UNITED STATES BANKRUPTCY COURT
EASTER DISTRICT OF PENNSYLVANIA

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

SECOND 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, on October 9, 2009, I submitted a supplemental declaration (the "First Supplemental Declaration") to supplement the disclosures made in my Initial Declaration.

3. OMM conducted its initial search of potential conflicts based on a list of parties involved in these cases supplied by the Debtors. Since then, the Debtors have provided to OMM a list of the holders of debt issued pursuant to the Debtors' prepetition senior secured

[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.

credit facility (the "Senior Bank Debt")[2] that includes entities that were not on the list originally provided by the Debtors in respect of OMM's retention and my Initial Declaration; presumably either because new entities have bought into the senior credit facility since the original list was prepared, the original list used precise legal names while the most recent list has referenced such entities' common names, or the original list contained some inaccuracies. We also asked Citizens Bank of Pennsylvania, as the agent for the Senior Lenders (the "Agent"), to provide us a list of the current holders of the Senior Debt. In early December 2009, the Agent provided us with such a list dated as of October 30, 2009. We have rerun our conflicts analysis against the more recent lists provided to us by the Debtors and the Agent, and I am submitting this declaration now to further supplement the disclosures made in my Initial Declaration and First Supplemental Declaration.

4. 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 2% of OMM's annual fees billed during any of the past three years.

5. As with my prior declarations, I caused our conflicts database to be checked for any current representations and any representations during the three years prior to the date of this declaration.

Present Clients

6. Cerberus Partners. I have been advised by the Debtors that Cerberus Partners holds approximately 0.70% of the Senior Bank Debt. OMM presently represents Cerberus Partners in some matters wholly unrelated to these Chapter 11 Cases and we may in the future represent Cerberus Partners in matters wholly unrelated to these Chapter 11 Cases.

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

7. Bank of New York. I have been advised by the Debtors that Bank of New York holds approximately 0.62% of the Senior Bank Debt. OMM presently represents BNY Capital Partners in some matters wholly unrelated to these Chapter 11 Cases and we may in the future represent BNY Capital Partners in matters wholly unrelated to these Chapter 11 Cases. In addition, OMM has in the past represented Bank of New York (Shanghai Branch) on matters wholly unrelated to these Chapter 11 Cases. We are disclosing this information out of an abundance of caution under the assumption that BNY Capital Partners and Bank of New York (Shanghai Branch) may be affiliated with the Bank of New York entity that holds the Senior Bank Debt in these Chapter 11 Cases.

8. Goldman Sachs. I have been advised by the Debtors that Goldman Sachs holds approximately 0.62% of the Senior Bank Debt. OMM presently represents Goldman Sachs in matters wholly unrelated to these Chapter 11 Cases and we may in the future represent Goldman Sachs in matters wholly unrelated to these Chapter 11 Cases.

9. PPM America. According to the Agent, PPM America manages certain affiliated funds that hold some of the Senior Bank Debt. OMM presently represents PPM America in matters wholly unrelated to these Chapter 11 Cases and we may in the future represent PPM America in matters wholly unrelated to these Chapter 11 Cases.

10. Silver Oak Capital. According to the Agent, Silver Oak Capital holds a portion of the Senior Bank Debt. OMM recently undertook a representation of a group of lenders, including Silver Oak Capital, in a matter wholly unrelated to these Chapter 11 Cases and we may in the future represent Silver Oak Capital in matters wholly unrelated to these Chapter 11 Cases.

Former Clients

11. Angelo Gordon. I have been advised by the Debtors that Angelo Gordon

holds approximately 17.5% of the Senior Bank Debt. OMM does not presently represent Angelo Gordon in any matter and has not represented Angelo Gordon since May 14, 2007. Prior to May 14, 2007, OMM represented Angelo Gordon in some matters wholly unrelated to these Chapter 11 Cases. The partner who had the primary relationship with Angelo Gordon left OMM in the spring of 2007 and OMM has not represented Angelo Gordon in any matter since then.

12. SCM Advisors. I have been advised by the Debtors that SCM Advisors holds approximately 0.62% of the Senior Bank Debt. OMM does not presently represent SCM Advisors but OMM has during the past three years represented SCM Advisors on matters wholly unrelated to these Chapter 11 Cases.

13. LaSalle Global Trust Services. I have been advised by the Debtors that LaSalle Global Trust Services at one point owned 0.31% of the Senior Bank Debt. According to the Agent, LaSalle Global Trust Services does not presently hold any Senior Bank Debt. OMM has never represented LaSalle Global Trust Services and, as noted above, LaSalle Global Trust Services does not presently hold any Senior Bank Debt. Nonetheless, out of an abundance of caution, we disclose that OMM has represented and presently represents certain entities that we assume are affiliates of LaSalle Global Trust Services in matters wholly unrelated to these Chapter 11 Cases. We assume that LaSalle Global Trust Services is affiliated with LaSalle Bank National Association ("LaSalle Bank"). LaSalle Bank is not presently a client of OMM, but during the past three years OMM represented LaSalle Bank in a matter wholly unrelated to these chapter 11 cases. We also assume that LaSalle Global Trust Services is affiliated with LaSalle Financial Services ("LFS"). OMM represents LFS and Bank of America, N.A. and certain of their affiliates in matters wholly unrelated to these Chapter 11 Cases. Bank of America Corporation is the ultimate parent of the LaSalle family of companies and, as disclosed in my Initial Declaration, OMM represents Bank of America Corporation in matters wholly unrelated

to these Chapter 11 Cases.

14. Levine Leichtman Capital. According to the Agent, Levine Leichtman Capital manages a fund that holds some of the Senior Bank Debt. OMM does not presently represent Levine Leichtman Capital but OMM has represented Levine Leichtman Capital Partners during the past three years on matters wholly unrelated to these Chapter 11 Cases.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on the 7th day of December, 2009 at Los Angeles, California.

Ben H. Logan