

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 ESTABLISHING CERTAIN NOTICE,
CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES**

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 an order authorizing the Debtors to establish certain notice, case management and administrative procedures, as more fully described in the Motion; and upon consideration of the Affidavit of David W. Montgomery 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 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

¹ The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company.

² Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in such Motion.

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 HEREBY ORDERED THAT:

1. Pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(c), the relief requested in the Motion is GRANTED as provided herein.
2. The Procedures set forth herein are approved and shall govern all aspects of these chapter 11 cases, except as otherwise ordered by the Court. Because this Order was entered shortly after the commencement of these chapter 11 cases, the entry of this Order will not prejudice the right of any party in interest to seek modification of this Order.

3. To the extent the Procedures conflict with the Bankruptcy Rules or the Local Bankruptcy Rules, the Procedures govern and supersede such rules and shall apply to these chapter 11 cases.

Filing of Court Papers

4. All motions, applications and other matters requiring notice and/or a hearing (collectively, the “**Motions**”), all objections and responses to Motions (the “**Objections**”), all replies to Objections (the “**Replies**”) and all other documents filed with the Court (together with the Motions, Objections and Replies, the “**Court Papers**”) shall be filed electronically with the Court in accordance with General Order M-242, as amended by General Order M-269 (available at the Court’s website, *www.nysb.uscourts.gov* (the “**Court’s Website**”)) by registered users of the Court’s Electronic Case Files system (the “**ECF System**”).³ All other parties in interest shall file Court Papers on a 3.5 inch diskette or a CD-ROM, preferably in Portable Document Format (“**PDF**”) or Microsoft Word format.

Parties Entitled to Service of Court Papers

5. Each Court Paper shall be served, in the manner described herein, on (a) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408 (by a hard copy, with all exhibits, unless the Court otherwise directs), (b) the attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, NY 10017, Attn: Timothy E. Graulich, (c) conflicts counsel to the Debtors, Curtis, Mallet-Prevost,

³ A PACER login and password are needed to file documents on the ECF System and can be obtained at <http://pacer.psc.uscourts.gov>.

Colt & Mosle LLP, Attn: Steven J. Reisman and Tim Barnes, (d) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, NY 10004 (the “**U.S. Trustee**”), Attn: Brian Masumoto, Esq. (by a hard copy, with all exhibits), (e) the attorneys for any official committee of unsecured creditors, (f) the attorneys to the agent for the Debtors’ first lien pre-petition lenders, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mark A. Broude, and (g) the Debtors’ authorized noticing agent, the Garden City Group, Inc., Attn: David A. Isaac (collectively, the “**Core Parties**”).

6. Each Court Paper shall also be served on (a) each person, entity and governmental agency with a particularized interest in such Court Paper (each, a “**Particularized Interest Party**”) and (b) each person and entity that has submitted an ECF Service Exemption Request as set forth herein (the “**Non-ECF Service Parties**”); *provided*, however, that Court Papers filed in adversary proceedings do not need to be served on any Non-ECF Service Party unless such Non-ECF Service Party is otherwise a Particularized Interest Party with respect to such adversary proceeding.

7. The Debtors shall maintain a service list of all Core Parties and Non-ECF Service Parties (the “**Service List**”), which shall be posted on the Case Administrative Website and shall include names, addresses and facsimile numbers (but not e-mail addresses) for the Core Parties and the Non-ECF Service Parties.

Method of Service of Court Papers

8. Except with respect to (a) Core Parties, (b) Particularized Interest Parties and (c) Non-ECF Service Parties, all parties in interest, whether or not they have filed or file after the date hereof a “notice of appearance” or request for service of papers under Bankruptcy Rule 2002, shall be deemed to receive electronic notice through the ECF

System of each Court Paper filed with the Court effective as of the date such Court Paper is posted on the Court's ECF System and, therefore, in accordance with General Order M-242, need not be separately served with such Court Paper.

9. Core Parties (and no other parties) shall be authorized to serve all Court Papers by e-mail on each other Core Party (except for the Court and the U.S. Trustee), the Non-ECF Service Parties and any relevant Particularized Interest Parties. All other parties shall serve Court Papers in accordance with this Order, the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

10. All Court Papers served by a Core Party by e-mail shall include access to an attached file or files containing the entire Court Paper, including the proposed form of order and any exhibits and attachments, in PDF format. Notwithstanding the foregoing, if a Court Paper cannot be annexed to an e-mail (because of size, technical difficulties or otherwise), the serving party may, in its sole discretion, (a) serve the entire Court Paper by U.S. mail, hand delivery, overnight delivery or facsimile, including the proposed form of order and any exhibits, attachments and other relevant materials, or (b) e-mail a notice stating that the Court Paper cannot be attached but is available on the Court's ECF System (and, if the Court Paper is being served by the Debtors, on the Case Information Website) and will be mailed only if requested by the party receiving the notice.

11. Service by e-mail on a party shall be effective as of the date the Court Paper (or a notice stating that the Court Paper cannot be attached but is available on the Court's ECF System or the Case Information Website) is transmitted by e-mail to the address provided by such party.

12. Upon the filing of any Court Paper, the filing party shall, in accordance with Local Bankruptcy Rule 9078-1, file with the Court either an affidavit of service or a certification of service (each, a “**Proof of Service**”) annexing the list of parties that received notice. A Proof of Service shall indicate whether a party was served by e-mail, but shall not include e-mail addresses. Proofs of Service need not be served on any party.

ECF Service Exemption Requests

13. Any party in interest that does not have and cannot practicably obtain access to the Court’s ECF System shall file with the Court a certification to that effect and a request to be exempted from electronic service through the ECF System (an “**ECF Service Exemption Request**”), which certification shall be served by such party in interest by U.S. mail, overnight delivery, hand delivery or facsimile to Davis Polk & Wardwell, 450 Lexington Avenue, New York, NY 10017, Attn: Lynn I. Poss.

14. An ECF Service Exemption Request shall include the following information: (a) the party’s name and address, (b) the name of the party’s client (unless the party is appearing solely on its own behalf), (c) an e-mail address (if available) at which the requesting party can be served and (d) an address and facsimile number (if available) at which the requesting party may be served by U.S. mail, hand delivery, overnight delivery or facsimile. Notwithstanding Bankruptcy Rules 2002 and 9010(b), no ECF Service Exemption Request filed in these chapter 11 cases shall have any effect unless all of the foregoing requirements are satisfied.

15. Any individual or entity filing an ECF Service Exemption Request who does not maintain and cannot practicably obtain an e-mail address must include in its ECF Service Exemption Request a certification stating the same. Notice will be provided

to that individual or entity by U.S. mail, overnight delivery, hand delivery or facsimile (if available), in the sole discretion of the serving party.

16. Any individual or entity who files an ECF Service Exemption Request but prefers not to include its e-mail address in the publicly-filed ECF Service Exemption Request shall (a) include in such ECF Service Exemption Request an explanation setting forth the reasons for not including an e-mail address and (b) contemporaneously send a notice providing such individual or entity's e-mail address to attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Lynn I. Poss.

Scheduling of Hearings and Deadlines for Filing Court Papers

17. The Debtors shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (“**Omnibus Hearings**”) at which Motions and other requests for relief shall be heard. On the day before an Omnibus Hearing, the Debtors shall submit to the Court a letter setting forth each matter to be heard at such hearing, which letter may be updated or amended from time to time thereafter to the extent necessary. The matters listed on the agenda letter shall be limited to matters of substance and shall not include administrative filings, such as notices of appearance and Proofs of Service.

18. Unless otherwise ordered by the court, the following guidelines shall apply to all Omnibus Hearings:

(a) Motions shall not be considered by the Court unless filed and served in accordance with these Procedures at least 16 days before the next available Omnibus Hearing.

(b) Hearings in connection with claims objections and pre-trial conferences and trials related to adversary proceedings may be scheduled for dates other than the Omnibus Hearing dates. However, initial pre-trial conferences scheduled in connection with adversary proceedings shall be set on the next available Omnibus Hearing date that is at least 45 days after the filing of the complaint, except as otherwise ordered by the Court.

(c) If a Court Paper filed by a non-Debtor purports to set a hearing date that is inconsistent with the Procedures, the hearing shall be scheduled, without the necessity of Court order, for the next available Omnibus Hearing in accordance with these Procedures, and the Debtors shall provide the movant with notice of these Procedures.

(d) Subject to Local Bankruptcy Rule 9077-1, if a movant or applicant other than the Debtors intends to seek emergency or expedited relief, the movant or applicant shall be required to first contact the Debtors' attorneys by telephone to request that the motion or application be considered on an expedited basis. If the Debtors disagree with the movant or applicant's request for emergency or expedited relief, the movant or applicant shall arrange for a chambers conference, telephonic or in-person, to be held among the Court, the Debtors' attorneys and the movant or applicant, to discuss the request. If the Court determines expedited consideration is appropriate, the Court shall direct the requisite notice and shall set a hearing date and time. On the hearing date, the Court shall first consider the propriety of emergency relief, whether adequate notice has been given and whether there has been adequate opportunity for parties to be heard.

19. The deadline to file an Objection (the “**Objection Deadline**”) to any Motion other than a Motion seeking relief from the automatic stay filed by a party other than the Debtors shall be (a) the earlier of (i) the date that is ten days after the date such Motion is filed on the Court’s ECF System and (ii) such other date that is specified in the Bankruptcy Rules to ensure that the objecting party has received adequate notice or (b) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the movant or applicant. No Objection shall be considered timely unless filed with the Court and properly served on or before the applicable Objection Deadline. All parties filing an Objection shall include their telephone and facsimile (if any) numbers in the signature block on the last page of the Objection.

20. A Motion may be granted without a hearing, *provided* that, after the passage of the Objection Deadline, an attorney for the entity who filed the Motion: (a) files a declaration pursuant to 28 U.S.C. § 1746 indicating that no Objection has been filed or served in accordance with these Procedures, (b) if the entity who filed the Motion is not the Debtor, serves the declaration by facsimile upon the attorneys for the Debtors, Davis Polk & Wardwell, at (212) 701 6001, Attn: Lynn I. Poss, at least one day prior to submission thereof to the Court and (c) delivers by U.S. mail, or hand or overnight delivery, a package to the Court, with a copy to Debtors’ counsel, including (i) the declaration described in clause (a) above, (ii) a diskette containing, in Microsoft Word format, a form of order granting the relief requested in the applicable Motion, (iii) a printed copy of the form of order and (iv) the ECF docket number of the Motion to which the form of order relates (collectively, the “**Presentment Package**”). Upon receipt of the Presentment Package, the Court may grant the relief requested in the Motion without

further submission, hearing or request. If the Court does not grant the relief, (x) the Motion shall be heard at the next Omnibus Hearing that is at least six days from the date the Presentment Package is received by the Court and (y) the decision not to grant the relief shall not constitute an extension of the Objection Deadline related thereto, unless otherwise agreed between the party seeking relief and a party seeking to object.

21. If an Objection is filed, then, unless otherwise ordered by the Court, any Reply shall be filed with the Court and served in accordance with these Procedures on or before 12:00 p.m. on the date that is two days before the date of the applicable hearing.

22. Unless otherwise ordered by the Court, the Procedures shall not supersede the requirements for notice of the proceedings described in Bankruptcy Rule 2002(a)(1), (a)(4)–a(5) and (a)(7)–(a)(8), Bankruptcy Rule 2002(b), Bankruptcy Rule 2002(d) and Bankruptcy Rule 2002(f).

Motions for Relief from the Automatic Stay

23. Notwithstanding anything contained herein, Motions for relief from the automatic stay filed by parties other than the Debtors pursuant to section 362 of the Bankruptcy Code shall be noticed for consideration at an Omnibus Hearing that is at least 20 days after such Motion is filed and served, and the Objection Deadline for such Motion shall be three days before the scheduled hearing.

24. Notwithstanding section 362(e) of the Bankruptcy Code, if a scheduled Motion with respect to a request for relief by a party other than the Debtors under section 362(d) of the Bankruptcy Code is adjourned upon the consent of the Debtors and the moving party to a date that is on or after the 30th day after the moving party's request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a

final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code.

Form of Court Papers

25. Except as set forth below, a “Notice of Motion” shall be affixed to all Motions and shall include the following: (a) the title of the Motion, (b) the parties upon whom any Objection to the Motion is required to be served, (c) the date and time of the applicable Objection Deadline, (d) the date of the Omnibus Hearing at which the Motion shall be considered by the Court and (e) a statement that the relief requested may be granted without a hearing if no Objection is timely filed and served in accordance with these Procedures. The applicable Objection Deadline and hearing date shall also appear in the upper right corner of the first page of the Notice of Motion. A separate “Notice of Motion” shall not be required where the Motion itself contains the information required to be included in the “Notice of Motion.”

26. Notwithstanding section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n), notices given by the Debtors shall not be required to contain the address and taxpayer identification numbers of the Debtors.

27. Nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code or Bankruptcy Rule 9018 to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Court Paper filed in these cases. If the Debtors seek approval of or authorization from the Court to assume, reject, enter into or assign any agreement, including contracts, leases, financing agreements, settlement agreements,

consent orders and any other arrangement or instrument of any kind, or if the Debtors are otherwise required to refer to the terms or provisions of any such instrument in a Court Paper, and such instrument contains confidential or proprietary information, the Debtors need not file such instrument with the Court unless requested to do so by the Court or a party in interest, and the Debtors shall be entitled at the time of such request, and before filing such instruments, to seek relief under section 107(b) of the Bankruptcy Code or Bankruptcy Rule 9018 with respect to such instrument.

Noticing Agent and Case Information Web Site

28. The Debtors, in cooperation with the Noticing Agent, are hereby authorized to create and maintain an independent website for the posting of certain information regarding these chapter 11 cases (the “**Case Information Website**”), including, in the Debtors’ sole discretion, certain orders, decisions or other Court Papers filed in these chapter 11 cases. The Court’s Website may include a link to the Case Information Website.

29. The Case Information Website shall display a disclaimer substantially similar to the following:

Please take notice that this website has been established and is being maintained and operated at the direction of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) by the Garden City Group, Inc. (the “**Noticing Agent**”), in cooperation with Star Tribune Holdings Corporation and The Star Tribune Company (collectively, the “**Debtors**”), pursuant to the Case Management Order entered in connection with the Debtors’ chapter 11 cases. This website is not the website of the Court. While every attempt is being made to ensure the accuracy of the information contained herein, this website does not contain or comprise the official court records. Neither the Debtors nor the Noticing Agent guarantees or warrants the accuracy, completeness, or timeliness of the information provided on this website and neither the Debtors nor the Noticing Agent shall be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions of the parties responsible for the website, whether negligent or otherwise,

in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained in the website. Neither the Debtors nor the Noticing Agent undertakes any obligation to update, modify, revise or recategorize the information provided herein, or to notify you or any third party should the information be updated, modified, revised or re-categorized. In no event shall anything included or omitted from this website make the Debtors and/or the Noticing Agent liable to you or any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim, damages to business reputation, lost business or lost profits), whether or not foreseeable and however caused. This website should not be relied upon as a substitute for financial, legal or other professional advice. It is your sole obligation to maintain accurate records of the documents filed in the chapter 11 cases, based on the Court's dockets relating to the Debtors' chapter 11 cases which can be accessed through the court's website at *www.nysb.uscourts.gov* (a PACER login and password are needed to view these documents and can be obtained at *http://pacer.psc.uscourts.gov*). The Debtors' website is being made available merely as a convenience to interested parties and the public.

30. The Debtors are authorized to use the Noticing Agent for the purpose of distributing Court Papers filed in these chapter 11 cases to any requesting party at costs not to exceed those designated by 28 U.S.C. § 1930. The Debtors shall not be charged for this service. Parties seeking to obtain Court Papers from the Noticing Agent may call 631-470-5000.

Amendments and Notice of Order

31. The Debtors may amend the Procedures from time to time throughout these chapter 11 cases and shall present such amendments to the Court by Motion in accordance with this Order.

32. The Debtors shall make this Order available on the Case Information Website and, within three days after its entry, serve it by U.S. mail, hand delivery, facsimile or e-mail on the Core Parties and all parties that, prior to the date of the entry of this Order, have requested notice pursuant to Bankruptcy Rule 2002.

Time

33. Any period of time prescribed or allowed by these Procedures shall be computed in accordance with Bankruptcy Rule 9006.

34. Nothing in these Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under Bankruptcy Rules 9006(b) and 9006(c).

Dated: New York, New York
January 16, 2009

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE