

UNITED STATES DEPARTMENT OF JUSTICE
OFFICE OF THE UNITED STATES TRUSTEE
EASTERN DISTRICT OF PENNSYLVANIA

833 Chestnut Street, Suite 500
Philadelphia, PA 19107

IN RE:

Chapter 11

Philadelphia Newspapers, LLC, et al.,

Case Nos. 09-11204 (JKF) through 09-11209 (JKF)
09-11211 (JKF); 09-11212 (JKF)

Debtor(s).

NOTICE OF FORMATION MEETING FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS

The above named debtor(s) have filed a voluntary petition for relief under the provisions of Chapter 11 of the Bankruptcy Code.

Bankruptcy Code Sec. 1102 authorizes the United States Trustee to appoint representatives of the unsecured creditors of the debtor to the Official Creditors' Committee. The debtor's petition or other sources of information indicate that you fall into the category of being one of the largest unsecured creditors.

This is to notify you that a formation meeting for an official committee of unsecured creditors has been scheduled for:

Date/Time: **March 2, 2009 @ 11:00 a.m.**
Location: The Philadelphia Marriott Downtown
1201 Market Street
Conference Room 303
Philadelphia, PA 19107

It is important that you attend this meeting. If you cannot attend the meeting and you wish to be considered for serving on the Committee, you should immediately advise the Office of the United States Trustee.

The United States Trustee may appoint a Committee consisting of creditors who attend the meeting or otherwise indicate a willingness to serve on the Committee. If you do not attend the scheduled meeting, or do not affirmatively indicate your willingness to serve, you will not be considered for appointment to the Committee. If you send an attorney or someone else to represent you at the meeting, your representative must present your written proxy authorizing the representative to act on your behalf.

The Unsecured Creditors' Committee performs a vital role in Chapter 11 proceedings and for that reason your interest and consideration is solicited and appreciated.

ROBERTA A. DeANGELIS
Acting United States Trustee, Region 3

/s/ David M. Klauder for
FREDERIC J. BAKER
Senior Assistant United States Trustee

DATED: February 24, 2008

cc: Attorney assigned to this case: David M. Klauder, Esq., Phone: 215-597-4411, Fax: 215-597-5795
Debtor's counsel: Lawrence G. McMichael, Esq., Phone: (215) 575-7000/Fax: (215) 575-7200

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OFFICIAL UNSECURED CREDITORS' COMMITTEE QUESTIONNAIRE

In the matter of: **Philadelphia Newspapers, LLC.** Case Nos. **09-11204 (JKF)** through 09-11209 (JKF)
09-11211 (JKF); 09-11212 (JKF)

I or my company is an unsecured creditor of: (if more than one debtor; which debtor?) _____

Your Full Name: _____ (Note*)

Company Name: _____

Company Address _____
(if you are individual creditor, your home address)

City/State: _____ Zip Code: _____

Phone# (_____) _____ Fax#(_____) _____

E-Mail Address _____

Amount of Unsecured Claim is: _____

Amount of Unsecured Claim entitled to be treated as an administrative expense in accordance with
11 U.S.C. §503(b) _____

Give a brief description below of the nature of your claim(s), including whether any portion of your claim is secured. If any of the claim(s) were acquired after the bankruptcy filing, set forth when the claim(s) were acquired and the consideration paid in comparison to the face amount of each claim: _____

1. Are you, or the company you represent, in any way "affiliated" with any of the debtors within the meaning of Section 101(2) of the Bankruptcy Code? Yes() No()
2. Do you, or the company you represent, engage in a business which directly or indirectly competes with any of the businesses of the debtor(s)? Yes() No()
3. Have you ever been an officer, director, agent, representative or employee of the debtor(s)? Yes() No()
4. As of the petition date, did you own any equity interests in the debtor(s)? Yes() No()
5. Was any of the unsecured claim you are asserting acquired after the bankruptcy filing? Yes() No()
6. Are you eligible and willing to serve on the unsecured creditors' committee? Yes() No()
7. Have you made a UCC 2-702 reclamation claim? Yes() No()

I hereby certify that, to the best of my knowledge and belief, the above answers to this questionnaire are true and correct. Further, I have read the attached Information Sheet and consent to its terms.

