast S | Page 1 |

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| CERTIFIC | ATE HOLDER | |

ACORD

CANCELLATION

Office of the United States Trustee Attn: Richard L. Schepacarter 844 King Street, Suite 2207 Local Box 35 Wilmington DE 19801 USA

Aon Rish Services Northeast, Inc.

AGENCY CUSTOMER ID: 570000036311

LOC#:



ADDITIONAL REMARKS SCHEDULE

Page _ of _

| Aon | AGENCY AON Risk Services Northeast, Inc. | | | | | NSURED House Media | Inc | | |
|-------------|---|--------------|---------------|--|------------|---|--|-----------------|---------|
| POLIC | | 051684 | 638 | | | | | | |
| CARRI | ER | | | NAIC CODE | EFFE OTD | E DATE: | | | |
| 0.75 | Certificate Number: 570 | 351684 | 038 | | EFFEGIN | /E DATE: | | | |
| THIS | S ADDITIONAL REMARKS FORM M NUMBER: ACORD 25 FOR | IS A S | CHEI : Cer | DULE TO ACORD FOR | M, ance | | - Union | | |
| | INSURER(S) AFFO | | | | | NAIC# | | | |
| INST | URER | | | | | | | | |
| INSI | URER | | | | | | | | |
| INSU | URER | | | | | | | | |
| INSU | URER | | | | | | | | |
| ADI | DITIONAL POLICIES If | a policy | belov | w does not include limit for policy limits. | tinforr | nation, refer to | the correspondi | ng policy on th | e ACORD |
| INSE | | ADDL INSR | SUBR WVD | POLICY NUMBER | | POLICY EFFECTIVE DATE (MM/DD/YYYY) | POLICY EXPIRATION DATE (MM/DD/YYYY) | LIM | its |
| | OTHER | | | | | | | | |
| A | | | | 013934244 Excess D&O \$10MM xs | \$20Mr | 11/01/2012 | 11/01/2013 | | |
| В | | | | 03049762 Excess D&O 10M xs \$4 | 10M D? | 11/01/2012 | 11/01/2013 | | |
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DATE(MM/DD/YYYY)

CERTIFICATE OF LIABILITY INSURANCE

ACORD 10/10/2013 THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER, THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER. IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

| PRODUCER | CONTACT NAME: | | | | |
|--|--|----------|--|--|--|
| Aon Risk Services Northeast, Inc. New York NY Office | PHONE (A/C. No. Ext): (866) 283-7122 FAX (A/C. No.): (800) | 363-0105 | | | |
| 199 Water Street New York NY 10038-3551 USA | E-MAIL ADDRESS: | | | | |
| | INSURER(S) AFFORDING COVERAGE | NAIC# | | | |
| INSURED GateHouse Media Inc | INSURER A: ACE American Insurance Company | 22667 | | | |
| | INSURER B: | | | | |
| A Subsidiary of GateHouse Media, Inc. 350 willowbrook Office Park | INSURER C: | | | | |
| Fairport NY 14450 USA | INSURER D: | | | | |
| e | INSURER E: | | | | |
| | INSURER F: | | | | |
| COVERAGES CERTIFICATE NUMBI | FR: 570051684640 REVISION NUMBER: | | | | |

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. Limits shown are as requested POLICY NUMBER TYPE OF INSURANCE EACH OCCURRENCE GENERAL LIABILITY DAMAGE TO RENTED COMMERCIAL GENERAL LIABILITY PREMISES (Ea occurrence) MED EXP (Any one person) OCCUR CLAIMS-MADE PERSONAL & ADV INJURY GENERAL AGGREGATE

PRODUCTS - COMP/OP AGG GEN'L AGGREGATE LIMIT APPLIES PER: POLICY PRO-COMBINED SINGLE LIMIT AUTOMOBILE LIABILITY (Ea accident) BODILY INJURY (Per person) ANY AUTO BODILY INJURY (Per accident) SCHEDULED ALL OWNED PROPERTY DAMAGE **AUTOS** NON-OWNED HIRED AUTOS (Per accident) **AUTOS** EACH OCCURRENCE UMBRELLA LIAB OCCUR AGGREGATE FXCESS LIAB CLAIMS-MADE DED RETENTION WORKERS COMPENSATION AND EMPLOYERS' LIABILITY E.L. EACH ACCIDENT ANY PROPRIETOR / PARTNER / EXECUTIVE NIA OFFICER/MEMBER EXCLUDED? E.L. DISEASE-EA EMPLOYEE (Mandatory in NH) E.L. DISEASE-POLICY LIMIT If yes, describe under DESCRIPTION OF OPERATIONS below \$5,000,000 06/30/2012 11/01/2013 Fiduciary Liability DON G23647904 003

SIR applies per policy terms & conditions

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required) Gatehouse Media Inc. will provide notice of cancellation to Office of the US Trustee

| CERTIFICATE | HOLDER |
|-------------|--------|
| CERTIFICATE | HOLDER |

Fiduciary-Prim

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Office of the United States Trustee Attn: Richard L. Schepacarter 844 King Street, Suite 2207 Local Box 35 Wilmington DE 19801 USA

Aon Rish Services Northeast Inc.

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CERTIFICATE OF LIABILITY INSURANCE

DATE(MM/DD/YYYY) 10/10/2013

CORD THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER. IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to Holder Identifier the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s). CONTACT NAME: PHONE (A/C, No. Ext): PRODUCER Aon Risk Services Northeast, Inc. FAX (800) 363-0105 (866) 283-7122 New York NY Office 199 Water Street E-MAIL ADDRESS: New York NY 10038-3551 USA NAIC # INSURER(S) AFFORDING COVERAGE 44792 Executive Risk Specialty Insurance Co. INSURED INSURER A: GateHouse Media Inc INSURER B: A Subsidiary of GateHouse Media, Inc. 350 willowbrook Office Park Fairport NY 14450 USA INSURER C INSURER D INSURER E: INSURER F: CERTIFICATE NUMBER: 570051684641 REVISION NUMBER: COVERAGES THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

Limits shown are as requeste Limits shown are as requested ADDU SUBR INSR WVD POLICY EFF POLICY EXP TYPE OF INSURANCE **POLICY NUMBER** EACH OCCURRENCE GENERAL LIABILITY DAMAGE TO RENTED COMMERCIAL GENERAL LIABILITY PREMISES (Ea occurrence) MED EXP (Any one person) CLAIMS-MADE OCCUR PERSONAL & ADV INJURY GENERAL AGGREGATE PRODUCTS - COMP/OP AGG GEN'L AGGREGATE LIMIT APPLIES PER: PRO-JECT POLICY COMBINED SINGLE LIMIT AUTOMOBILE LIABILITY (Ea accident) Certificate No BODILY INJURY (Per person) ANY AUTO BODILY INJURY (Per accident) SCHEDULED ALL OWNED AUTOS PROPERTY DAMAGE AUTOS NON-OWNED HIRED AUTOS AUTOS EACH OCCURRENCE UMBRELLA LIAB OCCUR AGGREGATE CLAIMS-MADE **EXCESS LIAB** DED RETENTION WC STATU-WORKERS COMPENSATION AND EMPLOYERS' LIABILITY E.L. EACH ACCIDENT ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) E I DISEASE-FA EMPLOYEE If yes, describe under DESCRIPTION OF OPERATIONS below FI DISEASE-POLICY LIMIT \$2,000,000 Professional Liabil 68003468 08/01/2012 01/01/2014 THE THE E&O-MPL-Primary peductible SIR applies per policy terms & conditions

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required) Gatehouse Media Inc. will provide notice of cancellation to Office of the US Trustee

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| CERT | 101 | CA | | HOL | חבת. |

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE

AUTHORIZED REPRESENTATIVE

Office of the United States Trustee Attn: Richard L. Schepacarter 844 King Street, Suite 2207 Lock Box 35 Wilmington DE 19801 USA

. Ann Pisk Services Northeast Inc.

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CERTIFICATE OF PROPERTY INSURANCE

