

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

IN RE: ) Chapter 11
Philadelphia Newspapers, LLC et al.,<sup>1</sup> ) Case No. 09-11204-JKF
Debtor. ) Jointly Administered

APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO SECTIONS 1103(a) AND 328(a) OF THE BANKRUPTCY CODE FOR AUTHORITY TO EMPLOY ECKERT SEAMANS CHERIN & MELLOTT LLC AS CO-COUNSEL FOR THE COMMITTEE NUNC PRO TUNC TO MARCH 2, 2009

The Official Committee of Unsecured Creditors in the above-captioned case (the "Committee"), hereby applies to this Court (the "Application") for an order pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code (as defined below) and Federal Rule of Bankruptcy Procedure 2014(a), authorizing the employment and retention of Eckert Seamans Cherin & Mellott, LLC ("ESCM" or the "Firm") as co-counsel for the Committee nunc pro tunc to March 2, 2009. In support of this Application, the Committee submits the Affidavit of Gary Schildhorn, Esquire (the "Schildhorn Affidavit"), and states as follows:

Jurisdiction

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. The statutory predicates for the relief requested herein are sections 1103(a) and 328(a) of Title 11 of the United States Code (the "Bankruptcy Code"), Federal Rule of

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) and Philadelphia Media, LLC (0657).

Bankruptcy Procedure 2014(a) and 2016, and Rule 9013-1(d) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Pennsylvania.

**Background**

3. On February 22, 2009 (the “Petition Date”), the above captioned Debtors each filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (the “Bankruptcy Cases”).

4. The Debtors continue to operate their business and to manage their property as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. No trustee or examiner has been requested or appointed in these Bankruptcy Cases.

6. On March 2, 2009, the United States Trustee appointed the Committee and filed its Notice of Appointment of Creditors’ Committee [D.I. # 88].

7. The Debtors are Pennsylvania limited liability companies, and operate several media businesses.

8. Additional facts in support of the specific relief sought herein are set forth in the Schildhorn Affidavit, as well as below.

**Relief Requested**

9. By this Application, the Committee seeks authorization, pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code, to employ and retain the law firm of ESCM as co-counsel in these Bankruptcy Cases in order to perform the legal services that will be necessary during the pendency of these Bankruptcy Cases, as more fully described below.

10. Contemporaneously herewith, the Committee has filed an application seeking to retain O’Melveny & Myers LLP (“OMM”) in these Bankruptcy Cases.

11. ESCM will be working with OMM as co-counsel to the Committee. The services of OMM will complement, and not duplicate, the services of ESCM. The Committee is mindful of the need to avoid duplication of such services, and will implement appropriate procedures to minimize duplication, if any.

**Basis for Relief**

12. The Committee wishes to employ ESCM as co-counsel to render professional services for the benefit of the Committee for all matters relating to these Bankruptcy Cases.

13. These Bankruptcy Cases are likely to be complex and will require counsel to the Committee with extensive experience representing creditors' committees in Chapter 11 cases. The Committee has selected ESCM because it believes ESCM is needed for the Committee to properly perform its duties and functions; ESCM has extensive experience in matters of this character; and ESCM is well-qualified and uniquely able to represent it in these Bankruptcy Cases in an efficient and timely manner.

14. The professional services which ESCM shall render include, but are not limited to, the following:

- (a) to provide to the Committee legal services with respect to the administration of these Bankruptcy Cases, and its powers and duties;
- (b) appear before this Court, any appellate courts and the United States Trustee and protect the interests of the Committee;
- (c) to prepare on behalf of the Committee necessary applications, motions, complaints, answers, responses, orders, reports, and other legal papers;
- (d) to represent the Committee in any matters involving contests with the Debtors in these Bankruptcy Cases;

(e) attend meetings and negotiate with the Debtors and/or any trustee that may be appointed;

(f) take such actions to protect and preserve the interests of the unsecured creditors in these Bankruptcy Cases; and

(g) to perform all other legal services for the Committee which may be necessary herein.

15. It is necessary and essential for the Committee to employ experienced counsel to provide the foregoing legal services.

16. ESCM has indicated a willingness to act on behalf of the Committee in these Bankruptcy Cases and render the necessary professional services as co-counsel for the Committee.

