

**IN THE 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
)	
)	Jointly Administered
Debtors.)	
_____)	

**CERTIFICATE OF NO OBJECTION FOR APPLICATION OF
O'MELVENY & MYERS LLP FOR PAYMENT ON
ACCOUNT PURSUANT TO LOCAL RULE 2016-5 FOR THE
PERIOD OF MARCH 1, 2010 THROUGH JUNE 30, 2010**

O'Melveny & Myers LLP ("OMM") hereby certifies that:

1. On August 5, 2010, copies of the Fourth Interim Quarterly Request (the "Application") for Payment on Account for Compensation and Reimbursement Of Expenses Of O'Melveny & Myers LLP, Co-Counsel to the Official Committee Of Unsecured Creditors, for the Period March 1, 2010 through June 30, 2010 (the "Compensation Period") [D.I. 2406] were served upon all creditors and parties-in-interest who receive notices via the ECF system, along with the notice thereof.

2. OMM further certifies that no objections or responses to the Application were filed and served within the time period established by this Court.

3. Notwithstanding the foregoing, the Office of the United States Trustee reserves the right to object to the request for payment pending meaningful review of that request. Any subsequent reduction in the amount of fees or costs paid pursuant to the Application that must be agreed upon or ordered shall be deducted from amounts requested in a future application

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).

for payment. Additionally, all parties-in-interest, including the Office of the United States Trustee, reserve the right to object to any request for payment or fee application in these cases.

In accordance with Local Bankruptcy Rule 2016-3, upon receipt of this certification which indicates that no timely objections have been filed, the interim compensation of fees in the amount of \$590,618.50 and reimbursement of expenses in the total amount of \$8,844.17 is approved and the Debtors shall pay OMM \$282,956.50 which represents the unpaid twenty percent (20%) holdback due for the Compensation Period. Accordingly, the Committee respectfully requests that this Court enter the Order attached hereto as Exhibit A.

Dated: August 27, 2010

Respectfully submitted,

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)

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of Unsecured Creditors

**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 Third Interim Application for Compensation and Reimbursement of Expenses of O’Melveny & Myers LLP (“OMM”) for the period March 1, 2010 through June 30, 2010 (the “Application”), and after notice and hearing, it is hereby,

ORDERED that the Application is APPROVED; and it is further

ORDERED that OMM shall be compensated for their services as described in the foregoing Application; it is hereby further,

ORDERED that OMM’s request for professional fees in the total amount of \$590,618.50 and actual, necessary expenses in the amount of \$8,844.17 for the Compensation Period is hereby approved; at it is further

ORDERED that the Debtors pay to OMM the unadvanced amounts for the Compensation Period for a net payment of \$282,956.50.

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.

CERTIFICATE OF SERVICE

It is hereby certified that a true and correct copy of the foregoing CERTIFICATE OF NO
OBJECTION FOR APPLICATION OF O'MELVENY & MYERS LLP FOR PAYMENT ON
ACCOUNT PURSUANT TO LOCAL RULE 2016-5 FOR THE PERIOD OF MARCH 1, 2010,
THROUGH JUNE 30, 2010, was served this 27th day of August, 2010 on the parties

listed below by electronic mail and by the Court's CM/ECF transmission:

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/s/ Brya M. Keilson
Brya M. Keilson