

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

In re:

LOS ANGELES DODGERS LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 11-12010 (KG)

Jointly Administered

**Objection Deadline: March 8, 2012 at 4:00 p.m. (ET)
Hearing Date: Only if objections are filed**

**SEVENTH MONTHLY APPLICATION OF DEWEY & LEBOEUF LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JANUARY 1, 2012 THROUGH JANUARY 31, 2012**

Name of Applicant: Dewey & LeBoeuf LLP

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

Date of Retention: August 3, 2011, *nunc pro tunc* to June 27, 2011

Period for which compensation and reimbursement are sought: January 1, 2012 through January 31, 2012

Amount of Compensation sought as actual, reasonable, and necessary: \$959,922.80 (80% of \$1,199,903.50)

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$17,675.13

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

This Application includes 6.30 hours expended in connection with the preparation of Fee Applications.

¹ 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). The location of the Debtors' corporate headquarters and the service address for the Debtors is: 1000 Elysian Park Avenue, Los Angeles, California 90012.

Previous Applications:

Date Filed/ Docket No.	Period Covered	Requested			Approved			Order Entered
		Fees	Expenses	Fees	Expenses	Fees	Expenses	
8/22/2011 Docket No. 395	6/27/2011 – 7/31/2011	\$1,711,916.00	\$31,682.67	\$1,711,916.00	\$31,682.67	\$1,711,916.00	\$31,682.67	11/30/2011 Docket No. 876
9/28/2011 Docket No. 500	8/1/2011 – 8/31/2011	\$835,928.50	\$48,357.92	\$835,928.50	\$48,357.92	\$835,928.50	\$48,357.92	11/30/2011 Docket No. 876
10/20/2011 Docket No. 666	9/1/2011 – 9/30/2011	\$612,994.50	\$5,686.68	\$612,994.50	\$5,686.68	\$612,994.50	\$5,686.68	11/30/2011 Docket No. 876
11/16/2011 Docket No. 795	10/1/2011 – 10/31/2011	\$2,742,692.00	\$16,753.06	\$2,742,692.00	\$16,753.06			
12/21/2011 Docket No. 1037	11/1/2011 – 11/30/2011	\$806,421.00	\$21,616.03	\$806,421.00	\$21,616.03			
1/24/2012 Docket No. 1220	12/1/2011 – 12/31/2011	\$1,137,418.50	\$38,566.80	\$1,137,418.50	\$38,566.80			

COMPENSATION BY INDIVIDUAL

NAME OF PROFESSIONAL	DEPARTMENT AND YEAR ADMITTED	HOURLY RATE¹	TOTAL HOURS BILLED	TOTAL COMPENSATION
PARTNERS & COUNSEL:				
Bruce S. Bennett	BS&G – 1982	\$1,000.00	103.10	\$103,100.00
Paul P. Chen	C – 1997	\$850.00	74.00	\$62,900.00
Richard Climan	C – 1977	\$1,000.00	12.60	\$12,600.00
Jonathan DeSantis	C – 2004	\$775.00	2.00	\$1,550.00
Arthur Hazlitt	T – 1987	\$950.00	8.60	\$8,170.00
James O. Johnston	BS&G – 1993	\$875.00	20.50	\$17,937.50
Sidney P. Levinson	BS&G – 1988	\$875.00	127.90	\$111,912.50
Robert Lorndale	T – 1996	\$875.00	36.00	\$31,500.00
Joshua M. Mester	BS&G – 1998	\$825.00	63.60	\$52,470.00
Mitchel Pahl	C,B&E – 1985	\$950.00	6.80	\$6,460.00
Eric Reifschneider	C – 1992	\$875.00	36.60	\$32,025.00
Marc Schildkraut	L – 1977	\$995.00	1.20	\$1,194.00
Martha Steinman	C,B&E – 1990	\$925.00	0.90	\$832.50
Matthew Walsh	L – 1994	\$850.00	95.00	\$80,750.00
Gordon Warnke	T – 1984	\$1,000.00	1.30	\$1,300.00
Joshua D. Morse	BS&G – 2000	\$760.00	45.60	\$34,656.00
Monika Wiener	BS&G – 2000	\$760.00	85.90	\$65,284.00
Totals for Partners & Counsel:			721.60	\$624,641.50

BS&G – Business Solutions & Governance; C – Corporate; C,B&E – Compensation, Benefits & Employment; L – Litigation; T – Tax

¹ On January 1, 2012, rates for professionals and certain paraprofessionals were increased in the ordinary course of Dewey & LeBoeuf LLP's business. Rates as of January 1, 2012 are set forth for each professional and paraprofessional in these summary tables.

COMPENSATION BY INDIVIDUAL (CONT'D)

NAME OF PROFESSIONAL	DEPARTMENT AND YEAR ADMITTED	HOURLY RATE²	TOTAL HOURS BILLED	TOTAL COMPENSATION
ASSOCIATES:				
Katharine C. Alexander	C – 2011	\$395.00	53.50	\$21,132.50
Karen Bobrow	L – 2011	\$395.00	5.00	\$1,975.00
Connie Chang	BS&G – 2011	\$395.00	35.50	\$14,022.50
Colin H. Greenspon	C – 2005	\$675.00	169.60	\$114,480.00
William Kellogg	T – 2008	\$640.00	8.20	\$5,248.00
Xinlin Li	BS&G – 2012	\$395.00	96.20	\$37,999.00
Alexander Roberts	T – 2010	\$535.00	13.70	\$7,329.50
Alexander Saffi	T – 2006	\$660.00	24.30	\$16,038.00
Michael C. Schneidereit	BS&G – 2004	\$660.00	188.70	\$124,542.00
Ella R. Serrano	L – 2003	\$675.00	71.70	\$48,397.50
Jason R. Wolf	BS&G – 2008	\$675.00	154.20	\$104,085.00
Mindy M. Yu	L – 2008	\$640.00	19.50	\$12,480.00
Totals for Associates:			840.10	\$507,729.00

BS&G – Business Solutions & Governance; C – Corporate; L – Litigation; T – Tax

² On January 1, 2012, rates for professionals and certain paraprofessionals were increased in the ordinary course of Dewey & LeBoeuf LLP's business. Rates as of January 1, 2012 are set forth for each professional and paraprofessional in these summary tables.

COMPENSATION BY INDIVIDUAL (CONT'D)

NAME OF PROFESSIONAL	DEPARTMENT	HOURLY RATE³	TOTAL HOURS BILLED	TOTAL COMPENSATION
PARAPROFESSIONALS:				
James Bergman	Financial Analyst	\$760.00	23.40	\$17,784.00
Courtinay Casey	Litigation Support	\$275.00	8.40	\$2,310.00
Linda Chow-Fortune	L – Paralegal	\$220.00	5.50	\$1,210.00
Virginia E. Cua	L – Paralegal	\$220.00	52.60	\$11,572.00
Winston Farrell	Litigation Support	\$230.00	3.00	\$690.00
Kevin Floyd	BS&G – Paralegal	\$250.00	22.80	\$5,700.00
Trevor Pryhorocki	Litigation Support	\$230.00	6.30	\$1,449.00
Deanna Zuniga	L – Paralegal	\$220.00	121.90	\$26,818.00
Totals for Paraprofessionals:			243.90	\$67,533.00

BS&G – Business Solutions & Governance; C – Corporate; L – Litigation;

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel	\$865.63	721.60	\$624,641.50
Associates	\$604.37	840.10	\$507,729.00
Paraprofessionals	\$276.89	243.90	\$67,533.00
Totals Fees Incurred	\$664.55	1805.60	\$1,199,903.50
Blended Attorney Rate	\$725.09	1,561.70	\$1,132,370.50

³ On January 1, 2012, rates for professionals and certain paraprofessionals were increased in the ordinary course of Dewey & LeBoeuf LLP's business. Rates as of January 1, 2012 are set forth for each professional and paraprofessional in these summary tables.

COMPENSATION BY PROJECT CATEGORY

Fee Category	January '12 Hours	January '12 Fees
Case Administration (001)	7.30	\$1,825.00
General Case Strategy (002)	0.40	\$350.00
General Business Operations (003)	10.30	\$9,582.50
General Motions Practice (004)	2.20	\$1,997.50
Media Rights (005)	178.60	\$132,169.00
MLB Issues and Litigation (008)	15.90	\$13,292.50
Assumption or Rejection of Executory Contracts or Leases (009)	40.50	\$25,928.00
Billing/Fee Applications-D&L (012)	7.10	\$4,788.50
Billing/Fee Applications-Other Professionals (013)	10.50	\$6,454.00
Claims Administration Process (014)	333.20	\$203,653.00
Creditors Committee/Creditor Inquiries (015)	1.10	\$782.50
Employee/ERISA/Retention Bonuses (016)	9.00	\$8,230.00
Non-Working Travel (018)	4.70	\$4,112.50
Plan Process (019)	690.80	\$528,395.50
Schedules/Statements of Financial Affairs/Trust (022)	0.30	\$222.50
United States Trustee (025)	0.50	\$337.50
General Litigation (027)	6.70	\$4,925.00
Motion to Dismiss and December 27 Hearing (030)	486.50	\$252,858.00
Total Fees:	1805.60	\$1,199,903.50

EXPENSE SUMMARY

	AMOUNTS
Air Courier/Express Mail/Federal Express/UPS Delivery/Outside Messenger/U.S. Mail	\$140.65
Business Meals & Conferences	\$0.00
Computerized Research	\$8,739.16
Deposition/Hearing Transcripts	\$2,340.95
Local Transportation/Taxi Service	\$210.00
Miscellaneous Charges	\$381.25
Reproduction	\$2,014.50
Telecommunications	\$659.87
Travel Out of Town	\$3,188.75
Total Expenses:	\$17,675.13

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FOR THE DISTRICT OF DELAWARE**

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**SEVENTH MONTHLY APPLICATION OF DEWEY & LEBOEUF LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JANUARY 1, 2012 THROUGH JANUARY 31, 2012**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local-Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy court for the District of Delaware (the “Local Rules”), and the 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 July 19, 2011 [Docket No. 258] (the “Interim Compensation Order”), Dewey & LeBoeuf LLP (“D&L”) hereby files this Seventh Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses for the Period From January 1, 2012 through and including January 31, 2012 (the “Application”). By this Application, D&L seeks allowance of monthly fees in the amount of \$1,199,903.50 and payment of monthly fees in the amount of \$959,922.80 (80% of \$1,199,903.50) as compensation for necessary professional services rendered on behalf of the above-captioned debtors and debtors in possession

¹ 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). The location of the Debtors’ corporate headquarters and the service address for the Debtors is: 1000 Elysian Park Avenue, Los Angeles, California 90012.

(collectively, the “Debtors”), as well as allowance and payment of monthly expenses in the amount of \$17,675.13, for a total payment of \$977,597.93, for the period January 1, 2012 through and including January 31, 2012 (the “Fee Period”). In support of this Application, D&L respectfully represents as follows:

Background

1. On June 26, 2011 (the “Commencement Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. D&L was employed under a general retainer to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, pursuant to an order [Docket No. 330] (“D&L Retention Order”) entered by this Court on August 3, 2011. The D&L Retention Order authorized D&L to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses. All services for which compensation is requested by D&L were performed for or on behalf of the Debtors.

2. D&L has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. Further, there is no agreement or understanding between D&L and any other person other than the partners of D&L for the sharing of compensation to be received for services rendered in these cases.

Summary of Services Rendered

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of \$1,199,903.50 as to which D&L seeks allowance. The services rendered by D&L are grouped into the categories set forth in Exhibit A. This statement contains daily time logs describing the time spent by each attorney, paraprofessional and

litigation support specialist during the Fee Period. To the best of D&L's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

Actual and Necessary Expenses

4. D&L has incurred out-of-pocket disbursements during the Fee Period in the amount of \$17,675.13. This disbursement sum is broken down into categories of charges, including, among other things, telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by D&L to outside copying services for use in mass mailings, parking and travel and transportation expenses. A summary of the expenses incurred for the Fee Period may be found in Exhibit B attached hereto. Following the summary is an itemization of expenses within each expense category, as required by Local Rule 2016-2(e)(ii). To the extent such itemization is insufficient to satisfy the requirements of Local Rule 2016-2(e)(ii), D&L respectfully requests that the Court waive strict compliance with such rule.

5. D&L generally charges \$0.25 per page for photocopying expenses and \$2.00 per page for outgoing facsimile transmissions; however, in accordance with Local Rule 2016-2(e), D&L has charged the Debtors \$0.10 per page for photocopying expenses and \$1.00 per page for outgoing facsimile transmissions. D&L does not charge its clients for incoming facsimile transmissions. Consistent with Local Rule 2016-2(e), D&L has not requested reimbursement of expenses related to overhead charges, such as secretarial services and proofreading.

Valuation of Services

6. Attorneys and/or paraprofessionals of D&L have expended a total of 1,805.60 hours in connection with these matters during the Fee Period.

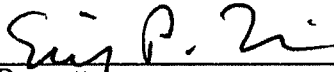
7. The amount of time spent by each of the persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are D&L's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by D&L during the Fee Period is \$1,199,903.50.

8. D&L believes that the time and fee entries included in Exhibit A attached hereto are in compliance with the requirements of Local Rule 2016-2.

9. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

10. This Application covers the period from January 1, 2012 through and including January 31, 2012. D&L has and will continue to perform additional necessary services on behalf of the Debtors subsequent to January 31, 2012, for which D&L will file subsequent fee applications.

WHEREFORE, D&L respectfully requests that this Court authorize payment to D&L of \$959,922.80 (80% of \$1,199,903.50) as compensation for necessary professional services rendered, and the sum of \$17,675.13 for reimbursement of actual and necessary costs and expenses, for a total payment of \$977,597.93, and that such sums be authorized for payment pursuant to the Administrative Order, and for such other and further relief as this Court may deem just and proper.

Dated: February 17, 2012 Los Angeles, California	DEWEY & LEBOEUF LLP  Bruce Bennett Sidney P. Levinson Joshua M. Mester 333 South Grand Avenue, Suite 2600 Los Angeles, California 90071 Telephone: (213) 621-6000 Facsimile: (213) 621-6100 -and- Martin J. Bienenstock 1301 Avenue of the Americas New York, New York 10019 Telephone: (212) 259-8000 Facsimile: (212) 259-6333 <i>Co-Counsel for Debtors and Debtors in Possession</i>
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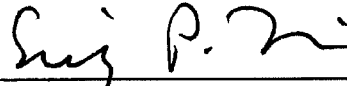
VERIFICATION

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

SS:

Sidney P. Levinson, after being duly sworn according to law, deposes and says:

- a) I am a member of the applicant firm, Dewey & LeBoeuf LLP, and have been admitted to the Bar of the State of California since 1988.
- b) I have personally performed many of the legal services rendered by Dewey & LeBoeuf LLP as counsel to the Debtors, and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers in the Firm.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief.

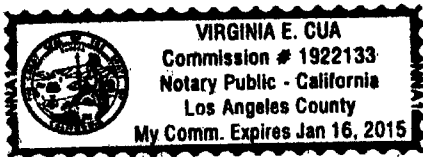


Sidney P. Levinson

State of California)
)
County of Los Angeles)

On February 17, 2012 before me, Virginia Cua, Notary Public, personally appeared Sidney P. Levinson,

who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Virginia E. Cua
Signature of Notary Public