

<b>United States Bankruptcy Court Southern District of New York</b>	<b>Voluntary Petition</b>
---	---------------------------

Name of Debtor (if individual, enter Last, First, Middle): <b>Star Tribune Holdings Corporation</b>	Name of Joint Debtor (Spouse) (Last, First, Middle): <b>N/A</b>
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>N/A</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): <b>N/A</b>
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): <b>02-0801375</b>	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): <b>N/A</b>
Street Address of Debtor (No. & Street, City, and State):  <b>425 Portland Avenue, South Minneapolis, Minnesota</b>	Street Address of Joint Debtor (No. & Street, City, and State):  <b>N/A</b>
ZIP CODE <b>55488</b>	ZIP CODE 
County of Residence or of the Principal Place of Business: <b>Hennepin County</b>	County of Residence or of the Principal Place of Business: <b>N/A</b>
Mailing Address of Debtor (if different from street address):  ZIP CODE 	Mailing Address of Joint Debtor (if different from street address):  <b>N/A</b>  ZIP CODE 
Location of Principal Assets of Business Debtor (if different from street address above):  <b>55 Water Street New York, New York 10041</b>	ZIP CODE <b>10010</b>

<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Newspaper</b>  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
--	--	---

<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
---	--

<b>Statistical/Administrative Information</b> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	



<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Star Tribune Holdings Corporation</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____ Signature of Debtor</p> <p><b>X</b> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by an attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X /s/ Marshall S. Huebner</b> _____ Signature of Attorney for Debtor(s) <b>Marshall S. Huebner</b> _____ Printed Name of Attorney for Debtor(s) <b>Davis Polk &amp; Wardwell</b> _____ Firm Name <b>450 Lexington Avenue, New York, NY 10017</b> _____ Address <b>212-450-4000</b> _____ Telephone Number <b>January 15, 2009</b> _____ Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p><b>X</b> _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X /s/ Randy Lebedoff</b> _____ Signature of Authorized Individual <b>Randy M. Lebedoff</b> _____ Printed Name of Authorized Individual <b>Senior Vice President and General Counsel</b> _____ Title of Authorized Individual <b>January 15, 2009</b> _____ Date</p>	

## ATTACHMENT 1

### Pending or Concurrent Bankruptcy Cases Filed by Affiliates

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be jointly administered.

Entity Name	Case Number	Judge
The Star Tribune Company	Not yet assigned	Not yet assigned

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

----- X  
:  
**In re:** :  
: **Chapter 11 Case No.**  
:  
**STAR TRIBUNE HOLDINGS** : **09-\_\_\_\_\_ (\_\_\_)**  
**CORPORATION,** :  
: **(Jointly Administered)**  
:  
**Debtor.** :  
----- X

**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 30 largest general unsecured claims, on a consolidated basis, against Star Tribune Holdings Corporation (the “**Company**”) and the Star Tribune Company, each of which has filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York on the date hereof. This list has been prepared from the books and records of the Company.

This list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31), (b) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest general unsecured claims or (c) amounts owed to other subsidiaries of the Company.

This list reflects the information existing and available as of January 13, 2009. The Company reserves the right to amend this list based on information existing as of the filing date.

The information presented herein, including the failure of the Company to list any claim as contingent, unliquidated or unknown, does not constitute an admission or waiver of the Company’s right to contest the validity, priority or amount of any claim.

