

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 PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a) AND LOCAL
RULE 2014-1, AUTHORIZING THE EMPLOYMENT AND RETENTION
OF JONES DAY AS SPECIAL LABOR COUNSEL FOR THE
DEBTORS, NUNC PRO TUNC TO THE PETITION DATE**

Upon the application dated January 21, 2009 (the “**Application**”)² of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (“**Star Tribune**” and together with Star Tribune Holdings, the “**Debtors**”), pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1, for authorization to employ and retain Jones Day (“**Jones Day**”) as special counsel to the Debtors with respect to labor issues, pursuant to the terms set forth in the Application and the Engagement Letter and upon the Declaration of Robert L. Ford, a partner of Jones

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 Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Application.

Day, filed in support of the Application and annexed as Exhibit B thereto (the “**Ford Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Ford Declaration, that Jones Day does not hold or represent any interest adverse to the Debtors or their estates with respect to the matters upon which it is to be engaged in these chapter 11 cases; and upon consideration of the Affidavit of David W. Montgomery, pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) in Support of First Day Motions and Applications, dated as of the Petition Date; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984, (Ward, Acting C.J.); and consideration of the Application and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application have been provided in accordance with the Case Management Order, and it appearing that no other or further notice need be provided; and the relief requested in the Application being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Application 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 Application 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 the Application is approved nun pro tunc to the Petition Date; and it is further

ORDERED that pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are hereby authorized to employ and retain Jones Day as special counsel with respect to the Special Counsel Matters in the Debtors' chapter 11 cases, as contemplated by the Application and on the terms provided in the Application and the Engagement Letter, and it is further

ORDERED that Jones Day shall be compensated for its services and reimbursed for any related expenses in accordance with Jones Day's normal hourly rates and disbursement policies as set forth in the Application (as adjusted from time to time) and Jones Day's application(s) for interim and final allowance of compensation and reimbursement of expenses, the Ford Declaration and in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and any other applicable orders of this Court; and it is further

ORDERED that Jones Day shall file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, any applicable Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and any orders of this Court; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Application and this Order, the terms of this Order shall govern; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: New York, New York

February 6, 2009

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE