

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	
)	Chapter 11
)	
AMERICAN MEDIA, INC., <i>et al.</i> , ¹)	Case No. 10-[_____] (____)
)	
Debtors.)	Joint Administration Requested
)	

RETENTION AND COMPENSATION
PROCEDURES FOR ORDINARY COURSE PROFESSIONALS

The following procedures (the “**OCP Procedures**”) shall govern the retention of professionals retained by the above-captioned debtors (collectively, the “**Debtors**”) in the ordinary course of business (each, an “**OCP**,” and collectively, the “**OCPs**”):²

- a. Each OCP shall file with the Court and serve a declaration of disinterestedness (each, a “**Declaration of Disinterestedness**”), substantially in the form attached hereto as Exhibit 2 upon:
(i) proposed counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq., Arik Preis, Esq., and Meredith A. Lahaie, Esq.; (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004; (iii) counsel to JPMorgan Chase Bank, N.A., administrative agent under the Debtors’ prepetition secured credit agreement; and (iv) counsel to any statutory committee appointed in these chapter 11 cases (collectively, the “**Notice Parties**”).
- b. The Notice Parties shall have 10 days after the filing and service of a Declaration of Disinterestedness to object to the retention of the OCP filing such declaration (the “**Objection Deadline**”). Any objecting party shall serve its objection upon the Notice Parties and

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: American Media, Inc. (3383); American Media Operations, Inc. (4424); American Media Consumer Entertainment, Inc. (3852); American Media Consumer Magazine Group, Inc. (3863); American Media Distribution & Marketing Group, Inc. (3860); American Media Mini Mags, Inc. (3854); American Media Newspaper Group, Inc. (3864); American Media Property Group, Inc. (4153); Country Music Media Group, Inc. (2019); Distribution Services, Inc. (1185); Globe Communications Corp. (2593); Globe Editorial, Inc. (3859); Mira! Editorial, Inc. (3841); National Enquirer, Inc. (4097); National Examiner, Inc. (3855); Star Editorial, Inc. (9233); and Weider Publications, LLC (1848).

² Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

the relevant OCP on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than 15 days from that date or on a date otherwise agreed to by the parties. The Debtors shall not be authorized to retain and pay such OCP until all outstanding objections have been withdrawn, resolved or overruled by order of the Court.

- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to an OCP, the Debtors shall be authorized to retain and pay that OCP in accordance with these OCP Procedures.
- d. The Debtors are authorized to pay any retained OCP, without formal application to the Court, 100% of fees and disbursements upon submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date and the fees and disbursements related thereto; provided, however, that each OCP's fees, excluding costs and disbursements, do not exceed (i) \$50,000 per month (the "**OCP Monthly Cap**") or (ii) an aggregate of \$300,000 while these chapter 11 cases are pending (the "**OCP Case Cap**").
- e. To the extent that fees payable to any OCP exceed the OCP Monthly Cap set forth in paragraph (d) above, the OCP shall file a fee application (a "**Fee Application**") with the Court for the amount in excess of the OCP Monthly Cap in accordance with sections 330 and 331 of title 11 of the United States Code (the "**Bankruptcy Code**"), the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and any applicable orders of the Court, unless the United States Trustee agrees otherwise.
- f. If an OCP exceeds the OCP Case Cap set forth in paragraph (d) above, the OCP shall file a retention application with the Court pursuant to Bankruptcy Code section 327, unless the United States Trustee and counsel for any statutory committee appointed in these cases agrees otherwise.
- g. At three-month intervals during the pendency of these chapter 11 cases beginning on November 17, 2010 through February 17, 2010 and for each three month period thereafter (each, a "**Quarter**"), the Debtors shall file with the Court and serve on the Notice Parties, no later than 30 days after the end of such Quarter, a statement that

shall include the following information for each OCP: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported Quarter; (iii) all postpetition payments made to that OCP to date; and (iv) a general description of the services rendered by that OCP.

- h. The Debtors may retain additional OCPs from time to time during these chapter 11 cases by (i) including each additional OCP on an amended version of Exhibit B attached to the Motion that shall be filed with the Court and served on the Notice Parties and (ii) having such additional OCP otherwise comply with the OCP Procedures.