

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

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

**REQUEST FOR PAYMENT OF FEES AND REIMBURSEMENT OF
EXPENSES OF O’MELVENY & MYERS LLP FOR THE PERIOD
NOVEMBER 1, 2009 THROUGH NOVEMBER 30, 2009,
PURSUANT TO LOCAL RULE 2016-5**

O’Melveny & Myers LLP (“OMM”), lead counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (the “Debtors”), in accordance with Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-5 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Local Bankruptcy Rules”), requests an award of fees and reimbursement of expenses, a summary of which is annexed hereto as Exhibit A, incurred during the period from November 1, 2009 through November 30, 2009 (the “Compensation Period”).²

JURISDICTION

1. The Court has jurisdiction over this application pursuant to 28 U.S.C § 1334. Venue is proper pursuant to 28 U.S.C §§ 1408 and 1409. This application is a core proceeding pursuant to 28 U.S.C § 157(b).

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) and Philadelphia Media, LLC (0657).

PRELIMINARY STATEMENT

OMM is lead counsel to the Committee. All services for which compensation is requested by OMM were performed for or on behalf of the Committee. The services described in this request are actual and necessary and the compensation requested is reasonable. The expenses described in this request are actual and necessary expenses.

GENERAL INFORMATION

1. The petitions in these cases were filed on February 22, 2009.
2. OMM's employment application was filed on March 20, 2009.
3. OMM's employment application was approved on April 9, 2009, *nunc pro tunc* to March 2, 2009.
4. OMM first rendered services to the Committee on March 2, 2009.
5. Billing Rates. The billing rates set forth in this Request are the normal rates charged by OMM for the services rendered.
6. Attorneys and paraprofessionals billing for the Compensation Period (November 1, 2009 through November 30, 2009) are set forth below:

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>VALUE</u>
BEN LOGAN	110.20	860	94,772.00
BEN LOGAN (NON-WORKING TRAVEL)	13.00	430	5,590.00
TOM JERMAN	11.80	860	10,148.00
EVAN JONES	4.00	820	3,280.00
GERALD BENDER	27.00	810	21,870.00

² It is possible that some time entries and expenses for the period ended November 30, 2009 have not yet been entered in OMM's accounting system. OMM reserves the right to seek payment for such fees and expenses in subsequent monthly statements submitted pursuant to Local Bankruptcy Rule 2016-5 and in OMM's fee applications.

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>VALUE</u>
GERALD BENDER (NON-WORKING TRAVEL)	3.00	405	1,215.00
JOHN LACO	.70	700	490.00
JENNIFER TAYLOR	2.20	480	1,056.00
MELANIE MCLAUGHLIN	65.00	425	27,625.00
ANTHONY DILELLO	7.40	425	3,145.00
PATRICIA ROWEN	5.40	335	1,809.00
LYNN TALAB	10.00	310	3,100.00
HEIDE-MARIE BLISS	.20	225	45.00
TOTAL	259.90		\$174,145.00

7. Activities performed during the Compensation Period, by categorical listing, include the following:

A. Asset Disposition (002)

Fees: \$95,812.50 Total Hours: 134.10

8. The work performed by OMM in this category includes work generally related to the Debtors' proposed auction of substantially all their assets. This work included (i) oral argument before the District Court on November 3, 2009 in connection with the Debtors' appeal from the Bankruptcy Court order regarding credit bidding, (ii) preparation and negotiation of an order regarding appointment of Sale Monitors, (iii) review and analysis of the District Court's November 10, 2009 opinion, (iv) participation in additional mediation before Judge Fehling regarding the Debtors' proposed auction process, (v) communications with the Sale Monitors and the Committee's financial advisors regarding the proposed auction, (vi) review and analysis of the Senior Lender's notice of appeal to the Third Circuit Court of Appeals, motion for stay

pending appeal and designation of record on appeal on the credit bid issue, (vii) preparation of the Committee's joinder in Senior Lender's motion to the District Court for a stay pending appeal to the Third Circuit concerning the credit bid issue, (viii) participation in the November 12, 2009 hearing before the District Court on the motion for a stay pending appeal, (ix) preparation of the Committee's motion to the Third Circuit for an expedited appeal and for a stay pending appeal, (x) preparation of the Committee's appellate brief on the credit bid issue filed with the Third Circuit and, (xi) review and analysis of appellate brief filed by Senior Lenders with the Third Circuit, (xii) review and analysis of Debtors' reply brief filed with the Third Circuit, and (xiii) participation in weekly calls with the Debtors' investment banker concerning possible other bids.

