

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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| In re: |) | Chapter 11 |
| |) | |
| PAPPAS TELECASTING INCORPORATED, |) | Case No. 08-10916 (PJW) |
| et al., ¹ |) | |
| |) | (Jointly Administered) |
| Debtors. |) | |
| |) | Re: Docket Nos. 114 and 127 |

**ORDER APPROVING THE DEBTORS' AMENDED APPLICATION FOR AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF (I) LOUGHLIN
MEGHJI AND COMPANY TO PERFORM RESTRUCTURING SERVICES FOR THE
DEBTORS; AND (II) MOHSIN Y. MEGHJI AS CHIEF RESTRUCTURING OFFICER
OF THE DEBTORS PURSUANT TO BANKRUPTCY CODE § 363**

Upon the amended application (the "Amended Application")² of the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") for an order, pursuant to sections 363 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the employment and retention of (i) Loughlin Meghji and Company ("LMC") as restructuring consultants to the Debtors; and (ii) Mohsin Y. Meghji as Chief Restructuring Officer of the Debtors ("CRO") Pursuant to Bankruptcy Code § 363, to render such services as are more fully set forth in the Amended Application and the Engagement Agreement; and upon the Affidavit of Mohsin Y. Meghji in Support of the Amended Application (the "Meghji Affidavit"); and due and adequate notice of the Amended Application having been given; and it

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Pappas Telecasting Incorporated (2213), Pappas Telecasting of Central California, a California Limited Partnership (3051); Pappas Telecasting of the Midlands, L.P. (8586); WCWG of the Triad, LLC (7903); Pappas Telecasting of Sioux City, L.P. (2089); Pappas Telecasting of Concord, a California Limited Partnership (2459); Pappas Telecasting of Houston, L.P. (2089); Pappas Telecasting of El Paso-Juarez, L.P. (2202); Pappas Telecasting of Nevada, L.P. (8024); Pappas Telecasting of Siouxland, LLC (2069); CASA of Washington, LLC (7196); KMPH (TV) License, LLC (None); KFRE (TV) License, LLC (None); Concord License, LLC (None); KTNC License, LLC (None); KPTM (TV) License, LLC (None); WCWG License, LLC (None); KPTH License, LLC (None); KAZH License, LLC (None); KDBC License, LLC (None); Reno License, LLC (None); and KCWK License, LLC (None).

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Application.

appearing that no other or further notice need be provided; and the Court being satisfied that LMC is a "disinterested person" as such term is defined under section 101(14), as modified by section 1107(b), of the Bankruptcy Code; and it appearing that the relief requested by this Amended Application is in the best interests of these estates, their creditors, equity holders and other parties in interest; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Amended Application is granted; and it is further

ORDERED that, in accordance with section 363 of the Bankruptcy Code, the Debtors are authorized to employ and retain LMC to perform restructuring services to the Debtors, and Mohsin Y. Meghji, on a part-time basis, as CRO of the Debtors on the terms set forth in the Amended Application and the Engagement Agreement and the Meghji Affidavit; and it is further

ORDERED that the Debtors shall pay LMC and Mr. Meghji pursuant to the terms of the Engagement Agreement for services rendered to the Debtors and shall reimburse LMC and Mr. Meghji for reasonable out of pocket expenses incurred in connection with such services as further detailed in the Engagement Agreement including such services rendered in connection with the Amended Application; and it is further

ORDERED that LMC, on a monthly basis, will file with the Court, and provide the Debtors, the Trustee, the Committee and the Agent a report on staffing of the engagement from the previous month and shall reflect the names, titles, functions and billable hourly rates of the individuals performing management services in such reports; and it is further

ORDERED that LMC and Mr. Meghji also will file with the Court and provide notice to the Trustee, the Agent and the Committee, a report of compensation earned and expenses incurred on a monthly basis. Such reports shall contain summary charts which describe the services provided, identify the compensation earned by Mr. Meghji and each staff employee provided and itemize the expenses incurred. Time records shall (i) be appended to the reports, (ii) contain detailed time entries describing the task(s) performed; and (iii) be organized by project category. The time entries shall identify the time spent completing each task in 1/10th hour increments and the corresponding charge for each task. All compensation, whether paid or unpaid, shall be subject to review by the Bankruptcy Court in the event an objection is filed; and it is further

ORDERED that LMC and any of its affiliates shall not act in any other capacity (for example, and without limitation, as a financial advisor, claims agent/claims administrator, or investor/acquirer) in connection with the above-captioned case; and it is further

ORDERED that in the event the Debtors seek to have LMC personnel assume executive officer positions that are different than as disclosed in the Motion, or seek to materially change the terms of the engagement by either (i) modifying the functions of personnel, (ii) adding new personnel, or (iii) altering or expanding the scope of the engagement, a motion to modify the retention shall be filed; and it is further

ORDERED that no principal employee or independent contractor of LMC and any of its affiliates shall serve as a director of any of the above-captioned Debtors during the pendency of the above-captioned cases; and it is further

ORDERED that the retention proposed in the Motion does not including any success fees, transaction fees, or other back-end fees; and it is further

ORDERED that no success fee, transaction fee or back-end fee shall be sought upon conversion of the case, dismissal of the case for cause, or appointment of a trustee; and it is further

ORDERED that the Debtors are permitted to indemnify Mr. Meghji on the same terms as provided to the Debtors' other officers and directors under Debtors' governing corporate documents and applicable state law, along with insurance coverage under the Debtors' D&O Policy; and it is further

ORDERED that there shall be no indemnification of LMC or any of its affiliates; and it is further

ORDERED that for a period of three years after the conclusion of the engagement, neither LMC nor any of its affiliates shall make any investments in the Debtors or the reorganized Debtors; and it is further

ORDERED that LMC shall disclose any and all facts that may have a bearing on whether the firm, its affiliates, and/or any individuals working on the engagement hold or represent any interest adverse to the Debtors, their creditors, or other parties in interest. The obligation to disclose identified in this subparagraph in a continuing obligation; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: June 26, 2008


The Honorable Peter J. Walsh
United States Bankruptcy Judge