

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The Debtors are authorized, but not required, to employ and pay the reasonable fees and expenses of the OCPs listed on Exhibit 1 attached hereto to assist and advise the Debtors in the operation of their businesses and to defend the Debtors in matters arising in the ordinary course of the Debtors' business as described in the Motion.

3. The following procedures for the retention of OCPs are hereby approved (the "OCP Procedures"):

(a) The Debtors shall be authorized to pay, without formal application to the Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors after submission to the Debtors of an Affidavit of Disinterestedness (as defined herein), and upon the submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, provided that such fees, excluding costs and disbursements, do not exceed \$25,000 per month on average over a rolling three-month period while these Chapter 11 Cases are pending.

(b) Any payments made in excess of the fee cap set forth in clause (a) above to any OCP shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of the Bankruptcy Court for the District of Delaware, the Fee Guidelines promulgated by the Executive Office of the United States Trustee and any applicable orders of the Court.

(c) The Debtors propose that approximately every ninety (90) days, commencing ninety (90) days from the date of the entry of the Proposed Order, the Debtors shall file with the Court and serve on (1) counsel for any official committees appointed in these Chapter 11 Cases (collectively, the "Committees"); (2) counsel to the Debtors' prepetition senior secured lenders, Sidley Austin LLP, One South Dearborn, Chicago, Illinois 60603, Attn: Larry J. Nyhan, Esq. and Janet E. Henderson, Esq., and Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington Delaware, 19801, Attn: Kurt Gwynne, Esq.; (3) 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. and Anupama Ahluwalia, Esq.; and (3) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attention Thomas P. Tinker, Esq. (together with the Debtors, the "Notice Parties") a statement with respect to the immediately preceding three-month period (each, a "Quarter"). Such statement shall include the following information for each OCP: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such

OCP during the reported Quarter; and (iii) a general description of the services rendered by each OCP.

(d) Each OCP shall file with the Court and serve upon the Notice Parties an affidavit of disinterestedness (the "Affidavit of Disinterestedness") substantially similar to the form attached hereto as Exhibit 2, at least fourteen days prior to submitting an invoice to the Debtors.

(e) The Notice Parties shall have ten days after the receipt of each OCP's Affidavit of Disinterestedness (the "Objection Deadline") to object to the retention of such OCP. The objecting party shall serve any such objections upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within ten days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto.³ If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized as a final matter to retain and pay such OCPs to whom an objection was not filed.

(f) The Debtors reserve the right to supplement the list of OCPs, in their sole discretion, from time to time, as necessary to add or remove OCPs without the need for any further hearing and without the need to file individual retention applications for each. In such event, the Debtors propose to file a supplemental list with this Court and serve it on the Notice Parties.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

5. To the extent that this Order is inconsistent with any prior order in these cases, the terms of this Order shall govern.

6. 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

³ In the event a timely objection is filed against one or more of the OCPs, only those OCPs whose retention was objected to shall be scheduled for hearing.

EXHIBIT 1

List of Ordinary Course Professionals

Name	Address	Type of Service	Estimated Monthly Fee
Kirkland & Ellis LLP	153 East 53 rd Street New York, NY 10022-4675	Corporate Counsel	\$4,000
Melli, Walker, Pease & Ruhly S.C.	Ten East Doty Street Suite 900 P.O. Box 1664 Madison, WI 53701	Litigation Counsel	\$10,000
Pillsbury Winthrop Shaw Pittman LLP	PO Box 601240 Charlotte, NC 28260	Trademark Counsel	\$4,000
PriceWaterhouse Coopers	One N Wacker Dr. Chicago, IL 60606	Tax & Audit Services	\$5,000

EXHIBIT 2

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
)	

AFFIDAVIT OF DISINTERESTEDNESS

[Affiant], being duly sworn, upon his/her oath, deposes and says:

1. I am a [position] of [Company], located at [Street, City, State Zip Code] (the "Company").

2. The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") have requested that the Company provide [] services to the Debtors, and the Company has consented to provide such services.

3. The Company may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the Debtors' Chapter 11 cases (the "Chapter 11 Cases"), for persons that are parties in interest in the Chapter 11 Cases. The Company does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys or accountants, that would be adverse to the Debtors or their estates.

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.

4. As part of its customary practice, the Company is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties in interest in these Chapter 11 Cases.

5. Neither I nor [any principal, partner, director, officer, etc.] of, or professional employed by, the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

6. Neither I nor [any principal, partner, director, officer, etc.] of, or professional employed by, the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Company is to be employed.

7. The Debtors owe the Company [\$] for prepetition services, the payment of which is subject to limitations contained in chapter 11 of title 11 of the United States Code, as amended.

8. As of the date of commencement of the Chapter 11 Cases, the Company [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit 1 to this Affidavit.]

9. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Affidavit.

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

Executed on _____, 2009

[AFFIANT]

Sworn to and subscribed before me
this _____ day of _____, 2009

Notary Public