B. Business Operations (003)

Fees: \$258.00 Total Hours: .30

9. The work performed by OMM in this category includes communications with the Committee's financial advisors regarding the Debtors' revised business projections and related reports.

C. Case Administration (004)

Fees: \$19,063.00 Total Hours: 27.80

10. The work performed by OMM in this category includes review and coordination regarding the pleadings filed in these cases that do not fit in another category and general coordination with the Debtors regarding case administration. In addition, the category includes the work of OMM in responding to the Debtors' letters to the U.S. Trustee requesting reconstitution of the Committee.

D. Claims Administration and Objections (005)

Fees: \$2,892.00 Total Hours: 4.10

11. The work performed by OMM during the Compensation Period charged to this category includes review and analysis of the McClatchy claim and the preparation of a joinder in the Debtors' rejection of the McClatchy agreement.

E. Employee Benefits / Pensions (006)

Fees: \$16,598.00 Total Hours: 19.30

12. The work performed by OMM during the Compensation Period charged to this category includes work analyzing information regarding the multi-employer pension plans in which the Debtors' participate and possible alternative plan structures related to these pension plans.

F. Fee/Employment Applications (007)

Fees: \$10,688.50 Total Hours: 25.80

13. The work performed by OMM during the Compensation Period charged to this category includes (i) preparation of Mr. Logan's supplemental declaration in support of OMM's retention, (ii) preparation of OMM's monthly payment application for October 2009 and (iii) preparation of OMM's second quarterly fee application for the period from July through October 2009.

G. Fee / Employment Objections (008)

Fees: \$4,997.00 Total Hours: 9.10

14. The work performed by OMM during the Compensation Period that was charged to this category related mainly to (i) the analysis and preparation of an objection to the administrative claim for Republic First's fees and expenses related to the Debtors' failed DIP

financing and (ii) discussions with counsel for the U.S. Trustee regarding resolving her objection to OMM's fee application for September 2009.

H. Financing (009)

Fees: \$1,166.00 Total Hours: 2.20

15. The work performed by OMM during the Compensation Period that was charged to this category related to OMM's work with Chanin in reviewing the Debtors' projected cash flows and actual performance.

I. Meeting of Creditors (011)

Fees: \$9,501.00 Total Hours: 13.60

16. This category includes OMM's participation in weekly telephonic meetings with the members of the Committee dealing with assorted current issues and upcoming events and the preparation of written status reports to the Committee.

J. Plan and Disclosure Statement (012)

Fees: \$5,934.00 Total Hours: 7.10

17. The work performed by OMM during the Compensation Period that was charged to this category related mainly to analysis of various plan structures and communications with the Committee's financial advisors and the Senior Lenders regarding plan alternatives.

K. Business Analysis (015)

Fees: \$430.00 Total Hours: .50

18. The work performed by OMM during the Compensation Period that was charged to this category related to the analysis of the Debtors' new business plan.

L. Non-Working Travel (023)³

Fees: \$6,805.00 Total Hours: 16.00

³ Non-working travel is billed at one half the attorney's hourly rate.

19. The time billed by OMM during the Compensation Period that was charged to this category related to travel time that was not otherwise billed to any other matter.

EXPENSE SUMMARY

20. During the Compensation Period, OMM incurred \$10,240.29 in expenses. Set forth in Exhibit A is a summary of the expenses by category and set forth in Exhibit B is a detailed breakdown of the expenses incurred by OMM during the Compensation Period.⁴

⁴ OMM has charged \$1.00 per page for out-going facsimile transmissions and \$.10 per page for photocopying expenses for this case. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), OMM charges its clients the actual usage rates normally applied by Lexis and Westlaw, minus the actual discounts it receives from Lexis and Westlaw. The discount is calculated by allocating the actual discount OMM received from Lexis and Westlaw to all of OMM's clients (for whom research is completed). The amount of the discount is in the range of 36 - 38%. OMM does not make any profit from these services and, in fact, the amount OMM actually charges to clients is less than the total amount that OMM actually pays to Lexis and Westlaw, inclusive of any discounts OMM actually receives. OMM believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, OMM believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

By this application, OMM seeks payment of their compensation totaling \$149,556.29. This consists of \$139,316.00 (80% of \$174,145.00) for fees and \$10,240.29 for reimbursement of actual and necessary expenses.

January 12, 2010
New York, New York

/s/ Melanie A. McLaughlin
Gerald C. Bender (admitted *pro hac vice*)
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and

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

EXHIBIT A

<u>EXPENSES</u>	<u>AMOUNT</u>
COPYING (COPITRAK - INTERNAL)	\$6.20
LASERTRAK PRINTING	714.70
ONLINE RESEARCH / LEXIS-NEXIS	1,807.87
ONLINE RESEARCH / MISCELLANEOUS	10.40
ONLINE RESEARCH / WESTLAW	3,010.28
DELIVERY SERVICES / MESSENGERS	67.40
LOCAL TRAVEL (TAXI)	98.76
EXPENSE REPORT OTHER - INCLUDES OUT OF TOWN TRAVEL	670.07
OUT-OF-TOWN TRAVEL (EXPENSE REPORT - MEALS)	19.45
OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE)	3,645.16
COURT FEES / FILING FEES	190.00
TOTAL	\$10,240.29

<u>SUMMARY OF TIME BILLED BY TASK</u>	<u>HOURS</u>	<u>VALUE</u>
002 ASSET DISPOSITION	134.10	\$95,812.50
003 BUSINESS OPERATIONS	.30	258.00
004 CASE ADMINISTRATION	27.80	19,063.00
005 CLAIMS ADMINISTRATION AND OBJECTIONS	4.10	2,892.00
006 EMPLOYEE BENEFITS / PENSIONS	19.30	16,598.00
007 FEE / EMPLOYMENT APPLICATION	25.80	10,688.50
008 FEE / EMPLOYMENT OBJECTIONS	9.10	4,997.00
009 FINANCING	2.20	1,166.00
011 MEETINGS OF CREDITORS	13.60	9,501.00
012 PLAN AND DISCLOSURE STATEMENT	7.10	5,934.00
015 BUSINESS ANALYSIS	.50	430.00
023 NON-WORKING TRAVEL	16.00	6,805.00
TOTAL	259.90	\$174,145.00

SUMMARY OF FEES AND EXPENSES

FEES	\$174,145.00
EXPENSES	10,240.29
TOTAL OF FEES AND EXPENSES	\$184,385.29

EXHIBIT B

[Detailed Expenses]

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 CLIENT/MATTER: 0667517-00004 PHILADELPHIA NEWS CREDITORS' COMMITTEE PROFORMA NO: 1605474
 MATTER NAME: CASE ADMINISTRATION STATUS: C CURRENT

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11/18/09	E101L	5159336	LASERTRAK PRINTING Rowen, Patricia Pages: 132	13.20	42578254	0	---
11/18/09	E101L	5159336	LASERTRAK PRINTING McLaughlin, Melanie Pages: 74	7.40	42578255	0	---
11/18/09	E101L	5159336	LASERTRAK PRINTING McLaughlin, Melanie Pages: 73	7.30	42578256	0	---
11/18/09	E101L	5159336	LASERTRAK PRINTING Buckley, Deirdre Pages: 72	7.20	42578257	0	---
11/18/09	E101L	5159336	LASERTRAK PRINTING Buckley, Deirdre Pages: 73	7.30	42578258	0	---
11/18/09	E101L	5159336	LASERTRAK PRINTING McLaughlin, Melanie Pages: 60	6.00	42578259	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Lattin, Merrilee Pages: 165	16.50	42578260	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Lattin, Merrilee Pages: 52	5.20	42578261	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Lattin, Merrilee Pages: 75	7.50	42578262	0	---

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--DATE--	--TYPE--	---REF#---	-----NARRATIVE-----	--VALUE--	--INDEX #--	---CODE--	--W/O--
11/19/09	E101L	5159336	LASERTRAK PRINTING Logan, Ben Pages: 115	11.50	42578263	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Logan, Ben Pages: 75	7.50	42578264	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Logan, Ben Pages: 165	16.50	42578265	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Lattin, Merrilee Pages: 115	11.50	42578266	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Wallis, Jan Pages: 74	7.40	42578267	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Logan, Ben Pages: 39	3.90	42578268	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Logan, Ben Pages: 39	3.90	42578269	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Buckley, Deirdre Pages: 165	16.50	42578270	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Buckley, Deirdre Pages: 75	7.50	42578271	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Buckley, Deirdre Pages: 75	7.50	42578272	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Buckley, Deirdre Pages: 165	16.50	42578273	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Buckley, Deirdre Pages: 115	11.50	42578274	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Buckley, Deirdre Pages: 115	11.50	42578275	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING McLaughlin, Melanie Pages: 52	5.20	42578276	0	---
11/19/09	E101L	5159336	LASERTRAK PRINTING Boodoosingh, Jacqueline Pages: 52	5.20	42578277	0	---
11/23/09	E101L	5163500	LASERTRAK PRINTING Logan, Ben Pages: 67	6.70	42587795	0	---
11/30/09	E101L	5171250	LASERTRAK PRINTING Lattin, Merrilee Pages: 96	9.60	42620695	0	---
11/30/09	E101L	5171250	LASERTRAK PRINTING Logan, Ben Pages: 96	9.60	42620697	0	---
11/30/09	E101L	5171250	LASERTRAK PRINTING Wallis, Jan Pages: 96	9.60	42620699	0	---
11/30/09	E101L	5171250	LASERTRAK PRINTING McLaughlin, Melanie Pages: 21	2.10	42620701	0	---
11/30/09	E101L	5171250	LASERTRAK PRINTING McLaughlin, Melanie Pages: 22	2.20	42620703	0	---
11/30/09	E101L	5171250	LASERTRAK PRINTING McLaughlin, Melanie Pages: 23	2.30	42620705	0	---
11/06/09	E106L	5147201	ONLINE RESEARCH / LEXIS-NEXIS DILELLO, ANTHONY	4.71	42536955	0	---
11/06/09	E106L	5147201	ONLINE RESEARCH / LEXIS-NEXIS DILELLO, ANTHONY	16.25	42536956	0	---
11/06/09	E106L	5147201	ONLINE RESEARCH / LEXIS-NEXIS DILELLO, ANTHONY	585.00	42536957	0	---
11/10/09	E106L	5157631	ONLINE RESEARCH / LEXIS-NEXIS DILELLO, ANTHONY	32.50	42566668	0	---

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11/10/09	E106L	5157631	ONLINE RESEARCH / LEXIS-NEXIS DILELLO, ANTHONY	1,169.35	42566669	0	---
11/18/09	E106L	5167231	ONLINE RESEARCH / LEXIS-NEXIS ROWEN, PATRICIA	0.01	42595936	0	---
11/18/09	E106L	5167231	ONLINE RESEARCH / LEXIS-NEXIS ROWEN, PATRICIA	0.05	42595937	0	---
10/05/09	E106M	5168768	ONLINE RESEARCH (MISCELLANEOUS) ` PACER LIBRARY CHGS` 7/9-9/4/09	3.52	42601912	0	---
10/05/09	E106M	5168768	ONLINE RESEARCH (MISCELLANEOUS) ` PACER LIBRARY CHGS` 7/30/09	6.32	42601940	0	---
10/05/09	E106M	5173569	ONLINE RESEARCH (MISCELLANEOUS) ` PACER LIBRARY CHGS` 8/4/09	0.56	42624847	0	---
11/10/09	E106W	5159392	ONLINE RESEARCH - WESTLAW MELANIE MCLAUGHLIN	59.91	42580179	0	---
11/11/09	E106W	5159392	ONLINE RESEARCH - WESTLAW MELANIE MCLAUGHLIN	541.39	42580180	0	---
11/17/09	E106W	5166730	ONLINE RESEARCH - WESTLAW MELANIE MCLAUGHLIN	1,536.65	42595040	0	---
11/18/09	E106W	5166730	ONLINE RESEARCH - WESTLAW PATRICIA A ROWEN	872.33	42595041	0	---
11/11/09	E107	5173867	DELIVERY SERVICES/MESSENGERS Tracking # 791246828223 FDX 940773059 Mark K Thomas, Esq Proskauer Rose LLP	21.33	42626835	0	---
11/11/09	E107	5173867	DELIVERY SERVICES/MESSENGERS Tracking # 791511424312 FDX 940773059 Andrew Kassner, Esq Drinker Biddle & Reath LLP	11.63	42626836	0	---
11/11/09	E107	5173867	DELIVERY SERVICES/MESSENGERS Tracking # 792166895476 FDX 940773059 David M Klauder Office of the United States Tr	11.63	42626837	0	---
11/11/09	E107	5173867	DELIVERY SERVICES/MESSENGERS Tracking # 799434228470 FDX 940773059 Lawrence G McMichael Dilworth Paxson LLP	11.63	42626838	0	---
11/11/09	E107	5173867	DELIVERY SERVICES/MESSENGERS Tracking # 799500515760 PDX 940773059 Honorable Eduardo C Robreno United States District Court,	11.18	42626839	0	---
10/20/09	E109TX	5147487	LOCAL TRAVEL (TAXI) ` VITAL#118924NY` M MCLAUGHLIN	56.31	42538203	0	---
11/11/09	E109TX	5174067	LOCAL TRAVEL (TAXI)	42.45	42627797	0	---

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			MCLAUGHLIN, MELANIE VITAL 119787				
11/10/09	E110	5149620	EXPENSE REPORT OTHER - INCL. OUT OF TOWN TRAVEL - - VENDOR: BEN H. LOGAN` 11/2-4 TRIP TO PHILADELPHIA FOR DISTRICT COURT HRG	637.87	42538167	0	
11/10/09	E110	5149809	EXPENSE REPORT OTHER - INCL. OUT OF TOWN TRAVEL - - VENDOR: MELANIE MCLAUGHLIN` 10/28 TAXI HOME FROM PENN STN/RETURNING FROM HRG IN PHILADELPHIA	16.20	42542971	0	
11/23/09	E110	5162778	EXPENSE REPORT OTHER - INCL. OUT OF TOWN TRAVEL - VENDOR: GERALD BENDER` 11/12 TAXI TO HRNG	16.00	42583399	0	
11/10/09	E110EM	5149620	OUT-OF-TOWN TRAVEL MEALS - - VENDOR: BEN H. LOGAN` 11/2-4 TRIP TO PHILADELPHIA FOR DISTRICT COURT HRG	19.45	42538166	0	
11/01/09	E110T	5148547	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE) TRAVELER: B LOGAN, ROUTE: LAX - PHL TRAVEL DATES: 11/2/2009 - 11/2/2009 AGENCY/INV: REVEL - 00082212	801.60	42537590	0	
11/01/09	E110T	5148547	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE) TRAVELER: B LOGAN, ROUTE: PHL - LAX TRAVEL DATES: 11/3/2009 - 11/3/2009 AGENCY/INV: REVEL - 00082213	610.78	42537591	0	
11/01/09	E110T	5148549	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE) TRAVELER: M MCLAUGHLIN, ROUTE: NYP.PHL NYP TRAVEL DATES: 10/28/2009 - 10/27/2009 AGENCY/INV: LTS - 25620	290.00	42537659	0	
11/01/09	E110T	5148549	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE) TRAVELER: G BENDER, ROUTE: NYP.PHL NYP TRAVEL DATES: 10/28/2009 - 10/27/2009 AGENCY/INV: LTS - 25621	290.00	42537660	0	
11/08/09	E110T	5158616	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE) TRAVELER: B LOGAN, ROUTE: LAX - JFK - PHL - LAX TRAVEL DATES: 11/16/2009 - 11/19/2009 AGENCY/INV: REVEL - 00082315	388.68	42573240	0	
11/08/09	E110T	5158616	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE) TRAVELER: B LOGAN, ROUTE: NYP - PHL TRAVEL DATES: 11/19/2009 - 11/19/2009 AGENCY/INV: REVEL - 00082317	152.50	42573241	0	
11/08/09	E110T	5158616	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE) TRAVELER: B LOGAN, ROUTE: PHL - LAX TRAVEL DATES: 11/4/2009 - 11/4/2009 AGENCY/INV: REVEL - 00082276	806.60	42573242	0	

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11/15/09	E110T	5167841	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE) TRAVELER: G BENDER, ROUTE: NYP.PHL NYP TRAVEL DATES: 11/11/2009 - 11/12/2009 AGENCY/INV: LTS - 26057	305.00	42596721	0	
11/02/09	E111DB	5137533	MEALS (OVERTIME) - VENDOR: SEAMLESSWEB PROFESSIONAL M. MCLAUGHLIN	0.00	42503075	0	
11/18/09	E112A	5157830	COURT FEES/FILING FEES - - VENDOR: CLERK, U.S. COURT OF APPEALS` B LOGAN-ADMISSION TO THE THIRD CIRCUIT COURT OF APPEALS, 11/16	190.00	42568085	0	
11/12/09	E124B1	5159499	OTHER (INTERNAL BINDERY) VELO BIND B. Logan	0.00	42580378	0	
TOTAL				10,240.29			