

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

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	:
<b>In re:</b>	:
	:
	:
<b>STAR TRIBUNE HOLDINGS CORPORATION,</b>	<b>Chapter 11 Case No.</b>
	:
<b>Debtor.</b>	<b>09-10244 (RDD)</b>
	:
-----	X
	:
<b>In re:</b>	:
	:
	:
<b>THE STAR TRIBUNE COMPANY,</b>	<b>Chapter 11 Case No.</b>
	:
<b>Debtor.</b>	<b>09-10245 (RDD)</b>
	:
-----	X

**ORDER DIRECTING JOINT  
ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)<sup>1</sup> of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (together with Star Tribune Holdings, the “**Debtors**”), for an order pursuant to Bankruptcy Rule 1015(b) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, 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.

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<sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Motion.

§ 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 relief requested therein 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 Motion having been provided to (a) the Office of the United States Trustee for the Southern District of New York, (b) those creditors holding the five largest secured claims against the Debtors' estates on a consolidated basis, (c) those creditors holding the 30 largest unsecured claims against the Debtors' estates on a consolidated basis, (d) the Internal Revenue Service, (e) attorneys to the agent for the Debtors' first lien pre-petition lenders, (f) attorneys to an ad hoc committee of the Debtors' second-lien pre-petition lenders and (g) Avista Capital Partners, and it appearing that no other or further notice need be provided; and the relief requested in the Motion 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 the relief requested in the Motion is hereby granted; and it is further

ORDERED that, pursuant to Bankruptcy Rule 1015(b), the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases or Debtors; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

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

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

; and it is further

ORDERED that a docket entry shall be made in each of the above-captioned cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Star Tribune Holdings Corporation and The Star Tribune Company. The docket in Case No. 09-10244 (RDD) should be consulted for all matters affecting this case.;

and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion.

New York, New York  
Dated: January 16, 2009

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE