

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re  LOS ANGELES DODGERS LLC, <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11  Case No. 11-12010 (KG)  Jointly Administered  <b>Objection Deadline: April 9, 2012 at 4:00 p.m. (ET)</b> <b>Hearing Date: Only if objections are filed</b>
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**THIRD MONTHLY APPLICATION OF COVINGTON & BURLING LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS SPECIAL COUNSEL TO THE DEBTORS FOR THE PERIOD FROM  
FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012**

**Name of Applicant:** Covington & Burling LLP

**Authorized to Provide Professional Services to:** Debtors and Debtors in Possession

**Date of Retention:** January 11, 2012, *nunc pro tunc* to July 20, 2011

**Period for which compensation and reimbursement are sought:** February 1, 2012, through February 29, 2012

**Amount of Compensation sought as actual, reasonable, and necessary:** \$7,815.00 (80% to be paid presently)

**Amount of Expense Reimbursement sought as actual, reasonable, and necessary:** \$6.45 (100% to be paid presently)

This is a(n):  monthly     interim     final application.

The total time expended for fee application preparation is approximately 10.2 hours and the corresponding compensation requested is approximately \$4,662.00.

<sup>1</sup> The Debtors, together with the last four digits of each Debtor's federal tax identification number are: Los Angeles Dodgers LLC (3133); Los Angeles Dodgers Holding Company LLC (4851); LA Holdco LLC (2567); LA Real Estate Holding Company LLC (4850); and LA Real Estate LLC (3029).

Previous Applications:

Date Filed/ Docket No.	Period Covered	Requested		Approved		
		Fees	Expenses	Fees	Expenses	Status
2/9/2012 (D.I. 1279)	6/20/2011 – 12/31/2011	\$196,633.50	\$6,253.56	pending	pending	CNO filed 3/6/12 (D.I. 1475)
3/6/2012 (D.I. 1483)	1/1/2012 – 1/31/2012	\$25,020.00	\$2.72	pending	pending	Objections due 3/26/12

**COMPENSATION BY INDIVIDUAL**

<b>Name of Professional</b>	<b>Position &amp; Area of Expertise</b>	<b>Years in Position &amp; Year Admitted to Bar</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Michael Baxter	Partner Bankruptcy	21 years (1985)	\$855.00	0.30	\$256.50
Douglas G. Gibson	Partner Corporate	13 years (1990)	\$855.00	2.30	\$1,966.50
Scott Roades	Associate Corporate	5 years (1999)	\$565.00	2.10	\$1,186.50
Joshua D. McKarcher	Associate Bankruptcy	3.5 years (2008)	\$445.00	9.90	\$4,405.50
<b>Grand Totals</b>				<b>14.60</b>	<b>\$7,815.00</b>
<b>Blended Rate</b>			<b>\$535.27</b>		

**COMPENSATION BY PROJECT CATEGORY**

<b>Code</b>	<b>Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B	Retention and Fee Applications	10.2	\$4,662.00
T	Transaction Advice	4.4	\$3,153.00

**EXPENSE SUMMARY**

<b>Category</b>	<b>Total Expenses</b>
Scanning	\$3.15
Duplicating	\$3.30

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EXPENSES AS SPECIAL COUNSEL TO THE DEBTORS FOR THE PERIOD FROM  
FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012**

Covington & Burling LLP (“**Covington**”), special counsel to the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), submits this third monthly application (“**Application**”) for allowance of compensation and reimbursement of expenses from February 1, 2012, through February 29, 2012 (“**Compensation Period**”). By this Application, Covington requests that the Court authorize payment to Covington of (i) \$6,252.00 (80% of \$7,815.00) for professional services Covington rendered during the Compensation Period, and (ii) \$6.45 for reimbursement of actual and necessary expenses and other charges incurred by Covington in connection with the rendition of such professional services.<sup>2</sup>

This Application is made pursuant to sections 330 and 331 of title 11 of the United States Code (“**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local

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<sup>1</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number are: Los Angeles Dodgers LLC (3133); Los Angeles Dodgers Holding Company LLC (4851); LA Holdco LLC (2567); LA Real Estate Holding Company LLC (4850); and LA Real Estate LLC (3029).

