

**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 AUTHORIZING THE RETENTION OF
GARDEN CITY GROUP, INC. AS NOTICE AGENT
AND CLAIMS AGENT FOR THE DEBTORS**

Upon the application (the “**Application**”)² of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (together with Star Tribune Holdings, the “**Debtors**”), for an order authorizing the Debtors to retain Garden City Group, Inc. (“**GCG**”) as their noticing agent pursuant to 28 U.S.C. § 156(c), the Protocol for Employment of Claims Agents dated May 8, 2006 (Farrell-Willoughby, Clerk of the Court) (the “**Noticing Agent Protocol**”), and Local Bankruptcy Rule 5075-1(a); and upon the Declaration of Jeffrey S. Stein, GCG’s Vice President Business Reorganizations (the “**Stein Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Stein Declaration, that GCG is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and represents no interest adverse to the Debtors’

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

² Unless otherwise defined herein, each capitalized term shall have the same meaning ascribed to such terms in the Application.

estates with respect to the matters upon which it is to be engaged; 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 Application 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 Application 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 Application 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 (collectively, the "**Notice Parties**"), and it appearing that no other or further notice need be provided; and the interim relief requested in the Application being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Application 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 Application 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, pursuant to 28 U.S.C. § 156(c), the Noticing Agent Protocol and Local Bankruptcy Rule 5075-1(a), the Application is approved on an interim basis; and it is further

ORDERED that the Debtors are hereby authorized to retain GCG as their noticing agent in the Debtors' chapter 11 cases, as contemplated by the Application and on the terms provided in the Agent Agreement; and it is further

ORDERED that GCG shall be compensated for its services and reimbursed for any related expenses in accordance with GCG's normal hourly rates and disbursement policies as set forth in the Application, the Stein Declaration, the Agent Agreement, and in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any other applicable orders of this Court; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Application, the Agent Agreement or this Order, the terms of this Order shall govern; and it is further

ORDERED that the Debtors shall serve a copy of this Order by January 17, 2009 upon the Notice Parties and any person or entity filing a request for notice; and it is further

ORDERED that objections to the Debtors' retention of GCG on a permanent basis shall be filed by 4:00 p.m. (prevailing Eastern Time) on February 2, 2009 with the Court (with a copy to chambers), together with proof of service thereof, and served, so as to be received no later than such date and time, upon (a) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Timothy E. Graulich, (b) The Garden City Group, Inc., 105 Maxess Road,

Melville, New York 11747, Attn: David A. Isaac, Chief Executive Officer, (c) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Brian Masumoto, (d) the attorneys for any official committee of unsecured creditors then appointed in these cases and (e) 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 any objections to the proposed retention must be filed with the Court in accordance with General Order M-242, as amended by General Order M-269 (available at www.nysb.uscourts.gov); and it is further

ORDERED that in the event an objection is timely served and filed in accordance with this Order, the Court will hold a hearing on February 6, 2009 at 10:00 a.m. (prevailing Eastern Time) to consider such objection, and pending entry of an order following the conclusion of said hearing, GCG shall continue as noticing agent for the Debtors on an interim basis in accordance with this Order; 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 Order, which Order shall be submitted and may be entered with no further notice or opportunity to be heard afforded to any party.

Dated: New York, New York
January 16, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE