

**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 NON-BANKRUPTCY RELATED ELEVENTH REQUEST FOR
PAYMENT ON ACCOUNT FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF DILWORTH PAXSON LLP, CO-COUNSEL FOR DEBTORS,
FOR THE PERIOD JANUARY 1, 2010 THROUGH JANUARY 31, 2010**

Dilworth Paxson LLP (“Dilworth”), 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:

Part A – Preliminary Statement

1. Dilworth 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.

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), Philadelphia Media, LLC (0657), and Philadelphia Media Holdings, LLC (4680).

5. Dilworth makes this Request for compensation and reimbursement of expenses for the period January 1, 2010 through January 31, 2010 (the “Compensation Period”).

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 bankruptcy case: February 22, 2009.
- E. First Request for Payment filed: April 15, 2009
- F. Supplemental Request for Payment filed: May 11, 2009
- G. Second Request for Payment filed: May 14, 2009
- H. Third Request for Payment filed: June 4, 2009
- I. First Non-Bankruptcy Request for Payment filed: June 5, 2009
- J. Second Non-Bankruptcy Request for Payment filed: June 26, 2009
- K. Third Non-Bankruptcy Request for Payment filed: July 7, 2009
- L. Fourth Non-Bankruptcy Request for Payment filed: July 7, 2009
- M. Fourth Request for Payment filed: July 7, 2009
- N. Fifth Non-Bankruptcy Request for Payment filed: August 7, 2009
- O. Fifth Request for Payment filed: August 7, 2009
- P. First Interim Non-Bankruptcy Fee Application filed: August 7, 2009
- Q. First Interim Fee Application: filed August 7, 2009
- R. Sixth Non-Bankruptcy Request for Payment filed: September 4, 2009
- S. Sixth Request for Payment filed: September 4, 2009
- T. Seventh Non-Bankruptcy Request for Payment filed: October 7, 2009

- U. Seventh Request for Payment filed: October 7, 2009
- V. Eighth Non-Bankruptcy Request for Payment filed: November 6, 2009
- W. Eighth Request for Payment filed: November 6, 2009
- X. Second Non-Bankr. Interim Fee Application filed: November 10, 2009
- Y. Second Interim Fee Application filed: November 10, 2009
- Z. Ninth Non-Bankruptcy Related Request for Payment
filed: December 3, 2009
- AA. Ninth Request for Payment filed: December 3, 2009
- BB. Tenth Request for Payment filed: January 11, 2010
- CC. Tenth Non-Bankruptcy Related Request for Payment
filed: January 14, 2010
- DD. Eleventh Request for Payment filed: February 10, 2010

7. This Request is for all non-bankruptcy matters for which Dilworth incurred time while representing the Debtors in the day-to-day operations of their business.

8. Billing Rates

The billing rates applicable to this Request are the normal hourly rates charged by Dilworth for the services rendered.

Part C – Billing Summary

9. Description of Services

Compensation (fees of \$33,487.62) and reimbursement for expenses (\$1,297.40) is now sought for all reasonable and necessary activities performed in the ordinary course representation of the Debtors from January 1, 2010 through January 31, 2010 including: services provided to the Debtors in connection with matters regarding the day-to-day operation of the Debtors' business, such as intellectual property consulting, employee relations and benefits counseling –

including representation of the Debtors in individual employee actions, advising on public records/legal notice access issues, consulting regarding certain news articles and investigative series that the Debtors' newspapers were publishing, and general corporate counseling.

10. Detail of Hours Expended

Attached hereto as Exhibit A is a listing of the categorical services rendered, the hours expended, and expenses incurred in the non-bankruptcy representation of the Debtors.

11. Request

Based on the above, Dilworth seeks payment of interim compensation in the total amount of \$28,087.50 for non-bankruptcy related representation of the Debtors during the Compensation Period. This total is comprised as follows: \$26,790.10 (80% of the fees for services rendered) plus \$1,297.40 (100% of interim expenses incurred).

Part D – Expense Summary

12. From January 1, 2010 through January 31, 2010, Dilworth has expended \$1,297.40 for expenses in connection with the non-bankruptcy services provided to the Debtors. Also included in Exhibit A is a listing of the expenses for which reimbursement is sought and the category of non-bankruptcy work to which they correspond.

13. The following expenses included on Exhibit A are calculated using Dilworth's in-house actual cost or the actual amount billed by a third party provider: Postage/Freight, Messenger/Courier Services, Court Reporting/Transcripts, Search Fees, Information Services and Outside Duplicating Services.

14. The following expenses included on Exhibit A are not calculated using Dilworth's in-house actual cost or the actual amount billed by a third party provider: Duplicating and Fax.

15. Copy charges are calculated at a discounted rate of \$.23 per page. Facsimile charges are calculated at \$1.00 per page.

16. Research and Information Services are charges for online legal research through Westlaw or Lexis. Westlaw and Lexis charges are billed by Dilworth, in these cases, upon receipt of invoice from Westlaw and Lexis and in the amount actually paid by Dilworth to Westlaw and Lexis.

WHEREFORE, Dilworth requests payment of interim compensation in the total amount of \$28,087.50. This total is comprised as follows: \$26,790.10 (80% of the fees for services rendered) plus \$1,297.40 (100% of interim expenses incurred).

Dated: February 22, 2010
Philadelphia, Pennsylvania

/s/ Lawrence G. McMichael
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Co-Counsel for the Debtors and Debtors in Possession

EXHIBIT A

[Categorical Services & Expenses]

January 1, 2010 through January 31, 2010

Category of Services	Hours	Fee Amount	Expense Amount
Tax Counseling	31.55	\$10,972.01	\$0.00
Intellectual Property Counseling	18.70	\$5,270.42	\$300.00
Employee Benefits Counseling	9.35	\$2,981.16	\$46.05
Employment Counseling	10.95	\$3,476.28	\$0.00
Corporate Counseling	1.70	\$556.32	\$2.07
Litigation - General	1.10	\$398.65	\$0.00
Subpoena Counseling	10.55	\$4,035.37	\$57.68
Access Matters	0.00	\$0.00	\$222.75
Corporate Counseling	8.30	\$3,768.05	\$282.95
Employment Claim	0.00	\$0.00	\$58.75
Employee – Discrimination Claim	0.30	\$79.05	\$0.00
Employee – Discrimination Claim	0.30	\$79.05	\$0.00
Employee – Discrimination Claim	0.50	\$180.62	\$0.00
Employee – Discrimination Claim	0.40	\$120.70	\$0.00
Pre-Litigation Media Claims Counseling	0.40	\$130.90	\$0.00
Right to Know Law Request	0.20	\$63.75	\$68.75
Right to Know Law Request	5.00	\$1,343.42	\$258.40
Right to Know Law Request	0.10	\$31.87	\$0.00
TOTALS	99.40	\$33,487.62	\$1,297.40