

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.)	Joint Administration
)	

**SUPPLEMENTAL DISCLOSURE AFFIDAVIT OF SAMUEL
GREENE ON BEHALF OF MILLER BUCKFIRE & CO., LLC**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Samuel Greene, under penalty of perjury, declares as follows:

1. I am a Managing Director of the firm Miller Buckfire & Co., LLC (“Miller Buckfire” or the “Firm”), which has its principal office at 153 East 53rd Street, 22nd Floor, New York, New York 10022. I am authorized to make this Supplemental Affidavit on behalf of Miller Buckfire and in support of the application (the “Application”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors” or “Cygnus”) for entry of an order authorizing the Debtors to employ and retain Miller Buckfire as financial advisor and investment banker for the Debtors pursuant to that certain engagement letter, dated September 26, 2008, by and between Miller Buckfire and the Debtors (the “Engagement Letter”), a copy of which is attached as **Exhibit C** to the Application. Capitalized terms used but not defined herein have the meaning assigned to them in the Application. Unless otherwise stated in this Supplemental Affidavit, I have personal knowledge of the matters set forth herein.

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 all Debtors is: 1233 Janesville Avenue, Fort Atkinson, WI 53538.

2. I am submitting this Supplemental Affidavit in response to a request by the United States Trustee for the District of Delaware for additional information about the “Managed Fund” described in paragraph 11 of my Affidavit dated August 4, 2009 (which was submitted with the Application).

3. As indicated in paragraph 11 of my initial Affidavit, an affiliate of Miller Buckfire serves as manager for a hedge fund (the “**Managed Fund**”) focused on distressed investment opportunities. The name of the Managed Fund is Marblegate Special Opportunities Master Fund, L.P., and the name of the manager of the Managed Fund is Marblegate Asset Management, LLC (the “**Manager**”). Miller Buckfire and the Manager are affiliated in that both entities are owned and controlled by MB Advisory Group, LLC and its parent company, MB Capital Co., LLC (“**MB Capital**”).

4. The Managed Fund is intended principally for investments by third parties unrelated to Miller Buckfire. However, such investors also may include financial institutions (some of which may be parties in interest in this case). In addition, MB Capital is invested in the Managed Fund, and certain of the employees of Miller Buckfire have invested in the Managed Fund. MB Capital Co. also is owned by the employees of Miller Buckfire. Accordingly, by virtue of such ownership, the employees of Miller Buckfire indirectly own an economic stake in the Managed Fund and its Manager.

5. As part of its regular business the Managed Fund may invest from time to time in claims or securities of distressed companies, which may include or be related to the Debtors or parties in interest in the case. However, Miller Buckfire has instituted compliance procedures that are designed to separate the investment banking and financial advisory services provided by

Miller Buckfire from the investment activities of the Managed Fund and the Manager. More particularly:

(a) A strict physical separation is maintained between Miller Buckfire employees and persons involved with the Managed Fund and the Manager, who use separate facilities, separate computing systems and are located in separate offices;

(b) Employees working in connection with the Debtors' chapter 11 cases have no control over or involvement in investment decisions made for the Managed Fund, and the Manager maintains investment control over all investment decisions;

(c) No confidential information concerning the Debtors is permitted to be communicated to any persons working for the Managed Fund;

(d) Similarly, employees of Miller Buckfire working in connection with the Debtors' chapter 11 cases are not permitted to have access to confidential information in the possession of the Managed Fund or the Manager; and

(e) Employees working in connection with the Debtors' chapter 11 cases do not receive information about the investments made by the Managed Fund unless the compliance officer has determined that such disclosure is permitted and has allowed such disclosure.

6. Miller Buckfire's compliance officer and Miller Buckfire's general counsel are entitled to obtain information about the investments of the Managed Fund, but only in the performance of their compliance and legal supervisory duties. In addition, internal computer support staff provides hardware and software support for both Miller Buckfire and the Managed Fund, but such staff is not involved in the investment banking and financial advisory services that Miller Buckfire provides or in the investments that the Managed Fund makes.

7. Consistent with its compliance procedures, Miller Buckfire does not know and has not inquired whether the Managed Fund has invested in any claims or securities relating to the Debtors. However, given the strict separations of the organizations and the compliance procedures described above, Miller Buckfire does not believe that the relationships outlined above constitute adverse interests or render Miller Buckfire not disinterested in these Chapter 11 Cases.


Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

MILLER BUCKFIRE & CO., LLC

Executed on September 9, 2009

By: 
Name: Samuel Greene
Title: Managing Director

Sworn to before me this
9th day of September 2009


Notary Public
My Commission Expires on _____

HAROLD A. NEU
Notary Public, State of New York
No. 02NE5089029
Qualified in New York County
Commission Expires August 28, 2010