DATE (MM/DD/YYYY) 10/10/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

| | If this certi | ficate is being | prepared for a party who has an insura | ble interest in the prop | erty, do not use this | s form. Use ACORD 27 or | ACORD 28. | |
|--------------|------------------------------|---------------------------|--|--|---|--|---|------------|
| RODUC | | | | CONTACT | | | | |
| on R | isk Services | Northeast, | Inc. | NAME: PHONE | (966) 292-7122 | FAX (800) | 363-0105 | |
| ew Y | ork NY Office | e | | (A/C. No. Ext): | (866) 283-7122 | (A/C, No.): (800) | 202 0207 | |
| | ater Street | 2555 | | E-MAIL ADDRESS: | | | | |
| ew Y | ork NY 10038 | -3551 USA | | PRODUCER CUSTOMER ID | 570000036311 | | | |
| | | | | COSTOMERID | | FEODDING COVERAGE | *************************************** | NAIC# |
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| SURED | | | | INSURER A: | National onlo | FITE IIIS CO OT FIE | Labur gir | 23113 |
| | ouse Media I | | vantes appropri | INSURER B: | | | | |
| Sub | sidiary of G | ateHouse Med | dia, Inc. | INSURER C: | | | | |
| | illowbrook 0 ort NY 14450 | | | INSURER D: | | | | - |
| жр | | 0.500 | | - | | | | - |
| | | | | INSURER F: | | | | |
| | ERAGES | | CERTIFICATE NUMBER: DERTY (Attach ACORD 101, Additional Remarks Scho | | | EVISION NUMBER: | | |
| THIS INDI | OUSE MEDIA I | THAT THE PITHSTANDING | olicies of insurance Listed Bel ANY REQUIREMENT, TERM OR CONI R MAY PERTAIN, THE INSURANCE A | OFFICE OF THE US TO OW HAVE BEEN ISSU DITION OF ANY CONT IFFORDED BY THE PO | rustee ED TO THE INSURI RACT OR OTHER LICIES DESCRIBE | DOCUMENT WITH RESPE D HEREIN IS SUBJECT | CT TO WHI | CH THIS |
| EXC | LUSIONS AND | CONDITIONS | OF SUCH POLICIES. LIMITS SHOWN M. | | | | | |
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| TR | | | | DATE (MM/DD/YYYY) | DATE (MM/DD/YYYY) | | | |
| | PROPERTY | | | | | BUILDING | | |
| - 17 | CAUSES OF LOSS | DEDUCTIBLES | | | | PERSONAL PROPERTY | | |
| - | | BUILDING | | | | BUSINESS INCOME w/o Extra Expense | | |
| L | BASIC | BOILDING | | | | | | |
| | BROAD | CONTENTS | - | | | EXTRA EXPENSE | | |
| - | - | CONTENTS | | | | RENTAL VALUE | | |
| L | SPECIAL | | | 1 | | BLANKET BUILDING | | |
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| H | FLOOD | | 1 | | i e | BLANKET BLDG & PP | | |
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| - | INLAND MARI | NE | TYPE OF POLICY | | | | | |
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| L | CAUSES OF LOSS | 5 | POLICY NUMBER | | | | | |
| Г | NAMED PERI | LS | | 28 | | | | |
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| A I | K CRIME | | 027086647 | 06/30/2012 | 11/01/2013 | X Employee Dishonesty | | \$1,000,00 |
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| ECIA | L CONDITIONS / OT | HER COVERAGES | (Attach ACORD 101, Additional Remarks Schedu | ule, if more space is required | 1 | | | |
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| CEF | RTIFICATE HO | LDER | | CANCELLAT | ION | | | |
| | | | d States Trustee | SHOULD ANY EXPIRATION D POLICY PROVI | ATE THEREOF, NOTIC | ESCRIBED POLICIES BE CA CE WILL BE DELIVERED IN A | NCELLED BEF | ORE THE |
| | 844 King Local Bo | Street, Su | | AUTHORIZED REPR | ESENTATIVE Son | Prisk Services | Northea | st Inc |

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DATE(MM/DD/YYYY)

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POLICY PROJECT LOC COMBINED SINGLE LIMIT AUTOMOBILE LIABILITY (Ea accident) Certificate No: BODILY INJURY (Per person) BODILY INJURY (Per accident) SCHEDULED ALL OWNED PROPERTY DAMAGE AUTOS NON-OWNED HIRED AUTOS (Per accident) **AUTOS** EACH OCCURRENCE UMBRELLA LIAB OCCUR AGGREGATE CLAIMS-MADE **EXCESS LIAB** DED RETENTION WORKERS COMPENSATION AND WC STATU-TORY LIMITS WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) E.L. EACH ACCIDENT NIA E.L. DISEASE-EA EMPLOYEE If yes, describe under DESCRIPTION OF OPERATIONS below E.L. DISEASE-POLICY LIMIT \$2,000,000 Professional Liabi 08/01/2012 01/01/2014 100,000 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 10 E&O-MPL-Primary 68003468 SIR applies per policy terms & conditions Deductible DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required) Gatehouse Media Inc. will provide notice of cancellation to Office of the US Trustee

CERTIFICATE HOLDER

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE

Office of the United States Trustee Attn: Richard L. Schepacarter 844 King Street, Suite 2207 Lock Box 35 Wilmington DE 19801 USA

Aon Risk Services Northeast Inc.

AGENCY CUSTOMER ID: 570000036311

LOC #:

ADDITIONAL REMARKS SCHEDULE

Page _ of _

| AGENCY Aon Risk Services Northeast, Inc. | | | NAMED INSURED GateHouse Media Inc. | |
|---|--------------|-----------|-------------------------------------|--|
| POLICY NUMBER See Certificate Number: | 570051684639 | | | |
| CARRIER | | NAIC CODE | | |
| See Certificate Number: | 570051684639 | | EFFECTIVE DATE: | |

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM, FORM NUMBER: ACORD 24 FORM TITLE: Certificate of Property Insurance

| INSURER(S) AFFORDING COVERAGE | NAIC# |
|-------------------------------|-------|
| INSURER | |
| INSURER | |
| INSURER | |
| INSURER | |

If a policy below does not include limit information, refer to the corresponding policy on the ACORD ADDITIONAL POLICIES certificate form for policy limits.

| INSR LTR | TYPE OF INSURANCE | POLICY NUMBER | POLICY EFFECTIVE DATE (MM/DD/YYYY) | POLICY EXPIRATION DATE (MM/DD/YYYY) | COVERED PROPERTY | LIMITS |
|-------------|-------------------|---------------|---------------------------------------|--|-------------------------------|--------------------------|
| c | PROPERTY | 35873106 | 07/01/2013 | 10/01/2013 | Blkt B&PP Ded Earthquake - | \$10,000 \$10,000,000 |
| | | | | | Flood Deductible | \$50,000 |
| | | | | | Loss Limit | \$100,000,000 |
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CERTIFICATE OF LIABILITY INSURANCE

DATE(MM/DD/YYYY) 10/10/2013

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| PRODUCER | CONTACT NAME: | | | | |
|--|---|--------|--|--|--|
| Aon Risk Services Northeast, Inc. New York NY Office | PHONE (A/C. No. Ext): (866) 283-7122 FAX (A/C. No.): (800) 363-01 | 05 | | | |
| 199 water Street New York NY 10038-3551 USA | E-MAIL ADDRESS: | | | | |
| | INSURER(S) AFFORDING COVERAGE | NAIC # | | | |
| INSURED | INSURER A: Star Insurance Company | 18023 | | | |
| GateHouse Media Inc | INSURER B: National Union Fire Ins Co of Pittsburgh | 19445 | | | |
| A Subsidiary of GateHouse Media, Inc. 350 Willowbrook Office Park | INSURER C: Insurance Co of the State of PA | 19429 | | | |
| Fairport NY 14450 USA | INSURER D: New Hampshire Ins Co | 23841 | | | |
| | INSURER E: | | | | |
| | INSURER F: | | | | |

COVERAGES CERTIFICATE NUMBER: 570051685482

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

Limits shown are as requested

| INSR LTR | TYPE OF INSURANCE | ADDL | SUBR | POLICY NUMBER | POLICY EFF | POLICY EXP (MM/DD/YYYY) | LIMITS | |
|-------------|---|------|------|--|------------|----------------------------|--|---|
| В | GENERAL LIABILITY | | | GL1929551 | 07/01/2013 | 07/01/2014 | EACH OCCURRENCE | \$1,000,000 |
| | X COMMERCIAL GENERAL LIABILITY | | | | | | DAMAGE TO RENTED PREMISES (Ea occurrence) | \$100,000 |
| - 1 | CLAIMS-MADE X OCCUR | | | | | | MED EXP (Any one person) | \$25,000 |
| | | 1 1 | | | | | PERSONAL & ADV INJURY | \$1,000,000 |
| l li | | 1 | | | | | GENERAL AGGREGATE | \$10,000,000 |
| | GEN'L AGGREGATE LIMIT APPLIES PER: X POLICY PRO- LOC | | | | | | PRODUCTS - COMP/OP AGG | \$1,000,000 |
| В | AUTOMOBILE LIABILITY | | | CA 0934820 (AOS) | 07/01/2013 | 07/01/2014 | COMBINED SINGLE LIMIT (Ea accident) | \$2,000,000 |
| В | X ANY AUTO | | | CA 0934821 | 07/01/2013 | 07/01/2014 | BODILY INJURY (Per person) | |
| | ALL OWNED SCHEDULED | | | (MA) | | | BODILY INJURY (Per accident) | |
| | AUTOS AUTOS NON-OWNED AUTOS | | | | | | PROPERTY DAMAGE (Per accident) | |
| В | X UMBRELLA LIAB X OCCUR | - | | BE031730706 | | 07/01/2014 | EACH OCCURRENCE | \$25,000,000 |
| | EXCESS LIAB CLAIMS-MADE | | | SIR applies per policy ter | ms & condi | tions | AGGREGATE | \$25,000,000 |
| | DED X RETENTION | | | | | | | |
| D | WORKERS COMPENSATION AND EMPLOYERS' LIABILITY | | | wc015683921 | 07/01/2013 | 07/01/2014 | X WC STATU- OTH- | 100000000000000000000000000000000000000 |
| | ANY PROPRIETOR / PARTNER / EXECUTIVE | N/A | | Workers Compensation MA, SIR applies per policy ter | ms & condi | rions | E.L. EACH ACCIDENT | \$1,000,000 |
| С | OFFICER/MEMBER EXCLUDED? (Mandatory in NH) | NIA | | wc015683922 | 07/01/2013 | | E.L. DISEASE-EA EMPLOYEE | \$1,000,000 |
| | If yes, describe under DESCRIPTION OF OPERATIONS below | | | Workers Compensation (CA) | | | E.L. DISEASE-POLICY LIMIT | \$1,000,000 |
| Α | Excess WC | | | WCE070612213 SIR applies per policy ter | | 05/01/2014 tions | EL Each Accident EL Disease - Policy EL Disease - Ea Emp | \$1,000,000 \$1,000,000 \$1,000,000 |

