

**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 4th day of JAN ~~2009~~²⁰¹⁰, upon consideration of the Second Interim Application for Compensation and Reimbursement of Expenses of O'Melveny & Myers LLP for the period July 1, 2009 through October 31, 2009 (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 \$751,881.36 and actual, necessary expenses in the amount of \$30,466.11 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 \$460,812.29.

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.