

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
LOCAL INSIGHT MEDIA HOLDINGS, INC., <u>et al.</u> , ¹	)	Case No. 10-13677 (KG)
)	
Debtors.	)	Jointly Administered
)	

Objection Deadline: October 6, 2011, at 4:00 p.m. (prevailing Eastern time)
Hearing Date: Only if objections are timely filed

**NOTICE OF NINTH MONTHLY FEE APPLICATION OF KIRKLAND & ELLIS LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
DEBTORS FOR THE PERIOD FROM JULY 1, 2011 THROUGH JULY 31, 2011**

TO: (a) the U.S. Trustee; (b) counsel to the Committee; (c) counsel to the administrative agent for Local Insight Regatta Holdings, Inc.'s prepetition and postpetition senior credit facilities; (d) the Debtors; (e) counsel to the Debtors.

On September 16, 2011, Kirkland & Ellis LLP, counsel to the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Ninth Monthly Fee Application of Kirkland & Ellis LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred as Counsel to the Debtors for the Period from July 1, 2011 through July 31, 2011* (the "Application"), seeking compensation for services in the amount of \$353,355.50 and reimbursement of costs incurred in the amount of \$4,690.53 with the United

¹ The Debtors, together with the last four digits of each of the Debtors' federal tax identification number (if applicable), are: Local Insight Media Holdings, Inc. (2696); Local Insight Media Holdings II, Inc. (8133); Local Insight Media Holdings III, Inc. (8134); LIM Finance Holdings, Inc. (8135); LIM Finance, Inc. (8136); LIM Finance II, Inc. (5380); Local Insight Regatta Holdings, Inc. (6735); The Berry Company LLC (7899); Local Insight Listing Management, Inc. (7524); Regatta Investor Holdings, Inc. (8137); Regatta Investor Holdings II, Inc. (8138); Regatta Investor LLC; Regatta Split-off I LLC; Regatta Split-off II LLC; Regatta Split-off III LLC; Regatta Holding I, L.P.; Regatta Holding II, L.P.; and Regatta Holding III, L.P. For the purpose of these chapter 11 cases, the service address for all Debtors is: 188 Inverness Drive West, Suite 800, Englewood, CO 80112.



States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”). The Application is submitted pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Official Committee Members*, approved by this Court on December 17, 2010 (Docket No. 159) (the “Fee Order”).

Any response or objection to the Application must be in writing and filed with the Bankruptcy Court on or before **October 6, 2011, at 4:00 p.m. prevailing Eastern time**. You must also serve a copy of the response or objection so that it is received not later than **October 6, 2011, at 4:00 p.m., prevailing Eastern time**, by (i) counsel to the Debtors: (a) Laura Davis Jones, Esq., Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), (b) Richard M. Cieri, Esq., Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4611, and (c) Ross M. Kwasteniet, Esq., Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-3406; (ii) Richard Schepacarter, Esq., United States Trustee’s Office, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801; (iii) counsel to the Committee: (a) Mark Shinderman, Esq., Milbank, Tweed, Hadley & McCloy LLP, 601 South Figueroa Street, 30th Floor, Los Angeles, CA 90017-5735, and (b) Michael E. Comerford, Esq., Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, NY 10005, and (c) Robert J. Dehney, Esq., Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, DE 19899; (iv) counsel to the administrative agent for Local Insight Regatta Holdings, Inc.’s prepetition and postpetition senior credit facilities, Attn: Sandeep Qusba, Esq., Simpson Thacher & Bartlett LLP,

425 Lexington Avenue, New York, NY 10017-3954; and (v) the Debtors, 188 Inverness Drive West, Suite 800, Englewood, CO 80112, Attn.: John S. Fischer.

IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF FEES AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID PURSUANT TO THE FEE ORDER WITHOUT FURTHER HEARING OR ORDER OF THE COURT.

IF A TIMELY OBJECTION IS FILED AND SERVED, THEN PAYMENT WILL BE MADE ACCORDING TO THE PROCEDURES SET FORTH IN THE FEE ORDER.

A HEARING ON THE APPLICATION WILL BE HELD ONLY IF OBJECTIONS OR RESPONSES ARE TIMELY FILED.

Dated: September 16, 2011

/s/ Curtis A. Hehn

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Attorneys for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
LOCAL INSIGHT MEDIA HOLDINGS, INC., <u>et al.</u> , ¹	)	Case No. 10-13677 (KG)
)	
Debtors.	)	Jointly Administered
)	
	)	Hearing Date: Only if objections are timely filed
	)	Objection Deadline: 20th day following date of service

**SUMMARY OF NINTH MONTHLY FEE APPLICATION OF
KIRKLAND & ELLIS LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL
TO THE DEBTORS FOR THE PERIOD FROM JULY 1, 2011 THROUGH JULY 31, 2011**

Name of Applicant:	<u>Kirkland & Ellis LLP (“K&E”)</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>Nunc pro tunc to November 17, 2010 (the “Petition Date”)</u>
Period for which Compensation and Expense Reimbursement are sought:	<u>July 1, 2011 through July 31, 2011 (the “Fee Period”)</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$353,355.50²</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$4,690.53</u>

¹ The Debtors, together with the last four digits of each of the Debtors’ federal tax identification number (if applicable), are: Local Insight Media Holdings, Inc. (2696); Local Insight Media Holdings II, Inc. (8133); Local Insight Media Holdings III, Inc. (8134); LIM Finance Holdings, Inc. (8135); LIM Finance, Inc. (8136); LIM Finance II, Inc. (5380); Local Insight Regatta Holdings, Inc. (6735); The Berry Company LLC (7899); Local Insight Listing Management, Inc. (7524); Regatta Investor Holdings, Inc. (8137); Regatta Investor Holdings II, Inc. (8138); Regatta Investor LLC; Regatta Split-off I LLC; Regatta Split-off II LLC; Regatta Split-off III LLC; Regatta Holding I, L.P.; Regatta Holding II, L.P.; and Regatta Holding III, L.P. For the purpose of these chapter 11 cases, the service address for all Debtors is: 160 Inverness Drive West, Suite 400, Englewood, CO 80112.

² Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members*, entered on December 17, 2010 [Docket No. 159], K&E will, in the absence of any objection to this Application, be entitled to payment of 80% of fees incurred during the Fee Period in the amount of \$282,684.40.

This is a(n): X monthly interim final application.

Below is a summary of prior applications filed:

Date Filed	Fee Period	Total Fees Requested	Total Expense Requested	Approved Fees	Approved Expenses
December 30, 2010	11/18/10 - 11/30/10	\$199,139.50	\$6,849.28	\$199,139.50	\$6,849.28
February 4, 2011	12/1/10 - 12/31/10	\$547,023.50	\$16,383.40	\$547,023.50	\$16,383.40
March 9, 2011	1/1/11 - 1/31/11	\$396,100.50	\$20,896.91	\$396,100.50	\$20,896.91
March 30, 2011	2/1/11 - 2/28/11	\$541,147.00	\$9,066.11	\$432,917.60	\$9,066.11
April 29, 2011	3/1/11 - 3/31/11	\$893,853.00	\$14,349.58	\$715,082.40	\$14,349.58
June 9, 2011	4/1/11 - 4/30/11	\$474,364.50	\$7,699.60	\$379,491.60	\$7,699.60
July 12, 2011	5/1/11 - 5/31/11	\$447,994.50	\$8,583.38	\$358,395.60	\$8,583.38
August 11, 2011	6/1/11 - 6/30/11	\$548,671.50	\$6,806.91	Pending	Pending

Professional Compensation

Name of Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Richard M Cieri	Partner	1981	Restructuring	995.00	42.40	\$42,188.00
Nickolas A Kacprowski	Partner	2005	Litigation	620.00	37.70	\$23,374.00
Ross M Kwasteniet	Partner	2002	Restructuring	730.00	52.20	\$38,106.00
Christopher J Marcus	Partner	2000	Restructuring	805.00	75.50	\$60,777.50
Mark E McKane	Partner	1997	Litigation	730.00	4.60	\$3,358.00
Greer L Phillips	Partner	1984	Taxation	995.00	6.70	\$6,666.50
Sara B Zabloney	Partner	2003	Taxation	800.00	2.30	\$1,840.00
Melinda C Alankar	Associate	2007	Taxation	715.00	4.50	\$3,217.50
Brooke L Cavanaugh	Associate	2010	Restructuring	540.00	13.20	\$7,128.00
Christine Gealy	Associate	2008	Litigation	540.00	4.70	\$2,538.00
Richard M Goldman	Associate	2008	Restructuring	640.00	78.30	\$50,112.00
Richard M Goldman	Associate	2008	Restructuring	590.00	0.30	\$177.00
Kendall Hannon	Associate	2009	Litigation	485.00	27.00	\$13,095.00
Inbal Hasbani	Associate	2011	Restructuring	475.00	16.50	\$7,837.50
Noah Ornstein	Associate	2005	Restructuring	640.00	95.60	\$61,184.00
Steven Serajeddini	Associate	2010	Restructuring	540.00	41.80	\$22,572.00
Brian A Tweedie	Associate	2010	Corporate	430.00	2.00	\$860.00
Totals for Professionals					505.30	\$345,031.00

Paraprofessional Compensation

Name of Paraprofessional Person	Position	Year(s) at Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alexander Davis	Law Clerk	N/A	Litigation	235.00	21.30	\$5,005.50
Jonathan Man	Law Clerk	N/A	Corporate	235.00	0.50	\$117.50
Aparna Yenamandra	Law Clerk	N/A	General	235.00	3.00	\$705.00
Sarah Farley	Legal Assistant	7 yrs	Litigation	300.00	0.70	\$210.00
Beth Friedman	Legal Assistant	26 yrs	Restructuring	305.00	1.80	\$549.00
Jocelyn C Kuo	Legal Assistant	10 yrs	Restructuring	260.00	4.50	\$1,170.00
Katrina M Simek	Legal Assistant	4 yrs	Restructuring	250.00	0.30	\$75.00
Jason Goodman	Litigation Support Consultant	5 yrs	Litigation	245.00	1.50	\$367.50
Linda A Scussel	Other	5 yrs	Admin Services	250.00	0.50	\$125.00
Totals for Paraprofessionals					34.10	\$8,324.50

Compensation By Matter

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
4	Asset Disposition	2.50	\$1,600.00
5	Automatic Stay Issues	6.30	\$4,086.00
6	Business Operations	0.60	\$384.00
7	Case Administration	0.90	\$658.50
8	Claims Administration & Objections	85.30	\$53,563.50
9	Corporate Governance, Securities Law	41.50	\$31,036.00
10	Creditor Committees	6.00	\$4,186.50
11	DIP Financing, Cash Collateral	4.70	\$2,871.50
12	Employee Issues	0.60	\$384.00
14	Executory Contracts and Unexpired Leases	149.70	\$110,216.00
15	Fee Employment App. Obj. K&E	33.30	\$18,912.00
16	Fee Employment App. Obj. Others	14.40	\$7,903.50
18	Plan & Disclosure Statement	71.10	\$48,938.50
19	Plan Exclusivity	0.20	\$128.00
23	Tax Issues	16.40	\$14,533.50
24	Travel Times	4.20	\$3,066.00
27	Hearings	2.80	\$1,936.00
32	Litigation, Adversary Proceedings	98.80	\$48,888.00
33	YellowPages.com Indemnification Dispute	0.10	\$64.00
Totals for All Matters		539.40	\$353,355.50
Blended Rate			\$655.09

Expense Summary

Service Description	Service Providers ³	Amount
Third Party Telephone Charges	Intercall	\$96.46
Standard Copies or Prints	Internal (Kirkland & Ellis LLP)	\$1.80
Tabs/Indexes/Dividers	Internal (Kirkland & Ellis LLP)	\$2.10
Scanned Images	Internal (Kirkland & Ellis LLP)	\$2.90
Standard Prints	Internal (Kirkland & Ellis LLP)	\$357.30
Color Prints	Internal (Kirkland & Ellis LLP)	\$206.50
Postage	US Postal Service	\$2.36
Local Transportation		\$12.60
Travel Expense		\$1,050.00
Airfare		\$1,551.18
Travel Meals		\$105.41
Working Meals/K&E and Others	Seamlessweb	\$84.23
Computer Database Research	Westlaw	\$866.10
Overtime Transportation	Flash Cab Company	\$187.70
Overtime Meals - Attorney	Bon Appetit Management Company	\$155.00
Secretarial Overtime		\$8.89
Total		\$4,690.53

³ Although K&E may use one or more service providers for a particular service, the service providers identified herein are the primary service providers for the services described.

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ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM JULY 1, 2011 THROUGH JULY 31, 2011**

Kirkland & Ellis LLP ("K&E"), attorneys for Local Insight Media Holdings, Inc. and 17 of its subsidiaries, the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), submits this ninth monthly fee application (the "Application")² for the period from July 1, 2011 through July 31, 2011 (the "Fee Period"), seeking interim payment for fees and expenses incurred during the Fee Period in the total amount of \$287,374.93. This amount consists of: (a) \$282,684.40, which equals 80% of the fees that the

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² K&E submits this Application pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, entered on December 17, 2010 [Docket No. 163] (the "Retention Order"), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members*, entered on December 17, 2010 [Docket No. 159] (the "Interim Compensation Order").

Debtors incurred for reasonable and necessary professional services that K&E rendered during the Fee Period; and (b) \$4,690.53 for the actual and necessary costs and expenses that K&E incurred during the Fee Period. In support of this Application, K&E respectfully states as follows:

Reasonable and Necessary Services K&E Rendered During the Fee Period

1. This is the ninth monthly application for interim compensation that K&E has filed with this Court in these chapter 11 cases. The K&E attorneys who rendered professional services during the Fee Period are as follows:

Name of Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Richard M Cieri	Partner	1981	Restructuring	995.00	42.40	\$42,188.00
Nickolas A Kacprowski	Partner	2005	Litigation	620.00	37.70	\$23,374.00
Ross M Kwasteniet	Partner	2002	Restructuring	730.00	52.20	\$38,106.00
Christopher J Marcus	Partner	2000	Restructuring	805.00	75.50	\$60,777.50
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Melinda C Alankar	Associate	2007	Taxation	715.00	4.50	\$3,217.50
Brooke L Cavanaugh	Associate	2010	Restructuring	540.00	13.20	\$7,128.00
Christine Gealy	Associate	2008	Litigation	540.00	4.70	\$2,538.00
Richard M Goldman	Associate	2008	Restructuring	640.00	78.30	\$50,112.00
Richard M Goldman	Associate	2008	Restructuring	590.00	0.30	\$177.00
Kendall Hannon	Associate	2009	Litigation	485.00	27.00	\$13,095.00
Inbal Hasbani	Associate	2011	Restructuring	475.00	16.50	\$7,837.50
Noah Ornstein	Associate	2005	Restructuring	640.00	95.60	\$61,184.00
Steven Serajeddini	Associate	2010	Restructuring	540.00	41.80	\$22,572.00
Brian A Tweedie	Associate	2010	Corporate	430.00	2.00	\$860.00
Totals for Professionals					505.30	\$345,031.00

2. In addition, the K&E paraprofessionals who rendered professional services during the Fee Period are as follows:

Name of Paraprofessional Person	Position	Year(s) at Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alexander Davis	Law Clerk	N/A	Litigation	235.00	21.30	\$5,005.50
Jonathan Man	Law Clerk	N/A	Corporate	235.00	0.50	\$117.50
Aparna Yenamandra	Law Clerk	N/A	General	235.00	3.00	\$705.00
Sarah Farley	Legal Assistant	7 yrs	Litigation	300.00	0.70	\$210.00
Beth Friedman	Legal Assistant	26 yrs	Restructuring	305.00	1.80	\$549.00
Jocelyn C Kuo	Legal Assistant	10 yrs	Restructuring	260.00	4.50	\$1,170.00
Katrina M Simek	Legal Assistant	4 yrs	Restructuring	250.00	0.30	\$75.00
Jason Goodman	Litigation Support Consultant	5 yrs	Litigation	245.00	1.50	\$367.50
Linda A Scussel	Other	5 yrs	Admin Services	250.00	0.50	\$125.00
Totals for Paraprofessionals					34.10	\$8,324.50

3. During the Fee Period, K&E advised and represented the Debtors in connection with the operation of their businesses and all other matters arising from the performance of their duties as debtors in possession. As described herein, K&E prepared various pleadings, motions, and other documents submitted to this Court for consideration, appeared as lead counsel during hearings before this Court, and performed all of the other professional services described in this Application.

4. During the Fee Period, K&E professionals and paraprofessionals expended a total of 539.40 hours on these chapter 11 cases.³ The total reasonable value of such services equals \$353,355.50.⁴ In accordance with the factors enumerated in section 330 of the Bankruptcy Code, K&E believes that the amount of fees requested is fair and reasonable given: (a) the complexity of these chapter 11 cases; (b) the time K&E expended in rendering services related to these

³ Attached hereto as **Exhibit A** is a detailed and itemized description of the services K&E rendered during the Fee Period, which (a) identifies the individuals who rendered services in each subject matter (as discussed in more detail herein), (b) describes each activity or service that each individual performed, and (c) states the number of hours (in increments of one-tenth of an hour) expended by each individual providing such services.

⁴ The total amount of compensation requested in this Application reflects the fact that, during the Fee Period, K&E wrote-off a total of \$4,358.50 in fees and \$1,162.39 in expenses, for a total reduction of \$5,520.89. This includes a reduction of one-half of the charges for travel time, in accordance with the Local Rules, of \$3,066.00.

chapter 11 cases; (c) the nature and extent of the services K&E rendered during these chapter 11 cases; (d) the value of such services; and (e) the costs of comparable services rendered in cases other than those under chapter 11 of the Bankruptcy Code. To the best of K&E's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, Local Rule 2016-2, and the Interim Compensation Order.

**Reasonable and Necessary Services that K&E
Rendered During the Fee Period – Categorized by Matter**

5. The following are summaries of the significant professional services that K&E rendered during the Fee Period, organized in accordance with K&E's internal system of project and work codes by subject matter.

a. **Matter 8 – Claims Administration and Objections**

(Fees: \$53,563.50; Hours: 85.30)

To understand the scope of claims asserted against the Debtors, and enable the Debtors to remit distributions on account of such claims in a timely manner following the effective date of the Plan of Reorganization (as defined in paragraph 5.g below), K&E (i) researched and analyzed prepetition claims asserted against the Debtors; (ii) prepared certain omnibus claims objections and exhibits thereto, including the *First Omnibus (Non-Substantive) Objection to Local Insight Media Holdings, Inc., et al., to Certain Amended Claims, Duplicate Claims, and Late-Filed Claims Pursuant to Section 502 of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure*, filed on July 15, 2011 [Docket No. 726]; and (iii) negotiated settlements with certain creditors and constituents regarding claims.

b. Matter 9 – Corporate Governance, Securities Law

(Fees: \$31,036.00; Hours: 41.50)

During the Fee Period, K&E (i) prepared for and attended the Debtors' boards of directors meetings; (ii) corresponded with the Debtors and other advisors regarding such meetings; and (iii) reviewed and revised the minutes from such meetings.

c. Matter 10 – Creditors' Committee

(Fees: \$4,186.50; Hours: 6.00)

During the Fee Period, K&E continued to work cooperatively with the official committee of unsecured creditors appointed in these chapter 11 cases (the "Creditors' Committee"). Specifically, K&E participated in weekly telephonic meetings with the advisors to the Creditors' Committee to discuss case updates and strategy.⁵

d. Matter 14 – Executory Contracts, Unexpired Leases

(Fees: \$110,216.00; Hours: 149.70)

K&E continued to negotiate during the Fee Period with the Debtors' prepetition senior lenders, equity sponsor, and Ambac Assurance Corporation ("Ambac") regarding modifications to contracts (the "WBS Contracts") between the Debtors and their non-Debtor affiliates that own and manage directory publication rights in the Alaska, Hawaii, and Cincinnati markets (collectively, the "WBS Entities"). As explained in previous fee applications, the WBS Contracts are some of the Debtors' largest contracts and represent a substantial portion of their businesses. The treatment of the WBS Contracts has been central to the Debtors' formulation of their long-term business plan and pursuit of a consensual plan of reorganization. The Debtors made significant progress during the Fee Period with respect to negotiating modifications to the

⁵ Legal services that K&E rendered with respect to the Creditors' Committee's discovery requests and motion under Bankruptcy Rule 2004 are included in Matter 32 – Litigation, Adversary Proceedings, described herein.

terms of the WBS Contracts. The Debtors were ultimately successful in reaching consensus among the parties on the terms of amendments to the WBS Contracts, which agreement is reflected in the *Motion of Local Insight Media Holdings, Inc., et al. for Entry of an Order Approving (A) the WBS Settlement Term Sheet and (B) the Assumption of Amended WBS Contracts*, filed on August 30, 2011 [Docket No. 817].

In addition to negotiating modifications to the WBS Contracts, K&E also spent time during the Fee Period: (i) advising the Debtors with respect to their rights and obligations under certain executory contracts and unexpired leases; (ii) researching and analyzing issues regarding payments under various executory contracts and unexpired leases; (iii) advising the Debtors with respect to their analysis of the decision to assume or reject executory contracts and unexpired leases in conjunction with their plan of reorganization; and (iv) negotiating a settlement of the *Renewed Motion of Kelly Services for Relief from the Automatic Stay*, filed on April 13, 2011 [Docket No. 503].

e. Matter 15 – Fee and Employment Applications, Objections - K&E
(Fees: \$18,912.00; Hours: 33.30)

During the Fee Period, K&E (i) reviewed and revised its invoices to ensure compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and applicable rules of this Court; (ii) prepared its monthly and interim fee applications; and (iii) performed comprehensive conflicts checks and related disclosures.

f. Matter 16 – Fee and Employment Applications, Objections - Others
(Fees: \$7,903.50; Hours: 14.40)

This subject matter includes legal services that K&E rendered in connection with certain non-K&E professionals' retention and compensation, including: (i) assisting with such professionals' reporting requirements to ensure compliance with the Bankruptcy Code, the

Bankruptcy Rules, the Local Rules, and applicable orders of this Court; (ii) reviewing non-K&E professionals' fee applications and retention applications; and (iii) preparing the *Supplemental Application of Local Insight Media Holdings, Inc., et al., to Expand the Scope of Employment and Retention of PricewaterhouseCoopers LLP*, filed on July 12, 2001 [Docket No. 718], which the Court approved in the *Order Authorizing Local Insight Media Holdings, Inc., et al., to Expand the Scope of Employment and Retention of Pricewaterhousecoopers LLP*, entered on August 9, 2011 [Docket No. 766].

g. Matter 18 – Plan & Disclosure Statement

(Fees: \$48,938.50; Hours: 71.10)

During the Fee Period, K&E continued to expend significant efforts preparing, revising, and negotiating the terms of a proposed plan of reorganization, disclosure statement, and related documents with the Debtors' prepetition senior lenders, equity sponsor, and the Creditors' Committee. On August 13, 2011, the Debtors filed the *Joint Chapter 11 Plan of Local Insight Media Holdings, Inc., et al.* [Docket No. 776] (the "Plan of Reorganization"), the accompanying *Disclosure Statement of Local Insight Media Holdings, Inc., et al.* [Docket No. 777], and the *Motion of Local Insight Media Holdings, Inc. et al., for Entry of an Order Approving (A) the Disclosure Statement; (B) the Voting Record Date, Voting Deadline, and Other Dates; (C) Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; and (D) the Manner and Forms of Notice and Other Related Documents* [Docket No. 172]. The Court has scheduled a hearing on the Debtors' motion to approve Disclosure Statement for September 20, 2011. Thereafter, the Debtors will commence solicitation of votes to accept the Plan of Reorganization. The Debtors are hopeful that, as a result of the efforts expended during this Fee Period towards preparing the Disclosure Statement

and Plan of Reorganization, the Debtors will be able to confirm their Plan of Reorganization and emerge from bankruptcy in November 2011.

h. Matter 23 – Tax Issues

(Fees: \$14,533.50; Hours: 16.40)

During the Fee Period, K&E's tax professionals reviewed and analyzed tax issues related to the amended WBS Contracts and the structure of the Debtors' proposed plan of reorganization and disclosure statement.

i. Matter 32 – Litigation, Adversary Proceedings

(Fees: \$48,888.00; Hours: 98.80)

The majority of the time that K&E billed to this matter during the Fee Period related to the Debtors' obligation to respond to the Creditors' Committee's discovery requests. Thus far in these chapter 11 cases, the Debtors have produced thousands of documents in response to such requests, many of which requests have been broad and required substantial effort on the part of the K&E litigation team. In addition, during the Fee Period, K&E researched issues that the Debtors believe will be relevant to confirmation of the Debtors' proposed plan of reorganization.

Specifically, K&E spent time during the Fee Period: (i) reviewing and responding to the Creditors' Committee's discovery requests; (ii) engaging in extensive document review and production in response to such discovery requests, including coding documents; (iii) performing legal research regarding discovery and other litigation issues; and (iv) assisting the Debtors with respect to certain ongoing or proposed litigation and adversary proceedings.

Actual and Necessary Expenses

6. The out-of-pocket expenses that K&E incurred during the Fee Period total \$4,690.53.⁶ These expenses represent the actual cost of the underlying services, which cover K&E's direct operating costs and cannot be incorporated into K&E's hourly billing rates. Only clients who actually use services of the types set forth on Exhibit A are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose these costs upon clients who do not require extensive photocopying and other facilities and services.

7. In addition, the time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to expend resources and perform legal services on the Debtors' behalf during evenings and weekends. These extraordinary services were essential to meet deadlines, timely respond to daily inquiries from various creditors and other stakeholders, satisfy the demands of the Debtors' businesses, and ensure the orderly administration of the Debtors' estates. Consistent with K&E firm policy and as further disclosed in the *Application of Local Insight Media Holdings, Inc. et al., for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, filed on December 3, 2010 [Docket No. 89] ("K&E Retention Application"), K&E attorneys, and other employees who worked during such hours, were reimbursed for their reasonable meal and transportation costs. With respect to airfare expenses, travel by all individuals was billed at the coach class rate. K&E's regular practice is to not include components for those charges in overhead when

⁶ Included in Exhibit A is a detailed itemization and description of the disbursements that K&E made on the Debtors' behalf, which include charges: (a) of \$0.10 per page for internal copying or printing charges; (b) for external copying at the provider's cost without markup; and (c) for computer research at the provider's cost without markup.

establishing billing rates, but rather to charge clients for these and all other out-of-pocket disbursements incurred during the regular course of providing legal services.

8. Moreover, due to the location of the Debtors' businesses, creditors, and stakeholders in relation to K&E's offices, frequent multi-party telephone conferences was required, necessitating the use of telephone conferencing systems. On many occasions, overnight delivery of documents and other materials were required as a result of the exigencies and circumstances of these chapter 11 cases. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize such disbursements during these chapter 11 cases. The actual expenses incurred while providing professional services to the Debtors were necessary, reasonable, and justified under the circumstances.

Retention and Continuing Disinterestedness of Kirkland & Ellis LLP

9. Pursuant to the Retention Order, the Debtors were authorized to retain K&E as their legal counsel effective as of the Petition Date in connection with these chapter 11 cases and all related matters. In addition, the Interim Compensation Order authorizes the Debtors to compensate K&E in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and such other procedures as may be fixed by order of the Court.

10. Except as otherwise disclosed in the *Declaration of Richard M. Cieri in Support of the Application of Local Insight Media Holdings, Inc. et al., for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, dated December 3, 2010, the *First Supplemental Declaration of Richard M. Cieri in Support of the Application of Local Insight Media Holdings, Inc. et al., for Entry of an Order Authorizing the Retention and Employment of*

Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date, dated July 1, 2011 [Docket No. 589], the *Second Supplemental Declaration of Richard M. Cieri in Support of the Application of Local Insight Media Holdings, Inc., et al.*, for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date, dated June 17, 2011 [Docket No. 639], and the *Third Supplemental Declaration of Richard M. Cieri in Support of the Application of Local Insight Media Holdings, Inc., et al.*, for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date, dated July 12, 2011 [Docket No. 717], to the best of K&E's knowledge, K&E does not hold or represent any interest adverse to the Debtors or their estates, and is a disinterested person as defined in section 101(14) of the Bankruptcy Code. Although K&E may have represented, may currently represent, or in the future may represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases, K&E has disclosed its connections to parties in interest that it ascertained using reasonable efforts. If K&E becomes aware of material new information in this regard, K&E will file a supplemental declaration. During the Fee Period, K&E performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates and not on behalf of any committee, creditor, or other person.

11. Except as provided herein or in the K&E Retention Application, K&E has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these chapter 11 cases. In addition, pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it received or may receive with any person other than with K&E's partners,

counsel, and associates, or (b) any compensation that has been, or may be, received by any other person or party.

12. Although K&E has made every effort to include in this Application all fees and expenses incurred during the Fee Period, because of accounting processing delays, certain fees and expenses may have been inadvertently excluded. Accordingly, K&E reserves the right to make further application to this Court for allowance of fees and expenses incurred during the Fee Period that were not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Compensation Order, and any other applicable orders of this Court.

Conclusion

13. In summary, by this Application, and in accordance with the Interim Compensation Order, K&E respectfully requests interim payment of fees and expenses in the total amount of \$287,374.93, which consists of (a) \$282,684.40, equal to 80% of the fees that the Debtors incurred for reasonable and necessary professional services that K&E rendered during the Fee Period, and (b) \$4,690.53 for the actual and necessary costs and expenses that K&E incurred during the Fee Period.

WHEREFORE, K&E respectfully requests that this Court approve this Application and authorize the Debtors to reimburse K&E for the fees and expenses it incurred during the Fee Period, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: September 16, 2011
Wilmington, DE



Richard M. Cieri (admitted *pro hac vice*)
Christopher J. Marcus (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

Ross M. Kwasteniet (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654-3406
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
LOCAL INSIGHT MEDIA HOLDINGS, INC., <u>et al.</u> , ¹	)	Case No. 10-13677 (KG)
)	
Debtors.	)	Jointly Administered
)	

VERIFICATION OF ROSS M. KWASTENIET

1. I am a partner with the applicant firm, Kirkland & Ellis LLP (“**K&E**”), and have been admitted to appear before this Court *pro hac vice*.

2. I have personally performed many of the legal services that K&E rendered as lead bankruptcy counsel to the above-captioned debtors and debtors in possession, and am familiar with the work that the lawyers and other persons in K&E performed on behalf of the Debtors.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.

4. I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”) and believe that the Application complies with Local Rule 2016-2.

¹ The Debtors, together with the last four digits of each of the Debtors’ federal tax identification number (if applicable), are: Local Insight Media Holdings, Inc. (2696); Local Insight Media Holdings II, Inc. (8133); Local Insight Media Holdings III, Inc. (8134); LIM Finance Holdings, Inc. (8135); LIM Finance, Inc. (8136); LIM Finance II, Inc. (5380); Local Insight Regatta Holdings, Inc. (6735); The Berry Company LLC (7899); Local Insight Listing Management, Inc. (7524); Regatta Investor Holdings, Inc. (8137); Regatta Investor Holdings II, Inc. (8138); Regatta Investor LLC; Regatta Split-off I LLC; Regatta Split-off II LLC; Regatta Split-off III LLC; Regatta Holding I, L.P.; Regatta Holding II, L.P.; and Regatta Holding III, L.P. For the purpose of these chapter 11 cases, the service address for all Debtors is: 160 Inverness Drive West, Suite 400, Englewood, CO 80112.

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

Dated: September 16, 2011



Ross M. Kwasteniet
Partner
Kirkland & Ellis LLP

EXHIBIT A

Invoice

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800247

IN THE MATTER OF **Asset Disposition**
File No: **11840-00004**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 1,600.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 1,600.00

Local Insight Media Holdings, Inc.
4 Asset Disposition

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	2.50	640.00	1,600.00
	2.50		\$ 1,600.00

Local Insight Media Holdings, Inc.
4 Asset Disposition

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/07/11	Richard M Goldman	.60	Correspond with I. Hasbani, J. Hunt and A. Young re sale of Hudson real estate (.3); correspond with A&M re intellectual property assets (.3).
7/16/11	Richard M Goldman	.20	Review chart re intellectual property assets.
7/18/11	Richard M Goldman	.60	Correspond with C. Marcus, R. Kwasteniet, B. Choe and J. Fischer re intellectual property assets.
7/25/11	Richard M Goldman	.90	Prepare for and participate in telephone conference with N. Ornstein and A&M re intellectual property assets.
7/28/11	Richard M Goldman	.20	Review correspondence re intellectual property assets.
		2.50	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800248

IN THE MATTER OF **Automatic Stay Issues**
File No: **11840-00005**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 4,086.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 4,086.00

Local Insight Media Holdings, Inc.
5 Automatic Stay Issues

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ross M Kwasteniet	.60	730.00	438.00
Noah Ornstein	5.70	640.00	3,648.00
	6.30		\$ 4,086.00

Local Insight Media Holdings, Inc.
5 Automatic Stay Issues

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/05/11	Noah Ornstein	3.00	Participate in telephone conference with Pachulski re legal proceedings (.2); analyze issues re same (.6); conduct research re same (.7); participate in telephone conference with opposing counsel re stay violations and complaint withdrawals (1.5).
7/05/11	Ross M Kwasteniet	.60	Correspond and attend office conference with K&E working group re potential automatic stay violation.
7/13/11	Noah Ornstein	.40	Correspond with Pachulski re withdrawal of Lomax complaint (.2); review dismissal form (.1); conduct follow-up with opposing counsel re same (.1).
7/14/11	Noah Ornstein	.20	Correspond with Pachulski and opposing counsel re litigation withdrawal.
7/15/11	Noah Ornstein	2.10	Analyze withdrawal notice issue.
		6.30	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800249

IN THE MATTER OF **Business Operations**
 File No: **11840-00006**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 384.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 384.00

Local Insight Media Holdings, Inc.
6 Business Operations

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	.60	640.00	384.00
	.60		\$ 384.00

Local Insight Media Holdings, Inc.
6 Business Operations

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/06/11	Richard M Goldman	.30	Review Form B-26 and correspond with Pachulski re same.
7/13/11	Richard M Goldman	.30	Review precedent re motion to retain executive search.
		.60	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800250

IN THE MATTER OF **Case Administration**
File No: **11840-00007**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 658.50
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 658.50

Local Insight Media Holdings, Inc.
7 Case Administration

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	.40	640.00	256.00
Christopher J Marcus	.50	805.00	402.50
	.90		\$ 658.50

Local Insight Media Holdings, Inc.
7 Case Administration

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/09/11	Richard M Goldman	.20	Review critical dates memorandum.
7/27/11	Richard M Goldman	.20	Review critical dates memorandum.
7/28/11	Christopher J Marcus	.50	Correspond with K&E working group re case status.
		.90	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800251

IN THE MATTER OF **Claims Administration & Objections**
File No: **11840-00008**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 53,563.50
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 53,563.50

Local Insight Media Holdings, Inc.
8 Claims Administration & Objections

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brooke L Cavanaugh	13.20	540.00	7,128.00
Richard M Goldman	18.30	640.00	11,712.00
Ross M Kwasteniet	4.10	730.00	2,993.00
Christopher J Marcus	18.00	805.00	14,490.00
Noah Ornstein	11.90	640.00	7,616.00
Steven Serajeddini	16.30	540.00	8,802.00
Jonathan Man	.50	235.00	117.50
Aparna Yenamandra	3.00	235.00	705.00
	85.30		\$ 53,563.50

Local Insight Media Holdings, Inc.
8 Claims Administration & Objections.

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/06/11	Richard M Goldman	.20	Correspond with J. Friedman and K&E working group re filing protective proof of claim against Caribe debtors.
7/06/11	Christopher J Marcus	1.00	Prepare for and participate in telephone conference with Dewey re intercompany claims.
7/07/11	Richard M Goldman	1.10	Review correspondence from counsel for Bain (.2); correspond with J. Friedman and C. Marcus re protective proof of claim against Caribe debtors (.2); review bar date order re same (.2); review R. Kwasteniet's comments to first omnibus claims objection (.2); correspond with B. Cavanaugh re second omnibus claims objection (.1); correspond with A&M re settling claim (.1); correspond with A&M re claims reconciliation and analysis (.1).
7/07/11	Christopher J Marcus	.50	Review documents re Bain proofs of claim.
7/07/11	Noah Ornstein	.10	Correspond with K&E working group re claims analysis.
7/07/11	Brooke L Cavanaugh	2.00	Conduct research re second omnibus claims objection.
7/08/11	Richard M Goldman	.20	Correspond with A&M re claims analysis and reconciliation.
7/08/11	Brooke L Cavanaugh	2.10	Draft second omnibus claims objection.
7/09/11	Richard M Goldman	1.10	Correspond with B. Cavanaugh and S. Serajeddini re second omnibus claims objection (.2); revise first omnibus claims objection per R. Kwasteniet's comments (.6); correspond with A&M re same (.3).
7/09/11	Ross M Kwasteniet	.50	Correspond with K&E working group re claims analysis.
7/10/11	Richard M Goldman	.40	Participate in telephone conference with S. Serajeddini re second omnibus claims objection (.3); review exhibits re same (.1).

Local Insight Media Holdings, Inc.
8 Claims Administration & Objections

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/10/11	Steven Serajeddini	4.10	Participate in telephone conference with R. Goldman re second omnibus claims objection (.6); draft and revise second omnibus claims objection (3.3); review and revise exhibits re same (.2).
7/11/11	Richard M Goldman	1.40	Participate in telephone conference with R. Esposito re exhibits to first and second omnibus claims objections (.2); review same (.1); correspond with R. Kwasteniet re first omnibus claims objection and general claims analysis (.2); circulate same to company, Creditors' Committee and C. Marcus (.2); attend office conference with B. Cavanaugh re Bain proofs of claim (.3); review same (.2); prepare for upcoming meetings re same (.2).
7/11/11	Christopher J Marcus	.70	Review and revise first omnibus claims objection.
7/11/11	Noah Ornstein	.30	Review A&M claims analysis.
7/11/11	Brooke L Cavanaugh	2.10	Prepare for and attend office conference with R. Goldman re omnibus claims objection research (.3); conduct research re same (1.8).
7/11/11	Steven Serajeddini	.80	Correspond with A&M re creditor inquiry (.3); review claims bar date order for amended claim treatment (.3); correspond with R. Goldman re same (.2).
7/12/11	Richard M Goldman	.90	Conduct research re Bain proofs of claim (.6); correspond with B. Cavanaugh and C. Marcus re same (.3).
7/12/11	Brooke L Cavanaugh	5.80	Conduct research re second omnibus claims objection and debtor liability under certain contracts.
7/13/11	Richard M Goldman	1.40	Revise first omnibus claims objection per C. Marcus's comments (.4); correspond with R. Kwasteniet re same (.2); circulate same to counsel for Creditors' Committee and U.S. Bank (.2); circulate same to J. Fischer and R. Jenkins (.1); correspond with E. Pintar and C. Marcus re IRS proofs of claim (.1);

Local Insight Media Holdings, Inc.
8 Claims Administration & Objections

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			participate in telephone conference with C. Marcus and J. Fischer re Bain proofs of claim (.4).
7/13/11	Christopher J Marcus	.40	Prepare for and participate in telephone conference with company re Bain proffs of claims.
7/13/11	Brooke L Cavanaugh	1.20	Conduct research re second omnibus claims objection and debtor liability under certain contracts.
7/13/11	Ross M Kwasteniet	2.20	Review and finalize first omnibus claims objection.
7/14/11	Richard M Goldman	1.30	Prepare for and participate in telephone conference with C. Marcus and J. Kapp re Bain proofs of claim (.7); participate in telephone conference with J. Fischer re same (.3); correspond with U.S. Bank re first omnibus claims objection (.3).
7/14/11	Christopher J Marcus	1.00	Prepare for and participate in telephone conference with J. Kapp and R. Goldman re Bain proofs of claim (.5); prepare for and participate in telephone conference with J. Fischer re same (.5).
7/14/11	Ross M Kwasteniet	1.40	Review and analyze claims report.
7/15/11	Richard M Goldman	2.60	Prepare for and participate in telephone conference with E. Pintar re claims analysis and reconciliation (.7); review and revise first omnibus claims objection and correspond with M. Seidl re same (.4); attend meeting with B. Choe re claims analysis and reconciliation (1.1); attend office conference with A. Yenamandra re IRS proofs of claim (.4).
7/15/11	Aparna Yenamandra	1.50	Conduct research re IRS proofs of claim.
7/16/11	Richard M Goldman	.20	Correspond with N. Ornstein and A&M re 3L proofs of claim.
7/17/11	Richard M Goldman	.50	Correspond with R. Kwasteniet and A&M re claims reconciliation/analysis.

Local Insight Media Holdings, Inc.
8 Claims Administration & Objections

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/18/11	Richard M Goldman	1.00	Correspond with E. Pintar re IRS proofs of claim (.3); participate in telephone conference with A&M and K&E working groups re claims reconciliation analysis (.4); participate in telephone conferences with C. Marcus and R. Kwasteniet re same (.3).
7/18/11	Noah Ornstein	.60	Participate in telephone conference with A&M re claims analysis and review same.
7/18/11	Aparna Yenamandra	1.50	Draft memorandum re claims issue.
7/19/11	Richard M Goldman	.40	Review letter to IRS re proofs of claim (.1); correspond with E. Pintar and J. Fischer re same (.3).
7/21/11	Richard M Goldman	.80	Participate in telephone conferences with J. Kapp re Bain proofs of claim (.3); correspond with C. Marcus and J. Fischer re same (.5).
7/21/11	Christopher J Marcus	.30	Correspond re Bain proof of claim.
7/21/11	Noah Ornstein	1.00	Review claims objections.
7/22/11	Richard M Goldman	.70	Review correspondence re Bain proofs of claim (.3); correspond with J. Fischer and R. Jenkins re same (.4).
7/22/11	Christopher J Marcus	.80	Review and analyze documents underlying Bain proofs of claim.
7/25/11	Richard M Goldman	1.30	Review claims reconciliation analysis and participate in telephone conference with A&M re same (1.1); correspond with J. Hunt re Quadgraphics proofs of claim (.2).
7/25/11	Christopher J Marcus	1.40	Review and analyze claims analysis.
7/25/11	Noah Ornstein	.90	Review claims analysis (.4); participate in telephone conference with A&M re same (.5).
7/25/11	Jonathan Man	.50	Attend office conference with N. Ornstein re claims memorandum.
7/26/11	Richard M Goldman	1.00	Review Quadgraphics contract and assess related proofs of claim (.4); correspond with A&M re same (.2); attend office conference with C. Marcus re Bain proofs of claim (.2);

Local Insight Media Holdings, Inc.
8 Claims Administration & Objections

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			collect and circulate documents re same (.2).
7/26/11	Christopher J Marcus	2.40	Review claims analysis (1.0); conduct research re Bain proofs of claim (1.4).
7/26/11	Noah Ornstein	2.90	Review and analyze claims analysis (1.9); correspond with A&M and K&E working group re same (1.0).
7/27/11	Richard M Goldman	.70	Participate in telephone conference with K&E working group re second omnibus claims objection (.5); correspond with C. Marcus re Bain proofs of claim (.2).
7/27/11	Christopher J Marcus	1.90	Review and analyze claims analysis (1.0); prepare for and participate in telephone conference with M. McKane re claims analysis (.3); correspond with K&E working group re LIMI claims (.6).
7/27/11	Noah Ornstein	3.00	Analyze omnibus claims objection exhibits and objection precedent (1.2); participate in telephone conference with S. Serajeddini and R. Goldman re second omnibus claims objection (.3); review and revise same (1.0); participate in telephone conferences and correspond with R. Esposito re exhibits to second omnibus claims objection (.5).
7/27/11	Steven Serajeddini	2.90	Draft second omnibus claims objection.
7/28/11	Richard M Goldman	.50	Correspond with Simpson and K&E working group re second omnibus claims objection.
7/28/11	Christopher J Marcus	4.50	Prepare for and participate in telephone conference with R. Jenkins and A. Lefkovits re LIMI claims (.6); review claims analysis (2.2); conduct research re plan of reorganization and bar date timing (1.7).
7/28/11	Noah Ornstein	2.10	Review and revise claims exhibits and analysis (1.0); review and revise second omnibus claims objection (.6); correspond with constituents re filing of same (.5).
7/28/11	Steven Serajeddini	3.20	Review and revise second omnibus claims objection (1.6); correspond with Kaye Scholer re same (.4); correspond with company and A&M

