

Hearing Date: August 5, 2009 at 10:00 a.m.
Objection Deadline: July 28, 2009 at 5:00 p.m.

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Pauline K. Morgan (PM-3361)
John T. Dorsey (*pro hac vice*)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
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Special Conflicts Counsel for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
YOUNG BROADCASTING, INC., et al., : Case No. 09-10645 (AJG)
: :
: Jointly Administered
Debtors. :
-----X

**FIRST INTERIM AND FINAL APPLICATION OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM MARCH 18, 2009 THROUGH MAY 31, 2009**

Name of Applicant:	Young Conaway Stargatt & Taylor, LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors - Special Conflicts Counsel
Date of Retention:	April 30, 2009 (<i>nunc pro tunc</i> to March 18, 2009)
Final Period for Which Compensation and/or Reimbursement is Sought:	March 18, 2009 – May 31, 2009
Amount of Final Compensation Sought as Actual, Reasonable, and Necessary:	\$83,694.50
Amount of Final Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$4,704.35

This is an X Interim X Final Application

Includes 5.60 hours incurred in the preparation of fee application(s).

COMPENSATION BY PROJECT CATEGORY

Category	Hours	Fees
General Case Administration (1001)	12.00	\$ 2,902.50
Court Hearings (attendance and preparation) (1002)	26.10	14,805.50
Retention of Professionals/Fee Issues (1017)	159.00	62,590.50
Fee Application Preparation (1018)	5.60	1,560.00
Travel (1019)	3.10	1,836.00
TOTALS:	205.80	\$83,694.50

COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position with the Applicant and No. of Years in that Position	Hourly Billing Rate (incl. chgs)	Total Billed Hours	Total Compensation
Pauline K. Morgan	Partner since 2000. Member of DE Bar since 1991. Member of PA and NJ Bars since 1987. Member of NY Bar since 2007.	\$600.00	36.50	\$21,900.00
John T. Dorsey	Partner since 2004. Joined firm as special counsel in 2003. Member of DE Bar since 1991.	\$530.00	60.30	\$34,974.00
Sharon M. Zieg	Partner since 2009. Joined firm as an associate in 2000. Member of NC Bar since 2000 and DE Bar since 2002.	\$440.00	6.80	\$2,992.00
James Gallagher	Joined firm as an associate in 2004. Member of the DE Bar since 2004.	\$295.00	6.50	\$1,197.50
Patrick A. Jackson	Joined firm as an associate in 2006. Member of the DE Bar since 2007.	\$295.00	18.3	\$5,398.50
Evan Kostoulas	Joined firm as an associate in 2007. Member of the DE Bar since 2007.	\$285.00	9.90	\$2,821.50
Jeffrey Castellano	Joined firm as an associate in 2006. Member of the DE Bar since 2006.	\$285.00	6.20	\$1,767.00

Name of Professional Person	Position with the Applicant and No. of Years in that Position	Hourly Billing Rate (incl. chgs)	Total Billed Hours	Total Compensation
Michael S. Neiburg	Joined firm as an associate in 2008. Member of the DE Bar since 2009. Member of the PA Bar since 2006.	\$260.00	.90	\$234.00
Richard J. Thomas	Joined firm as an associate in 2007. Member of the DE Bar since 2007.	\$255.00	5.10	\$1,300.50
Frank Grese	Joined firm as an associate in 2008. Member of NY Bar since 2009.	\$240.00	17.80	\$4,272.00
Brenda Walters	Paralegal	\$225.00	15.30	\$3,442.50
Michelle Smith	Paralegal	\$150.00	.40	\$60.00
Tracey Amoroso	Paralegal	\$125.00	10.80	\$1,350.00
Chad Corazza	Paralegal	\$115.00	11.00	\$1,265.00
TOTALS:			205.80	\$83,694.50
Blended Rate:				\$406.68

EXPENSE SUMMARY

Category	Service Provider (if applicable)	Total Expenses
Reproduction Charges		\$3,098.60
Long Distance Telephone		66.78
Postage		10.38
Filing Fees		50.00
Federal Express		14.90
Facsimile		4.00
Hotel		345.11
Parking		10.00
Working Meals		10.00
Travel Meals		50.27
Docket/Research		429.28
Internet Access		14.03
Air/Rail Travel		601.00
TOTAL DISBURSEMENTS:		\$4,704.35

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**FIRST INTERIM AND FINAL APPLICATION OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM MARCH 18, 2009 THROUGH MAY 31, 2009**

Pursuant to 11 U.S.C. §§ 105 and 330 of the United States Bankruptcy Code, the law firm of Young Conaway Stargatt & Taylor, LLP (hereinafter "YCST") hereby moves this Court for final approval of compensation for professional legal services rendered as special conflicts counsel to the Committee of Unsecured Creditors ("Special Conflicts Counsel") in the amount of **\$83,694.50** together with reimbursement for actual and necessary expenses incurred in the amount of **\$4,704.35** for the period commencing **March 18, 2009 through and including**

May 31, 2009 (the "Fee Period"). In support of its Application, YCS&T respectfully represents as follows:

1. YCST was employed to represent the Official Committee of Unsecured Creditors (the "Committee") as Special Conflicts Counsel in connection with these chapter 11 cases. The application to retain YCST was filed on April 14, 2009 [Docket No. 239]. The Order authorizing YCST to be compensated and to be reimbursed for actual and necessary expenses was entered on April 30, 2009 [Docket No. 323] and approved YCST's retention, effective as of March 18, 2009.

