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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	**Chapter 11**
Ziff Davis Media Inc., et al.,[1]	)	**Case No. 08-10768 (BRL)**
Debtors.	)	**Jointly Administered**

APPLICATION TO RETAIN AND EMPLOY COHEN TAUBER SPIEVACK & WAGNER P.C. AS SPECIAL CONFLICTS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO MARCH 18, 2008

The Official Committee of Unsecured Creditors (the "Committee") appointed in the chapter 11 cases (the "Chapter 11 Cases") of Ziff Davis Media Inc., et al., debtors and debtors-in-possession (collectively the "Debtors" or "Ziff Davis"), respectfully represent as follows:

SUMMARY OF REQUESTED RELIEF

1. The Committee submits this application (the "Application"), pursuant to Sections 328(a) and 1103(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for entry of an order authorizing the Committee to retain and employ Cohen

[1] The Debtors in these cases include: Ziff Davis Media Inc.; Ziff Davis Development Inc.; Ziff Davis Holdings Inc.; Ziff Davis Intermediate Holdings Inc; Ziff Davis Internet Inc.; Ziff Davis Publishing Inc.; and Ziff Davis Publishing Holdings Inc.

Tauber Spievack & Wagner P.C. ("CTSW") as its attorneys in connection with the Debtors' chapter 11 cases, nunc pro tunc to March 18, 2008.

BACKGROUND

2. On March 5, 2008 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code. The Debtors are continuing to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of this Court, the Chapter 11 Cases have been procedurally consolidated and are being jointly administered.

3. On March 14, 2008, the United States Trustee appointed the Committee consisting of the following members: (i) Concordia Partners, L.P., (ii) Deutsche Bank Trust Company Americas, as indenture trustee, (iii) Joshua Tree Capital Partners, (iv) MHR Fund Management LLC, (v) River Run Fund, Ltd., (vi) RR Donnelley & Sons Company, and (vii) Sony Computer Entertainment.

JURISDICTION

4. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This Application is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief sought herein are sections 328(a) and 1103(a) of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules.

CTSW'S RETENTION

5. The Committee has determined to retain Cohen Tauber Spievack & Wagner P.C. as special conflicts counsel to address those issues that O'Melveny & Meyers LLP, the Committee's primary counsel, may be unable to become involved in as a result of a conflict or potential conflict of interest.

6. To that end, at a meeting held on March 18, 2008, the Committee selected CTSW as its special conflicts counsel, effective as of March 18, 2008, that being the day on which CTSW first rendered services to the Committee. CTSW has indicated a willingness to act as special conflicts counsel on behalf of the Committee.

7. As special conflicts counsel, CTSW's primary responsibilities will be (a) the investigation and review of the liens and claims held by the Debtors' secured lenders and (b) upon direction of the Committee, such other matters as may arise.

8. The Committee believes that CTSW possesses extensive knowledge and expertise in the areas of law relevant to the Chapter 11 Cases, and that CTSW is well qualified to represent the Committee as special conflicts counsel in the Chapter 11 Cases. CTSW has been retained in other cases before this court as special conflicts counsel for similar purposes, such as *In re Fortunoff Fine Jewelry and Silverware, LLC*, Case No. 08-10353 and *In re Galey & Lord, Inc.*, Case No. 02-40445.

9. To the best of the Committee's knowledge, CTSW's shareholders and associates have no connection with the Debtors or their secured lenders, except as set forth herein and in the annexed certification of Joseph M. Vann, Esq., a shareholder of CTSW (the "Certification"). The Committee is satisfied that CTSW represents no interest adverse to the Committee, the Debtors or their respective estates that would preclude it

from acting as special conflicts counsel to the Committee in matters upon which it is to be engaged, and that its employment will be in the best interest of the Debtors' estates.

10. CTSW intends to work closely with the other professionals retained by the Committee to ensure that there is no duplication of services rendered or charged to the Debtors' estates.

11. Subject to this Court's approval, CTSW will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith, as set forth in the annexed Certification. Attorneys and paraprofessionals of CTSW bill their time in one-tenth hour increments, and the range of hourly rates currently charged by CTSW, subject to adjustment, is:[2] Partner/Counsel[3] $475 - $545 Associate $275 - $350, and Paralegal $125 - $195.

12. CTSW intends to apply to this Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, and the Rules and Orders of this Court. In compliance with the above rules and orders, CTSW will seek compensation and reimbursement of actual and necessary expenses incurred.

WAIVER OF MEMORANDUM OF LAW

13. Because the relevant facts and law are detailed herein, the Committee respectfully requests that the Court waive the requirement that the Committee file a

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[2] Pursuant to its ordinary practice, CTSW generally revises its rates on January 1st of each year. The rates set forth herein are CTSW's rates effective as of January 1, 2008.

[3] One partner bills at the hourly rate of $700. He is not expected to have any involvement in the Cases.

separate memorandum of law in support of the Application, but the Committee reserves the right to file a memorandum of law in reply to any objection to this Application or as may be otherwise directed by this Court.

NOTICE

14. In accordance with the Court's Order Establishing Certain Notice, Case Management and Administrative Procedures (the "Case Management Order") [Docket No. 37], this Application has been served upon: (a) the Core List; and (b) the 2002 List (as each is defined in the Case Management Order). A draft has been provided to the United States Trustee before filing with this Court.

NO PRIOR REQUEST

15. No prior application for the relief sought in this Application has been made to this or to any other court in connection with the Chapter 11 Cases.

WHEREFORE, the Committee requests that an order be entered authorizing it to retain CTSW to represent it in the Chapter 11 Cases, *nunc pro tunc* to March 18, 2008, and for such other and further relief as this Court may deem just and proper.

Dated: New York, New York
March 31, 2008

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE ZIFF DAVIS MEDIA INC., ET AL.

By: _____
Co-Chairman R.R. DONNELLEY + SONS INC

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE ZIFF DAVIS MEDIA INC., ET AL.

By: _____
Co-Chairman

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Dated: New York, New York
March ___, 2008

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE ZIFF DAVIS MEDIA INC., ET AL.

By: MHR Fund Management LLC
Co-Chairman

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE ZIFF DAVIS MEDIA INC., ET AL.

By: _____
Co-Chairman