

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.
6. Attorneys billing for the Compensation Period (March 2, 2009 through March 31, 2009) are set forth below:

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>VALUE</u>
BEN LOGAN	25.60	\$860.00	\$22,016.00
GERALD BENDER	46.30	\$810.00	37,503.00
JOSHUA WEISSER	59.20	\$545.00	32,264.00
ORLY NHAISSI	1.50	\$490.00	735.00
JENNIFER TAYLOR	25.80	\$480.00	12,384.00
MARIA SOUNTAS- ARGIROPOULOS	.20	\$480.00	96.00
MELANIE McLAUGHLIN	28.20	\$425.00	11,985.00
MARY-LYNNE BANCONE	.30	\$150.00	45.00
LYNN TALAB	3.70	\$310.00	1,147.00
TOTAL	190.80		\$118,175.00

7. Work Performed By Category.

A. Business Operations (003)

Fees: \$12,585.00 Total Hours: 19.00

8. Most of the work performed by OMM in this category during the Compensation Period related to the Debtors' proposal to pay certain critical vendors on their pre-petition debt. OMM analyzed this proposal, including the Debtors' justification for such proposed payments, and the terms for post-petition credit proposed to be required of recipients. OMM also coordinated with the Committee's financial advisors (Chanin) concerning this proposal.

B. Case Administration (004)

Fees: \$28,079.50 Total Hours: 51.10

9. The work performed by OMM in this category includes review and coordination regarding the large assortment of pleadings filed in these cases that do not fit in another category. In addition, this category includes OMM performed work during the Compensation Period in preparing and negotiating with the Debtors a motion and stipulation concerning the Committee's information sharing obligations under Bankruptcy Code Section 1102(b)(3), and coordination with the Garden City Group to establish a web site to be required by this motion.

C. Claims Administration and Objections (005)

Fees: \$3,922.50 Total Hours: 6.30

10. The work performed by OMM during the Compensation Period charged to this category includes analyzing the claims bar date motion filed by the Debtors and negotiating certain revisions to it. In addition, this category includes coordination with union representatives on the Committee concerning appropriate procedures for the filing of employee claims designed to minimize costs on creditors and the estates, and then negotiating such matters with the Debtors.

D. Employee Benefits / Pensions (006)

Fees: \$648.00 Total Hours: 0.80

11. This category includes work performed by OMM in analyzing the bonuses the Debtors paid to senior management personnel prior to the Petition Date.

E. Fee/Employment Applications (007)

Fees: \$24,520.50 Total Hours: 44.90

12. The work performed by OMM during the Compensation Period charged to this category includes (i) preparation of OMM's retention application, (ii) coordination with the Committee's financial advisors (Chanin) regarding its retention application, and (iii) review of retention applications filed by professionals retained by the Debtors.

F. Fee/Employment Objections (008)

Fees: \$1,188.50 Total Hours: 1.60

13. The work performed by OMM during the Compensation Period charged to this category includes review of the Debtors' first application to retain special litigation counsel to investigate the taping of a pre-petition meeting with the senior lenders and discussions with the Debtors regarding this application.

G. Financing (009)

Fees: \$24,345.50 Total Hours: 38.10

14. The work performed by OMM during the Compensation Period that was charged to this category relates mainly to the Debtors' proposed DIP loan and use of cash collateral. OMM reviewed and analyzed the Debtors' proposed DIP loan and consulted with the Debtors regarding it. In addition, OMM participated in negotiating the first through fourth interim cash collateral stipulations during the Compensation Period. This work also includes OMM's coordination with Chanin concerning the Debtors' projected cash flows and actual performance.

H. Litigation (010)

Fees: \$10,501.50 Total Hours: 13.30

15. Most of the work in this category during the Compensation Period relates to the Debtors' motion to extend the automatic stay to certain litigation pending against non-debtors. OMM analyzed the Debtors' motion and participated in a hearing regarding it.

I. Meeting of Creditors (011)

Fees: \$10,497.00 Total Hours: 12.70

16. This category includes work performed by OMM in connection with the March 2, 2004 meeting at which the Committee was formed, matters related to the organization of the Committee, preparation of status reports to members of the Committee and negotiations with the Debtors about establishing a regular means of communication with the Committee.

J. Plan and Disclosure Statement (012)

Fees: \$688.00 Total Hours: 0.80

17. This category includes work performed by OMM to analyze possible structures for a plan of reorganization.

K. Relief from Stay Proceedings (013)

Fees: \$1,199.00 Total Hours: 2.20

18. This category includes work performed by OMM related to the Debtors' motion to extend the automatic stay to certain non-debtors.

EXPENSE SUMMARY

19. During the Compensation Period, OMM incurred \$3,549.96 in expenses. Set forth in Exhibit A is a summary of the expenses by category.²

² 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 \$98,089.96. This consists of \$94,540.00 (80% of \$118,175.00) for fees and \$3,549.96 for reimbursement of actual and necessary expenses.

July 9, 2009
New York, New York

/s/ Melanie McLaughlin
Melanie McLaughlin (admitted *pro hac vice*)
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O'MELVENY & MYERS LLP
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*Co-Counsel for the Official Committee
of Unsecured Creditors*

charges. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), OMM charges all its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal OMM's actual cost. OMM is currently under contract to pay these providers a flat fee every month. For certain months the flat fee may be higher than actual usage. For certain other months the flat fee may be lower than actual usage. Charging its clients the on-line providers' standard usage rates allows OMM to cover adequately the monthly flat fees it must pay to these types of providers. 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

EXPENSES

	<u>AMOUNT</u>
LASERTRAK PRINTING	\$ 98.00
PREMIER GLOBAL SERVICE CONFERENCE CALL	9.94
ONLINE RESEARCH - WESTLAW	39.48
EXPENSES REPORT OTHER - INCLUDES OUT OF TOWN TRAVEL	177.00
DIRECT BILL FIRM - AIRFARE	3,225.54
TOTAL	\$3,549.96

SUMMARY OF TIME BILLED BY TASK

	HOURS	VALUE
003 BUSINESS OPERATIONS	19.00	\$12,585.00
004 CASE ADMINISTRATION	51.10	28,079.50
005 CLAIMS ADMINISTRATION AND OBJECTIONS	6.30	3,922.50
006 EMPLOYEE BENEFITS / PENSIONS	.80	648.00
007 FEE / EMPLOYMENT APPLICATION	44.90	24,520.50
008 FEE / EMPLOYMENT OBJECTIONS	1.60	1,188.50
009 FINANCING	38.10	24,345.50
010 LITIGATION	13.50	10,906.50
011 MEETINGS OF CREDITORS	12.70	10,902.00
012 PLAN AND DISCLOSURE STATEMENT	.80	688.00
013 RELIEF FROM STAY PROCEEDINGS	2.20	1,199.00
TOTAL	190.80	\$118,175.00

SUMMARY OF EXPENSES

004 CASE ADMINISTRATION	\$3,549.96
TOTAL	\$3,549.96
TOTAL OF FEES AND EXPENSES	\$122,534.96

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-JKF
)	
)	(Jointly Administered)
Debtor.)	
)	

CERTIFICATE OF SERVICE


It is hereby certified that a true and correct copy of the foregoing *Second Amended Request for Payment of Fees and Reimbursement of Expenses of O'Melveny & Myers LLP for the Period March 2, 2009 through March 31, 2009, Pursuant to Local Rule 2016-5* was served this 9th day of July, 2009 on the parties listed below by electronic mail and by the Court's CM/ECF transmission:

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Ronald S. Gellert

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).