

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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Journal Register Company, et al.,¹ : Case No. 09-10769 (ALG)
: :
Debtors. : Jointly Administered
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ORDER: (A) AUTHORIZING AMENDMENTS TO CERTAIN COLLECTIVE BARGAINING AGREEMENTS; (B) APPROVING AGREEMENTS CONCERNING PARTICIPATION IN CWA/ITU NEGOTIATED PENSION PLAN; AND (C) AUTHORIZING THE REJECTION OF CERTAIN PENSION PLAN PARTICIPATION AGREEMENTS

Upon the motion (the “**Motion**”) of the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), pursuant to sections 363 and 365 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing the Debtors to (a) enter into a settlement agreement (the “**INI Agreement**”) that amends their collective bargaining agreements with the: (i) Detroit Typographical Union Number 18 (the “**Printers**”); (ii) Detroit Mailers Union No. 40, IBT Local Union No. 2040 and its successor, Local Union No. 372 (the “**Mailers**”); (iii) Graphic Communications Conference, IBT Local 13N; (iv) Newspaper Drivers and Handlers, Local No. 372; and (v) Newspaper Guild of Detroit, Local 34022 (collectively, the “**INI Unions**”); (b) enter into an agreement (the “**INI NPP Agreement**”) with the CWA/ITU Negotiated Pension Plan (the “**NPP**”) and the Printers and the Mailers concerning the participation of Debtor International Newspapers, Inc. (“**INI**”) in the NPP; (c) enter into an agreement (together with the INI NPP Agreement, the “**NPP Agreements**”) between certain of the Debtors, the NPP and the: (i) Printing, Publishing and Media Workers’ Sector CWA in Delaware County, PA; (ii) Printing, Publishing and Media Workers’ Sector CWA, Local 14830 in Pottstown, PA; (iii) Printing,

¹ If applicable, the last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Journal Register Company (8615); (ii) 21st Century Newspapers, Inc. (6233); (iii) Acme Newspapers, Inc. (6478); (iv) All Home Distribution Inc. (0624); (v) Chanry Communications, Ltd. (3704); (vi) Greater Detroit Newspaper Network, Inc. (4228); (vii) Great Lakes Media, Inc. (5920); (viii) Great Northern Publishing, Inc. (0800); (ix) The Goodson Holding Company (2437); (x) Heritage Network Incorporated (6777); (xi) Hometown Newspapers, Inc. (8550); (xii) Independent Newspapers, Inc. (2264); (xiii) JiUS, Inc. (3535); (xiv) Journal Company, Inc. (8220); (xv) Journal Register East, Inc. (8039); (xvi) Journal Register Supply, Inc. (6546); (xvii) JRC Media, Inc. (4264); (xviii) Middletown Acquisition Corp. (3035); (xix) Morning Star Publishing Company (2543); (xx) Northeast Publishing Company, Inc. (6544); (xxi) Orange Coast Publishing Co. (7866); (xxii) Pennysaver Home Distribution Corp. (9476); (xxiii) Register Company, Inc. (6548); (xxiv) Saginaw Area Newspapers, Inc. (8444); (xxv) St. Louis Sun Publishing Co. (1989); (xxvi); Up North Publications, Inc. (2784); and (xxvii) Voice Communications Corp. (0455). The Debtors’ executive headquarters’ address is 790 Township Line Road, Third Floor, Yardley, PA 19067.

Publishing and Media Workers' Sector CWA Local 14199 in Norristown, PA; and (iv) Printing, Publishing and Media Workers' Sector CWA Local 14199 in Trenton, NJ (together with the INI Unions, the "**Affected Unions**") concerning the Debtors' participation in the NPP; and (d) reject certain multiemployer pension plan participation agreements (the "**Rejected Participation Agreements**"), as described more fully in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and upon a determination by this Court that entering into and performing under the INI Agreement and the NPP Agreements, which were ratified by a majority vote of each Affected Union, represents a prudent exercise of the Debtors' business judgment; and the Debtors having articulated good, sufficient and sound business justifications and compelling circumstances for entering into and performing under the INI Agreement and the NPP Agreements and rejecting the Rejected Participation Agreements; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The relief requested in the Motion is hereby granted to the extent set forth herein.
2. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
3. The INI Agreement and the NPP Agreements are approved. The failure to specifically describe or include any particular provision of the INI Agreement and the NPP Agreements in this Order shall not diminish or impair the effectiveness of such provision, it being the intent of this Court that the INI Agreement and the NPP Agreements be approved in their entirety.
4. The Debtors are authorized to perform under the INI Agreement and the NPP Agreements and to take any and all actions that may be reasonably necessary or appropriate to perform all obligations contemplated thereunder.

5. The Rejected Participation Agreements, other than the IBT Participation Agreement, shall be deemed rejected effective as of the date hereof. The IBT Participation Agreement shall be deemed rejected effective as of the earlier of (a) the date hereof, or (b) the date such rejection becomes effective pursuant to the Rejection Procedures Order.

6. As of the date that a Rejected Participation Agreement is rejected, whether pursuant to this or another order of this Court, the Debtors are relieved from any and all payments or performance due on account of the Rejected Participation Agreements or incurred under the Rejected Participation Agreements after the effective date of such rejection; provided, however, that nothing herein determines claims arising from the rejection of the Rejected Participation Agreements, in connection with which all parties' rights are reserved in full.

7. Any proof of claim relating to any claims arising from the rejection of a Rejected Participation Agreement shall include a copy of the relevant Participation Agreement and be filed in accordance with the terms of the Bar Date Order, no later than thirty (30) days after service of the Order approving rejection of such Rejected Participation Agreement.

8. Neither the entry of this Order nor the Debtors' entry into the INI Agreement and the NPP Agreements shall alter the order or priority of any claim under the Bankruptcy Code or convert any prepetition or unsecured claim into a priority claim, secured claim, postpetition claim or administrative claim.

9. This Court shall retain jurisdiction over all matters arising from or related to this Order or the implementation of the INI Agreement and the NPP Agreements and the rejection of the Rejected Participation Agreements.

10. The effect of this Order shall survive the conversion, dismissal and/or closing of these chapter 11 cases, appointment of a chapter 11 trustee herein, confirmation of a

plan of reorganization and/or the substantive consolidation of these chapter 11 cases with any other case or cases.

11. This Order shall be binding on any subsequent chapter 11 or chapter 7 trustee that may be appointed or elected in these chapter 11 cases or any succeeding chapter 7 cases.

12. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: New York, New York
June 25, 2009

/s/ Allan L. Gropper
THE HONORABLE ALLAN L. GROPPER
UNITED STATES BANKRUPTCY JUDGE