

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

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

**REQUEST FOR PAYMENT OF FEES AND REIMBURSEMENT OF
EXPENSES OF O’MELVENY & MYERS LLP FOR THE PERIOD
JANUARY 1, 2010 THROUGH JANUARY 31, 2010,
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 January 1, 2010 through January 31, 2010 (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. Effective February 1, 2010, OMM revised its billing rates. The new rates in our California and Washington, D.C. offices typically range from \$320 for our most junior associates to \$950 for our most senior partners. The new rates in our New York and international offices typically range from \$345 for our most junior associates to \$975 for our most senior partners, except for London, where the range is higher. These changes reflect a decrease in the billing rates for our more junior associates, an increase in the hourly rates for our more senior associates and counsel based on their level of experience, and rate increases for partners in certain areas. These revised rates will be reflected in our next Request.
6. Attorneys and paraprofessionals billing for the Compensation Period (January 1, 2010 through January 31, 2010) are set forth below:

² It is possible that some time entries and expenses for the period ended January 31, 2010 have not yet been entered in OMM's

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>VALUE</u>
BEN LOGAN	26.20	860	22,532.00
GERALD BENDER	8.90	810	7,209.00
DANIEL SHAMAH	6.20	490	3,038.00
MELANIE MCLAUGHLIN	37.70	425	16,022.50
LYNN TALAB	10.50	310	3,255.00
PATRICIA ROWEN	18.60	335	6,231.00
TOTAL	108.10		\$58,287.50

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

A. Asset Disposition (002)

Fees: \$29,436.00 Total Hours: 57.00

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) preparation of the Committee's appellate brief filed with the District Court for the Eastern District of Pennsylvania with respect to the break-up fee and expense reimbursement for the Stalking Horse, (ii) communications with the Debtors, the Sale Monitors and the Committee's financial advisors regarding possible bidders at the proposed auction, and (iii) review and comment on Debtors' proposed form indication of interest letter submitted to interested bidders.

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.

B. Business Operations (003)

Fees: \$1,285.00 Total Hours: 2.00

9. The work performed by OMM in this category includes review and analysis of the Debtors' rejection of executory contracts between the Debtors and certain independent dealers relating to the Debtors' newspaper delivery system.

C. Case Administration (004)

Fees: \$2,889.00 Total Hours: 4.60

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.

D. Claims Administration and Objections (005)

Fees: \$1,250.00 Total Hours: 1.50

11. The work performed by OMM during the Compensation Period charged to this category includes work related to the McClatchy claim and the Debtors' rejection of the agreement with McClatchy.

E. Employee Benefits / Pensions (006)

Fees: \$1,978.00 Total Hours: 2.30

12. The work performed by OMM during the Compensation Period charged to this category includes work analyzing information provided by the Debtors regarding the multi-employer pension plans in which they participate.

F. Fee/Employment Applications (007)

Fees: \$5,932.50 Total Hours: 16.80

13. The work performed by OMM during the Compensation Period charged to this category includes preparation of OMM's monthly payment application for November 2009 and December 2009.

G. Financing (009)

Fees: \$1,425.00 Total Hours: 2.90

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

H. Meeting of Creditors (011)

Fees: \$6,425.00 Total Hours: 9.40

15. 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.

I. Plan and Disclosure Statement (012)

Fees: \$7,065.00 Total Hours: 10.90

16. The work performed by OMM during the Compensation Period that was charged to this category related mainly to discovery requests regarding plan confirmation submitted to the Debtors and the Stalking Horse.

J. Business Analysis (015)

Fees: \$602.00 Total Hours: .70

17. The work performed by OMM during the Compensation Period that was charged to this category related to the analysis of the Debtors' current EBITDA and 2010 projections.

EXPENSE SUMMARY

18. During the Compensation Period, OMM incurred \$3,659.23 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.³

³ 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

By this application, OMM seeks payment of their compensation totaling \$50,289.23. This consists of \$46,630.00 (80% of \$58,287.50) for fees and \$3,659.23 for reimbursement of actual and necessary expenses.

February 19, 2010
New York, New York

/s/ Melanie A. McLaughlin
Gerald C. Bender (admitted *pro hac vice*)
Melanie A. McLaughlin (admitted *pro hac vice*)
O'MELVENY & MYERS LLP
Times Square Tower
7 Times Square
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(212) 326-2000 (telephone)
(212) 326-2061 (facsimile)

and

Ben H. Logan (admitted *pro hac vice*)
O'MELVENY & MYERS LLP
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Los Angeles, CA 90071
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(213) 430-6407 (facsimile)

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

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.

EXHIBIT A

<u>EXPENSES</u>	<u>AMOUNT</u>
COPYING (COPITRAK - INTERNAL)	\$ 5.25
LASERTRAK PRINTING	831.30
PREMIER GLOBAL SERVICE CONFERENCE CALL	33.16
ONLINE RESEARCH / WESTLAW	2,513.45
LOCAL TRAVEL (TAXI)	82.07
EXPENSE REPORT OTHER - INCLUDES OUT OF TOWN TRAVEL	100.00
COURT FEES / FILING FEES	94.00
TOTAL	\$3,659.23

<u>SUMMARY OF TIME BILLED BY TASK</u>	<u>HOURS</u>	<u>VALUE</u>
002 ASSET DISPOSITION	57.00	\$29,436.00
003 BUSINESS OPERATIONS	2.00	1,285.00
004 CASE ADMINISTRATION	4.60	2,889.00
005 CLAIMS ADMINISTRATION AND OBJECTIONS	1.50	1,250.00
006 EMPLOYEE BENEFITS / PENSIONS	2.30	1,978.00
007 FEE / EMPLOYMENT APPLICATION	16.80	5,932.50
009 FINANCING	2.90	1,425.00
011 MEETINGS OF CREDITORS	9.40	6,425.00
012 PLAN AND DISCLOSURE STATEMENT	10.90	7,065.00
015 BUSINESS ANALYSIS	.70	602.00
TOTAL	108.10	\$58,287.50

SUMMARY OF FEES AND EXPENSES

FEES	\$58,287.50
EXPENSES	3,659.23
TOTAL OF FEES AND EXPENSES	\$61,946.73

EXHIBIT B

[Detailed Expenses]

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 CLIENT/MATTER: 0667517-00004 PHILADELPHIA NEWS CREDITORS' COMMITTEE PROFORMA NO: 1622693
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MATTER NAME:	CASE ADMINISTRATION			STATUS: C		CURRENT	
TAX							
--DATE--	--TYPE--	---REF#---	-----NARRATIVE-----	--VALUE--	--INDEX #--	--CODE--	--W/O--
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 2	0.30	42737705	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 5	0.75	42737706	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 24	3.60	42737707	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 56	8.40	42737708	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 56	8.40	42737709	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 30	4.50	42737710	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany1, Ft Pages: 8	1.20	42737711	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany1, Ft Pages: 2	0.30	42737712	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany1, Ft Pages: 2	0.30	42737713	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 1	0.15	42737714	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 115	17.25	42737715	0	___
01/07/10	E101L	5212669	LASERTRAK PRINTING Williamsleany10, Ft Pages: 72	10.80	42737716	0	___
01/08/10	E101L	5216847	LASERTRAK PRINTING McLaughlin, Melanie Pages: 51	7.65	42745325	0	___
01/08/10	E101L	5216847	LASERTRAK PRINTING McLaughlin, Melanie Pages: 76	11.40	42745326	0	___
01/08/10	E101L	5216847	LASERTRAK PRINTING McLaughlin, Melanie Pages: 76	11.40	42745327	0	___
01/11/10	E101L	5216847	LASERTRAK PRINTING Logan, Ben Pages: 21	3.15	42745328	0	___
01/11/10	E101L	5216847	LASERTRAK PRINTING Logan, Ben Pages: 50	7.50	42745329	0	___
01/19/10	E101L	5226879	LASERTRAK PRINTING Lattin, Merrilee Pages: 84	12.60	42779373	0	___
01/19/10	E101L	5226879	LASERTRAK PRINTING Lattin, Merrilee Pages: 86	12.90	42779374	0	___
01/19/10	E101L	5226879	LASERTRAK PRINTING McLaughlin, Melanie Pages: 61	9.15	42779375	0	___
01/23/10	E101L	5230954	LASERTRAK PRINTING Bender, Gerald Pages: 76	11.40	42789233	0	___
01/23/10	E101L	5230954	LASERTRAK PRINTING Bender, Gerald Pages: 24	3.60	42789234	0	___
12/19/09	E105P	5232953	PREMIERE GLOBAL SERVICE CONFERENCE CALL MR. BEN LOGAN - 12/09/09, 7 LINES	13.31	42800600	0	___
12/19/09	E105P	5232953	PREMIERE GLOBAL SERVICE CONFERENCE CALL MR. BEN LOGAN - 12/01/09, 3 LINES	2.95	42800601	0	___
12/19/09	E105P	5232953	PREMIERE GLOBAL SERVICE CONFERENCE CALL MR. BEN LOGAN - 11/23/09, 7 LINES	8.89	42800602	0	___
12/19/09	E105P	5232953	PREMIERE GLOBAL SERVICE CONFERENCE CALL MR. BEN LOGAN - 12/07/09, 3 LINES	6.58	42800603	0	___

02/17/10 O'MELVENY & MYERS LLP - BILLING PROFORMA Page 25 (11)
 CLIENT/MATTER: 0667517-00004 PHILADELPHIA NEWS CREDITORS' COMMITTEE PROFORMA NO: 1622693
 MATTER NAME: CASE ADMINISTRATION STATUS: C CURRENT

DATE	TYPE	REF#	NARRATIVE	VALUE	INDEX #	CODE	W/O
12/19/09	E105P	5232953	PREMIERE GLOBAL SERVICE CONFERENCE CALL MR. BEN LOGAN - 12/11/09, 3 LINES	1.43	42800604	0	---
12/03/09	E106W	5180079	ONLINE RESEARCH - WESTLAW PATRICIA A ROWEN	818.55	42651971	0	---
01/05/10	E106W	5214457	ONLINE RESEARCH - WESTLAW MELANIE MCLAUGHLIN	157.46	42740616	0	---
01/06/10	E106W	5214457	ONLINE RESEARCH - WESTLAW PATRICIA A ROWEN	980.69	42740617	0	---
01/06/10	E106W	5214457	ONLINE RESEARCH - WESTLAW MELANIE MCLAUGHLIN	54.68	42740618	0	---
01/06/10	E106W	5238442	ONLINE RESEARCH - WESTLAW DANIEL S SHAMAH	98.55	42813103	0	---
01/07/10	E106W	5214457	ONLINE RESEARCH - WESTLAW PATRICIA A ROWEN	115.79	42740619	0	---
01/07/10	E106W	5214457	ONLINE RESEARCH - WESTLAW MELANIE MCLAUGHLIN	210.77	42740620	0	---
01/19/10	E106W	5237368	ONLINE RESEARCH - WESTLAW MELANIE MCLAUGHLIN	76.96	42811672	0	---
12/17/09	E109TX	5241874	LOGAN, BEN VITAL 121535	82.07	42815105	0	---
01/21/10	E110	5225974	EXPENSE REPORT OTHER - INCL. OUT OF TOWN TRAVEL - VENDOR: BEN H. LOGAN 12/15 TRIP TO PHILADELPHIA / NY FOR THIRD CIRCUIT ARGUMENT AND MTG WITH SENIOR LENDERS	100.00	42767416	0	---
11/16/09	E112CS	5241286	COURT FEES/FILING FEES (INTERNAL COURT SERVICE) BEN LOGAN SUPEREME COURT OBTAIN CERTIFICATE OF GOOD STANDING	94.00	42814641	0	---
TOTAL				3,659.23			