#### **Disinterestedness**

17. To the best of the Committee's knowledge, ESCM represents no other entity in connection with these Bankruptcy Cases, is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code, and represents or holds no interest adverse to the interests of the Committee with respect to the matters upon which ESCM are to be employed, except as set forth below and in the attached Schildhorn Affidavit:

(a) certain ongoing representations in unrelated non-bankruptcy matters, comprising less than one percent (1%) of the Firm revenue:

- Aladdin Capital
- De Lange Landen Financial Services
- Citizens Bank<sup>2</sup>

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<sup>2</sup> Revenue generated from the Firm's representation of Citizens Bank in 2008 was 0.02587924% of total Firm receipts.

- certain nonparty affiliates of Credit Suisse
- certain nonparty affiliates of Royal Bank of Scotland
- certain nonparty affiliates of Wachovia Bank, NA
- certain nonparty affiliates of Wells Fargo
- certain nonparty affiliates of General Electric
- certain nonparty affiliates of PNC Bank, NA

(b) former representations, comprising less than one percent (1%) of the Firm revenue:

- Bank of New York
- Deutsche Bank
- LaSalle Bank
- TMR, Inc.

#### **Terms of Retention**

18. ESCM's hourly rates for work of this nature currently range from \$135 to \$150 for paralegals, \$210 for associates who will be working on this matter, and from \$330 to \$475 for members. These hourly rates are subject to periodic adjustments to reflect economic and other conditions, often due to increased experience of a particular professional.

19. The hourly rates set forth above are the standard ESCM hourly rates for work of this nature. These rates are set at a level designated to compensate the Firm fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among others, telephone and copier charges, mail and express mail charges, special or hand delivery charges, document

retrieval, photocopying charges, travel expenses, expenses for “working meals,” computerized research, transcriptionists, as well as non-ordinary overhead expenses such as secretarial and paralegal overtime. The Firm will charge for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients, and in compliance with the Local Rules of this Court.

20. Accordingly, the Committee requests that it be authorized to employ ESCM to represent it effective as of March 2, 2009, with compensation and reimbursement of expenses to be paid in such amounts as this Court may allow after the submission of applications in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and any procedures as may be fixed by order of the Court.

**Notice**

21. Notice of this Application has been provided to: (i) the Office of the United States Trustee; (ii) the Debtors; (iii) counsel for prepetition lenders; and (iv) all parties that have timely filed appearances pursuant to Fed. R. Bankr. P. 2002. The Committee submits that such notice is proper under the circumstances and that no other or further notice is necessary.

**No Prior Request**


22. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Committee respectfully requests that the Court enter an order, in the form annexed hereto, granting the relief requested herein and such other and further relief as is just and proper.

Dated: March 20, 2009

OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS

BY: \_\_\_\_\_

  
Joshua Eaves, Chairman of the Official  
Committee of Unsecured Creditors

IN THE 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
Debtor. ) Jointly Administered

APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO SECTIONS 1103(a) AND 328(a) OF THE BANKRUPTCY CODE FOR AUTHORITY TO EMPLOY ECKERT SEAMANS CHERIN & MELLOTT LLC AS CO-COUNSEL FOR THE COMMITTEE NUNC PRO TUNC TO MARCH 2, 2009

The Official Committee of Unsecured Creditors in the above-captioned case (the "Committee"), hereby applies to this Court (the "Application") for an order pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code (as defined below) and Federal Rule of Bankruptcy Procedure 2014(a), authorizing the employment and retention of Eckert Seamans Cherin & Mellott, LLC ("ESCM" or the "Firm") as co-counsel for the Committee nunc pro tunc to March 2, 2009. In support of this Application, the Committee submits the Affidavit of Gary Schildhorn, Esquire (the "Schildhorn Affidavit"), and states as follows:

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4. The Debtors continue to operate their business and to manage their property as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. No trustee or examiner has been requested or appointed in these Bankruptcy Cases.

6. On March 2, 2009, the United States Trustee appointed the Committee and filed its Notice of Appointment of Creditors' Committee [D.I. # 88].

7. The Debtors are Pennsylvania limited liability companies, and operate several media businesses.

8. Additional facts in support of the specific relief sought herein are set forth in the Schildhorn Affidavit, as well as below.

**Relief Requested**

9. By this Application, the Committee seeks authorization, pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code, to employ and retain the law firm of ESCM as co-counsel in these Bankruptcy Cases in order to perform the legal services that will be necessary during the pendency of these Bankruptcy Cases, as more fully described below.

10. Contemporaneously herewith, the Committee has filed an application seeking to retain O'Melveny & Myers LLP ("OMM") in these Bankruptcy Cases.

11. ESCM will be working with OMM as co-counsel to the Committee. The services of OMM will complement, and not duplicate, the services of ESCM. The Committee is mindful of the need to avoid duplication of such services, and will implement appropriate procedures to minimize duplication, if any.

**Basis for Relief**

12. The Committee wishes to employ ESCM as co-counsel to render professional services for the benefit of the Committee for all matters relating to these Bankruptcy Cases.

13. These Bankruptcy Cases are likely to be complex and will require counsel to the Committee with extensive experience representing creditors' committees in Chapter 11 cases. The Committee has selected ESCM because it believes ESCM is needed for the Committee to properly perform its duties and functions; ESCM has extensive experience in matters of this character; and ESCM is well-qualified and uniquely able to represent it in these Bankruptcy Cases in an efficient and timely manner.

14. The professional services which ESCM shall render include, but are not limited to, the following:

- (a) to provide to the Committee legal services with respect to the administration of these Bankruptcy Cases, and its powers and duties;
- (b) appear before this Court, any appellate courts and the United States Trustee and protect the interests of the Committee;
- (c) to prepare on behalf of the Committee necessary applications, motions, complaints, answers, responses, orders, reports, and other legal papers;
- (d) to represent the Committee in any matters involving contests with the Debtors in these Bankruptcy Cases;

(e) attend meetings and negotiate with the Debtors and/or any trustee that may be appointed;

(f) take such actions to protect and preserve the interests of the unsecured creditors in these Bankruptcy Cases; and

(g) to perform all other legal services for the Committee which may be necessary herein.

15. It is necessary and essential for the Committee to employ experienced counsel to provide the foregoing legal services.

16. ESCM has indicated a willingness to act on behalf of the Committee in these Bankruptcy Cases and render the necessary professional services as co-counsel for the Committee.

#### **Disinterestedness**

17. To the best of the Committee's knowledge, ESCM represents no other entity in connection with these Bankruptcy Cases, is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code, and represents or holds no interest adverse to the interests of the Committee with respect to the matters upon which ESCM are to be employed, except as set forth below and in the attached Schildhorn Affidavit:

(a) certain ongoing representations in unrelated non-bankruptcy matters, comprising less than one percent (1%) of the Firm revenue:

- Aladdin Capital
- De Lange Landen Financial Services
- Citizens Bank<sup>2</sup>

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<sup>2</sup> Revenue generated from the Firm's representation of Citizens Bank in 2008 was 0.02587924% of total Firm receipts.

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18. ESCM's hourly rates for work of this nature currently range from \$135 to \$150 for paralegals, \$210 for associates who will be working on this matter, and from \$330 to \$475 for members. These hourly rates are subject to periodic adjustments to reflect economic and other conditions, often due to increased experience of a particular professional.

19. The hourly rates set forth above are the standard ESCM hourly rates for work of this nature. These rates are set at a level designated to compensate the Firm fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among others, telephone and copier charges, mail and express mail charges, special or hand delivery charges, document

retrieval, photocopying charges, travel expenses, expenses for “working meals,” computerized research, transcriptionists, as well as non-ordinary overhead expenses such as secretarial and paralegal overtime. The Firm will charge for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients, and in compliance with the Local Rules of this Court.

20. Accordingly, the Committee requests that it be authorized to employ ESCM to represent it effective as of March 2, 2009, with compensation and reimbursement of expenses to be paid in such amounts as this Court may allow after the submission of applications in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and any procedures as may be fixed by order of the Court.

**Notice**

21. Notice of this Application has been provided to: (i) the Office of the United States Trustee; (ii) the Debtors; (iii) counsel for prepetition lenders; and (iv) all parties that have timely filed appearances pursuant to Fed. R. Bankr. P. 2002. The Committee submits that such notice is proper under the circumstances and that no other or further notice is necessary.

