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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	
	Chapter 11 Case No.
STAR TRIBUNE HOLDINGS CORPORATION, et al.,	**09-10244 (RDD)**
	(Jointly Administered)
Debtors.[1]	

NOTICE OF MOTION FOR AUTHORITY TO FILE UNDER SEAL CERTAIN PORTIONS OF STAR TRIBUNE COMPANY'S MEMORANDUM OF LAW IN SUPPORT OF ITS MOTION TO REJECT ITS COLLECTIVE BARGAINING AGREEMENT WITH GCC/IBT LOCAL 1-M AND PORTIONS OF CERTAIN SUPPORTING DECLARATIONS AND EXHIBITS

The Debtors respectfully represent:

Background

1. Commencing January 15, 2009 (the "Commencement Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to

[1] The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company (the "Star Tribune"). The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

3. The Star Tribune—publisher of the *Star Tribune* newspaper and StarTribune.com—is the largest news provider in Minnesota. The *Star Tribune* is the leading daily and Sunday newspaper in the Minneapolis-St. Paul metropolitan area—an area with a population of 3.2 million.

Jurisdiction

4. This 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). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

5. On the date hereof, the Debtors are filing a Motion to Reject its Collective Bargaining Agreement with GCC/IBT Local 1-M (the "1113 Motion"). In support of the 1113 Motion, the Debtors are filing a Memorandum of Law in Support of The Star Tribune Company's Motion to Reject Its Collective Bargaining Agreement with GCC/IBT Local 1-M Pursuant to 11 U.S.C. § 1113 (the "1113 Brief") and the declarations of Randy Lebedoff, Star Tribune's General Counsel; Stephen J. Walstead, Star Tribune's Human

Resources and Labor Relations Manager; David W. Montgomery, Star Tribune's Chief Financial Officer; Kevin Desmond, Star Tribune's Senior Vice President of Operations; Adrienne Sirany, Star Tribune's Compensation, Benefits, and HRIS Director; and Paul P. Huffard, Senior Managing Director of Blackstone Advisory Services. By this motion (the "Motion to File Under Seal"), the Debtors request entry of an order authorizing the Debtors to file certain portions of the 1113 Brief and of certain declarations and exhibits thereto under seal.

6. The Debtors carefully drafted the 1113 Brief and supporting declarations and exhibits so as to minimize the amount of information that would need to be filed under seal. Certain portions of the 1113 Brief and its declarations and exhibits, however, contain sensitive and confidential information that should not be publicly disclosed, including projections and discussions of future performance. Accordingly, the Debtors seek authority from the Court to file this material under seal.

Cause Exists to Permit Certain Material to Be Filed Under Seal

7. Section 107(b) of the Bankruptcy Code provides Bankruptcy Courts with the power to issue orders that will protect entities from potential harm:

> On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may
>
> (1) protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . .
>
> 11 U.S.C. § 107(b).

8. Federal Rule of Bankruptcy Procedure 9018 defines the

procedure by which a party may move for relief under section 107(b):

> On motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information . . . .

Fed. R. Bankr. P. 9018.

9. Based upon these provisions, courts have entered orders limiting access to judicial documents when open inspection may be used as a vehicle for an improper purpose. In re Orion Pictures Corp., 21 F.3d 24, 27 (2d Cir. 1994) (citing Nixon v. Warner Comm'n, Inc., 435 U.S. 589, 597 (1978)). Although outside the bankruptcy context a judge "must carefully and skeptically review sealing requests to insure that there really is an extraordinary circumstance or compelling need[, i]n the bankruptcy area . . . Congress has established a special rule for trade secrets and confidential information . . . . requir[ing the court] to protect a requesting interested party . . . ." Id. at 27.

10. "Commercial information" need not rise to the level of confidentiality of a trade secret to be protected under Section 107(b). Id. at 28. Rather, "commercial information" refers to information that would enable competitors of the debtor to gain an unfair advantage against it. Id. If a bankruptcy court determines that the documents in question fall within the parameters of section 107(b), "the court is required to protect a requesting interested party and has no discretion to deny the application." Orion, 21 F.3d at 27 (emphasis in original).

11. As stated above, certain portions of the 1113 Brief and its supporting declarations and exhibits contain significant confidential and

sensitive competitive information, the general disclosure of which would be detrimental and prejudicial to the Debtors and their respective operations (the "Confidential Material"). Accordingly, the Debtors submit that the Confidential Material contains "commercial information" within the meaning of section 107(b) and therefore request that the Court protect them from having to make the Confidential Material publicly available. The Confidential Material consists of the following:

- Certain paragraphs or portions of paragraphs of Debtors' 1113 Brief containing financial projections or other statements about future performance.
- Certain paragraphs or portions of paragraphs of the Declaration of Paul P. Huffard containing financial projections or other statements about future performance.
- The following Exhibits to the Declaration of Paul P. Huffard:
    - Exhibit A: Star Tribune December 2008 Union Discussion Materials
    - Exhibit B: Cash Collateral Budget without 1113 Savings
    - Exhibit C: Cash Collateral Budget with 1113 Savings
    - Exhibit D: Cash Collateral Budget with Interest Payments
    - Exhibit F: 5-year Long-Term Business Plan Delivered to Unions
- Certain paragraphs or portions of paragraphs of the Declaration of David W. Montgomery containing financial projections or other statements about future performance.
- The following Exhibits to the Declaration of Randy Lebedoff:
    - Exhibit LL: Long-Term Business Plan December 2008
    - Exhibit U: Star Tribune December 2008 Union Discussion Materials

12. Pursuant to General Order # M-242 (Revised Electronic Filing Procedures) of the United States Bankruptcy Court for the Southern District of

New York, dated January 19, 2001, Exhibit 1 ¶ III, the Debtors have not filed the Confidential Material with this Motion to File Under Seal.

13. The Debtors will serve an unredacted copy of the Confidential Material by hand delivery and/or email on (i) the U.S. Trustee, (ii) the attorneys for the Debtors' prepetition and postpetition lenders, (iii) the attorneys for the Creditors' Committee, and (iv) the attorneys for GCC/IBT Local 1-M and, pending the Court's action on this Motion to File Under Seal, a redacted copy of the Confidential Material will be filed with the Court and served on all parties entitled to service of the 1113 Motion in accordance with this Court's Order dated January 16, 2009, establishing notice procedures in these chapter 11 cases ("Case Management Order").

Waiver of Memorandum of Law

14. This Motion to File Under Seal includes citations to the applicable authorities and does not raise any novel issues of law. Accordingly, the Debtors respectfully request that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

Notice

15. Pursuant to Bankruptcy Rules 9006(c) and 9018, the relief requested in this Motion to File Under Seal is being sought without notice. Pursuant to Bankruptcy Rule 9018, a motion to protect confidential information may be made "with or without notice." Fed. R. Bankr. P. 9018. The Debtors submit that service of the 1113 Motion and supporting memorandum,

declarations, and exhibits as set forth herein will be good and sufficient notice. The Debtors respectfully submit that no other or further notice need be provided.

No Prior Request for Relief

16. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

New York, New York
Dated: February 19, 2009

By:
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	
	Chapter 11 Case No.
STAR TRIBUNE HOLDINGS CORPORATION, et al.,	**09-10244 (RDD)**
	(Jointly Administered)
Debtors.[1]	

ORDER AUTHORIZING DEBTORS TO FILE UNDER SEAL CERTAIN PORTIONS OF STAR TRIBUNE COMPANY'S MEMORANDUM OF LAW IN SUPPORT OF ITS MOTION TO REJECT ITS COLLECTIVE BARGAINING AGREEMENT WITH GCC/IBT LOCAL 1-M AND PORTIONS OF CERTAIN SUPPORTING DECLARATIONS AND EXHIBITS

Upon Debtors' motion dated February 18, 2009 (the "Motion to File Under Seal") for authority to file under seal certain portions of Debtors' Memorandum of Law in Support of Star Tribune Company's Motion to Reject its Collective Bargaining Agreement with GCC/IBT Local 1-M (the "1113 Brief") and certain portions of the 1113 Brief's supporting declarations and exhibits (all

[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.

together, the "Confidential Material"); and the Court having jurisdiction to consider the Motion to File Under Seal and the relief requested therein in accordance with 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 19, 1984 (Ward, Acting C.J.); and consideration of the Motion to File Under Seal and the relief requested therein being a core proceeding 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 to File Under Seal having been provided, and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion to File Under Seal is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion to File Under Seal establish just cause for the relief granted therein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion to File Under Seal is granted; and it is further

ORDERED that, pursuant to section 107(b) of title 11 of the United States Code and Rule 9018 of the Federal Rules of Bankruptcy Procedure, the Debtors are authorized to file an unredacted version of the 1113 Brief and its supporting declarations and exhibits under seal for *in camera* review; and it is further

ORDERED that, pursuant to section 107(b) of the Bankruptcy Code, the Clerk of the Court is directed to file the unredacted version of the 1113 Brief, declarations, and exhibits in an envelope, clearly indicating that the unredacted

version has been filed under seal by order of the United States Bankruptcy Court for the Southern District of New York and may not be unsealed until and unless permitted by further order of the Court; and it is further

ORDERED that the Debtors, to the extent not already done, shall serve this Order and the unredacted version of the 1113 Brief, declarations, and exhibits by hand delivery and/or email on (A) the Office of the United States Trustee for the Southern District of New York, (B) the attorneys for the Debtors' prepetition and postpetition lenders, (C) the attorneys for the official committee of creditors holding unsecured claims appointed in these chapter 11 cases, and (D) the attorneys for GCC/IBT Local 1-M (collectively, the "Unredacted Service Parties"); and it is further

ORDERED that the Unredacted Service Parties shall not disclose or share the unredacted version of the 1113 Brief, declarations, and exhibits, or any of the sensitive information contained therein, with any other person or entity and shall keep the unredacted documents and the sensitive contents thereof confidential; and it is further

ORDERED that a redacted copy of the 1113 Brief, declarations, and exhibits shall be filed with the Court; and it is further

ORDERED that service of the redacted copy of the 1113 Brief, declarations, and exhibits shall be made by email or overnight courier on all entities entitled to receive notice pursuant to this Court's Order, dated January 16, 2009, establishing notice procedures in these chapter 11 cases; and it is further

ORDERED that the requirement pursuant to Rule 9013-1(b) of the Local

Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Motion to File Under Seal is hereby waived; an it is further

ORDERED that the Court retains jurisdiction to enforce this Order and the confidentiality of the unredacted version of the 1113 Brief, declarations, and exhibits and the sensitive information contained therein, including the authority to impose sanctions on any person or entity that violates this Order.

New York, New York
Dated: February ___, 2009

_____
UNITED STATES BANKRUPTCY JUDGE