

**CONSENT IN LIEU OF A SPECIAL MEETING
OF THE SOLE MANAGER OF
PHILLY ONLINE, LLC**

The undersigned, being the sole Manager of Philly Online, LLC, a Pennsylvania limited liability company (the "Company"), does hereby agree, consent to and adopt the following resolutions:

**VOLUNTARY PETITION UNDER THE PROVISIONS OF CHAPTER 11 OF THE
UNITED STATES BANKRUPTCY CODE**

WHEREAS, the sole Manager has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses;

WHEREAS, the sole Manager has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company;

RESOLVED, that in the judgment of the sole Manager of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 et seq., the "Bankruptcy Code"); and

RESOLVED, that any of the Chief Executive Officer, Executive Vice President, and such other officers as may be designated by the Chief Executive Officer (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral, and provide adequate protection therefore and to obtain debtor in possession financing (as provided for below), and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Proskauer Rose LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Proskauer Rose LLP; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Dilworth Paxson LLP as local bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Dilworth Paxson LLP; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Jefferies & Company, Inc. as financial advisor and investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Jefferies & Company, Inc.; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of The Garden City Group, Inc. as noticing, claims and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of The Garden City Group, Inc.; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

POTENTIAL CHAPTER 11 FILING OF THE MEMBER

WHEREAS, PMH Acquisition, LLC (the "Member") has filed or may file a voluntary chapter 11 petition;

RESOLVED, that the operating agreement of the Company shall be amended by deleting section 6 in its entirety and inserting the following:

"6. Dissolution. The Company shall dissolve, and its affairs shall be wound up upon the written consent of the Member, the occurrence of any event that dissolves the Company in accordance with the Act (unless the Member timely takes any action specified in the Act so as to prevent the Company from dissolving), or the entry of an order of judicial dissolution as provided

under the Act; provided, however, that the filing of a voluntary chapter 11 petition by the Member shall not effectuate the dissolution of the Company, notwithstanding the provisions of section 8971 of the Act. When all debts, liabilities, and obligations have been paid and discharged or adequate provisions have been made therefor and all of the remaining property and assets have been distributed to the Member, the Member will execute and file, or cause to be executed and filed, a certificate of cancellation with the Pennsylvania Secretary of State's Office. Upon the filing of a certificate of cancellation, the existence of the Company will cease, except for the purpose of suits, other proceedings, and appropriate action as provided in the Act. The Member will have authority to distribute any Company property discovered after dissolution, convey real estate, and take such other action as may be necessary on behalf of and in the name of the Company."; and

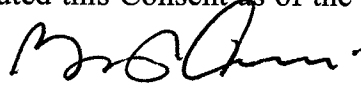
RATIFICATION OF ALL PRIOR AND FUTURE ACTIONS

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified. The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the sole Manager duly called and constituted pursuant to the Operating Agreement of the Company and the laws of the State of Pennsylvania.

IN WITNESS WHEREOF, the sole Manager has executed this Consent as of the date and year written below

February 22, 2009


By: /s/ Brian P. Tierney
Brian P. Tierney
Manager