IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
PMGI Holdings, Inc., *et al.*,[1]	Case No. 13-12404 (CSS)
Debtors.	(Jointly Administered)
	Ref. Docket No. 27

ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF CERTAIN PROFESSIONALS UTILIZED BY THE DEBTORS IN THE ORDINARY COURSE OF BUSINESS

Upon the Application[2] of the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**") seeking entry of an order pursuant to sections 105(a), 327, 328, 330 and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "**Bankruptcy Code**"), authorizing the Debtors to retain and employ certain professionals in the ordinary course of business without further order of the Court; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Application is in the best interests of the

[1] The Debtors in these Chapter 11 Cases, along with the last four (4) digits of each Debtor's federal tax identification number, are: Blue Hen Group Inc. (9667), Argus Payments Inc. (4661), Big Island Technology Group, Inc. (9795), Confirm ID, Inc. (7020), Danni Ashe, Inc. (5271), Fastcupid, Inc. (7869), Fierce Wombat Games Inc. (2019), FriendFinder California Inc. (2750), FriendFinder Networks Inc. (0988), FRIENDFINDER VENTURES INC. (3125), FRNK Technology Group (7102), General Media Art Holding, Inc. (2637), General Media Communications, Inc. (2237), General Media Entertainment, Inc. (2960), Global Alphabet, Inc. (7649), GMCI Internet Operations, Inc. (7655), GMI On-Line Ventures, Ltd. (7656), Interactive Network, Inc. (5941), Magnolia Blossom Inc. (8925), Medley.com Incorporated (3594), NAFT NEWS CORPORATION (4385), Penthouse Digital Media Productions Inc. (1056), Penthouse Images Acquisitions, Ltd. (9228), PerfectMatch Inc. (9020), Playtime Gaming (4371), PMGI Holdings Inc. (2663), PPM Technology Group, Inc. (9876), Pure Entertainment Telecommunications, Inc. (9626), Sharkfish, Inc. (1221), Snapshot Productions, LLC (7091), Streamray Inc. (2716), Streamray Studios Inc. (1009), Tan Door Media Inc. (1100),Traffic Cat, Inc. (1223), Transbloom, Inc. (1168), Various, Inc. (7762), Video Bliss, Inc. (6760), West Coast Facilities Inc. (4751), XVHUB Group Inc. (9401). The Debtors' business address is 6800 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

Debtors, their estates, their creditors and other parties in interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. For the reasons set forth on the record, the Application is GRANTED as provided herein.

2. Pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, the Debtors are hereby authorized to retain and to employ, effective as of the Petition Date, the Ordinary Course Professionals listed on **Exhibit A** to the Application, or with respect to professionals not listed on **Exhibit A**, such later date identified in this Order, without the need to file separate, formal retention applications or obtain retention orders for each such Ordinary Course Professional.

3. Within five (5) business days after the date of entry of this Order, the Debtors shall serve this Order and the form of Affidavit attached to the Application as **Exhibit B** upon each Ordinary Course Professional.

4. By the later of: (a) thirty (30) days after entry of this Order for Ordinary Course Professionals listed on **Exhibit A**, or thirty (30) days after the filing of a Supplemental Notice for Ordinary Course Professionals not listed on **Exhibit A**; or (b) prior to the payment of any such Ordinary Course Professional for services provided to the Debtors, each Ordinary Course Professional shall file with this Court, and serve upon: (i) counsel to the Debtors, Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, Delaware 19801 (Attn: Dennis A. Meloro, Esq.) and Greenberg Traurig, LLP, The MetLife Building, 200 Park Avenue, New York, New York 10166 (Attn: Matthew L. Hinker, Esq.); (ii) Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware

19801 (Attn: David Buchbinder, Esq.); (iii) counsel to any Official Committee(s) appointed in these Chapter 11 Cases; (iv) counsel to counsel to the Senior Debt Holders, Milbank, Tweed, Hadley & McCloy LLP, 601 S. Figueroa Street, Los Angeles, CA 90017 (Attn: Neil J. Wertlieb, Esq. and David Zolkin, Esq.), Jones Day, 555 South Flower Street, 50th Floor, Los Angeles, CA 90071 (Attn: Joshua M. Mester, Esq.), and Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, Bank of America Tower, New York, New York 10036 (Attn: Lisa G. Beckerman); and (iv) all parties requesting notice in these cases pursuant to Bankruptcy Rule 2002 (collectively, the "**Notice Parties**"), a disclosure affidavit of the proposed professional (the "**Affidavit**") in the form attached to the Application as **Exhibit B.** Notwithstanding the foregoing, the time limits for filing the Affidavit shall not preclude the Debtors from seeking to employ an Ordinary Course Professional *nunc pro tunc* to a date that is more than thirty (30) days prior to the filing of its Affidavit, provided that the request for *nunc pro tunc* relief is specifically referenced in the title of the Affidavit and in the corresponding title of the docket entry for the filed Affidavit.

5. The Notice Parties shall have ten (10) days after service of each Ordinary Course Professional's Affidavit (the "**Objection Period**") to object to the retention of such professional. Any such objections shall be timely served upon the Ordinary Course Professional to whom the objection applies, the Debtors, and the Notice Parties. If any such objection is filed and cannot be resolved and/or withdrawn within twenty (20) days after service of such objection, this Court shall adjudicate the matter at a regularly scheduled omnibus hearing. If no timely objection is filed and received, or if any objection is withdrawn, the Debtors shall be authorized to retain the Ordinary Course Professional without further order of this Court.

6. The Debtors may not make any payments to any Ordinary Course Professionals until (a) the Ordinary Course Professional has filed the Affidavit in accordance with the

provisions of this Order and the Objection Period has expired with no related objections having been filed, or (b) if a properly-filed Affidavit and a related objection are filed, until such objection is resolved or withdrawn, or such retention is approved by the Court.

7. The Debtors are authorized, without need for further hearing or order from this Court, to employ and retain Ordinary Course Professionals not currently listed on **Exhibit A** to the Application by filing with this Court, and serving on the Notice Parties, Supplemental Notices listing the name of the professionals, together with the properly filed Affidavit, and by otherwise complying with the terms of this Order (including providing for an Objection Period for each such Affidavit to the Notice Parties).

8. Without further order of this Court, the Debtors are authorized, but not required, to pay to each Ordinary Course Professional properly retained pursuant to this Order one hundred percent (100%) of each Ordinary Course Professional's fees and expenses, not to exceed an aggregate amount of $50,000 in any given month, and $200,000 for each Ordinary Course Professional for the duration of these Chapter 11 Cases, in the manner customarily made by the Debtors prepetition, and subject to the requirements imposed on the Debtors under any order regarding the Debtors' use of cash collateral. Each Ordinary Course Professional must submit reasonably detailed billing statements indicating the nature of the services rendered, calculated in accordance with such professional's standard billing practices (without prejudice to the rights of parties in interest to dispute any such billing statements).

9. In the event an Ordinary Course Professional seeks more than (i) the Monthly Cap in a single month, or (ii) the Aggregate Cap, then such Ordinary Course Professional shall file a fee application for the amount in excess of the applicable cap for the month at issue in accordance with the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy

Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the Fee Guidelines Promulgated by the Executive Office of the United Trustee, and any order entered by the Court governing the payment of compensation and reimbursement of expenses in these Chapter 11 Cases.

10. Every ninety (90) days (commencing on the first day of the month following the ninetieth (90th) day after the entry of this Order), the Debtors shall file with the Court a report summarizing payments to Ordinary Course Professionals (an "**Ordinary Course Professionals Report**"), and serve the Ordinary Course Professionals Report on the Notice Parties.

11. The Ordinary Course Professionals Report shall include the following information for each Ordinary Course Professional receiving payments from the Debtors during the applicable Reporting Period (as defined below): (a) the name of such Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the preceding ninety (90) day period ending at the conclusion of the prior calendar month (the "**Reporting Period**"); and (c) a general description of the services rendered by such Ordinary Course Professional.

12. 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 Debtors' use of cash collateral.

13. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

14. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the interpretation or implementation of this Order.

Dated: October 11, 2013

HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

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