

**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

**SECOND INTERIM QUARTERLY REQUEST FOR PAYMENT ON ACCOUNT
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
OF ECKERT SEAMANS CHERIN & MELLOTT, LLC, CO-COUNSEL
FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR THE PERIOD JULY 1, 2009 THROUGH OCTOBER 31, 2009**

Eckert Seamans Cherin & Mellott, LLC (“ESCM”), counsel to the above-captioned Official Committee of Unsecured Creditors (collectively, the “Committee”), 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. ESCM is counsel for the Committee.
2. All services rendered and incurred for which compensation or reimbursement is requested were performed or incurred for or on behalf of the Committee.
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. ESCM makes this Request for compensation and reimbursement of expenses for the period July 1, 2009, through October 31, 2009 (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: March 20, 2009.
- C. Date employment approved: April 9, 2009.
- D. First date services rendered in the case: March 2, 2009.
- E. Prior Applications

1. Fifth application period – July 1, 2009 to July 31, 2009

	<u>Requested</u>	<u>Allowed</u>	<u>Paid</u>	<u>Due</u>
Fees	\$63,271.50	\$50,617.20	\$50,617.20	\$12,654.30
Expenses	\$222.91	\$222.91	\$222.91	\$0.00

2. Sixth application period- August 1, 2009 to August 31, 2009

	<u>Requested</u>	<u>Allowed</u>	<u>Paid</u>	<u>Due</u>
Fees	\$93,998.50	\$75,198.80	\$75,198.80	\$18,799.70
Expenses	\$100.80	\$100.80	\$100.80	\$0.00

3. Seventh application period – September 1, 2009 to September 30, 2009

	<u>Requested</u>	<u>Allowed</u>	<u>Paid</u>	<u>Due</u>
Fees	\$39,536.50	\$31,629.20	\$31,629.20	\$7,907.30
Expenses	\$415.38	\$743.02	\$743.02	\$0.00

4. Eight application period – October 1, 2009 to October 31, 2009

	<u>Requested</u>	<u>Allowed</u>	<u>Paid</u>	<u>Due</u>
Fees	\$44,691.00	\$35,752.80	\$35,752.80	\$8,938.20
Expenses	\$994.51	\$994.51	\$994.51	\$0.00
Grand Totals	<u>\$243,231.10</u>	<u>\$195,259.24</u>	<u>\$195,259.24</u>	<u>\$48,299.50</u>

7. Attorneys Billing for Compensation Period (July 1, 2009 through October 31, 2009)

CORE BANKRUPTCY TEAM

<u>Name</u>	<u>Hours</u>	<u>Billing Rate</u>	<u>Total</u>
Gary Schildhorn	175.50	475	\$83,362.50
Gary Schildhorn (non-working travel time)	7.00	237.5	1,662.50
Alan I. Moldoff	1.70	385	654.50
Ronald S. Gellert	28.40	385	10,934.00
Robert Graci	123.60	380	46,968.00
Robert Graci (non-working travel time)	4.50	190	855.00
Adam Shienvold	34.30	250	8,575.00
Adam Shienvold (non-working travel time)	2.00	125	250.00
David Schertz	46.00	225	10,350.00
Brya M. Keilson	257.30	220	56,606.00
Gaston P. Loomis II	2.00	220	440.00

PARALEGALS

<u>Name</u>	<u>Hours</u>	<u>Billing Rate</u>	<u>Total</u>
Sonja Williams	3.40	185	629.00
Krista M. Keiger	7.70	150	1,155.00
Bruce Campbell	7.40	150	1,110.00
Michael Sally	98.70	150	14,805.00
Amanda Stody	15.00	150	2,250.00
Eduardo A. Texidor, Jr.	6.60	135	891.00

TOTAL FEES: \$ 241,497.50

8. Billing Rates

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

Part C – Billing Summary

9. Description of Services

Compensation and reimbursement for expenses is now sought for all reasonable and necessary activities performed in the case from July 1, 2009, through October 31, 2009 including, by categorical listing:

Asset Analysis and Recovery (00001)
(Fees: \$13,874.50 Total Hours: 46.9)

This category represents review of relevant documents and communication regarding related court proceedings involving assets of the Debtors.

Asset Analysis and Recovery (00002)
(Fees: \$712.50 Total Hours: 1.5)

This category represents review of relevant documents and communication regarding related court proceedings involving assets of the Debtors.

Case Administration (00004)
(Fees: \$ 73,352.50 Total Hours: 299.5)

This category represents routine communications with the Committee and co-counsel regarding the status of the bankruptcy case and other issues arising from time to time. This category also represents review of the docket and relevant pleadings filed.

Claims Administration and Objections (00005)
(Fees: \$ 475.00 Total Hours: 1.0)

This category represents matters related to reviewing issues related to the administration of claims.

Fee/Employment Applications (00007)

(Fees: \$ 16,146.00 Total Hours: 78.0)

This category represents matters related to the preparation of fee applications and communications with the Committee, co-counsel and U.S. Trustee regarding the fees and expenses included in the fee applications.

Fee/Employment Objections (00008)

(Fees: \$ 6,245.00 Total Hours: 34.9)

This category represents matters to related the objection to fee application and communications regarding the fees and expenses included in the application/objection.

Financing (00009)

(Fees: \$ 9,690.00 Total Hours: 21.9)

This category represents matters to related to the use of cash collateral and budgets including preparation for attendance at hearings.

Litigation (00010)

(Fees: \$ 92,663.00 Total Hours: 268.30)

This category represents matters related to the investigation into the unauthorized taping incident of the secured lenders, including interviews of persons in attendance at the meeting in question. Additionally, it also represents matters related to the appeals filed in the District Court.

Meeting of Creditors (00011)

(Fees: \$ 9,911.50 Total Hours: 30.1)

This category represents matters related to the weekly call of the creditors committee and communication between committee members and counsel.

Plan and Disclosure Statement (00012)

(Fees: \$ 18,427.50 Total Hours: 39.0)

This category represents communication between and among committee members and professionals regarding status of the case and developing a plan of reorganization.

10. Detail of Hours Expended

Attached hereto as Exhibit A is a listing of categories of services rendered and the hours expended in each category.

11. Request

Based on the above, ESCM seeks payment of interim compensation in the total amount of \$75,114.10, this consists of \$243,231.10 for fees, less 80% of amounts already received and expenses in the amount of \$994.51.

Part D – Expense Summary

12. From July 1, 2009, through October 31, 2009, ESCM has expended \$994.51 for expenses in connection with the services provided to the Committee. 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.

13. The following expenses listed on Exhibit B are calculated using ESCM's in-house actual cost or the actual amount billed by a third party provider: Postage/Freight, Overnight Mail, Court Filing Fees, Duplicating.

14. Copy charges are calculated at a discounted rate of \$.20 per page. Facsimile charges are calculated at \$1.00 per page.

15. Travel Expenses are the actual cost of the amount billed by a third party.

WHEREFORE, ESCM seeks payment of interim compensation in the total amount of \$48,299.50 ("Interim Compensation") and \$0.00 for expenses.

Dated: December 28, 2009

ECKERT SEAMANS CHERIN & MELLOTT, LLC

/s/ Brya M. Keilson
Gary Schildhorn (Pa ID # 25770)
Ronald S. Gellert (Pa ID # 80783)
Brya M. Keilson (Pa ID # 94565)
Two Liberty Place
50 South 16th Street, 22nd Floor
Philadelphia, Pennsylvania 19102
(215) 851-8400
(215) 851-8383 (facsimile)

*Co-Counsel for the Official
Committee of Unsecured Creditors*

ECKERT SEAMANS CHERIN & MELLOTT, LLC
ATTORNEYS AT LAW

Philadelphia Newspapers, LLC

Client Number: 299230

Summary of Time Billed By Task:

		<u>Hours</u>	<u>Value</u>
0001	Asset Analysis	46.9	\$13,874.50
0003	Business Operations	1.5	712.50
0004	Case Administration	299.5	73,352.50
0005	Claims Administration and Objections	1.0	475.00
0007	Fee/Employment Application	78.0	16,146.00
0008	Fee/Employment Objections	34.9	6,245.00
0009	Financing	21.9	9,690.00
0010	Litigation	268.3	92,663.00
0011	Meetings of Creditors	30.1	9,911.50
0012	Plan and Disclosure Statement	39.0	18,427.50
	Totals:	821.1	\$241,497.50

Summary of Disbursements Billed By Task:

		<u>Value</u>
0001	Asset Analysis	10.51
0004	Case Administration	978.00
0010	Litigation	6.00
	Totals:	\$994.51

Total Balance Due Upon Receipt: \$242,492.01

For Costs Advanced and Expenses Incurred:

Document Reproduction	197.00
Transportation - Travel Expenses/Taxi	191.75
Overnight Mail	5.71
Telephone	73.00
Postage	1.76
Delivery services	26.25
PACER	332.24
Transcript	166.80
Total	\$994.51

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re: : Chapter 11
: :
Philadelphia Newspapers, LLC *et al.*,¹ : Case No. 09-11204 (SR)
: :
Debtors. : Jointly Administered
: :
: :

ORDER

AND NOW, this ____ day of _____, 2010, upon consideration of the First Interim Application for Compensation and Reimbursement of Expenses of Eckert Seamans Cherin & Mellott, LLC for the period July 1, 2009 through October 31, 2009 (the “Application”), and after notice and hearing, it is hereby,

ORDERED that the Application is APPROVED; and it is further

ORDERED, ADJUDGE and DECREED that the Application be and is hereby approved and that Eckert Seamans Cherin & Mellott, LLC , be compensated for their services as described in the foregoing Application, it is hereby further,

ORDERED, ADJUDGE and DECREED that the Debtor shall pay Eckert Seamans Cherin & Mellott, LLC the fees and reimbursement of expenses requested for \$241,497.50 and actual, necessary expenses in the amount of \$1,733.60 for the Compensation Period and (ii) direct the Debtors to pay to Eckert Seamans Cherin & Mellott, LLC the unadvanced amounts for the Compensation.

BY THE COURT:

Stephen Raslavich
United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Philadelphia Newspapers, LLC (3870), PMH Acquisition, LLC (1299), Broad Street Video, LLC (4665), 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.