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
Notice of cancellation of the policies will be provided by Gatehouse Media Inc. to US Trustee's Office.

CERTIFICATE HOLDER

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS,

Office of the United States Trustee Attn: Richard L. Schepacarter 844 King Street, Suite 2207 Local Box 35 Wilmington DE 19801 USA

AUTHORIZED REPRESENTATIVE

Aon Rish Services Northeast Inc.

AGENCY CUSTOMER ID: 570000036311

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ACORD 101 (2008/01)

10/10/2013

DATE(MM/DD/YYYY) ACORD CERTIFICATE OF LIABILITY INSURANCE THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER. IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to Holder Identifier the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s). CONTACT NAME: PHONE (A/C, No. Ext): PRODUCER Aon Risk Services Northeast, Inc. (866) 283-7122 (A/C. No.): (800) 363-0105 New York NY Office 199 water Street New York NY 10038-3551 USA E-MAIL ADDRESS NAIC # INSURER(S) AFFORDING COVERAGE 21881 National Surety Corporation INSURER A: INSURED GateHouse Media Inc INSURER B: A Subsidiary of GateHouse Media, Inc. 350 willowbrook Office Park Fairport NY 14450 USA INSURER C: INSURER D INSURER E: INSURER F: CERTIFICATE NUMBER: 570051685496 **REVISION NUMBER:** COVERAGES THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EVEL USING AND CONDITIONS OF SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES, LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. Limits shown are as requested LIMITS INSR LTR POLICY NUMBER TYPE OF INSURANCE EACH OCCURRENCE GENERAL LIABILITY DAMAGE TO RENTED PREMISES (Ea occurrence) COMMERCIAL GENERAL LIABILITY MED EXP (Any one person) CLAIMS-MADE OCCUR PERSONAL & ADV INJURY 570051685496 GENERAL AGGREGATE PRODUCTS - COMP/OP AGG GEN'L AGGREGATE LIMIT APPLIES PER POLICY PRO-COMBINED SINGLE LIMIT AUTOMOBILE LIABILITY (En accident) Certificate No: BODILY INJURY (Per person) ANY AUTO BODILY INJURY (Per accident) SCHEDULED AUTOS ALL OWNED AUTOS PROPERTY DAMAGE NON-OWNED HIRED AUTOS (Per accident) AUTOS SHX00057858151 07/01/2013 07/01/2014 EACH OCCURRENCE \$25,000,000 UMBRELLA LIAR OCCUR XS Liab 25M xs 25M \$25,000,000 AGGREGATE **EXCESS LIAB** CLAIMS-MADE DED RETENTION WORKERS COMPENSATION AND WC STATU-TORY LIMITS **EMPLOYERS' LIABILITY** ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) N/A E.L. DISEASE-EA EMPLOYEE If yes, describe under DESCRIPTION OF OPERATIONS below F.I. DISEASE-POLICY LIMIT

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required) Notice of cancellation of the policies will be provided by Gatehouse Media Inc. to US Trustee's Office.

CERTIFICATE HOLDER

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Aon Rish Services Northeast, Inc.