SUMMARY OF SERVICES RENDERED

2. YCST was engaged as Special Conflicts Counsel to the Committee, solely in connection with the Debtors' proposed retention of UBS Securities LLC ("UBS") as Financial and Capital Markets Advisor. In connection therewith, YCST prosecuted, on behalf of the Committee, a limited objection to the UBS retention and engaged in certain informal discovery and negotiations, ultimately resulting in a consensual resolution of the Committee's limited objection. The Committee has not requested YCST to perform other services in these cases; accordingly, this is a final fee application.

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the period from March 18, 2009 through May 31, 2009 showing the amount of **\$83,694.50** due for fees.

4. The services rendered by YCST during the Fee Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

5. YCST has incurred out-of-pocket disbursements during the Fee Period in the amount of **\$4,704.35**. This disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier, toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Fee Period may be found in Exhibit B attached hereto.

6. Costs incurred for overtime and computer assisted research are not included in YCST's normal hourly billing rates and, therefore, are itemized and included in YCST's disbursements. YCST represents that its rate for duplication is \$.10 per page, its rate for outgoing telecopier transmissions is \$1.00 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

VALUATION OF SERVICES

7. Attorneys and paraprofessionals of YCST have expended a total of 205.80 hours in connection with this matter during the Fee Period.

8. The amount of time spent by each of these persons providing services on behalf of the Committee for the Fee Period is fully set forth in the details attached hereto as Exhibit A. The services were billed at YCST's normal hourly rates of compensation for

work of this character. The reasonable value of the services rendered by YCST for the Fee Period as Special Conflicts Counsel in this case is **\$83,694.50**.

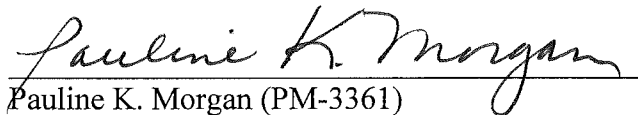
9. In accordance with the factors enumerated in 11 U.S.C. §330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

10. This Application covers the Fee Period from March 18, 2009 through and including May 31, 2009.

WHEREFORE, YCST respectfully requests that the Court enter an order, (a) granting this Application; (b) allowing compensation on a final basis in the amount of **\$83,694.50** for services rendered as Special Conflicts Counsel to the Official Committee of Unsecured Creditors in connection with this chapter 11 case; (c) allowing reimbursement of the interim and final expenses in the amount of **\$4,704.35** incurred in connection with such services; (d) authorizing and directing the Debtors to pay the unpaid balance of all approved fees and expenses to YCST; and (e) granting such other and further relief as is just.

Dated: July 13, 2009
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP



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 : Jointly Administered
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
 FOR PROFESSIONALS IN RESPECT TO THE FIRST INTERIM AND FINAL
 APPLICATION OF YOUNG CONAWAY STARGATT & TAYLOR, LLP
 FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
 OF EXPENSES FOR THE PERIOD FROM MARCH 18, 2009 THROUGH MAY 31, 2009**

STATE OF DELAWARE)
) SS:
 NEW CASTLE COUNTY)

Pauline K. Morgan, Esquire, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant firm, Young Conaway Stargatt & Taylor, LLP (“YCST”), and am admitted to practice in the State of New York and the United States District Court for the Southern District of New York.

2. I have personally performed many of the legal services rendered by YCST, as Special Conflicts Counsel for the Official Committee of Unsecured Creditors and am thoroughly familiar with all other work performed on behalf of the Official Committee of Unsecured Creditors by the lawyers and paraprofessionals in the firm. I am familiar with, and believe that the services provided by YCST comply with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "UST Guidelines") and, collectively with the Local Guidelines, the "Guidelines").

3. This certification is made in support of the **First Interim and Final Application for Allowance of Compensation and Reimbursement of Expenses for the Period from March 18, 2009 through May 31, 2009** (the "Application") in accordance with the Guidelines.


4. In respect of Section B.1 of the Local Guidelines, I certify that:
- a. I have read the Application;
 - b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
 - c. the fees and disbursements sought are billed at rates in accordance with practices customarily employed by YCST and generally accepted by YCST's clients; and
 - d. in providing a reimbursable service, YCST does not make a profit on that service, whether the service is performed by YCST in-house or through a third party.

5. In respect of Section B.2 of the Local Guidelines, I certify that YCST has complied with the provision requiring it to provide the Trustee, on a monthly basis, with a statement of YCST's fees and disbursements accrued during the previous month, other than the fees and disbursements for May 2009, which are included as part of the Application.

6. In respect of Section B.3 of the Local Guidelines, I certify that the United States Trustee for the Southern District of New York is being provided with a copy of the Application.


PAULINE K. MORGAN

SWORN TO AND SUBSCRIBED before me this 13th day of July, 2009.


Notary Public
My Commission Expires: _____

MARLENE J. MAISTA
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Aug. 21, 2009