

Objection Deadline: July 20, 2009 at 4:00 p.m. (prevailing Eastern Time)
Hearing Date: July 29, 2009 at 10:00 a.m. (prevailing Eastern Time)

DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-6001
Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss

*Counsel to the Debtors
and Debtors in Possession*

**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)**
:
:
: **(Jointly Administered)**
Debtors.¹ :
:

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**DEBTORS' MOTION FOR ENTRY OF ORDER (I) APPROVING THE
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**

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

1. On January 15, 2009 (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. These chapter 11 cases are being jointly administered 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 [Docket No. 14], which is incorporated herein by reference.

JURISDICTION

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)(2) 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. By this Motion and pursuant to sections 105, 502, 1125, 1126 and 1128 of the Bankruptcy Code and Rules 2002, 3017, 3018 and 3020 of the Bankruptcy Rules the Debtors seek entry of an order (the “**Approval Order**”) (i) approving the disclosure statement (as the same may be updated, supplemented, amended and/or otherwise modified from time to time, the “**Disclosure Statement**”)² filed contemporaneously with and relating to the Debtors’ proposed joint plan of reorganization (as the same may be

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement.

updated, supplemented, amended and/or otherwise modified from time to time, the “Plan”);² (ii) approving solicitation materials and other notices; (iii) approving the forms of ballots; (iv) establishing procedures for distributing Solicitation Packages (as defined below), voting on the Plan and tabulating votes; (v) allowing and estimating certain claims for voting purposes only; (vi) scheduling a confirmation hearing; and (vii) establishing notice and objection procedures.

ARGUMENT

I. THE DISCLOSURE STATEMENT CONTAINS ADEQUATE INFORMATION AND SHOULD BE APPROVED

5. Pursuant to section 1125(b) of the Bankruptcy Code, a plan proponent must provide holders of impaired claims and interests entitled to vote with “adequate information” regarding the proposed plan of reorganization. In that regard, section 1125(a)(1) of the Bankruptcy Code provides:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records . . . that would enable . . . a hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1). Thus, a debtor’s disclosure statement must, as a whole, provide information that is adequate to permit an “informed judgment” by impaired creditors entitled to vote on the proposed plan. *See Abel v. Shugrue, Jr. (In re Ionosphere Clubs, Inc.)*, 179 B.R. 24, 29 (S.D.N.Y. 1995); *C.J. Kirk v. Texaco, Inc.*, 82 B.R. 678, 681 (S.D.N.Y. 1988); *Century Glove, Inc. v. First Am. Bank of New York*, 820 F.2d 94, 100

² In addition to being accessed on this Court’s docket, copies of the Plan and Disclosure Statement are available at no charge via the internet at www.startribunereorg.com. The Plan provides for the consolidation of the estates of the Debtors for purposes of voting, confirmation and distributions.

(3rd Cir. 1988); *see also In re Dakota Rail, Inc.*, 104 B.R. 138, 142 (Bankr. D. Minn. 1989); *In re Copy Crafters Quickprint Inc.*, 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (adequacy of a disclosure statement “is to be determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties”). A disclosure statement “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.” *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).

6. In examining the adequacy of the information contained in a disclosure statement, the bankruptcy court has broad discretion. *See Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988); *see also In re Oxford Homes*, 204 B.R. 264 (Bankr. D. Me. 1997) (noting that Congress intentionally drew vague contours of what constitutes adequate information so that bankruptcy courts can exercise discretion to tailor them to each case’s particular circumstances); *Dakota Rail*, 104 B.R. at 143 (a bankruptcy court has “wide discretion to determine . . . whether a disclosure statement contains adequate information without burdensome, unnecessary and cumbersome detail”). This grant of discretion was intended to facilitate effective reorganizations of debtors in a broad range of businesses and in the various circumstances that accompany chapter 11 cases. *See* H.R. Rep. No. 595, 95th Cong., 1st Sess. 408-09 (1977). As Congress observed, “[i]n reorganization cases, there is frequently great uncertainty. Therefore, the need for flexibility is greatest.” *Id.* at 409.

7. Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. *See In re Worldcom, Inc.*, 2003 U.S. Dist. LEXIS 11160, at *30 (S.D.N.Y. June 30, 2003) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”) (citing *Abel v. Shugrue, Jr.*, 179 B.R. at 29).

8. In that regard, courts generally examine whether disclosure statements contain information such as:

- (a) the circumstances that gave rise to the filing of the bankruptcy petition;
- (b) the available assets and their value;
- (c) the anticipated future of the debtor;
- (d) the sources of the information provided in the disclosure statement;
- (e) the condition and performance of the debtor while in chapter 11;
- (f) the claims against the estate;
- (g) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- (h) the accounting and valuation methods used to produce the financial information in the disclosure statement;
- (i) the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- (j) a summary of the plan of reorganization;
- (k) financial information that would be relevant to creditors’ determinations of whether to accept or reject the plan;
- (l) the risks being taken by the creditors and interest holders;

- (m) the tax consequences of the plan; and
- (n) the relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988) (using a similar list); *Oxford*, 104 B.R. at 269 (using a similar list); *Ferretti*, 128 B.R. at 18-19 (also using a similar list) . Such lists are not meant to be exhaustive, nor must a debtor include all of the information approved as sufficient in any prior case. Rather, courts are instructed to decide what information is appropriate in each case. *See Phoenix Petroleum*, 278 B.R. at 393 (making use of a similar list, but cautioning that “no one list of categories will apply in every case”); *Dakota Rail*, 104 B.R. at 142 (utilizing a similar list of information described as “nonexclusive and nonexhaustive”).

9. The Debtors respectfully submit that the Disclosure Statement (including any updates, supplements, amendments and/or other modifications contemplated thereby or by the Plan) addresses each of the salient types of information identified above and will provide holders of impaired claims entitled to vote to accept or reject the Plan with adequate information to allow each such holder to make an informed judgment about the Plan.

10. Accordingly, the Debtors submit that the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and thus should be approved.

II. SOLICITATION AND NOTICE MATERIALS

A. SOLICITATION PACKAGES

11. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests entitled to vote for the purpose of soliciting their

votes and providing adequate notice of the hearing on confirmation of a plan of reorganization. Specifically, Bankruptcy Rule 3017(d) provides, in relevant part, that:

Upon approval of a disclosure statement—except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders—the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d).

12. The Debtors propose that the solicitation packages distributed in these chapter 11 cases (the “**Solicitation Packages**”) should include:

- (a) a cover letter describing the contents of the Solicitation Package;
- (b) the Approval Order (without exhibits);
- (c) the Confirmation Hearing Notice (as defined below);
- (d) a Ballot (as defined below) and pre-addressed postage paid envelope;
- (e) the Disclosure Statement (with the Plan annexed thereto and other exhibits);

- (f) a letter from the statutory committee of unsecured creditors (the “**Creditors’ Committee**”) regarding acceptance of the Plan, to the extent such letter is provided to the Debtors by the Creditors’ Committee sufficiently in advance of production of the Solicitation Packages to allow inclusion; and
- (g) such other materials as the Court may direct.

13. The Debtors expect that they will be able to commence distribution of the Solicitation Packages no later than the date (the “**Solicitation Date**”) that is three business days after entry of the Approval Order.

B. NOTICES OF NON-VOTING STATUS

14. Claims in Class 1 (Other Priority Claims), Class 2 (Other Secured Claims) and Class 6b (Interests in Star Tribune) are designated under the Plan as unimpaired (the “**Unimpaired Claims**”) and, therefore, are conclusively presumed to accept the Plan. *See* 11 U.S.C. § 1126(f). Class 6a (Interests in Star Tribune Holdings) is not receiving distributions under the Plan and, thus, is conclusively presumed to reject the Plan. *See* 11 U.S.C. § 1126(g); *see also In re Zenith Elec. Corp.*, 241 B.R. 92, 99 (Bankr. D. Del. 1999) (a class that would receive nothing under the debtor’s proposed plan did not have the right to vote as it was conclusively presumed to have rejected the plan pursuant to section 1126(g) of the Bankruptcy Code).

15. Debtors request a determination by the Court that they are not required to distribute Solicitation Packages, Ballots, copies of the Disclosure Statement or Plan or any other notices to holders of Claims in Class 1 (Other Priority Claims), Class 2 (Other Secured Claims), Class 6a (Interests in Star Tribune Holdings) and Class 6b (Interests in Star Tribune). The Debtors submit that the distribution to such holders of just the Non-Voting Notices (as defined below) would satisfy the requirements of the Bankruptcy Code and Bankruptcy Rules. Similar relief has been granted in other chapter 11 cases.

See, e.g., In re Solutia Inc., Case No. 03-17949 (PCB) (Bankr. S.D.N.Y. Oct. 19, 2008); *In re Delta Air Lines, Inc., et al.*, Case No. 05-17923 (ASH) (Bankr. S.D.N.Y. Feb. 7, 2007); *In re Silicon Graphics Inc.*, Case No. 06-10977 (BRL) (Bankr. S.D.N.Y. Jul. 27, 2006); *In re Loral Space & Communications Ltd.*, Case No. 03-41710 (RDD) (Bankr. S.D.N.Y. Jun. 3, 2005); *In re Cornerstone Propane L.P.*, Case No. 04-13856 14 (RDD) (Bankr. S.D.N.Y. Aug. 10, 2004); *In re Allegiance Telecom, Inc.*, Case No. 03-13057 (RDD) (Bankr. S.D.N.Y. Apr. 22, 2004).

i. Unimpaired Class Non-Voting Notice

16. Bankruptcy Rule 3017(d) provides, in relevant part, as follows:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent's expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

Fed. R. Bankr. P. 3017(d).

17. Accordingly, the Debtors propose to send to holders of Unimpaired Claims a notice of non-voting status, substantially in the form annexed to the Approval Order as **Exhibit B-1** (the "**Unimpaired Class Non-Voting Notice**"), which informs such holders that their claims will be unimpaired and how to obtain a copy of the Plan and Disclosure Statement at no charge.

ii. Impaired Class Non-Voting Notice

18. As noted above, Class 6a (Interests in Star Tribune Holdings) will not receive any distribution under the Plan and, therefore, is conclusively presumed to reject

the Plan pursuant to section 1126(g) of the Bankruptcy Code. Accordingly, the Debtors propose to mail to known holders of interests in such class a notice of non-voting status, substantially in the form annexed to the Approval Order as **Exhibit B-2 (“Impaired Class Non-Voting Notice”** and, together with the Unimpaired Class Non-Voting Notice, the **“Non-Voting Notices”**). The Impaired Class Non-Voting Notice explains to such holders that their claim will be impaired and provides instructions for obtaining a copy of the Plan and Disclosure Statement at no charge.

III. APPROVING FORMS OF BALLOTS

19. Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). As part of the Solicitation Packages described in paragraph 12 above, the Debtors propose to distribute to creditors entitled to vote, as described below, one or more ballots (the **“Ballots”**) substantially in the forms annexed to the Approval Order as **Exhibits A-1, A-2 and A-3**: (i) Class 3 (First Lien Lender Claims) Ballot; (ii) Class 4 (General Unsecured Claims) Ballot; and (iii) Class 5 (Convenience Class Claims) Ballot. The appropriate Ballots will be distributed to holders of claims in Class 3 (First Lien Lender Claims), Class 4 (General Unsecured Claims) and Class 5 (Convenience Class Claims) (collectively, the **“Voting Classes”**).

20. The Ballots are based upon Official Form No. 14, but have been modified based on circumstances particular to these chapter 11 cases. For instance, each Ballot advises creditors in bold and capitalized print that creditors who vote to accept or reject the Plan and do not elect to opt out of the release provisions contained in Section 12.7 of the Plan shall be deemed to have conclusively, absolutely, unconditionally, irrevocably

and forever, released and discharged the Released Parties (as defined in the Plan) from any and all Causes of Action (as defined in the Plan).

21. Further, the Class 4 (General Unsecured Claims) Ballot contains an election provision whereby a holder of a General Unsecured Claim in an Allowed amount (as defined in the Plan) greater than \$150,000 may elect to have such Claim treated as a Class 5 Convenience Class Claim in the Allowed amount of \$150,000 (and waive any amount of such Claim in excess of \$150,000); *provided, however*, that a General Unsecured Claim originally Allowed in an amount in excess of \$150,000 may not be subdivided into multiple Claims of \$150,000 or less for purposes of receiving treatment as a Convenience Claim.

IV. ESTABLISHING PROCEDURES FOR DISTRIBUTING SOLICITATION AND NOTICE MATERIALS, VOTING ON THE PLAN AND TABULATING VOTES, INCLUDING ALLOWING AND ESTIMATING CERTAIN CLAIMS FOR VOTING PURPOSES

A. DISTRIBUTING SOLICITATION PACKAGES

22. With respect to holders of claims in the Voting Classes, the Debtors propose to distribute or cause to be distributed Solicitation Packages to: (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 claims³ in an amount greater than zero dollars, excluding scheduled claims that have been

³ Bankruptcy Rule 3003(c)(2) provides in relevant part that "any creditor . . . whose claim or interest is not scheduled or scheduled as disputed, contingent, or unliquidated . . . who fails to [timely file a proof of claim] shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution." Fed. R. Bankr. P. 3003(c)(2). Therefore, the Debtors propose that such claimants or interest holders not be mailed Solicitation Packages.

paid in full, superseded by filed proofs of claim or disallowed or expunged prior to the Solicitation 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 the 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 is 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. 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.

B. DISTRIBUTING OTHER NOTICE MATERIALS

23. The Debtors anticipate that some notices of the instant Motion (the “**Disclosure Statement Hearing Notices**”) may be returned by the United States Postal Service as undeliverable. The Debtors believe that it would be wasteful 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 addresses to which undeliverable Disclosure Statement Hearing Notices were distributed. Therefore, the Debtors seek to be excused, without any further order of the Court, from distributing Solicitation Packages, Non-

Voting Notices or any other materials to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the date on which the Debtors commence distribution of the relevant materials.

24. The Debtors also request a determination by the Court that they 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.

25. The Debtors submit that they have shown good cause for implementing the proposed notice procedures and that such notice would satisfy the requirements of Bankruptcy Rule 3017(d) and all other applicable requirements.

C. ESTABLISHING A VOTING RECORD DATE

26. Bankruptcy Rule 3017(d) provides that, for purposes of soliciting votes in connection with the confirmation of a plan of reorganization, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered *or another date fixed by the court*, for cause, after notice and a hearing.”

Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes.

27. In accordance with these rules, the record date for non-securities claims is often the date an order approving the disclosure statement is entered. *See, e.g., In re Musicland Holding Corp.*, Case No. 06-10064 (Bankr. S.D.N.Y. Mar. 13, 2007). The Debtors are private companies with no publicly traded securities and, accordingly, the Debtors request that the Court establish **July 29, 2009** as the record date (the “**Voting Record Date**”)⁴ for purposes of determining which creditors are entitled to vote on the Plan and which non-voting creditors and interest holders are entitled to receive certain informational materials.

D. ESTABLISHING VOTING DEADLINE FOR RECEIPT OF BALLOTS

28. Bankruptcy Rule 3017(c) provides that, in connection with or before approval of a disclosure statement, a court shall fix a time within which the holders of claims or equity security interests may accept or reject the relevant plan of reorganization. The Debtors anticipate commencing the solicitation period within approximately three (3) business days after entry of the Approval Order. Based on such schedule, the Debtors propose that in order 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**”), which date is more than thirty (30) days after the Solicitation Date.

29. Although the Debtors submit that such solicitation period is a sufficient period within which creditors can make an informed decision to accept or reject the Plan,

⁴ The establishment of a Record Date herein is for voting purposes *only* and shall have no effect with respect to who is entitled to receive distributions under the Plan.

they also request authority to extend the Voting Deadline, if necessary, without further order of the Court, to a date that is no later than seven (7) business days before the Confirmation Hearing by an announcement of such extension electronically on the Debtors' Case Information Website (located at *www.startribunereorg.com*) and filing such announcement on the Court's docket.

**E. ESTABLISHING PROCEDURES FOR
TABULATING VOTES**

30. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that the "court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan." Fed. R. Bankr. P. 3018(a).

i. Ballot Tabulation

31. The Debtors propose, 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, that each holder of a claim within a Voting Class 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. The foregoing general procedure will be subject to the following:

- (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;
- (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);
- (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;
- (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.

32. If any creditor seeks to challenge the allowance or disallowance of its claim for voting purposes, the Debtors request that the Court direct such creditor to serve on the Debtors and file with the Court 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 on or before the fourteenth (14th) day after the later of (i) the Solicitation Date and (ii) the date of service of an objection, if any, to such claim. The Debtors further propose, in accordance with Bankruptcy Rule 3018(a), that as to any creditor filing such a motion, such creditor's Ballot not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing, by the Voting Deadline.

33. The Debtors request that (i) whenever a creditor casts more than one Ballot voting the same claim(s) prior to the Voting Deadline, the last dated Ballot received prior to the Voting Deadline be deemed to reflect the voter's intent and, thus, to supersede any prior Ballots and (ii) 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 (x) no Ballot that partially rejects and partially accepts the Plan and (y) no Ballot filed by a creditor with multiple claims within a class who votes inconsistently will be counted.

