

**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 (SR)
Debtors.	)	
	)	Jointly Administered

**LOCAL RULE 2016-5 REQUEST FOR PAYMENT ON ACCOUNT  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PROSKAUER ROSE LLP, CO-COUNSEL FOR DEBTORS, FOR  
THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009**

Proskauer Rose LLP (“Proskauer”), counsel to the above-captioned debtors (collectively, the “Debtors”), in accordance with Federal Rule of Bankruptcy Procedure 2016 and Local Bankruptcy Rule 2016-5, requests an award of compensation and reimbursement of actual, necessary expenses and represents as follows:

**Part A – Preliminary Statement**

1. Proskauer is counsel for the Debtors.
2. All services rendered and incurred for which compensation or reimbursement is requested were performed or incurred for or on behalf of the Debtors.
3. The services described in this request (the “Request”) are actual, necessary services and the compensation requested for those services is reasonable.
4. The expenses described in this Request are actual, necessary expenses.
5. Proskauer makes this Request for compensation and reimbursement of expenses for the period December 1, 2009 through December 31, 2009 (the “Compensation Period”).

<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: PMH Acquisition, LLC (1299), Broad Street Video, LLC (4665), Philadelphia Newspapers, LLC (3870), Philadelphia Direct, LLC (4439), Philly Online, LLC (5185), PMH Holdings, LLC (1768), Broad Street Publishing, LLC (4574) and Philadelphia Media, LLC (0657).

**Part B – General Information**

6. General Information

- A. Date case filed: February 22, 2009.
- B. Date Application to Approve Employment filed: February 22, 2009.
- C. Date employment approved: March 16, 2009.
- D. First date services rendered in the case: February 23, 2009.

7. Attorneys and Paraprofessionals Billing for Compensation Period

<b>Name</b>	<b>Billing Rate</b>	<b>Hours</b>	<b>Total</b>
PLUM, BERNARD M.	925.00	3.9	\$3,607.50
THOMAS, MARK K.	860.00	23.0	\$20,585.00
PORT, GAIL S.	730.00	3.4	\$2,482.00
MERVIS, MICHAEL T.	715.00	1.1	\$786.50
LEBOWICH, MICHAEL J.	675.00	4.1	\$2,767.50
SIMONYUK, YELENA	640.00	3.5	\$2,240.00
YU, DIANE	640.00	1.9	\$1,216.00
YOUNG, PETER J.	550.00	16.1	\$63,855.00
CORBI, RICHARD J.	440.00	4.4	\$1,936.00
MEYER, ALLISON E.	440.00	1.2	\$528.00
WALTER, GRAYSON T.	400.00	2.0	\$800.00
RICE, RENEE L.	195.00	2.5	\$487.50
<b>TOTALS</b>		<b>167.10</b>	<b>\$97,026.00<sup>2</sup></b>

8. Billing Rates

The billing rates set forth in this Request are the normal hourly rates charged by Proskauer for the services rendered.

**Part C – Billing Summary**

9. Description of Services

Compensation and reimbursement for services rendered is now sought for all reasonable and necessary activities performed in the case during the Compensation Period including, by categorical listing, the following services:

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<sup>2</sup> This figure represents 13.0 hours of actual travel time (\$8,530.00) billed at 50% of regular hourly rates.

**General Case Administration** (Fees: \$8,136.00 Total Hours: 14.3)

This category represents coordination and compliance activities, including preparation of pleadings for filing, coordination of service lists, scheduling and preparation for hearings and other general case administration activities. During the Compensation Period, Proskauer prepared and filed various pleadings related to the bankruptcy cases, coordinated service to interested parties, oversaw the Debtors' compliance with requirements for certain financial documentation and other disclosures, maintained the hearing calendar and prepared and filed related scheduling motions, agendas, and notices. Proskauer attorneys also participate in regularly scheduled conference calls that occur every Tuesday and Thursday with the Debtors' management, accounting, and human resources personnel, and the Debtors' other professional advisors.

**Adversary Pleadings/Litigation** (Fees: \$1,314.50 Total Hours: 2.3)

This category generally includes time spent prosecuting and defending against general contested matters during the bankruptcy case. Proskauer has avoided duplicating the work performed by its co-counsel who has handled most of the litigation in this case to date.

**Plan and Disclosure Statement** (Fees: \$6,009.50 Total Hours: 9.9)

This category includes time spent formulating and drafting a chapter 11 plan of reorganization and all related pleadings, including exclusivity motions, scheduling motions, disclosure statement and other documents to implement the plan. During the Compensation Period, Proskauer devoted considerable time to drafting a plan and supporting documents, researching numerous and various factual and legal issues, and making revisions to documents based upon various restructuring concepts and proposals. Proskauer has attended numerous conference calls and meetings with the Debtors and their advisors on plan related issues.

**Claims Administration and Objections** (Fees: \$43,013.50 Total Hours: 72.1)

This category includes matters relating to the review and analysis of claims against the Debtors' bankruptcy estates. During the Compensation Period, Proskauer reviewed, analyzed and responded to various claims asserted against the Debtors, and engaged in discussions with the Lenders, the United States Trustee, and the Committee regarding claims bar date issues.

**Fee/Employment Applications** (Fees: \$2,699.50 Total Hours: 6.5)

This category includes time spent with respect to a number of matters relating to the retention and payment of professionals in these cases, including, without limitation: (a) interfacing with the United States Trustee regarding retention matters with respect to case professionals and ordinary course professionals; (b) reviewing matters relating to the retention of professionals; and (c) preparing fee applications for Proskauer and other professionals employed by the Debtors for compensation and reimbursement of expenses in accordance with the requirements of the Bankruptcy Code and the guidelines established by the Office of the United States Trustee.

**Asset Disposition** (Fees: \$13,954.00 Total Hours: 22.4)

This category includes time spent with respect to the disposition of the Debtors' assets, including, but not limited to, negotiating, drafting and revising documents related to the sale of all or substantially all of the Debtors' assets pursuant to a chapter 11 plan.

**Contracts and Leases** (Fees: \$7,900.00 Total Hours: 14.5)

This category includes time spent reviewing and analyzing certain of the Debtors' contractual relationships and vendor issues, and other related activities. During the Compensation Period, Proskauer spent time reviewing many leases and contracts in order to assist the Debtors in determining whether to assume or reject such contracts.

**Employee Benefits/Pensions** (Fees: \$9,734.00 Total Hours: 12.1)

This category generally includes time spent on employment-related matters. During the Compensation Period, Proskauer devoted time to evaluating the Debtors' employee benefit programs and collective bargaining agreements. This assessment involved review of pertinent agreements and consultation with the Debtors regarding collective bargaining agreements and employee benefits.

**Travel Time** (Fees: \$4,265.00<sup>3</sup> Total Hours: 13.0)

This category includes travel time spent by Proskauer professionals in order to attend various court appearances as well as meetings with the Debtors and other parties in interest.

10. Detail of Hours Expended

Attached hereto as **Exhibit A** is a listing of categories of services rendered and the fees attributable to each category.

11. Request

Based on the above, Proskauer seeks payment of interim compensation in the total amount of \$81,187.61. This total is comprised as follows: \$77,620.80 (80% of the fees for services rendered) plus \$3,566.81 (100% of interim expenses incurred).

**Part D – Expense Summary**

12. During the Compensation Period, Proskauer has expended \$3,566.81 for expenses in connection with the services provided to the Debtors.<sup>4</sup> Set forth in **Exhibit B** is a list that shows the type of expenses for which reimbursement is sought and the amount of reimbursement sought for each type for the Compensation Period.

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<sup>3</sup> This figure represents 13.0 hours of actual travel time (\$8,530.00) billed at 50% of regular hourly rates.

<sup>4</sup> The amount of expenses set forth herein is based upon disbursements processed to date. Additional expenses may have been incurred but not yet processed. Proskauer reserves the right to correct, amend, and/or supplement this Request as necessary.

WHEREFORE, Proskauer requests payment of interim compensation in the total amount of \$81,187.61. This total is comprised as follows: \$77,620.80 (80% of the fees for services rendered) plus \$3,566.81 (100% of interim expenses incurred).

Dated: January 19, 2009

/s/ Mark K. Thomas

**PROSKAUER ROSE LLP**

Mark K. Thomas

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*Counsel for the Debtors and Debtors in Possession*

**EXHIBIT A**

Time Detail

<b>PROJECT CATEGORY</b>	<b>HOURS</b>	<b>FEES</b>
GENERAL CASE ADMINISTRATION	14.3	\$8,136.00
ADVERSARY PLEADINGS/LITIGATION	2.3	\$1,314.50
PLAN AND DISCLOSURE STATEMENT	9.9	\$6,009.50
CLAIMS ADMINISTRATION AND OBJECTIONS	72.1	\$43,013.50
FEE/EMPLOYMENT APPLICATIONS	6.5	\$2,699.50
ASSET DISPOSITION	22.4	\$13,954.00
CONTRACTS AND LEASES	14.5	\$7,900.00
EMPLOYEE BENEFITS/PENSIONS	12.1	\$9,734.00
TRAVEL TIME	13.0	\$4,265.00 <sup>1</sup>
<b>TOTALS</b>	<b>167.1</b>	<b>\$97,026.00</b>

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<sup>1</sup> This figure represents 13.0 hours of actual travel time (\$8,530.00) billed at 50% of regular hourly rates.

**EXHIBIT B**

Expense Detail

<b>DESCRIPTION</b>	<b>AMOUNT</b>
REPRODUCTION	\$6.40
WESTLAW	\$660.50
TAXICAB/CAR SRVC.	\$124.73
LOCAL TRAVEL	\$17.36
DELIVERY CHARGES	\$20.81
LONG DISTANCE TELEPHONE	\$70.91
OUT-OF-TOWN-TRAVEL-ATTY	\$2,457.17
OUT-OF-TOWN-MEALS-ATTY	\$172.52
DINNER VOUCHER/SWEB	\$27.16
TELEPHONE EXPENSE	\$9.25
<b>TOTAL</b>	<b>\$3,566.81</b>

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**MATTER NAME: EXPENSES**  
**MATTER NUMBER: 59219.0002**

DETAIL DESCRIPTION OF SERVICES RENDERED:

**DISBURSEMENTS AND CHARGES**

	DESCRIPTION:	AMOUNT
10/01/09	DELIVERY CHARGES - - FEDERAL EXPRESS	12.48
10/26/09	DELIVERY CHARGES - - FEDERAL EXPRESS	8.33
10/29/09	TELEPHONE EXPENSE - AT&T Teleconference Services	9.25
11/16/09	TAXICAB - M. Mervins to 1585 Broadway, Invoice #192034, Voucher #209038 0810:515	34.37
11/16/09	TAXICAB - M. Mervins to Penn Station, Invoice #192964, Voucher #220719 1115	25.50
11/16/09	OUT-OF-TOWN TRAVEL - A. Meyer 11/16-17/09 travel to Philadelphia	106.61
11/16/09	OUT-OF-TOWN MEALS - Vendor, A. Meyer	13.66
11/17/09	TAXICAB - M. Mervins to 515 W. 85, Invoice #192964, Voucher #220727 1639	64.86
11/18/09	LOCAL TRAVEL - M. Mervis 11/16-17/09 trip to Philadelphia (Room Service Charge)	17.36
11/24/09	OUT-OF-TOWN TRAVEL - Vendor, B. Plum	257.00
12/03/09	LONG DISTANCE TELEPHONE - call to (215) 854-5969	0.35
12/03/09	LONG DISTANCE TELEPHONE - call to (215) 575-7110	0.70
12/03/09	LONG DISTANCE TELEPHONE - call to (215) 523-8000	3.48
12/04/09	LONG DISTANCE TELEPHONE - call to (215) 854-5969	6.60
12/08/09	WESTLAW	78.50
12/08/09	LONG DISTANCE TELEPHONE - call to (215) 854-4639	3.82
12/08/09	LONG DISTANCE TELEPHONE - call to (973) 597-2594	1.04
12/08/09	LONG DISTANCE TELEPHONE - call to (215) 854-5969	9.38
12/08/09	LONG DISTANCE TELEPHONE call to (215) 575-7121	2.43
12/09/09	WESTLAW	250.00
12/09/09	OUT-OF-TOWN MEALS - Lunch for M. Thomas while in New York	127.79
12/10/09	LONG DISTANCE TELEPHONE - call to (410) 773-4063	0.70
12/10/09	LONG DISTANCE TELEPHONE - call to (610) 642-8546	2.43
12/12/09	OUT-OF-TOWN TRAVEL - M. Thomas 12/08-12/12/09 travel to Philadelphia	1,171.52
12/14/09	LONG DISTANCE TELEPHONE - call to (215) 575-7212	1.74
12/15/09	LONG DISTANCE TELEPHONE - call to (215) 575-7121	15.29
12/15/09	OUT-OF-TOWN TRAVEL - P. Young 12/14-15/09 travel to Philadelphia	922.04
12/15/09	OUT-OF-TOWN MEALS - Vendor, P. Young	5.00
12/15/09	OUT-OF-TOWN MEALS - Vendor, P. Young	26.07
12/17/09	LONG DISTANCE TELEPHONE - call to (215) 854-5969	4.17
12/17/09	LONG DISTANCE TELEPHONE - call to (770) 360-2729	0.35
12/17/09	LONG DISTANCE TELEPHONE - call to (770) 318-8084	2.78
12/21/09	WESTLAW	186.75
12/21/09	LONG DISTANCE TELEPHONE - call to (215) 575-7110	1.39
12/21/09	LONG DISTANCE TELEPHONE - call to (215) 854-5969	4.87
12/21/09	LONG DISTANCE TELEPHONE - call to (617) 359-8629	0.35
12/23/09	WESTLAW	145.25
12/23/09	LONG DISTANCE TELEPHONE - call to (617) 359-8629	9.04

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	DESCRIPTION:	AMOUNT
12/29/09	DINNER VOUCHER/SWEB - Vendor, Monster Sushi (46th), Order #137260455 for R. Corbi	27.16
11/30/09	REPRODUCTION (2 copies @ 0.20 per copy)	0.40
11/30/09	REPRODUCTION (1 copies @ 0.20 per copy)	0.20
12/10/09	REPRODUCTION (2 copies @ 0.20 per copy)	0.40
12/10/09	REPRODUCTION (2 copies @ 0.20 per copy)	0.40
12/10/09	REPRODUCTION (2 copies @ 0.20 per copy)	0.40
12/11/09	REPRODUCTION (17 copies @ 0.20 per copy)	3.40
12/17/09	REPRODUCTION (6 copies @ 0.20 per copy)	1.20

**TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER: \$3,566.81**