

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
:  
**In re:** :  
: **Chapter 11 Case No.**  
:  
**STAR TRIBUNE HOLDINGS** : **09-10244 (RDD)**  
**CORPORATION, et al.,** :  
: **(Jointly Administered)**  
:  
**Debtors.**<sup>1</sup> :  
----- X

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

Upon the motion (the “**Motion**”)<sup>2</sup> 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

---

<sup>1</sup> The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company.

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

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 Motion and granted herein 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 and granting herein 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 Declarations and Retention Questionnaires with the Court and serve them upon the Interested Parties; and it is further

ORDERED that the Interested Parties (defined below) shall then have ten (10) business days following service and other parties in interest shall have fifteen (15) days following filing to file and serve counsel for the Debtors (with a copy to chambers) within any objection to the proposed retention stemming from the contents of the Ordinary Course Professional Declaration or Retention Questionnaire. Any such objection shall be timely filed with the Court and served upon the Ordinary Course Professional to whom the objection applies, the Debtors and the Interested Parties. If any such objection is filed and cannot be resolved and/or withdrawn within five (5) business days after service of such objection, the Court shall adjudicate the matter. If no timely objection is filed and received, or if any objection is withdrawn, the retention of the Ordinary Course Professional shall be deemed approved without the necessity of a hearing or entry of a further Order by this Court; and it is further

ORDERED that if no objection is filed and serve within such time, 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 \$50,000 per month per Ordinary Course Professional, not to exceed \$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 and Timothy E. Graulich, (c) attorneys for the statutory committee of unsecured creditors, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Kenneth A. Rosen, Esq., Sharon L. Levine, Esq. and Alison E. Kowalski, Esq. 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 30th day following receipt of such Monthly Statement, 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 such professional's fees and expenses shall be subject to review pursuant to the Court's Order Establishing Procedures for Monthly Compensation and Reimbursement of Professionals, absent further order of the Court; 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 and the professionals' rights and duties under applicable law, disciplinary rules and ethical guidelines shall not be affected or prejudiced in any manner by the relief granted in this Order; and it is further

ORDERED that the Debtors may supplement the list of Ordinary Course Professionals listed on Exhibit A from time to time as necessary by filing supplemental lists with the Court and serving such lists upon the Interested Parties. If no objections are filed to the supplemental lists within ten (10) business days after service thereof, then the retention of the Ordinary Course Professionals listed thereon shall file the Ordinary Course Professional Declaration and the Retention Questionnaire. Retention of a professional on the supplemental list of Ordinary Course Professionals shall be deemed effective as of the date that the professional commences services to the Debtors; 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 \$10,000 per month per De Minimis Ordinary Course Professional, not to exceed \$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 (and certifying that such professional does not represent or hold any interest adverse to the Debtors or their estates with respect to which the professional is to be employed and has not shared or agreed to share any portion of the compensation to be received from the Debtors with any person other than partners and associates of the firm), 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 that shall otherwise be subject to the provisions of this Order pertaining to Ordinary Course Professionals; 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 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.

Dated: New York, New York  
February 9, 2009

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