34. The Debtors further propose that, without further order of the Court, except as otherwise set forth herein, the following Ballots not be counted or considered

for any purpose in determining whether the Plan has been accepted or rejected: (i) any Ballot that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and rejection of the Plan; (ii) any Ballot actually received by the Solicitation Agent after the Voting Deadline unless the Debtors, shall have granted in writing an extension of the Voting Deadline with respect to such Ballot, (iii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant, (iv) any Ballot cast by a person or entity that does not hold a claim in a Voting Class, (v) Ballot cast for a claim scheduled as unliquidated, contingent or disputed for which no proof of claim was timely filed, (vi) any unsigned or non-originally signed Ballot, (vii) 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, (viii) any Ballot cast for a claim that has been disallowed (for voting purposes or otherwise) and (ix) any Ballot transmitted to the Solicitation Agent by facsimile or other electronic means.

35. The Debtors further propose, without further order of the Court, that any 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).

36. Subject to any contrary order of the Bankruptcy Court, the Debtors reserve the right to 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.

37. Subject to any contrary order of the Court, the Debtors, in their sole discretion, reserve the right to waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice.

38. None of the Debtors, the Solicitation Agent or any other person or entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor will any of them incur any liability for failure to provide such notification. Rather, the Solicitation Agent may disregard, with no further notice, defective Ballots described in paragraph 34 above.

39. The Debtors submit that the foregoing proposed procedures provide for a fair and equitable voting process. Similar procedures have been approved in other chapter 11 cases in this district. *See, e.g., In re Delta Air Lines, Inc.*, Case No. 05-17923 (Bankr. S.D.N.Y. Feb. 7, 2007); *In re Enron Corp.*, Case No. 01-16034 (Bankr. S.D.N.Y. Jan. 9, 2004); *In re WorldCom, Inc.*, Case No. 02-13533 (Bankr. S.D.N.Y. May 28, 2003); *In re Global Crossing Ltd.*, Case No. 02-40188 (Bankr. S.D.N.Y. Oct. 22, 2002).

V. SETTING THE CONFIRMATION HEARING

40. Bankruptcy Rule 3017(c) provides:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

Fed. R. Bankr. P. 3017(c).

41. In accordance with Bankruptcy Rule 3017(c) and in view of the Debtors' proposed solicitation schedule outlined herein, the Debtors request that a hearing on confirmation of the Plan (the "**Confirmation Hearing**") be set for 10:00 a.m. (**prevailing Eastern Time**) on **September 17, 2009**, subject to the Court's calendar. The

Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open court or through a filing on the Court's docket. The proposed timing for the Confirmation Hearing is in compliance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of Bankruptcy Procedure (the "**Local Rules**") and will enable the Debtors to pursue confirmation of the Plan in a timely fashion.

VI. ESTABLISHING NOTICE AND OBJECTION PROCEDURES

A. NOTICE OF THE CONFIRMATION HEARING

42. Bankruptcy Rule 2002(b) and (d) requires not less than twenty-five (25) days' notice to all creditors and equity security holders of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. In accordance with Bankruptcy Rules 2002 and 3017(d), the Debtors propose to provide to all creditors and equity security holders a copy of a notice substantially in the form annexed to the Approval Order as **Exhibit C** (the "**Confirmation Hearing Notice**"), setting forth (i) the date of approval of the Disclosure Statement, (ii) the Voting Record Date, (iii) the Voting Deadline, (iv) the time fixed for filing objections to confirmation of the Plan and (v) the time, date and place of the Confirmation Hearing.⁵

43. Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." Fed. R. Bankr. P. 2002(l). In addition to mailing the Confirmation Hearing Notice, the Debtors propose to publish the Confirmation Hearing Notice (or a notice

⁵ The Confirmation Hearing Notice shall be transmitted to each holder of a claim in the Voting Classes as part of each such holder's Solicitation Package. Similarly, the Confirmation Hearing Notice shall be transmitted to each holder of a claim in the non-voting classes together with such holder's Non-Voting Notice.

substantially similar thereto), not less than twenty-five (25) days before the deadline to file objections to confirmation of the Plan, in *The Star Tribune*. Additionally, the Debtors will publish the Confirmation Hearing Notice electronically on the Debtors' Case Information Website (www.startribunereorg.com) and file the same on the Court's docket. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the approval of the Disclosure Statement, the Voting Record Date, the Voting Deadline, the time fixed for filing objections to confirmation of the Plan and the time, date and place of the Confirmation Hearing to persons who do not otherwise receive notice by mail as provided for in the Approval Order.

44. In light of these facts, the Debtors submit that the foregoing procedures will provide parties in interest adequate notice of the Confirmation Hearing and, accordingly, request that the Court approve such notice as adequate and sufficient.

**B. PROCEDURES FOR THE FILING OF
OBJECTIONS TO CONFIRMATION OF THE PLAN**

45. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served "within a time fixed by the court." Fed. R. Bank. P. 3020(b)(1). The Confirmation Hearing Notice provides, and the Debtors request that the Court direct that, objections to confirmation of the Plan or proposed modifications to the Plan, if any, must (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (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 Order Establishing Certain Notice, Case Management and Administrative Procedures entered by this Court on January 16, 2009 (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.**

46. The proposed timing for the filing and service of objections and proposed modifications will afford the Court, the Debtors and other parties in interest sufficient time to consider any objections and/or proposed modifications to the Plan prior to the Confirmation Hearing.

NOTICE

47. Consistent with the procedures described in the Case Management Order, the Debtors will serve notice of this Motion on the Core Parties and the Non-ECF Service Parties (as those terms are defined in the Case Management Order). In addition, all parties who have requested electronic notice of filings in these Cases through the Court's ECF system will automatically receive notice of this Motion no later than the day after its filing with the Court. Moreover, a copy of this Motion and any Order approving it will be made available on the Debtors' Case Information Website (located at www.startribunereorg.com). In addition, the Debtors will serve notice of this Motion upon (i) 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, (ii) 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, (iii) all of the registered holders of the Debtors' debt and equity securities and (iv) all persons and entities that have appeared on the ECF docket in these cases as of the date hereof.

48. In light of these facts, the Debtors submit that the proposed timing for the filing and service of notice will afford the Court, the Debtors and other parties in interest sufficient notice of the Disclosure Statement and, accordingly, request that the Court approve such notice as adequate and sufficient.

