

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

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

**SUPPLEMENTAL DECLARATION OF BEN H. LOGAN IN SUPPORT OF
RETENTION OF O'MELVENY & MYERS LLP AS COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

I, Ben H. Logan, declare and state as follows:

1. I am partner in the law firm of O'Melveny & Myers LLP ("OMM"), lead counsel for the Official Committee of Unsecured Creditors (the "Committee"). In support of the Committee's application to retain OMM as lead counsel, I submitted my initial declaration, dated March 20, 2009 (the "Initial Declaration"). The Committee's retention of OMM in these chapter 11 cases (these "Chapter 11 Cases") was approved by the Court on April 9, 2009.

2. It is the practice of OMM to file supplemental declarations as it learns of additional matters that should be disclosed to the Court. Accordingly, I am submitting this declaration now to supplement the disclosures made in my Initial Declaration.

3. OMM does not represent any of the parties listed below in any matter associated with the Debtors or these Chapter 11 Cases. Additionally, none of the clients or former clients listed below represents more than 1% of OMM's annual fees billed during any of the past three years.

4. Tennenbaum. On October 7, 2009, the Debtors filed an application to pay Tennenbaum Capital Partners, LLC ("Tennenbaum") \$14,012.50 representing the fees of

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).

Tennenbaum's counsel incurred in connection with Tennenbaum considering participating in a non-consensual priming DIP. Tennenbaum would have been a member of the DIP lender syndicate led by Republic First Bancorp ("RFB") if this loan had been approved, but this proposed DIP loan was dropped in favor of a DIP loan provided by the pre-petition Senior Lenders. OMM has represented Tennenbaum in some matters wholly unrelated to these Chapter 11 Cases, none of which is presently active, and may in the future represent Tennenbaum in matters wholly unrelated to these Chapter 11 Cases.

5. Fortress. I have been advised by the Debtors that Fortress Cr. Investment I and Fortress Cr. Investment II (collectively, "Fortress") hold approximately 1.76% of the debt issued pursuant to the Debtors' prepetition senior secured credit facility (the "Senior Bank Debt")². According to OMM's records, OMM does not and has never represented Fortress in any matter. OMM however, represents Fortress Investment Group ("Fortress Investment") in some matters wholly unrelated to these Chapter 11 Cases and may in the future represent Fortress Investment and its affiliates in matters wholly unrelated to these Chapter 11 Cases. We are not aware whether Fortress is affiliated with Fortress Investment, but make this disclosure out of an abundance of caution.

6. Royal Bank of Scotland. My Initial Declaration disclosed that OMM has in the past represented the Royal Bank of Scotland ("RBS"). We now have a current engagement for RBS (unrelated to these Chapter 11 Cases), as well as engagements where RBS is adverse to our client (also unrelated to these Chapter 11 Cases), and may in the future represent RBS on matters wholly unrelated to these Chapter 11 Cases. None of OMM's engagements with or against RBS are related in any way to these Chapter 11 Cases. I have been advised by the Debtors that RBS holds approximately 0.5% of the Senior Bank Debt and approximately 23% of the Debtors' subordinated mezzanine debt.

7. Riversource. My Initial Declaration listed Riversource Investments, LLC ("Riversource") as a former client of OMM. Riversource is now an active client in matters

² The Debtors have advised us that there are approximately 35 lenders that hold Senior Bank Debt.


wholly unrelated to these Chapter 11 Cases and we may in the future represent Riversource in matters wholly unrelated to these Chapter 11 Cases. I have been advised by the Debtors that Riversource Bond Ser-RFRF and Riversource Fltg. Rate Fund were included in the original group of holders of Senior Bank Debt, but no longer hold any interests in that debt. We are not aware whether Riversource is affiliated with these former members of the senior lender group, but make this disclosure out of an abundance of caution.

8. Symphony. I have been advised by the Debtors that Symphony CLO I and Symphony CLO II (collectively, "Symphony") hold approximately 2.7% of the Senior Bank Debt. According to OMM's records, OMM does not and has never represented Symphony in any matter. OMM has, however, been engaged in matters wholly unrelated to these Chapter 11 Cases by Symphony Financial Partners Co., Ltd. ("Symphony Financial") and may represent Symphony Financial in the future on matters wholly unrelated to these Chapter 11 Cases. We are not aware whether Symphony is affiliated with Symphony Financial, but make this disclosure out of an abundance of caution.

9. Alcentra. I have been advised by the Debtors that Alcentra Warehouse holds approximately 3% of the Senior Bank Debt. According to OMM's records, OMM does not now and has never represented Alcentra Warehouse in any matter. OMM, however, formerly represented Alcentra Group, Ltd. in matters wholly unrelated to these Chapter 11 Cases and may in the future represent Alcentra Group, Ltd. in matters unrelated to these Chapter 11 Cases. We are not aware whether Alcentra Warehouse is affiliated with Alcentra Group, Ltd., but make this disclosure out of an abundance of caution.

10. Eaton Vance and PNC Bank. My Initial Declaration indicated that PNC Bank, N.A., Eaton Vance California Municipals Fund and Eaton Vance Municipal Fund had been clients of OMM during the past 3 years. Upon further review, it has come to my attention that OMM's engagements with these entities terminated more than three years ago.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on the 9th day of October, 2009 at Los Angeles, California.


Ben H. Logan