

**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
)	

**NOTICE OF 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**

TO: The United States Trustee, and All Parties on the Clerk’s Service List.

1. Dilworth Paxson LLP, counsel to the debtors and debtors-in-possession (collectively, the “Debtors”), has filed a non-bankruptcy application for payment on account, a copy of which is attached hereto. The Application covers the time period from January 1, 2010 through January 31, 2010 and requests allowance and payment of fees 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).

2. Any party receiving this Notice may file an answer, objection or other responsive pleading to the Application with the Clerk of the United States Bankruptcy Court for the Eastern District of Pennsylvania, 900 Market Street, Suite 400, Philadelphia, PA 19107-4299, on or before twenty-one (21) days from the date of this Notice. A copy of any answer, objection or other responsive pleading filed with respect to the Application must be served upon Dilworth Paxson LLP at the address set forth below. **Pursuant to Local Rule 2016-5(f), any objection must identify the objector, state the basis of the objection, and identify the amount of the requested payment that is objected to and the amount that is not objected to.**

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).

3. In the absence of any answer, objection, other responsive pleading, or request for hearing, Dilworth Paxson LLP will certify same to the Court and request that the Debtors pay 80% of the fees requested and 100% of the expenses described in the Application. To the extent objections are filed, Dilworth Paxson LLP will certify same to the Court and request that the Debtors pay 80% of the fees requested and 100% of the expenses described in the Application that are not objected to.

Dated: February 22, 2010

/s/ Lawrence G. McMichael

DILWORTH PAXSON LLP

Lawrence G. McMichael

Anne M. Aaronson

Catherine G. Pappas

1500 Market Street, Suite 3500E

Philadelphia, PA 19102

Telephone: (215) 575-7000

Facsimile: (215) 575-7200

Co-Counsel for the Debtors and Debtors in Possession