

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

IN RE:)	Bankruptcy Nos. 02-70079
)	through 02-70081 Inclusive
BRILL MEDIA COMPANY, LLC;)	
BRILL MEDIA MANAGEMENT, INC.;)	Bankruptcy Nos. 02-70280
BMC HOLDINGS, LLC; et al.,)	through 02-70350 Inclusive
)	
Debtors.)	Consolidated for Administration
)	at Case No. 02-70079
)	
)	Chapter 11

AMENDED REVISED CONSENT ORDER

This matter coming before the Court on the motion ("BAO Motion") of the Official Creditors' Committee representing the general interests of unsecured creditors of the 74 administratively consolidated Debtors ("Debtors") seeking approval of the expansion and modification of the duties of Bridge Associates, LLC as Bankruptcy Administrative Officer, and the Court having reviewed the BAO Motion and having previously entered a Consent Order herein dated April 10, 2002 ("Consent Order") and a Revised Consent Order dated May 16, 2002 ("Revised Consent Order"), and the Court having conducted a telephonic conference on the BAO Motion on August 29, 2002, and being otherwise sufficiently advised;

IT IS THEREFORE ORDERED that:

1. The Revised Consent Order dated May 16, 2002 be and hereby is amended and restated as set forth below by adding the following paragraphs;

- (A) The BAO and his Bridge designees shall subject to the supervision and control of this Court shall have the full and sole authority, duty and responsibility on behalf of the Debtors to take all actions under 11 U.S.C. § 363 which

would facilitate the consummation of any sale of the Debtors' assets, subject to any applicable regulatory requirements and further order of this Court, including, but not limited to, the execution and filing on behalf of the Debtors of any documents with the Justice Department, the Federal Communications Commission and/or any other government entity or agency.

(B) The BAO or his designee, at Debtors' expense, shall immediately, upon a reasonable time frame, on reasonable notice and at reasonable times and places, be provided by Alan Brill and/or any entity directly or indirectly owned or controlled by him ("Brill Entities") upon entry of this Order with:

- (1) Full access to all original records and documents (collectively, "Documents") of the Debtors, including Computer Records of the Debtors.

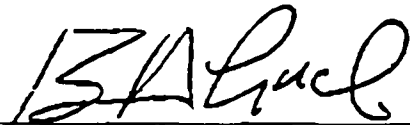
The BAO shall have authority to copy, transfer, move, store and maintain, under the BAO's possession and control, all original Debtor Documents in his sole discretion on such time frame as can reasonably be accomplished on reasonable notice at reasonable times and places and with the right of Brill Entities to make copies prior to any transfer and change of control if so desired of such Debtors' Documents in their possession. The BAO shall also have the authority to copy and/or transfer all Computer Records of the Debtors, and Brill Entities may maintain copies.

- (2) Full and sole control over all Bank deposit, savings, checking or other accounts held at any entity for the Debtors (collectively,

"Bank Accounts") or used by the Debtors or which contain any assets of the Debtors. The BAO shall have the right to change the signature on the Bank Accounts on behalf of the Debtors and to change Bank Accounts; and it is

2. **FURTHER ORDERED** that other than the addition set forth above, nothing in the terms of this BAO Order shall in any way modify or amend the May 16, 2002 Revised Consent Order.

AUG 30 2002
SO ORDERED this _____ day of _____, 2002.



JUDGE, UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA

LOU:730222.4

EXHIBIT A
(List of Debtors)

Brill Media Company, LLC (BML)
Brill Media Management, Inc. (BMM)
BMC Holdings, LLC (BCL)
BMC Holdings, Inc. (BCI)
Central Michigan Newspapers, Inc. (CMN)
St. Johns Newspapers, Inc. (SJN)
NMG Holdings, LLC (NML)
NMG, LLC (NGL)
CMR II Holdings, LLC (RHL)
CMR II, LLC (R2L)
Huron Holdings, LLC (HHL)
Huron Newspapers, LLC (HNL)
Huron P.S., LLC (HPL)
Upper Michigan Holdings, LLC (UHL)
Upper Michigan Newspapers, LLC (UML)
Advertisers P.S., LLC (APL)
Central Printing Service, LLC (CPL)
Grand Traverse Newspapers, LLC (GTL)
GR I Holdings, LLC (GHL)
GR I, LLC (GRL)
Northland Holdings, LLC (NHL)
Northland Broadcasting, LLC (NBL)
NB II, Inc. (NB2)
NB III Holdings, LLC (3HL)
NB III, LLC (B3L)
Northern Colorado Holdings, LLC (NCL)
NCR II, Inc. (NR2)
NCR II, LLC (C2L)
NCR III, LLC (N3L)
Northern Colorado Radio, Inc. (NCR)
NCR IV Holdings, LLC (4HL)
NCR IV, LLC (N4L)
Tri-State Broadcasting, Inc. (TSB)
TBR I Holdings, LLC (TRL)
TBR I, LLC (TBL)
TSB IV, LLC (T4L)
Brill Radio, Inc. (BRI)
Reading Radio, Inc. (RRI)
PRH I, Inc. (PRI)
PRH, LLC (PRL)
TBR I Holdings Management, Inc. (TBH)

TBR I Management, Inc. (TBM)
TSB IV Management, Inc. (T4M)
IRH I, Inc. (IRI)
IRH, LLC (IRL)
Northern Colorado Holdings Management, Inc. (CHM)
NCR IV Holdings Management, Inc. (N4H)
NCR IV Management, Inc. (N4M)
CRH I, Inc. (CRI)
CRH, LLC (CRL)
Northland Holdings Management, Inc. (NHM)
Northland Broadcasting Management, Inc. (NBM)
NB III Holdings Management, Inc. (B3H)
NB III Management, Inc. (B3M)
MRH I, Inc. (MRI)
MMRH, LLC (MRL)
CMB II, Inc. (CB2)
Central Missouri Broadcasting, Inc. (CMB)
Huron Holdings Management, Inc. (HHM)
Huron Newspapers Management, Inc. (HNM)
Huron P.S. Management, Inc. (HPM)
Upper Michigan Holdings Management, Inc. (UHM)
Upper Michigan Newspapers Management, Inc. (UNM)
Advertisers P.S. Management, Inc. (APM)
Central Printing Service Management, Inc. (CPM)
Grand Traverse Newspapers Management, Inc. (GTM)
GR I Holdings Management, Inc. (GHM)
GR I Management, Inc. (GRM)
MNH I, Inc. (MNI)
MNH, LLC (MNL)
NMG Holdings Management, Inc. (NGH)
NMG Management, Inc. (NGM)
CMR II Holdings Management, Inc. (R2H)
CMR II Management, Inc. (R2M)

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