

United States Bankruptcy Court Southern District of New York	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): Ziff Davis Media Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): SEE RIDER 1	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 36-4336460	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 28 East 28th Street New York, NY <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 10016</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: New York	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	

<p style="text-align: center;">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p style="text-align: center;">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other Media/Internet</p> <p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p style="text-align: center;">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p style="text-align: center;">Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p style="text-align: center;">Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p> <p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input checked="" type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table> <p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> <p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input checked="" type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input checked="" type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input checked="" type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<p>THIS SPACE IS FOR COURT USE ONLY</p>
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input checked="" type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000																						
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Ziff Davis Media Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: SEE RIDER 2	Case Number:	Date Filed:
District: Southern District of New York	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition
(This page must be completed and filed in every case.)

Name of Debtor(s):
Ziff Davis Media Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Mark K. Thomas

Signature of Attorney for Debtor(s)

Mark K. Thomas (pro hac vice pending)

Printed Name of Attorney for Debtor(s)

Winston & Strawn LLP

Firm Name

Address

35 West Wacker Drive

Chicago, IL 60601

(312) 558-5600

Telephone Number

3/5/2008

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Mark D. Moyer

Signature of Authorized Individual

Mark D. Moyer

Printed Name of Authorized Individual

Chief Restructuring Officer

Title of Authorized Individual

3/5/2008

Date

RIDER 1 - PRIOR TRADE NAMES

All Other Names used by the Debtor in the last 8 years:

1. 1up
2. 3D Gamegauge
3. BatteryMark
4. Business 4 Site
5. Computer Gaming World
6. Computer Life
7. Connected Investor
8. Cookie Cop
9. CPUMark
10. Cranky Geeks
11. Digital Café
12. Digital Life
13. DigitalLifeTV
14. DL. TV
15. E Shopper
16. Easy Internet
17. Education Direct
18. EGM
19. EGM2
20. Electronic Gaming Monthly
21. Expert Gamer
22. ExtremeTech
23. Family PC
24. Fastest Geek
25. FileFront
26. FreshMarks
27. Gamedisc
28. Gaming Industry News
29. GameNow
30. Gazerk
31. Gearlog
32. Internet Life
33. Internet Solutions
34. Internet Underground
35. NetBench
36. Oldway Netway
37. PC Computing
38. PC Expert
39. PC Labs
40. PC Magazine

RIDER 1 (Cont.)

41. PC Professionell
42. PCmag.com
43. Pocket Games
44. ProductWire
45. Secret Weapons
46. ServerBench
47. SpeedRate
48. Startup Cop
49. Sync
50. The 1up Show
51. TM Media
52. VivaFusion
53. Zcast.tv
54. Ziff Davis
55. Ziff Davis Internet
56. Ziff Davis Media
57. Ziff Davis Smart Business for the New Economy

Domain Names:

58. 1up.com
59. 1up.tv
60. 1upnetwork.mobi
61. 3dwinbench.com
62. alttabit.com
63. americasfastestgeek.com
64. appscout.com
65. browsercomp.com
66. business4site.com
67. cestv.com
68. cgw.mobi
69. cgwgaming.com
70. cgwmag.mobi
71. cgw-marketing.com
72. cgw-zannounce.com
73. complife.com
74. computergamingworld.com
75. computergamingworld.info
76. computerlife.com
77. crankygeeks.com
78. digitalife.com
79. digitallife.mobi
80. digitallife.tv
81. digitallife-zannounce.com
82. dl.tv
83. dupeless2.com
84. dupelesstwo.com

RIDER 1 (Cont.)

