

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

**REVISED CONSENT ORDER**

This matter coming before the Court initially on the Motion of the 74 above-captioned administratively consolidated Debtors ("Debtors") for Approval of the Expansion and Modification of the Duties of Bridge Associates, LLC ("Bridge Duty Motion"), and the Court having reviewed the Bridge Duty Motion and having previously entered a Consent Order herein dated April 10, 2002 and the matter then coming before the Court on May 10, 2002 on the Motion of Alan Brill to Modify April 10, 2002 Consent Order at a hearing at which all parties in interest were present and indicated to the Court their consent to the entry of a Revised Consent Order in the form hereinafter set forth in the place and stead of the April 10, 2002 Consent Order:

**IT IS THEREFORE ORDERED** that:

1. The Consent Order dated April 10, 2002 concerning the Bridge Duty Motion be and hereby is revised and/or restated as set forth herein;
2. Anthony Schnelling or any member or employee of Bridge Associates LLC ("Bridge") designated by him shall be appointed as the Bankruptcy Administration Officer ("BAO") for each of the Debtors;
3. The BAO or his designee shall have the full and sole authority, duty and responsibility on behalf of the Debtors to:

DOCUMENT NO. 322

- a. Supervise and direct the preparation of all financial information to be used in the bankruptcy process on behalf of the Debtors;
- b. Approve and provide, with counsel for the Debtors, the production of all discoverable documents, records, and other information concerning the Debtors, to the Committee and/or any other creditor or any other party in interest who makes an appropriate request for such information during the pendencies of the Debtors' bankruptcy cases;
- c. Supervise and direct the preparation of all information related to all post-petition financing including the current interim DIP loan facility;
- d. Participate in the negotiation of all debtor-in-possession financing including any revisions, modifications or amendments to the current interim DIP loan facility;
- e. Supervise and direct the preparation of information, including all quarterly and monthly reports, as required by the Office of the United States Trustee in the Debtors' cases;
- f. Supervise and direct the preparation of and provide to Debtors' counsel all information related to the preparation and filing of all schedules and statement of financial affairs on behalf of all the Debtors;
- g. Assist in the preparation of all financial budgets, models, projections and other information related to the Debtors' plan, disclosure statement and any other pleadings which may be filed or contemplated in the Debtors' Chapter 11 cases;
- h. Participate in all meetings of the Debtors, with the Committee, and the Committee's various representatives on all matters related to the Debtors' business operations and the conduct of the Debtors' Chapter 11 cases including, but not limited to, any disclosure statement and/or plan of reorganization which may be filed by the Debtors;
- i. Upon advice of counsel for the Debtors after consultation with Mr. Brill and the Committee and without limiting in any manner exclusivity, the ability of the Debtors to formulate and propose a plan of reorganization or to take any other actions permitted under the Bankruptcy Code, (1) formulate and negotiate with counsel for the Debtors any proposed plans, disclosure statements, asset sales or other disposition of assets of the Debtors to the extent that Mr. Brill has a conflict of interest in connection with any such negotiations, (2) provide potential asset purchasers (that

Bridge determines to be financially capable and with whom a potential transaction is in the best interest of the Debtors' estates) with due diligence information (that Bridge determines to be appropriate) subject to the potential purchasers executing confidentiality agreements prepared by counsel for the Debtors, and (3) solicit and negotiate with prospective purchasers; and (4) file a motion under Bankruptcy Code § 363 to effect a sale of Debtors' assets (a "363 Sale");

- j. Review and approve all financial transactions involving the Debtors with Non-Debtor Affiliates; and
- k. Take any and all actions necessary to fulfill the responsibilities set forth above.

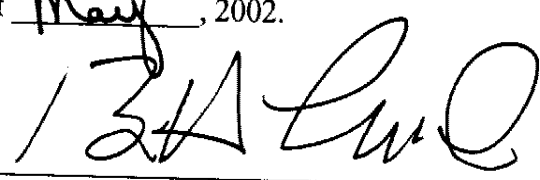
(collectively, "Consent Order Powers");

4. Notwithstanding anything else contained herein, there is expressly reserved to Alan Brill the right, and Alan Brill is hereby authorized, to propose and file a plan herein that includes and/or involves the property of the Debtors' estates, the equity interests in the Debtors and certain property of non-Debtors (a "Plan"). In connection therewith, Alan Brill is expressly authorized to contact, solicit and negotiate with potential third party plan sponsors for the purpose of formulating and seeking acceptance and confirmation of such a plan and to provide and discuss with such potential plan sponsors financial and operating information concerning the Debtors (including, without limitation, such information as may have been provided by the BAO pursuant to Paragraph 3.i.(2) hereof). Any such plan shall be required to include a provision by which the property of the Debtors included therein and/or the equity interests in the Debtors included therein is subjected to open, competitive bidding under the control of the BAO as a condition to confirmation, unless the creditors of the Debtors' estates consent otherwise by requisite majority. Rubin & Levin is hereby appointed *nunc pro tunc* to April 10, 2002 as special counsel for the Debtors for the purpose of preparing, negotiating and seeking confirmation of such plan, subject to applicable law, rules and procedures governing the retention of professional persons. The Debtors' exclusive right to file a plan under Bankruptcy Code § 1121 will

terminate upon the earlier of (1) the filing of such plan or (2) June 6, 2002 (the "Termination Date"). The BAO will not file a motion to effect a 363 Sale prior to the Termination Date without a prior authorizing order of the Court entered after notice and hearing.

5. The BAO may only be removed by Order of this Court;
6. Nothing contained in the Bridge Duty Motion or the Consent Order makes Bridge "not disinterested" or have an interest adverse to the Debtors for purposes of 11 U.S.C. § 327;
7. Brill Media Company, LP shall reasonably cooperate with the BAO and the Debtors on all matters related to the Debtors' Chapter 11 proceedings, and all parties in interest shall reasonably cooperate with each other consistent with their respective fiduciary duties;
8. The Debtors, by their boards of directors and/or owners, shall expressly authorize the BAO to take all actions necessary to exercise the Consent Order Powers;
9. This Consent Order is not being entered as a sanction or to punish Alan Brill or the Debtors. Alan Brill and the Debtors have voluntarily agreed to this motion to demonstrate their good faith and to facilitate the Debtors' reorganization efforts;
10. Nothing under the terms of this Consent Order shall in any way restrict the ability of Alan Brill to act on behalf of his interests as an owner and/or creditor of the Debtors.
11. This Consent Order shall be deemed effective to replace the April 10, 2002 Consent Order *nunc pro tunc* to May 10, 2002.

SO ORDERED this 16 day of May, 2002.

  
\_\_\_\_\_  
JUDGE, UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF INDIANA

LOU:707909.2

c/s  
to C. Bowler  
for dist.  
5/16/02

## **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)