

Objection Deadline: January 30, 2009 at 4:00 p.m. (prevailing Eastern Time)
Hearing Date (if necessary): February 6, 2009 at 10:00 a.m. (prevailing Eastern Time)

DAVIS POLK & WARDWELL
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New York, New York 10017
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Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss

*Proposed Counsel to the Debtors
and Debtors in Possession*

**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 :
----- X

**DEBTORS' MOTION AUTHORIZING THE DEBTORS TO EMPLOY ORDINARY
COURSE PROFESSIONALS, NUNC PRO TUNC TO THE PETITION DATE**

Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star
Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the
“**Debtors**”) respectfully represent:

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.

Background and Jurisdiction

1. On January 15, 2009 (the “**Petition Date**”), each Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

2. Additional information about the Debtors’ businesses and the events leading up to the Petition Date can be found in the Affidavit of David W. Montgomery, Chief Financial Officer of Star Tribune, which is incorporated herein by reference.

3. The Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and may be determined by the Bankruptcy Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this motion (the “**Motion**”), the Debtors request entry of an order in the form attached hereto as Exhibit A, pursuant to sections 105(a), 327(e), 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 2014(a), authorizing the retention of those legal professionals that the Debtors employ in the ordinary course of business (the “**Ordinary Course Professionals**”), *nunc pro tunc* to the Petition Date, without the submission of separate retention applications and the issuance of separate retention orders

for each individual professional. A list of Ordinary Course Professionals as of the Petition Date is attached hereto as Exhibit B.²

Discussion

5. The Debtors desire to continue to employ the Ordinary Course Professionals to render a wide variety of legal services to these estates in the same manner and for the same purposes as the Ordinary Course Professionals did before the Petition Date. In the past, these attorneys have rendered legal services relating to such broad topics as litigation, labor and employment matters, contracts and real estate, as well as other services for the Debtors in relation to issues that have a direct and significant impact on the Debtors' day-to-day operations. It is essential that the employment of these Ordinary Course Professionals, many of whom are already familiar with the Debtors' businesses and affairs, be continued to avoid disruption of the Debtors' normal business operations.

6. The Debtors submit that the proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth below are in the best interest of their estates and of their creditors. The relief requested will save the estates the substantial expense associated with applying separately for the employment of each professional. Further, the requested relief will avoid the incurrence of substantial additional fees relating to the preparation and prosecution of interim fee applications. Likewise, the procedure outlined below will relieve the Court, the Office of

² The Debtors believe that Exhibit B is a complete list of the Debtors' legal Ordinary Course Professionals as of the Petition Date. Due to the breadth of issues confronting the Debtors in the normal operation of their business, this list may not be comprehensive. Further, the Debtors may require the services of additional legal professionals while these cases are active. As the Debtors retain additional legal professionals during these cases, such legal professionals will comply with the practices and requirements set forth herein.

the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) and any official committee of unsecured creditors appointed in these cases of the burden of reviewing numerous fee applications involving relatively small amounts of fees and expenses.

7. The Debtors propose that they be permitted to pay each Ordinary Course Professional, without a prior application to the Court and upon the submission to, and approval by, the Debtors of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred, 100 percent of the post-petition fees and disbursements incurred, up to (a) \$50,000 per month per Ordinary Course Professional or (b) \$600,000 in the aggregate per Ordinary Course Professional over the life of these cases (the “**Ordinary Course Professional Fee Caps**”). In the event that an Ordinary Course Professional seeks more than \$50,000 in a single month or \$600,000 in the aggregate during these chapter 11 cases, that professional will be required to, on or before the 20th day of the month following the month for which the additional fees and disbursements are being sought, serve a monthly statement (“**Monthly Statement**”) for the additional fees and disbursements sought, by hand or overnight delivery, on (a) the Debtors, The Star Tribune Company, 425 Portland Avenue South, Minneapolis, Minnesota 55488, Attn: Randy Lebedoff, (b) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Timothy E. Graulich, (c) attorneys for the official committee of unsecured creditors appointed in these cases and (d) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Brian Masumoto (the “**Interested Parties**”).

