

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Bankruptcy Order Discharging All Liens		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Norstar Bank		07/07/2009	A Banking Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	Arc Communications, Inc.		
Doing Business As:	DBA Communications International		
Street Address:	630 5th Avenue, Suite 2109		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10111		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1315722	CONNECTICUT MAGAZINE	
CORRESPONDENCE DATA			
Fax Number:	(212)728-8111		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212)728-8000		
Email:	ipdept@willkie.com		
Correspondent Name:	Kim Walker c/o Willkie Farr & Gallagher		
Address Line 1:	787 Seventh Avenue		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	118220.00004		
NAME OF SUBMITTER:	Kim A. Walker		
Signature:	/kaw-907/		

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**TRADEMARK
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Date:

08/07/2009

Total Attachments: 24

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
 :
Journal Register Company, et al., : Case No. 09-10769 (ALG)
 :
 :
Debtors. : Jointly Administered
-----X

**ORDER CONFIRMING AMENDED
JOINT CHAPTER 11 PLAN OF REORGANIZATION
FOR JOURNAL REGISTER COMPANY AND ITS AFFILIATED DEBTORS**

Upon the Amended Joint Chapter 11 Plan of Reorganization for Journal Register Company and Its Affiliated Debtors, dated May 6, 2009 (as modified from time to time, including as set forth in the Supplement (as defined below), the “**Plan**”); and upon the Amended Disclosure Statement with Respect to Amended Joint Chapter 11 Plan of Reorganization for Journal Register Company and its Affiliated Debtors, dated May 6, 2009 (the “**Disclosure Statement**”); and upon the May 5, 2009 hearing to approve the Disclosure Statement (the “**Disclosure Statement Hearing**”); and upon that certain Order (A) Approving Disclosure Statement; (B) Fixing Voting Record Date; (C) Approving Solicitation Materials and Procedures for Distribution Thereof; (D) Approving Forms of Ballots and Establishing Procedures for Voting on Debtors’ Amended Joint Plan of Reorganization; (E) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Debtors’ Amended Joint Plan of Reorganization; and (F) Granting Related Relief (Docket No. 300), entered on May 5, 2009 (the “**Disclosure Statement Order**”); and upon the June 3, 2009 hearing to authorize certain modifications to the Plan and the related supplement to the Disclosure Statement (the “**Supplement**”); and upon that certain Order (A) Authorizing Certain Modifications to the Debtors’ Plan of Reorganization Pursuant to Section 1127 of the Bankruptcy Code; (B) Approving Proposed Supplement to Disclosure Statement; (C) Establishing Procedures for

Voting on Debtors' Amended Joint Chapter 11 Plan of Reorganization; and (D) Granting Related Relief (Docket No. 406), entered on June 3, 2009 (the "**Plan Modification Order**"); and upon the declarations, certifications and related supplements of Robert P. Conway, Eric R. Mendelsohn, Jennifer J. Hardy and Daniel C. McElhinney of Epiq Bankruptcy Solutions, LLC; and upon the (i) testimony, affidavits, declarations and exhibits admitted into evidence at the [June 25, 2009] hearing to consider confirmation of the Plan (the "**Confirmation Hearing**"), (ii) arguments of counsel presented at the Confirmation Hearing, (iii) objections filed with respect to confirmation of the Plan by Mr. Phillip A. Kalodner, Mr. Richard Freeman, the State of Connecticut, and the Central States, Southeast and Southwest Areas Pension Fund (collectively, the "**Objections**"), and the Debtors' memorandum of law filed in reply thereto and the response thereto of the Administrative Agent¹ on behalf of the Lenders, and (iv) pleadings filed in support of confirmation of the Plan; and upon the Court having taken judicial notice of the docket of the Debtors' Reorganization Cases maintained by the Clerk of the Court and/or its duly appointed agent, and all pleadings and other documents filed, all orders entered, and evidence and arguments made, proffered or adduced at, and the hearings held before the Court during the pendency of these Reorganization Cases, including, but not limited to: any order of the Court establishing deadlines for filing proofs of claim in these Reorganization Cases, including the Order Pursuant to Bankruptcy Rule 3003(c)(3) Setting a Final Date to File Proofs of Claim (Docket No. 42), entered on February 25, 2009; and upon the Court having found that due and proper notice has been given with respect to the Confirmation Hearing and the deadlines and procedures for filing objections to the Plan; and upon the appearance of all interested parties having been duly noted in the record of the Confirmation Hearing; and upon the record of the

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

Confirmation Hearing and these Reorganization Cases, and upon the Memorandum of Opinion dated July 7, 2009; after due deliberation thereon, and sufficient cause appearing therefor;

IT IS HEREBY FOUND THAT:²

JURISDICTION AND VENUE

A. The Court has jurisdiction over this matter and these Reorganization Cases pursuant to 28 U.S.C. § 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

B. Confirmation of the Plan is a core proceeding pursuant to 28 U.S.C. § 157(b), and this Court has exclusive jurisdiction to determine whether the Plan should be confirmed under the applicable provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

C. Each of the conditions precedent to the entry of this Order has been satisfied in accordance with Section 11.1 of the Plan or properly waived in accordance with Section 11.3 of the Plan.

**STANDARDS FOR CONFIRMATION
UNDER SECTION 1129 OF THE BANKRUPTCY CODE**

D. Section 1129(a)(1). The Plan complies with each applicable provision of the Bankruptcy Code. In particular, the Plan complies with the requirements of sections 1122 and 1123 of the Bankruptcy Code as follows:

1. In accordance with section 1122(a) of the Bankruptcy Code, Section 4.1 of the Plan classifies each Claim against and Interest in the Debtors into a Class containing only substantially similar Claims or Interests;

² The findings set forth herein and in the Memorandum of Opinion constitute this Court’s findings of fact pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Rules 7052 and 9014 of the Federal Rules of Bankruptcy Procedure. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such.

2. In accordance with section 1123(a)(1) of the Bankruptcy Code, Section 4.1 of the Plan properly classifies all Claims and Interests that require classification;
3. In accordance with section 1123(a)(2) of the Bankruptcy Code, Section 4.2 of the Plan properly specifies each Class of Claims that is not impaired under the Plan;
4. In accordance with section 1123(a)(3) of the Bankruptcy Code, Article V of the Plan properly specifies the treatment of each Class of Claims or Interests that is impaired under the Plan;
5. In accordance with section 1123(a)(4) of the Bankruptcy Code, the Plan provides the same treatment for each Claim or Interest of a particular Class unless the holder of such a Claim or Interest agrees to less favorable treatment;
6. In accordance with section 1123(a)(5) of the Bankruptcy Code, the Plan provides adequate means for its implementation, including, without limitation, the provisions regarding Effective Date transactions and transfers and the post-Effective Date corporate management, governance and actions set forth in Article VII of the Plan;
7. In accordance with section 1123(a)(6) of the Bankruptcy Code, the Reorganized Debtors' amended certificates of incorporation and bylaws contain provisions prohibiting the issuance of non-voting equity securities and providing for the appropriate distribution of voting power among all classes of equity securities authorized for issuance;
8. In accordance with section 1123(a)(7) of the Bankruptcy Code, the provisions of the Plan and the Reorganized Debtors' amended certificates of incorporation and bylaws regarding the manner of selection of officers and directors of the Reorganized Debtors, including, without limitation, the provisions of Section 7.6 of the Plan, are consistent with the interests of creditors and equity security holders and with public policy;
9. In accordance with section 1123(b)(1) of the Bankruptcy Code, Article V of the Plan impairs or leaves unimpaired, as the case may be, each Class of Claims and Interests;
10. In accordance with section 1123(b)(2) of the Bankruptcy Code, Article X of the Plan provides for the assumption, assumption and assignment or rejection of the Debtors' executory contracts and unexpired leases that have not been previously assumed, assumed

and assigned or rejected pursuant to section 365 of the Bankruptcy Code and Orders of the Court;

11. In accordance with section 1123(b)(3) of the Bankruptcy Code, Section 12.10 of the Plan provides that, except as provided in the Plan, the Reorganized Debtors will retain and may enforce any claims, demands, rights, defenses and causes of action that any Debtor or Estate may hold against any entity, to the extent not expressly released under the Plan or by any Final Order of the Court;
12. In accordance with section 1123(b)(3) of the Bankruptcy Code, Section 2.1 of the Plan provides that the treatment of Claims against and Interests in the Debtors under the Plan represents, among other things, the settlement and compromise of certain inter-creditor disputes. In accordance with Bankruptcy Rule 9019, such settlements are fair and equitable and in the best interests of the Debtors and creditors;
13. In accordance with section 1123(b)(3) of the Bankruptcy Code, Section 2.2 of the Plan provides for substantive consolidation of the Debtors' Estates solely for purposes of voting, confirmation, and making distributions to the holders of Allowed Claims and Allowed Interests under the Plan. No creditor of any of the Debtors will be prejudiced by the substantive consolidation of the Debtors for such purposes, and such substantive consolidation will benefit all creditors of the Debtors;
14. In accordance with section 1123(b)(5) of the Bankruptcy Code, Article V of the Plan modifies or leaves unaffected, as the case may be, the rights of holders of Claims in each Class;
15. In accordance with section 1123(b)(6) of the Bankruptcy Code, the Plan includes additional appropriate provisions that are not inconsistent with applicable provisions of the Bankruptcy Code, including, without limitation, the provisions of Article I, Article III, Article VIII, Article IX, Article XI, Article XIII, and Article XIV of the Plan;
16. In accordance with section 1123(b)(6) of the Bankruptcy Code, section 7.2 of the Plan provides that holders of Allowed Trade Unsecured Claims shall receive a distribution from the Trade Account, which the Lenders have agreed to fund from a portion of the Plan Distribution they receive on behalf of their Allowed Secured Lender Claims. The Trade Account Distribution does not violate the provisions of the Bankruptcy Code or require denial of confirmation of the Plan.

17. In accordance with section 1123(d) of the Bankruptcy Code, Section 10.3 of the Plan provides for the satisfaction of Claims related to Cure Amounts associated with each executory contract and unexpired lease to be assumed pursuant to the Plan in accordance with section 365(b)(1) of the Bankruptcy Code. All Claims related to Cure Amounts will be determined in accordance with the underlying agreements and applicable law.

E. Section 1129(a)(2). The Debtors have complied with all applicable provisions of the Bankruptcy Code with respect to the Plan and the solicitation of acceptances or rejections thereof. In particular, the Plan complies with the requirements of sections 1125 and 1126 of the Bankruptcy Code as follows:

1. All persons entitled to receive notice of the Disclosure Statement, the Plan and the Confirmation Hearing have received proper, timely and adequate notice in accordance with the Disclosure Statement Order, applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York (collectively, the “**Bankruptcy Rules**”), and have had an opportunity to appear and be heard with respect thereto.
2. The Debtors solicited votes with respect to the Plan in good faith and in a manner consistent with the Bankruptcy Code, the Bankruptcy Rules and the Disclosure Statement Order. Accordingly, the Debtors are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code, and the Exculpated Parties are entitled to the protections afforded by the exculpation provisions set forth in Section 12.8 of the Plan.
3. Claims in Classes 1 and 3 under the Plan are unimpaired, and such Classes are deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code.
4. The Plan was voted on by all classes of impaired Claims that were entitled to vote pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Disclosure Statement Order (i.e., Classes 2 and 4).
5. The Debtors have made a final determination of the validity of, and tabulation with respect to, all acceptances and rejections of the Plan by holders of Claims entitled to vote on the Plan, including the amount and number of accepting and rejecting Claims in Classes 2 and 4 under the Plan.

6. Each of Classes 2 and 4 have accepted the Plan by at least two-thirds in amount and a majority in number of the Claims in such Classes actually voting.

F. Section 1129(a)(3). The Plan has been proposed in good faith and not by any means forbidden by law. In so finding, the Court has considered the totality of the circumstances in these Reorganization Cases. The Plan is the result of extensive, good faith, arm's length negotiations between the Debtors and certain of their principal constituencies (including the holders of the Secured Lender Claims, the Creditors' Committee and their respective representatives); reflects substantial input from the principal constituencies having an interest in these cases; and achieves the goal of consensual reorganization embodied by the Bankruptcy Code.

G. Section 1129(a)(4). No payment for services or costs and expenses in or in connection with these cases, or in connection with the Plan and incident to these cases, has been or will be made by a Debtor other than payments that have been authorized by order of the Court, including, but not limited to, the Stipulation and Order Authorizing Final Use of Cash Collateral and Granting Adequate Protection to Prepetition Secured Parties (Docket No. 105). Pursuant to Section 3.2 of the Plan, and except as otherwise provided herein, all such payments to be made to Professional Persons or other entities asserting a Fee Claim for services rendered before the Effective Date will be subject to review and approval by this Court.

H. Section 1129(a)(5). The identities and affiliations of the directors and officers of each of the Reorganized Debtors, and the identity and the nature of compensation of insiders that will be employed or retained by the Reorganized Debtors, have been disclosed on Exhibit I of the Plan. The appointments to, or continuance in, such offices by the proposed directors and officers is consistent with the interests of holders of Claims and Interests and with public policy.

I. Section 1129(a)(6). The Plan does not provide for any changes in rates that require regulatory approval of any governmental agency.

J. Section 1129(a)(7). Each holder of an impaired Claim or Interest in each impaired Class of Claims or Interests that has not accepted the Plan will, on account of such Claim or Interest, receive or retain property under the Plan having a value, as of the Effective Date, that is not less than the amount that such holder would have received or retained if the Debtors were liquidated under chapter 7 of the Bankruptcy Code on the Effective Date. See Disclosure Statement, Exhibit 5.

K. Section 1129(a)(8). The Plan has not been accepted by all impaired Classes of Claims and Interests because, pursuant to section 1126(g) of the Bankruptcy Code, the holders of Interests in Class 5 (Existing Common Stock Interests) and Claims in Class 6 (Existing Common Securities Law Claims) are deemed to have rejected the Plan. Nevertheless, the Plan is confirmable because it satisfies section 1129(b)(1) of the Bankruptcy Code with respect to such non-accepting Classes of Claims and Interests.

L. Section 1129(a)(9). Except to the extent that the holder of a particular Claim has agreed to different treatment, the Plan provides treatment for Administrative Expense Claims, Priority Tax Claims, Fee Claims and Priority Non-Tax Claims that is consistent with the requirements of section 1129(a)(9) of the Bankruptcy Code.

M. Section 1129(a)(10). The Plan has been accepted by Classes 2 and 4, which are all classes of impaired Claims that are entitled to vote on the Plan, determined without including any acceptance of the Plan by any insider.

N. Section 1129(a)(11). The Debtors' projections of the capitalization and financial information of the Reorganized Debtors as of the Effective Date are reasonable and

made in good faith, and confirmation of the Plan is not likely to be followed by the liquidation or the need for the further financial reorganization of the Debtors.

O. Section 1129(a)(12). The Plan provides that all fees payable pursuant to section 1930 of title 28 of the United States Code, due and payable through the Effective Date shall be paid by the Debtors on or before the Effective Date and amounts due thereafter shall be paid by the Reorganized Debtors in the ordinary course until the entry of a final decree closing the Reorganization Cases.

P. Section 1129(a)(13). On and after the Effective Date, pursuant to section 1129(a)(13) of the Bankruptcy Code, the Reorganized Debtors shall continue to pay all retiree benefits (within the meaning of section 1114 of the Bankruptcy Code), at the level established in accordance with section 1114 of the Bankruptcy Code, at any time prior to the Confirmation Date, for the duration of the period for which the Debtor had obligated itself to provide such benefits.

Q. Section 1129(b). The Plan does not “discriminate unfairly” and is “fair and equitable” with respect to Classes 5 and 6, *i.e.*, the Classes that are impaired and deemed to reject the Plan. The Plan does not discriminate unfairly with respect to such Classes for the reasons stated in the Memorandum of Opinion. The Plan is “fair and equitable” with respect to such Classes because it does not provide a recovery on account of any Claim or Interest that is junior to Classes 5 and 6, and more senior classes are not being paid in full.

R. Section 1129(c). The Plan is the only plan that has been filed in these cases that has been found to satisfy the requirements of subsections (a) and (b) of section 1129 of the Bankruptcy Code. Accordingly, the requirements of section 1129(c) of the Bankruptcy Code have been satisfied.

S. Section 1129(d). No party in interest including, but not limited to, any Governmental Unit (as defined in section 101(27) of the Bankruptcy Code), has requested that the Court deny confirmation of the Plan on grounds that the principal purpose of the Plan is the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act of 1933, and the principal purpose of the Plan is not such avoidance. Accordingly, the Plan satisfies the requirements of section 1129(d) of the Bankruptcy Code.

**DISCHARGE, INDEMNIFICATION,
INJUNCTIONS, RELEASES AND EXCULPATION**

T. The indemnification, injunction, discharge, release and exculpation provisions set forth in Sections 10.4, 12.3, 12.4, 12.5, 12.6, 12.7, 12.8 and 12.9 of the Plan constitute good faith compromises and settlements of the matters covered thereby. Such compromises and settlements are made in exchange for consideration and are in the best interests of the Debtors, their Estates and holders of Claims and Interests, are fair, equitable, reasonable, and are integral elements of the restructuring and resolution of the Reorganization Cases in accordance with the Plan. The failure to effect the discharge, release, indemnification, injunction and exculpation provisions described in Sections 10.4, 12.3, 12.4, 12.5, 12.6, 12.7, 12.8 and 12.9 of the Plan would seriously impair the Debtors' ability to confirm the Plan. Each of the discharge, release, indemnification, injunction and exculpation provisions set forth in the Plan:

- (i) is within the jurisdiction of the Court under 28 U.S.C. §§ 1334(a), (b) and (d);
- (ii) is an essential means of implementing the Plan pursuant to section 1123(a)(5) of the Bankruptcy Code;
- (iii) is an integral element of the settlements and transactions incorporated into the Plan;
- (iv) confers material benefit on, and is in the best interests of, the Debtors, their estates and the holders of Claims;
- (v) is important to the overall objectives of the Plan to finally resolve all Claims among or against the parties in interest in the

- Reorganization Cases with respect to the Debtors, their organization, capitalization, operation and reorganization; and
- (vi) is consistent with sections 105, 1123 and 1129 of the Bankruptcy Code and applicable law.

It is hereby

ORDERED, ADJUDGED AND DECREED, that:

1. The Plan and each of its provisions (whether or not specifically approved herein) are CONFIRMED pursuant to section 1129 of the Bankruptcy Code.

2. The Effective Date of the Plan shall occur on the first Business Day on which all conditions set forth in Section 11.2 of the Plan have been satisfied or, if applicable, have been waived in accordance with Section 11.3 of the Plan.

3. Any objections or responses to confirmation of the Plan and the reservation of rights contained therein that (a) have not been withdrawn, waived or settled prior to the entry of this Order or (b) are not cured by the relief granted herein, are hereby OVERRULED on their merits, and all withdrawn objections or responses are hereby deemed withdrawn with prejudice.

A. Approval of Injunction

4. The injunction set forth in Section 12.6 of the Plan is approved.

B. Approval of Releases

5. The releases set forth in Section 12.7 of the Plan, including, without limitation, the Third Party Release, are approved, are so ordered and shall be immediately effective on the Effective Date of the Plan without further order or action on the part of the Court, any of the parties to such releases or any other party.

C. Approval of Exculpation

6. The exculpation, as set forth in Section 12.8 of the Plan, is approved.

D. Order Binding on All Parties

7. Subject to the provisions of Section 12.1 of the Plan and Bankruptcy Rule 3020(e), to the extent applicable, in accordance with section 1141(a) of the Bankruptcy Code and notwithstanding any otherwise applicable law, upon the occurrence of the Effective Date, the terms of the Plan and this Order shall be binding upon, and inure to the benefit of the Debtors, all holders of Claims and Interests, and their respective successors and assigns.

E. Substantive Consolidation of the Debtors for Purposes of Voting, Confirmation and Distribution

8. The consolidation of the Debtors solely for the purpose of implementing the Plan, as set forth in Section 2.2 of the Plan, including for purposes of voting, confirmation and making distributions under the Plan is hereby approved. Except as set forth in Section 2.2 of the Plan, such substantive consolidation shall not affect (a) the legal and corporate structure of the Reorganized Debtors, or (b) any obligations under any leases or contracts assumed in the Plan or otherwise after the Commencement Date.

F. Vesting and Transfer of Assets

9. On the Effective Date, except as otherwise provided in the Plan, including Section 12.7(a) thereof, all property of the Estates of the Debtors, including all claims, rights and causes of action and any property acquired by the Debtors under or in connection with the Plan, shall vest in each respective Reorganized Debtor free and clear of all Claims, Liens, charges, other encumbrances and Interests.

G. Approval of Discharge of Claims and Termination of Interests

10. The discharge provision as set forth in Section 12.3 of the Plan is approved, is so ordered and shall be immediately effective on the Effective Date without further order or action on the part of the Court or any other party.

11. Except as specifically set forth in the Plan, as of the Effective Date, each Person that is a holder (as well as any trustees and agents on behalf of such Person) of a Claim or Interest and any affiliate of such holder shall be deemed to have forever waived, released, and discharged the Debtors, to the fullest extent permitted by section 1141 of the Bankruptcy Code, of and from any and all Claims, Interests, rights, and liabilities that arose prior to the Effective Date. Except as otherwise provided in the Plan, upon the Effective Date, all such holders of Claims and Interests and their affiliates shall be forever precluded and enjoined, pursuant to sections 105, 524 and 1141 of the Bankruptcy Code, from prosecuting or asserting any such discharged Claim against or terminated Interest in any Debtor or Reorganized Debtor.

H. Survival of Corporate Indemnities

12. All Current Indemnification Claims shall (a) survive confirmation of the Plan and the Effective Date, and (b) become obligations of the Reorganized Debtors.

I. Exemption From Securities Laws

13. The issuance of the New Common Stock pursuant to the Plan shall be exempt from registration pursuant to section 1145 of the Bankruptcy Code to the maximum extent permitted thereunder and, subject to the transfer restrictions contained in the Amended Certificate, such New Common Stock may be resold by the holders thereof without restriction, except to the extent that any such holder is deemed to be an “underwriter” as defined in section 1145(b)(1) of the Bankruptcy Code. The availability of the exemption under section 1145 of the Bankruptcy Code or any other applicable federal or state securities laws shall not be a condition to the occurrence of the Effective Date.

J. Exemption From Certain Transfer Taxes

14. To the fullest extent permitted by applicable law, all sale transactions and asset transfers by the Debtors or Reorganized Debtors, as applicable, approved by the

Bankruptcy Court on or after the Confirmation Date through and including the Effective Date, including the transfers effectuated under the Plan and the Contemplated Transactions (including dispositions of those Assets listed on Schedule 1.24 to the Plan), shall constitute “transfers under a plan” within the purview of section 1146 of the Bankruptcy Code, and shall not be subject to any stamp, real estate transfer, mortgage recording, or other similar tax.

K. Executory Contracts and Unexpired Leases

15. Subject to the occurrence of the Effective Date, the Debtors are authorized to assume, assign and/or reject executory contracts or unexpired leases in accordance with Article X of the Plan and orders of this Court. Each executory contract and unexpired lease assumed pursuant to Section 10.1 of the Plan shall revert in and be fully enforceable by the applicable Reorganized Debtor in accordance with its terms, except as modified by the provisions of the Plan, or any order of the Bankruptcy Court authorizing and providing for its assumption or applicable federal law.

16. Except as specifically set forth in the Plan, as of and subject to the occurrence of the Effective Date and to the payment of the applicable Cure Amount, all executory contracts and unexpired leases to which any Debtor is a party (including, for the avoidance of doubt, any collective bargaining agreements that have been amended during the Reorganization Cases) shall be deemed assumed, except for any executory contracts or unexpired leases that: (a) previously have been assumed or rejected pursuant to a Final Order of the Bankruptcy Court; (b) are designated specifically or by category as a contract or lease to be rejected on the Schedule of Rejected Contracts and Leases, if any; or (c) are the subject of a separate motion to assume or reject under section 365 of the Bankruptcy Code pending on the Effective Date.

17. As of and subject to the occurrence of the Effective Date, all contracts identified on the Schedule of Rejected Contracts and Leases, including, without limitation, any agreements listed that provide for the Debtors' contribution to Multiemployer Pension Plans, shall be deemed rejected. The holders of Claims arising from such rejection, if any, shall have thirty (30) days after service of notice of such rejection to file proofs of claim with the Bankruptcy Court. Failure to timely file such proofs of claim shall result in such Claims being barred and discharged. Once allowed, any such Claim shall be treated as a Class 4 Unsecured Claim.

18. For the avoidance of doubt, to the extent that any Allowed Trade Unsecured Claim is satisfied by payment of the Cure Amount pursuant to Article X of the Plan, holders of such Claims shall not receive any distribution in excess of such Allowed Trade Unsecured Claims as a result of either Plan Distribution or Trade Account Distribution.

L. Claims Bar Dates

19. The Debtors may apply for an Administrative Bar Date by separate application and proposed order.

20. Fee Claims. Except as otherwise provided in Section 3.2 of the Plan, any Professional Person seeking allowance by the Bankruptcy Court of a Fee Claim shall file its respective final application for allowance of compensation for services rendered and reimbursement of expenses incurred prior to the Effective Date no later than forty-five (45) days after the Effective Date. Failure to file and serve such proof of fee application timely and properly shall result in the Fee Claim being forever barred and discharged. Objections to any Fee Claim must be filed and served on the applicable Professional Person and the Notice Parties no later than sixty-five (65) days after the Effective Date or such other date as established by this Court.

21. Subject to written engagement agreements with the Reorganized Debtors, the amount of any reasonable fees and expenses incurred by any Professional Person or the Claims Agent in connection with implementation of the Plan, including without limitation, reconciliation of, objection to and settlement of Claims, shall be paid in Cash by the Reorganized Debtors.

22. On the Effective Date, the Secured Lender Fee Claim shall be Allowed in the aggregate amount of \$14,082.50, plus such fees and expenses that may be incurred from the date hereof through the Effective Date that are payable in accordance with the Cash Collateral Stipulation, and remain unpaid on the Effective Date.

M. Plan Implementation

23. In accordance with section 1142 of the Bankruptcy Code, section 303 of the Delaware General Corporation Law and any comparable provisions of the business corporation law of any other state (collectively, the “**Reorganization Effectuation Statutes**”), but subject to the fulfillment or waiver of all conditions precedent listed in Section 11.2 of the Plan, without further action by the Court or the stockholders, managers or directors of any Debtor or Reorganized Debtor, the Debtors, the Reorganized Debtors, as well as the president, the chief executive officer, the chief financial officer, any vice president, the secretary and the treasurer of the Corporation (each, a “**Designated Officer**”) of the appropriate Debtor or Reorganized Debtor, are authorized to: (a) take any and all actions necessary or appropriate to implement, effectuate and consummate the Plan, this Order or the transactions contemplated thereby or hereby, including, without limitation, those transactions identified in Article VII of the Plan and the payment of any taxes owing in respect of distributions under the Plan; and (b) execute and deliver, adopt or amend, as the case may be, any contracts, instruments, releases,

agreements and documents necessary to implement, effectuate and consummate the Plan, including the Plan Documents.

24. Without in any way limiting the general nature of the foregoing, each Designated Officer of the Debtors and the Reorganized Debtors, as applicable, is authorized to negotiate, execute and deliver such agreements, documents and instruments (including, without limitation, loan and security agreements, mortgages, UCC-1 financing statements and other items) as may be necessary or advisable in connection with the closing of the Revolving Credit Facility currently proposed to be provided by Wachovia Bank, National Association (“Wachovia”) pursuant to the Commitment Letter filed as Exhibit D to the notice of filing of certain Plan Documents, dated June 23, 2009 (Docket No. 488) (the “**Commitment Letter**”). The proposed Revolving Credit Facility has been increased from the \$25,000,000 amount provided for in the Plan, to an amount of up to \$30,000,000 (which increase is approved by the Court), and is to be secured by first and second liens on certain collateral, as more fully described in the Commitment Letter. The Debtors shall file a substantially final form of the Revolving Credit Facility, and serve such Plan Document on (a) counsel to the Creditors’ Committee, (b) counsel to the Administrative Agent, (c) the U.S. Trustee, (d) all parties that requested service of documents pursuant to Bankruptcy Rule 2002 prior to the date of filing of the form of the Revolving Credit Facility, and (e) all parties that submitted an objection to confirmation of the Plan, at least five (5) Business Days prior to the proposed execution and delivery of the Revolving Credit Facility.

25. To the extent that, under applicable non-bankruptcy law, any of the actions necessary or appropriate to implement, effectuate and consummate the Plan, this Order or the transactions contemplated hereby or thereby would otherwise require the consent or approval

of the stockholders or directors of any of the Debtors or Reorganized Debtors, this Order shall, pursuant to section 1142 of the Bankruptcy Code and the Reorganization Effectuation Statutes, constitute such consent or approval, and such actions are deemed to have been taken by unanimous action of the directors and stockholders of the appropriate Debtor or Reorganized Debtor.

26. Each federal, state, commonwealth, local, foreign or other governmental agency is hereby directed and authorized to accept for filing and/or recording any and all documents, mortgages and instruments necessary or appropriate to effectuate, implement or consummate the transactions contemplated by the Plan and this Order.

27. The consummation of the Plan, including the assumption of any executory contract or unexpired lease by a Reorganized Debtor, shall not constitute a change in ownership or change in control under any employee benefit plan or program, financial instrument, loan or financing agreement, executory contract or unexpired lease or contract, lease or agreement in existence on the Effective Date to which any Debtor is a party.

N. Cancellation of Existing Securities and Agreements

28. Except for the purpose of evidencing a right to distribution under the Plan, or with respect to an Existing Common Stock Interest other than the Existing Common Stock, and except as otherwise set forth in the Plan, on the Effective Date all agreements, instruments, and other documents evidencing any Existing Common Stock Interest, other than an Interest in a Subsidiary of JRC, and any rights of any holder in respect thereof, shall be deemed cancelled, discharged and of no force or effect.

O. Stay of Confirmation Order Waived

29. The provisions of Federal Rule of Civil Procedure 62, as applicable pursuant to Bankruptcy Rule 7062, and Bankruptcy Rule 3020(e) shall not apply to this Order

and the Debtors are authorized to consummate the Plan immediately upon entry of this Order. It is intended that the period in which an appeal with respect to this Order must be filed shall commence immediately upon the entry of this Order.

P. Binding Effect of Prior Orders

30. Pursuant to section 1141 of the Bankruptcy Code, effective as of and subject to the occurrence of the Effective Date and subject to the terms of the Plan and this Order, all prior orders entered in the Reorganization Cases, all documents and agreements executed by the Debtors as authorized and directed thereunder and all motions or requests for relief by the Debtors pending before the Court as of the Effective Date shall be binding upon and shall inure to the benefit of the Debtors, the Reorganized Debtors and their respective successors and assigns.

Q. Notice of Confirmation of the Plan

31. Pursuant to Bankruptcy Rules 2002(f)(7) and 3020(c)(2), the Debtors or the Reorganized Debtors are directed to serve a notice of the entry of this Order, substantially in the form of Appendix II attached hereto and incorporated herein by reference (the “**Confirmation Notice**”), on all parties that received the Confirmation Hearing Notice and parties to executory contracts or unexpired leases no later than 20 Business Days after the Effective Date; provided, however, that the Debtors or the Reorganized Debtors shall be obligated to serve the Confirmation Notice only on the record holders of Claims or Interests as of the Confirmation Date. The Debtors are directed to publish the Confirmation Notice once in the national edition of *The New York Times* and the daily editions of *The Oakland Press*, *The New Haven Register*, and *The Delaware County Times* no later than 20 Business Days after the Effective Date. As soon as practicable after the entry of this Order, the Debtors shall make

copies of this Order and the Confirmation Notice available on their reorganization website at <http://chapter11.epiqsystems.com/journalregister>.

R. Miscellaneous Provisions

32. Without the need for a further order or authorization of this Court, but subject to the express provisions of this Order, and the consent of the Administrative Agent and the Creditors' Committee, the Debtors shall be authorized and empowered as may be necessary to make non-material modifications to the Plan and the documents filed with the Court, including the Plan Supplement or documents forming part of the evidentiary record at the Confirmation Hearing, in their reasonable business judgment, provided all such modifications are filed with the Court.

33. The Creditors' Committee shall be automatically dissolved on the Effective Date and all members, employees or agents thereof shall be released and discharged from all rights and duties arising from, or related to, the Reorganization Cases; provided, however, that the Creditors' Committee shall survive for the sole purpose of representing its constituents in connection with applications by Professional Persons for final compensation and reimbursement of expenses.

34. On the Effective Date, the engagement of each Professional Person retained by the Debtors and the Creditors' Committee shall be terminated without further order of the Bankruptcy Court or act of the parties; provided, however, such Professional Persons shall be entitled to prosecute their respective Fee Claims and represent their respective constituents with respect to applications for payment of such Fee Claims.

35. Failure specifically to include or reference particular sections or provisions of the Plan or any related agreement in this Order shall not diminish or impair the effectiveness of such sections or provisions.

36. Any document related to the Plan that refers to a plan of reorganization of the Debtors other than the Plan confirmed by this Order shall be, and it hereby is, deemed to be modified such that the reference to a plan of reorganization of the Debtors in such document shall mean the Plan confirmed by this Order, as appropriate.

37. In the event of an inconsistency between the Plan, on the one hand, and any other agreement, instrument, or document intended to implement the provisions of the Plan, on the other, the provisions of the Plan shall govern (unless otherwise expressly provided for in such agreement, instrument, or document). In the event of any inconsistency between the Plan or any agreement, instrument, or document intended to implement the Plan, on the one hand, and this Order, on the other, the provisions of this Order shall govern.

38. If the Effective Date does not occur as provided in Section 11.4 of the Plan, this Order may be vacated by this Court in accordance with the provisions of such section, provided that, notwithstanding the filing of a motion to vacate, this Order shall not be vacated if all of the conditions to consummation set forth in Section 11.2 of the Plan are either satisfied or duly waived before this Court enters an order granting the relief requested in such motion. If the Order is vacated pursuant to Section 11.4, the Plan shall be null and void in all respects, and nothing contained in the Plan shall: (a) constitute a waiver or release of any Claims against or Interests in the Debtors; (b) prejudice in any manner the rights of the holder of any Claim or Interest in the Debtors; or (c) constitute an admission, acknowledgment, offer or undertaking by any Debtor, Consenting Lenders, or any other entity with respect to any matter set forth in the Plan.

39. If the Plan is revoked or withdrawn pursuant to Section 14.9 of the Plan prior to the Effective Date, the Plan shall be deemed null and void.

40. Subject to Section 7.3(a) of the Plan, on and after the Effective Date, the Reorganized Debtors may operate their businesses and may use, acquire and dispose of property and prosecute, compromise or settle any Claims (including any Administrative Expense Claims) and causes of action without supervision of or approval by the Bankruptcy Court and free and clear of any restrictions of the Bankruptcy Code or the Bankruptcy Rules other than restrictions expressly imposed by the Plan or this Order. Without limiting the foregoing, the Reorganized Debtors may pay the charges that they incur on or after the Effective Date for Professional Persons' fees, disbursements, expenses or related support services without application to the Bankruptcy Court.

41. The business and assets of the Debtors shall remain subject to the jurisdiction of this Court until the Effective Date. Notwithstanding the entry of this Order, from and after the Effective Date, the Court shall retain such jurisdiction as is legally permissible, including jurisdiction over those matters and issues described in Article XIII of the Plan.

Dated: July 7, 2009
New York, New York

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

APPENDIX I

PLAN OF REORGANIZATION

APPENDIX II

CONFIRMATION NOTICE