**No Prior Request**


22. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Committee respectfully requests that the Court enter an order, in the form annexed hereto, granting the relief requested herein and such other and further relief as is just and proper.

Dated: March 20, 2009

OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS

BY: \_\_\_\_\_

  
Joshua Eaves, Chairman of the Official  
Committee of Unsecured Creditors

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

IN RE: ) Chapter 11
Philadelphia Newspapers, LLC et al.,<sup>1</sup> ) Case No. 09-11204-JKF
Debtor. ) Jointly Administered

AFFIDAVIT OF GARY SCHILDHORN ON BEHALF OF ECKERT SEAMANS CHERIN & MELLOTT, LLC PURSUANT TO FED. R. BANKR. P. 2014(a)

COMMONWEALTH OF PENNSYLVANIA )
) ss.
COUNTY OF PHILADELPHIA )

1. I am an attorney duly permitted to practice in the Commonwealth of Pennsylvania. I am a member of the firm of Eckert Seamans Cherin & Mellott, LLC ("ESCM") maintaining offices at Two Liberty Place, 50 S. 16th Street, 22nd Floor, Philadelphia, PA 19102.

2. This Affidavit is being submitted in support of the foregoing application ("Application") of the Official Committee of Unsecured Creditors (the "Committee") to employ ESCM as co-counsel pursuant to sections 1103(a) and 328(a) of Title 11 of the United States Code (the "Bankruptcy Code"), and to comply with Rule 2014(a) of the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Eastern District of Pennsylvania. I will supplement this Affidavit if additional information becomes available concerning any relationship between ESCM and any interested party. The facts set forth in this Affidavit are personally known to me and/or are based on information and belief after investigation and, if called as a witness, I could and would testify thereto.

<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: 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) and Philadelphia Media, LLC (0657).

3. The Committee requires ESCM to act as its counsel for all matters relating to these Bankruptcy Cases<sup>2</sup>, including, but not limited to, the following services:

- (a) to provide to the Committee legal services with respect to the administration of these Bankruptcy Cases, and its powers and duties;
- (b) appear before this Court, any appellate courts and the United States Trustee and protect the interests of the Committee;
- (c) to prepare on behalf of the Committee necessary applications, motions, complaints, answers, responses, orders, reports, and other legal papers;
- (d) to represent the Committee in any matters involving contests with the Debtors in these Bankruptcy Cases;
- (e) attend meetings and negotiate with the Debtors and/or any trustee that may be appointed;
- (f) take such actions to protect and preserve the interests of the unsecured creditors in these Bankruptcy Cases; and
- (g) to perform all other legal services for the Committee which may be necessary herein.

4. ESCM will take care not to duplicate the services of any other counsel or professionals engaged in these Bankruptcy Cases.

5. ESCM will not represent any party other than the Committee in these Bankruptcy Cases.

6. ESCM has conducted, and continues to conduct, research into its relationships with the Committee's members and various parties in interest, including but not limited to: (1) the debtors and current and former entities affiliated with the debtors; (2) senior

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

lenders (revolver); (3) senior lenders (term); (4) mezzanine lenders; (5) equity security holders; (6) debtors' largest unsecured creditors; (7) insurers; and (8) other secured parties. Based upon the information available and the investigation I have done to date, certain potential parties in interest were revealed to be current or former clients of ESCM, as set forth in Exhibit A attached hereto, in connection with matters wholly unrelated to the debtors and these Bankruptcy Cases. Specifically with regard to Citizens Bank, I have reviewed the relevant information, and revenue generated from the Firm's representation of Citizens Bank in 2008 was 0.02587924% of total Firm receipts. Citizens Bank has executed a waiver with regard to the Firm's representation of Citizens Bank.

7. None of such current or former representations constitutes a conflict with ESCM's representation of the Committee, nor will likely create a conflict in the future.

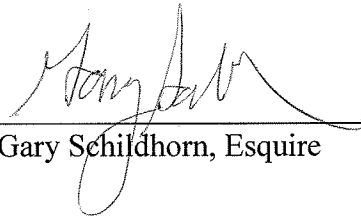
8. Thus, I believe that ESCM is a disinterested party within the meaning of section 101(14) of Bankruptcy Code.

9. While ESCM has undertaken, and continues to undertake, extensive efforts to identify connections with the Committee's members, the debtors, and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should ESCM, through continuing efforts, learn of any new connections of the nature discussed herein, ESCM will so advise the Court.


10. By reason of the foregoing, I believe ESCM is eligible for employment and retention by the Committee pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code and the applicable Bankruptcy Rules.

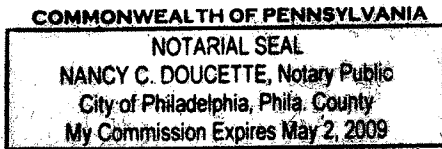
11. A schedule of the 2009 hourly rates to be charged by ESCM in connection with these Bankruptcy Cases is attached hereto as Exhibit B. These hourly rates are ESCM's

standard hourly rates for work of the nature to be performed in connection with these Bankruptcy Cases. The hourly rates charged by ESCM's professionals differ based on, among other things, the professional's level of experience. It is ESCM's policy to adjust these rates periodically to reflect economic or other conditions. Other attorneys and paralegals may, from time to time, serve the debtors in connection with the matters herein described.

  
\_\_\_\_\_  
Gary Schildhorn, Esquire

SWORN TO AND SUBSCRIBED  
BEFORE ME THIS 20<sup>th</sup> DAY OF  
MARCH, 2009.

  
\_\_\_\_\_  
Notary Public



## **Exhibit A**

Potential Parties In Interest that are current or former clients of  
Eckert Seamans Cherin & Mellott, LLC in unrelated matters:

Less than 1% of Firm Revenue, Certain Ongoing Representations in Unrelated Non-Bankruptcy  
Matters:

Aladdin Capital  
De Lage Landen Financial Services  
Citizens Bank<sup>1</sup>  
Certain nonparty affiliates of Credit Suisse  
Certain nonparty affiliates of Royal Bank of Scotland  
Certain nonparty affiliates of Wachovia Bank, NA  
Certain nonparty affiliates of Wells Fargo  
Certain nonparty affiliates of General Electric  
Certain nonparty affiliates of PNC Bank, NA

Former Representations (also less than 1% of Firm Revenue):

Bank of New York  
Deutsche Bank  
LaSalle Bank  
TMR, Inc.

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<sup>1</sup> Revenue generated from the Firm's representation of Citizens Bank in 2008 was 0.02587924% of total Firm receipts. Citizens Bank has executed a waiver with regard to the Firm's representation of Citizens Bank.

## **Exhibit B**

Partners:

Gary M. Schildhorn	\$475
John Quinn	\$390
Ronald S. Gellert	\$385
Alan Moldoff	\$385
Loudon "Hap" Campbell	\$330

Associates:

Brya M. Keilson	\$210
Gaston P. Loomis	\$210

Paralegals:

Bruce Campbell	\$150.00
Eduardo Texidor, Jr.	\$135.00

M0718162

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

IN RE: ) Chapter 11
Philadelphia Newspapers, LLC et al.,<sup>1</sup> ) Case No. 09-11204-JKF
) Jointly Administered
Debtor. )

ORDER

AND NOW this \_\_\_ day of \_\_\_\_\_, 2009, upon consideration of the Application ("Application") of the Official Committee of Unsecured Creditors (the "Committee") to Employ Eckert Seamans Cherin & Mellott, LLC ("ESCM"), to represent it herein, and the Court being satisfied that ESCM does not adversely represent any other party-in-interest or hold an interest adverse to the Committee in this case, it is hereby:

ORDERED that the Application is granted in its entirety; and it is further

ORDERED, that the Committee is hereby authorized to retain and employ ESCM as its counsel in the within proceeding under Chapter 11 of the United States Bankruptcy Code; nunc pro tunc to March 2, 2009, and it is further

ORDERED that compensation for professional services of ESCM shall be charged at the hourly rates set forth in the Application; and it is further

<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: 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) and Philadelphia Media, LLC (0657).

ORDERED that compensation to ESCM is only to be allowed by order of this Court upon submission of an application for compensation in conformity with the United States Bankruptcy Code, applicable Bankruptcy Rules and In re Busy Beaver Building Center, Inc., 19 F.3d 833 (3d Cir. 1994).

BY THE COURT:

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Jean K. FitzSimon  
United States Bankruptcy Judge

To be served on all parties receiving electronic notification.

## **Exhibit A**

Potential Parties In Interest that are current or former clients of  
Eckert Seamans Cherin & Mellott, LLC in unrelated matters:

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Eduardo Texidor, Jr.	\$135.00

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EASTERN DISTRICT OF PENNSYLVANIA**

IN RE:	)	Chapter 11
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Philadelphia Newspapers, LLC <i>et al.</i> , <sup>1</sup>	)	Case No. 09-11204-JKF
	)	
	)	Jointly Administered
Debtor.	)	
_____	)	

**NOTICE OF MOTION, RESPONSE DEADLINE AND HEARING DATE**

The Official Committee of Unsecured Creditors has filed its Application of Official Committee of Unsecured Creditors Pursuant to Sections 1103(a) and 328(a) of the Bankruptcy Code For Authority to Employ Eckert Seamans Cherin & Mellott, LLC as Co-Counsel For The Committee *Nunc Pro Tunc* to March 2, 2009.

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult an attorney.)**

1. If you do not want the court to grant the relief sought in the motion or if you want the Court to consider your views on the motion, then on or before 4/4/09 you or your attorney must do all of the following:

(a) file an answer explaining your position at

Robert N.C. Nix, Sr. Federal Courthouse  
900 Market Street, Suite 400  
Philadelphia, PA 19107

If you mail your answer to the bankruptcy clerk's office for filing, you must mail it early enough so that it will be received on or before the date stated above; and

<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: 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) and Philadelphia Media, LLC (0657).

(b) mail a copy to the movant's attorney:

Gary Schildhorn  
Eckert Seamans Cherin & Mellott, LLC  
Two Liberty Place  
Philadelphia, PA 19102  
(215) 851-8400 (Phone)  
(215) 851-8383 (Fax)

(c) mail a copy to the following parties:

Anne Marie Aaronson  
Lawrence McMichael  
Dilworth Paxson LLP  
1500 Market Street  
Suite 3500E  
Philadelphia, PA 19102

Mark K. Thomas  
Proskauer Rose LLP  
Three First National Plaza  
70 W. Madison  
Suite 3800  
Chicago, IL 60602

David Klauder  
U.S. Trustee Office  
833 Chestnut Street  
Suite 500  
Philadelphia, PA 19107

Drinker Biddle & Reath, LLP  
Attn: Andrew C. Kassner  
One Logan Square  
18th & Cherry Streets  
Philadelphia, PA 19103

Ben Logan  
O'Melveny & Myers LLP  
400 South Hope Street  
Los Angeles, CA 90071

Fred S. Hodara  
Akin Gump Strauss Hauer & Feld LLP,  
One Bryant Park  
New York, NY 10036-6715

2. If you or your attorney do not take the steps described in paragraph (1)(a) and (1)(b) above and attend the hearing, the court may enter an order granting the relief requested in the motion.

3. The Court will schedule a hearing date if any answers are filed with the Court.

4. If a copy of the motion is not enclosed, a copy of the motion will be provided to you if you request a copy from the attorney named in paragraph (1)(b).

5. You may contact the Bankruptcy Clerk's office at 215-408-2800 to find out whether a hearing has been scheduled.


Date: March 20, 2009

**IN THE 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-JKF
	)	
	)	Jointly Administered
Debtor.	)	
_____	)	

**CERTIFICATE OF SERVICE**

I, Brya M. Keilson, Esquire, hereby certify that I caused a true and correct copy of the Application of Official Committee of Unsecured Creditors Pursuant to Sections 1103(a) and 328(a) of the Bankruptcy Code for Authority to Employ Eckert Seamans Cherin & Mellott LLC as Co-Counsel For The Committee *Nunc Pro Tunc* to March 2, 2009 to be served upon all parties receiving electronic notification and upon all parties listed on the attached service list via first class mail.

  
 \_\_\_\_\_  
 Brya M. Keilson

<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: 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) and Philadelphia Media, LLC (0657).

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