At the written request of any Interested Party, which request is actually received by the Debtors on or before the 35th day following the month for which the Monthly Statement pertains, the Debtors will submit, consistent with their fiduciary duties to creditors, a formal application to the Court to retain such professional pursuant to sections 327(e) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a).

8. Within 15 days of the later of the entry of a final order granting this Motion or the date on which the retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the Debtors' attorneys with (a) a declaration (the "**Ordinary Course Professional Declaration**"), substantially in the form attached hereto as Exhibit C, certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed and (b) a completed retention questionnaire (the "**Retention Questionnaire**"), substantially in the form attached hereto as Exhibit D, and shall periodically update such Ordinary Course Professional Declaration and/or Retention Questionnaire to the extent necessary to reflect new facts or circumstances relevant to their retention. The Debtors' attorneys shall promptly file the Ordinary Course Professional Declarations and Retention Questionnaires with the Court and serve them on the U.S. Trustee. The U.S. Trustee shall then have 15 days following service to notify the Debtors in writing of any objection to the retention stemming from the contents of the Ordinary Course Professional Declaration or Retention Questionnaire. If after 15 days no objection is filed, the Ordinary Course Professional may, subject to the Ordinary Course Professional Fee Caps, be paid 100 percent of the fees and 100 percent of the expenses incurred after the Petition Date without the need to file fee applications,

based upon the submission of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred. The Debtors propose that no Ordinary Course Professional be paid any amounts for invoiced fees and expense reimbursement until the Ordinary Course Professional Declaration and Retention Questionnaire have been filed with the Court and the objection deadline has passed.

9. Although certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for pre-petition services rendered to the Debtors, the Debtors do not believe that any of the Ordinary Course Professionals have an interest adverse to the Debtors or their estates with respect to the matters for which they are to be employed, and thus all of the Ordinary Course Professionals the Debtors propose to retain meet the applicable retention requirements under section 327(e) of the Bankruptcy Code.

10. The Debtors further propose that they be permitted to employ, in the ordinary course of business, certain Ordinary Course Professionals (the “**De Minimis Ordinary Course Professionals**”), incurring fees and disbursements of up to (a) \$10,000 per month per De Minimis Ordinary Course Professional or (b) \$120,000 in the aggregate per De Minimis Ordinary Course Professional over the life of these cases (the “**De Minimis Ordinary Course Professional Fee Caps**”), without a prior application to the Court and without the need to file an Ordinary Course Professional Declaration or Retention Questionnaire. A De Minimis Ordinary Course Professional would be paid, subject to the De Minimis Ordinary Course Professional Fee Caps, 100 percent of the fees and disbursements incurred upon submission of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred, but not

before 10 days from the entry of a final Order granting this Motion, in accordance with Bankruptcy Rule 6004.

11. If in any month a De Minimis Ordinary Course Professional exceeds either of the De Minimis Ordinary Course Professional Fee Caps, such professional will be required to complete and serve an Ordinary Course Professional Declaration and Retention Questionnaire in accordance with all the procedures described above to receive further compensation. The U.S. Trustee shall then have 15 days following service to notify the Debtors in writing of any objection to the retention of the De Minimis Ordinary Course Professional stemming from the contents of the Ordinary Course Professional Declaration or Retention Questionnaire. If after 15 days no objection is filed, the De Minimis Ordinary Course Professional shall be retained as an Ordinary Course Professional and may be paid 100 percent of fees and 100 percent of expenses up to the Ordinary Course Professional Fee Cap without the need to file fee applications, based upon the submission of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred. As noted above, the Debtors propose that no De Minimis Ordinary Course Professional who has exceeded either of the De Minimis Ordinary Course Professional Fee Caps be paid any amounts in excess of either of the De Minimis Ordinary Course Professional Fee Caps for invoiced fees and expense reimbursement until the Ordinary Course Professional Declaration and Retention Questionnaire have been filed with the Court and the objection deadline has passed.

12. Other than Ordinary Course Professionals and De Minimis Ordinary Course Professionals, all attorneys employed by the Debtors during these chapter 11

cases will be retained by the Debtors pursuant to separate retention applications.³ Such professionals shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and other orders of this Court.

13. The Debtors submit that, in light of the additional cost associated with the preparation of retention applications for professionals who will receive relatively small fees, it is impractical and inefficient for the Debtors to submit individual applications and proposed retention orders for each Ordinary Course Professional. Accordingly, the Debtors request that this Court dispense with the requirement of individual employment applications and retention orders for each Ordinary Course Professional.

14. Relief similar to that requested herein has been granted by courts in this jurisdiction in other chapter 11 cases. *See, e.g., In re Frontier Airlines Holdings, Inc.*, Case No. 08-11298 (RDD) (Bankr. S.D.N.Y. May 2, 2008); *In re PLVTZ, Inc.*, Case No. 07-13532 (REG) (Bankr. S.D.N.Y. Nov. 8, 2007); *In re Dana Corp.*, Case No. 06-10354 (BRL) (Bankr. S.D.N.Y. Mar. 3, 2006); *In re Calpine Corp.*, Case No. 05-60200 (BRL) (Bankr. S.D.N.Y. Jan. 25, 2006); *In re Delta Air Lines, Inc.*, No. 05-17923 (PCB) (Bankr. S.D.N.Y. Sep. 16, 2005); *In re Loral Space & Commc'n Ltd*, Case No. 03-41710 (RDD)

³ In addition to the legal Ordinary Course Professionals addressed herein, the Debtors intend to employ, without further application to the Court, additional non-legal professional persons (“**Additional Professional Persons**”) from time to time to assist the Debtors in their day-to-day operations (for example, to assist them in actuarial matters, audits and pension and 401(k) advice). The employment of the Additional Professional Persons will not be subject to the Ordinary Course Professional Fee Caps or the De Minimis Ordinary Course Professional Fee Caps. Section 363(c) of the Bankruptcy Code permits the Debtors to “enter into transactions . . . in the ordinary course of business, without notice or a hearing.” 11 U.S.C. § 363(c). The Additional Professional Persons, who will not be involved in the administration of the Debtors’ estates, are not within the ambit of section 327 of the Bankruptcy Code. This is consistent with case law from this and other courts. *See, e.g., In re Johns-Manville Corp.*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (“[T]he phrase ‘professional persons,’ as used in § 327(a), is a term of art reserved for those persons who play an intimate role in the reorganization of a debtor’s estate.”); *In re Seatrain Lines, Inc.*, 13 B.R. 980, 981 (Bankr. S.D.N.Y. 1981) (“For the purposes of section 327(a), ‘professional person’ is limited to persons in those occupations which play a central role in the administration of the debtor proceeding.”). Therefore, no further application to the court is required to employ Additional Professional Persons to assist the Debtors in their day-to-day operations.

(Bankr. S.D.N.Y. Jul. 15, 2003); *In re WorldCom, Inc.*, Case No. 02-13533 (ALG)
(Bankr. S.D.N.Y. Jul. 21, 2002); *In re Adelphia Commc'n Corp.*, Case No. 02-41729
(REG) (Bankr. S.D.N.Y. Jun. 25, 2002); *In re Global Crossing Ltd.*, Case No. 02-40188
(REG) (Bankr. S.D.N.Y. Jan. 28, 2002).