Office of the United States Trustee Attn: Richard L. Schepacarter 844 King Street, Suite 2207 Local Box 35 Wilmington DE 19801 USA

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CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 10/10/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER. IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s). CONTACT NAME: PHONE (A/C, No, Ext): E-MAIL PRODUCER BRICKSTREET INSURANCE 400 QUARRIER ST CUSTOMER ID #: CHARLESTON W 25301 INSURER(S) AFFORDING COVERAGE INSURED INSURER A: BRICKSTREET MUTUAL INSURANCE 12372 INSURER B : MINERAL DAILY NEWS TRIBUNE INC INSURER C: 350 WILLOWBROOK OFFICE PARK FAIRPORT INSURER D NY INSURER E : INSURER F COVERAGES CERTIFICATE NUMBER: REVISION NUMBER: THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. ADDL SUBR TYPE OF INSURANCE POLICY EFF POLICY EXP (MM/DD/YYYY) POLICY NUMBER LIMITS GENERAL LIABILITY EACH OCCURRENCE DAMAGE TO RENTED PREMISES (Ea occurrence) COMMERCIAL GENERAL LIABILITY 5 CLAIMS-MADE OCCUR MED EXP (Any one person) S PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ GEN'L AGGREGATE LIMIT APPLIES PER: PRODUCTS - COMP/OP AGG s POLICY \$ AUTOMOBILE LIABILITY COMBINED SINGLE LIMIT 5 (Ea accident) BODILY INJURY (Per person) S ALL OWNED AUTOS BODILY INJURY (Per accident) S SCHEDULED AUTOS PROPERTY DAMAGE HIRED AUTOS 5 (Per accident) NON-OWNED AUTOS \$ \$ UMBRELLA LIAB OCCUR EACH OCCURRENCE 5 EXCESS LIAB CLAIMS-MADE **AGGREGATE** DEDUCTIBLE RETENTION WORKERS COMPENSATION 01/20/2013 01/20/2014 AND EMPLOYERS' LIABILITY
ANY PROPRIETOR/PARTNER/EXECUTIVE
OFFICER/MEMBER EXCLUDED? X WC STATU-TORY LIMITS X OTH WCB1014827 YIN E.L. EACH ACCIDENT N NIA 1,000,000 (Mandatory in NH) E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 PECIAL PROVISIONS E.L. DISEASE - POLICY LIMIT \$ 1.000.000 DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required) Gatehouse Media Inc. will provide notice of cancellation to Office of the US Trustee CERTIFICATE HOLDER CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE OFFICE OF THE UNITED STATES TRUSTEE POLICY PROVISIONS. ATTN: RICHARD L. SCHEPACARTER 844 KING STREET, SUITE 2207 AUTHORIZED REPRESENTATIVE WILMINGTON 19801 DE

ACORD 25 (2009/09)

The ACORD name and logo are registered marks of ACORD

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

| In re: |) Chapter 11 |
|---|---------------------------|
| GATEHOUSE MEDIA, INC., a Delaware Corporation, et al. 1 |) Case No. 13-12503 (MFW) |
| Debtors. |) (Jointly Administered) |
| |) Ref. Docket No. 11 |

ORDER (I) APPROVING CONTINUED USE OF CASH MANAGEMENT SYSTEM, (II) AUTHORIZING THE CONTINUATION OF INTERCOMPANY TRANSACTIONS, (III) GRANTING ADMINISTRATIVE PRIORITY STATUS TO POST-PETITION INTERCOMPANY TRANSACTIONS, (IV) AUTHORIZING USE OF PREPETITION BANK ACCOUNTS, AND (V) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b) ON AN INTERIM BASIS

Upon consideration of the motion (the "Motion")² of the above-captioned Debtors

for entry of an order pursuant to sections 105, 345, 363, 364(b), and 503(b) of title 11 of the

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: GateHouse Media, Inc. (7635), Copley Ohio Newspapers, Inc. (4372), ENHE Acquisition, LLC (1504), Enterprise NewsMedia Holding, LLC (8259), Enterprise NewsMedia, LLC (4672), Enterprise Publishing Company, LLC (4666), GateHouse Media Arkansas Holdings, Inc. (7662), GateHouse Media California Holdings, Inc. (7639), GateHouse Media Colorado Holdings, Inc. (0190), GateHouse Media Connecticut Holdings, Inc. (1954), GateHouse Media Corning Holdings, Inc. (5234), GateHouse Media Delaware Holdings, Inc. (1987), GateHouse Media Directories Holdings, Inc. (4513), GateHouse Media Florida Holdings, Inc. (6448), GateHouse Media Freeport Holdings, Inc. (1508), GateHouse Media Holdco, Inc. (8902), GateHouse Media Illinois Holdings II, Inc. (5361), GateHouse Media Illinois Holdings, Inc. (7640), GateHouse Media Intermediate Holdco, Inc. (9759), GateHouse Media Iowa Holdings, Inc. (7643), GateHouse Media Kansas Holdings II, Inc. (7914), GateHouse Media Kansas Holdings, Inc. (7644), GateHouse Media Lansing Printing, Inc. (2242), GateHouse Media Louisiana Holdings, Inc. (9708), GateHouse Media Management Services, Inc. (7665), GateHouse Media Massachusetts I, Inc. (1503), GateHouse Media Massachusetts II, Inc. (0859), GateHouse Media Michigan Holdings II, Inc. (7963), GateHouse Media Michigan Holdings, Inc. (7646), GateHouse Media Minnesota Holdings, Inc. (7648), GateHouse Media Missouri Holdings II, Inc. (8013), GateHouse Media Missouri Holdings, Inc. (7649), GateHouse Media Nebraska Holdings II, Inc. (8054), GateHouse Media Nebraska Holdings, Inc. (4763), GateHouse Media Nevada Holdings, Inc. (4978), GateHouse Media New York Holdings, Inc. (7660), GateHouse Media North Dakota Holdings, Inc. (1506), GateHouse Media Ohio Holdings, Inc. (5464), GateHouse Media Oklahoma Holdings, Inc. (6313), GateHouse Media Operating, Inc. (7636), GateHouse Media Pennsylvania Holdings, Inc. (7661), GateHouse Media Suburban Newspapers, Inc. (5577), GateHouse Media Tennessee Holdings, Inc. (6415), GateHouse Media Ventures, Inc. (7638), George W. Prescott Publishing Company, LLC (4668), Liberty SMC, L.L.C. (6016), Low Realty, LLC (4679), LRT Four Hundred, LLC (4676), Mineral Daily News Tribune, Inc. (3343), News Leader, Inc. (4473), SureWest Directories (7472), Terry Newspapers, Inc. (1037), and The Peoria Journal Star, Inc. (9820). The address of the Debtors' corporate headquarters is 350 WillowBrook Office Park, Fairport, NY 14450.

² Capitalized terms not defined herein shall have the meanings given to them in the Motion.

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Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rule 2015-2 (i) authorizing and approving the Debtors' continued use of their existing cash management system, (ii) authorizing the continuation of intercompany transactions, (iii) granting administrative priority status to postpetition intercompany transactions, (iv) authorizing the Debtors to continue using prepetition bank accounts, and (v) waiving the requirements of 11 U.S.C. § 345(b) on an interim basis; and upon consideration of the Reed Declaration and the entire record of these chapter 11 cases; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the Amended Standing Order of Reference dated February 29, 2012, from the United States District Court for the District of Delaware; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, and DECREED as follows:

- The Motion is GRANTED to the extent provided herein.
- 2. The Debtors are authorized, in their sole discretion, to: (a) continue operating the Cash Management System; (b) honor their prepetition obligations related thereto; and (c) continue to deposit and invest funds in accordance with their current practices, notwithstanding section 345(b) of the Bankruptcy Code. The Debtors will maintain records in the ordinary course of business reflecting transfers of cash, if any, including Intercompany

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Case 13-12503-MFW Doc 33 Filed 09/30/13 Page 3 of 8

Transactions, so as to permit all such transactions to be ascertainable. All intercompany claims between Debtors arising after the Petition Date shall be accorded administrative expense priority in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code.

- The Debtors are further authorized, in their sole discretion, to: (a) continue to use, with the same account numbers, all of the bank accounts in existence as of the Petition Date, including those accounts identified on Exhibit C to the Motion; (b) use, in their present form, all checks and other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to the Debtors' status as debtors in possession; (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors-in-possession; (d) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers and other debits; and (e) pay any ordinary course bank fees incurred in connection with the Bank Accounts, and to otherwise perform their obligations under the documents governing the Bank Accounts.
- 4. All Banks at which the Bank Accounts are maintained are authorized to continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires and ACH transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.
- 5. All Banks provided with notice of this Order maintaining any of the Bank Accounts shall not honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue stop payment orders in accordance with the documents governing such Bank Accounts.

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- 6. Those certain existing account control agreements between the Debtors and the Banks at which the Bank Accounts are maintained shall continue to govern the postpetition cash management relationship between the Debtors and the Banks, and all of the provisions of such agreements, including the termination and fee provisions, shall remain in full force and effect.
- 7. In the course of providing cash management services to the Debtors, each of the Banks at which the Bank Accounts are maintained is authorized, without further order of this Court, to deduct the applicable fees from the appropriate accounts of the Debtors, and further, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers or other electronic transfers of any kind, regardless of whether such items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.
- 8. Notwithstanding any other provision of this Order, any bank may rely upon the representations of the Debtors with respect to whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and any bank that honors a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors or (b) in a good-faith belief that the Court has authorized such prepetition check or item to be honored, shall neither be deemed to be in violation of this Order nor be liable to the Debtors or their estates on their account of such prepetition check or other item being honored postpetition, or otherwise deemed to be in violation of this Order.