<sup>2</sup> Covington reserves the right to seek at a later date reimbursement for expenses and other charges incurred during the Compensation Period that may not have posted to Covington’s billing system as of February 29, 2012, or that may have been inadvertently excluded from a preceding monthly fee application.

Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (“**Local Rules**”), and the *Amended Order Pursuant to 11 U.S.C. §§ 105(a) and 331, Bankruptcy Rule 2016 and Local-Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated August 19, 2011, ECF No. 385 (“**Compensation Order**,” and, collectively with the Local Rules, the “**Guidelines**”).

### **Background**

1. On June 26, 2011, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. On January 11, 2012, the Court entered an order approving Covington’s retention by the Debtors as special counsel *nunc pro tunc* to July 20, 2011. *See* ECF No. 1165.

### **Summary of Services Rendered**

3. Covington has represented and advised debtor Los Angeles Dodgers LLC (“**LAD**”) in connection with a potential transaction involving LAD’s rights to broadcast future Los Angeles Dodgers games on cable television throughout the Dodgers’ geographical territory, either pursuant to a traditional licensing deal or through the creation of a regional sports network.
4. During the Compensation Period, Covington, among other things, (i) advised the Debtors regarding a franchise and media rights sale, (ii) reviewed and revised several transaction-related documents, and (iii) prepared Covington’s first monthly fee application, and began preparing Covington’s second monthly fee application.
5. Attached as **Exhibit A** is a copy of the daily time records for the Compensation Period, broken down by task code and listing the name of the attorney or paraprofessional, the date on which the services were performed, and the amount of time spent in performing the

services. Included is a table showing each timekeeper's name, position, hourly billing rate, the aggregate time expended by each timekeeper during the Compensation Period, and the amount of Covington's fees attributable to each timekeeper.

#### **Covington's Fees and Expenses**

6. The services that Covington rendered to the Debtors during the Compensation Period required 14.6 hours of the time of attorneys and paraprofessionals. The total compensation requested is \$6,252.00 (80% of \$7,815.00).

7. During the Compensation Period, Covington incurred actual and necessary expenses and other charges totaling \$6.45. A detailed listing of the expenses incurred for the Compensation Period is attached as **Exhibit B**.

#### **Basis for Relief**

8. Section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that a court may award to a professional person, including a debtor's attorney, "reasonable compensation for actual, necessary services rendered by the . . . professional person, or attorney and by any paraprofessional person employed by any such person," together with "reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). The Congressional intent and policy expressed in Bankruptcy Code § 330 is to provide for adequate compensation to attract qualified and competent practitioners to bankruptcy cases.

9. The services for which Covington seeks compensation were necessary and beneficial to the estate, were not unnecessarily duplicative, and were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the issues. *See* § 330(a)(3)–(4). Covington submits that this request for interim allowance of compensation is reasonable. The services rendered, as highlighted above, were necessary to

assist the Debtors' estate in pursuing a lucrative media rights transaction to maximize the assets of the estates. Covington performed its services during the Compensation Period diligently and efficiently.

10. As required by Local Rule 2016-2(f), the undersigned professional has reviewed the requirements of Local Rule 2016-2, and this Application complies with Local Rule 2016-2.

**Conclusion**

For the reasons set forth above, Covington requests that this Court authorize payment to Covington of \$6,252.00 (80% of \$7,815.00) as compensation for necessary professional services rendered, and \$6.45 for reimbursement of actual and necessary costs and expenses, for a total payment of \$6,258.45.

March 19, 2012

Respectfully submitted,

**COVINGTON & BURLING LLP**

By: 

Douglas G. Gibson, Esq.

Joshua D. McKarcher, Esq.

1201 Pennsylvania Avenue, NW

Washington, DC 20004-2401

Telephone: (202) 662-5223

Facsimile: (202) 778-5223

*Special Counsel for Debtors  
and Debtors in Possession*

**Verification**

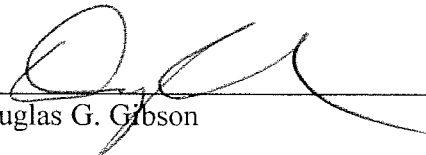
CITY of Washington            )  
  ): ss.  
DISTRICT of Columbia        )

Douglas G. Gibson, being duly sworn, upon his oath, deposes and says:

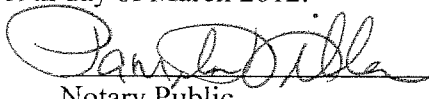
1. I am a partner with the applicant firm, Covington & Burling LLP (“Covington”), and have been admitted to the Bar of the District of Columbia since 1991.

2. I have personally performed many of the legal services rendered by Covington as special counsel to the Debtors, and am familiar with the work performed on behalf of the Debtors by other Covington lawyers for whom compensation is sought.

3. I have reviewed the Application filed contemporaneously herewith. The facts set forth therein are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Douglas G. Gibson

Sworn to and subscribed before me this 19th day of March 2012.

  
\_\_\_\_\_  
Notary Public

PAMELA MILLER, Notary  
My Commission Expires: Washington, D.C.  
My Commission Expires: 2/28/2014



**Exhibit A**

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Timekeeper</u>
02/07/12	B	Prepare first interim fee application (2.5); e-mail to Debtor's lead and local counsel regarding form of application (.3).	2.80	Joshua D. McKarcher
02/08/12	B	Prepare first monthly fee application for July 20 to Dec. 31, 2011 (5.0); e-mail to M. Baxter and D. Gibson for review and edits, and enter same (.2); e-mail draft for review to Debtors' counsel and local counsel (.2).	5.40	Joshua D. McKarcher
02/08/12	B	Revise first monthly application.	0.30	Michael Baxter
02/09/12	B	E-mails with Debtor's lead and local counsel regarding suggested edits to application and form of papers (.5); finalize and send for filing and service (.7); meeting with D. Gibson to review final application and to obtain signatures (.2); begin preparing January monthly fee application (.2).	1.60	Joshua D. McKarcher
02/10/12	B	Review and reply regarding local counsel's draft interim fee request.	0.10	Joshua D. McKarcher
<b>TOTALS FOR TASK CODE: B Retention and Fee Applications</b>			<b>10.20</b>	

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Timekeeper</u>
02/06/12	T	All-hands conference call (.5); telephone call with S. Fernandez (.2); review and revise Telecast Rights Agreement (.6).	1.30	Scott Roades
02/25/12	T	Review MLB media template and call with S. Fernandez.	1.00	Douglas G. Gibson
02/28/12	T	Issues regarding MLB media template; correspondence with S. Fernandez.	0.80	Douglas G. Gibson
02/29/12	T	Correspondence with S. Fernandez regarding media agreement.	0.50	Douglas G. Gibson
02/29/12	T	Email correspondence regarding Telecast Rights Agreement.	0.80	Scott Roades
<b>TOTALS FOR TASK CODE: T Transaction Advice</b>			<b>4.40</b>	

### Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Michael Baxter	Partner	\$855.00	0.30	\$256.50
Douglas G. Gibson	Partner	\$855.00	2.30	\$1,966.50
Scott Roades	Associate	\$565.00	2.10	\$1,186.50
Joshua D. McKarcher	Associate	\$445.00	9.90	\$4,405.50
<b>Total</b>			<b>14.60</b>	<b>\$7,815.00</b>

**Exhibit B**

Detailed Client Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/09/12	Scanning	3.15
	TOTAL FOR COST CODE: 020	<b>3.15</b>

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/09/12	Duplicating	3.30
	TOTAL FOR COST CODE: 021	<b>3.30</b>

**Total Client Charges: \$ 6.45**