

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 GRANTING (i) WAIVER OF REQUIREMENT FOR FILING LIST OF CREDITORS AND (ii) AUTHORITY TO ESTABLISH PROCEDURES FOR NOTIFYING CREDITORS OF THE COMMENCEMENT OF THE DEBTORS' CHAPTER 11 CASES

Upon the motion (the “**Motion**”)² of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (“**Star Tribune**”) and, together with Star Tribune Holdings, the “**Debtors**”) for waiver of the requirement for filing a list of creditors and for authority to establish procedures for notifying creditors of the commencement of these chapter 11 cases pursuant to sections 105(a), 342(a) and 521(a)(1) of the Bankruptcy Code, Bankruptcy Rules 1007(a), 2002(a), (f), and (l) of the Bankruptcy Rules, Local Bankruptcy Rule 1007-1 and General Orders M-133, M-137, M-138 and M-192 (the “**Standing Orders**”) 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

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 Motion.

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 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, (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 the requirement under section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), Local Bankruptcy Rule 1007-1 and the Standing Orders to file with the petitions a list containing the name and address of certain creditors, counterparties to executory contracts and unexpired leases and co-debtors is waived; and it is further

ORDERED that, as soon as practicable, the Debtors will furnish the list of creditors to the Garden City Group, Inc. (the “**Notice and Claims Agent**”), upon the Court’s authorization to engage the Notice and Claims Agent; and it is further

ORDERED that, as soon as practicable, the Debtors, with the assistance of their Notice and Claims Agent, are directed to mail notice of the commencement of these chapter 11 cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the “**Notice of Commencement**”) to all creditors on the Debtors’ list of creditors; and it is further

ORDERED that the form of Notice of Commencement, substantially in the form of notice annexed to the Motion as Exhibit B, is approved; and it is further

ORDERED that Debtors shall cause publication of the Notice of Commencement, substantially in the form of notice annexed to the Motion as Exhibit B, shortly after the commencement of these chapter 11 cases in the *Star Tribune*. Such form and manner of publication notice is hereby approved and authorized pursuant to Bankruptcy Rule 2002(1); and it is further

ORDERED that all forms of notice provided by the Motion are reasonably calculated to inform interested parties of these chapter 11 cases; and it is further

ORDERED that this Court retains jurisdiction regarding all matters arising from or related to the implementation of this Order; and it is further

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

Dated: New York, New York
January 16, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE