

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND
DISCLAIMER REGARDING DEBTORS¹ STATEMENT OF FINANCIAL AFFAIRS
AND STATEMENT OF ASSETS AND LIABILITIES**

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules and Statements") filed herewith by Philadelphia Newspapers, LLC. and certain of its above-captioned affiliate debtors, debtors and debtors- in-possession (collectively, the "Debtors" or the Company") in the United States Bankruptcy Court for the Eastern District of Philadelphia, Eastern Division (the "Bankruptcy Court") were prepared pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007 by management of the Debtors and are unaudited. The Schedules and Statements remain subject to further review and verification by the Debtors. Subsequent information may result in material changes in financial and other data contained in the Schedules and Statements. The Debtors have used their best efforts to compile the information set forth in the Schedules and Statements from their books and records maintained in the ordinary course of their business. While those members of management responsible for preparation of the Schedules and Statements have made reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information known to them at the time of preparation after reasonable inquiries, inadvertent errors or omissions may exist and/or the subsequent receipt of information may result in material changes in financial and other data contained in the Schedules and Statements which may warrant amendment of the same. The Debtors reserve their right to amend their Schedules and Statements from time to time as may be necessary or appropriate. These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtors' Statements of Financial Affairs With Schedules (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

¹ The Debtors consist of: Philadelphia Newspapers, LLC (EIN: 09-11204); Broad Street Video, LLC (EIN: 09-11205); Philadelphia Media, LLC (EIN: 09-11206); PMH Acquisition, LLC (EIN: 09-11207); Philly Direct, LLC (EIN: 09-11208); Broad Street Publishing, LLC (EIN: 09-11209); Philly Online, LLC (EIN: 09-11211) and PMH Holdings, LLC (EIN: 09-11212).

1. **Description of the Cases and "As of" Information Date:** On February 22, 2009 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 24, 2009, the Court entered an order jointly administering these cases pursuant to Bankruptcy Rule 1015(b). Unless otherwise indicated (see Note regarding Totals below), all amounts listed in the Schedules and Statements are as of February 22, 2009.

2. **Basis of Presentation:** For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include financial information for all Debtors and which in the past have been audited or compiled annually. Unlike the consolidated financial information used for the Company's financial reporting purposes, the Schedules and Statements reflect the assets and liabilities of each Debtor based on their unaudited accounting records. Each Debtor generally maintains its accounting records in accordance with the Generally Accepted Accounting Principles ("GAAP") used in the United States. However, these Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to reconcile to any financial statements prepared by the Company.

3. **Summary of Significant Reporting Policies:** Philadelphia Newspapers, LLC and its Debtor and non-Debtor affiliates frequently engage in intercompany transactions. All such entities maintain their own balance sheets and each entity maintains accounting records reflecting intercompany accounts receivable and payable arising from intercompany transactions. Accordingly, the following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

(a) **Debtors:** Separate Schedules and Statements have been filed for each of the Debtors. Intercompany balances and interests between the Debtors and various non-Debtor affiliates are reflected as of the close of business on February 22, 2009. Each Debtor's Schedules and Statements were prepared using the assets and liabilities of that Debtor pursuant to the Debtor's accounting records.

(b) **Reporting Date:** The Debtors' Schedules and Statements are prepared as of the close of business on February 22, 2009 except as otherwise stated in these Global notes or footnotes to these Schedules and Statements. In some instances, the Debtors have used estimates where actual data as of February 22, 2009 was not available.

(c) **Book value:** Except as otherwise noted, each asset and liability of each Debtor is shown on the basis of the net book value of the asset or liability in accordance with the Debtor's accounting records as of February 22, 2009. Unless otherwise noted, the Schedules reflect the carrying value of the assets and liabilities as listed in the Debtors' books, and are not based upon any estimate of their current market values, which may not correspond to book values. All intercompany balances are shown at the book values set forth in the books and records of the Debtors. Accounts receivable are shown net of any bad debt allowances which the Debtors carry on their books.

- (d) **Property and equipment – owned:** Unless otherwise noted, owned property and equipment are stated at net book value. Depreciation is provided principally on the straight-line method over a period of three to twelve years for furniture, fixtures and equipment, eleven to thirty-five years for buildings and building improvements and five to seventy-five years for land improvements.
- (e) **Property and equipment – leased:** In the ordinary course of business, the Debtors lease equipment from certain third-party lessors for use in the daily operation of their business. Any such leases are set forth in the Schedules and Statements. The Company has reflected certain leases in the Schedules and Statements as owned property in accordance with GAAP. Nothing in the Schedules and Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect to any of such issues.
- (f) **Payments to Creditor:** The Debtors have scheduled payments to creditors made within the 90 days prior to the commencement of the Chapter 11 Cases on the appropriate Statement of Financial Affairs 3B of the Debtor that holds the bank account from which the payment was made. The Debtors have not scheduled payments made to employees during the 90 days prior to the Petition Date to the extent that such payments were ordinary course payments of wages or other compensation to employees that were not officers or directors of the Debtors.
- (g) **Causes of Action:** The Debtors have not set forth causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action they may have and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.
- (h) **Bank Debt:** All co-Debtor and guarantor relationships related to obligations under the Debtors' prepetition credit facilities are reflected on Schedule H for each Debtor.
- (i) **Schedule D:** Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction, or any document or instrument related to such creditor's claim. In certain instances, a Debtor may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of other Debtors and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable credit agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

(j) **Schedule E:** The Bankruptcy Court entered certain first day orders granting authority to the Debtors to pay prepetition employee wages, salaries, benefits and other obligations for employees. Pursuant to such orders, the Debtors believe that any employee claims for prepetition amounts either have been satisfied or are in the process of being satisfied. Accordingly, employee claims for amounts owing as of February 22, 2009 that have been paid or that are intended to be paid, have not been included in the Schedules and Statements.

(k) **Schedule F:** Prior to the Petition Date, the Debtors' books and records also reflected numerous intercompany account balances among various Debtors. All prepetition intercompany receivables have been listed in Schedule F. The Debtors primarily use a single Debtor, Philadelphia Newspapers, LLC to process disbursements to third parties. As such, the Debtors maintain individual accounts payable records on each Debtors' books and make entries which correspond to payments made by Philadelphia Newspapers, LLC on behalf of its Debtor and non-Debtor affiliates. The Debtors have attempted, to the best of their ability, to allocate their accounts payable as of the Petition Date, and to schedule such payables with the Debtor that received the benefit of the goods or services. All balances listed on Schedule F are shown net of any payments made as of the date of the filing of these Schedules and Statements.

(l) **Schedule G:** The Debtors have many customers and some of these customers may operate under contracts, which are not listed on Schedule G. While every effort has been made to ensure the accuracy of the executory contracts and unexpired leases listed on Schedule G, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. (i) The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended and supplemented from time to time by various amendments, restatements, waivers, letters and other documents, instruments and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have been scheduled to the best of the Debtors' knowledge. Additionally, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, supplemental agreements, amendments/letter agreements, title documents, consents and other miscellaneous agreements. Such documents are not set forth in Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. (ii) The presence of a contract or agreement on this schedule does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on these Schedules.

4. **Claims:** Pursuant to certain first-day and other orders issued by the Bankruptcy Court (collectively, the "First Day Orders"), the Bankruptcy Court has authorized the Debtors to pay certain outstanding prepetition claims, such as certain employee wages and benefit claims, claims for taxes and fees, claims related to customer programs, and critical vendor claims.

Unless otherwise stated, these Schedules reflect (and do not list) prepetition obligations that have been satisfied prior to February 22, 2009 pursuant to such First Day Orders. Notwithstanding best efforts, certain claims paid pursuant to a First Day Order may inadvertently be listed in the Schedules, and the Debtors may pay some of the claims listed on the Schedules in the ordinary course of business during these cases pursuant to such First Day Orders or other court orders. To the extent claims listed on the Schedules have been paid pursuant to an order of the Bankruptcy Court (including the First Day Orders), the Debtors reserve all rights to amend or supplement their Schedules and Statements as is necessary and appropriate. Moreover, certain of the First Day Orders preserve the rights of parties in interest to dispute any amounts paid pursuant to First Day Orders. Nothing herein shall be deemed to alter the rights of any party in interest to contest a payment made pursuant to first day orders.

5. **Disputed, Contingent and/or Unliquidated Claims:** Schedules D, E and F permit each of the Debtors to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of these schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtors reserve their right to dispute, or assert offsets or defenses to any claim reflected on these Schedules as to nature, amount, liability or status.

6. **Insurance:** The Company maintains general liability insurance policies, and various other insurance policies, on behalf of all the Debtors. A listing of all such insurance policies is set forth on Schedule G of the Schedules of Assets and Liabilities of Philadelphia Newspapers, LLC. The Debtors maintain certain insurance policies essential to the continued operations of the Company. The terms of these policies are characteristic of insurance policies typically maintained by corporate entities that are similar in size and nature to the Company. The Company's insurance policies generally are structured to provide coverage for its affiliates, including the Debtors. The Company maintains various policies of insurance, including, but not limited to, property, casualty, motor vehicle and general liability policies.

7. **Real Property:** Real Property owned by any of the Debtors is listed in the Schedule A for that individual Debtor. Real property is scheduled at the value that the Debtors carried on their books as of February 1, 2009.

8. **Personal Property:** Personal Property owned by any of the Debtors is listed in the Schedule B for that individual Debtor. Personal property is scheduled at the value that the Debtors carried on their books as of February 22, 2009.

9. **Confidentiality:** There may be instances within the Schedules and Statements where names, addresses or amounts have been left blank. Due to the nature of an agreement between the Debtors and the third party, concerns of confidentiality or concerns for the privacy of an individual, the Debtors may have deemed it appropriate and necessary to avoid listing such names, addresses and amounts.

10. **Insiders:** The Bankruptcy Code (Section 101 (31)) defines "insiders", for purposes of an LLC, in the same way the term is defined for corporations. It includes directors, officers, persons in control, partnerships in which the debtor is a general partner, general partners of the debtor

and relatives of any of the above. Most of the categories do not apply to these Debtors. Insiders also include affiliates. Payments to “insiders” are listed in question 3C of the statement of financial affairs. This list is for informational purposes only. The debtors take no position at this time as to actual insider status of any of the listed individuals or entities.

11. **Setoffs**: The Debtors routinely incur setoffs in the ordinary course of business. These setoffs are primarily with home delivery agents (where the fees earned as home delivery agents are set off against the payments they collect for carrier collect home delivery sales). These setoffs are consistent with the ordinary course of business in the Debtors' industry. Therefore, such ordinary course setoffs are excluded from the Debtors' response to Question 13.

12. **Inventories**: Inventories are valued at cost. Costs related to newsprint inventories are determined using the First-In-First-Out (FIFO) method and costs related to other inventories are determined using average costing methods. Costs are charged to operations as consumed. Additionally, all inventories and plant and equipment are presented without consideration of any statutory or consensual liens. The Debtors set forth the value of certain high-value inventories in response to Question 20. Further, the Debtors also maintain supplies that are not subject to a physical inventory on a regular basis. Instead, perpetual inventories are maintained.

13. **Global Notes Control**: In the event that the Schedules and Statements differ from the foregoing Global Notes, the Global Notes shall control.

* * * END OF GLOBAL NOTES * * *

* * * SCHEDULES AND STATEMENTS BEGIN ON THE FOLLOWING PAGE * * *

United States Bankruptcy Court

Eastern DISTRICT OF Pennsylvania

In re Broad Street Video, LLC
Debtor

Case No. 09-11205 (JKF)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 0.00		
B - Personal Property	Yes	4	\$ 144,507.74		
C - Property Claimed As Exempt	No	1			
D - Creditors Holding Secured Claims	Yes	3		\$ 318,763,725.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		\$ 102,839,570.23	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	4			
I - Current Income of Individual Debtor(s)	No	0			\$
J - Current Expenditures of Individual Debtor(s)	No	0			\$
TOTAL		19	\$ 144,507.74	\$ 421,603,295.23	

