

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
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Chapter 11 Case No.
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STAR TRIBUNE HOLDINGS, :
CORPORATION, et al., : **09-10244 (RDD)**
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:
(Jointly Administered)
:
Debtors.¹ :
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ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION AND NOTICE MATERIALS; (III) APPROVING FORMS OF BALLOTS; (IV) ESTABLISHING SOLICITATION AND VOTING PROCEDURES; (V) ALLOWING AND ESTIMATING CERTAIN CLAIMS FOR VOTING PURPOSES; (VI) SCHEDULING A CONFIRMATION HEARING AND (VII) ESTABLISHING NOTICE AND OBJECTION PROCEDURES

Upon the motion dated June 19, 2009 (the “**Motion**”)² Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the “**Debtors**”), for entry of an order (i) approving the Disclosure Statement; (ii) approving solicitation materials and other notices; (iii) approving forms of ballots; (iv) establishing procedures for distributing Solicitation Packages, voting on the Plan and tabulating votes; (v) allowing and estimating certain claims for voting purposes; (vi) scheduling a confirmation hearing and (vii) establishing notice and objection procedures, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion, and the relief requested

¹ 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.

² Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Motion.

therein being a core proceeding pursuant to 28 U.S.C. §§ 157 and 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 requested relief being a core proceeding that 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 the Debtors having filed with the Court the Disclosure Statement and the Plan; and notice of the Motion having been served upon (i) the Core Parties (as defined in the Case Management Order), (ii) all persons and entities identified in the Schedules as holding liquidated, noncontingent and undisputed claims, in an amount greater than zero dollars, excluding scheduled claims that have been disallowed, paid in full or superseded by filed proofs of claim, (iii) all persons and entities that timely filed proofs of claim reflected in the official claims register maintained by the Solicitation Agent, to the extent such claims have not been disallowed or expunged prior to the date of such service, (iv) all of the registered holders of the Debtors' debt and equity securities and (v) all persons and entities that have appeared on the ECF docket in these cases as of the date hereof; and the Affidavits of Service of the notice of Motion having been sworn to on July 27, 2009; and the Court having reviewed the Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any, and the Affidavits of Service; and upon the Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any, and the record of the hearing on July 29, 2009 in consideration of the same (the "**Disclosure Statement Hearing**"); and the Debtors having filed an amended Disclosure Statement (Docket No. 392) containing the necessary changes identified by the Court at the hearing;

and the Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearing, as granted herein establish just cause for the relief granted herein and that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY FOUND THAT:

A. The Disclosure Statement filed in these cases as Docket No. [298] contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code;

C. The forms of the Ballots annexed hereto as **Exhibits A-1, A-2 and A-3** are substantially consistent with Official Form No. 14 and adequately address the particular needs of these chapter 11 cases and are appropriate for each class of claims entitled to vote to accept or reject the Plan;

D. The Ballots require the furnishing of sufficient information to assure that duplicate Ballots are not submitted and tabulated;

E. Ballots need not be provided to the holders of unimpaired claims and/or interests in Class 1 (Other Priority Claims), Class 2 (Other Secured Claims), and Class 6b (Interests in Star Tribune) because the Plan provides that such classes are unimpaired and, therefore, are deemed to accept the Plan;

F. Ballots need not be provided to the holders of interests in Class 6a (Interests in Star Tribune Holdings) because the Plan provides that they will not receive or retain any property under the Plan in respect of such interests and, therefore, are deemed to reject the Plan;

G. The period, set forth below, during which the Debtors may solicit acceptances of the Plan is a reasonable and adequate period of time for creditors to make an informed decision to accept or reject the Plan;

H. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code; and

I. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit C** and the procedures set forth below for providing such notice to all creditors and equity security holders of the time, date and place of the Confirmation Hearing and the contents of the Solicitation Packages comply with Rules 2002 and 3017 of the Bankruptcy Rules and constitute sufficient notice to all interested parties.

J. The Disclosure Statement Hearing Notices were served in accordance with the Case Management Order, the Motion and the Bankruptcy Rules on all of the persons and entities identified therein constitutes due and proper notice of the Disclosure Statement Hearing and the relief requested in the Motion, and it appears that no other or further notice need be provided;

NOW, THEREFORE, IT IS:

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the Disclosure Statement is APPROVED; and it is further

ORDERED that July 30, 2009 is established as the Voting Record Date for purposes of this Order and determining (a) the creditors who are entitled to vote on

the Plan and (b) in the case of non-voting classes, the creditors and interest holders that are to receive certain informational materials; and it is further

ORDERED that the Solicitation Packages shall contain a copy of (i) a cover letter describing the contents of the Solicitation Package; (ii) this Order (without the exhibits annexed hereto), (iii) the Confirmation Hearing Notice, (iv) a Ballot, together with a pre-addressed postage paid envelope, (v) the Disclosure Statement (with the Plan annexed thereto and other exhibits) and (vi) such other materials as this Court may permit or direct, including, if applicable, any letters from the Creditors' Committee recommending acceptance of the Plan; and it is further

ORDERED that the Debtors are directed to distribute or cause to be distributed Solicitation Packages to all holders of claims in Class 3 (First Lien Lender Claims), Class 4 (General Unsecured Claims) and Class 5 (Convenience Claims) (collectively, the "**Voting Classes**"), consisting of: (i) all persons and entities identified in the Debtors' schedules of liabilities filed pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007 (as modified prior to the Voting Record Date, the "**Schedules**") as holding liquidated, noncontingent and undisputed claims, in an amount greater than zero dollars, but excluding scheduled claims that have been paid in full, superseded by filed proofs of claim or disallowed or expunged prior to the Solicitation Date; *provided, however*, that the Debtors shall cause to be distributed Solicitation Packages to each First Lien Lender and each Second Lien Lender who was a holder of a First Lien Lender Claim or a Second Lien Lender Claim (as the case may be) as of the Voting Record Date, (ii) all persons and entities that timely filed proofs of claim in a Voting Class, as reflected on the official claims register maintained by The Garden City

Group, Inc. (the “**Solicitation Agent**”) that allege dollar amounts greater than zero or that are contingent or unliquidated, but, in each case, only to the extent that such claims have not been disallowed or expunged prior to the Solicitation Date, (iii) transferees and assignees of any creditors described in clauses (i) or (ii) above, but only to the extent that the relevant transfer or assignment has been properly noted on the Court’s docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Record Date and whose claims have not been disallowed or expunged prior to the Solicitation Date and (iv) any other known holders of claims against the Debtors as of the Voting Record Date; and it is further

ORDERED that if a claim has been temporarily disallowed for voting purposes pursuant to an order of the Court, the holder of such claim shall not be entitled to receive a Solicitation Package; and it is further

ORDERED that Non-Voting Notices, substantially in the forms annexed hereto as **Exhibits B-1 and B-2**, as appropriate, shall be distributed to (i) holders, as of the Voting Record Date, of Unimpaired Claims in Class 1 (Other Priority Claims), Class 2 (Other Secured Claims) and Class 6b (Interests in Star Tribune), which classes are deemed to accept the Plan, and (ii) all holders, as of the Voting Record Date, of claims or interests in Class 6a (Interests in Star Tribune Holdings), which class is deemed to reject the Plan and; and it is further

ORDERED that Confirmation Hearing Notices substantially in the form annexed hereto as **Exhibit C** (together with a copy of the Approval Order) shall be transmitted to all creditors and equity security holders; and it is further

ORDERED that, with respect to addresses from which notices of the hearing to approve the Disclosure Statement were returned as undeliverable, the Debtors are excused from distributing Solicitation Packages, Ballots, Non-Voting Notices, copies of the Disclosure Statement or Plan or any other materials or notices (including any updates, supplements, amendments or modifications thereto) to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date, and failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline (as defined below) or violation of Bankruptcy Rule 3017(d); and it is further

ORDERED that the Debtors are not required to distribute Solicitation Packages, Ballots, Non-Voting Notices, copies of the Disclosure Statement or Plan or any other materials or notices (including any updates, supplements, amendments or modifications thereto) to (i) executory contract or lease counterparties that have not filed claims or been scheduled with claims (or that have only filed or scheduled claims listed as contingent or unliquidated) or (ii) holders of claims against the Debtors that have not been classified in the Plan pursuant to section 1123(a)(1) of the Bankruptcy Code (provided that they shall be sent the Confirmation Hearing Notice); and it is further

ORDERED that, to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed and completed and the original thereof delivered to the Solicitation Agent so as to be actually received by the Solicitation Agent no later than **4:00 p.m. (prevailing Eastern Time) on September 3, 2009** (the “**Voting Deadline**”); and it is further

ORDERED that the Debtors may extend the Voting Deadline, if necessary, without further order of this Court, to a date that is no later than seven (7) business days before the Confirmation Hearing by publishing on the Debtors' Case Information Website (located at www.startribunereorg.com) an announcement of such extension and shall file the same on this Court's docket; and it is further

ORDERED that, solely for purposes of voting to accept or reject the Plan and not for purposes of allowance or distribution on account of a claim and without prejudice to the rights of the Debtors in any other context, each holder of a claim within a class of claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such claim as set forth in the Schedules (as may be amended from time to time) unless such holder has timely filed a proof of claim, in which event such holder would instead be entitled to vote the amount of such claim as set forth in such proof of claim; *provided* that:

- (a) If a claim is deemed "Allowed" pursuant to an agreement with the Debtors or an order of the Court, the Debtors propose that such claim be allowed for voting purposes in such "Allowed" amount;
- (b) If a claim for which a proof of claim has been timely filed is wholly contingent or unliquidated and (i) no objection to it has been filed by the Voting Deadline and (ii) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing it for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case prior to the Voting Deadline, the Debtors propose that such claim be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the holder of such claim shall be marked as voting at \$1.00;
- (c) If the Debtors file an objection to a claim by the Voting Deadline, the Debtors propose that such claim be disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection or pursuant to a later order of the Court hereunder;

- (d) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court by the Voting Deadline, the Debtors propose that such claim be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only;
- (e) If a claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, then, unless the Debtors have consented in writing or the holder of such claim obtains an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes, the Debtors propose that such claim be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c) subject to later order of the Court;
- (f) If a claim is partially liquidated and partially unliquidated and (i) no objection to it has been filed by the Voting Deadline and (ii) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing it for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case prior to the Voting Deadline, the Debtors propose that such claim be allowed for voting purposes only in the liquidated amount subject to later order of the Court hereunder;
- (g) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased (i) duplicate claims (whether against the same or both Debtors) or (ii) claims against both Debtors arising from the same transaction (*e.g.*, guarantee claims or claims for joint or several liability), that are classified under the Plan in the same class, shall be provided with only one Solicitation Package and one ballot and be permitted to vote only a single claim, regardless of whether the Debtors have objected to such duplicate claims, subject to later order of the Court hereunder;

and it is further

ORDERED that if any claimant seeks to challenge the allowance or disallowance of its claim for voting purposes, such claimant is directed to serve on the Debtors and file with the Court on or before the fourteenth (14th) calendar day after the later of (i) the Solicitation Date and (ii) the date of service of an objection, if any, to such

claim, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for purposes of voting to accept or reject the Plan; and it is further

ORDERED that as to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes after notice and a hearing; and it is further

ORDERED that if a creditor casts more than one Ballot voting the same claim(s) prior the Voting Deadline, the last dated Ballot received prior to the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots; and it is further

ORDERED that creditors with multiple claims within a particular class must vote all of their claims within a particular class under the Plan either to accept or reject the Plan and may not split their votes, and thus (i) no Ballot that partially rejects and partially accepts the Plan and (ii) no Ballot filed by a creditor with multiple claims within a class who votes inconsistently will be counted except as otherwise set forth herein; and it is further

ORDERED that, without further order of this Court, except as otherwise set forth herein, any Ballot that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan, shall not be counted; and it is further

ORDERED that, without further order of this Court, any Ballot actually received by the Solicitation Agent after the Voting Deadline shall not be counted unless the Debtors shall have granted in writing an extension of the Voting Deadline with respect to such Ballot, subject to any necessary Court approval; and it is further

ORDERED that, without further order of this Court, any Ballot that is illegible or contains insufficient information to permit the identification of the claimant or interest holder shall not be counted, except as otherwise set forth herein; and it is further

ORDERED that, without further order of this Court, any Ballot cast by a person or entity that does not purport to hold a claim in a Voting Class shall not be counted; and it is further

ORDERED that, without further order of this Court, any Ballot cast for a claim scheduled as unliquidated, contingent or disputed for which no proof of claim was timely filed shall not be counted; and it is further

ORDERED that, without further order of this Court, any unsigned Ballot or non-originally signed Ballot shall not be counted, except as otherwise set forth herein; and it is further

ORDERED that, without further order of this Court, except as otherwise set forth herein, any Ballot sent directly to either of the Debtors, their agents (other than the Solicitation Agent), or the Debtors' financial or legal advisors or to any party other than the Solicitation Agent shall not be counted; and it is further

ORDERED that, without further order of this Court, any Ballot cast for a claim that has been disallowed (for voting purposes or otherwise) shall not be counted; and it is further

ORDERED that, without further order of this Court, except as otherwise set forth herein, any Ballot transmitted to the Solicitation Agent by facsimile or other electronic means shall not be counted; and it is further

ORDERED that, holder of a Claim entitled to vote that has delivered a valid Ballot may withdraw such Ballot solely in accordance with Bankruptcy Rule 3018(a); and it is further

ORDERED that, subject to any contrary Order of this Court, the Debtors may reject any and all Ballots, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules, or this Order; and it is further

ORDERED that the Debtors may waive any defect in any Ballot at any time, whether before or after the Voting Deadline, subject to any necessary court approval; and it is further

ORDERED that none of the Debtors, the Solicitation Agent or any other person or entity shall be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor shall the Debtors, the Solicitation Agent or any other person or entity incur any liability for failure to provide such notification; and it is further

ORDERED that, subject to any contrary order of this Court, the Solicitation Agent may disregard any and all defective ballots with no further notice to any other person or entity; and it is further

ORDERED that the Confirmation Hearing Notice substantially in the form annexed hereto as Exhibit C is APPROVED; and it is further

ORDERED that the Confirmation Hearing will be held at 10:00 a.m. **(prevailing Eastern Time) on September 17, 2009**; *provided, however*, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtors

without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing; and it is further

ORDERED that the Debtors shall publish the Confirmation Hearing Notice on or before the date that is twenty-five (25) days before the last date to object to confirmation of the Plan in *The Star Tribune* and electronically on the Debtors' Case Information Website (located at <http://www.startribunereorg.com>) and shall file the same on this Court's docket; and it is further

ORDERED that objections to confirmation of the Plan or proposed modifications to the Plan, if any, must (i) be in writing, (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Procedure, (iii) state the name and address of the objecting party and the amount and nature of such party's claim or interest, (iv) state with particularity the basis and nature of any objection to the Plan and (v) be filed, together with proof of service, with the Court electronically in accordance with the Case Management Order and served on the parties listed in the Confirmation Hearing Notice, in each case so as to be actually received on or before **4:00 p.m. (prevailing Eastern Time) on September 3, 2009**, unless such deadline is further adjourned by the written consent of the Debtors.

ORDERED that objections to confirmation of the Plan not timely filed and served in the manner set forth above may not be considered and may be overruled; and it is further

ORDERED that the Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court; and it is further

ORDERED that the Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, Plan, Ballots, Non-Voting Notices, the Confirmation Hearing Notice and all exhibits to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package prior to their distribution; *provided, however*, that any such nonsubstantive changes are provided to the First Lien Agent and the Creditors' Committee prior to such distribution; and it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York for the filing of a memorandum of law is waived.

Dated: New York, New York
July 30, 2009

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE