

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

In re:

	Chapter 11
Creative Loafing, Inc.	Case No. 8:08-bk-14939-CED [Proposed Lead Case]
CL Charlotte, Inc.	Case No. 8:08-bk-14950-CED
Weekly Planet of Sarasota, Inc.	Case No. 8:08-bk-14945-CED
Weekly Planet, Inc.	Case No. 8:08-bk-14943-CED
Creative Loafing Atlanta, Inc.	Case No. 8:08-bk-14947-CED
CL Chicago, Inc.	Case No. 8:08-bk-14953-CED
CL Washington, Inc.	Case No. 8:08-bk-14960-CED
Washington Free Weekly, Inc.	Case No. 8:08-bk-14961-CED
CL Birmingham, Inc.	Case No. 8:08-bk-14954-CED
Debtors.	(Joint Administration Requested) ¹

**DECLARATION IN SUPPORT OF APPLICATION
TO EMPLOY AND RETAIN COUNSEL FOR DEBTORS AND
DISCLOSURE OF COMPENSATION UNDER RULES 2014 AND 2016**

The undersigned, David S. Jennis, of the law firm of Jennis & Bowen, P.L., hereby swears and declares under penalty of perjury pursuant to the provisions of 28 U.S.C. § 1746, that the following statements are true and correct:

1. I am David S. Jennis. I am a member of the Florida Bar and the bars of the United States District Courts for the Middle, Northern and Southern Districts of Florida.
2. I am duly authorized to practice law in the State of Florida and I am competent to provide this declaration as required by Federal Rule of Evidence 601.
3. Unless I have otherwise stated, I have personal knowledge of the facts contained in

¹ The Debtors have each filed a motion seeking the joint administration of their affiliated chapter 11 cases with the case of *In re Creative Loafing, Inc.*, Case No. 8:08-bk-14939-CED designated as the lead case with the caption as set forth above. As an order of joint administration has not been entered, the Debtors have filed identical applications in each of their respective cases.

this declaration as required by Federal Rule of Evidence 602.

4. I am a managing member at the law firm of Jennis & Bowen, P.L. (the "Firm") which is located at 400 N. Ashley Dr., Ste. 2540, Tampa, Florida 33602. The Firm and I have been asked to serve as counsel for the debtor in the chapter 11 bankruptcy case of Creative Loafing, Inc. ("CLI"), CL Charlotte, Inc. ("CL Charlotte"), Weekly Planet of Sarasota, Inc. ("WP Sarasota"), Weekly Planet, Inc. ("WP"), Creative Loafing Atlanta, Inc. ("CLA"), CL Chicago, Inc. ("CL Chicago"), CL Birmingham, Inc. ("CL Birmingham"), CL Washington, Inc. ("CL Washington"), and Washington Free Weekly, Inc. ("WFW,") (collectively, the "Debtors") each of whom have filed Voluntary Petitions for Relief under chapter 11 of the Bankruptcy Code and seek to employ the Firm as bankruptcy counsel in this case.

5. This declaration is submitted in order to comply with 11 U.S.C. §§ 327(a) and 329(a) of the Bankruptcy Code and Fed.R.Bankr.P. 2014 and 2016.

6. The Firm maintains computerized indexes of all clients it formerly represented and presently represents. For each prospective client, the Firm cross checks or otherwise refers to the conflict check index to ensure there is no conflict of interest. In addition, memoranda are circulated to all attorneys and para-professionals of the Firm once the Firm is contemplating representation of a client (the "conflict check system"). The Firm's attorneys and para-professionals are required to disclose any actual or potential conflict, in writing, through the conflict check system. Included in that disclosure would be any interest any attorney in the Firm may have with respect to any prospective client (such as an interest as a stockholder, officer, director, employee, partner) or other relationship with the prospective client.

7. The Firm's conflict check system and related records are comprised of records regularly maintained in the regular course of the Firm's business and it is the Firm's regular practice

to make and maintain these records. The conflict check system and related records reflect documents and entries that are input into the system at the time information becomes available by or at the direction of persons with personal knowledge of the matters contained therein. I am one of the persons who supplies information to the conflict check system and I regularly use and rely upon the information contained in the conflict check system in my practice of law.

8. I have personally compared the available lists of creditors and interested parties of the Debtor with those persons or entities listed in the conflict check system.

9. The facts stated in this Declaration as to the relationship between me and the other attorneys in the Firm, the Debtors, the Debtors' creditors, and other parties in interest, the U.S. Trustee and the attorneys representing the U.S. Trustee are based on my review of the conflict check system and my personal knowledge.

10. Based on my review of the Firm's conflict check system and my personal knowledge, I have ascertained the following information:

a. No attorney in the Firm is or has served as an employee of the Debtors or an officer, director or employee of an affiliate of the Debtors at any time.

b. No attorney in the Firm is a relative to any director, officer, employee, or any person in control of any affiliate(s) of the Debtors.

c. No attorney in the Firm is or has served as an officer, director, or employee of a financial advisor, which has been engaged by the Debtors in connection with the offer, sale or issuance of a security of the Debtors at any time.

d. No attorney in the Firm has represented a financial advisor of the Debtors in connection with the offer, sale or issuance of a security of the Debtors within three (3) years before the Petition Date.

e. No attorney in the Firm presently represents a creditor, general partner, lessor, lessee, party to an executory contract of the Debtors, or person otherwise adverse or potentially adverse to the Debtors or estates, on any matter, whether such representation is related or unrelated to the Debtors or the estates, except as described below in this declaration.

f. The Firm was recently owed pre-petition amounts by the Debtors for services rendered in connection with the preparation of the Petitions, first day motions and related orders in anticipation of the filing of these bankruptcy cases. Those amounts were satisfied by application of a portion of the Retainer (defined below). The Firm is not otherwise a creditor of the Debtors.

g. The Firm has not represented any member of any creditors committee in this case.

11. No attorney in the Firm has been paid fees pre-petition or holds a security interest, guarantee or other assurance of compensation for services performed and to be performed in the case, except as set forth below. The Firm has agreed to represent the Debtors at its standard hourly rates charged to other clients and seek reimbursement of costs and expenses incurred in connection with this representation consistent with the guidelines established by this Court and the Office of the United States Trustee.

12. J&B requested and received a retainer as security for services rendered or to be rendered in connection with this case and for costs to be advanced (including the filing fees for the nine separate cases) in the amount of \$185,000.00 (the "Retainer"). As is the Firm's practice in all chapter 11 cases, the Firm applied a portion of the retainer in satisfaction of all outstanding amounts due for pre-petition services rendered and costs incurred in connection with the preparation for

filing these bankruptcy cases. Specifically, prior to the Petition Date the Firm incurred fees of \$24,778.13, costs of \$870.87, and filing fees in the cumulative amount of \$9,351.00.² Therefore, prior to filing these bankruptcy cases, the Firm applied \$35,000.00 of the Retainer in full satisfaction of all amounts owed by the Debtors to the Firm. As such, \$150,000.00 of the Retainer remains as security for services to be rendered and costs to be incurred in these bankruptcy cases following the Petition Date.

13. The Firm will apply this balance of the Retainer to its monthly statements for services rendered and costs incurred after the Petition Date. The Firm has agreed to represent the Debtors and to seek reimbursement of costs and expenses incurred in connection with this representation consistent with the guidelines established by this Court and the Office of the United States Trustee. The Firm has deposited the unapplied amount of the Retainer in a special operating account and will make application against the Retainer upon issuance of its regular monthly statements to the Debtors. All compensation is subject to application, review and approval pursuant to 11 U.S.C. §§ 327, 328 and 330.

14. No attorney in the Firm has any other connection with the Debtors, creditors, or any other parties in interest, except as stated above.

15. This concludes my declaration.

² J&B was first contacted with respect to possible representation of the Debtors on Tuesday, September 23, 2008 and had no prior representation of or connection with the Debtors, any of their shareholders and to J&B's best information, any of their creditors prior to that date. The Firm began to provide services on that date and had to prepare for the filing of nine related bankruptcy cases in an extremely short timeframe.

Pursuant to 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief, as executed on this 29th day of September, 2008.

/s/ David S. Jennis

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished, by facsimile, electronic service and/or U.S. Mail, postage prepaid to United States Trustee, 501 E. Polk St., Ste. 1200, Tampa, FL 33602, and any parties receiving CM/ECF service on this 29th day of September, 2008.

/s/ David S. Jennis

David S. Jennis