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**

ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 1102(b)(3) AND 1103(c) AUTHORIZING RETENTION OF THE BMC GROUP, INC. ("BMC") AS COMMUNICATIONS AGENT FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND APPROVING RELATED AGREEMENT, NUNC PRO TUNC TO APRIL 25, 2008

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of Ziff Davis Media Inc., et al. (the "Debtors") for the entry of an order pursuant to sections 105(a), 1102(b)(3) and 1103(c) of the Bankruptcy Code authorizing the retention of The BMC Group, Inc ("BMC"), nunc pro tunc to April 25,2008, as communications agent for the Committee upon the terms set forth in the Application and the BMC Agreement; and upon the Affidavit of Tinamarie Feil, BMC's President of Client Services, in support of the Application; and it appearing that the relief requested in the Application is in the best interests of the Committee, the Debtors' estates and their creditors; and the Court being satisfied that BMC has the capability and experience to provide the services for which it is to be retained by the Committee, and that BMC does not hold an interest adverse to the Debtors' estates respecting the matters upon which BMC is to be engaged; and good and sufficient notice of the Application having been given; and no other or further notice being required; and sufficient cause appearing therefore; it is hereby

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.

ORDERED, that the Application is approved in its entirety; and it is further

ORDERED, that the Committee is authorized to retain BMC as its communications agent subject to the terms of the Application and the BMC Agreement; and it is further

ORDERED, that BMC shall perform the services set forth in the Application and BMC Agreement; and it is further

ORDERED, that BMC shall deliver monthly invoices to the Debtors, and the Debtors shall pay BMC's fees and expenses as set forth in the BMC Agreement, without the necessity of BMC filing fee applications with this Court; and it is further

ORDERED, that BMC's fees shall be subject to the limits set forth in the Order Authorizing the Debtors' Retention and Compensation of Certain Professionals in the Ordinary Course of Businesses, dated March 31, 2008, and the procedures set forth therein should BMC's fees exceed such limits; and it is further

ORDERED, that payments of BMC's monthly invoices are to be based upon BMC's submission of a billing statement with a detailed listing of services, expenses and supplies to the Committee and the Debtors, within fifteen (15) business days of the end of each calendar month; the Debtors and the Committee shall have ten (10) days to advise BMC of any objections to the monthly invoices; if an objection cannot be resolved, the Committee will schedule a hearing before this Court to consider the disputed invoice; unless advised of an objection, the Debtors will pay each BMC invoice within thirty (30) days after the tenth (10^{th}) day after the receipt of the invoice, in the ordinary course of business; if an objection is raised to a BMC invoice, the Debtors will remit to BMC only the undisputed portion of the invoice and, if applicable, will pay the remainder to BMC upon the resolution of the dispute, as mandated by this Court; and it is further

ORDERED, that the fees and expenses BMC incurs in the performance of its services shall be treated as an administrative expense of the Debtors' chapter 11 estates and be paid by the Debtors in the ordinary course of business without further application to this Court; provided, however, that to the extent that any of BMC's fees and expenses are disallowed by this Court, BMC shall not be entitled to an administrative expense for such disallowed fees and expenses; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
May 21, 2008

/s/Burton R. Lifland
United States Bankruptcy Judge