

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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**INTERIM ORDER GRANTING ADMINISTRATIVE EXPENSE STATUS
TO DEBTORS' UNDISPUTED OBLIGATIONS TO VENDORS
ARISING FROM THE POST-PETITION DELIVERY OF GOODS
ORDERED PRE-PETITION AND AUTHORIZING DEBTORS TO PAY
THOSE OBLIGATIONS IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion dated January 15, 2009 (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**"), to (i) grant administrative expense status to the Debtors' undisputed obligations to vendors (the "**Vendors**") arising from the post-petition delivery of goods (the "**Goods**") ordered pre-petition (the "**Pre-Petition Orders**") and (ii) authorize the debtors to pay those obligations in the ordinary course of business, as more fully described in the Motion; and upon consideration of the Declaration of Affidavit of David W. Montgomery in Support of First-Day Motions and Applications, dated as of the Petition Date; 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

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.

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) attorneys to the agent for the Debtors' first lien pre-petition lenders, (c) attorneys to an ad hoc committee of the Debtor's second-lien pre-petition lenders, (d) those creditors holding the five largest secured claims against the Debtors' estates on a consolidated basis, (e) those creditors holding the 30 largest unsecured claims against the Debtors' estates on a consolidated basis, (f) the Internal Revenue Service and (g) Avista Capital Partners, and it appearing that no other or further notice need be provided; and the interim 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 the Court having determined that immediate relief is necessary to avoid irreparable harm; 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 on an interim basis; and it is further

ORDERED that the Vendors shall be afforded administrative expense priority status, pursuant to section 503(b) of the Bankruptcy Code, with respect to the undisputed obligations of the Debtors for Goods delivered and accepted post-petition under Pre-Petition Orders; and it is further

ORDERED that, subject to section 363(c)(2) of the Bankruptcy Code, the Debtors are authorized to pay, in their sole discretion, all undisputed obligations arising from the post-petition delivery or shipment by the Vendors of Goods, including shipments of supplies and equipment, subject to the Pre-Petition Orders, consistent with their customary practices in the ordinary course of their business; and it is further

ORDERED that nothing in this Order shall be deemed either a grant of administrative expense priority status to, or authority to pay, any amounts that are disputed by the Debtors or are in respect of inventory or other goods that are not received and accepted by the Debtors subsequent to the commencement of their chapter 11 cases; and it is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtors may have to dispute or contest the amount of or basis for any claims against the Debtors arising in connection with the Pre-Petition Orders; and it is further

ORDERED that nothing herein shall be deemed to constitute a post-petition assumption of any agreement pursuant to section 365 of the Bankruptcy Code; and it is further

ORDERED that on or before January 17, 2009, the Debtors shall serve a copy of this Order (the “**Interim Order**”) and the Motion on the Notice Parties and any party who has filed request for notice; and it is further

ORDERED that any objection to the relief requested in the Motion on a permanent basis must, by 4:00 p.m. (prevailing Eastern Time) February 2, 2009 (the “**Objection Deadline**”), be: (a) filed with the Court (with a copy to chambers) and (b) actually received by (i) the U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Brian Masumoto, (ii) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Timothy E. Graulich, (iii) attorneys for any official committee of unsecured creditors then appointed in these cases and (iv) 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 it is further

ORDERED that a reply to an Objection may be filed with the Court (with a copy to chambers) and served on or before 12:00 p.m. (prevailing Eastern Time) February 4, 2009; and it is further

ORDERED that if timely objections are received the Court will hold a hearing on February 6, 2009 at 10:00 a.m. (prevailing Eastern Time) to consider the timely objections to the Motion; and it is further

ORDERED that if no Objections are timely filed and served as set forth herein, the Debtors shall, on or after the Objection Deadline, submit to the Court a final order substantially in the form of this Interim Order *nunc pro tunc* to the date of the

commencement of these chapter 11 cases, which Order may be entered with no further notice or opportunity to be heard afforded any party; and it is further

ORDERED that the notice procedures set forth in the Motion are good and sufficient notice and satisfy Bankruptcy Rule 9014 by providing the counterparties with notice and an opportunity to object and be heard at a hearing; and it is further

ORDERED that notwithstanding Bankruptcy Rule 6003 and the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: New York, New York
January 16, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE