UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

In Re
In re Ziff Davis Media Inc et al Debtors

Chapter 11 Case No
08-10768 (BRL)
(Jointly Administered)

Name of Debtor Against Which Claim is Held

Ziff Davis Publishing Holdings Inc

Case No of Debtor

08-10775

NOTE [illegible] administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name and address of Creditor

Kirkland & Ellis LLP
200 East Randolph Drive
Chicago Illinois 60601
Attn James A Stempel
Adam C Paul

Telephone number (312) 861-2000

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars

☐ Check box if you have never received any notices from the bankruptcy court in this case

☐ Check box if the address differs from the address on the envelope sent to you by the court

Account or other number by which creditor identifies debtor

Check here if this claim

☐ replaces ☐ amends a previously filed claim dated

1 Basis for Claim

☐ Goods sold
☒ Services performed (See Exhibit A attached hereto)
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Other _____ (explain)

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensation (fill out below)

Last Four Digits of your SS# _____

Unpaid compensation for services performed

from _____ (date) to _____ (date)

2 Date debt was incurred
various dates up through and including March 4 2008

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed $ 541,091 46 (unsecured nonpriority) + _____ (secured) + _____ (unsecured priority) = $541,091.46 (Total)

If all or part of your claim is secured or entitled to priority also complete Item 5 or 7 below

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges

5 Secured Claim

☐ Check this box if your claim is secured by collateral (including a right of setoff)

Brief Description of Collateral

☐ Real Estate ☐ Motor Vehicle
☐ Other _____

Value of Collateral $_

Amount of arrearage and other charges at time case filed included in secured claim, if any $

6 Unsecured Nonpriority Claim $541,091 46

☒ Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or if c) none or only part of your claim is entitled to priority

7 Unsecured Priority Claim

☐ Check this box if you have an unsecured priority claim

Amount entitled to priority $_____

Specify the priority of the claim

☐ Wages salaries or commissions (up to $4 925) earned within 90 days before filing of the bankruptcy petition or cessation of the debtor s business whichever is earlier 11 U S C § 507(a)(3)
☐ Contributions to an employee benefit plan 11 U S C § 507(a)(4)
☐ Up to $2 225 of deposits toward purchase lease or rental of property or services for personal family or household use - 11 U S C § 507(a)(6)
☐ Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)
☐ Taxes or penalties owed to governmental units 11 U S C § 507(a)(8)
☐ Other - Specify applicable paragraph of 11 U S C § 507(a)(_____)

8 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

9 Supporting Documents *Attach copies of supporting documents* such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien

DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous attach a summary

10 Date Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped self addressed envelope and a copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY

FILED

JUN 02 2008

BMC

Ziff Davis Media Inc
00226

Date
June 2 2008

Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)

James A. Stempel /MLR.

James A Stempel

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to these general rules

DEFINITIONS

Debtor

The person corporation or other entity that has filed a bankruptcy case is called the debtor

Creditor

A creditor is any person corporation or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed

Proof of Claim

A form filed with the clerk of the bankruptcy court where the bankruptcy case was filed to tell the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor s claim) This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed

Secured Claim

A claim is a secured claim if the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property

Examples of liens are a mortgage on real estate and a security interest in a car truck boat television set or other item of property A lien may have been obtained through a court proceeding before the bankruptcy case began In some states a court judgment is a lien In addition to the extent a creditor also owes money to the debtor (has a right of setoff) the creditor s claim may be a secured claim *(See also Unsecured Claim)*

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full

Unsecured Priority Claim

Certain types of unsecured claims are given priority so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims) The most common types of priority claims are listed on the proof of claim form Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example Central District of California) the name of the debtor in the bankruptcy case and the bankruptcy case number If you received a notice of the case from the court all of this information is near the top of the notice

Information about Creditor

Complete the section giving the name address and telephone number of the creditor to whom the debtor owes money or property and the debtor s account number if any If anyone else has already filed a proof of claim relating to this debt if you never received notices from the bankruptcy court about this case if your address differs from that to which the court sent notice or if this proof of claim replaces or changes a proof of claim that was already filed check the appropriate box on the form

1 Basis for Claim

Check the type of debt for which the proof of claim is being filed If the type of debt is not listed check Other' and briefly describe the type of debt If you were an employee of the debtor fill in your social security number and the dates of work for which you were not paid