GENERAL NOTES REGARDING THE SCHEDULES

1. Current Market Value - It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interest. Accordingly, unless otherwise indicated, net book values, as of the Petition date, rather than current market values of the Debtor's interests in property are reflected on the Debtor's Schedules.
2. Claims Description - Any failure to designate a claim on the Debtor's Schedules as disputed, contingent, or unliquidated does not constitute an admission by the Debtor that such amount is not disputed, contingent, or unliquidated. The Debtor reserves the right to dispute, or to assert offsets or defenses to any claim reflected on its Schedules as to amount, liability or classification or to otherwise subsequently designate any claim as disputed, contingent or unliquidated.
3. Accuracy - While every effort has been made to ensure the accuracy of these Schedules, inadvertent errors or omissions may have occurred. The Debtor does not make any representation or warranty as to the completeness or accuracy of the information set forth herein.

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both or the marital community own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the debtor holds no interest in real property, write "None" under Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G-Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Total \$ 0.00

(Report also on Summary of Schedules)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks; savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest. 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts Receivable.		Account Receivable - Philadelphia Newspapers, LLC	-	144,507.74
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		-	
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment and supplies used in business.	X	See attached rider	-	-
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

1 continuation sheets attached Total

\$ 144,507.74

(include amounts from any continuation sheets attached. Report total also on Summary of Schedules)

SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B-29
Machinery, Fixtures, Equipment and Supplies

<u>Description and Location of Property</u>	<u>Value of Debtor's Interest in Property</u>
Other Equipment	\$ 12,330.00
Accumulated depreciation: Other Equipment	(12,330.00)
Grand Total	<u>\$ -</u>

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	CODEBTOR HUSBAND, WIFE, JC OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT			AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			UNLIQUIDATED	DISPUTED	DISPUTED		
ACCOUNT NO. Citizens Bank Collateral Agent 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727	X -	6/29/2006 Pre-petition Senior Secured Credit Facility Substantially all of the Debtors' assets Value \$ Unknown				\$278,510,075.00	Unknown
ACCOUNT NO. Citizens Bank Collateral Agent 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727		6/29/2006 Pre-petition Senior Secured Credit Facility - Accrued Interest Value \$ Unknown				\$13,807,415.00	Unknown
ACCOUNT NO. Citizens Bank Collateral Agent 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727	X -	6/29/2006 Pre-petition Senior Secured Revolver Substantially all of the Debtors' assets Value \$ Unknown				\$6,000,000.00	Unknown
ACCOUNT NO. Citizens Bank Collateral Agent 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727		6/29/2006 Pre-petition Senior Secured Revolver - Accrued Interest Value \$ Unknown				\$330,611.00	Unknown
ACCOUNT NO. Citizens Bank Collateral Agent 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727	X -	7/31/2008 Letters of Credit re First Data Merchant Services Value \$ Unknown				\$1,000,000.00	Unknown
ACCOUNT NO. Citizens Bank Collateral Agent 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727	X -	8/15/2006 Letters of Credit re Hartford Fire Insurance Value \$ Unknown				\$12,100,000.00	Unknown
ACCOUNT NO. Citizens Bank Collateral Agent 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727	X -	11/13/2006 Letters of Credit re EPA Value \$ Unknown				\$42,624.00	Unknown
ACCOUNT NO. Wachovia Bank, NA 201 S. College St. NC-0601 Charlotte, NC 28288	X -	6/28/2006 Interest Rate SWAP Value \$ Unknown				\$2,875,000.00	Unknown
ACCOUNT NO. Bank of Montreal 130 Adelaide Street West, Suite 500 Toronto, ONT Canada, M5H 4E1	X -	7/6/2006 Interest Rate SWAP Value \$ Unknown				\$2,723,000.00	Unknown
ACCOUNT NO. RBS Greenwich Capital 600 Steamboat Rd. Greenwich, CT 06830	X -	7/10/2006 Interest Rate SWAP Value \$ Unknown				\$1,375,000.00	Unknown
ACCOUNT NO. See attached Schedule D1	X -	UCC Financing Statements Value \$ Unknown	X	X	X	Unknown	Unknown

