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BANKRUPTCIES

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re: Chapter 11
Philadelphia Newspapers, LLC, et al., Case No. 09-11204 (SR)
Debtors. Jointly Administered.

NOTICE OF (A) ENTRY OF ORDER APPROVING DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES; (B) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT DEBTORS' FIRST AMENDED CHAPTER 11 PLAN AS OF OCTOBER 27, 2009; (C) HEARING TO CONSIDER CONFIRMATION OF CHAPTER 11 PLAN, AND (D) RELATED MATTERS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Pursuant to an order dated October 30, 2009 (Docket No. 136), the "Approval Order", the United States Bankruptcy Court for the Eastern District of Pennsylvania (the "Court") has (a) approved the Disclosure Statement With Respect to the Debtors' First Amended Joint Chapter 11 Plan as of October 27, 2009 (the "Disclosure Statement") filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors") and (b) authorized the Debtors to solicit votes to accept or reject the Debtors' First Amended Joint Chapter 11 Plan as of October 27, 2009 (as may be amended, the "Plan"). Each capitalized term used but not defined herein shall have the meaning ascribed thereto in the Plan.

2. The Approval Order establishes **October 30, 2009** as the Distribution Record Date for determining the Holders of Claims entitled to vote to accept or reject the Plan and establishes **5:00 p.m. on December 1, 2009** as the Voting Deadline for submission of ballots to accept or reject the Plan (the "Ballots"). Holders of Claims entitled to vote to accept or reject the Plan will receive the following materials: (a) this Notice, (b) a copy of the Approval Order (without exhibits), (c) the Disclosure Statement, (d) the Plan, and (e) one or more Ballots (and return envelopes) to be used in voting to accept or reject the Plan (collectively, the "Solicitation Package"). Failure to follow the Instructions set forth in the Ballot may disqualify the Ballot and the vote represented thereby.

3. Holders of (a) Unimpaired Claims and (b) Claims or Interests that will receive no distribution under the Plan are not entitled to vote on the Plan and, therefore, will receive a notice of non-voting status rather than a Ballot. If you are not entitled to vote to accept or reject the Plan but believe that you should be entitled to vote to accept or reject the Plan, then you must serve on the Notice Parties (defined below) and file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018(a) Motion") temporarily allowing such Claim for purposes of voting to accept or reject the Plan by the later of (i) both are applicable to you) (a) November 10, 2009 or (b) five (5) days after the date of service of a notice of an objection, if any, to such Claim. The Ballot of any creditor filing a Rule 3018(a) Motion shall not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice shall be allowed.

4. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held at the United States Bankruptcy Court for the Eastern District of Pennsylvania, Robert N.C. Nix, Sr. Federal Courthouse, Courtroom 5, 900 Market Street, Philadelphia, PA 19107 on **December 4, 2009, at 1:00 p.m., prevailing Eastern time**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing.

5. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection; (d) be filed with the Court electronically in accordance with the Court's Order Approving Notice, Case Management and Administrative Procedures; and (e) be served on the following Parties (the "Notice Parties") no later than **5:00 p.m., Eastern time, on December 1, 2009** (the "Plan Objection Deadline"): (i) the Debtors, c/o Philadelphia Newspapers, LLC, 400 North Broad Street, Philadelphia, Pennsylvania 19130 (Attn: Scott Baker); (ii) counsel for the Debtors, Proskauer Rose LLP, Three First National Plaza, 70 West Madison, Suite 3800, Chicago, Illinois 60601 (Attn: Mark K. Thomas, Paul V. Possinger and Peter J. Young); (iii) the Office of The United States Trustee, Eastern District of Pennsylvania, 833 Chestnut Street, Suite 500, Philadelphia, Pennsylvania 19107 (Attn: George Conway); (iv) counsel to the Official Committee of Unsecured Creditors, O'Melveny & Myers LLP, 400 South Hope Street, Los Angeles, California 90071 (Attn: Ben H. Logan); (v) counsel to the Senior Agent, Drinker, Biddle & Reath LLP, One Logan Square, Suite 2000, Philadelphia, PA 19013 (Attn: Andrew Kassner); and (vi) counsel for the Steering Group of Prepetition Secured Lenders, Akin Gump Strauss Heuer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Fred S. Hodara and Abid Qureshi).

6. Requests for copies of the Disclosure Statement and the Plan may be made in writing to the Philadelphia Newspapers, LLC Voting Agent, c/o The Garden City Group, Inc., 105 Maxxas Road, Merrick, NY 11747. In addition, any party may view and download the Plan, the Disclosure Statement and related exhibits (as they are filed) without charge at www.enr.com. If you have any questions regarding this Notice, please call the Voting Agent at (866) 697-5547.

UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT MAY NOT BE CONSIDERED AT THE HEARING.

Dated: October 30, 2009, BY ORDER OF THE COURT, **DR. DWIGHT PAXSON LLP**, Lawrence G. McMichael, Anne M. Aaronson, Catherine G. Pappas, 1500 Market St., Suite 3500E, Philadelphia, PA 19102, Telephone: (215) 575-7000, Facsimile: (215) 575-7200, and **PROSKAUER ROSE LLP**, Mark K. Thomas (admitted *pro hac vice*), Paul V. Possinger (admitted *pro hac vice*), Peter J. Young (admitted *pro hac vice*), Three First National Plaza, 70 West Madison, Suite 3800, Chicago, Illinois 60602-4342, Telephone: (312) 962-3550, Facsimile: (312) 962-3551, Counsel for the Debtors and Debtors in Possession.

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: PMH Acquisition, LLC (1299), Broad Street Video, LLC (4665), Philadelphia Newspapers, LLC (3870), Philadelphia Direct, LLC (4439), Philly Online, LLC (5088), PMH Holdings, LLC (1768), Broad Street Publishing, LLC (4574), Philadelphia Media, LLC (0657) and Philadelphia Media Holdings, LLC (4680).