



Proskauer Rose LLP Three First National Plaza 70 West Madison, Suite 3800 Chicago, IL 60602-4342

January 25, 2010

BY EFILE

Honorable Stephen Raslavich  
United States Bankruptcy Court  
for the Eastern District of Pennsylvania  
Robert N.C. Nix, Sr. Federal Courthouse  
900 Market Street, Suite 2004  
Philadelphia, PA 19107

Peter J. Young  
Attorney at Law  
d 312.962.3528  
f 312.962.3551  
pyoung@proskauer.com  
www.proskauer.com

Re: In re Philadelphia Newspapers, LLC, et. al., Case No. 09-11204

Dear Judge Raslavich:

We are counsel to the debtors and debtors in possession (collectively, the “Debtors”) in the above-referenced bankruptcy matter. We write in further support of the *Debtors’ Motion for an Order Compelling the Steering Group of Prepetition Lenders to Comply with Federal Rule of Bankruptcy Procedure 2019 [Doc. No. 1507]* and in response to the letters to this Court [*Doc. Nos. 1616, 1632 & 1643*] from the steering group of prepetition lenders regarding the decision of the Honorable Christopher J. Sontchi for the Bankruptcy Court for the District of Delaware in *In re Premier Int’l Holdings, Inc.* (Case No. 09-12019).

On January 22, 2010, the Honorable Judge Brendan L. Shannon, like the Honorable Judge Mary F. Walrath in *In re Washington Mutual Inc.* (Case No. 08-12229), entered an order, a copy of which is attached hereto, in *In re Accuride Corp.* (Case No. 09-13449) granting a motion by the Official Committee of Equity Security Holders to compel an *ad hoc* group of noteholders to comply with Bankruptcy Rule 2019 [*Docket No. 633*]. We will provide the Court with a transcript of the decision as soon as it becomes available as well as the written opinion if one is written.

Respectfully submitted,



Peter J. Young

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11  
: :  
: Case No. 09-13449 (BLS)  
ACCURIDE CORPORATION, :  
et al.,<sup>1</sup> : (Jointly Administered)  
: :  
: :  
Debtors. :  
: :

**ORDER (A) COMPELLING THE *AD HOC* NOTEHOLDER GROUP TO COMPLY WITH FED. R. BANKR. P. 2019; (B) PROHIBITING FURTHER PARTICIPATION IN THESE CASES BY THE *AD HOC* NOTEHOLDER GROUP PENDING COMPLIANCE WITH FED. R. BANKR. P. 2019; AND (C) DIRECTING THE DEBTORS TO WITHHOLD FURTHER PAYMENTS TO OR ON BEHALF OF SUCH GROUP PENDING COMPLIANCE WITH FED. R. BANKR. P. 2019**

Upon the Motion,<sup>2</sup> dated January 4, 2010 (the "Motion"), of the Official Committee of Equity Security Holders (the "Equity Committee") for an order (a) compelling the *Ad Hoc* Noteholder Group to comply with Federal Rule of Bankruptcy Procedure 2019 ("Rule 2019"), (b) prohibiting further participation in these cases by the *Ad Hoc* Noteholder Group pending compliance with Rule 2019 and (c) directing the Debtors to withhold further payments to or on behalf of such group pending compliance with Rule 2019; and after due deliberation and sufficient cause appearing; and after notice and a hearing held to consider the Motion; and for the reasons stated in open Court; therefor, it is hereby

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number are: Accuride Corporation, a Delaware corporation (9077); Accuride Cuyahoga Falls, Inc., a Delaware corporation (9556); Accuride Distributing, LLC, a Delaware limited liability company (3124); Accuride EMI, LLC, a Delaware limited liability company (N/A); Accuride Erie L.P., a Delaware limited partnership (4862); Accuride Henderson Limited Liability Company, a Delaware limited liability company (8596); AKW General Partner L.L.C., a Delaware limited liability company (4861); AOT, Inc., a Delaware corporation (3088); Bostrom Holdings, Inc., a Delaware corporation (9282); Bostrom Seating, Inc., a Delaware corporation (7179); Bostrom Specialty Seating, Inc., a Delaware corporation (4182); Brillion Iron Works, Inc., a Delaware corporation (6942); Erie Land Holding, Inc., a Delaware corporation (8018); Fabco Automotive Corporation, a Delaware corporation (9802); Gunit Imperial Group Holding Corp. -2, a Delaware corporation (4009); Imperial Group, L.P., a Delaware limited partnership (4012); JAII Management Company, a Delaware corporation (N/A); Transportation Technologies Industries, Inc., a Delaware corporation (2791); and Truck Components Inc., a Delaware corporation (5407).


<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

ORDERED, that the Motion is granted; and it is further

ORDERED, that the *Ad Hoc* Noteholder Group is compelled to comply with Bankruptcy Rule 2019 by filing a full and complete Rule 2019 Statement; and it is further

ORDERED, that this Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware  
January 22, 2010

  
The Honorable Brendan L. Shannon  
United States Bankruptcy Judge