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*Proposed Counsel to the Debtors
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.¹ :
----- X

**DEBTORS' MOTION FOR (i) WAIVER OF REQUIREMENT FOR FILING
LIST OF CREDITORS AND (ii) AUTHORITY TO ESTABLISH
PROCEDURES FOR NOTIFYING CREDITORS OF THE
COMMENCEMENT OF THE DEBTORS' CHAPTER 11 CASES**

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

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.

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 “**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 105(a) of the Bankruptcy Code, the Debtors seek an order in the form attached hereto as Exhibit A: (a) waiving the requirement to file a list of creditors, co-debtors and parties to executory contracts on the Petition Date as required by section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), Local Bankruptcy Rule 1007-1 and General Orders M-133, M-137, M-138 and M-192 (the “**Standing Orders**”) of the United States Bankruptcy Court for the Southern District of New York (collectively, the “**Notice Rules**”) and (b) authorizing the implementation of

certain procedures (the “**Procedures**”) for notifying creditors of the commencement of the chapter 11 cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code using a notice substantially in the form annexed hereto as Exhibit B (the “**Notice of Commencement**”). As set forth more fully below, the Procedures establish guidelines for: (i) mailing the Notice of Commencement to creditors and equity security holders and (ii) publishing the Notice of Commencement.

The List of Creditors

5. Pursuant to the Notice Rules, a chapter 11 petition must ordinarily be accompanied by a list containing the name and address of each entity included or to be included on certain of the Debtors’ schedules of assets and liabilities or executory contracts and unexpired leases. The Debtors have, however, filed a motion to retain and employ the Garden City Group, Inc. (the “**Notice and Claims Agent**”) as notice, claims processing and balloting agent in these chapter 11 cases. The request to retain the Notice and Claims Agent is made pursuant to 28 U.S.C. § 156(c), which empowers the Court to use outside facilities or services for the provision of notices and other administrative information to parties in interest so long as the costs of the services are paid for out of the assets of the estate. *See* 28 U.S.C. § 156(c). Under the Procedures, and pursuant to section 342(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a) and (f), as soon as practicable after the Petition Date, the Debtors will furnish their list of creditors to their Notice and Claims Agent so that the Notice and Claims Agent can undertake the mailing of the Notice of Commencement to the creditors on such list. Creditors will be notified

of the commencement of these cases through their receipt of the Notice of Commencement.

6. Given that the Notice and Claims Agent will receive a list of creditors and use the list to furnish the Notice of Commencement to creditors, filing a list of creditors will serve no useful purpose. Pursuant to the Standing Orders, the Debtors have conferred with the Clerk of the Court and have been instructed by the Clerk not to file a list of creditors. The Clerk has instructed the Debtors to provide the list of creditors to the Notice and Claims Agent as proposed herein. As a result of the foregoing, the Notice Rules should be waived.

**The Proposed Procedures for
Serving the Notice of Commencement**

A. Mailing Notice of Commencement to Creditors

7. Bankruptcy Rule 2002(a) provides in relevant part that “the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 20 days’ notice by mail of: the meeting of creditors under § 341 or § 1104(b) of the Code.” Furthermore, Bankruptcy Rule 2002(f) provides that notice of the order for relief shall be sent by mail to all creditors.

8. In light of the requirement to notify parties in interest of the commencement of these chapter 11 cases and the meeting of creditors, the Debtors seek authority to have their Notice and Claims Agent undertake the mailing of the Notice of Commencement to creditors.

B. Notice of Commencement by Publication

9. In addition to mailing the Notice of Commencement to the Debtors' creditors, the Debtors propose to publish, as soon as practicable after the commencement of these chapter 11 cases, the Notice of Commencement, substantially in the form of the notice annexed hereto as Exhibit B, in the following publications: *The Wall Street Journal* and the *Star Tribune*. The Debtors believe that these publications will be most likely to reach those creditors who may not have received notice by mail.

**Implementation of the Procedures is in the Best
Interests of the Debtors and their Estates and Creditors**

10. As discussed above, the Debtors will furnish a list of creditors to their Notice and Claims Agent. Shortly after the commencement of these chapter 11 cases, the Notice and Claims Agent will (a) mail the Notice of Commencement to all creditors on the Debtors' list of creditors and (b) publish the Notice of Commencement as set forth above. *See* 28 U.S.C. § 156(c). Simultaneously herewith, the Debtors have filed separate motions to authorize special procedures relating to various aspects of the Debtors' cases. These motions address the provision of notice to those parties whose interests may be affected by such procedures.

11. The proposed combination of notice by mail and publication will ensure that creditors in various locations throughout the world receive prompt notice of the commencement of these chapter 11 cases.

12. As discussed above, in addition to mailing the Notice of Commencement to those parties listed on the Debtors' list of creditors, the Debtors will publish the Notice of Commencement. The Court has authority under Bankruptcy Rule 2002(1) to "order

notice by publication if it finds that notice by mail is impracticable.” Publication of the Notice of Commencement is the most practical method by which to notify those creditors who do not receive the Notice of Commencement by mail, and other creditors and parties in interest of the commencement of these chapter 11 cases, and will ensure an efficient use of estate resources.

13. Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” The Debtors submit that implementation of the Procedures is appropriate in these chapter 11 cases to provide adequate notice and is within the Court’s equitable powers under section 105 of the Bankruptcy Code.

14. Courts have routinely granted the relief requested herein relating to the mailing of the Notice of Commencement by the notice and claims agent. *See, e.g., In re Frontier Airlines Holdings, Inc.*, Case No. 08-11298 (RDD) (Bankr. S.D.N.Y. Apr. 11, 2008); *In re PLVTZ, Inc.*, Case No. 07-13532 (REG) (Bankr. S.D.N.Y. Nov. 9, 2007); *In re Dana Corp.*, Case No. 06-10354 (BRL) (Bankr. S.D.N.Y. Mar. 6, 2006); *In re Delta Air Lines, Inc.*, Case No. 05-17923 (PCB) (Bankr. S.D.N.Y. Sep. 16, 2005); *In re Tower Auto.*, Case No. 05-10578 (ALG) (Bankr. S.D.N.Y. Feb. 3, 2005); *In re Loral Space & Commc’ns Ltd*, Case No. 03-41710 (RDD) (Bankr. S.D.N.Y. Jul. 15, 2003); *In re Acterna Corp.*, Case No. 03-12837 (BRL) (Bankr. S.D.N.Y. May 6, 2003); *In re WorldCom, Inc.*, Case No. 02-13533 (ALG) (Bankr. S.D.N.Y. Jul. 21, 2002); *In re Enron Corp.*, Case No. 01-16034 (Bankr. S.D.N.Y. Dec. 3, 2001).

15. Finally, the proposed Procedures are beneficial to the Debtors' estates and to the Debtors' creditors because they provide actual notice to all of the Debtors' creditors in an efficient and cost effective manner.

Notice

16. 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, (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

17. 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
Timothy E. Graulich
Lynn I. Poss

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450 Lexington Avenue
New York, New York 10017
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*Proposed Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re: :
: **Chapter 11 Case No.**
:
STAR TRIBUNE HOLDINGS : **09-10244 (___)**
CORPORATION, et al., :
: **(Jointly Administered)**
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Debtors.¹ :
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**ORDER GRANTING (i) WAIVER OF REQUIREMENT FOR FILING
LIST OF CREDITORS AND (ii) AUTHORITY TO ESTABLISH
PROCEDURES FOR NOTIFYING CREDITORS OF THE
COMMENCEMENT OF THE DEBTORS' CHAPTER 11 CASES**

Upon the motion (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**”) for waiver of the requirement for filing a list of creditors and for authority to establish procedures for notifying creditors of the commencement of these chapter 11 cases pursuant to sections 105(a), 342(a) and 521(a)(1) of the Bankruptcy Code, Bankruptcy Rules 1007(a), 2002(a), (f), and (l) of the Bankruptcy Rules, Local Bankruptcy Rule 1007-1 and General Orders M-133, M-137, M-138 and M-192 (the “**Standing Orders**”) 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

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.

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 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, (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 the requirement under section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), Local Bankruptcy Rule 1007-1 and the Standing Orders to

file with the petitions a list containing the name and address of certain creditors, counterparties to executory contracts and unexpired leases and co-debtors is waived; and it is further

ORDERED that Debtors, as soon as practicable after the commencement of these chapter 11 cases, will furnish the list of creditors to the Garden City Group, Inc. (the “**Notice and Claims Agent**”), upon the Court’s authorization to engage the Notice and Claims Agent; and it is further

ORDERED that Debtors, with the assistance of their Notice and Claims Agent, are directed to mail notice of the commencement of these chapter 11 cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the “**Notice of Commencement**”) to all creditors on the Debtors’ list of creditors; and it is further

ORDERED that the form of Notice of Commencement, substantially in the form of notice annexed to the Motion as Exhibit B, is approved; and it is further

ORDERED that Debtors shall cause publication of the Notice of Commencement, substantially in the form of notice annexed to the Motion as Exhibit B, shortly after the commencement of these chapter 11 cases in various publications, as listed in the Motion. Such form and manner of publication notice is hereby approved and authorized pursuant to Bankruptcy Rule 2002(1); and it is further

ORDERED that all forms of notice provided by the Motion are reasonably calculated to inform interested parties of these chapter 11 cases; and it is further

ORDERED that this Court retains jurisdiction regarding all matters arising from or related to the implementation of this Order; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

**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. :
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**NOTICE OF (i) COMMENCEMENT OF
CHAPTER 11 CASES; (ii) MEETING OF CREDITORS
PURSUANT TO SECTION 341 OF THE BANKRUPTCY
CODE; AND (iii) APPLICABILITY OF THE AUTOMATIC STAY**

TO ALL INTERESTED PARTIES:

COMMENCEMENT OF CASES: On January 15, 2009, Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”). The Debtors’ chapter 11 cases are being jointly administered under Case No. 09-10244 (). Each Debtor, its address, case number and federal tax identification number are listed below.

AUTOMATIC STAY: A creditor is anyone to whom the Debtors owe money or property or who has a claim against property of the Debtors’ estates. Under the Bankruptcy Code, the Debtors are granted certain protection against creditors. UNDER SECTION 362(a) OF THE BANKRUPTCY CODE, ENTITLED “AUTOMATIC

STAY,” THE FILING OF A BANKRUPTCY PETITION OPERATES AS A STAY THAT PROTECTS THE DEBTORS AND PROPERTY OF THE DEBTORS’ ESTATES. COMMON EXAMPLES OF PROHIBITED ACTIONS BY CREDITORS ARE CONTACTING THE DEBTORS TO DEMAND REPAYMENT, TAKING ACTION AGAINST THE DEBTORS TO COLLECT MONEY OWED TO CREDITORS OR TO TAKE PROPERTY OF THE DEBTORS, AND STARTING OR CONTINUING COLLECTION ACTIONS, FORECLOSURE ACTIONS OR REPOSSESSIONS. IF A CREDITOR VIOLATES THE AUTOMATIC STAY, THE COURT MAY HOLD THE CREDITOR IN CONTEMPT OF COURT AND MIGHT ASSESS COSTS, DAMAGES, AND OTHER EXPENSES. A creditor considering taking action against the Debtors or property of the Debtors’ estates should review section 362 of the Bankruptcy Code and may wish to seek legal advice.

MEETING OF CREDITORS: A representative of the Debtors, as specified in rule 9001(5) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), is required to appear at the section 341 meeting of creditors, which, unless adjourned, is scheduled to take place on the date and at the place set forth below to be examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, creditors may examine the Debtors and transact other business as may properly come before the meeting. The meeting may be continued or adjourned from time to time by notice delivered at the meeting or by notice posted on the Debtors’ case information website (www.startribunereorg.com), without other or further written notice to creditors. Please check the website for updates.

MEETING OF CREDITORS

Date: _____, 2009

Location:

Time: __: __ .m.

PROOFS OF CLAIM: Schedules of claims will be filed pursuant to Bankruptcy Rule 1007. Any creditor holding a scheduled claim not listed as disputed, contingent, or unliquidated as to amount may, but is not required to, file a proof of claim in these cases. Creditors whose claims are not scheduled or whose claims are listed as disputed, contingent, or unliquidated as to amount and who desire to participate in these cases or share in any distribution must timely file their proofs of claim. A creditor who desires to rely on the schedules of creditors has the responsibility for determining that its claim is listed accurately. A proof of claim form and the deadline notice will be sent to you at a later date. A deadline for the last day for filing proofs of claim has not yet been established.

PURPOSE OF CHAPTER 11 FILING: Chapter 11 of the Bankruptcy Code enables a debtor to reorganize pursuant to a plan. A plan is not effective unless confirmed by the Court after a confirmation hearing. Creditors will be given notice concerning any plan, or if these cases are dismissed or converted to another chapter of the Bankruptcy Code. The Debtors will remain in possession of their properties and will continue to operate their business unless a trustee is appointed.

INFORMATIONAL WEBSITE: Throughout these cases, the Debtors' Notice and Claims Agent shall maintain a website of these chapter 11 cases at

www.startribunereorg.com. This privately maintained case information website shall contain certain limited information and documents relating to these chapter 11 cases.

CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES: On the Petition Date, the Court was asked to enter an Order Approving Notice, Case Management and Administrative Procedures (the “**Case Management Order**”). The Case Management Order describes the notice and other procedures that apply in these chapter 11 cases. All parties who desire to participate in these chapter 11 cases must follow the procedures set forth in the Case Management Order, which may be obtained by visiting the Debtors’ case information website at www.startribunereorg.com. Parties can also obtain a copy of the Case Management Order and all other documents filed electronically in this case, including orders entered by the Court, by: (i) accessing the Court’s website at www.nysb.uscourts.gov through an account obtained from Pacer Service Center at 1-800-676-6856 or 210-301-6440 or <http://pacer.psc.uscourts.gov>; (ii) contacting the Clerk of the Court by telephone at 212-668-2870 or by mail at One Bowling Green, New York, NY 10004-1408; or (iii) contacting the Debtors’ noticing agent, the Garden City Group, Inc., by telephone at 631-470-5000 or by mail at the Garden City Group, Inc., Attn: The Star Tribune Company, P.O. Box 9000 #6519, Merrick, New York 11566-9000.

Debtors

Debtor	Address	Case No.	EID No.
Star Tribune Holdings Corporation	425 Portland Avenue Minneapolis, MN 55488	09-10244	02-0801375
The Star Tribune Company	425 Portland Avenue Minneapolis, MN 55488	09-10245	41-0415870

New York, New York
Dated: _____, 2009

By: _____
Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss

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