

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

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

**COUNTERDESIGNATION OF RECORD ON APPEAL BY THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, WITH RESPECT TO THE APPEAL
BY PHILADELPHIA NEWSPAPERS, LLC, FROM THAT ORDER, ENTERED BY THE
BANKRUPTCY COURT ON OCTOBER 8, 2009, DENYING CERTAIN PROVISIONS
OF THE DEBTORS' BID PROCEDURES MOTION**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, the Official Committee of Unsecured Creditors (the "Committee") hereby files this counterdesignation of items to be included in the record on appeal to the United States District Court for the Eastern District of Pennsylvania from the Order of Court Denying the 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; (D) Granting Related Relief (the "Bid Procedures Motion") [Docket No. 1235] entered by Chief Judge Stephen Raslavich of the United States Bankruptcy Court of the Eastern District of Pennsylvania on October 8, 2009.

In response to the Designation of Record and Statement of Issues Presented By Philadelphia Newspapers, Inc. the Committee hereby designates, as items to be added to the record on appeal, each and every item designated by the Appellant in the Appellant Designation.

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.

In addition, the Committee hereby designates the following items and all exhibits to each of these items to be added to the record on appeal:

	DOCKET NUMBER	DESCRIPTION
1.	829	Ninth Interim Order (A) Authorizing the Debtors to Use Cash Collateral of Existing Secured Lenders and Granting Adequate Protection for Use and (B) Prescribing the Form and Manner of Notice and Setting the Time for the Final Hearing
2.	1006	Stipulation and Order, dated August 28, 2009
3.	1033	Motion of the Official Committee of Unsecured Creditors for an Order (A) Directing Debtors to Cease Their Publicity Campaign Advocating a Sale of Substantially All Their Assets to "Local Owners" and (B) Granting Other Remedial Relief
4.	1105	Limited Objection of the Official Committee of Unsecured Creditors to the 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
5.	1191	Final Order Granting Amended Motion (i) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 363 and 364 of the Bankruptcy Code, (ii) Granting Liens and Superpriority Claims to DIP Lenders Pursuant to Section 364 of the Bankruptcy Code, (iii) Authorizing Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code and (iv) Providing Adequate Protection to Prepetition Lenders Pursuant to Sections 361, 362, 363 and 364 of the Bankruptcy Code
6.	1280	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
7.	947	Debtors' Joint Chapter 11 Plan as of August 20, 2009

RESERVATION OF RIGHTS

The Committee expressly reserves, and does not waive, its rights to supplement this counterdesignation and/or to object, or otherwise supplement or move to strike or modify, some

or all of the Appellant Designation of items to be included in the record on appeal, and/or statement of issues on appeal. This filing is made expressly subject to, and without waiver of any and all rights, remedies, challenges, and objections.

Dated: October 23, 2009
Philadelphia, Pennsylvania

**ECKERT SEAMANS CHERIN & MELLOTT,
LLC**

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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 COUNTERDESIGNATION OF RECORD ON APPEAL BY THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, WITH RESPECT TO THE APPEAL BY PHILADELPHIA NEWSPAPERS, LLC, FROM THAT ORDER, ENTERED BY THE BANKRUPTCY COURT ON OCTOBER 8, 2009, DENYING CERTAIN PROVISIONS OF THE DEBTORS' BID PROCEDURES MOTION was served this 23rd day of October, 2009 on the parties listed below by electronic mail and by the Court's CM/ECF transmission:

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