

**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)
: :
Debtors. : Jointly Administered
: :
: :

**STIPULATION AND ORDER EXTENDING THE TIME
WITHIN WHICH THE COMMITTEE MAY COMMENCE AN
ACTION WITH RESPECT TO ITS INVESTIGATION OF THE CLAIMS,
LIENS AND SECURITY INTERESTS OF THE PREPETITION SECURED LENDERS**

The Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the "Committee"), the Steering Group of Prepetition Secured Lenders (the "Steering Group") and Citizens Bank of Pennsylvania, as Agent for the Prepetition Secured Lenders ("Citizens"), hereby enter into this stipulation and order ("Stipulated Order") and stipulate and agree as follows:

WHEREAS, on February 22, 2009 (the "Petition Date"), each of the above-captioned debtors (the "Debtors") filed a voluntary petition for relief with the United States Bankruptcy Court for the Eastern District of Pennsylvania ("Court") under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101, et seq. (as amended, the "Bankruptcy Code"), except for Philadelphia Media Holdings, LLC, which filed its voluntary petition on June 10, 2009;

WHEREAS, the Debtors are operating their businesses and managing their property as debtors-in-possession pursuant to section 1007(a) and 1108 of the Bankruptcy Code;

¹ The Debtors in the 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.

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WHEREAS, the Committee was appointed on March 2, 2009, and no trustee or examiner has been appointed or sought in these chapter 11 cases;

WHEREAS, Philadelphia Newspapers, LLC, one of the Debtors, is the borrower and certain other of the Debtors are guarantors under the prepetition credit agreement, pursuant to which certain lenders (the "Prepetition Secured Lenders") extended a senior secured term loan in the original principal amount of \$295,000,000 (the "Prepetition Term Loan") and a senior secured revolving credit facility (the "Prepetition Revolver") in the original committed amount of \$50,000,000 (the Prepetition Term Loan and the Prepetition Revolver are hereinafter collectively referred to as the "Prepetition Credit Facility"); and

WHEREAS, on June 25, 2009, the Court entered the Eighth 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 (the "Eighth Interim Order"), pursuant to which the Committee was given the right to (i) investigate the amount of the indebtedness and the validity, perfection, extent or priority of liens and security interests of the Prepetition Secured Lenders under the Prepetition Credit Facility (the "Lien Investigation") and (ii) if appropriate, to challenge or commence an action with respect to the Lien Investigation by July 22, 2009 (the "Lien Investigation Deadline").

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the Committee, the Steering Group and Citizens, as follows:

1. The Lien Investigation Deadline shall be extended through and including August 21, 2009, subject to the rights of the parties to seek further extension thereof.

2. This Stipulated Order may be executed in counterpart copies and taken together, such counterparts shall constitute one agreement.

Dated: July 17, 2009

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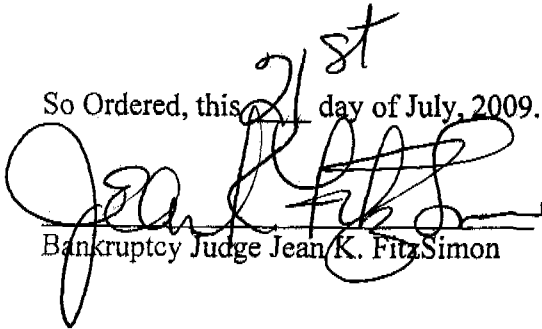
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So Ordered, this 21st day of July, 2009.


Bankruptcy Judge Jean K. FitzSimon