

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

----- X  
:  
**In re:** :  
: **Chapter 11 Case No.**  
:  
**STAR TRIBUNE HOLDINGS** : **09-10244 (RDD)**  
**CORPORATION, et al.,** :  
: **(Jointly Administered)**  
:  
**Debtors.**<sup>1</sup> :  
----- X

**INTERIM ORDER AUTHORIZING DEBTORS TO CONTINUE AND RENEW  
THEIR LIABILITY, PROPERTY, CASUALTY AND OTHER INSURANCE  
PROGRAMS AND HONOR ALL OBLIGATIONS IN RESPECT THEREOF**

Upon the motion (the “**Motion**”)<sup>2</sup> of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the “**Debtors**”), pursuant to sections 105(a), 363(b)(1) and 363(c)(1) of the Bankruptcy Code, for authorization, in their sole discretion, to (a) continue their liability, property, casualty and other insurance programs (the “**Insurance Programs**”) and (b) pay all obligations in respect thereof, 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, 1984 (Ward, Acting C.J.); and consideration of the Motion and the requested relief being a core proceeding

---

<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 such term in the Motion.

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, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mark A. Broude, (c) attorneys to an ad hoc committee of the Debtors' 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 (the "**Notice Parties**"), 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 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, pursuant to sections 105(a), 363(b)(1) and 363(c)(1) of the Bankruptcy Code, the relief requested in the Motion is hereby granted; and it is further

ORDERED that the Debtors are, in their sole discretion, authorized to maintain their Insurance Programs without interruption and in accordance with the same practices and procedures as were in effect prior to the commencement of the Debtors' chapter 11 cases; and it is further

ORDERED that the Debtors are, in their sole discretion, authorized, but not required, to pay any amounts arising under the Insurance Programs, whether due and payable before or after the commencement of these chapter 11 cases; and it is further

ORDERED that the Debtors are, in their sole discretion, authorized, but not required, to renew or obtain new insurance policies or execute other agreements in connection with their Insurance Programs; and it is further

ORDERED that the Banks, including, but not limited to those on the list annexed to the Motion as Exhibit C, are authorized to honor, process and pay, to the extent of funds on deposit, any and all pre-petition checks or electronic fund transfer requests issued by the Debtors in respect of any Insurance Obligation, whether pre- or post-petition; and it is further

ORDERED that, notwithstanding anything to the contrary in any other order of this Court, the Banks (a) are authorized to accept and honor all representations from the Debtors as to which checks, drafts, wires or automated clearing house transfers ("**ACH Transfers**") should be honored or dishonored, consistent with any order of this Court and governing law, whether such checks, drafts, wires, or ACH Transfers are dated prior to, on, or subsequent to the Petition Date, and whether the Banks believe the payment is or is not authorized by an order of this Court and (b) have no duty to inquire as to whether such payments are authorized by an order of this Court; and it is further

ORDERED that the Banks shall not be liable to any party on account of (a) following the Debtors' instructions or representations as to any order of this Court, (b) the honoring of any pre-petition check or item in a good faith belief that the Court has authorized such pre-petition check or item to be honored or (c) an innocent mistake made despite implementation of reasonable item handling procedures; and it is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing the rights of the Debtors to dispute or contest the amount of or basis for any claims against the Debtors in connection with or relating to the Debtors' Insurance Programs; and it is further

ORDERED that to the extent any Insurance Program or related agreement is deemed an executory contract within the meaning of section 365 of the Bankruptcy Code, neither this Order nor any payments made in accordance with this Order shall constitute the post-petition assumption of those Insurance Programs or related agreements under section 365 of the Bankruptcy Code; and it is further

ORDERED that nothing in this Order authorizes the Debtors to prepay any of their Insurance Obligations; and it is further

ORDERED that on or before January 17, 2009, the Debtors shall serve a copy of this Order (the "**Interim Order**"), on the Notice Parties and any person or entity who has filed a 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) on February 2, 2009 (the "**Objection Deadline**"), be: (a) filed with the Court (with a copy to chambers) and (b) served upon and actually received by (i) the Office of the U.S. Trustee, 33 Whitehall

Street, 21st Floor, New York, New York 10004, Attn: Brian Masumoto, (ii) the attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Timothy E. Graulich, (iii) the attorneys for any official committee of unsecured creditors then appointed in these cases and (iv) 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 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) on February 4, 2009; and it is further

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