

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

In re:)	Chapter 11
)	
Philadelphia Newspapers, LLC, <i>et al.</i> , ¹)	Case No. 09-11204 (SR)
)	
Debtors.)	Jointly Administered

MOTION FOR EXPEDITED HEARING

The above-captioned debtors (collectively, the “Debtors”) hereby move the Court, pursuant to this motion (this “Motion”), for the entry of an order, substantially in the form attached hereto as **Exhibit A**, scheduling an expedited hearing on the supplemental application for entry of an order authorizing and approving the expanded scope of employment and retention of SMART and Associates, LLP (“SMART”), as auditors of the Debtors (the “Supplemental Application”). In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are section 105(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rules 9006(d) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 5070-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Local Rules”).

¹ 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 (5185), PMH Holdings, LLC (1768), Broad Street Publishing, LLC (4574), Philadelphia Media, LLC (0657) and Philadelphia Media Holdings, LLC (4680).

Background

4. On February 22, 2009 (the "Petition Date"), each of the Debtors, except Philadelphia Media Holdings, LLC, filed a voluntary petition for relief with the Court under chapter 11 of title 11 of the Bankruptcy Code. On June 10, 2009, the Debtor, Philadelphia Media Holdings, LLC, filed a voluntary petition for relief with the Court under chapter 11 of title 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On March 13, 2009, the Debtors filed the Application for Entry of an Order Authorizing *Nunc Pro Tunc* to the Petition Date the Retention and Employment of SMART Business Advisory and Consulting Services, LLC, as Tax Preparer and Ordinary Course Consultant, and SMART and Associates, LLP, as Auditor, for the Debtors and Debtors in Possession [Docket No. 180] (the "SMART Retention Application"), and on March 31, 2009, this Court entered the Order Authorizing *Nunc Pro Tunc* to the Petition Date the Retention and Employment of SMART Business Advisory and Consulting Services, LLC, as Tax Preparer and Ordinary Course Consultant, and SMART and Associates, LLP, as Auditor, for the Debtors and Debtors in Possession [Docket No. 279] (the "SMART Retention Order").

Relief Requested

6. By this Motion, the Debtors seek entry of an Order scheduling an expedited hearing on the Supplemental Application to expand the scope of employment and retention of SMART.

Basis for Relief

7. The Supplemental Application stems from the Debtors' need to prepare audited financial statements for years 2008 and 2009 and the corresponding need to expand SMART's

retention to encompass preparation of such audited financial statements. Expedited consideration of the Supplemental Application is necessary because, as part of the auction diligence process, certain potential bidders have requested that the Debtors provide audited financial statements for 2008 and 2009.

8. Thus, the Debtors request that the Court schedule a hearing on the Supplemental Application for February 9, 2010, at 2:00 p.m., or as soon thereafter as the Court may direct.

Consultation and Notice

9. In accordance with Local Rule 5070-1 the Debtors have provided notice of this Motion to the United States Trustee for the Eastern District of Pennsylvania, the Official Committee of Unsecured Creditors, the Agent for the Senior Secured Lenders, and Counsel for the Steering Group of Senior Secured Lenders. Service will also be effected by electronic or overnight mail to parties who have requested service in these cases. In light of the nature of relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A** scheduling a hearing on the Supplemental Application for 2:00 p.m. (prevailing Eastern time) on February 9, 2010, or as soon thereafter as the Court may direct.

Dated: February 3, 2010
Philadelphia, Pennsylvania

/s/ Anne M. Aaronson

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Co-Counsel for the Debtors and Debtors in Possession

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
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In re:)	Chapter 11
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Philadelphia Newspapers, LLC, <i>et al.</i> ¹)	Case No. 09-11204(SR)
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ORDER SCHEDULING EXPEDITED HEARING

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) scheduling an expedited hearing on the Supplemental Application; and it appearing that the relief requested therein is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Motion and opportunity for a hearing on the Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED** that:

1. The Motion is granted as set forth herein.
2. A hearing will be held on the Supplemental Application on February 9, 2010 at 2:00 p.m. (prevailing Eastern time) before the Honorable Stephen Raslavich, Chief United States

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² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

Bankruptcy Judge, presiding at the Robert N.C. Nix, Sr. Federal Courthouse 900 Market Street,
Philadelphia, PA 19107, courtroom 4.

Dated: February __, 2010
Philadelphia, Pennsylvania

Stephen Raslavich
Chief United States Bankruptcy Judge