0 continuation sheets attached

(Total of this page)

\$ 318,763,725.00 \$ 0.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re: Broad Street Video, LLC
 Case No. 09-11205 (JKF)
 Schedule D
 Creditors Holding Secured Claims
 UCC Financing Statements

<u>Creditors Name and Address</u>	<u>Date</u>	<u>Jurisdiction</u>	<u>File Number</u>	<u>Nature of lien and description and value of property subject to lien</u>	<u>Contingent</u>	<u>Unliquidated</u>	<u>Disputed</u>	<u>Amount of claim without deducting value of collateral</u>	<u>Unsecured portion, if any</u>
Citizens Bank of Pennsylvania, as Collateral Agent c/o The Royal Bank of Scotland plc 101 Park Avenue New York, NY 10178	7/7/2006	Secretary of State, DE	62339976	This financing statement covers all assets of the Debtor, whether now existing or hereafter arising.	X	X	X	Undetermined	Undetermined

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**General Notes Regarding Schedule D**

The Debtor reserves the right to dispute or challenge the validity, enforceability, or perfection of any lien or security interest purportedly granted to a secured creditor listed on Schedule D. Moreover, although the Debtor has scheduled a claim as a secured claim, no current market valuation of the Debtor's assets in which such a creditor may have a lien or security interest has been undertaken, and the Debtor reserves all rights to dispute or challenge the amount or secured status of such creditor's claim or to otherwise seek to recharacterize any such claim or any portion thereof.

Certain of the Debtor's agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. No attempt has been made to identify such agreements for purposes on including them on Schedule D. Accordingly the Debtor reserves all rights with respect hereto. The Debtor's failure to designate a claim on Schedule D as contingent, unliquidated or disputed does not constitute an admission by the Debtor that such claim is not contingent, unliquidated or disputed, and the Debtor reserves the right to dispute, or to assert offsets or defenses to any claims reflected on Schedule D as to amount, liability, classification or otherwise and to subsequently designate any such claim as disputed, contingent or unliquidated.

Lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D.

Although other liens may exist of which the Debtor is unaware, the Debtor believes such liens would be insubstantial, individually and in the aggregate.

While every effort has been made to ensure the accuracy of this Schedule, errors or omissions may have occurred. The Debtor does not make any representation or warranty as to the completeness or accuracy of the information set forth herein.

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and the last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim place an "X" in the column labeled "codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claims is contingent, place an "X" in the column labeled "Contingent." If the claims is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the Appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to a maximum of \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to a maximum of \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to a maximum of \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

0 Continuation sheets attached

In re Broad Street Video, LLC,
Debtor

Case No. 09-11205 (JKF)
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Other Certain Debts Owed to Governmental Units

Taxes, customs, duties, and penalties owing to federal, state, and local government units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claim for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 Continuation sheets attached

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
ACCOUNT NO.							102,839,570.23	
See attached Schedule F								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
Subtotal								
(Total of this page)							\$	102,839,570.23
Total							\$	102,839,570.23

0 continuation sheets attached

See also Exhibit F Notes

(Use only on last page of the completed Schedule F)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