Local Insight Media Holdings, Inc.
8 Claims Administration & Objections

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			re same (.8); correspond with K&E working group re same (.4).
7/29/11	Richard M Goldman	.40	Correspond with J. Kapp re Bain proofs of claim (.1); review correspondence re second omnibus claims objection (.3).
7/29/11	Christopher J Marcus	1.00	Prepare for and participate in telephone conference with Ropes & Gray and R. Kwasteniet re LIMi claims.
7/29/11	Noah Ornstein	1.00	Correspond with constituents re comments to second omnibus claims objection.
7/29/11	Steven Serajeddini	2.80	Review and revise second omnibus claims objection (.4); correspond with Kaye Scholer re same (.6); correspond with company and A&M re same (.3); correspond with K&E working group re same (.7); correspond with N. Ornstein re same (.8).
7/31/11	Richard M Goldman	.20	Review correspondence re second omnibus claims objection and revised version of same.
7/31/11	Christopher J Marcus	2.10	Review second omnibus claims objection (1.0); prepare for and participate in telephone conference with S. Serajeddini re same (.5); review Bain proofs of claim (.6).
7/31/11	Steven Serajeddini	2.50	Participate in telephone conference with C. Marcus re second omnibus claims objection (.5); review and revise same (1.1); correspond with K&E working group and Pachulski re same (.9).
		85.30	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800252

IN THE MATTER OF **Corporate Governance, Securities Law**
File No: **11840-00009**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 31,036.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 31,036.00

Local Insight Media Holdings, Inc.
9 Corporate Governance, Securities Law

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Cieri	6.00	995.00	5,970.00
Richard M Goldman	5.20	640.00	3,328.00
Ross M Kwasteniet	13.60	730.00	9,928.00
Christopher J Marcus	6.80	805.00	5,474.00
Noah Ornstein	9.90	640.00	6,336.00
	41.50		\$ 31,036.00

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/05/11	Richard M Goldman	.30	Review agendas and correspondence re LIMH and LIRH telephonic board of directors meetings.
7/05/11	Christopher J Marcus	2.20	Prepare for and participate in LIMH board of directors meeting (1.0); review and revise LIRH board of directors meeting minutes (.2); prepare for and participate in LIRH telephonic board of directors meeting (1.0).
7/05/11	Ross M Kwasteniet	2.10	Prepare for and participate in LIRH and LIMH telephonic board of directors meetings.
7/05/11	Richard M Cieri	3.20	Review LIRH and LIMH board of directors meeting materials (.6); participate in LIMH telephonic board of directors meeting (.8); review and revise LIMH board of directors meeting minutes (.1); review and revise board of directors meeting minutes (.2); participate in LIRH telephonic board of directors meeting (1.5).
7/06/11	Richard M Goldman	.20	Review correspondence re board of directors meetings.
7/07/11	Richard M Goldman	.20	Review correspondence to LIRH board of directors re Ambac negotiations.
7/07/11	Ross M Kwasteniet	1.00	Prepare for and participate in LIRH telephonic board of directors meeting.
7/11/11	Richard M Goldman	.90	Prepare for and participate in LIMH and LIRH telephonic board of directors meetings.
7/11/11	Christopher J Marcus	1.40	Participate in LIMH telephonic board of directors meeting (.7); participate in LIRH telephonic board of directors meeting (.7).
7/11/11	Ross M Kwasteniet	2.00	Prepare for and participate in LIRH and LIMH telephonic board of directors meetings.
7/11/11	Richard M Cieri	.90	Participate in LIRH telephonic board of directors meeting (.1); prepare for and participate in LIMH telephonic board of directors meeting (.6); review and revise

Local Insight Media Holdings, Inc.
9 Corporate Governance, Securities Law

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			board of directors meeting minutes (.2).
7/13/11	Noah Ornstein	1.10	Draft plan of reorganization and disclosure statement presentation to board of directors.
7/14/11	Noah Ornstein	4.60	Draft and revise board of directors presentation re disclosure statement and plan of reorganization.
7/16/11	Richard M Goldman	.30	Review correspondence re LIMH and LIRH board of directors meetings (.2); correspond with B. Hayes re same (.1).
7/16/11	Ross M Kwasteniet	3.50	Review and revise board of directors presentation re plan of reorganization and disclosure statement.
7/17/11	Ross M Kwasteniet	2.50	Review and revise board of directors presentation re plan of reorganization and disclosure statement.
7/18/11	Richard M Goldman	1.90	Prepare for and participate in telephonic LIRH board of directors meeting (.7); attend pre-meeting re same (1.2).
7/18/11	Christopher J Marcus	.70	Participate in LIRH telephonic board of directors meeting.
7/18/11	Noah Ornstein	2.00	Review R. Kwasteniet's comments to board of directors presentation re plan of reorganization and revise same.
7/18/11	Ross M Kwasteniet	2.50	Prepare for and participate in LIRH telephonic board of directors meeting.
7/18/11	Richard M Cieri	1.00	Review and revise LIRH board of directors meeting minutes (.2); participate in LIRH board of directors meeting (.8).
7/19/11	Noah Ornstein	.60	Review and revise board of directors presentation re plan of reorganization.
7/20/11	Richard M Goldman	.60	Prepare for and participate in LIMH telephonic board of directors meeting.
7/20/11	Christopher J Marcus	.70	Participate in LIMH telephonic board of directors meeting.

Local Insight Media Holdings, Inc.
9 Corporate Governance, Securities Law

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/20/11	Noah Ornstein	1.60	Review and revise board of directors presentation re plan of reorganization.
7/21/11	Richard M Goldman	.80	Prepare for and participate in LIRH telephonic board of directors meeting.
7/21/11	Christopher J Marcus	1.00	Participate in LIRH telephonic board of directors meeting.
7/21/11	Richard M Cieri	.60	Participate in LIRH telephonic board of directors meeting and review agenda re same.
7/25/11	Christopher J Marcus	.80	Review of directors presentation re plan of reorganization (.6); review LIRH board of directors meeting minutes (.2).
7/25/11	Richard M Cieri	.30	Review and revise LIRH board of directors meeting minutes.
		41.50	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800253

IN THE MATTER OF **Creditor Committees**
File No: **11840-00010**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 4,186.50
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 4,186.50

Local Insight Media Holdings, Inc.
10 Creditor Committees

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	2.80	640.00	1,792.00
Christopher J Marcus	2.10	805.00	1,690.50
Noah Ornstein	1.10	640.00	704.00
	6.00		\$ 4,186.50

Local Insight Media Holdings, Inc.
10 Creditor Committees

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/07/11	Richard M Goldman	1.30	Prepare for and participate in weekly telephone conference with Creditors' Committee advisors (.6); participate in follow-up telephone conference with A. Young (.3); correspond with C. Marcus, R. Kwasteniet and N. Ornstein re same (.2); participate in telephone conference with T. Bossley re payments of fees to Creditors' Committee professionals (.2).
7/07/11	Christopher J Marcus	.50	Participate in weekly telephone conference with Creditors' Committee.
7/07/11	Noah Ornstein	.60	Prepare for and participate in weekly telephone conference with Creditors' Committee advisors.
7/11/11	Richard M Goldman	.60	Prepare for and participate in telephone conference with company and Lazard re Houlihan's due diligence requests.
7/11/11	Christopher J Marcus	1.10	Prepare for and participate in telephone conference with company and Lazard re Houlihan's due diligence requests (.8); correspond with J. Fischer and A. Bowlds re same (.3).
7/12/11	Richard M Goldman	.20	Correspond with A. Young re supplemental PwC retention application and motion to sell Hudson real estate.
7/20/11	Richard M Goldman	.20	Provide Creditors' Committee with June A&M supplemental reports.
7/21/11	Richard M Goldman	.50	Participate in weekly telephone conference with Creditors' Committee advisors.
7/21/11	Christopher J Marcus	.50	Participate in weekly telephone conference with Creditors' Committee advisors.
7/21/11	Noah Ornstein	.50	Participate in weekly telephone conference with Creditors' Committee advisors.

Local Insight Media Holdings, Inc.
10 Creditor Committees

Legal Services for the Period Ending July 31, 2011

6.00 TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800254

IN THE MATTER OF **DIP Financing, Cash Collateral**
File No: **11840-00011**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 2,871.50
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 2,871.50

Local Insight Media Holdings, Inc.
11 DIP Financing, Cash Collateral

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	.30	640.00	192.00
Ross M Kwasteniet	1.50	730.00	1,095.00
Christopher J Marcus	.90	805.00	724.50
Brian A Tweedie	2.00	430.00	860.00
	4.70		\$ 2,871.50

Local Insight Media Holdings, Inc.
11 DIP Financing, Cash Collateral

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/18/11	Christopher J Marcus	.90	Review final DIP order (.3); participate in telephone conference with R. Kwasteniet re same (.6).
7/19/11	Ross M Kwasteniet	1.50	Review terms of DIP credit agreement and final DIP order re requirements for filing plan of reorganization and motions to assume contracts.
7/22/11	Richard M Goldman	.30	Review and circulate DIP term sheet.
7/27/11	Brian A Tweedie	2.00	Correspond with company and K&E working group re updates to copyright security agreement (1.1); conduct research re same (.9).
		4.70	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800255

IN THE MATTER OF **Employee Issues**
File No: **11840-00012**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 384.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 384.00

Local Insight Media Holdings, Inc.
12 Employee Issues

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	.60	640.00	384.00
	.60		\$ 384.00

Local Insight Media Holdings, Inc.
12 Employee Issues

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/27/11	Richard M Goldman	.30	Correspond with C. Marcus and A. Bowlds re 401(k) issue.
7/28/11	Richard M Goldman	.30	Correspond with C. Marcus and A. Bowlds re 401(k) issue.
		.60	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800256

IN THE MATTER OF **Executory Contracts and Unexpired Leases**
File No: **11840-00014**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 110,216.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 110,216.00

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Cieri	24.20	995.00	24,079.00
Richard M Goldman	21.80	640.00	13,952.00
Inbal Hasbani	11.00	475.00	5,225.00
Ross M Kwasteniet	14.40	730.00	10,512.00
Christopher J Marcus	38.40	805.00	30,912.00
Noah Ornstein	39.90	640.00	25,536.00
	149.70		\$ 110,216.00

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/01/11	Richard M Goldman	.50	Review ACS IYP agreement amendment (.2); review correspondence re same (.2); correspond with Creditors' Committee advisors re same (.1).
7/01/11	Christopher J Marcus	3.10	Review and analyze Ambac term sheet (.6); prepare for and participate in telephone conference with K&E working group re same (.7); prepare for and participate in telephone conference with lenders re same (1.5); prepare for and participate in telephone conference with R. Jenkins re same (.3).
7/01/11	Noah Ornstein	.60	Correspond with A&M re contract performance issues (.3); review ACS IYP amendment and correspond re same (.3).
7/01/11	Inbal Hasbani	1.50	Conduct research re 502(b)(6) claims and security deposits.
7/01/11	Ross M Kwasteniet	3.90	Analyze issues related to amendment of ACS IYP agreement (1.1); correspond with K&E working group re same (.1); review materials re Ambac term sheet (1.3); correspond and participate in telephone conferences re same (1.4).
7/01/11	Richard M Cieri	3.40	Review Ambac term sheet and prepare for telephone conference re same (.9); participate in telephone conference with R. Jenkins, C. Marcus, J. Fischer, A. Lefkovits and B. Hayes re same (1.0); participate in telephone conference with JP Morgan re same (1.5).
7/04/11	Richard M Goldman	.40	Correspond with company and K&E working group re Kelly Services (.2); review correspondence re notice of non-renewal of executory contract (.2).
7/05/11	Richard M Goldman	.30	Correspond with company re possible non-renewal of executory contract.

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/05/11	Christopher J Marcus	1.80	Prepare for and participate in telephone conference with Lazard and R. Jenkins re Ambac term sheet (1.0); correspond with K&E working group re LIMi expenses (.3); prepare for and participate in telephone conference with Cadwalader re same (.5).
7/05/11	Noah Ornstein	1.50	Analyze executory contract issues (.5); correspond with C. Marcus and company re contract amendment (.5); analyze issues re same (.5).
7/05/11	Ross M Kwasteniet	.80	Correspond with company re Denver office lease issue (.3); correspond with company re extension of 3L contract (.5).
7/05/11	Richard M Cieri	.90	Review Ambac term sheet.
7/06/11	Richard M Goldman	.80	Participate in telephone conference with N. Ornstein re possible non-renewal of executory contract (.3); review contract and notice re same (.3); review correspondence re same (.2).
7/06/11	Christopher J Marcus	2.40	Prepare for and participate in telephone conference with Lazard re Ambac term sheet (.4); prepare for and participate in telephone conference with S. Qusba re same (.4); analyze Ambac term sheet (.5); prepare for and participate in telephone conference with Lazard, R. Cieri and A&M re same (1.1).
7/06/11	Noah Ornstein	1.80	Review correspondence re notice of non-renewal (.2); correspond with Creditors' Committee and lenders re amendment to 3L contract (1.0); participate in telephone conference with A. Bowlds re contract issues and analysis (.6).
7/06/11	Ross M Kwasteniet	1.10	Prepare for and participate in telephone conference with Dewey re Ambac settlement issues.
7/06/11	Richard M Cieri	1.80	Participate in telephone conference with A. Lefkovits, R. Jenkins, C. Marcus, S. Brubaker and B. Hayes re Ambac negotiations (1.5); participate in telephone conference with C. Marcus re same (.3).