2 Date Debt Incurred

Fill in the date when the debt first was owed by the debtor

3 Court Judgments

If you have a court judgment for this debt state the date the court entered the judgment

4 Total Amount of Claim at Time Case Filed

Fill in the applicable amounts including the total amount of the entire claim If interest or other charges in addition to the principal amount of claim are included check the appropriate place on the form and attach an itemization of the interest and charges

5 Secured Claim

Check the appropriate place if the claim is a secured claim You must state the type and value of the property that is collateral for the claim attach copies of the documentation of your lien and state the amount past due on the claim as of the date the bankruptcy case was filed A claim may be partly secured and partly unsecured (See DEFINITIONS above)

6 Unsecured Nonpriority Claim

Check the appropriate place if you have an unsecured nonpriority claim sometimes referred to as a "general unsecured claim (See DEFINITIONS above) If your claim is partly secured and partly unsecured state here the amount that is unsecured If part of your claim is entitled to priority state here the amount **not** entitled to priority

7 Unsecured Priority Claim

Check the appropriate place if you have an unsecured priority claim and state the amount entitled to priority (See DEFINITIONS above) A claim may be partly priority and partly nonpriority if for example the claim is for more than the amount given priority by the law Check the appropriate place to specify the type of priority claim

8 Credits

By signing this proof of claim you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor

9 Supporting Documents

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or if the documents are too lengthy a summary of those documents If documents are not available you must attach an explanation of why they are not available

****The original of this completed form must be sent by mail or by hand or overnight delivery (FAXES, EMAILS AND OTHER METHODS OF DELIVERY ARE NOT ACCEPTED) so that it is received on or before 5 00 p m (prevailing Eastern Time) on June 2, 2008**

BY MAIL TO

Ziff Davis Media Inc et al
c/o BMC Group Claims Agent
P O Box 926
El Segundo CA 90245-0926

BY HAND OR OVERNIGHT DELIVERY TO

Ziff Davis Media Inc et al
c/o BMC Group Claims Agen
1330 East Franklin Avenue
El Segundo CA 90245

United States Bankruptcy Court,

Southern District of New York (Manhattan)

In re Ziff Davis Media, Inc

Case No. 08-10768

DOCUMENTS APPENDED TO CLAIM

On February 12, 2009, document(s) were appended to Claim Number(s) 219, 220, 222, 223, 224 & 226 for the following reason(s):

☐ Stipulation/Order filed, dkt _____, filed date _____.

☐ New Supporting Documents

☐ Change of Address (address update sent via e-mail dated ____)

☐ ~~Letter~~ Notice of Withdrawal of Claim filed, dkt ____, filed date _____.

☒ Other: Withdrawal of Claim received via email dated 2/9/09 from Mcohn @Winston & Strawn to Jgalyen @ BMC

ZIFF DAVIS MEDIA

January 29, 2009

VIA E-MAIL
Adam Paul
Kirkland & Ellis LLP
200 East Randolph Drive
Chicago, IL 60601

Re: ***In re Ziff Davis Media Inc., et al.***[1]
Jointly Administered Case No. 08-10768 (BRL) (Bankr. S.D.N.Y.)

Dear Mr. Paul:

Kirkland & Ellis LLP ("Kirkland") filed seven proofs of claim, each in the amount of $541,091.46, in the above referenced chapter 11 cases. Claim No. 221 in the amount of $541,091.46 has been allowed in full. Please execute this letter in the space provided below withdrawing Kirkland's remaining six claims.

Sincerely,

/s/ Beverly Lewis

Beverly Lewis
Accounts Receivable Manager
Ziff Davis Media Inc.

By my signature below, I certify that: (i) I am an authorized representative of Kirkland & Ellis LLP; and (ii) Kirkland & Ellis LLP withdraws Claim Nos. 219, 220, 222, 223, 224 and 226.

By: Kirkland & Ellis LLP
Name: A P P
Its: Partner

[1] The Reorganized Debtors in these cases are: Ziff Davis Media Inc.; Ziff Davis Holdings Inc.; Ziff Davis Internet Inc.; Ziff Davis Publishing Inc.; and Ziff Davis Publishing Holdings Inc.