

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

**In re:** : **Chapter 11**  
: :  
**PHILADELPHIA NEWSPAPERS,** : **Case No. 09-11204 (JKF)**  
**LLC, et al.,<sup>1</sup>** : :  
: **Jointly Administered**  
**Debtors.** : :  
: :  
: :

**REQUEST FOR PAYMENT OF FEES AND REIMBURSEMENT  
OF EXPENSES OF O'MELVENY & MYERS LLP FOR THE PERIOD  
JUNE 1, 2009 THROUGH JUNE 30, 2009, PURSUANT TO LOCAL RULE 2016-5**

O'Melveny & Myers LLP ("OMM"), lead counsel to the Official Committee of Unsecured Creditors (the "Committee"), in accordance with Federal Rule of Bankruptcy Procedure 2016 and Local Bankruptcy Rule 2016-5, requests an award of fees and reimbursement of expenses incurred during the period from June 1, 2009 to June 30, 2009 (the "Compensation Period").<sup>2</sup>

**PRELIMINARY STATEMENT**

OMM is lead counsel to the Committee. All services for which compensation is requested by OMM were performed for or on behalf of the Committee. The services described in this request are actual and necessary and the compensation requested is reasonable. The expenses described in this request are actual and necessary expenses.

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<sup>1</sup> 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.

<sup>2</sup> It is possible that some time entries and expenses for the period ended June 30, 2009 have not yet been entered in OMM's accounting system. OMM reserves the right to seek payment for such fees and expenses in subsequent monthly statements submitted pursuant to LBR 2016-5 and in OMM's fee applications.

**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 and paraprofessionals billing for the Compensation Period (June 1, 2009 through June 30, 2009) are set forth below:

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>VALUE</u>
BEN LOGAN	29.80	\$860.00	\$25,628.00
BEN LOGAN (NON-WORKING TRAVEL TIME) <sup>3</sup>	8.00	\$430.00	\$3,440.00
GERALD BENDER	86.70	\$810.00	\$70,227.00
GERALD BENDER (NON-WORKING TRAVEL TIME) <sup>3</sup>	4.00	\$405.00	\$1,620.00
ORLY NHAISSI	.80	\$490.00	\$392.00
JENNIFER TAYLOR	23.90	\$480.00	\$11,472.00
MELANIE MCLAUGHLIN	77.40	\$425.00	\$32,895.00
LYNN TALAB	7.70	\$310.00	\$2,387.00
MAUREEN BURKE	6.50	\$285.00	\$1,852.50
ROBERT WAJDA	5.30	\$260.00	\$1,378.00

<sup>3</sup> Includes all non-working travel time billed since OMM first rendered services to the Committee on March 2, 2009.  
 NY1:1785326.2

MADLINE PORTES	.90	\$30.00	\$27.00
DARLENE EVANS	.50	\$35.00	\$17.50
JENNIFER MAPP	1.40	\$30.00	\$42.00
WENDY LAWSON	.70	\$30.00	\$21.00
CREDIT FOR NON-WORKING TRAVEL TIME PREVIOUSLY BILLED AT FULL RATE	-1.00	\$810.00	- \$810.00
<b>TOTAL</b>	<b>252.60</b>		<b>\$150,589.00</b>

7. Work Performed By Category.

A. Business Operations (003)

Fees: \$2,034.50 Total Hours: 3.70

8. The work performed by OMM in this category includes review of the Debtors' amended statements of financial affairs and motions related to the assumption and rejection of contracts and leases.

B. Case Administration (004)

Fees: \$21,588.50 Total Hours: 39.80

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, coordination with the Debtors and Committee members regarding maintaining the confidentiality of sensitive matters, and time spent preparing for, attending and discussing various court appearances and omnibus hearings.

C. Claims Administration and Objections (005)

Fees: \$891.00 Total Hours: 1.10

10. The work performed by OMM during the Compensation Period charged to this category includes OMM's work to review and answer creditors' questions regarding claims

procedures.

**D. Employee Benefits / Pensions (006)**

Fees: \$4,162.00 Total Hours: 6.80

11. This category includes work performed by OMM in negotiating supplemental diligence requests for the Debtors and reviewing the responses provided thereto with respect to bonuses the Debtors paid to senior management prior to the Petition Date and other compensation issues.

**E. Fee/Employment Applications (007)**

Fees: \$9,440.50 Total Hours: 20.90

12. The work performed by OMM during the Compensation Period charged to this category includes (i) discussions with the U.S. Trustee regarding certain aspects of prior fee requests and revisions to them based on these discussions, (ii) coordination with the Committee's financial advisor (Chanin) regarding its fee applications, and (iii) preparation of OMM's monthly payment application for May 2009.

**F. Financing (009)**

Fees: \$8,230.50 Total Hours: 10.30

13. The work performed by OMM during the Compensation Period that was charged to this category related mainly to the Debtors' use of cash collateral, including negotiating the eighth interim cash collateral stipulation during the Compensation Period. In addition, this work also includes OMM's coordination with Chanin concerning the Debtors' projected cash flows and actual performance.

**G. Litigation (010)**

Fees: \$1,944.00 Total Hours: 2.40

14. The work performed by OMM during the Compensation Period that was

charged to this category related mainly to review of various adversary proceedings in the Debtors' cases as well as discussions with local counsel regarding the investigation of the taping incident involving the senior lenders.

**H. Meeting of Creditors (011)**

Fees: \$22,180.50 Total Hours: 34.80

15. This category includes OMM's participation in weekly telephonic meetings with the Debtors' professionals and separate weekly telephonic meetings with the members of the Committee. Both sets of meetings dealt with assorted current issues and upcoming events.

**I. Plan and Disclosure Statement (012)**

Fees: \$60,987.00 Total Hours: 90.80

16. The work performed by OMM during the Compensation Period that was charged to this category related mainly to the analysis of possible issues affecting a plan of reorganization and discussions with representatives for the Debtors and the senior lenders regarding possible plan structures and terms. In addition, this category includes OMM's work in assessing the Debtor's motion to extend their exclusive period to file a plan, preparation of the Committee's limited objection to that motion, participation in the June 16, 2009 hearing on this exclusivity motion and negotiation of the terms of the order on exclusivity.

**J. Relief from Stay Proceedings (013)**

Fees: \$810.00 Total Hours: 1.00

17. The work performed by OMM during the Compensation Period that was charged to this category related mainly to the discussion of various relief from stay proceedings and review of the related pleadings.

**K. Review of Secured Debt (022)**

Fees: \$14,070.50 Total Hours: 30.00

18. The work performed by OMM during the Compensation Period that was charged to this category related mainly to the review and analysis of the Debtors' senior loan documents, analysis of lien searches relating thereto and the drafting of a memorandum summarizing the results.

**L. Non-Working Travel (023)**

Fees: \$10,120.00 Total Hours: 12.00

19. The time billed by OMM during the Compensation Period that was charged to this category related to travel time that was not otherwise billed to any other matter.

**EXPENSE SUMMARY**

20. During the Compensation Period, OMM incurred \$4,141.82 in expenses. Set forth in Exhibit A is a summary of the expenses by category.<sup>4</sup>

**CREDIT FOR BILLED NON-WORKING TRAVEL TIME**

21. On June 5, 2009, the U.S. Trustee requested that all professionals involved in these cases comply with the majority position in this jurisdiction by billing any non-working travel time at 50% normal billing rates. Upon such request, OMM reviewed all time previously billed and determined that only one hour (billed in the month of March) had been incorrectly billed at the full rate. On July 9, 2009, OMM filed its 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 (the "Second Amended March Fee Application"). In order to comply

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<sup>4</sup> 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 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

with the request of the U.S. Trustee, OMM deleted the non-working travel time in its entirety and has included all non-working travel time billed to-date in this application. Because OMM's fees for March had already been paid at the time of filing of the Second Amended March Fee Application, the deleted time has been credited against the amount sought in this application.

\* \* \* \*

By this application, OMM seeks payment of their compensation totaling \$124,613.02. This consists of \$120,471.20 (80% of \$150,589.00) for fees and \$4,141.82 for reimbursement of actual and necessary expenses.

July 27, 2009  
New York, New York

/s/ Melanie A. McLaughlin

Gerald C. Bender (*admitted pro hac vice*)  
Melanie A. McLaughlin (*admitted pro hac vice*)  
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and

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*Co-Counsel for the Official Committee  
of Unsecured Creditors*

**EXHIBIT A**

**EXPENSES**

	<b><u>AMOUNT</u></b>
COPYING	\$6.90
LASERTRACK PRINTING	\$56.40
ONLINE RESEARCH - LEXIS-NEXIS	\$172.90
ONLINE RESEARCH - WESTLAW	\$594.16
DELIVER SERVICES/MESSENGERS	\$13.05
LOCAL TRAVEL (TAXI)	\$39.05
OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM)	\$276.00
MEALS (OVERTIME)	\$28.24
OTHER PROFESSIONALS (LIEN SEARCHES)	\$2,955.12
<b>TOTAL</b>	<b>\$4,141.82</b>

**SUMMARY OF TIME BILLED BY TASK**

	<b>HOURS</b>	<b>VALUE</b>
003 BUSINESS OPERATIONS	3.70	\$2,034.50
004 CASE ADMINISTRATION	39.80	\$21,588.50
005 CLAIMS ADMINISTRATION AND OBJECTIONS	1.10	\$891.00
006 EMPLOYEE BENEFITS / PENSIONS	6.80	\$4,162.00
007 FEE / EMPLOYMENT APPLICATION	20.90	\$9,440.50
009 FINANCING	10.30	\$8,230.50
010 LITIGATION	2.40	\$1,944.00
011 MEETINGS OF CREDITORS	34.80	\$22,180.50
012 PLAN AND DISCLOSURE STATEMENT	90.80	\$60,987.00
013 RELIEF FROM STAY PROCEEDINGS	1.00	\$810.00
022 REVIEW OF SECURED DEBT	30.00	\$14,070.50
023 NON-WORKING TRAVEL TIME	12.00	\$5,060.00
CREDIT FOR PREVIOUSLY BILLED NON-WORKING TRAVEL TIME	1	- \$810.00
<b>TOTAL</b>	<b>252.60</b>	<b>\$150,589.00</b>

**SUMMARY OF EXPENSES**

004 CASE ADMINISTRATION	\$4,141.82
<b>TOTAL OF FEES AND EXPENSES</b>	<b>\$4,141.82</b>

**CERTIFICATE OF SERVICE**

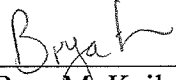
It is hereby certified that a true and correct copy of the foregoing NOTICE OF REQUEST FOR PAYMENT OF FEES AND REIMBURSEMENT OF O'MELVENY & MYERS LLP FOR THE PERIOD JUNE 1, 2009 THROUGH JUNE 30, 2009, PURSUANT TO LOCAL RULE 2016-5 was served this 27th day of July, 2009 on the parties listed below by electronic mail and by the Court's CM/ECF transmission:

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Brya M. Keilson