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/06/11	Richard M Cieri	1.50	Review Ambac term sheet and correspondence re same.
7/07/11	Richard M Goldman	2.70	Review correspondence re possible rejection of executory contract (.2); prepare for and participate in telephone conference re IT executory contracts (1.4); correspond with A&M and C. Marcus re same (.3); participate in telephone conference with J. Fischer, A. Bowlds, R. Kwasteniet and N. Ornstein re executory contract analysis (.4); participate in telephone conference with B. Mortabello re employee's executory contract (.3); review correspondence re same (.1).
7/07/11	Christopher J Marcus	3.90	Review and analyze Ambac term sheet (.7); prepare for and participate in telephone conference with company, A&M and Lazard re same (1.7); review and analyze same (1.5).
7/07/11	Noah Ornstein	2.50	Correspond with K&E working group and A&M re executory contracts analysis and resolutions (1.5); participate in telephone conference re same (1.0).
7/07/11	Richard M Cieri	2.00	Participate in telephone conference with A. Lefkovits, S. Brubaker, J. Fischer and C. Marcus re plan of reorganization and Ambac negotiations (1.5); review Ambac term sheet (.5).
7/08/11	Christopher J Marcus	1.30	Prepare for and participate in telephone conference with L. Somma re Ambac term sheet (.3); prepare for and participate in telephone conference with Lazard re same (1.0).
7/08/11	Richard M Cieri	.40	Draft correspondence re Ambac settlement negotiations and review same.
7/09/11	Richard M Goldman	.40	Review Ambac term sheet.
7/11/11	Richard M Goldman	.30	Attend office conference with S. Brubaker re Ambac term sheet.
7/11/11	Richard M Goldman	.40	Participate in telephone conference with company and K&E working group re contracts

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			analysis and updates.
7/11/11	Noah Ornstein	2.80	Correspond with opposing counsel and company re Knology (.4); review and analyze issues re same (.8); draft resolution re same (.8); participate in telephone conference with company re contract issue (.3); review and revise amendment to executory contract (.5).
7/11/11	Richard M Cieri	1.00	Participate in telephone conference with S. Qusba, M. Bane and C. Marcus re Ambac term sheet and negotiations.
7/12/11	Richard M Goldman	.20	Correspond with counsel for Kelly Services re settlement and correspond with company, A&M and K&E working group re same.
7/12/11	Christopher J Marcus	1.50	Prepare for and participate in telephone conference with Creditors' Committee advisors re Ambac term sheet.
7/12/11	Noah Ornstein	2.60	Correspond with A&M and company re executory contract issues and resolutions to same (.9); review and analyze same (1.7).
7/12/11	Ross M Kwasteniet	1.00	Prepare for and participate in telephone conference with Creditors' Committee advisors re Ambac term sheet.
7/12/11	Richard M Cieri	.60	Review correspondence re Ambac term sheet.
7/13/11	Richard M Goldman	1.30	Correspond with company and A&M re status of rejection analysis for executory contracts (.3); prepare for and participate in telephone conference with company, A&M, Lazard and K&E re Ambac term sheet (1.0).
7/13/11	Christopher J Marcus	3.20	Prepare for and participate in telephone conference with M. Comerford re Ambac term sheet (.4); prepare for and participate in telephone conference with A&M, company and Lazard re same (1.0); review and analyze same (.8); assess Ambac negotiations (1.0).
7/13/11	Noah Ornstein	3.60	Correspond with A&M re lease assumption and draft motion re same (1.2); review and revise CVTC letter (1.2); participate in telephone conferences with company and A&M re contract

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			issues and resolutions to same (1.2).
7/13/11	Ross M Kwasteniet	.80	Prepare for and participate in telephone conference re Ambac negotiations.
7/13/11	Richard M Cieri	1.90	Participate in telephone conference with S. Brubaker, A. Lefkovits, B. Hayes, J. Fischer, R. Jenkins and C. Marcus re Ambac negotiations (1.1); review materials re same (.4); participate in telephone conference with J. Fischer re same (.3); participate in telephone conference with C. Marcus re same (.1).
7/14/11	Richard M Goldman	.60	Review executory contracts and correspond with company and A&M re meeting to discuss potential rejection of same.
7/14/11	Noah Ornstein	1.00	Participate in telephone conference with company re contract issues (.3); participate in telephone conferences with contract counterparty's counsel re non-performance (.6); correspond with company re same (.1).
7/14/11	Richard M Cieri	.40	Review Ambac term sheet.
7/15/11	Richard M Goldman	.50	Prepare for and participate in telephone conference with M. Askew, S. Dimson, J. Fischer and A. Bowlds re IT executory contracts.
7/15/11	Christopher J Marcus	1.30	Review and analyze Ambac negotiations.
7/15/11	Noah Ornstein	3.80	Correspond with contract counterparty's counsel re non-performance issues (1.2); analyze IT vendor contract termination rights, issues and damages calculation (.7); correspond with A&M re same (.4); correspond with company and advisors to Creditors' Committee re amendment to 3L contract (.5); review lease amendment and revise motion re same (1.0).
7/15/11	Ross M Kwasteniet	1.00	Prepare for and participate in telephone conference re Ambac term sheet and transition issues.
7/15/11	Richard M Cieri	.70	Review status of Ambac negotiations.

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/17/11	Richard M Goldman	.10	Correspond with A. Young re Kelly Services settlement agreement.
7/18/11	Richard M Goldman	5.10	Attend office conference with J. Fischer, R. Jenkins, B. Choe, Lazard and K&E working group re upcoming meeting between Ambac, senior lenders and WCAS (4.4); correspond with J. Friedman re same (.2); participate in telephone conference with S. Qusba re same (.5).
7/18/11	Christopher J Marcus	4.50	Participate in telephone conference with company re Ambac negotiations (2.3); review and analyze same (.7); attend office conference with A&M, company and Lazard re upcoming Ambac meeting (1.5).
7/18/11	Noah Ornstein	3.30	Correspond with R. Kwasteniet re Brighton lease (.1); correspond with company re same (.5); review and revise lease assumption motion (1.0); participate in telephone conference with company re lease and contract negotiation updates (.5); analyze research re third-party liability (1.2).
7/18/11	Ross M Kwasteniet	.90	Analyze strategies re Ambac negotiations (.5); prepare for and participate in telephone conferences with Simpson re same (.4).
7/19/11	Richard M Goldman	.20	Review correspondence re unexpired, non-residential, real property lease (.2);
7/19/11	Christopher J Marcus	4.30	Prepare for and participate in telephone conference with R. Jenkins re Ambac negotiations (.3); prepare for and participate in telephone conference with S. Qusba re same (.3); review and analyze Ambac term sheet (1.5); prepare for and participate in telephone conference with company re same (1.0); participate in telephone conference with Lazard re same (1.2).
7/19/11	Noah Ornstein	.80	Correspond with company re lease assumption (.4); review and revise amendment to same (.4).

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/19/11	Ross M Kwasteniet	3.40	Attend conferences and correspond re Ambac negotiations and related issues (2.4); review and revise motion to assume lease (1.0).
7/19/11	Richard M Cieri	2.20	Review revised Ambac term sheet and settlement structure (1.8); participate in telephone conference with C. Marcus re same (.4).
7/20/11	Richard M Goldman	1.40	Participate in telephone conference re Ambac term sheet.
7/20/11	Christopher J Marcus	3.40	Review Ambac term sheet (.5); prepare for and participate in telephone conference with company and Lazard re same (.6); prepare for and participate in telephone conferences with S. Qusba and R. Kwasteniet re Ambac term sheet and review same (2.0); prepare for and participate in telephone conference with J. Fischer and B. Hayes re same (.3).
7/20/11	Christopher J Marcus	.80	Review Ambac term sheet (.4); prepare for and participate in telephone conferences with S. Qusba and R. Kwasteniet re Ambac term sheet and review same (.2); prepare for and participate in telephone conference with J. Fischer and B. Hayes re same (.2).
7/20/11	Noah Ornstein	1.60	Correspond with company and constituents re lease assumption (.5); review amendment to lease and revise motion re same (.6); participate in telephone conference with R. Kwasteniet re same (.2); correspond with contract counterparty's counsel and company re non-performance issues (.3).
7/20/11	Noah Ornstein	.20	Correspond with I. Hasbani re Ambac settlement motion.
7/20/11	Ross M Kwasteniet	1.50	Review and revise Ambac term sheet (1.3); correspond with K&E working group re same (.2).
7/20/11	Richard M Cieri	2.40	Review revised Ambac term sheet (1.3); participate in telephone conference with J. Fischer and C. Marcus re same (.5); participate in telephone conference with J. Fischer, C. Marcus, A. Lefkovits, S. Brubaker

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			and R. Jenkins re same (.6).
7/21/11	Richard M Goldman	3.40	Correspond with A&M and K&E working group re IP executory contracts (.2); draft summary of Ambac term sheet for disclosure statement (1.1); correspond with R. Kwasteniet re same (.2); participate in telephone conference with J. Hunt and B. Choe re Quadgraphics and Kelly Services executory contracts (.5); compare versions of Ambac term sheet and circulate blackline to company, A&M, Lazard and K&E working group (.3); identify inconsistencies re same (.5); review follow-up correspondence re same (.3); review correspondence re revised Ambac term sheet (.3).
7/21/11	Christopher J Marcus	.90	Assess contract assumption issues (.3); prepare for and participate in telephone conference with K. Wofford re Ambac settlement (.3); prepare for and participate in telephone conference with S. Qusba re transition services (.3).
7/21/11	Noah Ornstein	1.20	Participate in telephone conference with contract counterparty's counsel re non-performance issues (.1); review and revise lease assumption motion (1.0); correspond with Puchulski re same (.1).
7/21/11	Noah Ornstein	.80	Correspond with I. Hasbani re Ambac settlement (.6); analyze same (.2).
7/21/11	Inbal Hasbani	2.50	Conduct research and analyze issues re Ambac settlement.
7/21/11	Richard M Cieri	2.40	Review and revise Ambac term sheet (1.6); participate in telephone conference with C. Marcus and J. Fischer re same (.8).
7/22/11	Richard M Goldman	1.20	Participate in telephone conference with J. Hunt re executory contract (.3); participate in telephone conference with counsel to landlord of rejected lease (.2); correspond with N. Ornstein re same (.2); correspond with J. Fischer re amended WBS agreements (.3); review correspondence re IP executory contracts (.2).

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/22/11	Christopher J Marcus	1.20	Review amendments to WBS agreements.
7/22/11	Noah Ornstein	1.80	Analyze IP contract issues and correspond with A&M and R. Kwasteniet re same (.8); participate in telephone conference and correspond with company, opposing counsel and R. Goldman re landlord demand for payment, lease rejection and exit from premises (1.0).
7/22/11	Inbal Hasbani	4.50	Draft and revise Ambac settlement motion.
7/22/11	Richard M Cieri	.30	Review Ambac term sheet correspondence.
7/24/11	Richard M Goldman	.50	Review lease assumption motion (.2); review and respond to R. Jenkins's comments to Ambac term sheet (.3).
7/24/11	Inbal Hasbani	.50	Draft and revise Ambac settlement motion.
7/25/11	Richard M Goldman	.50	Correspond with M. Augustine re Kelly Services settlement (.1); correspond with B. Choe re same (.3); correspond with B. Hayes re Ambac term sheet (.1).
7/25/11	Christopher J Marcus	1.10	Prepare for and participate in telephone conference with Ropes & Gray re Ambac settlement (.4); review correspondence re same (.7).
7/25/11	Noah Ornstein	4.20	Analyze IP asset issue and correspond with R. Goldman, R. Kwasteniet and A&M re same (2.1); correspond with J. Hunt re lease exit issues (.1); review and revise lease assumption motion (2.0).
7/25/11	Richard M Cieri	.80	Review and revise Ambac term sheet (.6); participate in telephone conference with C. Marcus re Ambac negotiations (.2).
7/26/11	Richard M Goldman	.80	Review Kelly Services contract (.3); correspond with C. Marcus and A&M re same (.4); correspond with B. Hayes re Ambac term sheet (.1).
7/26/11	Christopher J Marcus	1.50	Research re Ambac settlement.
7/26/11	Noah Ornstein	2.20	Analyze executory contract and lease

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			assumption, rejection and related issues (1.8); analyze IP contract issues (.3); participate in telephone conference with R. Goldman re IP ownership analysis (.1).
7/26/11	Richard M Cieri	.30	Review correspondence re Ambac negotiations.
7/27/11	Noah Ornstein	.80	Review lease agreement and provide comments re same (.4); participate in telephone conference with company re contract and lease issues and strategy (.4).
7/27/11	Noah Ornstein	2.60	Review and revise Ambac settlement motion.
7/27/11	Inbal Hasbani	2.00	Draft and revise motion to approve Ambac settlement.
7/27/11	Richard M Cieri	.30	Correspond with C. Marcus re Ambac negotiations.
7/28/11	Christopher J Marcus	.40	Correspond with K&E working group re Ambac negotiations.
7/28/11	Noah Ornstein	.20	Correspond with A&M re IP contract issues.
7/29/11	Richard M Goldman	.20	Review correspondence re ACS IYP agreement amendment.
7/29/11	Christopher J Marcus	1.80	Prepare for and participate in telephone conference with company re Ambac term sheet (1.0); follow-up telephone conference re same (.8).
7/29/11	Richard M Cieri	.40	Participate in telephone conference with C. Marcus and company re Ambac term sheet.
7/30/11	Richard M Cieri	.50	Review Ambac term sheet.
		149.70	TOTAL HOURS

Local Insight Media Holdings, Inc.
14 Executory Contracts and Unexpired Leases
Legal Services for the Period Ending July 31, 2011

DISBURSEMENTS SUMMARY

Total	\$.00
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September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800257

IN THE MATTER OF **Fee Employment App. Obj. K&E**
File No: **11840-00015**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 18,912.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 18,912.00

Local Insight Media Holdings, Inc.
15 Fee Employment App. Obj. K&E

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Cieri	.70	995.00	696.50
Richard M Goldman	9.50	640.00	6,080.00
Inbal Hasbani	2.60	475.00	1,235.00
Ross M Kwasteniet	1.00	730.00	730.00
Christopher J Marcus	2.90	805.00	2,334.50
Steven Serajeddini	12.30	540.00	6,642.00
Beth Friedman	1.80	305.00	549.00
Jocelyn C Kuo	2.00	260.00	520.00
Linda A Scusset	.50	250.00	125.00
	33.30		\$ 18,912.00

Local Insight Media Holdings, Inc.
15 Fee Employment App. Obj. K&E

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/01/11	Inbal Hasbani	2.40	Draft third supplemental declaration in support of K&E retention application.
7/04/11	Richard M Goldman	.90	Review and revise May K&E fee application and correspond with S. Serajeddini re same (.5); review and revise third supplemental declaration in support of K&E's retention application and correspond with I. Hasbani re same (.4).
7/04/11	Steven Serajeddini	1.90	Review and revise May K&E fee application.
7/06/11	Richard M Goldman	.40	Correspond with N. Ford re May K&E fee application (.1); review certificate of no objection re May K&E fee application and correspond with S. Serajeddini re same (.3).
7/06/11	Steven Serajeddini	.50	Review K&E fee statements (.3); correspond with R. Goldman re same (.2).
7/07/11	Richard M Goldman	1.20	Correspond with S. Serajeddini and company re April K&E fee application (.3); review and revise third supplemental declaration in support of K&E's retention application and correspond with C. Marcus re same (.7); review R. Kwasteniet's comments to May K&E fee application and correspond with S. Serajeddini re same (.2).
7/07/11	Steven Serajeddini	1.20	Review and revise May K&E fee application (.9); correspond with R. Goldman re same (.3).
7/08/11	Richard M Goldman	.20	Correspond with L. Scussel re conflicts disclosure.
7/08/11	Steven Serajeddini	1.70	Review and revise May K&E fee application (1.2); correspond with K&E working group re same (.5).
7/08/11	Linda A Scussel	.50	Revise exhibit 3 to third supplemental declaration in support of K&E retention application.

Local Insight Media Holdings, Inc.
15 Fee Employment App. Obj. K&E

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/09/11	Richard M Goldman	.40	Revise third supplemental declaration in support of K&E retention application and correspond with C. Marcus re same.
7/11/11	Richard M Goldman	.20	Review certificate of no objection re K&E second interim fee application (.1); correspond with C. Marcus re May K&E fee application (.1).
7/11/11	Christopher J Marcus	1.60	Review and revise May K&E fee application (1.0); review and revise third supplemental declaration in support of K&E retention application (.6).
7/12/11	Richard M Goldman	1.00	Review order approving interim fee application (.1); revise third supplemental declaration in support of K&E's retention application per C. Marcus and R. Cieri's comments (.3); correspond with L. Scussel re same (.2); revise May K&E fee application and correspond with S. Serajeddini and billing department re same (.4).
7/12/11	Christopher J Marcus	.30	Review May K&E fee application.
7/12/11	Steven Serajeddini	.80	Correspond with K&E working group re May fee application.
7/12/11	Richard M Cieri	.30	Review and revise third supplemental declaration in support of K&E retention application.
7/13/11	Richard M Goldman	.10	Correspond with S. Serajeddini re June K&E invoices.
7/13/11	Beth Friedman	.60	Review and revise June K&E invoices.
7/14/11	Steven Serajeddini	3.70	Review and revise June K&E invoices.
7/19/11	Beth Friedman	.60	Review and revise June K&E invoices.
7/20/11	Richard M Goldman	.30	Correspond with L. Scussel re third supplemental declaration in support of K&E retention application.
7/21/11	Richard M Goldman	.60	Review and revise June K&E invoices.
7/22/11	Richard M Goldman	.90	Review and revise June K&E invoices.

Local Insight Media Holdings, Inc.
15 Fee Employment App. Obj. K&E

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/22/11	Ross M Kwasteniet	1.00	Review and revise June K&E fee application.
7/24/11	Richard M Goldman	1.10	Review and revise June K&E invoices and correspond with S. Serajeddini re same.
7/25/11	Christopher J Marcus	1.00	Review transcript from K&E retention hearing and correspondence re same.
7/25/11	Richard M Cieri	.40	Review transcript approving K&E retention (.2); participate in telephone conference with C. Marcus re K&E retention issues (.2).
7/26/11	Richard M Goldman	1.40	Review and revise June K&E invoices and correspond with N. Ford and S. Serajeddini re same.
7/26/11	Inbal Hasbani	.20	Analyze monthly holdback amounts.
7/26/11	Beth Friedman	.60	Review and revise June invoices.
7/27/11	Steven Serajeddini	1.80	Draft June K&E fee application.
7/27/11	Jocelyn C Kuo	2.00	Prepare June K&E fee application.
7/28/11	Richard M Goldman	.70	Review and revise June K&E fee application and correspond with S. Serajeddini re same.
7/28/11	Steven Serajeddini	.70	Review and revise June K&E fee application.
7/31/11	Richard M Goldman	.10	Correspond with S. Serajeddini re June K&E fee application and invoices.
		33.30	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800258

IN THE MATTER OF Fee Employment App. Obj. Others
File No: 11840-00016

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 7,903.50
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 7,903.50

Local Insight Media Holdings, Inc.
16 Fee Employment App. Obj. Others

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	.30	590.00	177.00
Richard M Goldman	6.40	640.00	4,096.00
Inbal Hasbani	2.90	475.00	1,377.50
Ross M Kwasteniet	1.90	730.00	1,387.00
Steven Serajeddini	.40	540.00	216.00
Jocelyn C Kuo	2.50	260.00	650.00
	14.40		\$ 7,903.50

Local Insight Media Holdings, Inc.
16 Fee Employment App. Obj. Others

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
6/02/11	Richard M Goldman	.30	Review correspondence from Simpson to Morris Nichols re reservation of rights concerning Creditors' Committee professionals' fee applications (.2); correspond with R. Kwasteniet re same (.1).
7/04/11	Richard M Goldman	.20	Correspond with Pachulski re notice of summary of quarterly payments to OCPs.
7/05/11	Richard M Goldman	.20	Review payment summary to OCPs and correspondence from Pachulski re same.
7/05/11	Ross M Kwasteniet	.50	Correspond re stipulation concerning Creditors' Committee professionals' fees and application of cap on investigating claims and defenses against prepetition lenders.
7/06/11	Richard M Goldman	.70	Correspond with I. Hasbani re supplemental PwC retention application (.3); correspond with K&E working group re stipulation concerning Creditors' Committee professionals' fee applications (.4).
7/06/11	Ross M Kwasteniet	.40	Correspond re stipulation concerning Creditors' Committee professionals fees and application of cap on investigating claims and defenses against prepetition lenders.
7/07/11	Richard M Goldman	1.00	Correspond with I. Hasbani, Pachulski and PwC re supplemental PwC retention application and review same (.7); review notice of payments to OCPs and summary of same (.2); correspond with Pachulski re same (.1).
7/07/11	Inbal Hasbani	.80	Correspond with PwC and Pachulski re supplemental PwC retention application and prepare same for filing.
7/07/11	Ross M Kwasteniet	.50	Review and revise draft stipulation re Creditors' Committee professionals' fees relating to investigation of claims and defenses against prepetition lenders.
7/09/11	Richard M Goldman	.20	Correspond with I. Hasbani re supplemental

Local Insight Media Holdings, Inc.
16 Fee Employment App. Obj. Others

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			PwC retention application.
7/10/11	Inbal Hasbani	.80	Draft and revise supplemental PwC retention application.
7/11/11	Richard M Goldman	.40	Correspond with I. Hasbani and R. Jenkins re supplemental PwC retention application (.2); review stipulation re Creditors' Committee professionals' fee applications (.2).
7/11/11	Ross M Kwasteniet	.50	Finalize stipulation re Creditors' Committee professionals' fees related to investigation of claims and defenses against prepetition lenders.
7/12/11	Richard M Goldman	.20	Correspond with I. Hasbani and PwC re PwC supplemental retention application.
7/12/11	Inbal Hasbani	.50	Prepare and revise supplemental PwC retention application.
7/13/11	Richard M Goldman	.60	Review correspondence re A&M's request for retention application orders (.2); correspond with T. Bossley and R. Kwasteniet re payment of Creditors' Committee professionals' fees (.4).
7/13/11	Jocelyn C Kuo	2.50	Conduct research re supplemental PwC retention application.
7/15/11	Richard M Goldman	.50	Participate in telephone conference with A. Young re supplemental PwC retention application and review follow-up correspondence re same.
7/16/11	Richard M Goldman	.60	Correspond with G. Donilon re payment of Creditors' Committee professionals' fees re investigation of claims and defenses against prepetition lenders (.4); review A&M staffing report (.2).
7/17/11	Richard M Goldman	.50	Review Creditors' Committee follow-up queries re supplemental PwC retention application and correspond with I. Hasbani re same (.3); correspond with J. Friedman re payment of Creditors' Committee professionals' fees (.2).

Local Insight Media Holdings, Inc.
16 Fee Employment App. Obj. Others

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/18/11	Richard M Goldman	.60	Correspond with I. Hasbani, PwC and A. Young re supplemental PwC retention application (.3); correspond with J. Friedman and G. Donilon re payment of Creditors' Committee professionals' fees (.3).
7/18/11	Inbal Hasbani	.40	Correspond with PwC re PwC supplemental retention application.
7/19/11	Richard M Goldman	.40	Conduct follow-up re Creditors' Committee queries re supplemental PwC retention application (.2); correspond with T. Bossley re payment of Creditors' Committee professionals' fees (.2).
7/19/11	Inbal Hasbani	.40	Correspond with Deloitte and Pachulski re certificates of no objection for Deloitte's fee applications.
7/22/11	Steven Serajeddini	.40	Correspond with company and Pachulski re OCPs.
7/24/11	Richard M Goldman	.10	Correspond with company re payment of holdback amount under Creditors' Committee professionals' interim fee orders.
7/26/11	Richard M Goldman	.20	Review stipulation extending time for Creditors' Committee to investigate certain causes of action.
		14.40	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800259

IN THE MATTER OF **Plan & Disclosure Statement**
File No: **11840-00018**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 48,938.50
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 48,938.50

Local Insight Media Holdings, Inc.
18 Plan & Disclosure Statement

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Cieri	9.00	995.00	8,955.00
Richard M Goldman	8.30	640.00	5,312.00
Ross M Kwasteniet	8.10	730.00	5,913.00
Christopher J Marcus	5.50	805.00	4,427.50
Noah Ornstein	27.10	640.00	17,344.00
Steven Serajedini	12.80	540.00	6,912.00
Katrina M Simek	.30	250.00	75.00
	71.10		\$ 48,938.50

Local Insight Media Holdings, Inc.
18 Plan & Disclosure Statement

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/01/11	Christopher J Marcus	.80	Review disclosure statement.
7/01/11	Steven Serajeddini	2.30	Review and revise disclosure statement.
7/05/11	Noah Ornstein	1.00	Participate in telephone conference with R. Kwasteniet and C. Marcus re disclosure statement (.3); conduct follow-up re same (.7).
7/05/11	Noah Ornstein	.10	Correspond with Pachulski and R. Kwasteniet re disclosure statement hearing dates.
7/05/11	Richard M Cieri	.30	Review plan of reorganization summary and issues list.
7/06/11	Richard M Goldman	.80	Review and revise plan of reorganization work in progress list (.2); review correspondence re request for internal conference to discuss plan of reorganization strategy (.2); participate in telephone conference with N. Ornstein and R. Kwasteniet re plan of reorganization issues (.4).
7/06/11	Noah Ornstein	1.60	Review and revise disclosure statement (1.4); correspond with R. Kwasteniet re same (.2).
7/07/11	Richard M Goldman	2.60	Participate in telephone conference with company, A&M, Lazard and K&E working group re plan of reorganization strategy (1.4); revise works in process list re same (.8); participate in telephone conference with R. Kwasteniet re comments to plan of reorganization and review same (.2); prepare for upcoming meetings with parties in interest re plan of reorganization (.2).
7/07/11	Ross M Kwasteniet	1.20	Review and revise plan of reorganization works in process list (.3); prepare for and participate in telephone conference re open issues re filing plan of reorganization and disclosure statement (.9).
7/07/11	Richard M Cieri	.60	Review plan of reorganization and disclosure statement works in process list.

Local Insight Media Holdings, Inc.
18 Plan & Disclosure Statement

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/08/11	Richard M Goldman	.40	Review notes from telephone conference re status of plan of reorganization and disclosure statement (.3); correspond with S. Serajeddini re same (.1).
7/08/11	Christopher J Marcus	.80	Prepare for and participate in telephone conference with company and Lazard re plan of reorganization and disclosure statement.
7/08/11	Noah Ornstein	1.30	Participate in telephone conference with company re plan of reorganization and disclosure statement filing strategy and update.
7/08/11	Steven Serajeddini	1.80	Participate in telephone conference with company and K&E working group re plan of reorganization (1.1); review and revise notes re same (.3); review and revise works in process list re same (.4)
7/08/11	Ross M Kwasteniet	.50	Prepare for and participate in telephone conference re plan of reorganization and disclosure statement works in process list.
7/09/11	Richard M Goldman	.60	Review notes from telephone conference re plan of reorganization and disclosure statement works in process (.3); review revised works in process list and correspond with S. Serajeddini re same (.3).
7/11/11	Richard M Goldman	.30	Attend office conference with S. Brubaker re plan of reorganization strategy.
7/11/11	Noah Ornstein	.60	Review plan of reorganization for outstanding items.
7/11/11	Ross M Kwasteniet	.50	Prepare for and participate in telephone conference with company re plan of reorganization.
7/11/11	Ross M Kwasteniet	.50	Prepare for and participate in telephone conference with Cadwalader re plan of reorganization and transition and settlement issues.
7/12/11	Richard M Goldman	.30	Participate in telephone conference with E. Pintar re liquidation analysis.

Local Insight Media Holdings, Inc.
18 Plan & Disclosure Statement

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/12/11	Noah Ornstein	3.20	Revise plan of reorganization and disclosure statement (1.0); review plan of reorganization and disclosure statement and draft open issues list (2.0); correspond with S. Serajeddini re same (.2).
7/12/11	Steven Serajeddini	1.50	Review and revise plan of reorganization (1.2); correspond with N. Ornstein re same (.3).
7/13/11	Richard M Goldman	.40	Correspond with E. Pintar, C. Marcus and R. Kwasteniet re liquidation analysis.
7/13/11	Ross M Kwasteniet	1.60	Review and revise plan of reorganization and disclosure statement.
7/14/11	Richard M Goldman	.40	Participate in plan of reorganization status telephone conference.
7/14/11	Steven Serajeddini	1.10	Review and revise disclosure statement.
7/15/11	Noah Ornstein	.60	Attend office conference with S. Serajeddini re plan of reorganization and disclosure statement (.3); review outstanding items re same (.3).
7/15/11	Richard M Cieri	.40	Review plan of reorganization and disclosure statement open issues list.
7/17/11	Ross M Kwasteniet	.80	Review open issues list re plan of reorganization.
7/18/11	Noah Ornstein	.30	Review correspondence re plan of reorganization negotiations.
7/18/11	Richard M Cieri	3.10	Participate in telephone conference with S. Brubaker, J. Fischer, R. Jenkins, C. Marcus, A. Lekovits and B. Hayes re plan of reorganization, alternatives and timeline for same.
7/19/11	Richard M Goldman	1.20	Correspond with KCC re timing for filing plan of reorganization and disclosure statement (.1); attend office conference with company, A&M and K&E working groups re same and work in progress for same (1.1).

Local Insight Media Holdings, Inc.
18 Plan & Disclosure Statement

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/19/11	Noah Ornstein	1.50	Correspond with R. Kwasteniet, N. Kacprowski, Lazard and A&M re comments to plan of reorganization and disclosure statement (.6); correspond with S. Serajeddini re same (.1); correspond with R. Kwasteniet re LIM Finance claims and analyze same (.8).
7/19/11	Ross M Kwasteniet	.80	Prepare for and participate in telephone conference re plan of reorganization and disclosure statement works in process.
7/20/11	Richard M Goldman	.50	Revise works in process list re plan of reorganization and disclosure statement.
7/20/11	Christopher J Marcus	.30	Prepare for and participate in telephone conference with company re plan of reorganization (.1); prepare for and participate in telephone conference with company and Lazard re same (.2).
7/20/11	Noah Ornstein	3.20	Correspond with A&M re exit timing (.2); review and revise disclosure statement motion and exhibits (2.5); correspond with R. Kwasteniet re same (.3); correspond with S. Serajeddini re disclosure statement and plan of reorganization comments (.2).
7/20/11	Steven Serajeddini	1.90	Review and revise disclosure statement.
7/20/11	Richard M Cieri	.60	Participate in telephone conference with J. Fischer, C. Marcus and R. Kwasteniet re plan of reorganization works in process and timeline.
7/21/11	Christopher J Marcus	1.20	Review and revise disclosure statement (.6); correspond re plan of reorganization comments and review same (.6).
7/21/11	Noah Ornstein	2.50	Review disclosure statement (.2); review S. Serajeddini correspondence re outstanding disclosure statement issues and correspond re same (.3); review plan of reorganization and disclosure statement and circulate same to J. Fischer (2.0).
7/21/11	Steven Serajeddini	4.20	Correspond with company re disclosure statement (.5); correspond with K&E working group re same (.4); review and revise same

Local Insight Media Holdings, Inc.
 18 Plan & Disclosure Statement

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			(2.9); correspond with K&E working group re same (.4).
7/21/11	Katrina M Simek	.30	Conduct research re solicitation procedures (.2); correspond with N. Ornstein re same (.1).
7/22/11	Richard M Goldman	.20	Correspond with A&M and N. Ornstein re cure payments under plan of reorganization.
7/22/11	Christopher J Marcus	2.00	Review and revise plan of reorganization and disclosure statement.
7/22/11	Noah Ornstein	.70	Correspond with S. Serajeddini re plan of reorganization and disclosure statement (.3); review and revise disclosure statement motion and exhibits per KCC's comments (.4).
7/23/11	Richard M Goldman	.40	Review J. Fischer's comments to disclosure statement and correspondence re same.
7/24/11	Richard M Goldman	.20	Review KCC's comments to disclosure statement motion and solicitation materials.
7/24/11	Ross M Kwasteniet	.50	Review comments to disclosure statement.
7/24/11	Richard M Cieri	.30	Review correspondence re plan of reorganization.
7/25/11	Noah Ornstein	.80	Review J. Fischer's comments to disclosure statement (.3); correspond with S. Serajeddini re same (.3); review revised disclosure statement (.2).
7/26/11	Noah Ornstein	6.10	Review and analyze comments to plan of reorganization (1.3); participate in telephone conference and correspond with A. Devore re same (.2); correspond with N. Hirshman re IP asset transfer issue under plan of reorganization (.2); attend office conference with R. Kwasteniet re plan of reorganization comments and outstanding issues (.4); correspond re same (2.8); revise disclosure statement motion and exhibits per same (1.2).
7/26/11	Ross M Kwasteniet	1.70	Correspond and participate in telephone conferences with K&E working group, company

Local Insight Media Holdings, Inc.
18 Plan & Disclosure Statement

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			and A&M re status of plan of reorganization and disclosure statement.
7/26/11	Richard M Cieri	1.60	Review and revise plan of reorganization and disclosure statement.
7/27/11	Noah Ornstein	1.00	Review and revise disclosure statement motion, order and exhibits.
7/27/11	Richard M Cieri	1.40	Review and analyze plan of reorganization issues.
7/28/11	Noah Ornstein	2.20	Correspond with B. Hayes re lender claim amounts under plan of reorganization (.5); correspond with R. Kwasteniet re bar date issue under plan of reorganization (.5); participate in telephone conference with claimant re plan of reorganization (.2); review KCC's comments to disclosure statement motion (1.0).
7/28/11	Noah Ornstein	.40	Participate in telephone conference with Creditors' Committee re plan of reorganization status.
7/29/11	Christopher J Marcus	.40	Review correspondence re timing to file plan of reorganization.
7/30/11	Richard M Cieri	.70	Review revised plan of reorganization.
		71.10	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800260

IN THE MATTER OF **Plan Exclusivity**
File No: **11840-00019**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 128.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 128.00

Local Insight Media Holdings, Inc.
19 Plan Exclusivity

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	.20	640.00	128.00
	.20		\$ 128.00

Local Insight Media Holdings, Inc.
19 Plan Exclusivity

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/12/11	Richard M Goldman	.20	Review order extending exclusivity period.
		.20	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800262

IN THE MATTER OF **Tax Issues**
File No: **11840-00023**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 14,533.50
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 14,533.50

Local Insight Media Holdings, Inc.
23 Tax Issues

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Melinda C Alankar	4.50	715.00	3,217.50
Richard M Cieri	2.50	995.00	2,487.50
Christopher J Marcus	.40	805.00	322.00
Greer L Phillips	6.70	995.00	6,666.50
Sara B Zablotney	2.30	800.00	1,840.00
	16.40		\$ 14,533.50

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/05/11	Melinda C Alankar	.40	Attend office conference with G. Phillips and S. Zabloutney re tax issues.
7/05/11	Sara B Zabloutney	.30	Attend office conference with G. Phillips and M. Alankar re tax issues.
7/06/11	Melinda C Alankar	.20	Revise tax disclosure.
7/06/11	Greer L Phillips	.80	Review tax analysis re disclosure statement.
7/08/11	Melinda C Alankar	.30	Revise tax disclosure.
7/11/11	Melinda C Alankar	1.20	Revise tax disclosure (.8); analyze market discount issue (.4).
7/12/11	Greer L Phillips	.30	Revise tax disclosure.
7/21/11	Christopher J Marcus	.40	Review correspondence re tax issues.
7/22/11	Melinda C Alankar	1.20	Review and revise tax disclosure.
7/22/11	Greer L Phillips	1.80	Review PwC analysis re COD income and net operating losses.
7/22/11	Sara B Zabloutney	1.00	Review PwC analysis re COD income and net operating losses.
7/22/11	Richard M Cieri	1.60	Review federal income tax analysis re disclosure statement.
7/25/11	Melinda C Alankar	.10	Revise disclosure statement tax analysis.
7/25/11	Richard M Cieri	.30	Review and revise disclosure statement tax analysis.
7/26/11	Greer L Phillips	1.30	Revise Deloitte tax model.
7/28/11	Melinda C Alankar	1.10	Correspond with FTI, Simpson and company re tax issues (.8); review revised PwC presentation (.3).
7/28/11	Greer L Phillips	1.90	Prepare for and participate in telephone conference with FTI and Simpson re tax issues (.8); prepare for telephone conference re

Local Insight Media Holdings, Inc.
23 Tax Issues

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			same (.3); correspond with K&E working group re tax issues (.8).
7/28/11	Sara B Zablotney	1.00	Participate in telephone conference re tax aspects of plan of reorganization (.8); review E&Y presentation (.2).
7/29/11	Greer L Phillips	.60	Correspond with K&E working group re tax structure.
7/29/11	Richard M Cieri	.60	Review tax analysis.
		16.40	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800263

IN THE MATTER OF **Travel Times**
File No: **11840-00024**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 3,066.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 3,066.00

Local Insight Media Holdings, Inc.
24 Travel Times

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ross M Kwasteniet	4.20	730.00	3,066.00
	4.20		\$ 3,066.00

Local Insight Media Holdings, Inc.
24 Travel Times

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/18/11	Ross M Kwasteniet	2.00	Travel from Chicago to New York for Ambac settlement conferences (billed at half time).
7/21/11	Ross M Kwasteniet	2.20	Return travel from New York to Chicago (billed at half time).
		4.20	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800264

IN THE MATTER OF **Hearings**
File No: **11840-00027**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 1,936.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 1,936.00

Local Insight Media Holdings, Inc.
27 Hearings

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	1.20	640.00	768.00
Ross M Kwasteniet	1.60	730.00	1,168.00
	2.80		\$ 1,936.00

Local Insight Media Holdings, Inc.
27 Hearings

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/07/11	Richard M Goldman	.70	Participate in telephone conference with M. Seidl re upcoming omnibus hearing (.3); correspond with K&E working group re same (.2); correspond with S. Brubaker re same (.2).
7/07/11	Ross M Kwasteniet	.40	Correspond with K&E working group re objection deadlines and ability to cancel upcoming omnibus hearing.
7/11/11	Richard M Goldman	.20	Review notice of agenda re upcoming omnibus hearing.
7/12/11	Richard M Goldman	.30	Correspond with Pachulski and K&E working group re omnibus hearing cancellation (.2); review notice of agenda re same (.1).
7/12/11	Ross M Kwasteniet	1.20	Coordinate cancellation of omnibus hearing.
		2.80	TOTAL HOURS

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800265

IN THE MATTER OF **Disbursements**
File No: **11840-00029**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$ 4,690.53
Total for legal services rendered and expenses incurred	\$ 4,690.53

Local Insight Media Holdings, Inc.
29 Disbursements

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

Local Insight Media Holdings, Inc.
29 Disbursements

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
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Local Insight Media Holdings, Inc.
29 Disbursements

Legal Services for the Period Ending July 31, 2011

DISBURSEMENTS SUMMARY

Third Party Telephone Charges	96.46
Standard Copies or Prints	359.10
Tabs/Indexes/Dividers	2.10
Color Copies or Prints	206.50
Scanned Images	2.90
Postage	2.36
Local Transportation	12.60
Travel Expense	1,050.00
Airfare	1,551.18
Travel Meals	105.41
Working Meals/K&E and Others	84.23
Computer Database Research	866.10
Overtime Transportation	187.70
Overtime Meals - Attorney	155.00
Secretarial Overtime	8.89
Total	\$ 4,690.53

Local Insight Media Holdings, Inc.
29 Disbursements

Legal Services for the Period Ending July 31, 2011

DISBURSEMENT DETAIL

	<u>Description</u>	<u>Amount</u>
2/28/11	INTERCALL - Third Party Telephone Charges Conference calls C Marcus	11.60
3/31/11	INTERCALL - Third Party Telephone Charges Conference calls C Marcus	19.57
4/30/11	INTERCALL - Third Party Telephone Charges Conference calls C Marcus	7.57
5/04/11	Ross Kwasteniet, Taxi	5.90
5/04/11	Ross Kwasteniet, Travel Meals	7.88
5/04/11	BON APPETIT MANAGEMENT COMPANY - Overtime Meals - - 05/04/2011 Attorney Seth Harp.	25.00
5/05/11	Ross Kwasteniet, Taxi	6.70
5/17/11	BON APPETIT MANAGEMENT COMPANY - Overtime Meals - Attorney - 05/17/2011 Seth Harp.	25.00
5/31/11	INTERCALL - Third Party Telephone Charges Conference calls C Marcus	7.13
6/09/11	Overtime Transportation, DESOTO CAB COOPERATIVE INC, Overtime Transportation, William H Jordan, Jr., 06/09/2011 From:Office/To:Home	42.55
6/09/11	BON APPETIT MANAGEMENT COMPANY - Overtime Attorney - 06/09/2011 H. Jordan.	25.00
6/15/11	Postage	1.48
6/16/11	WEST, Computer Database Research, BARAZI,SULTAN, 6/16/2011	52.06
6/22/11	WEST, Computer Database Research, BARAZI,SULTAN, 6/22/2011	271.64
6/23/11	WEST, Computer Database Research, BARAZI,SULTAN, 6/23/2011	210.80
6/23/11	SEAMLESSWEB PROFESSIONAL SOLUTIONS INC, Steven Serajeddini, Overtime Meals - Attorney, 6/23/2011	20.00
6/29/11	Overtime Transportation, DESOTO CAB COOPERATIVE INC, Overtime Transportation, Nickolas A Kacprowski, 06/29/2011 From:Office/To:Home	24.20
6/29/11	SEAMLESSWEB PROFESSIONAL SOLUTIONS INC, Richard M Goldman, Overtime Meals - Attorney, 6/29/2011	20.00
6/30/11	INTERCALL - Third Party Telephone Charges Conference calls R Goldman	6.51
6/30/11	INTERCALL - Third Party Telephone Charges Conference calls R Goldman	2.02
6/30/11	INTERCALL - Third Party Telephone Charges, R. Kwasteniet, 6/30/11	4.08
6/30/11	INTERCALL - Third Party Telephone Charges Conference calls R Goldman	3.63
6/30/11	INTERCALL - Third Party Telephone Charges Conference calls R Goldman	14.08
6/30/11	INTERCALL - Third Party Telephone Charges	12.14

Local Insight Media Holdings, Inc.
29 Disbursements

Legal Services for the Period Ending July 31, 2011

	<u>Description</u>	<u>Amount</u>
6/30/11	Conference calls M Alankar INTERCALL - Third Party Telephone Charges	2.47
6/30/11	Conference calls R Goldman INTERCALL - Third Party Telephone Charges	1.93
6/30/11	Conference calls S Zabloutney INTERCALL - Third Party Telephone Charges	1.62
6/30/11	Conference calls R Goldman Overtime Transportation, DESOTO CAB COOPERATIVE INC, Overtime Transportation, Nickolas A Kacprowski, 06/30/2011 From:Office/To:Home	23.30
7/01/11	Scanned Images	1.70
7/01/11	Postage	.44
7/04/11	Standard Prints	8.10
7/04/11	Standard Prints	1.40
7/04/11	Standard Prints	1.80
7/04/11	Standard Prints	1.10
7/04/11	Standard Copies or Prints	.80
7/04/11	Standard Prints	.20
7/04/11	Standard Prints	.40
7/04/11	Standard Prints	1.30
7/04/11	Standard Prints	.70
7/04/11	Standard Prints	5.20
7/04/11	Standard Prints	5.90
7/04/11	Tabs/Indexes/Dividers	2.10
7/04/11	Scanned Images	.20
7/05/11	Secretarial Overtime, Maria Perez	8.89
7/06/11	Standard Prints	19.20
7/06/11	Standard Prints	.10
7/06/11	Standard Copies or Prints	1.00
7/06/11	Standard Prints	.20
7/06/11	Standard Prints	.30
7/06/11	Standard Prints	1.90
7/06/11	PACER SERVICE CENTER, Computer Database Research, 4/1/2011 through 6/30/2011	38.80
7/06/11	PACER SERVICE CENTER, Computer Database Research, 4/1/2011 through 6/30/2011	5.52
7/06/11	PACER SERVICE CENTER, Computer Database Research, 4/1/2011 through 6/30/2011	119.20
7/06/11	PACER SERVICE CENTER, Computer Database Research, 4/1/2011 through 6/30/2011	8.40
7/06/11	PACER SERVICE CENTER, Computer Database Research, 4/1/2011 through 6/30/2011	.64
7/06/11	PACER SERVICE CENTER, Computer Database Research, 4/1/2011 through 6/30/2011	3.60
7/06/11	PACER SERVICE CENTER, Computer Database Research, 4/1/2011 through 6/30/2011	8.32
7/06/11	PACER SERVICE CENTER, Computer Database Research, 4/1/2011 through 6/30/2011	42.96

Local Insight Media Holdings, Inc.
 29 Disbursements

Legal Services for the Period Ending July 31, 2011

	<u>Description</u>	<u>Amount</u>
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	26.64
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	5.12
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	.32
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	1.52
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	4.40
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	26.16
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	2.48
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	10.80
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	3.28
7/06/11	4/1/2011 through 6/30/2011 PACER SERVICE CENTER, Computer Database Research,	23.44
7/07/11	Standard Prints	9.40
7/07/11	Standard Prints	.50
7/07/11	Standard Prints	.70
7/07/11	Standard Prints	2.60
7/07/11	Standard Prints	1.50
7/07/11	Standard Prints	.30
7/07/11	Color Prints	6.00
7/07/11	Color Prints	7.00
7/07/11	Color Prints	7.00
7/07/11	Color Prints	1.00
7/07/11	SEAMLESSWEB PROFESSIONAL SOLUTIONS INC, Richard M Goldman, Overtime Meals - Attorney, 7/7/2011	20.00
7/08/11	Standard Prints	1.60
7/08/11	Standard Prints	5.70
7/08/11	Standard Prints	6.70
7/11/11	Standard Prints	.80
7/11/11	Standard Prints	3.60
7/11/11	Standard Prints	2.50
7/11/11	Standard Prints	3.60
7/11/11	Standard Prints	18.00
7/11/11	Richard Cieri, Working Meal/K&E w/Others, (Meeting) New York Plan negotiation discussion Sandy Qusba-Simpson Thacher, Mark Bane-Ropes & Gray, Christopher Marcus	84.23
7/12/11	Standard Prints	2.70
7/12/11	Standard Prints	21.30

Local Insight Media Holdings, Inc.
29 Disbursements

Legal Services for the Period Ending July 31, 2011

	<u>Description</u>	<u>Amount</u>
7/12/11	Standard Prints	8.30
7/12/11	Standard Prints	28.60
7/12/11	Standard Prints	2.40
7/12/11	Standard Prints	.70
7/12/11	Standard Prints	.20
7/12/11	Scanned Images	.20
7/12/11	Scanned Images	.20
7/12/11	Ross Kwasteniet, Airfare, New York, NY 07/18/2011 to 07/19/2011, (Client Meeting) Client meetings	683.92
7/12/11	Noah Ornstein, Taxi, (Overtime Transportation)	5.50
7/13/11	Standard Prints	.10
7/13/11	Standard Prints	.20
7/13/11	Standard Prints	1.40
7/13/11	Standard Prints	1.40
7/13/11	Standard Prints	1.50
7/13/11	Noah Ornstein, Taxi, (Overtime Transportation)	5.00
7/14/11	Standard Prints	9.90
7/14/11	Standard Prints	1.70
7/14/11	Standard Prints	15.70
7/14/11	Standard Prints	3.20
7/14/11	Standard Prints	.40
7/14/11	Standard Prints	11.10
7/14/11	Standard Prints	.30
7/14/11	Color Prints	.50
7/14/11	Noah Ornstein, Taxi, (Overtime Transportation)	5.00
7/14/11	SEAMLESSWEB PROFESSIONAL SOLUTIONS INC, Steven Serajeddini, Overtime Meals - Attorney, 7/14/2011	20.00
7/15/11	Standard Prints	3.40
7/15/11	Standard Prints	3.60
7/15/11	Standard Prints	.20
7/15/11	Color Prints	.50
7/15/11	Color Prints	15.50
7/15/11	Noah Ornstein, Taxi, (Overtime Transportation)	5.65
7/18/11	Standard Prints	2.80
7/18/11	Standard Prints	.10
7/18/11	Standard Prints	1.10
7/18/11	Standard Prints	1.20
7/18/11	Standard Prints	.80
7/18/11	Ross Kwasteniet, New York NY 07/19/2011 to 07/21/2011, (Client Meeting)	350.00
7/18/11	Ross Kwasteniet, Airfare, New York, NY 07/18/2011 to 07/21/2011, (Client Meeting) Client meetings	489.52
7/18/11	Ross Kwasteniet, Airfare, New York, NY 07/18/2011 to 07/21/2011, (Client Meeting) Client meetings	-312.96
7/18/11	Ross Kwasteniet, Travel Meals, (Client Meeting) New York NY Client meetings	8.73
7/18/11	Noah Ornstein, Taxi, (Overtime Transportation)	5.00

Local Insight Media Holdings, Inc.
29 Disbursements

Legal Services for the Period Ending July 31, 2011

	<u>Description</u>	<u>Amount</u>
7/19/11	Standard Prints	1.10
7/19/11	Standard Prints	1.90
7/19/11	Standard Prints	.50
7/19/11	Color Prints	16.00
7/19/11	Color Prints	20.00
7/19/11	Scanned Images	.30
7/19/11	Postage	.44
7/19/11	Ross Kwasteniet, New York NY to 07/21/2011, (Client Meeting)	350.00
7/19/11	Ross Kwasteniet, Airfare, New York, NY 07/18/2011 to 07/21/2011, (Client Meeting) Client meetings	763.70
7/19/11	Ross Kwasteniet, Travel Meals, (Client Meeting) New York NY Client meetings	8.73
7/19/11	Nickolas Kacprowski, Taxi, (Overtime Transportation)	25.00
7/20/11	Ross Kwasteniet, Hotel - Telephone, (Client Meeting) Client meetings	2.11
7/20/11	Standard Prints	46.50
7/20/11	Standard Prints	1.70
7/20/11	Standard Prints	4.80
7/20/11	Standard Prints	.30
7/20/11	Ross Kwasteniet, New York NY to 07/21/2011, (Client Meeting) Client meetings	350.00
7/20/11	Ross Kwasteniet, Travel Meals, (Client Meeting) New York NY Client meetings	71.34
7/20/11	Ross Kwasteniet, Travel Meals, (Client Meeting) New York NY Client meetings	8.73
7/20/11	Noah Ornstein, Taxi, (Overtime Transportation)	5.00
7/21/11	Standard Prints	.60
7/21/11	Standard Prints	1.40
7/21/11	Standard Prints	4.30
7/21/11	Ross Kwasteniet, Airfare, Chicago, IL 07/18/2011 to 07/21/2011, (Client Meeting)	-73.00
7/22/11	Standard Prints	.30
7/22/11	Standard Prints	3.40
7/22/11	Color Prints	24.00
7/22/11	Color Prints	3.00
7/22/11	Inbal Hasbani, Taxi, (Overtime Transportation)	19.50
7/23/11	Nickolas Kacprowski, Parking, San Francisco, CA (Overtime Transportation) Overtime parking.	12.00
7/25/11	Standard Prints	.30
7/25/11	Standard Prints	2.90
7/25/11	Standard Prints	.80
7/25/11	Standard Prints	.40
7/25/11	Color Prints	.50
7/25/11	Noah Ornstein, Taxi, (Overtime Transportation)	5.00
7/26/11	Standard Prints	13.10

Local Insight Media Holdings, Inc.
29 Disbursements

Legal Services for the Period Ending July 31, 2011

	<u>Description</u>	<u>Amount</u>
7/26/11	Standard Prints	3.10
7/26/11	Standard Prints	.20
7/26/11	Standard Prints	.70
7/26/11	Standard Prints	.10
7/26/11	Standard Prints	.50
7/26/11	Color Prints	.50
7/26/11	Scanned Images	.30
7/26/11	Noah Ornstein, Taxi, (Overtime Transportation)	5.00
7/27/11	Standard Prints	13.20
7/27/11	Standard Prints	13.20
7/27/11	Standard Prints	1.80
7/27/11	Standard Prints	4.70
7/27/11	Standard Prints	.40
7/27/11	Color Prints	17.50
7/27/11	Color Prints	18.00
7/27/11	Color Prints	7.00
7/27/11	Color Prints	23.50
7/27/11	Color Prints	3.50
7/27/11	Color Prints	24.00
7/27/11	Color Prints	2.50
7/28/11	Standard Prints	2.80
7/28/11	Standard Prints	1.80
7/28/11	Standard Prints	.90
7/28/11	Color Prints	9.00
	Total Disbursements	\$ 4,690.53

September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

ATTN: John Fischer

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

Inv.# 3800266

IN THE MATTER OF **Litigation, Adversary Proceedings**
File No: **11840-00032**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 48,888.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 48,888.00

Local Insight Media Holdings, Inc.
32 Litigation, Adversary Proceedings

Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine Gealy	4.70	540.00	2,538.00
Richard M Goldman	.10	640.00	64.00
Kendall Hannon	27.00	485.00	13,095.00
Nickolas A Kacprowski	37.70	620.00	23,374.00
Ross M Kwasteniet	1.20	730.00	876.00
Mark E McKane	4.60	730.00	3,358.00
Alexander Davis	21.30	235.00	5,005.50
Sarah Farley	.70	300.00	210.00
Jason Goodman	1.50	245.00	367.50
	98.80		\$ 48,888.00

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/01/11	Alexander Davis	5.00	Conduct research re potential Creditors' Committee claims (2.9); draft memorandum re same (2.1).
7/01/11	Ross M Kwasteniet	1.20	Prepare for and participate in telephone conference with M. McKane and N. Kacprowski re potential Creditors' Committee claims.
7/01/11	Nickolas A Kacprowski	7.00	Review and revise analysis of potential Creditors' Committee claims (6.0); correspond with Creditors' Committee counsel re document requests (.4); participate in telephone conference with R. Kwasteniet and M. McKane re potential Creditors' claims (.6).
7/01/11	Christine Gealy	4.70	Review and analyze company's financial performance.
7/01/11	Kendall Hannon	4.10	Conduct factual research re potential Creditors' Committee claims.
7/01/11	Mark E McKane	.50	Participate in telephone conference with R. Kwasteniet re potential Creditors' Committee claims.
7/04/11	Kendall Hannon	4.50	Conduct factual research re potential Creditors' Committee claims.
7/05/11	Alexander Davis	2.30	Conduct research re potential Creditors' Committee claims.
7/05/11	Nickolas A Kacprowski	.50	Research and draft analysis of potential Creditors' Committee claims.
7/05/11	Sarah Farley	.20	Review and prepare correspondence and documents for file.
7/06/11	Alexander Davis	.40	Correspond with N. Kacprowski re memorandum discussing potential Creditors' Committee claims.
7/06/11	Nickolas A Kacprowski	1.80	Conduct research re potential Creditors' Committee claims (1.4); attend office conference with A. Davis re same (.4).

Local Insight Media Holdings, Inc.
32 Litigation, Adversary Proceedings

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/07/11	Nickolas A Kacprowski	.30	Review and revise research and analysis of potential Creditors' Committee claims.
7/07/11	Mark E McKane	1.60	Review and revise presentation to board of directors re potential Creditors' Committee claims (1.2); correspond with N. Kacprowski re same (.4).
7/08/11	Nickolas A Kacprowski	1.00	Review correspondence re Creditors' Committee discovery requests (.3); outline response to same (.7).
7/11/11	Richard M Goldman	.10	Correspond with N. Kacprowski re Geotag litigation.
7/11/11	Alexander Davis	3.60	Conduct research re potential Creditors' Committee claims.
7/11/11	Nickolas A Kacprowski	1.50	Draft response to letter from D. Vinzon (1.2); correspond with K&E working group re litigation issues (.3).
7/11/11	Kendall Hannon	2.90	Review documents.
7/11/11	Mark E McKane	.50	Review Creditors' Committee correspondence re 2010 dividends (.3); correspond with N. Kacprowski re same (.2).
7/12/11	Nickolas A Kacprowski	3.00	Conduct factual and legal research in response to Milbank letter (2.3); correspond with J. Fischer re same (.3); correspond with K. Hannon re factual and legal research issues (.4).
7/12/11	Jason Goodman	.50	Prepare searches and data sets per attorney request.
7/12/11	Kendall Hannon	2.80	Review documents for factual development.
7/13/11	Nickolas A Kacprowski	.50	Review research re potential Creditors' Committee claims (.4); correspond with K. Hannon re same (.1).
7/13/11	Kendall Hannon	.60	Draft memorandum re potential Creditors' Committee claims.
7/15/11	Alexander Davis	1.20	Conduct research re potential Creditors'

Local Insight Media Holdings, Inc.
32 Litigation, Adversary Proceedings

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			Committee claims.
7/15/11	Nickolas A Kacprowski	2.50	Review and analyze response to Milbank discovery letter (.8); attend office conference with M. McKane re same (.3); correspond with C. Marcus and R. Kwasteniet re same (.5); review documents and conduct searches re same (.9).
7/18/11	Nickolas A Kacprowski	1.50	Prepare and analyze response to Milbank discovery requests (.4); coordinate search and review of documents re same (1.1).
7/18/11	Kendall Hannon	1.70	Review documents re Creditors' Committee discovery requests.
7/19/11	Nickolas A Kacprowski	5.50	Review plan of reorganization summary and analyze litigation issues (1.0); participate in telephone conference and correspond with N. Ornstein re subordination issues (.2); review and revise analysis of potential Creditors' Committee claims (2.6); conduct legal research re same (1.4); correspond with M. McKane re same (.3).
7/19/11	Sarah Farley	.20	Correspond re invoice payments (.1); review and update correspondence files (.1).
7/19/11	Jason Goodman	1.00	Prepare documents for attorney review.
7/19/11	Kendall Hannon	3.30	Review potential Creditors' Committee claims (2.0); conduct document review re same (1.3).
7/20/11	Nickolas A Kacprowski	2.00	Draft summary of subordination issues for board of directors (1.1); review plan of reorganization re litigation issues (.4); review research re potential Creditors' Committee claims (.4); participate in telephone conference with M. McKane re same (.1).
7/20/11	Kendall Hannon	2.40	Review potential Creditors' Committee claims and defenses.
7/21/11	Nickolas A Kacprowski	.20	Conduct research re potential Creditors' Committee claims.
7/22/11	Alexander Davis	2.50	Conduct research re potential Creditors'

Local Insight Media Holdings, Inc.
32 Litigation, Adversary Proceedings

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			Committee claims.
7/22/11	Nickolas A Kacprowski	2.00	Review and revise legal analysis of potential Creditors' Committee claims (.8); review documents for production to Creditors' Committee (1.2).
7/23/11	Nickolas A Kacprowski	1.10	Draft correspondence to Milbank re discovery (.8); review and analyze documents for production (.3).
7/24/11	Mark E McKane	2.00	Review and revise presentation to board of directors re potential Creditors' Committee claims (1.7); correspond with N. Kacprowski re same (.3).
7/25/11	Alexander Davis	6.30	Conduct research re potential Creditors' Committee claims (2.1); revise memorandum re same (4.2).
7/25/11	Nickolas A Kacprowski	4.50	Prepare documents for production to Creditors' Committee (.8); review privilege issues re document production (.4); revise analysis of potential Creditors' Committee claims (2.7); research case law re same (.6).
7/25/11	Kendall Hannon	1.60	Review documents re Creditors' Committee discovery requests (.9); research potential Creditors' Committee claims (.7).
7/26/11	Nickolas A Kacprowski	2.00	Participate in telephone conference with J. Fischer re discovery issues (.2); draft and revise letter to Milbank re same (.8); review and coordinate document production to Milbank (.6); review and analyze discovery strategy (.4).
7/26/11	Kendall Hannon	.30	Prepare documents for production.
7/27/11	Nickolas A Kacprowski	.30	Conduct research re standing and release of estate claims.
7/27/11	Sarah Farley	.30	Review and prepare correspondence for file (.1); update files and indexes (.2).
7/28/11	Nickolas A Kacprowski	.50	Review analysis of potential Creditors' Committee claims and correspond with K&E working group re same (.2); review research

Local Insight Media Holdings, Inc.
32 Litigation, Adversary Proceedings

Legal Services for the Period Ending July 31, 2011

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			re standing and release of estate claims (.3).
7/28/11	Kendall Hannon	2.80	Conduct research re potential Creditors' Committee claims.
		98.80	TOTAL HOURS

Local Insight Media Holdings, Inc.
32 Litigation, Adversary Proceedings

Legal Services for the Period Ending July 31, 2011

DISBURSEMENTS SUMMARY

Total	\$.00
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September 12, 2011

Local Insight Media Holdings, Inc.
188 Inverness Dr. W
Englewood, CO 80112

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022
FEIN 36-1326630

ATTN: John Fischer

Inv.# 3800268

IN THE MATTER OF **YellowPages.com Indemnification Dispute**
File No: **11840-00033**

For legal services rendered through July 31, 2011 (see attached Description of Legal Services for detail)	\$ 64.00
For disbursements incurred through July 31, 2011 (see attached Description of Expenses for detail)	\$.00
Total for legal services rendered and expenses incurred	\$ 64.00

Local Insight Media Holdings, Inc.
33 YellowPages.com Indemnification Dispute
Legal Services for the Period Ending July 31, 2011

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard M Goldman	.10	640.00	64.00
	.10		\$ 64.00

Local Insight Media Holdings, Inc.
33 YellowPages.com Indemnification Dispute

Legal Services for the Period Ending July 31, 2011

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/11/11	Richard M Goldman	.10	Correspond with N. Kacprowski re status update.
		.10	TOTAL HOURS