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- 9. Any banks are further authorized to (a) honor the Debtors' directions with respect to the opening and closing of any Bank Account, and (b) accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions: provided in each case that the Debtors' banks shall not have any liability to any party for relying on such representations.
- 10. The requirements of section 345 of the Bankruptcy Code, to the extent applicable, are waived on an interim basis for a period of sixty (60) days from the Petition Date, which period may be further extended by order of the Court at the request of the Debtors.
- 11. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained hereunder, shall be subject to the requirements imposed on the Debtors under the Interim Order (I) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363, (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(D), and (IV) Granting Related Relief and any final order granting related relief (together, the "Cash Collateral Order"), including, but not limited to the Budget (as defined in the Cash Collateral Order).
- 12. Notwithstanding anything to the contrary contained herein, absent further order of this Court, no transfers shall be made by any Debtor to non-debtors Pro Football Weekly, LLC or GateHouse Media Macomb Holdings, Inc.
- 13. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors or a waiver of the Debtors' rights to dispute any claim or lien.

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- 14. Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors. The requirements of Bankruptcy Rule 6004(a) are waived under the circumstances.
- 15. Notwithstanding any provision in the Bankruptcy Rules to the contrary:

 (a) this Order shall be effective immediately and enforceable upon its entry; (b) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this order; and (c) the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Order.
- 16. As soon as practicable after entry of this Order, the Debtors will serve a copy of this Order to the banks listed in <u>Exhibit C</u> attached to the Motion.
- 17. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.
- 18. Subject fully to their obligations under the Cash Collateral Order, the Debtors are authorized to open new Bank Accounts or close existing Bank Accounts as they deem necessary and appropriate in their sole discretion; <u>provided</u> that the Debtors give notice to the Office of the United States Trustee for the District of Delaware, the Credit Agreement Administrative Agent, and any statutory committees appointed in these chapter 11 cases in the next monthly operating report.
- 19. For any Bank maintaining any of the Bank Accounts that is party to a
 Uniform Depository Agreement with the Office of the United States Trustee for the District of
 Delaware, within fifteen (15) days of entry of this Order, the Debtors shall (a) contact such bank,
 (b) provide the applicable Debtor's employer identification number, and (c) identify each of its
 accounts held at such bank as being held by a debtor in possession in a bankruptcy case.

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- 20. For any Bank maintaining any of the Bank Accounts that is not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, and absent further order of the Court, the Debtors shall use their good-faith efforts to cause such Bank to execute a Uniform Depository agreement in a form prescribed by the Office of the United States Trustee for the District of Delaware within sixty (60) days of the date of this Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned Banks are unwilling to execute a Uniform Depository agreement in a form prescribed by the U.S. Trustee are fully reserved.
- 21. For the avoidance of doubt, the Debtors shall maintain accurate and detailed records of any and all inter-company transactions, including transfers and disbursements, so that all such transactions may be readily ascertained, traced, recorded and accounted for in the post-petition period.
- ordinary course fees incurred in connection with their secured credit card facility with HSBC

 Bank (the "Credit Card Facility"), and to otherwise perform their obligations under the documents governing the Credit Card Facility, and such documents shall continue to govern the postpetition relationship between the Debtors and HSBC Bank with respect to cards issued under the Credit Card Facility, and all of the provisions of such documents, including the termination and fee provisions, shall remain in full force and effect.

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

Dated: Wilmington, Delaware September 30, 2013

Mary F. Walrath

United States Bankruptcy Judge

GateHouse Media, Inc., et al.

SCHEDULE OF RETAINERS PAID TO PROFESSIONALS

(This schedule is to include each Professional paid a retainer)

| | Check | STATE OF THE STATE OF | | | Amount Applied | |
|---------------------------------------|-----------|-----------------------|-----------------------|--------------|----------------|-------------|
| Payee | Date | Number | Name of Payor | Amount | to Date | Balance |
| Young Conaway Stargatt & Taylor, LLP* | 4/19/2013 | WIRE | GateHouse Media, Inc. | \$150,000.00 | \$91,745.00 | \$58,255.00 |
| Epiq Bankruptcy Solutions, LLC | 6/19/2013 | WIRE | GateHouse Media, Inc. | \$25,000.00 | \$25,000.00 | \$0.00 |
| Epiq Bankruptcy Solutions, LLC | 9/9/2013 | WIRE | GateHouse Media, Inc. | \$7,439.00 | \$7,439.00 | \$0.00 |
| Epiq Bankruptcy Solutions, LLC* | 9/20/2013 | WIRE | GateHouse Media, Inc. | \$13,263.00 | \$663.00 | \$12,600.00 |

* Evergreen Retainers