85. egam-marketing.com
86. egam-zannounce.com
87. egm.info
88. egmglobal.com
89. egminternational.com
90. egmmag.com
91. egmmag.mobi
92. egm-marketing.com
93. egm-zannounce.com
94. electronicgamingmonthly.mobi
95. eletters-marketing.com
96. eletters-wnn-marketing.com
97. eletters-wnn-zannounce.com
98. eletters-zannounce.com
99. eshoppermag.com
100. eshopper-mag.com
101. eshoppermagazine.com
102. eshopper-magazine.com
103. etravels.net
104. etravelsmag.com
105. expertgamer.com
106. expertgamer.info
107. expertgamer.mobi
108. expertgamercodebook.mobi
109. exstreamevents.com
110. extreme3gnet.com
111. extremearchiving.com
112. extremebiochip.com
113. extremebiochips.com
114. extremecasemod.com
115. extremecleanpower.com
116. extremecyborg.com
117. extremedap.com
118. extremedigitalpaper.com
119. extremedrm.com
120. extremeds.com
121. extremebooks.com
122. extreme-fiber.com
123. extremefuelcells.com
124. extremegrids.com
125. extreme-hss.com
126. extremeidentity.com
127. extremeinternet2.com
128. extremeip6.com
129. extremelcos.com
130. extrememesh.com

RIDER 1 (Cont.)

131. extrememp3guide.com
132. extrememusicplayer.com
133. extrememusicplayer.net
134. extremenano.com
135. extremeoled.com
136. extremephoton.com
137. extremepositioning.com
138. extremepsp.com
139. extremequantum.com
140. extremerfid.com
141. extremesatelliteradio.com
142. extremesensors.com
143. extremesiliconradio.com
144. extremesiliconradios.com
145. extremesirius.com
146. extremesmarthome.com
147. extremesol.com
148. extremesolarpower.com
149. extremetech.com
150. extremetech-direct.com
151. extremeultrawideband.com
152. extremeuw.com
153. extremeuwb.com
154. extremevoip.com
155. extremewimax.com
156. extremewimedia.com
157. extremewimesh.com
158. extremewindowsvista.com
159. extremezigbee.com
160. familypc.com
161. fastestgeek.com
162. filefront.com
163. filefront.mobi
164. filesnoop.com
165. firstlooks.com
166. gamemags-direct.com
167. gamenowmag.com
168. gamesystemsguide.com
169. gametab.com
170. gametab.mobi
171. gamevideos.com
172. gamevideos.mobi
173. gamingindustrynews.com
174. gazerk.com
175. gazerk.mobi
176. gearlog.com

RIDER 1 (Cont.)

177. gerzerk.com
178. gooeylog.com
179. hdheartbeat.com
180. instaback.net
181. instaback.org
182. internetlife.com
183. laconference.com
184. linkpreviewer.com
185. mycheats.com
186. mycheats.mobi
187. newbusinessworld.com
188. newbusinessworld.net
189. newnow.tv
190. newsbusinessmagazine.com
191. newsbusinessmagazine.net
192. passwordprofiler.com
193. pcexpert.eu
194. pclabs.com.cn
195. pclabs.eu
196. pcmag.cn
197. pcmag.com
198. pcmagazine.cn
199. pcmagazine.com
200. pcmagcast.com
201. pcmagglobal.com
202. pcmaginternational.com
203. pcmag-marketing.com
204. pcmag-media.com
205. pcagnet.net
206. pcagnetnetwork.com
207. pcmagplus.com
208. pcmagpreview-zannounce.com
209. pcmagutil-marketing.com
210. pcmagutil-zannounce.com
211. pcmagvote.com
212. pcmagx.com
213. pcmag-zannounce.com
214. pcmextra.com
215. pcmlabs.com
216. pcm-marketing.com
217. pcm-preview-zannounce.com
218. pcm-util-marketing.com
219. pcm-util-zannounce.com
220. pcm-zannounce.com
221. pcprofessional.eu
222. pcprofessionell.eu

RIDER 1 (Cont.)

- 223. pcprofessionell.mobi
- 224. pcwebcast.com
- 225. playstation2magazine.com
- 226. playstationmagazine.com
- 227. pocketgames.mobi
- 228. portsnoop.com
- 229. registerzdi-marketing.com
- 230. registerzdi-zannounce.com
- 231. registrymaster.biz
- 232. schoolpc.com
- 233. shortcutmanager.com
- 234. shotsender.net
- 235. smartbusinessmag.com
- 236. smbcast.com
- 237. startupcoppro.com
- 238. streamrevealer.com
- 239. surfspeed.net
- 240. swedishgamegirl.com
- 241. swedishgamegirls.com
- 242. swedishgirlsofgaming.com
- 243. syncmag.com
- 244. syncmagazine.com
- 245. taskorchestrator.com
- 246. technoride.com
- 247. the1upnetwork.com
- 248. titlebaraddon.com
- 249. videoplayerguide.com
- 250. whatsnewnow.com
- 251. whatsnewnow.tv
- 252. wiredcolleges.com
- 253. xbnmag.com
- 254. xpandesk.com
- 255. xpertgamer.com
- 256. yil.com
- 257. zdgames.com
- 258. zdmcirc.com
- 259. ziffdavis.com
- 260. ziffdavisglobal.com
- 261. ziffdavisinet.com
- 262. ziffdavisinternational.com
- 263. ziffdavisinternet.com
- 264. ziffdavismedia.com
- 265. ziffdavis-network.com
- 266. ziffdavispublishing.com
- 267. ziff-davispublishing.com
- 268. ziffdaviswebcast.com

RIDER 1 (Cont.)

269. ztechsaver.com

RIDER 2 - LIST OF FILING ENTITIES

Along with the Debtor, Ziff Davis Media Inc., the following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Southern District of New York:

1. Ziff Davis Development Inc.
2. Ziff Davis Holdings Inc.
3. Ziff Davis Intermediate Holdings Inc.
4. Ziff Davis Internet Inc.
5. Ziff Davis Publishing Inc.
6. Ziff Davis Publishing Holdings Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
Ziff Davis Media Inc., et al.,¹)
))
) Case No. 08-_____ ()
) Jointly Administered
) Debtors.)
))

**CONSOLIDATED LIST OF CREDITORS HOLDING
THE 30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a petition in the Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately March 3, 2008.

The Consolidated List is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the Consolidated List of 30 largest unsecured claims. In addition, this Consolidated List includes only those claims that are subject to invoices received by the Debtors prior to March 3, 2008. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim.²

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

² The Debtors will file the schedules of assets and liabilities (the “Schedules”) in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claim, if any, are contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any claims listed in the Schedules as contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are or are not contingent, unliquidated, disputed and/or subject to setoff, nor is it an admission that the amounts listed are owed by more than one of the Debtors.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Deutsche Bank Trust Company Americas as Trustee Trust & Securities Services 60 Wall Street, 27th Floor New York, NY 10005	Deutsche Bank Trust Company Americas, Indenture Trustee Trust & Securities Services 60 Wall Street MS NYC60-2720 New York, NY 10005-2858 Attn: Stanley Burg Fax: (212) 787-0022 Email: stan.burg@db.com and Deutsche Bank Trust Company Americas 25 DeForest Avenue Second Floor, MS SUM01-0105 Summit, NJ 07901 Attn: Irinia Golovashchuk Corporate Trust & Agency Services Fax: (732) 578-4635 Email: irina.golovashchuk-ctas@db.com	Compounding Notes due 2009		Principle amount of \$152,500,000
Deutsche Bank Trust Company Americas as Trustee Trust & Securities Services 60 Wall Street, 27th Floor New York, NY 10005	Deutsche Bank Trust Company Americas, Indenture Trustee Trust & Securities Services 60 Wall Street MS NYC60-2720 New York, NY 10005-2858 Attn: Stanley Burg Fax: (212) 787-0022 Email: stan.burg@db.com and Deutsche Bank Trust Company Americas 25 DeForest Avenue Second Floor, MS SUM01-0105 Summit, NJ 07901 Attn: Irinia Golovashchuk Corporate Trust & Agency Services Fax: (732) 578-4635 Email: irina.golovashchuk-ctas@db.com	12% Senior Subordinated Notes due 2010		Principle amount of \$12,280,000
R.R. Donnelley & Sons 99 Park Avenue, 13th Floor New York, NY 10016	R.R. Donnelley & Sons 99 Park Avenue, 13th Floor New York, NY 10016 (212) 503-1461 Attn: Mr. Al duPont Fax: (212) 503-1313 Email: al.r.dupont@rrd.com	Trade Debt		\$3,896,922
Goldman Sachs 85 Broad Street New York, NY 10004	Goldman Sachs 85 Broad Street New York, NY 10004 (212) 902-0300 Attn: Bruce Mendelsohn Fax: (212) 902-3000 Email: Bruce.Mendelsohn@gs.com	Services Provided		\$900,000

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
800 Jorie Blvd. L.L.C. 1383 Paysphere Circle Chicago, IL 60674	c/o Ellis Partners, Inc., 433 California Street, Suite 610 San Francisco, CA 94104, Attn: James F. Ellis and c/o Fox, Hefter, Swibel, Levin & Carroll, LLP 321 North Clark Street, Suite 3300 Chicago, IL 60610 (312) 224-1200 Attn: Daniel Hefter Fax: (312) 224-1201 Email: dhefter@fhslc.com	Rent		\$705,000
American Express – Weston FL 2965 W. Corporate Lakes Boulevard Weston, FL 33331	American Express – Weston FL 2965 W. Corporate Lakes Boulevard Weston, FL 33331 (623) 388-4360 Attn: Lucey B. Healey Fax: (623) 388-4360 Email: Lucey.B.Healey@aexp.com and American Express 5976 West Topika Drive Glendale, AZ 85308	Trade Debt		\$657,560
Sony Computer Entertainment 919 E. Hillsdale Boulevard Foster City, CA 94404	Sony Computer Entertainment 919 E. Hillsdale Boulevard Foster City, CA 94404 (650) 655-6099 Attn: Jim Bass Fax: (650) 655-8170 Email: jim_bass@playstation.sony.com	Trade Debt		\$631,264
Perella Weinberg Partners LP 767 Fifth Avenue New York, NY 10153	Perella Weinberg Partners LP 767 Fifth Avenue New York, NY 10153 (212) 287-3200 Attn: Derron Slonecker Fax: (212) 287-3201 Email: dslonecker@pwppartners.com	Services Provided		\$401,091
Kable Fulfillment 4515 Paysphere Circle Chicago, IL 60674	Kable Fulfillment 4515 Paysphere Circle Chicago, IL 60674 (303) 666-7000 Attn: Amy Bardell Fax: (815) 734-5223 Email: abardell@kable.com and Kable Fulfillment 335 Centennial Parkway Louisville, CO 80027	Trade Debt		\$316,646
Limelight Networks 2220 W. 14th Street Tempe, AZ 85281	Limelight Networks 2220 W. 14th Street Tempe, AZ 85281 (602) 850-5079 Attn: Mark Smith Fax: (602) 850-5238 Email: msmith@limelightnetworks.com	Trade Debt		\$162,764

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Cogent Communications 1015 31st Street, NW Washington, DC 20007	Cogent Communications 1015 31st Street, NW Washington, DC 20007 (202) 295-4200 Attn: Tad Weed Fax: (202) 338-8798 Email: tweed@cogentco.com	Trade Debt		\$129,850
O'Melveny & Myers, LLP Times Square Tower 7 Times Square New York, NY 10036	O'Melveny & Myers, LLP Times Square Tower 7 Times Square New York, NY 10036 (212) 326-2000 Attn: Michael J. Sage Fax: (212) 326-2061 Email: msage@omm.com	Services Provided		\$103,759
Solar Communications 5917 Paysphere Circle Chicago, IL 60674	Solar Communications 5917 Paysphere Circle Chicago, IL 60674 (630) 848-3844 Attn: Michael Hudetz Fax: (630) 983-5880 Email: mhudetz@solarcc.com and Solar Communications 1150 Frontenac Road Naperville, IL 60563-1799	Trade Debt		\$85,014
Three Z Printing 902 W. Main Street Teutopolis, IL 62467	Three Z Printing 902 W. Main Street Teutopolis, IL 62467 (217) 857-3153 Attn: Brian Jansen Fax: (217) 857-3483 Email: bjansen@threez.com	Trade Debt		\$82,963
Xtivia 2035 Lincoln Highway, Suite 1010 Edison, NJ 08817	Xtivia 2035 Lincoln Highway, Suite 1010 Edison, NJ 08817 (732) 248-9399 x6050 Attn: Canan Coban Fax: (732) 248-9399 Email: ccoban@xtivia.com	Trade Debt		\$81,520
Isilon Systems, Inc. 3101 Western Avenue Seattle, WA 98121	Isilon Systems, Inc. 3101 Western Avenue Seattle, WA 98121 (206) 777-7886 Attn: Jennifer Pressley Fax: (206) 315-7640 Email: jpressley@isilon.com	Trade Debt		\$73,456
ValueMags 212 W. Superior Street, Suite 202 Chicago, IL 60610	ValueMags 212 W. Superior Street, Suite 202 Chicago, IL 60610 (312) 482-9470 Attn: Andrew Degenholtz Fax: (312) 577-0471 Email: andrew@valuemags.com	Trade Debt		\$52,698
National MicroRentals 28 Abeel Road Monroe Township, NJ 08331-2036	National MicroRentals 28 Abeel Road Monroe Township, NJ 08331-2036 (609) 395-0550 Attn: Mary Anne Ott Fax: (609) 395-7142 Email: mott@nmrrents.com	Trade Debt		\$46,705

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
DoubleClick TechSolutions 111 Eighth Avenue, 10th Floor New York, NY 10011	DoubleClick TechSolutions 111 Eighth Avenue, 10th Floor New York, NY 10011 (973) 658-3029 Attn: Sharon Dhanraj Fax: (212) 287-9520 Email: techsol_us_billing@doubleclick.net	Trade Debt		\$44,145
SunGard f/k/a VeriCenter 757 N. Eldridge Street, Suite 200 Houston, TX 77079	SunGard f/k/a VeriCenter c/o Allyance Communications 17110 Armstrong Avenue, 2nd Floor Irvine, CA 92614 (949) 863-0051 Attn: Lawrence Lee Fax: (949) 480-0037 Email: llee@allyance.net and SunGard f/k/a VeriCenter 757 N. Eldridge Street, Suite 200 Houston, TX 77079 (484) 582-2117 Attn: Tony Marevel	Trade Debt		\$42,129
Aspire Technology Partners, LLC 121 Monmouth Street Red Bank, NJ 07701	Aspire Technology Partners, LLC 121 Monmouth Street Red Bank, NJ 07701 (732) 345-8523 Attn: Doug Stevens Fax: (732) 879-0210 Email: dstevens@atp-us.com	Trade Debt		\$39,150
Advantage Security 232 Madison Avenue, #16 New York, NY 10016	Advantage Security 232 Madison Avenue, #16 New York, NY 10016 (212) 689-0200 Attn: Caroline Gagliardi Fax: (212) 481-9706 Email: cgagliardi@advantagesecurity.net	Trade Debt		\$39,075
Comsys Services 4400 Post Oak Parkway, #1800 Houston, TX 77027	Comsys Services 4400 Post Oak Parkway, #1800 Houston, TX 77027 (713) 386-1400 Attn: Amy Bobbitt Fax: (713) 961-0719	Trade Debt		\$36,990
Princeton Information 2 Penn Plaza, Suite 1100 New York, NY 10121	Princeton Information 2 Penn Plaza, Suite 1100 New York, NY 10121 (212) 565-5030 Attn: Jeffrey Zuckerman Fax: (212) 563-5919 Email: jeffrey.zuckerman@princetoninformation.com	Trade Debt		\$35,712
VoltDelta Resources, LLC c/o MainTech 39 Paterson Avenue Wallington, NJ 07057	VoltDelta Resources, LLC c/o MainTech 39 Paterson Avenue Wallington, NJ 07057 (973) 330-3263 Attn: Gene D. Goodman Fax: (973) 330-3187 Email: ggoodman@maintech.com	Trade Debt		\$32,364
ONE PR Studio 3645 Grand Avenue, Suite 305 Oakland, CA 94610	ONE PR Studio 3645 Grand Avenue, Suite 305 Oakland, CA 94610 (510) 893-3271 Attn: Jeane Wong Fax: (510) 893-2581 Email: jeane@oneprstudio.com	Trade Debt		\$30,870

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Terracotta Inc. 650 Townsend Street, Suite 325 San Francisco, CA 94103	Terracotta Inc. 650 Townsend Street, Suite 325 San Francisco, CA 94103 (415) 738-4062 Attn: Sandy Wallace Fax: (415) 738-4099 Email: info@terraccottatech.com	Trade Debt		\$30,000
Zinio Systems 139 Townsend Street, Suite 300 San Francisco, CA 94107	Zinio Systems 139 Townsend Street, Suite 300 San Francisco, CA 94107 (415) 494-2732 Attn: Jared Katzman Fax: (415) 494-2701 Email: jkatzman@zinio.com	Trade Debt		\$29,023
Clear Channel Communications, Inc. 1120 Avenue of the Americas 18th Floor New York, NY 10036	Clear Channel Communications, Inc. 1120 Avenue of the Americas, 18th Floor New York, NY 10036 (212) 549-0628 Attn: Nicole Merino Fax: (917) 206-9169 Email: nicolemerino@clearchannel.com and Clear Channel Communications, Inc. Corporate Headquarters 200 East Basse Road San Antonio, TX 78209	Trade Debt		\$27,999
omēda 555 Huehl Road Northbrook, IL 60062	omēda 555 Huehl Road Northbrook, IL 60062 (847) 564-8900 x371 Attn: Jun Lim Fax: (847) 564-3359 Email: jlim@omeda.com	Trade Debt		\$27,136
PC Connection 730 Milford Road Merrimack, NH 03054	PC Connection 730 Milford Road Merrimack, NH 03054 (800) 426-5772 Attn: Stephanie Simpson Fax: (603) 683-5797 Email: ssimpson@pcconnection.com	Trade Debt		\$25,216

**DECLARATION UNDER PENALTY
OF PERJURY ON BEHALF OF CORPORATION**

Pursuant to 28 U.S.C. § 1746, I, Mark D. Moyer, the duly qualified and elected Chief Restructuring Officer of Ziff Davis Media Inc., declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: March 5, 2008
New York, New York

/s/ Mark D. Moyer

Name: Mark D. Moyer

Title: Chief Restructuring Officer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
)
Ziff Davis Media Inc., et al.,¹)
) Case No. 08-_____ (____)
) Debtors.) Jointly Administered
)

CONSOLIDATED LIST OF EQUITY SECURITY HOLDERS²

- Ziff Davis Holdings Inc. is 85.6% owned by Willis Stein Entities³ and 14.4% owned by DLJ Entities.⁴
- Ziff Davis Intermediate Holdings Inc. is 100% owned by Ziff Davis Holdings Inc.
- Ziff Davis Media Inc. is 100% owned by Ziff Davis Intermediate Holdings Inc.
- Ziff Davis Development Inc. is 100% owned by Ziff Davis Media Inc.
- Ziff Davis Publishing Holdings Inc. is 100% owned by Ziff Davis Media Inc.
- Ziff Davis Internet Inc is 100% owned by Ziff Davis Media Inc.
- Ziff Davis Publishing Inc. is 100% owned by Ziff Davis Publishing Holdings Inc.

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

² This list serves as the disclosure required to be made by the Debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are based on information and belief as of 12/31/07.

³ Includes common equity shares held by Willis Stein & Partners II, L.P., Willis Stein & Partners III, L.P., Willis Stein & Partners Dutch, L.P., Willis Stein & Partners Dutch III-A, L.P., Willis Stein & Partners Dutch III-B, L.P., and Willis Stein & Partners III-C, L.P. (collectively, the “Willis Stein Entities”) along with shares held by investors who have executed Investor Rights Agreements wherein they have agreed to vote their shares as directed by the Willis Stein Entities. The address of the Willis Stein Entities is One North Wacker Drive, Suite 4800, Chicago, IL 60606.

⁴ Includes common equity shares held by DLJ Diversified Partners, L.P., DLJ Diversified Partners-A, L.P., DLJ EAB Partners, L.P., DLJ ESC II L.P., DLJ First ESC L.P., DLJ Merchant Banking Partners II-A, L.P., DLJ Offshore Partners II, CV. and DLJMB Funding II, Inc., which are private equity investment funds affiliated with DLJ Merchant (collectively, the “DLJ Entities”). The address of the DLJ Entities is 2121 Avenue of the Stars, 30th Floor, Los Angeles, CA 90067.

**RESOLUTION OF BOARD OF DIRECTORS OF
ZIFF DAVIS MEDIA INC.**

As of this 3rd day of March, 2008, the members constituting a majority of the votes of a quorum of the board of directors (the "Board of Directors") of Ziff Davis Media Inc., a Delaware Corporation (the "Company"), took the following actions and adopted the following resolutions:

WHEREAS, the Board of Directors reviewed and considered the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company;

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest that the Company file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code;

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Winston & Strawn LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to

be filed an appropriate application for authority to retain the services of Winston & Strawn LLP;

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC as restructuring and financial advisor to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Alvarez & Marsal North America, LLC;

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed to employ the firm of BMC Group, Inc. as notice and claims agent to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of BMC Group, Inc.;

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under title 11 of the United States Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

II. Further Actions and Prior Actions

RESOLVED FURTHER, that the officers of the Company be, and hereby are, authorized and empowered, in the name of and on behalf of the Company to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out

the purpose and intent of the foregoing resolutions; and

RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

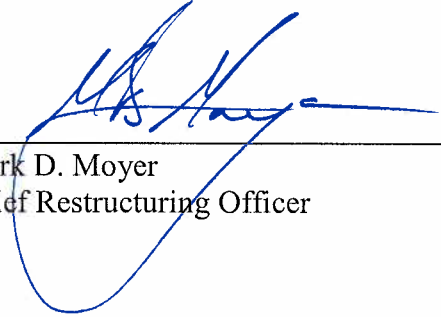
* * * * *

CERTIFICATE

The undersigned, Mark D. Moyer, Chief Restructuring Officer of Ziff Davis Media Inc. (the "Company"), a Delaware corporation, hereby certifies as follows:

1. I am the duly qualified and elected Chief Restructuring Officer and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the resolution of the board of directors (the "Board of Directors") of the Company, duly adopted at a properly convened meeting of the Board of Directors on March 3, 2008, by the members constituting a majority of the votes of the quorum of the directors there present, in accordance with the bylaws of the Company.
3. Such resolution has not been amended, altered, annulled, rescinded, or revoked, and is in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board of Directors of the Company relating to the matters set forth in the resolution attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 5th day of March, 2008.



Mark D. Moyer
Chief Restructuring Officer