Objections

15. The deadline to file an objection (“**Objection**”) to this Motion shall be 4:00 p.m. (prevailing Eastern Time) on January 30, 2009 (the “**Objection Deadline**”). An Objection shall be considered timely only if, on or prior to the Objection Deadline, it is (a) filed with the Court and (b) served upon and actually received by (i) the Office of the U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Brian Masumoto (by a hard copy, with all exhibits), (ii) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall S. Huebner Timothy E. Graulich, (iii) conflicts counsel to the Debtors, Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, NY 10178, Attn: Steven J. Reisman and Tim Barnes, (iv) the attorneys for any committee of unsecured creditors then appointed in these cases, (v) the attorneys to the agent for the Debtors’ first lien pre-petition lenders, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mark A. Broude and (vi) the Debtors’ authorized notice agent, The Garden City Group, Inc., Attn: David A. Isaac.

16. Unless otherwise ordered by the Court, a reply to an Objection may be filed with the Court and served on or before 12:00 p.m. (prevailing Eastern Time) on February 4, 2009.

17. If no Objections are timely filed and served as set forth herein, the Debtors shall, on or after the Objection Deadline, submit to the Court a final order granting the relief requested herein, which order shall be submitted and may be entered with no further notice or opportunity to be heard afforded to any party. If an Objection is timely filed, a hearing will be held at 10:00 a.m. (prevailing Eastern time) on February 6, 2009.

18. The foregoing notice procedures satisfy Bankruptcy Rule 9014 by providing the counterparties with notice and an opportunity to object and be heard at a hearing. *See, e.g., In re Drexel Burnham Lambert*, 160 B.R. 729, 734 (S.D.N.Y. 1993) (an opportunity to present objections satisfies due process); *In re Colorado Mountain Cellars, Inc.*, 226 B.R. 244, 246 (D. Colo. 1998) (a hearing is not required to satisfy Bankruptcy Rule 9014). Furthermore, the proposed notice procedures protect the due process rights of the parties in interest without unnecessarily exposing the Debtors' estates to unwarranted administrative expenses.

Notice

19. No trustee, examiner or creditors' committee has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion on each of (i) the Core Parties and (ii) the Non-ECF Service Parties (each as defined in the Order Establishing Certain Notice, Case Management and Administrative Procedures entered by this Court on January 16, 2009 (the "**Case Management Order**")).

No Previous Request

20. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just and proper.

New York, New York
Dated: January 20, 2009

By: /s/ Marshall S. Huebner
Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss

DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-6001

*Proposed Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

**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 AUTHORIZING THE DEBTORS TO EMPLOY ORDINARY COURSE
PROFESSIONALS, NUNC PRO TUNC TO THE PETITION DATE**

Upon the motion (the “**Motion**”)² of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the “**Debtors**”) for an order, pursuant to sections 105(a), 327(e), 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 2014(a), authorizing the Debtors to employ ordinary course professionals (“**Ordinary Course Professionals**”), as more fully described in the Motion; and upon consideration of the Affidavit of David W. Montgomery filed in support of the Debtors’ first-day pleadings; and the Court having jurisdiction to consider the Motion 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 Motion and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b); and venue being

¹ The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Motion.

proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided pursuant to the Case Management Order and it appearing that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Motion [and having held a hearing with appearances of parties in interest noted in the transcript thereof (the “**Hearing**”)]; and the Court having determined that the legal and factual bases set forth in the Motion [and at the Hearing] establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ the Ordinary Course Professionals and De Minimis Ordinary Course Professionals, effective as of the Petition Date; and it is further

ORDERED that within 15 days of the later of the entry of this Order or the date on which the retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the Debtors’ attorneys with (a) a declaration (the “**Ordinary Course Professional Declaration**”), substantially in the form attached to the Motion as Exhibit C, certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed and (b) a completed retention questionnaire (the “**Retention Questionnaire**”), substantially in the form attached to the Motion as Exhibit D, and shall periodically update such Ordinary Course Professional Declaration and/or Retention Questionnaire to the extent necessary to reflect new facts or circumstances relevant to their retention. The Debtors’ attorneys shall promptly file the

Ordinary Course Professional Declaration and Retention Questionnaire with the Court and serve them upon the U.S. Trustee. The U.S. Trustee shall then have 15 days following service to notify the Debtors in writing of any objection to the retention stemming from the contents of the Ordinary Course Professional Declaration or Retention Questionnaire; and it is further

ORDERED that if no objection is filed within 15 days, the Debtors are authorized and empowered (but not directed) to pay 100 percent of the fees and expenses incurred after the Petition Date by each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner upon submission of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred without a prior application to the Court, up to (a) \$50,000 per month per Ordinary Course Professional or (b) \$600,000 in the aggregate per Ordinary Course Professional over the life of these cases (the “**Ordinary Course Professional Fee Caps**”); and it is further

ORDERED that in the event that an Ordinary Course Professional seeks more than \$50,000 in a single month or \$600,000 in the aggregate during these chapter 11 cases, that professional shall, on or before the 20th day of the month following the month for which the additional fees and disbursements are being sought, serve a monthly statement (“**Monthly Statement**”) for the additional fees and disbursements sought, by hand or overnight delivery, on (a) the Debtors, The Star Tribune Company, 425 Portland Avenue South, Minneapolis, Minnesota 55488, Attn: Randy Lebedoff (b) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner, (c) attorneys for any official committee of unsecured creditors appointed in these cases and (d) the Office of the U.S. Trustee, 33 Whitehall

Street, 21st Floor, New York, New York 10004, Attn: Brian Masumoto (the “**Interested Parties**”); and it is further

ORDERED that at the written request of any Interested Party, which request is actually received by the Debtors on or before the 35th day following the month for which the Monthly Statement pertains, the Debtors shall submit a formal application to the Court to retain such professional pursuant to sections 327(e) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a); and it is further

ORDERED that the Debtors shall pay no Ordinary Course Professional any amounts for invoiced fees and expense reimbursement until the Ordinary Course Professional Declaration and Retention Questionnaire have been filed with the Court and the objection deadline has passed; and it is further

ORDERED that the Debtors’ right to dispute any invoices shall not be affected or prejudiced in any manner by the relief granted in this Order; and it is further

ORDERED that, notwithstanding the foregoing, the Debtors are authorized to employ, in the ordinary course of business, certain Ordinary Course Professionals (the “**De Minimis Ordinary Course Professionals**”), incurring fees and disbursements of up to (a) \$10,000 per month per De Minimis Ordinary Course Professional or (b) \$120,000 in the aggregate per De Minimis Ordinary Course Professional over the life of these cases (the “**De Minimis Ordinary Course Professional Fee Caps**”), without a prior application to the Court and without the need to file an Ordinary Course Professional Declaration or Retention Questionnaire. A De Minimis Ordinary Course Professional shall be paid, subject to the De Minimis Ordinary Course Professional Fee Caps, 100 percent of the fees and disbursements incurred upon submission of appropriate invoices

setting forth in reasonable detail the nature of the services rendered and disbursements incurred, but not before 10 days from the entry of a final Order granting this Motion, in accordance with Bankruptcy Rule 6004. If in any month a De Minimis Ordinary Course Professional exceeds either of the De Minimis Ordinary Course Professional Fee Caps, such professional will be required to complete and serve an Ordinary Course Professional Declaration and Retention Questionnaire in accordance with the procedures described above, to receive further compensation; and it is further

ORDERED that the U.S. Trustee shall then have 15 days following service to notify the Debtors in writing of any objection to the retention of the De Minimis Ordinary Course Professional stemming from the contents of the Ordinary Course Professional Declaration or Retention Questionnaire. If after 15 days no objection is filed, the De Minimis Ordinary Course Professional shall be retained as an Ordinary Course Professional and may be paid 100 percent of fees and 100 percent of expenses up to the Ordinary Course Professional Fee Cap without the need to file fee applications, based upon the submission of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred; and it is further

ORDERED that no De Minimis Ordinary Course Professional who has exceeded either of the De Minimis Ordinary Course Professional Fee Caps shall be paid any amounts in excess of either of the De Minimis Ordinary Course Professional Fee Caps for invoiced fees and expense reimbursement until the Ordinary Course Professional Declaration and Retention Questionnaire have been filed with the Court and the objection deadline has passed; and it is further

ORDERED that other than Ordinary Course Professionals, all attorneys employed by the Debtors during these chapter 11 cases shall be retained by the Debtors pursuant to separate retention applications, and such professionals shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and other orders of this Court; and it is further

ORDERED that this Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court; and it is further

ORDERED that the Debtors are authorized to employ and pay the fees and expenses incurred by Additional Professional Persons without any further application to or order of the Court; and it is further

ORDERED that the notice procedures set forth in the Motion are good and sufficient notice and satisfy Bankruptcy Rule 9014 by providing the counterparties with a notice and an opportunity to object and be heard at a hearing.

New York, New York

Dated: _____, 2009

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Ordinary Course Professionals

Law Firm	Primary Location	Types of Matters Typically Handled for the Debtors
Baker Hostetler LLP	Washington Square, Suite 1100 1050 Connecticut Avenue, NW Washington, DC 20036- 5304	Antitrust matters
Carol Hearn, Esq.	705 Olive Lane Plymouth, MN 55447	Contract and business matters
Faegre and Benson LLP	2200 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402- 3901	General corporate, litigation, employment, real estate and tax matters
Littler Mendelson P.C.	1300 IDS CENTER 80 South 8th Street Minneapolis, MN 55402- 2136	Labor and employment matters
Oppenheimer Wolf and Donnelly LLP	Plaza VII, Suite 3300 45 South Seventh Street Minneapolis, MN 55402- 1609	Insurance matters
Seyfarth Shaw LLP	131 South Dearborn Street Suite 2400 Chicago, IL 60603-5577	Circulation and employment matters
Wagner, Falconer & Judd, Ltd.	1700 IDS Center 80 South Eighth Street Minneapolis, MN 55402	Debt collection

EXHIBIT C

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 :
----- X

DECLARATION AND DISCLOSURE STATEMENT OF
[_____], ON BEHALF OF [_____]

_____, declares and says:

1. I am a [●] of _____, located at _____ (the “**Firm**”).

2. Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the “**Debtors**”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide those services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are claimants or other parties in interest in the Debtors’ chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases.

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.

4. Neither I nor any partner or associate of the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be employed.

5. Neither I nor any partner or associate of the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any person other than partners and associates of the Firm.

6. The Debtors owe the Firm \$_____ for pre-petition services.

7. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration was executed on _____, [].

[Name]

EXHIBIT D

In re Star Tribune Holdings Corp., et al.
Chapter 11 Case No. 09-10244 (RDD)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY STAR TRIBUNE HOLDINGS CORPORATION, et al. (the “Debtors”).⁷

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING WITH THE DEBTORS AT:

Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
Attn: Marshall S. Huebner

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Date of retention: _____

2. Brief description of services to be provided:

⁷ 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.

3. Arrangements for compensation (hourly, contingent, etc.)

(a) Range of hourly rates (if applicable): _____

(b) Estimated average monthly compensation based on pre-petition retention
(if firm was employed pre-petition):

4. Pre-petition claims against any of the Debtors held by the firm:

Amount of claim: \$ _____

Date claim arose: _____

Source of claim: _____

5. Pre-petition claims against any of the Debtors held individually by any of the firm's attorneys:

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Source of claim: _____

6. Stock of any of the Debtors currently held by the firm:

Kind of shares: _____

No. of shares: _____

7. Stock of any of the Debtors currently held individually by any of the firm's attorneys:

Name: _____

Status: _____

Kind of shares: _____

No. of shares: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the firm is to be employed.

9. Name of individual completing this form.
