

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

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In re: :
: **Chapter 11 Case No.**
:
STAR TRIBUNE HOLDINGS : **09 -10244 (RDD)**
CORPORATION, et al., :
: **(Jointly Administered)**
:
Debtors.¹ :
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**ORDER ESTABLISHING DEADLINE FOR FILING PROOFS OF CLAIM
AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “**Motion**”)² of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (together with Star Tribune Holdings, the “**Debtors**”) for an order, pursuant to Bankruptcy Rule 3003(c)(3), fixing a deadline and establishing procedures for filing proofs of claim or interest and approving the form and manner of notice thereof, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the requested relief being a core proceeding that the Bankruptcy Court can determine pursuant to 28 U.S.C. §

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 Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Motion.

157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with this Court's Case Management Order; and it appearing that no other or further notice need be provided; and there being no objections to the Motion; and the Court having reviewed the Motion; and the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates and all other parties in interest in this case; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, joint ventures, corporations, estates, trusts and governmental units) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against or interest in either Debtor that arose prior to the Petition Date (including, without limitation, claims entitled to priority under section 503(b)(9) of the Bankruptcy Code) shall file a proof of such claim or interest in writing so that it is actually received by The Garden City Group, Inc., the Debtors' claims agent, on or before May 27, 2009, at 5:00 p.m. (prevailing Eastern Time) and, solely for governmental units, July 14, 2009, at 5:00 p.m. (prevailing Eastern Time) (as required by section 502(b)(9) of the Bankruptcy Code) (the "**Bar Date**"); and it is further

ORDERED, that the following procedures for the filing of proofs of claim or interest shall apply:

- (a) proofs of claim or interest must conform substantially to the Proof of Claim Form;
- (b) proofs of claim or interest must be sent as follows:
 - if by regular mail to:

The Garden City Group, Inc.
Attn: Claims Agent for Star Tribune
P.O. Box 9000 #6519
Merrick, New York 11566-9000
 - or
 - if by hand delivery or overnight courier to:

The Garden City Group, Inc.
Attn: Claims Agent for Star Tribune
105 Maxess Road
Melville, New York 11747
- (c) proofs of claim or interest sent by facsimile, telecopy or electronic mail shall not be accepted;
- (d) proofs of claim or interest shall be deemed timely filed only if *actually received* by The Garden City Group, Inc. on or before 5:00 p.m. (prevailing Eastern time) on the Bar Date;
- (e) proofs of claim or interest must (i) be signed by the claimant or interest holder or, if the claimant or interest holder is not an individual, by an authorized agent of the claimant or interest holder; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be written in the English language; and (iv) be denominated in lawful currency of the United States; *provided, however,* that the Debtors shall have the right to convert a claim or interest denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the Petition Date, unless the Debtors deem another date more appropriate; and
- (f) proofs of claim or interest must specify by name the Debtor against which the claim or in which the interest is filed; if the holder asserts a claim against or interest in both

Debtors, a separate proof of claim form must be filed with respect to each Debtor;

and it is further

ORDERED, that the following persons or entities need not file a proof of claim or interest on or prior to the Bar Date:

- (a) any person or entity that has *already* properly filed a proof of claim against or interest in the applicable Debtor or Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to the Proof of Claim Form;
- (b) any person or entity whose claim or interest is listed on the Schedules, *provided* that (i) the claim is *not* scheduled as “disputed,” “contingent” or “unliquidated,” (ii) the person or entity agrees with the amount, nature and priority of the claim or interest as set forth in the Schedules *and* (iii) the person or entity agrees that the claim or interest is an obligation of the specific Debtor against which the claim or in which the interest is listed on the Schedules;
- (c) any person or entity that holds a claim that has been allowed by an order of the Court entered on or before the Bar Date;
- (d) any person or entity whose claim has been paid in full by any of the Debtors;
- (e) any current employee of the Debtors, and any labor union authorized by law to represent any current employee, in each case solely with respect to any claim based on the payment of wages, salaries and vacation pay arising in the ordinary course of business and previously authorized to be paid by order of the Court, including the interim and final wage orders approved by the Court on January 16, 2009 and February 6, 2009, *provided, however*, that if the Debtors provide written notice to any current employee stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until the later of (i) the Bar Date and (ii) 30 days from the date of service of such written notice, to file a proof of claim;

- (f) any person or entity that holds a claim or interest for which specific deadlines have been fixed by an order of the Court entered on or before the Bar Date;
- (g) any person or entity that holds a claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (h) any Debtor; and
- (i) any person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses (a “**Debt Claim**”) under the agreements governing any syndicated credit facility; provided, however, that (i) the foregoing exclusion in this subparagraph shall not apply to the administrative agent under the applicable credit facility, (ii) each administrative agent shall be authorized and required to file a single proof of claim, on or before the Bar Date, on account of all Debt Claims against all Debtors under the applicable credit facility and (iii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a credit facility, shall be required to file a proof of claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies;

and it is further

ORDERED, that any person or entity that holds a claim that arises from (i) the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection by the later of (a) the Bar Date and (b) 30 days after notice by the Debtors of the entry of an order authorizing rejection to which the claim relates (unless the order authorizing such rejection provides otherwise), or (ii) the withdrawal by the Debtors from a multi-employer pension plan must file a proof of claim based on such withdrawal by the later of (a) the Bar Date and (b) 30 days after notice by the Debtors that permanently terminates their obligation to

contribute under such multi-employer plan, *provided* that notice of the entry of an order authorizing such withdrawal shall satisfy this requirement; and it is further

ORDERED, that the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code; and it is further

ORDERED, that with regard to those holders of claims or interests listed on the Schedules, the Debtors shall mail one or more proof of claim or interest forms (as appropriate) substantially similar to the Proof of Claim Form, indicating on each Proof of Claim Form how the Debtors have scheduled such holder's claim or interest in the Schedules (including the identity of the Debtor, the amount of the claim or interest and whether the claim or interest has been scheduled as contingent, unliquidated or disputed); and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim against or interest in one or more of the Debtors who is required, but fails, to timely file a proof of such claim or interest in appropriate form in accordance with the terms of this Order shall be forever barred, estopped and enjoined from asserting such claim against or interest in the Debtors (or filing a proof of claim or interest with respect thereto), and the Debtors, their chapter 11 estates, their successors and their respective property shall be forever discharged from any and all indebtedness or liability with respect to such claim or interest, and such holder shall not be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution in the Debtors' chapter 11

cases on account of such claim or interest or to receive further notices regarding such claim or interest; and it is further

ORDERED, that the Bar Date Notice is approved and shall be deemed adequate and sufficient if a copy is served by first-class mail at least 35 days prior to the Bar Date on:

- (a) the United States Trustee;
- (b) counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases (the “**Creditors Committee**”);
- (c) all persons or entities that have requested notice of the proceedings in the chapter 11 cases as of the date hereof;
- (d) all persons or entities that have filed claims or interests as of the date hereof;
- (e) all known holders of pre-petition claims or interests listed on the Schedules at the addresses stated therein;
- (f) all counterparties to the Debtors’ executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
- (g) pension plans to which the Debtors contribute or have contributed on behalf of their employees;
- (h) all parties to litigation with the Debtors as of the date hereof;
- (i) the Internal Revenue Service, the Securities and Exchange Commission, the Pension Benefit Guaranty Corporation, the United States Attorney for the Southern District of New York and any other required governmental units;
- (j) the Core Parties and the Non-ECF Service Parties (each as defined in the Case Management Order); and
- (k) such additional persons and entities as deemed appropriate by the Debtors;

and it is further

ORDERED, that if the Debtors amend or supplement the Schedules subsequent to the date hereof but before service of the Bar Date Notice, then service of the personalized Proof of Claim Form attached to the Bar Date Notice shall be good and sufficient notice under Bankruptcy Rule 1009(a), and no other notice of amendment of the Schedules shall be required; and it is further

ORDERED, that if the Debtors amend or supplement the Schedules subsequent to the service of the Bar Date Notice in a manner that would add a new claim or interest, reduce the undisputed, non-contingent or liquidated amount of a claim or interest, or change the nature or classification of a claim or interest, then the Debtors shall give notice of any amendment or supplement to the persons or entities affected thereby, and such persons or entities shall be required to file a proof of claim or interest by the later of (i) the Bar Date and (ii) 30 calendar days after such person or entity is served with notice that the Debtors have amended their Schedules in a manner that affects such person or entity as described in this paragraph, or be barred from doing so; and it is further

ORDERED, that pursuant to Bankruptcy Rule 2002(1), the Debtors shall publish notice of the Bar Date in substantially in the form of the Publication Notice once in *The Star Tribune* at least 35 days prior to the Bar Date, and shall also post a copy of the Publication Notice and the Proof of Claim Form on www.startribunereorg.com, which Publication Notice is hereby approved and shall be deemed good, adequate and sufficient notice of the Bar Date; and it is further

ORDERED, that the Notice Procedures are hereby approved and shall be deemed good, adequate and sufficient notice for all relevant purposes; and it is further

ORDERED, that the Debtors and Garden City are authorized to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that nothing in this Order shall prejudice the right of any party in interest to object to any proof of claim or interest, whether filed or scheduled, on any grounds, or to dispute or assert offsets or defenses to any claim or interest reflected on the Schedules or any amendments thereto, as to amount, liability, classification or otherwise or to subsequently designate any claim as disputed, contingent, unliquidated or undetermined; and it is further

ORDERED, that entry of this Order is without prejudice to the right of the Debtors to seek a further order of the Court fixing a date by which holders of claims not subject to the Bar Date established herein must file such proofs of claim or be barred from doing so; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

Dated: April 14, 2009
New York, New York

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE