

**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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**NOTICE OF DEADLINE REQUIRING FILING OF
PROOFS OF CLAIM ON OR BEFORE MAY 27, 2009**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST OR INTERESTS IN STAR TRIBUNE HOLDINGS CORPORATION AND/OR THE STAR TRIBUNE COMPANY THAT ARE DEBTORS AND DEBTORS IN POSSESSION:

On April 14, 2009, the United States Bankruptcy Court for the Southern District of New York entered an order (the “**Bar Date Order**”) establishing **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 United States Bankruptcy Code) (the “**Bar Date**”) as the last date and time for each person or entity (including individuals, partnerships, joint ventures, corporations, estates and trusts) to file a proof of claim against or interest in Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and/or The Star Tribune Company (together with Star Tribune Holdings, the “**Debtors**”).

The Bar Date and the procedures set forth below for filing proofs of claim or interest apply to all claims against and interests in the Debtors that arose on or before January 15, 2009, the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code (the “**Petition Date**”), except for those holders of the claims or interests listed in section 4 below that are specifically excluded from the Bar Date filing requirement.

The Garden City Group, Inc., the Debtors’ claims agent, can be contacted at 1-631-470-5000 to request copies of the Proof of Claim Form and information

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.

regarding the procedures for filing proofs of claims, or if you have any questions about this Notice.

1. WHO MUST FILE A PROOF OF CLAIM OR INTEREST

You **MUST** file a proof of claim or interest to be eligible to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim or interest that arose on or before the Petition Date, and it is not one of the types of claims or interests described in section 4 below. Claims or interests based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the Bar Date, even if such claims or interests are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word "**claim**" means any: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against or interest in the Debtors. The fact that you have received this Notice does not mean that you have a claim or interest or that the Debtors or the Court believes that you have a claim against or interest in the Debtors.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim or interest form or forms for use in these cases (the "**Proof of Claim Form**"). If your claim or interest is listed on the Debtors' schedules of assets and liabilities and/or schedules of executory contracts and unexpired leases (collectively, the "**Schedules**")² by the Debtors as a secured, priority or general unsecured claim, the Proof of Claim Form(s) also set forth the amount of your claim or interest as scheduled by the Debtors, the specific Debtor against which the claim or in which the interest is scheduled and whether the claim or interest is scheduled as disputed, contingent or unliquidated. You will receive a different Proof of Claim Form for each claim or interest scheduled in your name by the Debtors. You may use the Proof of Claim Form(s) provided by the Debtors to file your claim or interest. Additional copies of the Proof of Claim Form may be obtained at www.startribunereorg.com.

² The Debtors filed their Schedules on March 16, 2009.

Each filed proof of claim or interest must conform substantially to the Proof of Claim Form. Each proof of claim or interest must 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. Each proof of claim or interest must be written in English and be denominated in United States currency. You should attach to each completed proof of claim or interest any documents on which the claim or interest is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Any person or entity holding a claim against or interest in more than one Debtor must file a separate proof of claim or interest with respect to each such Debtor and all persons and entities must identify on their proof of claim or interest the specific Debtor against which their claim or in which their interest is asserted. A list of the names of the Debtors and their respective case numbers appears at the end of this Notice.

Under the Bar Date Order, 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.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim or interest must be filed so as to be actually received **on or before May 27, 2009 at 5:00 p.m. (prevailing Eastern Time)** at the following address:

BY REGULAR MAIL:

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

BY HAND OR OVERNIGHT COURIER:

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

Proofs of claim or interest will 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. Proofs of claim or interest may not be delivered by facsimile, telecopy or electronic mail.

4. WHO NEED NOT FILE A PROOF OF CLAIM OR INTEREST

You do not need to file a proof of claim or interest on or prior to the Bar Date if you are:

- (a) a 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) a person or entity whose claim or interest is listed on the Schedules, **provided** that (i) the claim or interest 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) a 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) a person or entity whose claim has been paid in full by any of the Debtors;
- (e) a current employee of the Debtors, or a labor union authorized by law to represent a 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 stating that the Debtors do not intend to exercise their authority to pay such claim, you 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) a 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) a 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) a Debtor; or

- (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.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising out of the rejection of an executory contract or unexpired lease, you 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).

6. WITHDRAWAL BY THE DEBTORS FROM A MULTI-EMPLOYER PENSION PLAN

If you have a claim arising out of the withdrawal by the Debtors from a multi-employer pension plan, you 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.

7. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM OR INTEREST THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS DESCRIBED IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM OR INTEREST IN THE APPROPRIATE FORM WILL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST OR INTEREST IN THE DEBTORS, THEIR SUCCESSORS, THEIR CHAPTER 11 ESTATES AND THEIR RESPECTIVE

PROPERTY OR FILING A PROOF OF CLAIM OR INTEREST WITH RESPECT TO SUCH CLAIM OR INTEREST, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM OR INTEREST OR RECEIVING FURTHER NOTICES REGARDING SUCH CLAIM OR INTEREST.

8. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against or interest in one or more of the Debtors in the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form(s) regarding the nature, amount, and status of your claim(s) or interest(s). If you received post-petition payments from the Debtors (as authorized by the Court) on account of your claim(s), the enclosed Proof of Claim Form(s) will reflect the net amount of your claim(s). If the Debtors believe that you hold claims against or interests in more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against or interest in one Debtor, as listed on the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that your claim is accurately listed on the Schedules. However, you may rely on the enclosed Proof of Claim Form, which lists your claim or interest as scheduled, identifies the Debtor against or in which it is scheduled and specifies whether the claim or interest is disputed, contingent or unliquidated.

As set forth above, if you agree with the nature, amount and status of your claim or interest as listed on the Debtors' Schedules, and if you do not dispute that your claim is against, or interest is in, only the specified Debtor, and if your claim or interest is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim or interest. Otherwise, or if you decide to file a proof of claim or interest, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection on the Court's internet website at www.nysb.uscourts.gov and on the independent website maintained by the Debtors, www.startribunereorg.com. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access www.nysb.uscourts.gov and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time), Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 534, New York, New York 10004-1408.

9. RESERVATION OF RIGHTS

The Debtors reserve their right to object to any proof of claim or interest, whether filed or scheduled, on any grounds. The Debtors reserve their right to dispute or to assert offsets or defenses to any claim or interest reflected on the Schedules or any amendments thereto, as to amount, liability, classification or otherwise, and to subsequently designate any claim or interest as disputed, contingent, unliquidated or undetermined.

A holder of a possible claim against or interest in the Debtors should consult an attorney regarding matters in connection with this Notice, such as whether the holder should file a proof of claim or interest.

Dated: April 14, 2009
New York, New York

**BY ORDER OF THE
COURT**

DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017

*Counsel to the Debtors and
Debtors in Possession*

LIST OF DEBTORS

Debtor	Case Number	Tax I.D. Number	Other Trade Names
Star Tribune Holdings Corporation	09-10244	41-0415870	N/A
The Star Tribune Company	09-10245	02-0801375	N/A