

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

In re:	)	Chapter 11
	)	
Philadelphia Newspapers, LLC, <i>et al.</i> , <sup>1</sup>	)	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 Debtors’ second supplemental application for entry of an order authorizing the retention and employment of SMART Business Advisory and Consulting, LLC (“SMART Business”), as tax preparer and ordinary course consultant, and SMART and Associates, LLP (“SMART and Associates” and, together with SMART Business, “SMART”), as auditor, for the Debtors and Debtors In Possession (the “Second 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

<sup>1</sup> 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).

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”).

### **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”).

6. On February 3, 2010, the Debtors filed a Supplemental Application for Entry of an Order Authorizing the Retention and Employment of SMART and Associates, LLP, as Auditor for the Debtors and Debtors in Possession [Docket No. 1674] (the “First Supplemental SMART Retention Application”), seeking an order authorizing and approving the expanded scope of the employment and retention of SMART and Associates, as auditor for the Debtors, to

include preparation of audited financial statements for 2008 and 2009. On February 9, 2010, the Court approved the First Supplemental SMART Retention Application and entered the Supplemental Order Authorizing the Retention and Employment of SMART and Associates, LLP, as Auditor for the Debtors and Debtors in Possession [Docket No. 1705].

**Relief Requested**

7. By this Motion, the Debtors seek entry of an Order scheduling an expedited hearing on the Second Supplemental Application to expand the scope of employment and retention of SMART and Associates to prepare and file a final audit of the Debtors' 401(k) retirement plan (the "401(k) Plan") for the year ended December 31, 2009, including an audit of the Statement of Net Assets Available for Benefits of the 401(k) Plan as of December 31, 2009 and the related Statement of Changes in Net Assets Available for the Benefits of the year then-ended (the "401(k) Plan Audit").

**Basis for Relief**

8. The Second Supplemental Application stems from the Debtors' need to prepare a final audit of the Debtors' 401(k) Plan for the year ended December 31, 2009 and the corresponding need to expand SMART's retention to encompass the 401(k) Plan Audit. Expedited consideration of the Second Supplemental Application is necessary because, upon the Effective Date of the Plan, the Debtors will no longer have any employees and the 401(k) Plan will be assumed by the Purchaser.

9. Thus, the Debtors request that the Court schedule a hearing on the Second Supplemental Application on August 26, 2010, at 10:30 a.m., or as soon thereafter as the Court may direct.

**Consultation and Notice**

10. 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 and Purchaser. 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 Second Supplemental Application for 10:30 a.m. (prevailing Eastern time) on August 26, 2010, or as soon thereafter as the Court may direct.

Dated: August 19, 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  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

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

**ORDER SCHEDULING EXPEDITED HEARING**

Upon the motion (the “Motion”)<sup>2</sup> 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 Second 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.

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<sup>1</sup> 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).

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

2. A hearing will be held on the Second Supplemental Application on August \_\_\_\_, 2010 at \_\_:\_\_\_ a.m./p.m. (prevailing Eastern time) before the Honorable Stephen Raslavich, Chief United States Bankruptcy Judge, presiding at the Robert N.C. Nix, Sr. Federal Courthouse 900 Market Street, Philadelphia, PA 19107, courtroom 4.

Dated: August \_\_\_\_, 2010  
Philadelphia, Pennsylvania

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Stephen Raslavich  
Chief United States Bankruptcy Judge