	Creditor	Amount	Disputed Unliquidated Contingent	Description
1	ABITIBI/BOWATER 55 E. CAMPERDOWN WAY GREENVILLE, SC 29602	1,004,543.00		Trade debt
2	APAC CUSTOMER SERVICE INC 3459 SOLUTIONS CENTER CHICAGO, IL 60677-3004	133,218.39		Trade debt
3	GP PLASTICS CORP PO BOX 201831 DALLAS, TX 75320-1831	128,398.26		Trade debt
4	AGFA CORPORATION PO BOX 2123 CAROL STREAM, IL 60132-2123	127,659.12		Trade debt
5	MCCLATCHY INTERACTIVE 1100 SITUS COURT RALEIGH, NC 27605	91,160.67		Trade debt
6	ROYLE PRINTING COMPANY INC PO BOX 750 SUN PRAIRIE, WI 53590	87,858.28		Trade debt
7	SAP AMERICA PO BOX 7780-824024 PHILADELPHIA, PA 19182-4024	87,597.21		Trade debt
8	CLICKABILITY INC PO BOX 49302 SAN JOSE, CA 95161-9302	83,748.00		Trade debt
9	WESTERN COLORPRINT INC DEPT 1215 DENVER, CO 80256	73,042.94		Trade debt
10	AMERICAN COLOR GRAPHICS PO BOX 198344 ATLANTA, GA 30384-8344	68,742.54		Trade debt
11	VIRTEVA 5775 WAYZATA BLVD SUITE 900 ST LOUIS PARK, MN 55416	66,512.50		Trade debt
12	CLARITAS INC P O BOX 533028 ATLANTA, GA 30353-2028	61,875.00		Trade debt
13	MINNESOTA TIMBERWOLVES 600 1ST AVE NORTH TICKET OFFICE MINNEAPOLIS, MN 55403-1416	57,932.45		Trade debt

	Creditor	Amount	Disputed Unliquidated Contingent	Description
14	VMIX INC 12707 HIGH BLUFF DRIVE #350 SAN DIEGO, CA 92130	53,865.27		Trade debt
15	VOICEPORT LLC 500 LEE ROAD SUITE 200 ROCHESTER, NY 14606	53,148.00		Trade debt
16	JTS DIRECT LLC P O BOX 1379 KENOSHA, WI 53141	51,047.08		Trade debt
17	CUSTOM BUSINESS SYSTEMS 225 N RICHMOND ST APPLETON, WI 54911	48,003.20		Trade debt
18	ADICIO 2382 FARADAY AVE #350 ONE CARLSBAD RESEARCH CENTER CARLSBAD, CA 92008	47,184.00		Trade debt
19	JOBVIEW LLC 13961 WEST PRESERVE BLVD BURNSVILLE, MN 55337	45,000.00		Trade debt
20	CIT TECHNOLOGY FINANCING SERVICE INC 23896 NETWORK PL CHICAGO, IL 60673-1238	41,499.42		Trade debt
21	METRO DISTRIBUTION SERVICE INC 3000 N 2ND ST #2 MINNEAPOLIS, MN 55411	40,495.60		Trade debt
22	SILVERPOP SYSTEMS INC PO BOX 536747 ATLANTA, GA 30353-6747	39,690.00		Trade debt
23	GABRIELS TECHNOLOGY SOLUTIONS 250 HUDSON ST 10TH FLOOR NEW YORK, NY 10013	39,335.00		Trade debt
24	JOHN ROBERTS COMPANY 9687 EAST RIVER ROAD MINNEAPOLIS, MN 55433	38,083.93		Trade debt
25	CERES ENVIRONMENTAL SERVICES 3825 85TH AVE N BROOKLYN PARK, MN 55443	36,325.00		Trade debt
26	AMERICAN STUDENT LIST COMPANY 330 OLD COUNTRY ROAD MINEOLA, NY 11501	35,232.56		Trade debt

	Creditor	Amount	Disputed Unliquidated Contingent	Description
27	DATA BASED ADS INC 363 WEST ERIE STREET SUITE 500 EAST CHICAGO, IL 60654	35,184.79		Trade debt
28	IKON OFFICE SOLUTIONS P O BOX 198727 MANAGEMENT SERVICES ATLANTA, GA 30384-8727	32,211.50		Trade debt
29	INFINITY DIRECT INC. 13220 COUNTY ROAD 6 SUITE 200 PLYMOUTH, MN 55441-3832	31,948.45		Trade debt
30	BROOKLYN PRINTING INC 7150 BOONE AVE N SUITE 100 BROOKLYN PARK, MN 55428-1551	26,827.93		Trade debt

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: New York, New York  
January 15, 2009

/s/ David W. Montgomery  
David W. Montgomery  
Chief Financial Officer

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

----- X  
:  
**In re:** :  
: **Chapter 11 Case No.**  
:  
**STAR TRIBUNE HOLDINGS** : **09-\_\_\_\_\_ (\_\_\_)**  
**CORPORATION,** :  
: **(Jointly Administered)**  
:  
**Debtor.** :  
----- X

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-3, Star Tribune Holdings Corporation (the “**Company**”) hereby states that the following corporations directly or indirectly own 10% or more of the Company’s equity interests:

- Avista Capital Partners, L.P.
- Avista Capital Partners (Offshore), L.P.

The Company does not own (directly or indirectly) 10% or more of any class of a corporation’s publicly traded equity interests. The Company does not own an interest in any general or limited partnership or joint venture.

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: New York, New York  
January 15, 2009

/s/ David W. Montgomery  
David W. Montgomery  
Chief Financial Officer

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

----- X  
 :  
**In re:** :  
 : **Chapter 11 Case No.**  
 :  
**STAR TRIBUNE HOLDINGS** : **09-\_\_\_\_\_ (\_\_\_)**  
**CORPORATION,** :  
 : **(Jointly Administered)**  
 :  
**Debtor.** :  
 ----- X

**LIST OF EQUITY SECURITY HOLDERS**

Star Tribune Holdings Corporation (the “**Company**”) hereby files its List of Equity Security Holders pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

This list represents the Company’s equity security holders as of December 31, 2008.<sup>1</sup>

<u>Holder</u>	<u>Kind</u>	<u>Percentage of Outstanding Primary Shares</u>	<u>Amount of Outstanding Primary Shares</u>
Avista Capital Partners, L.P.	Common	75.88%	830,899
Avista Capital Partners (Offshore), L.P.	Common	20.00%	219,101
The Christopher M. Harte 1992 Family Trust	Common	4.11%	45,000

---

<sup>1</sup> In addition to the holders listed herein, certain persons own options to purchase equity of the Company.

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: New York, New York  
January 15, 2009

/s/ David W. Montgomery  
David W. Montgomery  
Chief Financial Officer

## CERTIFICATE OF RESOLUTIONS

I, Randy Lebedoff, a duly authorized officer of Star Tribune Holdings Corporation, a Delaware corporation (the “**Company**”), hereby certify that at a meeting of the Board of Directors of the Company duly called and held on January 15, 2009, the following resolutions were duly adopted in accordance with the requirements of Delaware General Corporation Law and that, as of the date hereof, these resolutions have not been amended or modified and are in full force and effect:

RESOLVED, that in the judgment of the Board of Directors of Star Tribune Holdings Corporation (the “**Company**”), it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

RESOLVED, that the officers of the Company (each, an “**Authorized Officer**”) be, and each of them hereby is, authorized on behalf of the Company to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause such petitions to be filed in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), each such petition to be filed at such time as the Authorized Officer executing the petition shall determine and to be in the form approved by the Authorized Officer executing such petition, such approval to be conclusively evidenced by the execution, verification and filing thereof;

RESOLVED, that the law firm of Davis Polk & Wardwell be, and hereby is, retained as attorneys for the Company in the Company’s chapter 11 case, subject to the approval of the Court;

RESOLVED, that the Blackstone Group, L.P., be, and hereby is, retained as financial advisors for the Company in the Company’s chapter 11 case, subject to the approval of the Court;

RESOLVED, that Curtis, Mallet-Prevost, Colt & Mosle LLP be, and hereby is, retained as counsel for the debtors with respect to conflicts and other designated matters for the Company in the Company’s chapter 11 case, subject to the approval of the Court;

RESOLVED, that the Garden City Group, Inc. be, and hereby is, retained as notice and claims agent for the Company in the Company’s chapter 11 case, subject to the approval of the Court;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to execute and file in the Company’s chapter 11 case all petitions, schedules, motions, lists, applications, pleadings and other papers, and, in connection therewith, to retain and obtain assistance from additional legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that any such

Authorized Officer deems necessary or desirable in connection with the Company's chapter 11 case;

RESOLVED, that in connection with the Company's chapter 11 case, each Authorized Officer, and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates, or instruments as such person considers necessary, appropriate, desirable or advisable to effectuate any other borrowing or other financial arrangements, such determination to be evidenced by such execution or taking of such action;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions; and

RESOLVED, that any and all actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of January, 2009.

/s/ Randy Lebedoff

Name: Randy Lebedoff

Title: Secretary