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and Debtors in Possession*

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

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:  
**In re:** :  
: **Chapter 11 Case No.**  
:  
**STAR TRIBUNE HOLDINGS** : **09-10244 (\_\_\_)**  
**CORPORATION, et al.,** :  
: **(Jointly Administered)**  
:  
**Debtors.**<sup>1</sup> :  
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**DEBTORS' MOTION FOR AN EXTENSION OF TIME TO  
FILE SCHEDULES OF ASSETS AND LIABILITIES, SCHEDULES  
OF CURRENT INCOME AND EXPENDITURES,  
SCHEDULES OF EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES AND STATEMENTS OF FINANCIAL AFFAIRS**

Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star  
Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the  
“**Debtors**”) respectfully represent:

**Background and Jurisdiction**

1. On the date hereof (the “**Petition Date**”), each Debtor commenced with  
this Court a voluntary case under chapter 11 of title 11 of the United States Code (the

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<sup>1</sup> The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

“**Bankruptcy Code**”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have filed a motion seeking joint administration of these chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

2. Additional information about the Debtors’ businesses and the events leading up to the Petition Date can be found in the Affidavit of David W. Montgomery, Chief Financial Officer of Star Tribune, which is incorporated herein by reference.

3. The Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and may be determined by the Bankruptcy Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Relief Requested**

4. Pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, the Debtors are required to file their (a) schedules of assets and liabilities, (b) schedules of current income and expenditures, (c) schedules of executory contracts and unexpired leases and (d) statements of financial affairs (collectively, the “**Schedules**”) within 15 days after the Petition Date.

5. By this motion (the “**Motion**”), the Debtors respectfully request that the Court, pursuant to Bankruptcy Rule 1007(c), extend the 15-day period to file the Schedules for an additional 45 days, without prejudice to the Debtors’ ability to request additional time should it become necessary.

**Cause Exists to Extend  
the Time to File the Schedules**

6. On the Petition Date, the Debtors filed with this Court a list of creditors holding the five largest secured claims against the Debtors' estates on a consolidated basis and a list of creditors holding the 30 largest unsecured claims against the Debtors' estates on a consolidated basis. The Debtors also filed a list of their equity security holders.

7. Due to the complexity of their operations and the numerous other matters that the Debtors must attend to in connection with filing these cases, the Debtors anticipate that they will be unable to complete their Schedules in the 15 days provided under Bankruptcy Rule 1007(c).

8. To prepare their Schedules, the Debtors must compile information from books, records and documents relating to potentially thousands of claims, assets and contracts. This information is voluminous and is located in numerous places throughout the Debtors' organization. Collection of the necessary information requires an enormous expenditure of time and effort on the part of the Debtors and their employees. Additionally, because all invoices related to pre-petition goods and services have not yet been received and/or entered into the Debtors' accounting system, it may be some time before the Debtors have access to all of the required information to prepare the Schedules.

9. While the Debtors, with the help of their professional advisors, are mobilizing their employees to work diligently and expeditiously on the preparation of the Schedules, resources are strained. Unavoidably, the Debtors' primary focus has been on preparing these cases for filing and reacting to the events surrounding the filing. In view

of the amount of work entailed in completing the Schedules and the competing demands upon the Debtors' employees and professionals to assist in efforts to stabilize business operations during the initial post-petition period, the Debtors will not be able to properly and accurately complete the Schedules within the required 15-day time period.

10. At present, the Debtors anticipate that they will require at least 45 additional days to complete their Schedules. The Debtors therefore request that the Court extend the 15-day period for an additional 45 days, through March 16, 2009, without prejudice to the Debtors' right to seek further extensions.

11. This Court has authority to grant the requested extension under Bankruptcy Rule 1007(c), which provides that "[a]ny extension of time for the filing of the schedules, statements and other documents may be granted only on motion for cause shown and on notice to the U.S. Trustee and to any committee . . . trustee, examiner, or other party as the court may direct."

12. The Debtors submit that the large amount of information that must be assembled and compiled, the multiple places where the information is located and the potentially hundreds of employee and professional hours required to complete the Schedules all constitute good and sufficient cause for granting the requested extension of time. In addition, employee efforts during the initial post-petition period are critical and the Debtors must devote their time and attention to business operations to maximize the value of the Debtors' estates during the first critical months.

13. Relief similar to that requested herein has been granted by courts in this jurisdiction in other chapter 11 cases. *See, e.g., In re Frontier Airlines Holdings, Inc.*, Case No. 08-11298 (RDD) (Bankr. S.D.N.Y. Apr. 14, 2008) (granting an additional 60 days from the Petition Date); *In re Dana Corp.*, Case No. 06-10354 (BRL) (Bankr.

S.D.N.Y. Mar. 29, 2006) (granting an additional 105 days); *In re Calpine Corp.*, Case No. 05-60200 (BRL) (Bankr. S.D.N.Y. Dec. 21, 2005) (granting an additional 60 days); *In re Delta Air Lines, Inc.*, Case No. 05-17923 (PCB) (Bankr. S.D.N.Y. Sept. 14, 2005) (granting an additional 60 days); *In re Northwest Airlines Corp.*, Case No. 05-17930 (ALG) (Bankr. S.D.N.Y. Sept. 14, 2005) (granting 120 days from the entry of the order); *In re Loral Space & Commc'ns Ltd.*, Case No. 03-41710 (RDD) (Bankr. S.D.N.Y. Jul. 15, 2003) (granting an additional 90 days); *In re Worldcom, Inc.*, Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. Jul. 21, 2002) (granting an additional 90 days); *In re Global Crossing Ltd.*, Case No. 02-40188 (REG) (Bankr. S.D.N.Y. Jan. 28, 2002) (granting an additional 90 days); *In re Enron Corp.*, Case No. 01-16034 (AJG) (Bankr. S.D.N.Y. Dec. 2, 2001) (granting an additional 120 days).

14. Accordingly, in view of the amount of information that must be assembled and compiled, the location of the information and the significant amount of employee time that must be devoted to complete the Schedules, the Debtors submit that ample cause exists for the requested extension.

#### **Notice**

15. No trustee, examiner, or creditors' committee has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion on (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.

**No Previous Request**

No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just and proper.

New York, New York  
Dated: January 15, 2009

By: /s/ Marshall S. Huebner  
Marshall S. Huebner  
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*Proposed Counsel to the Debtors  
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# **EXHIBIT A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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**In re:** :  
: **Chapter 11 Case No.**  
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**STAR TRIBUNE HOLDINGS** : **09-10244 (\_\_\_)**  
**CORPORATION, et al.,** :  
: **(Jointly Administered)**  
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**Debtors.**<sup>1</sup> :  
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**ORDER GRANTING EXTENSION OF TIME  
TO FILE SCHEDULES OF ASSETS AND LIABILITIES,  
SCHEDULES OF CURRENT INCOME AND EXPENDITURES,  
SCHEDULES OF EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS**

Upon the motion (the “**Motion**”)<sup>2</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 Rules 1007(c) granting an extension of the time within which the Debtors must file their (a) schedules of assets and liabilities, (b) schedules of current income and expenditures, (c) schedules of executory contracts and unexpired leases and (d) statements of financial affairs (collectively, the “**Schedules**”), 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. § 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,

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<sup>1</sup> The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company.

<sup>2</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Motion.

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 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 1007(c), the time in which the Debtors shall file their Schedules is extended for an additional 45 days, through March 16, 2009, without prejudice to the Debtors' right to seek further extensions upon a showing of cause therefor; 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: \_\_\_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE