

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Nassau Broadcasting Partners, L.P., *et al.*,¹

Debtors and Debtors-in-Possession.

Chapter 11

Case No. 11-12934 (KG)

(Jointly Administered)

Related Docket No. 694

**ORDER PURSUANT TO SECTIONS 105(a) AND 363 OF THE BANKRUPTCY
CODE AND RULE 6004(h) OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AUTHORIZING THE DEBTORS TO ENTER INTO A LOCAL
PROGRAMMING AND MARKETING AGREEMENT**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for the entry of an order authorizing the Debtors to enter into a local programming and marketing agreement; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied that notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances and no further or other notice need be given; and the Court having reviewed the Motion; and it appearing to the Court that the relief requested in the Motion is in the best

¹ The Debtors are the following entities (last four digits of EIN in parentheses): (i) Nassau Broadcasting Partners, L.P., a Delaware limited partnership (9866) (Case No. 11-12934), (ii) Nassau Broadcasting I, LLC, a Delaware limited liability company (7047) (Case No. 11-12931), (iii) Nassau Broadcasting II, LLC, a Delaware limited liability company (2048) (Case No. 11-12932), and (iv) Nassau Broadcasting III, LLC, a Delaware limited liability company (9570) (Case No. 11-12933). The mailing address for the Debtors is 619 Alexander Road, Third Floor, Princeton, NJ 08540.

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

interests of the Debtors' estates, their creditors, and other parties in interest; and good, adequate, and sufficient cause having been shown to justify entry of this order; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor

IT IS ORDERED THAT:

1. The Motion is GRANTED to the extent set forth herein.
2. Pursuant to sections 105(a) and 363 of the Bankruptcy Code, the Debtors are authorized and empowered to enter into the LMA attached hereto as **Exhibit 1** (subject to non-material changes thereto) and to perform the obligations thereunder.
3. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon entry.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. Notice of the Motion as provided therein is deemed good and sufficient notice of such Motion.
6. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

Dated: NOVEMBER 30, 2012
Wilmington, Delaware



THE HONORABLE KEVIN GROSS,
CHIEF UNITED STATES BANKRUPTCY JUDGE