



O'MELVENY & MYERS LLP

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NEWPORT BEACH
SAN FRANCISCO
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TOKYO
WASHINGTON, D.C.

March 30, 2007

OUR FILE NUMBER
372,448-002

WRITER'S DIRECT DIAL
(212) 326-4486

BY HAND DELIVERY

The Honorable Robert E. Gerber
United States Bankruptcy Court
One Bowling Green
New York, New York 10004

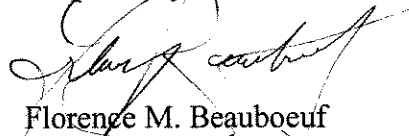
WRITER'S E-MAIL ADDRESS
fbeauboeuf@omm.com

Re: *In re Adelpia Communications Corporation, et al.,*
No. 02-41729 (REG)

Dear Judge Gerber:

Enclosed is a courtesy copy of the Final Fee Application of O'Melveny & Myers LLP as Special Litigation Counsel For Certain Adelpia Employees For Allowance of Compensation For Services Rendered And Reimbursement Of Expenses, dated March 30, 2007. We are filing the original with Clerk of the Court. Copies have been served upon counsel for the Debtors, counsel for the Committees, the United States Trustee and the other parties designated by the Court.

Respectfully submitted,



Florence M. Beauboeuf
for O'MELVENY & MYERS LLP

Enclosure

cc: The Service Parties



O'MELVENY & MYERS LLP

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BY U.S. MAIL

TO ALL COUNSEL

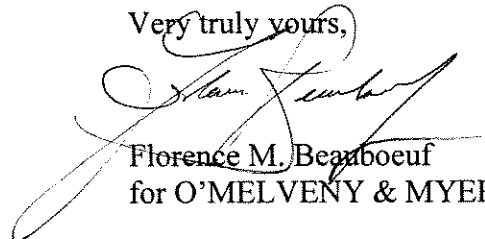
Please see attached Certificate of Service

Re: In re Adelfia Communications Corporation, et al., Case No. 02-41729 (REG)

Dear Counsel:

Enclosed is a service copy of the Final Fee Application of O'Melveny & Myers LLP as Special Litigation Counsel For Certain Adelfia Employees For Allowance of Compensation For Services Rendered and Reimbursement of Expenses, dated March 30, 2007.

Very truly yours,



Florence M. Beauboeuf
for O'MELVENY & MYERS LLP

Enclosure

OUR FILE NUMBER
372,448-002

WRITER'S DIRECT DIAL
(212) 326-4486

WRITER'S E-MAIL ADDRESS
fbauboeuf@omm.com

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Adelphia Communications Corporation, et, al., ,
Debtors.

Chapter 11 Case

Case No. 02-41729 (REG)

CERTIFICATE OF SERVICE

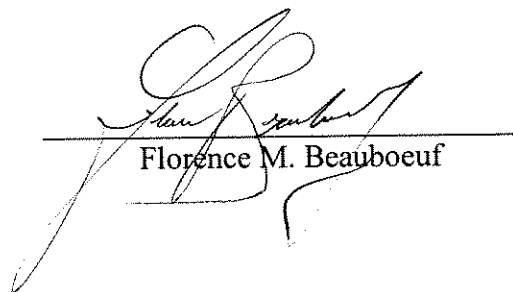
(Jointly Administered)

I, Florence M. Beauboeuf, hereby certify I caused the annexed Final Fee Application Of O'Melveny & Myers LLP as Special Litigation Counsel For Certain Adelphia Employees For Allowance of Compensation For Services Rendered and Reimbursement of Expenses, dated March 30, 2007, to be served by U.S. Mail on March 30, 2007, on the following counsel and parties as designated by the Court:

Mr. Jeff Lawton Adelphia Communications Corporation 5619 DTC Parkway Greenwood Village, CO 80111	Mr. Terry Donovan Adelphia Communications Corporation 1 North Main Street Coudersport, PA 16915-1141
Sue P. Murphy, Esq. Kelly L. Turner, Esq. Haynes and Boone, LLP Counsel for Bank America, Admin. Agent 901 Main Street 31st Floor Dallas, TX 75202	Richard Stern, Esq. Trevor Hoffman, Esq. Luskin, Stern & Eisler, LLP Counsel for Bank of Nova Scotia, Admin. Agent 330 Madison Avenue 34th Floor New York, NY 10017
J. Robert Stoll, Esq. Kenneth E. Noble, Esq. Mayer, Brown, Rowe & Maw Counsel for Wachovia, Admin. Agent Counsel for Bank of Montreal, Admin. Agent Counsel for Bank of Nova Scotia, Admin. Agent 1675 Broadway New York, NY 10019	Gregory A. Bray, Esq. Milbank, Tweed, Hadley & McCloy, L.P. Counsel for Wachovia, Admin. Agent 601 South Figueroa Street 30th Floor Los Angeles, CA 90017

<p>Richard J. Wight, Esq. Milbank, Tweed, Hadley & McCloy, L.P. Counsel for JP Morgan Chase Bank, Admin. Agent Counsel for Citibank N.A., Admin. Agent 1 Chase Manhattan Plaza New York, NY 10005-1413</p>	<p>Peter Panteleo, Esq. Simpson Thacher & Bartlett Counsel for Citibank N.A., Admin. Agent 425 Lexington Avenue 24th Floor New York, NY 10017</p>
<p>Marshall Huebner, Esq. Davis Polk & Wardell 450 Lexington Avenue New York, NY 10017</p>	<p>David Friedman, Esq. Kasowitz Benson Torres & Friedman LLP 1633 Broadway New York, NY 10019</p>
<p>Peter D. Morgenstern, Esq. Bragar Wexler Eigel & Morgenstern, L.L.P. 885 Third Avenue, Suite 3040 New York, NY 10022</p>	<p>Mr. Edward T. Dartley W.R. Huff Asset Management Co., L.L.C. 67 Park Place 1776 On The Green Morristown, NJ 07960</p>
<p>Mr. Andrew R. Martin Highbridge Capital Corp. 9 West 57th Street, 27th Floor New York, NY 10019</p>	<p>Marc Abrams, Esq. Willkie, Farr & Gallagher 787 Seventh Avenue New York, NY 10019</p>
<p>Tracey Hope Davis, Esq. Office of the United States Trustee 33 Whitehall Street 21st Floor New York, NY 10004</p>	

Dated: March 30, 2007
New York, New York



Florence M. Beauboeuf

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Adelphia Communications Corp., et al.,

Debtors.

Hearing Date:
Hearing Time:

Chapter 11 Cases

Case No. 02-41729 (REG)

**FINAL FEE APPLICATION OF O'MELVENY & MYERS LLP AS
SPECIAL LITIGATION COUNSEL FOR CERTAIN ADELPHIA EMPLOYEES
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

O'Melveny & Myers LLP ("O'Melveny & Myers"), special litigation counsel for certain Adelphia Employees, in support of its final fee application (the "Final Application") for allowance of compensation for professional services rendered and reimbursement of expenses incurred from June 25, 2002 through February 13, 2007 (the "Compensation Period") respectfully represents:

PRELIMINARY STATEMENT

1. By this Final Application and pursuant to sections 330 and 331 of the Bankruptcy Code, O'Melveny & Myers requests that this Court authorize: (a) final allowance of compensation for 838.45 total hours expended of professional services O'Melveny & Myers rendered to certain current and former Adelphia Employees (the "Cooperating Employees") during the Compensation Period in the amount of \$334,569.72¹; and (b) the reimbursement of

¹

This amount is adjusted to reflect O'Melveny's voluntary reductions in the amount of \$13,821.20 following discussions with the Fee Committee. O'Melveny has received \$282,640.55 of this amount. The totals in this Final Application

actual, reasonable and necessary expenses O'Melveny & Myers incurred in connection with the rendition of such professional services in the amount of \$12,519.12, for a total award of \$347,088.84.

2. O'Melveny & Myers's request for compensation reflects the time, skill and effort necessary to assist and advise certain Adelphia Employees in fulfilling their roles as cooperating witnesses in ongoing governmental investigations of the above-captioned debtors and debtors in possession ("Debtors").

3. This Court has jurisdiction over this Final Application pursuant to 28 U.S.C. §§ 157 and 1334 and the "Standing Order of Referral of Cases to Bankruptcy Judges," dated July 10, 1984, of District Judge Robert T. Ward. Venue of this case and this Final Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

GENERAL BACKGROUND

4. On June 25, 2002, the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the Bankruptcy Code. The Debtors continue to possess their property and manage their business as debtors in possession pursuant to section 1107 and 1108 of the Bankruptcy Code. The Court has consolidated the Debtors' Chapter 11 cases for procedural purposes only and is jointly administering them under its June 26, 2002, order.

include the fees and expenses requested in O'Melveny's Tenth, Eleventh and Twelfth Interim Applications, all of which we are also filing today.

5. On July 11, 2002, the Office of the United States Trustee appointed an Official Committee of Unsecured Creditors in these cases. On July 31, 2002, the U.S. Trustee appointed an Official Committee of Equity Security Holders (collectively, the “Committees”).

RETENTION OF O’MELVENY & MYERS AND BILLING HISTORY

6. Throughout the Compensation Period, O’Melveny & Myers has provided necessary, and beneficial services to five of the Debtors’ former employees (the “Cooperating Employees”) regarding investigations that the U.S. Securities and Exchange Commission and the United States Attorney’s Office for the Southern District of New York, among other law enforcement offices, conducted. These Cooperating Employees have each been interviewed by the SEC’s Northeast Regional Office and the U.S. Attorney’s Office in New York, and other law enforcement offices, and one former employee testified for many days during the trials in *United States v. Rigas*, 258 F. Supp. 2d 299 (S.D.N.Y. 2003), and *SEC v. Adelphia Commc’n Corp. et al.*, No. 02 Civ. 5776 (PKC) (S.D.N.Y. 2002).

7. On August 9, 2002, this Court entered the Interim Compensation Order (the “Compensation Order”) establishing procedures for interim compensation and reimbursement of expenses. Under the terms of that Compensation Order, professionals of the Debtors were authorized to submit monthly interim applications for payment of reasonable professional fees and actual and necessary expenses incurred during the application period.

8. Over the course of this matter, O’Melveny & Myers submitted Interim Fee Applications. In accordance with the Final Compensation Procedures of the Fee Committee of Adelphia Communications, *et al.* (the “Final Compensation Procedures”), O’Melveny & Myers is attaching as Exhibit A to this application a chart depicting amounts by which O’Melveny & Myers voluntarily reduced the fees and expenses it had sought in Interim Fee Applications following discussions with the Fee Committee.

9. O'Melveny & Myers is seeking final approval and payment, to the extent not already paid, of compensation equal to \$347,088.84 in fees for professional services O'Melveny & Myers rendered as special litigation counsel for the Cooperating Employees during the Compensation Period. This amount is derived solely from the applicable hourly billing rates of the firm's personnel who rendered such services to the Cooperating Employees. And it reflects O'Melveny's voluntary reductions following discussions with the Fee Committee. Attached as Exhibit B to this application is a list of Interim Applications filed by O'Melveny & Myers, the fees and expenses sought therein, and the total fees and expenses that O'Melveny & Myers seeks, adjusted to reflect O'Melveny's voluntary reductions following discussions with the Fee Committee.

10. O'Melveny & Myers also requests final approval and reimbursement, to the extent not already paid, of \$12,519.12 for actual and necessary expenses incurred during the Compensation Period. This amount includes expenses incurred for duplicating, computer research, postage and overnight courier, binding, scanning, travel, and facsimiles.

11. The professional services that O'Melveny rendered to and for the benefit of the Cooperating Employees during the Compensation Period included generally:

- a. Advising and counseling the Cooperating Employees regarding their interviews with the SEC, U.S. Attorney's office, and other law enforcement agencies;
- b. Advising and counseling the Cooperating Employees regarding their assistance in the investigation by the Debtors' Special Committee of the Debtors' accounting practices and other matters;
- c. Preparing the Cooperating Employees to testify as witnesses to one or more of the government's proceedings;
- d. Coordinating with other professionals the Debtor has retained; and
- e. Advising and counseling Cooperating Employees regarding their testimony in bankruptcy and litigation matters relating to Debtors' accounting practices and other matters.

12. The above summaries of the services O'Melveny & Myers performed for and on behalf of the Debtor are generalized for purposes of brevity. The specific services O'Melveny & Myers performed and expenses incurred in connection with the above matters are detailed and itemized in the billing statements annexed to Interim Fee Applications filed by O'Melveny. The time entries contained therein provide an exhaustive and detailed daily record of the time spent and the issues handled by O'Melveny attorneys.

13. O'Melveny's services during the Compensation Period were rendered in accordance with the scope of O'Melveny's employment as prescribed by the Retention Order.

14. O'Melveny's services have substantially benefited the Cooperating Employees by safeguarding their constitutional rights, while fulfilling their roles as cooperating witnesses in ongoing government investigations of the Debtors.

15. O'Melveny & Myers performed 838.45 total hours of professional services in connection with the above matters. Pursuant to the Final Compensation Procedures of the Fee Committee of Adelphia Communications, *et al.* (the "Final Compensation Procedures"), O'Melveny is attaching as Exhibit C to this application a list of the attorneys and paraprofessionals who have worked on this matter, the aggregate time spent by each individual during the Compensation Period, and his or her hourly billing rate during the Compensation Period.

FEES AND EXPENSES SOUGHT ARE REASONABLE

16. Under the Compensation Order, O'Melveny & Myers, along with other defense counsel for certain Adelphia Employees, "shall be compensated in accordance with the standards set forth in Bankruptcy Codes sections 330 and 331." Section 330 of the Bankruptcy Code provides, in pertinent part, that the court may award to a professional person:

Reasonable compensation for actual, necessary services rendered by the . . . professional person, or attorney

11 U.S.C. § 330(a)(1).

17. O'Melveny & Myers respectfully submits that its request for final allowance of compensation is reasonable. The services rendered and expenses incurred for the Compensation Period for which O'Melveny seeks compensation and reimbursement satisfy the requisite standards of reasonableness, including, *inter alia*, the following: the time and labor required; the novelty and difficulty of the questions and matters resolved; the skill required to perform the services properly; the experience, reputation and ability of the attorneys performing the services; the necessity and benefit of the services rendered; the fees charged and fees awarded in similar cases and the time involved.

18. The professional services that O'Melveny rendered required a high degree of professional competence and expertise, and were performed efficiently, effectively, economically, and in a timely manner. In rendering services to and on behalf of the Cooperating Employees, O'Melveny has taken every care to provide the legal services as efficiently as possible and to avoid duplication of services.

19. The compensation requested by O'Melveny is based, on information and belief, on the customary compensation charged by comparably skilled practitioners in cases other than bankruptcy-related cases.

20. O'Melveny rendered all services for which compensation is sought to the Cooperating Employees solely in connection with the matters listed in this Final Application, on behalf of and in furtherance of the duties and functions of the Cooperating Employees, and not on behalf of any creditor or other person.

21. In connection with the reimbursement of actual, reasonable and necessary expenses, it is O'Melveny's policy to charge its clients in all areas of practice for

expenses, other than fixed and routine overhead expenses, incurred in connection with representing such clients. The expenses charged to O'Melveny's non-bankruptcy clients generally include, among other things, telephone toll charges, telecopier and related line charges, mail and express mail charges, special and hand delivery charges, photocopying charges, local transportation expenses, expenses for working meals, as well as non-ordinary overhead expenses particularly attributable to an individual client or case, such as secretarial and other overtime. Such items are not included in O'Melveny's overhead for the purpose of setting billing rates. O'Melveny charged the Cooperating Employees for these expenses consistent with the expenses O'Melveny charges its other clients.

22. In providing or obtaining from third parties services that are reimbursable by clients, O'Melveny does not include in such reimbursable amount any costs of investment, equipment or capital outlay.

PROCEDURE

23. O'Melveny & Myers has provided notice of this Final Application to: (i) the Office of the United States Trustee; (ii) the Debtors; (iii) counsel to the Debtors; (iv) counsel to the Administrative Agents for the pre-petition lenders; (v) counsel to the Administrative Agents for the post-petition lenders; and (vi) counsel to the Committees. O'Melveny & Myers submits that given the nature of the relief requested herein, no other or further notice is required.

24. The Interim Fee Applications and this Final Fee Application filed by O'Melveny & Myers comply with the guidelines for retained professionals provided in the Fee Committee Memorandum. O'Melveny & Myers has also reviewed the requirements of Final Compensation Procedures of the Fee Committee of Adelphia Communications Corporation, *et al.* and this Final Application complies with those rules. To the degree that this Final

Application does not comply in all respects with those procedures, O'Melveny & Myers believes such deviations are not material and respectfully requests that any such requirements be waived.

25. O'Melveny reserves the right to supplement this Application prior to the hearing on the Application.

CONCLUSION

WHEREFORE, O'Melveny & Myers respectfully requests that this Court enter an order granting O'Melveny & Myers:

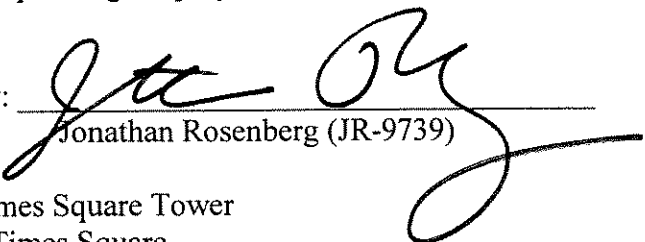
(a) final compensation from the Debtors for services rendered from June 25, 2002 through February 13, 2007, in the amount of \$334,569.72;

(b) reimbursement of actual, necessary expenses incurred in connection with the rendition of such services, in the amount of \$12,519.12, for a total award of \$347,088.84, which is equal to 100 percent of the aforesaid compensation for services rendered and amount of such expenses; and

(c) such other relief as may be appropriate.

Dated: March 30, 2007

O'Melveny & Myers LLP
Special Litigation Counsel for Certain Adelpia
Cooperating Employees

By: 
Jonathan Rosenberg (JR-9739)

Times Square Tower
7 Times Square
New York, New York 10036
(212) 326-2000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x	Hearing Date:
In re	: Hearing Time:
	: Chapter 11 Cases
Adelphia Communications Corp., <u>et al.</u> ,	: Case No. 02-41729 (REG)
	: Debtors.
	: Debtors.
	: Debtors.
----- x	

**CERTIFICATION PURSUANT TO GUIDELINES FOR
FEES AND DISBURSEMENTS FOR PROFESSIONALS**

**TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:**

I, Jonathan Rosenberg, hereby certify as follows:

1. I am a member of the firm of O'Melveny & Myers LLP ("O'Melveny & Myers"), which maintains offices for the practice of law at Times Square Tower, 7 Times Square, New York, New York 10036, among other locations throughout the country. I am an attorney-at-law, duly admitted and in good standing to practice in the State of New York and the United States District Court for the Southern District of New York. Prior to September 1, 2002, I was a member of O'Sullivan LLP ("O'Sullivan"), which merged with O'Melveny & Myers on September 1, 2002.
2. O'Melveny & Myers, and O'Sullivan before the September 1, 2002, merger with O'Melveny & Myers, has represented five of the Debtors' former employees ("the Cooperating Employees") since May 21, 2002, regarding various investigations and prosecutions related to the Debtors conducted by the U.S. Securities and Exchange Commission ("SEC") and the United States Attorney's Office for the Southern District of New York, among other agencies. These Cooperating Employees have each been interviewed by the SEC and U.S.

Attorney's Office, among other agencies, and one former employee testified for many days as a trial witness in *United States v. Rigas*, 258 F. Supp. 2d 299 (S.D.N.Y. 2003) and *SEC v. Adelphia Commc'n Corp. et al.*, No. 02 Civ. 5776 (PKC) (S.D.N.Y. 2002).

3. I am the professional with responsibility in this case for compliance with this Court's Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective July 1, 1991 and amended as of April 19, 1995 (the "Guidelines").

4. This affidavit is submitted under Rule 2016 of the Federal Rules of Bankruptcy Procedure in support of and in connection with O'Melveny & Myers' final application for: (a) a final compensation allowance for legal services rendered to the Cooperating Employees from June 25, 2002 through February 13, 2007 (the "Compensation Period"); and (b) the reimbursement of expenses incurred in connection therewith.

5. No agreement or understanding exists between O'Melveny & Myers and any person to divide compensation or reimbursement received or to be received herein or related to these cases.

6. During the Compensation Period, O'Melveny & Myers rendered services in the amount of \$334,569.72 and incurred necessary expenses in the amount of \$12,519.12.

Executed this 30th day of March 2007.

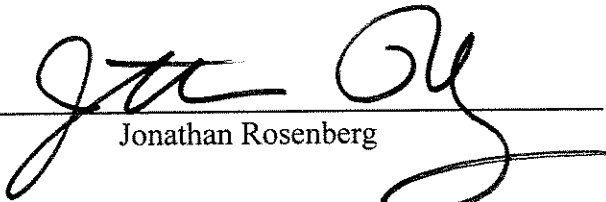

Jonathan Rosenberg

Exhibit A

**REDUCTIONS TO FEES AND EXPENSES FOR THE PERIOD
JUNE 25, 2002 THROUGH FEBRUARY 13, 2007**

Name of Applicant:	O'Melveny & Myers LLP
Authorized to Provide Professional Services to:	Cooperating Employees
Date of Retention:	Order entered October 7, 2002 <i>nunc pro tunc</i>
Period for which compensation and reimbursement is sought:	June, 25 2002 through February 13, 2007
Amount of Compensation sought as actual, reasonable, and necessary (net of voluntary reductions):	\$334,569.72
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$12,519.12
Amount of Compensation O'Melveny has received for services rendered and expenses incurred:	\$282,640.55
Amount by which Final Applicant's fees were reduced voluntarily prior to submission to or review by the Fee Committee:	\$30,202
Amount by which Final Applicant's fees were reduced at the Fee Committee's recommendation following discussions with O'Melveny & Myers:	\$13,821.20
Amount by which Final Applicant's expenses were reduced voluntarily prior to submission to or review by the Fee Committee:	\$1,105
Amount by which Final Applicant's expenses were reduced at the Fee Committee's recommendation following discussions with O'Melveny & Myers:	\$0

Exhibit B

**INTERIM APPLICATIONS SUBMITTED BY O'MELVENY & MYERS
FOR THE PERIOD JUNE 25, 2002 THROUGH FEBRUARY 13, 2007**

	Date Filed	Period Covered	Requested Fees	Requested Expenses	Grand Total
1 st Interim	1/17/2003	6/25/2002–9/30/2002	\$84,356.10	\$2,059.10	
2 nd Interim	4/21/2003	10/1/2002–2/28/2002	\$10,777.00	\$830.33	
3 rd Interim	9/18/2003	3/1/2003–6/30/2003	\$17,653.32	\$698.01	
4 th Interim	2/13/2004	7/1/2003–10/31/2003	\$6865.00	\$704.93	
5 th Interim	7/15/2004	11/1/2003–2/28/2004	\$61,308.00	\$938.31	
6 th Interim	12/8/2004	3/1/2004–6/30/2004	\$49,676.00	\$286.26	
7 th Interim	5/5/2005	7/1/2004–10/31/2004	\$11,286.00	\$1,004.21	
9 th Interim	2/22/2006	3/1/2005–8/31/2005	\$9727.00	\$374.29	
10 th Interim	3/30/2007	9/1/2005–2/28/2005	\$6479.50	\$19.47	
11 th Interim	3/30/2007	3/1/2006–8/31/2006	\$89,275.00	\$2181.71	
12 th Interim	3/30/2007	9/1/2006–2/13/2007	\$988.00	\$3422.50	
<u>Subtotal</u>			\$348,390.92	\$12,519.12	
Reductions following Fee Committee discussions			(\$13,821.20)		
Adjusted fees & expenses			\$334,569.72	\$12,519.12	
<u>Total fees & expenses</u>					\$347,088.84

Exhibit C

**SUMMARY OF PROFESSIONAL TIME
FOR THE PERIOD JUNE 25, 2002 THROUGH FEBRUARY 17, 2007**

Name of Attorney	Year	Rate	Hours
PARTNERS			
Jonathan Rosenberg	2002	\$550	66.90
	2003	\$600	25.10
	2004	\$650	7.10
	2005	\$730	1.30
	2006	\$800	6.90
Martin Checov	2002	\$540	6.00
Andrew Geist	2004	\$560	0.10
ASSOCIATES			
Jill Fieldstein	2002	\$350	155.35
	2003	\$410	87.30
	2004	\$450	224.60
Florence Beauboeuf	2005	\$480	31.50
	2006	\$520	162.90
SUMMER ASSOCIATE			
Martin Crisp 3.03	2002	\$185	8.50
LEGAL ASSISTANTS			
Mary Ann Bonner	2002	\$150	15.30
Gregory J. Millan	2003	\$60	1.00
MANAGING CLERK			
Samuel Lax	2002	\$125	0.80
	2003	\$125	1.40
Keith Whitman	2005	\$275	0.50
Anthony Sierra	2006	\$35	1.00
PRACTICE SUPPORT			
Jennifer Mui	2002	\$150	0.20
RECORDS CLERK			
Timothy Barry	2003	\$60	1.00