

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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: In re : Chapter 11  
: :  
: Gawker Media LLC, *et al.*,<sup>1</sup> : Case No. 16-11700 (SMB)  
: :  
: Debtors. : (Jointly Administered)  
: :  
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**ORDER GRANTING DEBTORS' OMNIBUS MOTION FOR ENTRY OF AN ORDER  
PURSUANT TO 11 U.S.C. § 365(f), FED. R. BANKR. P. 6006, AND LBR 6006-1 (I)  
AUTHORIZING ASSIGNMENT OF CERTAIN UNEXPIRED NONRESIDENTIAL  
REAL PROPERTY LEASES TO 204-210 ELIZABETH STREET LLC,  
(II) FIXING CURE AMOUNTS IN CONNECTION THERETO, AND  
(III) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors (collectively, the "Debtors"), for an order, pursuant to section 365(f) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 6006-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), for entry of an order (i) authorizing assignment of the unexpired nonresidential real property leases identified on Exhibit 1 hereto (the "Assignment Schedule"), (ii) fixing cure amounts in connection thereto, and (iii) granting related relief, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b);

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<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Each Debtor's mailing address is c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having held a hearing on the Motion on February 14, 2017 (the “Hearing”); and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as provided herein.
2. The Contracts are unexpired leases of nonresidential real property capable of being assigned pursuant to Bankruptcy Code section 365 effective as of February 1, 2017 (the “Assignment Date”).
3. The Debtors are authorized, in accordance with Bankruptcy Code section 365, to assign the Contracts set forth on the Assignment Schedule effective as of the Assignment Date.
4. The Landlord has provided adequate assurance of future performance of the Debtors’ obligations under the Contracts, and no further showing of adequate assurance is necessary.
5. Conditioned upon completion of the assignment of the Contracts, the Debtors shall not be required to make any further payment in connection with any default that might have existed prior to the Assignment Date under the Contracts listed on the Assignment Schedule and shall have no liability subsequent to the Assignment Date pursuant to Bankruptcy Code section 365(k).
6. Conditioned upon completion of the assignment of the Contracts, the Landlord is directed to make the Landlord Payment, the Security Deposit Payment, and the Property Tax Reimbursement to the Debtors, each as set forth on the record at the Hearing, five (5) business days following the later of (but in no event later than March 31, 2017) (i) the date of this Order and (ii) the date that the Landlord is

provided with the security deposit, letter of credit, or other form of guaranty of payment of the security deposit in respect of the Subleases.

7. Nothing in this order constitutes a waiver of any claims the Debtors may have against the counterparty to the Contracts, whether or not such claims are related to the Contracts.

8. Notice of the Motion satisfies Bankruptcy Rule 6006 and Local Rule 6006-1.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

10. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation and/or implementation of this Order.

Dated: New York, New York  
February 16, 2017

/s/ STUART M. BERNSTEIN  
HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

Assignment Schedule

**ASSIGNMENT SCHEDULE**

Row	Contract Counterparty to the contract to be assigned	Debtor Counterparty to the contract to be assigned	Description of Contract or Lease and Nature of Debtor's Interest	Nature of Debtor Interest
1	204-210 Elizabeth Street LLC or its assignee	Gawker Media LLC	Agreement of Lease (including Rider) made as of December 1, 2013 (as may have been amended, modified, or supplemented from time to time and in effect as of the date hereof) relating to 208-210 Elizabeth Street, New York, New York 10012, 2nd Floor	Lessee
2	204-210 Elizabeth Street LLC or its assignee	Gawker Media LLC	Agreement of Lease (including Rider) made as of October 3, 2012 (as may have been amended, modified, or supplemented from time to time and in effect as of the date hereof) relating to 208-210 Elizabeth Street, New York, New York 10012, 3rd Floor	Lessee
3	204-210 Elizabeth Street LLC or its assignee	Gawker Media LLC	Agreement of Lease (including Rider) made as of October 3, 2012 (as may have been amended, modified, or supplemented from time to time and in effect as of the date hereof) relating to 208-210 Elizabeth Street, New York, New York 10012, 4th Floor and Roof Deck	Lessee
4	204-210 Elizabeth Street LLC or its assignee	Gawker Media LLC	Sublease dated as of July 8, 2015 (as may have been amended, modified, or supplemented from time to time and in effect as of the date hereof) relating to 208-210 Elizabeth Street, New York, New York 10012, 2nd Floor	Sublessor
5	204-210 Elizabeth Street LLC or its assignee	Gawker Media LLC	Sublease dated as of June 19, 2015 (as may have been amended, modified, or supplemented from time to time and in effect as of the date hereof) relating to 208-210 Elizabeth Street, New York, New York 10012, 3rd Floor, 4th Floor, and Roof Deck	Sublessor