

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 motion of the Debtors and PN Purchaser Co., LLC (the “Purchaser” and, together with the Debtors, the “Plan Proponents”) for entry of an order approving the compromise and settlement agreement (the “Settlement Agreement”), by and between: (a) the Plan Proponents, on the one hand; and (b) (i) the Teamsters Pension Trust Fund of Philadelphia & Vicinity (the “Teamsters”); (ii) the CWA/ITU Negotiated Pension Plan (the “CWA/ITU”); (iii) the United Independent Union-Newspaper Guild of Greater Philadelphia Pension Fund, the Newspaper Guild Health & Welfare Plan, (collectively, the “Guild”); (iv) the Graphic Communications Conference of the International Brotherhood of Teamsters National Pension Fund (the “GCC/IBT”); (v) the National Integrated Group Pension Plan (the “National Integrated Group”); (vi) the Warehouse Employees Local 169 And Employers’ Joint Pension Fund (the “Local 169 Pension Fund”); and (vii) the Newspaper and Magazine Employees Union Teamsters Local 1414 Pension Fund (the “Newspaper & Magazine Employees Pension Fund”), GCC District Council 9 Local 16-N (“Local 16”),

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

Newspaper and Magazine Employees Union Teamsters Local 1414 ("Local 1414"), Teamsters Local 628 ("Local 628"), Warehouse Employees Local 169 ("Local 169", and collectively, with the Teamsters, the CWA/ITU, the Guild, the GCC/IBT, the National Integrated Group, and the Local 169 Pension Fund, Local 16, Local 1414, Local 628, and Local 169, the "Claimants"), on the other hand, pursuant to Section 105(a) of title 11 of the United States Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Settlement Motion"). 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").

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

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

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.

Relief Requested

5. By this Motion, the Debtors seek entry of an Order scheduling an expedited hearing on the Settlement Motion. The Settlement Motion resolves the administrative claims, the withdrawal liability claims and successor liability appeals of certain pension fund Claimants against the Debtors and the Purchaser. As a result, the Plan Proponents agreed that it was in their mutual best interests to resolve any and all disputes arising under or relating to the administrative claims, the withdrawal liability claims and the successor liability appeals.

Basis for Relief

6. Expedited consideration of the Settlement Motion is necessary because the resolution of the pension fund administrative claims, withdrawal liability claims and successor liability appeals is necessary in order for the sale contemplated by the confirmed plan of reorganization to close.

7. Thus, the Debtors request that the Court schedule a hearing on the Settlement Motion on August 26, 2010, at 10:30 a.m., or as soon thereafter as the Court may direct.

Consultation and Notice

8. 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 Settlement Motion for 10:30 a.m. (prevailing Eastern time) on August 26, 2010, or as soon thereafter as the Court may direct.

Dated: August 20, 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> , ¹)	Case No. 09-11204 (SR)
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Debtors.)	Jointly Administered

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 Settlement Motion; 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 Settlement Motion on August ____, 2010 at ____:____ a.m./p.m. (prevailing Eastern time) before the Honorable Stephen Raslavich, Chief

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

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

Stephen Raslavich
Chief United States Bankruptcy Judge