

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

Upon the unopposed 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

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.

adverse to the Debtors' 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 the Court having entered the Interim Order on January 16, 2009; 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, (g) Avista Capital Partners and (h) attorneys to the statutory committee of unsecured creditors (the "**Creditors' Committee**") (collectively, the "**Notice Parties**"), and it appearing that no other or further notice need be provided; and the 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 final 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 a final 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 a copy of this Order and the Application shall be served by hand delivery or deposit with an overnight delivery service within three business days after entry hereof upon the Notice Parties.

Dated: New York, New York
February 6, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE