

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: **Chapter 11 Case No.**
:
STAR TRIBUNE HOLDINGS : **09-10244 (RDD)**
CORPORATION, et al., :
: **(Jointly Administered)**
:
Debtors.¹ :
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**ORDER GRANTING APPLICATIONS FOR INTERIM
ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications (the “**Applications**”) for interim allowance of compensation for professional services and reimbursement of actual and necessary expenses incurred for the period from January 15, 2009 through April 30, 2009 (the “**Compensation Period**”²) filed by the professionals listed on Exhibit A annexed hereto (the “**Professionals**”), each of which has been retained in the chapter 11 cases of Star Tribune Holdings Corporation and The Star Tribune Company (together, the “**Debtors**”); and the Court having jurisdiction to consider the Applications and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Applications and

¹ The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

² The relevant period for which Lowenstein Sandler PC seeks compensation and reimbursement is January 28, 2009 through and including April 30, 2009, and the relevant period for which Chanin Capital Partners, LLC seeks reimbursement is February 2, 2009 through and including April 30, 2009.

the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been provided in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures entered January 16, 2008 [Docket No. 23], and it appearing that no other or further notice need be provided; and the Court having reviewed the Applications; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Applications set forth on Exhibit A annexed hereto are granted on an interim basis to the extent set forth on Exhibit A; and it is further

ORDERED that compensation for professional services rendered during the Compensation Period is hereby allowed on an interim basis in the amounts set forth on Exhibit A in the column entitled “Fees Allowed for Compensation Period”; and it is further

ORDERED that reimbursement for expenses incurred during the Compensation Period is hereby allowed on an interim basis in the amounts set forth on Exhibit A in the column entitled “Expenses Allowed for Compensation Period”; and it is further

ORDERED that the Debtors are authorized and directed to promptly pay the fees and expenses allowed for each Professional, in the amounts set forth on Exhibit A in the column entitled “Remaining Amounts Payable by Debtors (Net of Amounts Previously Paid),” to the extent that such amounts have not been paid previously; and it is further

ORDERED that the allowance of such compensation for professional services rendered and such reimbursement of actual and necessary expenses incurred be without prejudice to each Professional's right to seek compensation and/or reimbursement in subsequent invoices for services performed and/or expenses incurred during the Compensation Period that were not processed at the time of these Applications.

Dated: New York, New York
July 13, 2009

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Applicant	Date and Docket #	Fees Requested for Compensation Period	Fees Allowed for Compensation Period	Expenses Requested for Compensation Period	Expenses Allowed for Compensation Period	Remaining Amounts Payable by Debtors (Net of Amounts Previously Paid)¹
Jones Day	6/1/2009 274	\$217,677.00	\$217,677.00	\$20,025.21	\$20,025.21	\$43,535.40
Chanin Capital Partners, LLC	6/12/2009 289	\$370,535.71	\$370,535.71	\$12,092.18 ²	\$12,092.18	\$72,655.22
Lowenstein Sandler PC	6/12/2009 290	\$545,810.00	\$545,810.00	\$14,133.84 ³	\$14,133.84	\$0.00 ⁴
Davis Polk & Wardwell LLP	6/12/2009 291	\$3,332,925.25	\$3,332,925.25	\$100,346.99	\$100,346.99	\$666,585.05
Curtis, Mallet-Prevost, Colt & Mosle LLP	6/12/2009 292	\$186,730.50	\$186,730.50	\$6,653.66	\$6,653.66	\$37,346.10
Blackstone Advisory Services L.P.	6/12/2009 293	\$532,258.06	\$532,258.06	\$3,192.66 ⁵	\$3,192.66	\$106,226.74

¹ Assumes payment of April monthly bills.

² Amount reflects voluntary reduction of \$1,441.92.

³ Amount reflects voluntary reduction of \$212.82.

⁴ Lowenstein Sandler PC has agreed to a budget as part of the Debtors' consensual use of cash collateral. To the extent that the fees of Lowenstein Sandler PC exceed such budgeted amount, Lowenstein Sandler PC has agreed that any amount that is over budget shall not be currently payable and shall only become payable in the future in accordance with the terms of such budget.

⁵ Amount reflects reduction of \$158.57 as reflected in the record of the hearing.

Date: 7/13/2009

Initial: RDD USBJ