Signature

Title

***If you are an attorney representing a creditor, please attach your proxy**

CHAPTER 11 CREDITORS' COMMITTEE INFORMATION SHEET

Chapter 11 Proceedings Generally - After commencement of a chapter 11 bankruptcy proceeding, the debtor continues to operate its business as a "debtor-in-possession", unless it is subsequently shown that a trustee should be appointed. All actions to recover or enforce pre-bankruptcy claims against the debtor are automatically stayed under Section 362 of the Bankruptcy Code during the bankruptcy proceeding.

Section 1121 of the Bankruptcy Code states that the debtor has the exclusive right to file a plan of reorganization for 120 days after the entry of the order for relief, unless the bankruptcy court approves a longer or shorter exclusivity period. Following the expiration of this period, or if certain other conditions are met, any party in interest, including a creditors' committee, may file a plan of reorganization. Debtors frequently attempt to negotiate the terms of the plan of reorganization with their creditors.

A plan of reorganization may modify the rights of any class of creditors and may be confirmed by the bankruptcy court over the objections of one or more classes of creditors, provided that such creditors receive under the plan at least what they would receive in a chapter 7 liquidation. If the bankruptcy court does not confirm a plan of reorganization, the chapter 11 proceeding may be converted to a chapter 7 liquidation case, or it may be dismissed.

Purpose of Unsecured Creditors' Committees. To increase participation in the chapter 11 proceeding, Section 1102 of the Bankruptcy Code requires that the United States Trustee appoint a committee of unsecured creditors (the "Committee") as soon as practicable after the order for relief has been entered. The Committee ordinarily consists of the persons, willing to serve, that hold the seven (7) largest unsecured claims against the debtor of the kinds represented on such committee. Since the debtor has filed a list indicating that your claim is one of the twenty (20) largest unsecured claims against the debtor, you may be eligible to serve on the committee. There must be at least three (3) unsecured creditors willing to serve in order to form the Committee.

Powers and Duties of Unsecured Creditors' Committees - Members of the Committee are fiduciaries who represent all unsecured creditors as a group without regard to the types of claims which individual unsecured creditors hold against the debtor. Section 1103 of the Bankruptcy Code provides that the Committee may consult with the debtor, investigate the debtor and its business operations and participate in the formulation of a plan of reorganization. The Committee may also perform such other services as are in the interests of the unsecured creditors whom it represents.

Employment of Professionals - Section 1103 of the Bankruptcy Code provides that the Committee may, subject to the bankruptcy court's approval, employ one or more attorneys, accountants or other professionals to represent or perform services for the Committee. The employment of such professionals must occur at a scheduled meeting of the Committee at which a majority of the Committee is present. All professionals retained by the Committee may be compensated from assets of the debtor's estate pursuant to Section 330 of the Bankruptcy Code. Applications for the payment of professional fees are monitored by the Office of the U.S. Trustee and are subject to the Court's approval. However, the Committee should carefully review all applications and not rely on the Court or the U.S. Trustee to discover and object to excessive professional fees.

Other Matters - The Committee may elect a chairman and adopt bylaws. As a party in interest, the Committee may be heard on any issue in the bankruptcy proceeding. Federal Bankruptcy Rule 2002(i) requires that the Committee (or its authorized agent) receive all notices concerning motions and hearings in the bankruptcy proceeding.

Trading - If you are a creditor who holds a publicly traded debt instrument or equity interest, including an unsecured noteholder, and you wish to serve as a fiduciary on any statutory committee, you may not trade while serving as a committee member absent appropriate order of the Bankruptcy Court.

Should you have any additional questions concerning the Committee or your membership on the Committee please contact the Office of the United States Trustee.