

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

In re:)	
)	Chapter 11
COMMERCECONNECT MEDIA HOLDINGS, INC., <u>et al.</u>,¹)	Case No. 09-12765 (BLS)
)	
Debtors.)	Jointly Administered
)	
)	Re: Docket No. 57

**ORDER ESTABLISHING PROCEDURES FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR PROFESSIONALS AND OFFICIAL COMMITTEE MEMBERS**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors" or "Cygnus") for entry of an order (this "Order") establishing procedures for interim compensation and expense reimbursement for professionals (each, a "Professional") whose retentions are approved by this Court pursuant to section 327 or 1103 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and who will be required to file applications for allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code, on terms that satisfy the requirements of Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and members of any official committee of unsecured creditors appointed pursuant to section 1102 of the Bankruptcy Code (the "Committee"); and upon the Affidavit of James Ogle in Support of First Day Motions; and it appearing that the relief requested is in the best interests of the Debtor's estates, their

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: CommerceConnect Media Holdings, Inc. (1749), Cygnus Business Media, Inc. (0832), Cygnus New Business Launches, Inc. (0713) and Cygnus Interactive New Business Launches, Inc. (1283). The address for each of the Debtors is: 1233 Janesville Avenue, Fort Atkinson, Wisconsin 53538.

² Unless stated otherwise, all capitalized terms not defined herein shall have the same meanings as set forth in the Motion.

creditors and other parties in interest; and the Court having jurisdiction to consider this Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and due and proper notice of this Motion having been provided; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Except as may otherwise be provided in Court orders authorizing the retention of specific Professionals, all Professionals in these cases may seek monthly compensation in accordance with the following procedures:

- (a) On or before the 30th day of each month following the month for which compensation is sought, each Professional seeking compensation or expense reimbursement shall (i) file a monthly fee application (the "Monthly Fee Application") with the Court and (ii) serve the Monthly Fee Application, e-mail followed by hand or overnight delivery, on: (1) Cygnus Business Media, Inc., 1233 Janesville Avenue, Fort Atkinson, WI 53538, Attn.: Charles Carnaval (ccarnaval@zolfocooper.com); (2) counsel for the Debtors, Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, 38th Floor, New York, New York, 10178, Attn.: Steven J. Reisman, Esq. (sreisman@curtis.com) and Timothy A. Barnes, Esq. (tbarnes@curtis.com); (3) Delaware counsel for the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn.: Mark Collins, Esq. (Collins@rlf.com) and John Knight, Esq. (knight@rlf.com); (4) counsel for the Committee, if any; (5) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Thomas P. Tinker, Esq. (Thomas.P.Tinker@usdoj.gov); and (6) counsel to the Debtors' prepetition senior secured lenders, Sidley Austin LLP, One South Dearborn, Chicago, Illinois 60603, Attn: Larry J. Nyhan, Esq. (lNyhan@sidley.com) and Janet E. Henderson, Esq. (jhenderson@sidley.com), and Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington Delaware, 19801, Attn: Kurt

Gwynne, Esq. (kgwynne@reedsmith.com); (7) counsel to the Debtors' prepetition junior secured lenders Paul, Hastings, Janofsky & Walker, LLP, 75 East 55th Street, New York, New York 10022, Attn: Luke Iovine, Esq. (lukeiovine@paulhastings.com) and Anupama Ahluwalia, Esq. (anupamaahluwalia@paulhastings.com) (collectively, the "Notice Parties"). Any Professional or Committee member that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application that includes a request for compensation earned or expenses incurred during previous months. All Monthly Fee Applications will comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and applicable Third Circuit law.

- (b) Each Notice Party will have until **4:00 p.m. prevailing Eastern time on the 20th day (or the next business day if such day is not on a business day) following service of the Monthly Fee Application** (the "Objection Deadline") to object to the requested fees and expenses in accordance with the procedures described in subparagraph (c) below. Upon the expiration of the Objection Deadline, a Professional may file a certificate of no objection with the Court with respect to the unopposed portion of the fees and expenses requested in its Monthly Fee Application (each, a "CNO"). After a CNO is filed, the Debtors are authorized and directed to pay the Professional or Committee member an amount (the "Actual Monthly Payment") equal to the lesser of (i) 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Application (the "Maximum Monthly Payment") and (ii) 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Application that are not subject to an objection pursuant to subparagraph (c) below.
- (c) If any Notice Party wishes to object to a Professional's or Committee member's Monthly Fee Application, it must (i) file a written objection (each, an "Objection") with the Court on or before the Objection Deadline and (ii) serve the Objection on the affected Professional and each of the other Notice Parties so that it is **actually received** by each of these parties on or before the Objection Deadline. Thereafter, the objecting party and the affected Professional or Committee member may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection, the affected Professional or Committee member may either: (1) file a request with the Court for payment of the difference between the Maximum Monthly Payment and the Actual Monthly Payment made to the affected Professional (the "Incremental Amount"); or (2) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection if requested by the parties.
- (d) Each Professional and Committee member may submit its first Monthly Fee Application no earlier than the 15th day of the second month of the

Debtors' cases. This initial Monthly Fee Application will cover the period from the Petition Date through the end of the full month preceding the filing date of the Monthly Fee Application. Thereafter, the Professionals and Committee members may submit Monthly Fee Applications in the manner described above.

- (e) At four-month intervals or such other intervals convenient to the Court (the "Interim Fee Period"), each of the Professionals may file with the Court and serve on the Notice Parties a request (each an "Interim Fee Application Request") for interim Court approval and allowance of the compensation and reimbursement of expenses sought by such Professional in its Monthly Fee Applications, including any holdbacks, filed during the Interim Fee Period, pursuant to section 331 of the Bankruptcy Code. The Interim Fee Application Request, which will be substantially in the form of **Exhibit 1** attached hereto and incorporated herein by reference, must include a brief description identifying (i) the Monthly Fee Applications that are the subject of the request, (ii) the amount of fees and expenses requested, (iii) the amount of fees and expenses paid to date or subject to an Objection, (iv) the deadline for parties other than the Notice Parties to file objections (the "Additional Objections") to the Interim Fee Application Request and (v) any other information requested by the court or required by the Local Rules. Objections, if any, to the Interim Fee Application Requests shall be filed and served upon the affected Professional and the Notice Parties so as to be **actually received on or before the 20th day (or the next business day if such day is not a business day) following service of the applicable Interim Fee Application Request.**
- (f) The Debtors will request that the Court schedule a hearing on the Interim Fee Application Requests at least once every four months or at such other intervals as the Court deems appropriate. If no Objections are pending and no Additional Objections are timely filed, the Court may grant an Interim Fee Application Request without a hearing.
- (g) Each Professional may file and serve its first Interim Fee Application Request on or before the 45th day following the end of the first Interim Fee Period. The first Interim Fee Application Requests shall cover fees and expenses incurred from the Petition Date through and including the end of the third full month of the Debtors' cases.
- (h) The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional or Committee member from the future payment of compensation or reimbursement of expenses under the Compensation Procedures. Any Professional that fails to file a Monthly Fee Application or an Interim Fee Application Request when due or permitted will be ineligible to receive further interim payments of fees or expenses under the Compensation

Procedures until such time as a Monthly Fee Application or Interim Fee Application Request is submitted by the Professional or Committee member. There will be no other penalties for failing to file a Monthly Fee Application or an Interim Fee Application Request in a timely manner.

- (i) Neither (i) the payment of nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures nor (ii) the filing of or failure to file an Objection will bind any party in interest or the Court with respect to the final allowance of applications for compensation and reimbursement of expenses of Professionals and Committee members. All fees and expenses paid to Professionals and Committee members under the Compensation Procedures are subject to disgorgement until final allowance by the Court.

3. The Professionals shall only be required to serve the Interim Fee Applications and the final fee application to the Notice Parties, and that all other parties that have filed a notice of appearance with the clerk of this Court and requested notice of pleadings in these Chapter 11 cases shall be entitled to receive only notice of hearings on the Interim Fee Applications and final fee application.

4. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any order regarding the use of cash collateral.

5. Nothing in the Motion or this Order, nor as a result of the Debtors' payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity or priority of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim; or (c) an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Motion in these cases, the terms of this Order shall govern.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: September 3, 2009
Wilmington, Delaware



THE HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
COMMERCECONNECT MEDIA HOLDINGS, INC., <u>et al.</u> , ¹)	Case No. 09-12765 (BLS)
Debtors.)	Jointly Administered

NOTICE OF INTERIM FEE APPLICATION REQUEST

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

Name of Applicant: _____

Authorized to Provide Professional Services to: _____

Date of Retention: _____

Period for which Compensation and Reimbursement is Sought: _____

Amount of Compensation Sought as Actual, Reasonable and Necessary: _____

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: _____

PLEASE TAKE NOTICE THAT you can receive a copy of the Interim Application of [Professional or Committee member] for the Period [start] to [end] (the "Interim Application") by sending a written request to: counsel for the Debtors, Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, 38th Floor, New York, New York, 10178, Attn.: Steven J. Reisman, Esq. and Timothy A. Barnes, Esq.

Summary of Monthly Fee Application for Interim Period:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses

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Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses

Summary of Any Objections to Monthly Fee Applications:

Date of Fee Application	Date of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection

PLEASE TAKE FURTHER NOTICE that, pursuant to the Court’s Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated [month] [day], 2009 [Docket No. ____] (the “Interim Compensation Order”), objections, if any, to the Interim Fee Application Request must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties (as such term is defined in the Interim Compensation Order) so as to be **actually received by 4:00 p.m. prevailing Eastern time on [month] [day], 2009.** If no objections are timely filed to the Interim Fee Application Request, the Court may enter an order granting the Interim Fee Application Request without a hearing.

Date: _____, 2009

**[Name of Applicant]
[Address of Applicant]**