**In re: Broad Street Video, LLC
Case No. 09-11205 (JKF)
Schedule F
Creditors Holding Unsecured Claims**

Creditors Name	Codebtor	Address 1	City	State	Zip	Date Claim Was Incurred	Consideration for claim	Contingent	Unliquidated	Disputed	Total Amount of Claim
Citizens Bank	X	525 William Penn Place, Rm 153-2720	Pittsburgh	PA	15219		Mezzanine Loan Administrative				\$88,584,249.00
Citizens Bank	X	525 William Penn Place, Rm 153-2720	Pittsburgh	PA	15219		Mezzanine Loan Administrative Agent Accrued				\$14,177,571.23
Broad Street Publishing, LLC		2512 Metropolitan Drive	Trevose	PA	19053		Intercompany payable				\$77,750.00
PMH Acquisition, LLC	X	400 North Broad Street	Philadelphia	PA	19130			X	X	X	Unknown
Philadelphia Media, LLC	X	1601 Market Street, 35th Floor	Philadelphia	PA	19103			X	X	X	Unknown
Philly Direct, LLC	X	2577A Interplex Drive, Suite 101	Trevose	PA	19053			X	X	X	Unknown
Broad Street Publishing, LLC	X	2512 Metropolitan Drive	Trevose	PA	19053			X	X	X	Unknown
Philly Online, LLC	X	1601 Market Street, 35th Floor	Philadelphia	PA	19103			X	X	X	Unknown
Philadelphia Newspapers, LLC	X	400 North Broad Street	Philadelphia	PA	19130			X	X	X	Unknown
PMH Holdings, LLC	X	400 North Broad Street	Philadelphia	PA	19130			X	X	X	Unknown
Grand Total											<u>\$102,839,570.23</u>

In re **Broad Street Video, LLC**

Case No. **09-11205 (JKF)**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

General Notes Regarding Schedule G

While every effort has been made to ensure the accuracy of this Schedule of Executory Contracts, inadvertent errors or omissions may have occurred. The Debtor does not make any representation or warranty as to the completeness or accuracy of the information set forth herein, or the validity or enforceability of any contracts, agreements, leases or documents listed herein.

The Debtor hereby reserves the right to dispute the validity, status, characterization or enforceability of any contracts, agreements, leases or documents set forth herein and to amend or supplement this statement.

Certain of the contracts, agreements and leases listed on the Exhibits to Schedule G attached hereto may expired or may have been modified, amended and/or supplemented from time to time, as the case may be, by conduct of the parties, various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed herein. Accordingly, any and all contracts on Schedule G are the same as may be or have been modified, amended and/or supplemented from time to time.

Schedule G does not include purchase orders used in the normal course of operations.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The Debtor reserves all rights to dispute or challenge the characterization of the structure any transaction, or any document or instrument related to a creditor's claim.

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
PMH Acquisition, LLC 400 North Broad Street Philadelphia, PA 19130	Citizens Bank Collateral Agent - Secured Credit Facility 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727
PMH Acquisition, LLC 400 North Broad Street Philadelphia, PA 19130	Citizens Bank Collateral Agent - Secured Revolver 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727
PMH Acquisition, LLC 400 North Broad Street Philadelphia, PA 19130	Citizens Bank - LC Issuer Collateral Agent - Secured Revolver 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727
PMH Acquisition, LLC 400 North Broad Street Philadelphia, PA 19130	Wachovia Bank, NA 201 S. College St. NC-0601 Charlotte, NC 28288
PMH Acquisition, LLC 400 North Broad Street Philadelphia, PA 19130	Bank of Montreal 130 Adelaide Street West, Suite 500 Toronto, ONT Canada, M5H 4E1
PMH Acquisition, LLC 400 North Broad Street Philadelphia, PA 19130	RBS Greenwich Capital 600 Steamboat Rd. Greenwich, CT 06830
Philadelphia Media, LLC 1601 Market Street, 35th Floor Philadelphia, PA 19103	Citizens Bank Collateral Agent - Secured Credit Facility 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727
Philadelphia Media, LLC 1601 Market Street, 35th Floor Philadelphia, PA 19103	Citizens Bank Collateral Agent - Secured Revolver 525 William Penn Place, Rm 153-2720 Pittsburgh, PA 15219-1727
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Philadelphia Media, LLC 1601 Market Street, 35th Floor Philadelphia, PA 19103	Wachovia Bank, NA 201 S. College St. NC-0601 Charlotte, NC 28288
Philadelphia Media, LLC 1601 Market Street, 35th Floor Philadelphia, PA 19103	Bank of Montreal 130 Adelaide Street West, Suite 500 Toronto, ONT Canada, M5H 4E1
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Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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Check this box if debtor has no codebtors.

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In re Broad Street Video, LLC
Debtor

Case No.

09-11205 (JKF)
(if known)


DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Executive Vice President of Finance [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Partnership [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 20

sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: April 15, 2009

Signature: 

Richard Thayer

[Print or type name of individual signing on behalf of debtor]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]
