

**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 (JKF)
)	
Debtors.)	Jointly Administered
)	
)	
In re:)	Chapter 11
)	
Philadelphia Media Holdings, LLC)	Case No. 09-14315 (JKF)
)	
Debtor.)	Joint Administration with Case No. 09-11204(JKF) Requested

ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE MAKING CERTAIN ORDERS AND OTHER PLEADINGS ENTERED OR FILED IN CHAPTER 11 CASES OF AFFILIATED DEBTORS APPLICABLE TO PHILADELPHIA MEDIA HOLDINGS, LLC

Upon the motion (the "Motion") of the above-captioned debtors (the "Debtors"), for entry of an order making certain orders entered and pleadings filed in the chapter 11 cases jointly administered at Case No. 09-11204 (JKF) applicable to the recently commenced chapter 11 case of Philadelphia Media Holdings, LLC ("PMH"), 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); and it appearing that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and proper notice of the Motion and opportunity for a hearing on the Motion

¹ The Debtors in these chapter 11 cases, as of June 10, 2009, 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) and Philadelphia Media, LLC (0657).

was provided and 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.
2. The orders and applications set forth on Exhibit A, attached hereto, from the jointly administered chapter 11 cases of Philadelphia Newspapers, LLC, and its affiliated debtors, are hereby made applicable to Philadelphia Media Holdings, LLC, *nunc pro tunc* to the date of commencement of its chapter 11 case, as if Philadelphia Media Holdings, LLC, were a Debtor referred to in said orders and applications, subject to the following modifications:

- The applications for employment and retention of the Debtors' professionals in these cases are modified to encompass representation of PMH. See Exhibit A, attached hereto, items 5-10. The Debtors' professionals will submit to this Court the necessary supplemental disclosures to address any potential conflict that may arise with the representation of PMH on or before **June 26, 2009**.
- The Order (I) Authorizing the Debtors to (A) Continue Cash Management System, (B) Maintain Existing Bank Accounts and Business Forms and (C) Maintain Existing Investment Practices and (II) Granting Postpetition Intercompany Claims Administrative Expense Priority [09-11204 Docket No. 48] shall include the Citizens Bank – Premium Business Money Market, Account Number 621669-068-3 and the Citizens Bank – Commercial Checking Account, Account Number 621475-018-2 as part of the cash management system.

3. The Declaration of Richard R. Thayer, the Debtors' Executive Vice President, Finance, in Support of First Day Motions, filed on February 23, 2009, at Docket No. 23 in Jointly Administered Case No. 09-11204 is hereby made applicable to Philadelphia Media Holdings, LLC, as if Philadelphia Media Holdings, LLC, were a Debtor referred to in such Declaration.

Dated: June 16, 2009
Philadelphia, Pennsylvania

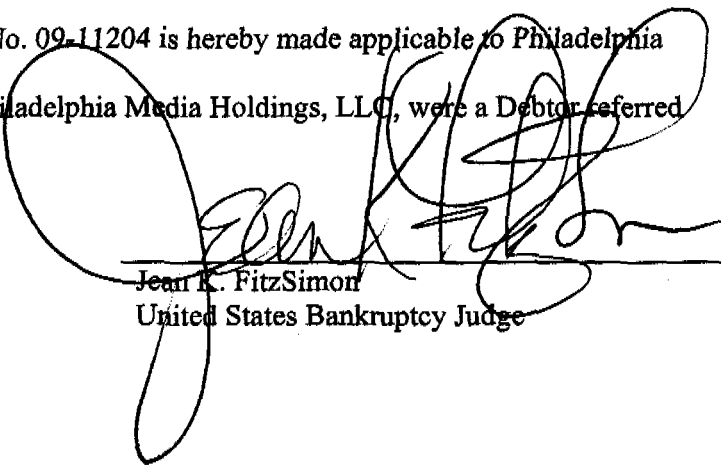

Jean K. FitzSimon
United States Bankruptcy Judge

Exhibit A

1. Order Directing Joint Administration Of The Debtors' Related Chapter 11 Cases [09-11204 Docket No. 42].
2. Order: (I) Authorizing The Debtors To (A) Continue Cash Management System, (B) Maintain Existing Bank Accounts And Business Forms And (C) Maintain Existing Investment Practices; And (II) Granting Postpetition Intercompany Claims Administrative Expense Priority [09-11204 Docket No. 48].
3. Order Establishing Certain Notice, Case Management, and Administrative Procedures [09-11204 Docket No. 194].
- ~~4. Order Authorizing the Debtors' Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business [09-11204 Docket No. 198].~~
5. Application to Employ and Retain Dilworth Paxson LLP as Co-Counsel for the Debtors [09-11204 Docket No. 6].
6. Application to Employ and Retain Proskauer Rose LLP as Co-Counsel to the Debtors Nunc Pro Tunc to the Petition Date [09-11204 Docket No. 8].
7. Application to Employ and Retain Garden City Group, Inc. as Notice, Claims and Solicitation Agent [09-11204 Docket No. 9].
8. Application to Employ and Retain Alvarez & Marsal North America, LLC as Restructuring Advisor to the Debtors [09-11204 Docket No. 85].
9. Application to Employ and Retain Sonenshine Partners LLC as Financial Advisor and Investment Banker to the Debtors [09-11204 Docket No. 168].
10. Application to Employ and Retain Smart Business Advisory and Consulting, LLC as Tax Preparer and Ordinary Course Consultant and Smart and Associates, LLP as Auditor for the Debtors [09-11204 Docket No. 180].