

**IN THE 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
)	

NOTICE OF: (A) ENTRY OF ORDER APPROVING SECOND SUPPLEMENT TO AMENDED DISCLOSURE STATEMENT; (B) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT DEBTORS' SECOND AMENDED JOINT CHAPTER 11 PLAN AS OF MAY 19, 2010; (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. 1361*), the United States Bankruptcy Court for the Eastern District of Pennsylvania (the "Court") has (a) approved the First Amended Disclosure Statement with Respect to the Debtors' First Amended Joint Chapter 11 Plan Dated as of October 27, 2009 (the "Disclosure Statement") filed by the above-captioned debtors and debtors in possession (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.

2. Pursuant to an Order dated April 7, 2010 (*Docket No. 1883*), the Court approved a first supplement to the Disclosure Statement. Pursuant to an Order dated May 19, 2010, the Court approved a second supplement to the Disclosure Statement (the "Second Disclosure Statement Supplement") and authorized the Debtors to solicit votes to accept or reject the Debtors' Second Amended Joint Chapter 11 Plan as of May 19, 2010 (as may be amended, the "Plan").

3. Please be advised that **June 18, 2010 at 5:00 p.m. (prevailing Eastern time)** is 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 have received the Disclosure Statement and the first supplement thereto and, together herewith, are receiving (a) the Second Disclosure Statement Supplement, (b) the Plan and (c) one or more Ballots (and return envelopes) to be used in voting to accept or reject the Plan. Failure to follow the instructions set forth in the Ballot may disqualify that Ballot and the vote represented thereby. **If you receive a Ballot, irrespective of whether you have already voted and submitted a Ballot prior to the date hereof, you must vote before the Voting Deadline. All Ballots previously received shall be disregarded.**

4. If you did not receive, or have lost or misplaced any of the documents described in paragraph 3 hereof, please contact the Debtors' Voting Agent (see paragraph 7 below for contact information).

5. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will begin 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 June 24, 2010 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 or any continued hearing.

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).

6. 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, together with proof of service, 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 on or before **5:00 p.m. (prevailing Eastern time) on June 18, 2010**: (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 60602 (Attn: Mark K. Thomas, Paul Possinger and Peter 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 Logan); (v) counsel to the Senior Agent, Drinker Biddle & Reath LLP, One Logan Square, Suite 2000, Philadelphia, Pennsylvania 19103-6996 (Attn: Andrew C. Kassner); and (vi) counsel for the Purchaser, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Fred S. Hodara and Abid Qureshi).

7. Requests for copies of the Second Disclosure Statement Supplement, the Plan (excluding certain voluminous exhibits thereto) or Ballots by parties in interest may be made in writing to the Philadelphia Newspapers, LLC Voting Agent, c/o The Garden City Group, Inc., 105 Maxess Road, Melville, NY 11747. In addition, any party may view and download the Plan, the Second Disclosure Statement Supplement and related exhibits (as they are filed) without charge at www.pnreorg.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 CONFIRMATION HEARING.

Dated: May 25, 2010

BY ORDER OF THE COURT

/s/Mark K. Thomas

DILWORTH 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
Paul V. Possinger
Peter J. Young
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