

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

)	
In re:)	Chapter 11
)	
Philadelphia Newspapers, LLC, <i>et al.</i> , ¹)	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 JANUARY 1, 2010 THROUGH JANUARY 31, 2010**

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 January 1, 2010 through January 31, 2010 (the “Compensation Period”).

¹ 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

Name	Billing Rate	Hours	Total
BUDISH, LAWRENCE H.	925.00	0.3	\$277.50
PLUM, BERNARD M.	925.00	3.1	\$2,867.50
THOMAS, MARK K.	860.00	49.6	\$44,392.00
RUTSKY, SCOTT K.	785.00	0.2	\$157.00
SCHELBERG, NEAL S.	765.00	0.3	\$229.50
PORT, GAIL S.	730.00	1.3	\$949.00
MERVIS, MICHAEL T.	715.00	22.6	\$16,159.00
WEINSTEIN, STEVEN D.	700.00	1.0	\$700.00
LEBOWICH, MICHAEL J.	675.00	17.7	\$11,947.50
YU, DIANE	640.00	5.5	\$3,520.00
YOUNG, PETER J.	550.00	130.1	\$71,555.00
LABEN, LEAH, E.	530.00	1.3	\$689.00
CORBI, RICHARD J.	440.00	3.7	\$1,628.00
MEYER, ALLISON E.	440.00	34.5	\$15,180.00
WALTER, GRAYSON T.	400.00	4.8	\$1,920.00
CHIN, BETTINA M.	295.00	24.00	\$7,080.00
SEIDENFELD, STEVEN, J.	295.00	5.3	\$1,563.50
KASMAN, RICHARD S.	265.00	5.0	\$1,325.00
KATS, ILYA	225.00	6.0	\$1,350.00
RICE, RENEE L.	195.00	2.3	\$448.50
XUE, NINA	160.00	1.0	\$160.00
	TOTALS	319.60	\$179,723.00²

8. Billing Rates

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

² This figure represents 13.0 hours of actual travel time (\$8,750.00) billed at 50% of regular hourly rates (\$4,375.00).

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:

General Case Administration (Fees: \$38,609.00 Total Hours: 57.5)

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.

Financing and Cash Collateral Issues (Fees: \$385.00 Total Hours: 0.7)

This category generally includes time spent on cash collateral and other financing matters. During the Compensation Period, Proskauer has worked with the Debtors, the Senior Prepetition Lenders and the Committee to address ongoing cash collateral and financing issues. At the outset of these cases, this work included evaluations related to the Debtors' proposed DIP financing, ongoing discussions with the Senior Prepetition Lenders, and negotiations regarding the Debtors' use of cash collateral. As these cases progressed, Proskauer's activity with respect to cash collateral and financing involved preparation for contested cash collateral and DIP

financing hearings, including: preparation for and attendance at a few select depositions, meetings with the Senior Prepetition Lenders and financial advisors, meetings with the Debtors and other advisors, numerous conferences with the Court regarding hearing and discovery schedules, drafting multiple financing-related pleadings, negotiating and drafting consensual cash collateral orders, and attendance at hearings where cash collateral and financing matters were heard. Proskauer has avoided duplicating the work performed by its co-counsel which has handled most of the debtor in possession financing litigation in this case to date.

Adversary Pleadings/Litigation (Fees: \$67,326.50 Total Hours: 140.4)

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: \$7,336.00 Total Hours: 11.2)

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: \$3,406.00 Total Hours: 5.5)

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: \$7,399.00 Total Hours: 14.1)

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: \$20,489.50 Total Hours: 29.5)

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: \$7,769.00 Total Hours: 14.0)

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: \$22,628.00 Total Hours: 33.7)

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: \$4,375.00³ 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 \$153,011.72. This total is comprised as follows: \$143,778.40 (80% of the fees for services rendered) plus \$9,233.32 (100% of interim expenses incurred).

Part D – Expense Summary

12. During the Compensation Period, Proskauer has expended \$9,233.32 for expenses in connection with the services provided to the Debtors.⁴ 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.

³ This figure represents 13.0 hours of actual travel time (\$8,750.00) billed at 50% of regular hourly rates.

⁴ 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 \$153,011.72. This total is comprised as follows: \$143,778.40 (80% of the fees for services rendered) plus \$9,233.32 (100% of interim expenses incurred).

Dated: February 8, 2010

/s/ Mark K. Thomas

PROSKAUER ROSE LLP

Mark K. Thomas

Paul V. Possinger

Three First National Plaza

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Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Time Detail

PROJECT CATEGORY	HOURS	FEES
GENERAL CASE ADMINISTRATION	57.5	\$38,609.00
FINANCING AND CASH COLLATERAL ISSUES	0.7	\$385.00
ADVERSARY PLEADINGS/LITIGATION	140.4	\$67,326.50
PLAN AND DISCLOSURE STATEMENT	11.2	\$7,336.00
CLAIMS ADMINISTRATION AND OBJECTIONS	5.5	\$3,406.00
FEE/EMPLOYMENT APPLICATIONS	14.1	\$7,399.00
ASSET DISPOSITION	29.5	\$20,489.50
CONTRACTS AND LEASES	14.0	\$7,769.00
EMPLOYEE BENEFITS/PENSIONS	33.7	\$22,628.00
TRAVEL TIME	13.0	\$4,375.00 ¹
TOTALS	319.60	\$179,723.00

¹ This figure represents 13.0 hours of actual travel time (\$8,750.00) billed at 50% of regular hourly rates.

EXHIBIT B

Expense Detail

DESCRIPTION	AMOUNT
REPRODUCTION	\$89.20
LEXIS	\$2,629.00
WESTLAW	\$4,468.16
PROOFREADING	\$11.25
LITIGATION SUPPORT	\$168.40
LONG DISTANCE TELEPHONE	\$56.67
OUT-OF-TOWN-TRAVEL-ATTY	\$1,236.81
OUT-OF-TOWN-MEALS-ATTY	\$412.71
DINNER VOUCHER/SWEB	\$126.99
DATA BASE SEARCH SERV.	\$23.12
TELEPHONE EXPENSE	\$11.01
TOTAL	\$9,233.32

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MATTER NAME: EXPENSES
MATTER NUMBER: 59219.0002

DETAIL DESCRIPTION OF SERVICES RENDERED:

DISBURSEMENTS AND CHARGES

	DESCRIPTION:	AMOUNT
10/31/09	PACER SERVICE CENTER	10.96
10/31/09	PACER SERVICE CENTER	4.80
10/31/09	PACER SERVICE CENTER	3.28
11/30/09	PACER SERVICE CENTER	6.32
11/30/09	PACER SERVICE CENTER	110.72
11/30/09	PACER SERVICE CENTER	0.32
12/07/09	AT&T TELECONFERENCE SERVICES	11.01
12/31/09	PACER SERVICE CENTER	0.88
12/31/09	PACER SERVICE CENTER	23.44
12/31/09	PACER SERVICE CENTER	7.68
01/03/10	WESTLAW	613.00
01/04/10	WESTLAW	107.50
01/04/10	WESTLAW	808.50
01/04/10	LONG DISTANCE TELEPHONE x3528 to (212) 918-3552 (NEW YORK, NY) at 1114	3.48
01/04/10	LONG DISTANCE TELEPHONE: call to (215) 854-5969	0.70
01/05/10	WESTLAW	1,134.25
01/05/10	WESTLAW	32.50
01/05/10	DINNER VOUCHER: Dinner for A. Meyer, Vendor: Pita Grill of Hell's Kitchen Order#137835864	21.18
01/06/10	LEXIS	41.50
01/06/10	LEXIS	901.75
01/06/10	WESTLAW	296.00
01/06/10	WESTLAW	185.66
01/06/10	LONG DISTANCE TELEPHONE: call to (212) 918-3552	4.17
01/06/10	LONG DISTANCE TELEPHONE: call to (267) 760-0587	0.35
01/06/10	LONG DISTANCE TELEPHONE: call to (267) 760-0587	1.39
01/06/10	LONG DISTANCE TELEPHONE: call to (267) 760-0587	1.39
01/06/10	OUT-OF-TOWN TRAVEL: Travel to Delaware and Philadelphia on 01/05-01/06, 2010 for M. Thomas	831.11
01/06/10	OUT-OF-TOWN MEALS: M. Thomas dinner with B. Tierney and R. Thayer	404.08
01/06/10	OUT-OF-TOWN MEALS: Breakfast for M. Thomas	8.63
01/06/10	DINNER VOUCHER: Dinner for A. Meyer, Vendor: Bread Factory Cafe Order#137965674	15.71
01/06/10	DINNER VOUCHER: Dinner for M. Mervis, Vendor:Tai & Thai Order#137966865	25.79
01/06/10	PACER SERVICE CENTER	23.12
01/07/10	DINNER VOUCHER: Dinner for M. Mervis, Vendor: Cara Mia Order#138114564	28.30
01/08/10	LONG DISTANCE TELEPHONE: call to (215) 575-7268	2.09
01/08/10	LONG DISTANCE TELEPHONE: call to (215) 854-5969	4.52
01/09/10	OUT-OF-TOWN TRAVEL for M. Mervis	379.00

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	DESCRIPTION:	AMOUNT
01/09/10	OUT-OF-TOWN TRAVEL for M. Mervis	10.00
01/09/10	OUT-OF-TOWN TRAVEL for M. Mervis	16.70
01/11/10	LONG DISTANCE TELEPHONE: call to (212) 994-3303	2.43
01/12/10	LONG DISTANCE TELEPHONE: call to (215) 575-7110	0.70
01/13/10	WESTLAW	452.00
01/13/10	LONG DISTANCE TELEPHONE: call to (215) 854-5969	13.55
01/13/10	LONG DISTANCE TELEPHONE: call to (617) 359-8629	3.82
01/14/10	WESTLAW	87.50
01/14/10	LONG DISTANCE TELEPHONE: call to (215) 854-5969	3.82
01/14/10	LONG DISTANCE TELEPHONE: call to (215) 575-7187	1.39
01/15/10	WESTLAW	231.00
01/15/10	LONG DISTANCE TELEPHONE: call to (215) 575-7187	0.35
01/19/10	LEXIS	1,030.00
01/19/10	LONG DISTANCE TELEPHONE: call to (215) 854-4136	0.70
01/20/10	LEXIS	655.75
01/20/10	PROOFREADING	11.25
01/20/10	LONG DISTANCE TELEPHONE: call to (215) 575-7110	1.74
01/21/10	WESTLAW	110.00
01/21/10	DINNER VOUCHER: Dinner for L. Laben, Vendor: Ollie, Order#139659816	36.01
01/22/10	WESTLAW	110.50
01/25/10	WESTLAW	299.75
01/25/10	LONG DISTANCE TELEPHONE: call to (617) 359-8629	3.82
01/27/10	LONG DISTANCE TELEPHONE: call to (215) 854-5969	3.48
01/28/10	LONG DISTANCE TELEPHONE: call to (312) 644-683	1.74
01/29/10	LONG DISTANCE TELEPHONE: call to (215) 575-7187	1.04
01/04/10	REPRODUCTION (1 copies @ 0.20 per copy)	0.20
01/05/10	REPRODUCTION (148 copies @ 0.20 per copy)	29.60
01/06/10	REPRODUCTION (10 copies @ 0.20 per copy)	2.00
01/06/10	REPRODUCTION (4 copies @ 0.20 per copy)	0.80
01/07/10	REPRODUCTION (268 copies @ 0.20 per copy)	53.60
01/07/10	REPRODUCTION (6 copies @ 0.20 per copy)	1.20
01/07/10	REPRODUCTION (1 copies @ 0.20 per copy)	0.20
01/08/10	REPRODUCTION (3 copies @ 0.20 per copy)	0.60
01/08/10	REPRODUCTION (3 copies @ 0.20 per copy)	0.60
01/08/10	REPRODUCTION (2 copies @ 0.20 per copy)	0.40

TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:**\$9,233.32**