

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

In re: : Chapter 11
: :
Philadelphia Newspapers, LLC *et al.*,¹ : Case No. 09-11204 (JKF)
: :
Debtors. : Jointly Administered
: :
:

**JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS IN THE OBJECTION OF THE STEERING GROUP OF
PREPETITION SECURED LENDERS AND CITIZENS BANK OF PENNSYLVANIA,
AS AGENT FOR THE PREPETITION SECURED LENDERS, TO DEBTORS’
MOTION FOR AN ORDER: (A) APPROVING PROCEDURES FOR THE SALE
OF CERTAIN OF THE DEBTORS’ ASSETS; (B) SCHEDULING AN AUCTION;
(C) APPROVING ASSUMPTION AND ASSIGNMENT PROCEDURES; (D)
APPROVING FORM OF NOTICE; AND (E) GRANTING RELATED RELIEF**

The Official Committee of Unsecured Creditors (the “Committee”), appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby joins (the “Joinder”) in the Objection (the “Lenders’ Objection”) of the Steering Group of Prepetition Secured Lenders and Citizens Bank of Pennsylvania, as Agent for the Prepetition Secured Lenders, to Debtors’ Motion for an Order: (a) Approving Procedures for the Sale of Certain of the Debtors’ Assets; (b) Scheduling an Auction; (c) Approving Assumption and Assignment Procedures; (d) Approving Form of Notice; and (e) Granting Related Relief (the “Sale Procedures Motion”). In support of this Joinder, the Committee respectfully states as follows:

Statement

1. Since filing its own objection to the Debtors’ Sale Procedures Motion on

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Philadelphia Newspapers, LLC (3870), PMH Acquisition, LLC (1299), Broad Street Video, LLC (4665), 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.

September 18, 2009 (the "Committee's Objection"), the Committee has engaged in further deliberations regarding the Secured Lenders' right to credit bid at the auction proposed in the Sale Procedures Motion. The Committee now joins in the Secured Lenders' objection to the Debtors' proposal that credit bidding should be disallowed.

WHEREFORE, for the reasons stated above, and for those already addressed in the Committee's Objection, the Committee respectfully requests that the Court deny approval of the Sale Procedures Motion to the extent that the Motion seeks to authorize a break up fee or the reimbursement of expenses of the Stalking Horse and to the extent that the Sale Procedures Motion seeks to disallow credit bidding, and for such other relief as is just and proper.

Dated: September 29, 2009
Philadelphia, Pennsylvania

**ECKERT SEAMANS CHERIN & MELLOTT,
LLC**

/s/ Brya M. Keilson

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Counsel for the Official Committee of Unsecured
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CERTIFICATE OF SERVICE

It is hereby certified that a true and correct copy of the foregoing JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS IN THE OBJECTION OF THE STEERING GROUP OF PREPETITION SECURED LENDERS AND CITIZENS BANK OF PENNSYLVANIA, AS AGENT FOR THE PREPETITION SECURED LENDERS, TO DEBTORS' MOTION FOR AN ORDER: (A) APPROVING PROCEDURES FOR THE SALE OF CERTAIN OF THE DEBTORS' ASSETS; (B) SCHEDULING AN AUCTION; (C) APPROVING ASSUMPTION AND ASSIGNMENT PROCEDURES; (D) APPROVING FORM OF NOTICE; AND (E) GRANTING RELATED RELIEF was served this 29th day of September, 2009 on the parties listed below by electronic mail and by the Court's CM/ECF transmission:

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