Docket #1024 Date Filed: 11/1/2011

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: LOCAL INSIGHT MEDIA HOLDINGS, INC., et al.

Debtors

Case No. 10-13677 (KG)

Jointly Administered

Reporting Period: September 1, thru September 30, 2011

MONTHLY OPERATING REPORT File with Court and submit a copy to the United States Trustee.

Submit copy of report to any official committee appointed in the case.

		Document	Explanation	Affidavit/Supplement
REQUIRED DOCUMENTS	Form No.	Attached	Attached	Attached
Schedule of Cash Receipts and Disbursements	MOR-I	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a			X
Schedule of Professional Fees Paid	MOR-1b	X		
Copies of bank statements				X
Cash disbursements journals				X
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Postpetition Taxes	MOR-4			X
Copies of IRS Form 6123 or payment receipt				X
Copies of tax returns filed during reporting period				X
Summary of Unpaid Postpetition Debts	MOR-4			X
Listing of aged accounts payable	MOR-4	X		
Accounts Receivable Reconciliation and Aging	MOR-5			X
Debtor Questionnaire	MOR-5	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the documents attached are true and correct to the best of my knowledge and belief.

Richard Halle

Chief Financial Officer

Local Insight Media Holdings, Inc., et al.

10/31/11 Date

Note.

¹ The Debtors, together with the last four digits of each of the Debtor's federal tax identification number (if applicable), are: Regatta Split-off ILLC; Regatta Split-off ILLC; Regatta Split-off ILLC; Local Insight Regatta Holdings, Inc. (6735); LIM Finance, Inc. (8136); LIM Finance II, Inc. (5380); 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); The Berry Company LLC (7899); Local Insight Listing Management, Inc. (7524); Regatta Investor Holding II, L.P.; Regatta Holding II, L.P.; Regatta Holding III, L.P.; Re

The information contained herein is provided to fulfill the requirements of the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"). The financial statements provided herein do not include consolidated results for Local Insight Media Holdings, Inc. and its 17 Debtor subsidiaries (collectively the "Company" or the "Debtors") as the Company has several non-Debtor affiliates. All information contained herein is unaudited and subject to future adjustment. The Company maintains its books and records on a business unit reporting level and those units do not in all cases correspond to legal entities. The liability amounts presented on MOR-3 are reflective of the Company's accounting books and records. According to accounting practices, such liabilities are allocated to the business unit receiving the benefit of the product or service, which may be different from the entity that may legally incur a liability as reflected on Schedule F of the Debtors' Schedules of Assets and Liabilities, filed on December 23, 2010 [Docket Nos. 189-206] (collectively, the "Schedules"). Certain assumptions have been made as noted herein. In addition, the Company maintains certain liabilities on its balance sheet that may relate to one or more of the Company's non-Debtor affiliates and no conclusion as to the legal obligation is made by the presentation herein.

Debtors

Case No. 10-13677 (KG)

Reporting Period: September 1, thru September 30, 2011

GENERAL NOTES

Condensed Debtor-in-Possession Financial Statements – The condensed financial statements and supplemental information contained herein are unaudited, preliminary, and may not comply with generally accepted accounting principles in the United States of America ("U.S. GAAP") in all material respects. In addition, the financial statements and supplemental information contained herein represent the condensed financial information for Local Insight Media Holdings, Inc. and its Debtor subsidiaries only. Information pertaining to the Debtors' non-Debtor affiliates is not included in the condensed income statements or condensed balance sheets contained herein.

Accounting Standards Codification 852-10-Reorganizations ("ASC 852-10"), which applies to companies in chapter 11 such as the Debtors, generally does not change the manner in which financial statements are prepared. It does require, however, that the financial statements for periods subsequent to the filing of the chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. The Debtors' condensed financial statements contained herein have been prepared in accordance with the guidance in ASC 852-10. The unaudited condensed financial statements have been derived from the Debtors' books and records. This information, however, has not been subject to procedures that would typically apply to financial information presented in accordance with U.S. GAAP, and upon the application of such procedures, the Debtors believe that the financial information could be subject to changes, and that such changes could be material. The information furnished in this report includes primarily normal recurring adjustments, but does not include all of the adjustments that would typically be made in accordance with U.S. GAAP.

The results of operations contained herein are not necessarily indicative of results which may be expected from any other period or for the full year and may not necessarily reflect the results of the Debtors' future operations, financial position, and cash flows.

Intercompany Transactions - Intercompany transactions between the Debtors and non-Debtor affiliates have not been eliminated in the financial statements contained herein. No conclusion as to the legal obligation related to these intercompany transactions is made by the presentation herein.

Liabilities Subject to Compromise. As a result of the chapter 11 filings, the payment of prepetition indebtedness is subject to compromise or other treatment under a plan of reorganization. The determination of how liabilities will ultimately be settled and treated cannot be made until the bankruptcy court approves a chapter 11 plan of reorganization. Accordingly, the ultimate amount of such liabilities is not determinable at this time. ASC 852-10 requires prepetition habilities that are subject to compromise to be reported at the amounts expected to be allowed, even if they may be settled for lesser amounts. The amounts currently classified as liabilities subject to compromise are preliminary and may be subject to future adjustments depending on bankruptcy court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, rejection of executory contracts, and continued reconciliation or other events. The liability amounts presented on MOR-3 are reflective of the Debtors' accounting books and records. According to accounting practices, such liabilities are allocated to the business unit receiving the benefit of the product or service, which may be different from the entity that may legally incur a liability as reflected on Schedule F.

Debtors

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Jointly Administered

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SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

MOR-1 Debtors' Combined Schedules of Operating Cash Flow For the Monthly Period from September 1, 2011 through September 30, 2011

(\$ in thousands)	From week ended September 2, 2011 Through week ended September 30, 2011	Cumulative From Petition Date Through week ended September 30, 2011
Operating Cash Flow		
Operating Receipts	16,639	190,100
Operating Disbursements	(16,328)	(156,474)
Payment to Holdings for Regatta Operating Expenses	(1,024)	(12,787)
Consolidated Operating Cash Flow	(712)	20,839
Capitalized Expenses	0	(3,728)
Professional and DIP Fees	(1,165)	(16,432)
DIP Interest	(60)	(611)
Other Regatta Expenses	(1,225)	(20,771)
Payment to Holdings for Regatta Capitalized Expenses	(38)	(527)
Net Cash Flow	(1,975)	(458)

Debtors

Reporting Period: September 1, thru September 30, 2011

MOR-I - continued Disbursements by Legal Entity from Petition Date through the Period Ended September 30, 2011

		From week ended	Cumulative
(\$ in thousands, except otherwise noted)		September 2, 2011	From Petition Date
		Through week ended	Through week ended
Entity	Case Nr	September 30, 2011	September 30, 2011
Local Insight Media Holdings, Inc.	10-13677 (KG)	0	0
Local Insight Media Holdings II, Inc.	10-13679 (KG)	0	0
Local Insight Media Holdings III, Inc.	10-13682 (KG)	0	0
LIM Finance Holdings, Inc.	10-13680 (KG)	0	0
LIM Finance, Inc.	10-13681 (KG)	0	0
LIM Finance II, Inc.	10-13687 (KG)	0	0
Local Insight Regatta Holdings, Inc.	10-13686 (KG)	0	0
The Berry Company LLC	10-13678 (KG)	(18,615)	(190,558)
Local Insight Listing Management, Inc.	10-13685 (KG)	0	0
Regatta Investor Holdings, Inc.	10-13725 (KG)	0	0
Regatta Investor Holdings II, Inc.	10-13741 (KG)	0	0
Regatta Investor LLC	10-13684 (KG)	0	0
Regatta Split-Off I LLC	10-13721 (KG)	0	0
Regatta Split-Off II LLC	10-13753 (KG)	0	0
Regarta Split-Off III LLC	10-13737 (KG)	0	0
Regatta Holding I, L.P.	10-13748 (KG)	0	0
Regatta Holding II, L.P.	10-13715 (KG)	0	0
Regatta Holding III, L.P.	10-13745 (KG)	0	0
Total Disbursements		(18,615)	(190,558)

Debtors

Case No. <u>10-13677 (KG)</u> Jointly Administered

Reporting Period: September 1, thru September 30, 2011

BANK RECONCILIATIONS MOR-In

Debtors' Statement with respect to Bank Account Reconciliations, Bank Statements and Cash Disbursements Journals
For the Monthly Period from September 1, 2011 through September 30, 2011

Bank Account Reconciliations & Cash Disbursement Journals

The Debtors affirm that bank reconciliations are prepared for all open and active bank accounts on a monthly basis. The Debtors affirm that within their financial accounting systems, check registers and/or disbursement journals are maintained for each disbursement account.

Bank Statements

The Debtors affirm that they retain all bank statements for all open and active bank accounts.

Closed Bank Accounts

The Debtors affirm that no bank accounts were closed during the above-referenced reporting period.

Opened Bank Accounts

The Debtors affirm that no bank accounts were opened during the above-referenced reporting period.

Case No. 10-13677 (KG) Jointly Administered

Reporting Period: September I, thru September 30, 2011

SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

This schedule is to include all retained professional payments from case inception to current month.

MOR-1b

	•	s for the Monthly F 1 September 30, 20		Payments from the Petition Date Through September 30, 2011				
Professional	Fees	Expenses	Total	<u>Fees</u>	Expenses	Total		
Kirkland & Ellis LLP	\$438,937.20	\$6,806.91	\$445,744.11	\$3,879,847.93	\$91,547.74	\$3,971,395.67		
Alvarez & Marsal North America, LLC	\$778,883.00	\$37,573.00	\$816,456.00	\$4,784,529.00	\$240,914.00	\$5,025,443.00		
Lazard Frères & Co. LLC	\$0.00	\$0.00	\$0.00	\$750,000.00	\$24,842.93	\$774,842.93		
Kurtzman Carson Consultants LLC	\$18,160.20	\$9,397.82	\$27,558.02	\$171,855.45	\$112,115.58	\$283,971.03		
Pachulski Stang Ziehl & Jones LLP	\$17,777.60	\$1,105.30	\$18,882.90	\$243,298.60	\$36,504.96	\$279,803.56		
Milbank, Tweed, Hadley & McCloy LLP	\$297,688.40	\$12,713.41	\$310,401.81	\$1,838,679.15	\$48,781.46	\$1,887,460.61		
Mesirow Financial Consulting LLC	\$0.00	\$0.00	\$0,00	\$97,950.00	\$57.35	\$98,007.35		
Morris, Nichols, Arsht & Tunnell LLP	\$0.00	\$0,00	\$0.00	\$668,446.46	\$22,183.10	\$690,629.56		
Houlihan Lokey Howard & Zukin Capital, Inc.	\$100,000.00	\$609.29	\$100,609.29	\$820,577.28	\$41,770.34	\$862,347.62		
Cadwalader, Wickersham & Taft LLP	\$0.00	\$0,00	\$0.00	\$144,356.50	\$883.18	\$145,239.68		
PricenterhouseCoopers LLP	\$10,150.40	\$4,102.50	\$14,252.90	\$80,234.70	\$4,102.50	\$84,337.20		
Deloitte & Touche LLP	\$0.00	\$0,00	\$0,00	\$2,000.00	\$0.00	\$2,000.00		
Duff & Phelps, LLC	\$0.00	\$0.00	\$0,00	\$48,985.00	\$3,250.00	\$52,235.00		
	\$1,661,596.80	\$72,308.23	\$1,733,905.03	\$13,530,760.07	\$626,953.)4	\$14,157,713.21		

Reporting Period: August 1, thru August 31, 2011

STATEMENT OF OPERATIONS

(Income Statement)

MOR-2 For the Monthly Period from September 1, 2011 through September 30, 2011

(\$ in thousands)	 	onsolida	ting Local Insi	th Regatt	Holdings, Inc	:		Co	nsolidated	Non-consolidating entities					
	ght Listing ment, Inc.	The B	erry Company LLC		sight Regatta	Conso	rcompany lidations and minations		nsight Regatta Idings, Inc.		ight Media igs, Inc.	LIM	Finance, Inc.	LIM Fina	nce II, Inc
Revenue	\$	\$	33,293	s	-	\$	-	\$	33,293	\$	-	\$	-	\$	-
Operating expenses:															
Cost of revenue (exclusive of certain depreciation															
and amortization expense included below)	16		8,191		-		-		8,207		•		-		•
Publishing rights	•		14,125		-		-		14,125		•		-		-
General and administrative expense	113		9,038		(1,230)		-		7,921		•		•		-
Permitted LIMI expenses	-		1,092		-		•		1,092		•		-		-
Depreciation and amortization	•		637		496		-		1,133		-		-		•
Impairment charge	 				<u> </u>		•		•		<u> </u>		<u> </u>		<u> </u>
Total operating expenses	 129		33,083		(734)				32,478						
Operating income (loss)	(129)		210		734		-		815		-		•		•
Other (income) expenses:															
Interest income	-		-		-		-		-		(0)		-		-
Interest expense	•		-		126		-		126		-		-		-
Reorganization items	•		-		2,366		-		2,366		-		•		-
Other expense	 •				-		-						<u> </u>		
Income (loss) before income taxes	(129)		210		(1,758)		•		(1,677)		0		-		•
Income tax provision (benefit)	 -				· · · · · · · · · · · · · · · · · · ·				•						•
Net income (loss) before equity in earnings (losses) of consolidated subsidianes	(129)		210		(1.758)		-		(1,677)		0				-
Equity in earnings (losses) of consolidated subsidiaries			•		(901)		901		•		-		-		-
Net income (loss)	\$ (129)	S	210	s	(2,659)	s	901	s	(1,677)	S	0	S	-	\$	
	TOTAL PROPERTY.	77 TW E													

Note:

The results reflected herein are based on certain terms of the WBS Settlement Term Sheet, for which the Debtors have sought approval from the Bankruptcy Court pursuant to 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 (the "Motion") [Docket No. 817], filed on August 30, 2011. The Bankruptcy Court approved this Motion on September 20, 2011, therefore the terms under the WBS Settlement Term sheet became effective as of July 1, 2011. If the Company does not emerge from bankruptcy on or before December 31, 2011, subject to certain exceptions, the transactions contemplated by the WBS Settlement Term Sheet will be unwound, and all parties will be returned to their respective positions as if the assumption of the Amended WBS Contracts had not occurred.

Due to their nature as holding companies and the lack of operating activity, the Debtors do not prepare financial statements for the following Debtor entities: Regatta Split-off ILLC; Regatta Split-off ILLC; Regatta Split-off ILLC; Regatta Holdings II, Inc.; Local Insight Media Holdings III, Inc.; Local Insight Media Holding

Permitted LIMI expenses include expenses include expenses include expenses include expenses including without limitation, for marketing, advertising, promotions and capital expenditures, for personnel expenses, professional fees, contract labor, travel and entertainment, information technology, facilities and office expenses and insurance.

Reporting Period: August 1, thru August 31, 2011

Balance Sheet

MOR-3 As of September 30, 2011

(S in thousands)		C	onsolidating Local Insi	ght Regatta Holdings, In	c	Consolidated	1			
	Local Insight Li Management,	_	The Berry Company LLC	Local Insight Regatta Holdings, Inc.	Intercompany Consolidations and Eliminations	Local Insight Regatta Holdings, Inc.	Local Insight Media Holdings, Inc.	LIM Finance, Inc.	LIM Finance II, Inc	c.
Assets										
Current assets:										
Cash and cash equivalents	\$	10	\$ 11,975	s -	\$ -	\$ 11,985	\$ 0	\$ -	s -	
Accounts receivable, net		-	51,438	-	•	51,438	•	-		
Due from affiliates		(385)	86,807	(38,709)	•	47,713	0	5,117	7.67	74
Deferred directory costs		27	51,380			51,407				
Deferred income taxes		6	14,483	19,357	(9,980)	23,866	-	-	-	
Prepaid expenses and other current assets		-	1,337	830	•	2,167		•	-	
Total current assets		(342)	217,420	(18,522)	(9,980)	188,576		5,117	7,6	74
Property and equipment, net		_	4,802	19,042		23,844				
Assets held for sale		-	432	17,012		432		-		
Equity investments				289,619	(289,619)	_	-	_		
Intangible assets, net			256,759		(20,017)	256,759	-	_	_	
Tradename intangible asset		-	•					•		
Goodwill		_		-						
Deferred income taxes		1.940	10,803	60,269	(73,012)		-			
Deferred financing costs, net		•	•	133	(133	-	Q	91	81
Other assets			78			78		•	•	_
Investment in subsidiary		_	•				32,811	182,855	312,83	133
Total Assets	\$	1,598	\$ 490,294	\$ 350,541	\$ (372,611)	\$ 469,822	\$ 32,811	\$ 187,972	\$ 321,41	
Linbilities and Stockholders' Equity							والمسيأ وويوان البارات الفائنا بغزازي	مسجفس بسنها يابدن هم انتقاباته نه		-
Current liabilities, not subject to compromise										
Current portion of long-term debt	S	_	s .	\$ 7,500		\$ 7,500	s .	s .	s -	_
Publishing rights payable	•	_	353			353	•	•	•	
Accounts payable and accrued habilities		98	23,595	6,615		30,308	46	•		
Current deferred income taxes			1,511	-	(1,511)	•	-	_		
Unearned revenue		_	48,675		(1,511)	48,675	-	_		
Accrated interest payable		-			_	-				
Due to affiliates		_	2,169		-	2,169	_	_		
Total current liabilities not subject to compromise		98	76,303	14,115	(1,511)		46		-	
Deferred income taxes, net			99,348	1,563	•		-10			
Long-term debt, net of current portion		•	- 27,340	£00,1	(52,902)	48,009	•	•	•	
Other habilities		•	235	•	•	235	•	•	•	•
Total liabilities not subject to compromise		98	175,886	15,678			46	<u>·</u>		<u> </u>
Liabilities subject to compromise		2,089	24,200	598,309	(54,413)	624,598	3,155	160,020	213,9	361
		2,007	14,200	250,305	•	024,270	3,133	100,020	210,00	٠.
Stockholders' equity										
Common stock, \$0.01 par value, 200,000 shares authorized,				_		_				
195,744 shares issued and outstanding			*	2	-	2	,		-	
Additional paid-in capital		7.653	620,621	239,542	(628,273)		30,000	57,011	182,83	
Accumulated deficit		(8,242)	(330,413)		310,075	(531,570)	(390)	(29,059)	(75,3)	
Total stockholders' equity Total Liabilities and Stockholders' Equity		(589) 1,598	290,208	(263,446)	(318,198)		29,610 \$ 32,811	27,952	107.53 \$ 321.40	_
som rationnies and Stockholders, Editul.	<u> </u>	1,398	\$ 490,294	\$ 350,541	\$ (372,611)	\$ 469,822	\$ 32,811	\$ 187,972	\$ 321,4	10 /

Note:

Due to their nature as holding companies and the lack of operating activity, the Debtors do not prepare financial statements for the following Debtor entities: Regatta Split-off II LLC; Regatta Split-off II LLC; Regatta Split-off II LLC; Regatta Holdings II, Inc.; Local Insight Media Holdings II, Inc.; Local Insight Media Holdings III, Inc.; Local Insight Media Holdings III, Inc.; Regatta Investor Holdings, Inc.; Regatta Investor Holdings II, Inc.

Debtors

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Jointly Administered

Reporting Period: September 1, thru September 30, 2011

STATUS OF POSTPETITION TAXES

MOR-4 Declaration Regarding the Status of the Debtors' Postpetition Taxes

I am the Director of Tax for Local Insight Media Holdings, Inc. and its Debtor subsidiaries in the above-captioned chapter 11 cases. In this capacity, I am familiar with the Debtors' day to day operations, business affairs, and books and records. To the best of my knowledge, the Debtors have timely filed all federal, state, and local tax returns, and made all postpetition tax payments in connection therewith, or have promptly remediated any late filings or payments that may have occurred due to the Debtors' inadvertent oversights. To the extent that the Debtors become aware of anything to the contrary, they will take timely action to remedy any outstanding tax related matters.

Erica Richer

Date

Debtors

Case No. <u>10-13677 (KG)</u>

Jointly Administered

Reporting Period: September 1, thru September 30, 2011

SUMMARY OF UNPAID POSTPETITION DEBTS

MOR-4 Combined Debtors' Summary of Unpaid Postpetition Trade Accounts Payable

(\$ in thousands)

				Nun	iber o	of days past	due	:	
as of: September 30, 2011	Total	C	urrent	 1-30		31-60		61-90	 >91
Combined Debtors	\$ 16,243	\$	6,784	\$ 4,822	\$	1,639	\$	1.144	\$ 1,854

Note: The postpetition accounts payable reported above represent open and outstanding trade vendor invoices that have been entered and coded into the Debtors' accounts payable system. This summary does not include intercompany payables or accruals for invoices not yet received or approved.

Debtors

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ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

MOR-5 Combined Debtors' Summary of Open Accounts Receivable, Gross Basis

(\$ in thousands)

			Nun	nber	of days past	due	:	
as of: September 30, 2011	Total	Current	1-30		31-60		61-90	 >9 i
Combined Debtors	\$ 75.491	\$ 27,920	\$ 14.673	\$	3,659	\$	2,681	\$ 26,559

Note: The postpetition accounts receivable reported above represent a gross balance, prior to any bad debt allowances and intercompany adjustments. The Debtors do not compile a separate aging of the bad debt allowance. The balance sheet presented on MOR-3 provides accounts receivable on a net basis as compared to this schedule which is presented on a gross basis.

Debtors

Case No. <u>10-13677 (KG)</u>
Jointly Administered

Reporting Period: September 1, thru September 30, 2011

DEBTOR QUESTIONNAIRE

MOR-5

		Yes	No
1.	Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2.	Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		Х
3.	Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4.	Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5.	Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		x

Note re. Question 3: See Debtors' Response to MOR-4.