

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: **Chapter 11**
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STAR TRIBUNE HOLDINGS : **Case No. 09-10244 (RDD)**
CORPORATION, et al., :
: **(Jointly Administered)**
:
Debtors.¹ :
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**ORDER APPROVING *NUNC PRO TUNC* THE
EMPLOYMENT AND RETENTION OF CURTIS, MALLET-
PREVOST, COLT & MOSLE LLP AS CONFLICTS COUNSEL
FOR THE DEBTORS AND DEBTORS-IN-POSSESSION**

Upon the Application² 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(a) and 328(a) of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules, for entry of an order authorizing the Debtors to employ and retain Curtis, Mallet-Prevost, Colt & Mosle LLP (“**CMP**”) as conflicts counsel, under a general retainer, for the Debtors, effective *nunc pro tunc* to the Petition Date, all as more fully described in the Application; and upon consideration of the affidavit of Steven J. Reisman, a partner of CMP, sworn to on January 19, 2009 (the “**Reisman Affidavit**”); and the Court having subject matter jurisdiction to

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 Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application.

consider the Application and the relief request therein in accordance with 28 U.S.C. §§ 157 and 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 19, 1984 (Ward, Acting C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided in accordance with the Case Management Order, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before the Court (the “**Hearing**”); and the Court being satisfied based on the representations made in the Application and the Reisman Affidavit that the partners, counsel and associates of CMP who will be engaged in the Cases represent no interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants with respect to the matters upon which it is to be engaged; that CMP is disinterested as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation, and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates and

creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Application is approved on a final basis on the terms set forth in the Application as modified herein.

2. Pursuant to sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Debtors are authorized to employ and retain CMP as their conflicts counsel, under a general retainer, on the terms set forth in the Application and the Reisman Affidavit, in accordance with CMP's normal hourly rates and disbursement policies, effective *nunc pro tunc* to the Petition Date.

3. CMP will render professional services for the Debtors for certain discrete matters, which may include, but are not limited to, those matters set forth in Paragraph 11 of the Application where DPW or other counsel for the Debtors may not be able to act as a result of an actual or potential conflict of interest or where the Debtors, DPW, or other counsel for the Debtors have requested that CMP act. CMP on the one hand, and DPW or other counsel for the Debtors, on the other, shall avoid duplication of effort and added expense to the Debtors' estates that might arise therefrom.

4. CMP shall be compensated in accordance with the procedures set forth in sections 330(a) and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules and Local Rules, the Guidelines, and further orders of this Court.

5. CMP shall be entitled to payment of fees and reimbursement of expenses for services provided by CMP prior to the entry of this Order in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and further orders of this Court, to the same extent as if such services were provided subsequent to the entry of this Order.

6. Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application and the terms of any engagement letter executed by the Debtors and CMP consistent with this Order as approved by the Court.

7. Notice of the Application as set forth in the Application and as provided by the Debtors is good and sufficient notice of the Application.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York

Dated: February 6, 2009

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE