

**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 EMPLOYMENT AND RETENTION OF
DAVIS POLK & WARDWELL AS ATTORNEYS FOR THE DEBTORS,
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (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(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), for authorization to employ and retain Davis Polk & Wardwell (“**DPW**”) as attorneys for the Debtors under a general retainer, pursuant to the terms set forth in the Application; and upon the Declaration of Marshall S. Huebner, a partner of DPW, filed in support of the Application, annexed to the Application as Exhibit B (the “**Huebner Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Huebner Declaration, that DPW is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and,

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 Application.

as required by section 327(a) and referenced by section 328(c) of the Bankruptcy Code, neither holds nor represents any interest adverse to the Debtors and their estates; 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 Application 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 Application and 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 Application having been provided in accordance with the Case Management Order, with the filing of the Application 15 days prior to the Hearing (as defined below) instead of the 16 days contemplated in the Case Management Order hereby approved, 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 *nunc pro tunc* to the Petition Date; and it is further

ORDERED that the Debtors are hereby authorized to employ and retain DPW as their attorneys in the Debtors' chapter 11 cases under a general retainer, all as contemplated by the Application and on the terms provided in the Application and the Huebner Declaration; and it is further

ORDERED that DPW shall be compensated for its services and reimbursed for any related expenses in accordance with the rates (as adjusted from time to time) and disbursement policies as set forth in the Application, the Huebner Declaration and in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any other applicable orders of this Court; and it is further

ORDERED that DPW shall file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in the Order Authorizing the Debtors to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, sections 330 and 331 of the Bankruptcy Code, any applicable Bankruptcy Rules, the Local Bankruptcy Rules 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