NO PREVIOUS REQUEST

49. 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 Debtors the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: New York, New York
June 19, 2009

By: /s/ Timothy E. Graulich
Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss
DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Fax: (212) 450-6001

*Counsel to the Debtors
and Debtors in Possession*

DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-6001
Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss

*Counsel to the Debtors
and Debtors in Possession*

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

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

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**

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.

Tribune” and, together with Star Tribune Holdings, the “**Debtors**”), for entry of an order 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 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 (vi) 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 June [___], 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 Court having found and 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 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] (as the same may be updated, supplemented, amended and/or otherwise modified from time to time, including in connection with the Disclosure Statement Hearing) 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 to 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 29, 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 and (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 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, excluding scheduled claims that have been paid in full, superseded by filed proofs of claim or disallowed or expunged prior to the Solicitation 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 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 by the United States Postal Service, 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; 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;
- (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);
- (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;
- (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.

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, by the Voting Deadline; 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; 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 hold a claim in 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; and it is further

ORDERED that, subject to any contrary Order of this Court, the Debtors may waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice; 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 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**.

ORDERED that objections to confirmation of the Plan not timely filed and served in the manner set forth above shall not be considered and shall 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; 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 __, 2009

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A-1 – CLASS 3 (FIRST LIEN LENDER CLAIMS) BALLOT

EXHIBIT A-2 – CLASS 4 (GENERAL UNSECURED CLAIMS) BALLOT

EXHIBIT A-3 – CLASS 5 (CONVENIENCE CLASS CLAIMS) BALLOT

EXHIBIT B-1 – UNIMPAIRED CLASS NON-VOTING NOTICE

EXHIBIT B-2 – IMPAIRED CLASS NON-VOTING NOTICE

EXHIBIT C – CONFIRMATION HEARING NOTICE

EXHIBIT A-1 – CLASS 3 (FIRST LIEN LENDER CLAIMS) BALLOT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

BALLOT FOR VOTING CLASS 3 FIRST LIEN LENDER CLAIMS

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated [•], 2009 (the “**Plan**”). The Plan is Appendix A to the Debtors’ Disclosure Statement, dated [•], 2009 (the “**Disclosure Statement**”), which is included in the materials accompanying this Ballot and has also been posted on the Debtors’ case information website at www.startribunereorg.com. If you were, as of [•], 2009, the holder of a Class 3 First Lien Lender Claim² against the Debtors, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you have not received or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, The Garden City Group, Inc., at (631) 470-5000 or (800) 327-3664 (toll free).

You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote. If you hold any claim other than the Class 3 First Lien Lender Claims identified herein and you are entitled to vote such claim, a separate ballot will be provided to you.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON [•], 2009.

If your Ballot is not received by the Debtors’ Solicitation Agent, The Garden City Group, Inc., on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast votes to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.7 of the Plan.

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 Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Plan.

HOW TO VOTE

1. COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 12.7 OF THE PLAN, COMPLETE ITEM 3.
3. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2, PLEASE COMPLETE ITEM 4.
4. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5.
5. **SIGN AND DATE THE BALLOT.**
6. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
7. YOU MUST VOTE THE FULL AMOUNT OF ALL YOUR CLASS 3 FIRST LIEN LENDER CLAIMS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
8. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.
9. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY THE SOLICITATION AGENT NO LATER THAN [•], 2009 AT 4:00 P.M. (PREVAILING EASTERN TIME). YOU MAY USE THE POSTAGE-PAID ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE APPLICABLE ADDRESS SET FORTH BELOW:

By Courier/Hand Delivery
The Garden City Group, Inc.
Attn: The Star Tribune Company
105 Maxess Road
Melville, NY 11747

By U.S. Mail
The Garden City Group, Inc.
Attn: The Star Tribune Company
P.O. Box 9000 #6519
Merrick, New York 11566-9000

10. IF YOU HOLD CLAIMS IN MORE THAN ONE CLASS UNDER THE PLAN, YOU MAY RECEIVE MORE THAN ONE BALLOT. EACH BALLOT VOTES ONLY YOUR CLAIMS INDICATED ON THAT BALLOT. PLEASE COMPLETE AND RETURN EACH BALLOT YOU RECEIVE.

Item 1. Amount of Class 3 First Lien Lender Claims Voted. The undersigned certifies that, as of [•], 2009, the undersigned held Class 3 First Lien Lender Claims in the following aggregate unpaid amount, which arose prior to the respective Debtor's Petition Date:

\$

Item 2. Vote. The holder of the Class 3 First Lien Lender Claims identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes your vote will not be counted):

Accept the Plan. OR **Reject** the Plan.

Item 3. Release. If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions contained in Section 12.7 of the Plan. **IF YOU**

VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN).

Opt Out of the release provisions.

Item 4. Certification. By returning this Ballot, the holder of the Class 3 First Lien Lender Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 3 First Lien Lender Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan with respect to the Class 3 First Lien Lender Claim identified in Item 1, (c) it was the holder of the Class 3 First Lien Lender Claim identified in Item 1 as of [•], 2009, (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan and (e) under penalty of perjury, its election in Item 4 is truthful and correct.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Creditor: _____

(Print or Type)

Social Security or Federal Tax ID. No.: _____

Signature: _____

Print Name: _____

Title: _____

(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: (____) _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY THE SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., BY 4:00 P.M. (PREVAILING EASTERN TIME) ON [•], 2009, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (631) 470-5000 or (800) 327-3664 (TOLL FREE).

EXHIBIT A-2 – CLASS 4 (GENERAL UNSECURED CLAIMS) BALLOT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
BALLOT FOR VOTING CLASS 4 GENERAL UNSECURED CLAIMS

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated [•], 2009 (the “Plan”). The Plan is Appendix A to the Debtors’ Disclosure Statement, dated [•], 2009 (the “Disclosure Statement”), which is included in the materials accompanying this Ballot and has also been posted on the Debtors’ case information website at www.startribunereorg.com. If you were, as of [•], 2009, the holder of a Class 4 General Unsecured Claim² against the Debtors, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you have not received or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, The Garden City Group, Inc., at 631-470-5000 or (800) 327-3664 (toll free).

You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote. If you hold any claim other than the Class 4 General Unsecured Claims identified herein and you are entitled to vote such claim, a separate ballot will be provided to you.

If you hold an Allowed Class 4 General Unsecured Claim against either of the Debtors in an amount greater than \$150,000, this Ballot permits you, subject to the restrictions set forth in instruction 3 of the attached instructions, to elect to reduce such Claim to \$150,000 and have such Claim treated as a Class 5 Convenience Class Claim under the Plan and, if Allowed, paid in cash (the “Convenience Class Option”).

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON [•], 2009.

If your Ballot is not received by the Debtors’ Solicitation Agent, The Garden City Group, Inc., on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

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 Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Plan.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast votes to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.7 of the Plan.

HOW TO VOTE

1. COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 12.7 OF THE PLAN, COMPLETE ITEM 3.
3. COMPLETE ITEM 4 ONLY IF YOUR CLASS 4 GENERAL UNSECURED CLAIM IS GREATER THAN \$150,000. IF THE CLAIM YOU ARE VOTING ON THE BALLOT IS GREATER THAN \$150,000 AND YOU WISH TO ELECT TO BE TREATED AS A CLASS 5 CONVENIENCE CLASS CLAIM, YOU MUST CHECK THE BOX TO ACCEPT THE CONVENIENCE CLASS OPTION IN ITEM 4 OF THE BALLOT. A BALLOT THAT (A) NEITHER ACCEPTS NOR DECLINES THE CONVENIENCE CLASS OPTION, (B) ELECTS BOTH TO ACCEPT AND DECLINE THE CONVENIENCE CLASS OPTION OR (C) OTHERWISE ATTEMPTS TO PARTIALLY ACCEPT AND PARTIALLY DECLINE THE CONVENIENCE CLASS OPTION, WILL BE DEEMED AN ELECTION TO DECLINE THE CONVENIENCE CLASS OPTION.

The Convenience Class Option operates as follows:

Each holder of an allowed General Unsecured Claim in excess of \$150,000 that otherwise would be classified as a Class 4 General Unsecured Claim under the Plan may elect to reduce the amount of such General Unsecured Claim to \$150,000 (and waive any Claim with respect to the Allowed amount of such Claim in excess of \$150,000) and receive, in satisfaction of such General Unsecured Claim, Cash equal to the reduced amount of such allowed General Unsecured Claim; *provided, however*, that a General Unsecured Claim originally Allowed in an amount in excess of \$150,000 may not be sub-divided into multiple Claims of \$150,000 or less for purposes of receiving treatment as a Convenience Claim

If you elect the Convenience Class Option in Item 4 of the Ballot: (a) such election is an irrevocable and legally binding obligation upon the execution of the Ballot, as of the Confirmation of the Plan; and (b) your Claim will be treated as a Class 5 Convenience Class Claim.

4. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2, PLEASE COMPLETE ITEM 5.
5. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 6.
6. **SIGN AND DATE THE BALLOT.**
7. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
8. YOU MUST VOTE THE FULL AMOUNT OF ALL YOUR CLASS 4 GENERAL UNSECURED CLAIMS *EITHER TO ACCEPT OR TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.*
9. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

10. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY THE SOLICITATION AGENT NO LATER THAN [•], 2009 AT 4:00 P.M. (PREVAILING EASTERN TIME). YOU MAY USE THE POSTAGE-PAID ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE APPLICABLE ADDRESS SET FORTH BELOW:

By Courier/Hand Delivery
The Garden City Group, Inc.
Attn: The Star Tribune Company
105 Maxess Road
Melville, NY 11747

By U.S. Mail
The Garden City Group, Inc.
Attn: The Star Tribune Company
P.O. Box 9000 #6519
Merrick, New York 11566-9000

11. IF YOU HOLD CLAIMS IN MORE THAN ONE CLASS UNDER THE PLAN, YOU MAY RECEIVE MORE THAN ONE BALLOT. EACH BALLOT VOTES ONLY YOUR CLAIMS INDICATED ON THAT BALLOT. PLEASE COMPLETE AND RETURN EACH BALLOT YOU RECEIVE.

Item 1. Amount of Class 4 General Unsecured Claims Voted. The undersigned certifies that, as of [•], 2009, the undersigned held Class 4 General Unsecured Claims in the following aggregate unpaid amount, which arose prior to the respective Debtor's Petition Date:

\$

Item 2. Vote. The holder of the Class 4 General Unsecured Claims identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes your vote will not be counted):

Accept the Plan. OR **Reject** the Plan.

Item 3. Release. If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions contained in Section 12.7 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN).**

Opt Out of the release provisions.

Item 4. Convenience Class Option for Holders of Class 4 General Unsecured Claims in an amount greater than \$[•] and less than \$[•]. The undersigned, a holder of a General Unsecured Claim in Class 4 of the Plan against one or more of the Debtors as of [•], 2009, which Claim is greater than \$150,000 and otherwise would be classified in Class 4 under the Plan, elects to (check one box):

Accept the Convenience Class Option and reduce its Class 4 General Unsecured Claim that is greater than \$150,000 to a Claim of \$150,000 to be treated as a Class 5 Convenience Class Claim. OR **Reject** the Convenience Class Option.

See instruction 3 above in "HOW TO VOTE."

Item 5. Certification. By returning this Ballot, the holder of the Class 4 General Unsecured Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 4 General Unsecured Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan with respect to the Class 4 General Unsecured Claims identified in Item 1, (c) it was the holder of the Class 4 General Unsecured Claims identified in Item 1 as of [•], 2009, (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan and (e) under penalty of perjury, its election in Item 4 is truthful and correct.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Creditor: _____

(Print or Type)

Social Security or Federal Tax ID. No.: _____

Signature: _____

Print Name: _____

Title: _____

(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY THE SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., BY 4:00 P.M. (PREVAILING EASTERN TIME) ON [•], 2009, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT 631-470-5000 or (800) 327-3664 (TOLL FREE).

EXHIBIT A-3 – CLASS 5 (CONVENIENCE CLASS CLAIMS) BALLOT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**
BALLOT FOR VOTING CLASS 5 CONVENIENCE CLASS CLAIMS

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated [•], 2009 (the “**Plan**”). The Plan is Appendix A to the Debtors’ Disclosure Statement, dated [•], 2009 (the “**Disclosure Statement**”), which is included in the materials accompanying this Ballot and has also been posted on the Debtors’ case information website at www.startribunereorg.com. If you were, as of [•], 2009, the holder of a Class 5 Convenience Class Claim² against the Debtors, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you have not received or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, The Garden City Group, Inc., at 631-470-5000 or (800) 327-3664 (toll free).

You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote. If you hold any claim other than the Class 5 Convenience Class Claims identified herein and you are entitled to vote such claim, a separate ballot will be provided to you.

If you hold a General Unsecured Claim (which would otherwise be in Class 4) against any of the Debtors in an amount greater than \$0 but not in excess of \$150,000, your Claim will automatically be treated as a Class 5 Convenience Class Claim. Under the Plan, Allowed Class 5 Convenience Class Claims will be paid in cash as set forth in the Plan.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON [•], 2009.

If your Ballot is not received by the Debtors’ Solicitation Agent, The Garden City Group, Inc., on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

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 Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Plan.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast votes to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.7 of the Plan.

HOW TO VOTE

1. COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 12.7 OF THE PLAN, COMPLETE ITEM 3.
3. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
4. **SIGN AND DATE THE BALLOT.**
5. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
6. YOU MUST VOTE THE FULL AMOUNT OF ALL YOUR CLASS 5 CONVENIENCE CLASS CLAIMS *EITHER TO ACCEPT OR TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.*
7. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.
8. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY THE SOLICITATION AGENT NO LATER THAN [•], 2009 AT 4:00 P.M. (PREVAILING EASTERN TIME). YOU MAY USE THE POSTAGE-PAID ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE APPLICABLE ADDRESS SET FORTH BELOW

By Courier/Hand Delivery

The Garden City Group, Inc.
Attn: The Star Tribune Company
105 Maxess Road
Melville, NY 11747

By U.S. Mail

The Garden City Group, Inc.
Attn: The Star Tribune Company
P.O. Box 9000 #6519
Merrick, New York 11566-9000

9. IF YOU HOLD CLAIMS IN MORE THAN ONE CLASS UNDER THE PLAN, YOU MAY RECEIVE MORE THAN ONE BALLOT. EACH BALLOT VOTES ONLY YOUR CLAIMS INDICATED ON THAT BALLOT. PLEASE COMPLETE AND RETURN EACH BALLOT YOU RECEIVE.

Item 1. Amount of Class 5 Convenience Class Claims Voted. The undersigned certifies that, as of [•], 2009, the undersigned held Class 5 Convenience Class Claims in the following aggregate unpaid amount, which arose prior to the respective Debtor's Petition Date:

\$

Item 2. Vote. The holder of the Class 5 Convenience Class Claims identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes your vote will not be counted):

Accept the Plan.

OR

Reject the Plan.

Item 3 Release. If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions contained in Section 12.7 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN).**

Opt Out of the release provisions.

Item 4. Certification. By returning this Ballot, the holder of the Class 5 Convenience Class Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 5 Convenience Class Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan with respect to the Class 5 Convenience Class Claims identified in Item 1, (c) it was the holder of the Class 5 Convenience Class Claims identified in Item 1 as of [•], 2009, and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Creditor: _____

(Print or Type)

Social Security or Federal Tax ID. No.: _____

Signature: _____

Print Name: _____

Title: _____

(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: (____) _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY THE SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., BY 4:00 P.M. (PREVAILING EASTERN TIME) ON [•], 2009, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT 631-470-5000 or (800) 327-3664 (TOLL FREE).

EXHIBIT B-1 – UNIMPAIRED CLASS NON-VOTING NOTICE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

UNIMPAIRED CLASS NON-VOTING NOTICE

PLEASE TAKE NOTICE THAT by order entered on [•], 2009 (the “**Approval Order**”), the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement, dated [•], 2009 (the “**Disclosure Statement**”), filed by Star Tribune Holdings Corporation and those of its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) and directed the Debtors to solicit votes to accept or reject the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated June 18, 2009 (as may be amended, the “**Plan**”), annexed as Exhibit A thereto.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(F) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. IF YOU WANT TO REQUEST A COPY OF THE APPROVAL ORDER, THE PLAN, OR THE DISCLOSURE STATEMENT, YOU MAY VISIT THE DEBTORS’ WEBSITE, WWW.STARTRIBUNEREORG.COM, OR CONTACT THE DEBTORS’ SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (631) 470-5000 OR (800) 327-3664 OR AS FOLLOWS:

By U.S. Mail:

The Garden City Group, Inc.
Attn: The Star Tribune Company
P.O. Box 9000 #6519
Merrick, New York 11566-9000

By courier/hand delivery:

The Garden City Group, Inc.
Attn: The Star Tribune Company
105 Maxess Road
Melville, New York 11747

Dated: [•], 2009
New York, New York

DAVIS POLK & WARDWELL
Attorneys for Debtors
and Debtors in Possession
450 Lexington Avenue
New York, New York 10017

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.

EXHIBIT B-2 – IMPAIRED CLASS NON-VOTING NOTICE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

IMPAIRED CLASS NON-VOTING NOTICE

PLEASE TAKE NOTICE THAT by order entered on [•], 2009 (the “**Approval Order**”), the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement, dated [•], 2009 (the “**Disclosure Statement**”), filed by Star Tribune Holdings Corporation and those of its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) and directed the Debtors to solicit votes to accept or reject the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated June 18, 2009 (as may be amended, the “**Plan**”), annexed as Exhibit A thereto.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST, OR INTEREST(S) IN, THE DEBTORS AND, THEREFORE, PURSUANT TO SECTION 1126(G) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. IF YOU WANT TO REQUEST A COPY OF THE APPROVAL ORDER, THE PLAN, OR THE DISCLOSURE STATEMENT, YOU MAY VISIT THE DEBTORS’ WEBSITE, WWW.STARTRIBUNEREORG.COM, OR CONTACT THE DEBTORS’ SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (631) 470-5000 OR (800) 327-3664 OR AS FOLLOWS:

By U.S. Mail:

The Garden City Group, Inc.
Attn: The Star Tribune Company
P.O. Box 9000 #6519
Merrick, New York 11566-9000

By courier/hand delivery:

The Garden City Group, Inc.
Attn: The Star Tribune Company
105 Maxess Road
Melville, New York 11747

Dated: [•], 2009
New York, New York

DAVIS POLK & WARDWELL
Attorneys for Debtors
and Debtors in Possession
450 Lexington Avenue
New York, New York 10017

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.

EXHIBIT C – CONFIRMATION HEARING NOTICE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

NOTICE OF ENTRY OF ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION PROCEDURES; (III) ALLOWING AND ESTIMATING CERTAIN CLAIMS FOR VOTING PURPOSES; (IV) APPROVING FORMS OF BALLOTS AND ESTABLISHING PROCEDURES FOR VOTING ON THE DEBTORS' JOINT PLAN OF REORGANIZATION; AND (V) SCHEDULING A HEARING AND ESTABLISHING NOTICE AND OBJECTION PROCEDURES IN RESPECT OF CONFIRMATION OF THE DEBTORS' JOINT PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that:

1. By order entered on [•], 2009 (the “**Approval Order**”), the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) approved the Disclosure Statement, dated June 18, 2009 (the “**Disclosure Statement**”), filed by Star Tribune Holdings Corporation and those of its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) and directed the Debtors to solicit votes to accept or reject the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code² dated June 18, 2009 (as may be amended, the “**Plan**”), annexed as Exhibit A thereto.
2. The Approval Order establishes [•], 2009 as the Record Date for determining the holders of pre-chapter 11 claims entitled to vote on the Plan and establishes **4:00 p.m. (prevailing Eastern Time) on [•], 2009** as the Voting Deadline for the submission of ballots to accept or reject the Plan (the “**Ballots**”).
3. Holders of claims entitled to vote on the Plan will receive a copy of (i) the Approval Order, the Disclosure Statement, the Plan and certain other exhibits, (ii) this notice, (iii) if applicable, a letter from the official committee of unsecured creditors (the “**Creditors’ Committee**”) recommending that you vote in favor of the Plan and (iv) one or more Ballots (and return envelopes) to be used by you in voting to accept or to reject the Plan. Failure to follow the instructions set forth on the Ballot may disqualify that Ballot and the vote represented thereby.
4. If you received electronic copies of the Disclosure Statement and the Plan and would like to receive paper copies, such paper copies may be obtained by visiting the Debtors’ website, www.startribunereorg.com, or contacting the Debtors’ Solicitation Agent, The Garden City Group, Inc., at the telephone number(s) that appear on your Ballot or as follows:

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 Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Plan.

By U.S. Mail:

The Garden City Group, Inc.
Attn: The Star Tribune Company
P.O. Box 9000 #6519
Merrick, New York 11566-9000

By courier/hand delivery:

The Garden City Group, Inc.
Attn: The Star Tribune Company
105 Maxess Road
Melville, New York 11747

5. Holders of (i) unimpaired claims and (ii) claims or interests that will receive no distribution under the Plan are not entitled to vote on the Plan and, therefore, will receive a notice of non-voting status rather than a Ballot. If you have not received a Ballot (or you have received a Ballot in an amount you believe to be incorrect) but believe that you should be entitled to vote on the Plan (or vote in an amount different than the amount listed on your Ballot), then you must serve on the Debtors and the Creditors' Committee and file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a "**Rule 3018(a) Motion**") temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before the fourteenth (14th) day after the later of (i) the Solicitation Date and (ii) the date of service of an objection, if any, to such claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes after notice and a hearing, by the Voting Deadline. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above may not be considered.

6. A hearing will be held before the Honorable Robert Drain, United States Bankruptcy Judge at the United States Bankruptcy Court, [One Bowling Green, New York, New York, on **September 17, 2009 at 10:00 a.m.] (prevailing Eastern Time)** or as soon thereafter as counsel may be heard (the "**Confirmation Hearing**") to consider the entry of an order confirming the Plan. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

7. Objections, if any, to the Plan must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court and shall be filed with the Bankruptcy Court electronically in accordance with the Bankruptcy Court's Order Establishing Certain Notice, Case Management and Administrative Procedures entered January 16, 2009 (the "**Case Management Order**") and served **so as to be actually received on or before 4:00 p.m. (prevailing Eastern Time) on September 3, 2009** by (i) the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004-1408, Attn: Robert Drain; (ii) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall S. Huebner, Esq. and Timothy E. Graulich, Esq.; (iii) conflicts counsel to the Debtors, Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, NY 10178-0061, Attn: Steven J. Reisman and Timothy A. Barnes; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Brian Masumoto, Esq.; (v) the attorneys for the Creditors' Committee, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, NJ 07068, Attn: Sharon L. Levine and Scott Cargill; (vi) the attorneys for the first lien lenders, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mark Broude; and (vii) The Garden City Group, Inc. 105 Maxess Road, Melville, NY 11747, Attn: Craig Johnson.

UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT MAY NOT BE CONSIDERED AT THE HEARING.

Dated: [•], 2009
New York, New York

DAVIS POLK & WARDWELL
Attorneys for Debtors
and Debtors in Possession
450 Lexington Avenue
New York, New York 10017