

7-9-99
79-99

To the Honorable Commissioner



101122773

original documents or copy thereof.

1. Name of conveying party(ies):
Newspaper Holdings, Inc.
3800 Colonnade Parkway, Suite 450
Birmingham, Alabama 35243
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

s of receiving party(ies):
Name: The Teachers' Retirement System of Alabama
Internal Address: _____
Street Address: 135 South Union Street
City: Montgomery State: AL ZIP: 36104

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Alabama Public Instrumentality
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

B. Trademark Registration No.(s) 1,543,026
1,540,569

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: J. Kris Lowry
Internal Address: _____
Street Address: Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North, Suite 2400
City: Birmingham State: AL ZIP: 35203

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$ 65.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
n/a
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
J. Kris Lowry _____ J. Kris Lowry _____ 7/7/99 _____
Name of Person Signing Signature Date
Total number of pages comprising cover sheet: _____

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

65E

07/13/1999 NGUYEN 00000100 1543026

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

**SIXTEENTH AMENDMENT TO
AMENDED AND RESTATED SECURITY AGREEMENT**

THIS SIXTEENTH AMENDMENT TO AMENDED AND RESTATED SECURITY AGREEMENT ("this Amendment") dated as of June 30, 1999, is entered into by **NEWSPAPER HOLDINGS, INC.**, a Delaware corporation ("Debtor"), in favor of **THE TEACHERS' RETIREMENT SYSTEM OF ALABAMA**, an instrumentality of the State of Alabama formed as a public corporation ("TRS"), in its capacity as Agent ("Agent") for the Lenders (as defined below) under that certain Second Amended and Restated Loan and Credit Agreement dated as of July 6, 1998 (as it may be amended or supplemented from time to time, the "Loan Agreement") by and among Debtor, Community Newspaper Holdings, Inc., a Delaware corporation and TRS, as Agent and on its own behalf, The Employees' Retirement System of Alabama, an instrumentality of the State of Alabama formed as a public corporation ("ERS"), the Judicial Retirement Fund ("JRF"), a retirement fund for members of the Alabama judiciary, the Public Employees' Individual Retirement Account Fund ("PEIRAF"), a closed deductible employee contribution (DEC) fund for public employees in Alabama, and the Public Employees' Individual Retirement Account Fund-Deferred Compensation Plan ("PEIRAF-DCP"), an eligible deferred compensation plan for public employees in Alabama (TRS, ERS, JRF, PEIRAF and PEIRAF-DCP being herein sometimes collectively called "Lenders").

Recitals

A. Debtor has entered into an Amended and Restated Security Agreement dated as of July 6, 1998 in favor of the Agent as amended by a First Amendment thereto dated as of July 31, 1998, a Second Amendment thereto dated as of August 18, 1998, a Third Amendment thereto dated as of August 25, 1998, a Fourth Amendment thereto dated as of August 31, 1998, a Fifth Amendment thereto dated as of September 10, 1998, a Sixth Amendment thereto dated as of October 22, 1998, a Seventh Amendment thereto dated as of November 6, 1998, an Eighth Amendment thereto dated as of November 30, 1998, a Ninth Amendment thereto dated as of December 4, 1998, a Tenth Amendment thereto dated as of December 11, 1998, an Eleventh Amendment thereto dated as of December 22, 1998, a Twelfth Amendment thereto dated as of February 1, 1999, a Thirteenth Amendment thereto dated as of February 18, 1999, a Fourteenth Amendment thereto dated as of March 8, 1999 and a Fifteenth Amendment thereto dated as of April 20, 1999 (as it may be amended from time to time, the "Security Agreement"). Capitalized terms not otherwise defined herein shall, when used herein, have the respective meanings attributed to them in the Security Agreement.

B. Debtor has requested that the Agent consent to the amendment of certain provisions of the Security Agreement as hereinafter set forth, and Agent is willing to agree to such amendments.

Amendment

NOW, THEREFORE, in consideration of the foregoing recitals and in further consideration of the mutual covenants and agreements contained herein, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Schedules I, II, and III and Exhibit B are further amended and replaced with Revised Schedules I, II, and III and Revised Exhibit B attached hereto and made a part hereof.

2. This Amendment shall be effective as of June 30, 1999.

3. Except as hereby expressly amended, the Security Agreement shall remain in full force and effect in accordance with its terms.

4. To induce the Agent to enter into this Amendment, Debtor represents and warrants to the Agent as follows:

(a) All representations and warranties of Debtor in the Security Agreement are true and correct in all material respects on the date of this Amendment.

(b) Debtor has complied with its covenants and agreements contained in the Security Agreement, and no Default or Event of Default has occurred and is continuing.

5. Notwithstanding the execution of this Amendment, all of the indebtedness evidenced by the Notes shall remain in full force and effect, as modified hereby, and all of the collateral described in the Security Agreement and the Loan Documents shall remain subject to the liens, security interests and assignments of the Security Agreement and the Loan Documents as security for the indebtedness evidenced by the Notes and all other indebtedness described therein; and nothing contained in this Amendment shall be construed to constitute a novation of the indebtedness evidenced by the Notes or to release, satisfy, discharge, terminate or otherwise affect or impair in any manner whatsoever (a) the validity or enforceability of the indebtedness evidenced by the Notes; (b) the liens, security interests, assignments and conveyances effected by the Security Agreement or the Loan Documents, or the priority thereof; (c) the liability of any maker, endorser, surety, guarantor or other person that may now or hereafter be liable under or on account of the Notes or the Security Agreement or the Loan Documents; or (d) any other security or instrument now or hereafter held by the Agent as security for or as evidence of any of the above-described indebtedness.

6. All references in the Loan Documents to "Security Agreement" shall refer to the Security Agreement, as amended by this Amendment, and as the Security Agreement may be further amended from time to time.

7. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which when taken together shall constitute one and the same instrument.

8. This Amendment shall be governed by the laws of the State of Alabama.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, Newspaper Holdings, Inc. has caused this Amendment to be duly executed as of the day and year first above written.

NEWSPAPER HOLDINGS, INC.

By: Michael E. Reed
Name: ~~Ralph J. Martin~~ MICHAEL E REED
Title: \wedge President
VICE

**REVISED
SCHEDULE I
COPYRIGHTS, PATENTS AND TRADEMARKS/SERVICE MARKS**

1. Copyrights

- | | |
|---|--|
| <p>a. RE-160-228
TITL: Union-Sun & Journal
CLNA: Lockport Union-Sun & Journal,
Inc.</p> | <p>j. The Meadville Tribune
Registration No.: TX4388807
Registered: December 30, 1996</p> |
| <p>b. VA-418-354
TITL: Serene Scene - a painting
INAN: Union-Sun & Journal</p> | <p>k. The Meadville Tribune
Registration No.: TX4110656
Registered: June 16, 1995</p> |
| <p>c. TX 2132476
Author: Glasgow Daily Times
Publication Date: April 26, 1987
Date Registered: May 18, 1987</p> | <p>l. The Meadville Tribune
Registration No.: TX4010198
Registered: June 1, 1995</p> |
| <p>d. The Ada Evening News
Registration Number: TX4518145
Registered: July 21, 1997</p> | <p>m. The Meadville Tribune
Registration No.: TX3915910
Registered: August 19, 1994</p> |
| <p>e. The Ada Evening News
Registration Number: TX4434616
Registered: March 3, 1997</p> | <p>n. Port Arthur News
Date of Execution: January 21, 1981
Date Recorded: February 28, 1981</p> |
| <p>f. The Ada Evening News
Registration Number: TX3967686
Registered: December 19, 1994</p> | <p>o. Port Arthur News
Date of Execution: December 27, 1979
Date Recorded: December 31, 1979</p> |
| <p>g. The Ada Evening News
Registration Number: TX3833230
Registered: April 21, 1994</p> | <p>p. Port Arthur News
Date of Execution: March 8, 1978
Date Recorded: March 13, 1978</p> |
| <p>h. The Ada Evening News
Registration Number: TX3786941
Registered: February 1, 1994</p> | <p>q. Port Arthur News
Date of Execution: January 5, 1979
Date Recorded: January 15, 1979</p> |
| <p>i. The Meadville Tribune
Registration No.: TX4528166
Registered: June 23, 1997</p> | |

2. Patents

[none]

3. Trademarks/Service Marks

- | | |
|---|--|
| <p>a. Farm and Home News
Service Mark registered
Serial No.: 75-033103
Registration Date: 10-24-96
Registration No.: 2012057</p> <p>b. Farm and Home News
Service Mark pending
Serial No.: 75-033102
Filing Date: 12-15-95</p> <p>c. Union-Recorder
Registration No.: 1,960,195</p> <p>d. Texoma Wheels
State: Texas
Registration Date: March 2, 1994
Registration No.: 53,274</p> <p>e. Texoma Wheels
State: Oklahoma
Registration Date: February 10, 1994
Registration No.: 26,259</p> <p>f. Texoma Wheels
State: Oklahoma
Registration Date: June 22, 1992
Registration No.: T,N00,513,088</p> <p>g. The Norman Transcript
State: Oklahoma
Registration Date: March 30, 1987
Registration No.: 454,844</p> | <p>h. The Claremore Daily Progress
State: Oklahoma
Registration Date: March 30, 1987
Registration No.: 454,845</p> <p>i. Will Rogers County News
State: Oklahoma
Registration Date: March 30, 1987
Registration No.: 454,841</p> <p>j. The St. John News
State: Kansas
Registration Date: November 6, 1992
Registration No.: 12612</p> <p>k. The Kiowa County Signal
State: Kansas
Registration Date: November 6, 1992
Registration No.: 12611</p> <p>l. Barber County Index
State: Kansas
Registration Date: November 6, 1992
Registration No.: 12608</p> <p>m. The Sunflower Shoppers' Guide
State: Kansas
Registration Date: November 6, 1992
Registration No.: 12610</p> |
|---|--|

- n. The Coffeyville Journal
State: Kansas
Registration Date: November 6, 1992
Registration No.: 12614
- o. The Coffeyville Journal Addition
State:
Registration Date: November 6, 1992
Registration No.: 12609
- p. Poteau Daily News & Sun
State: Oklahoma
Registration Date: February 22, 1991
Registration No.: 24,017
- q. Orange Leader
Serial No.: 73-831,424
Registration No.: 1,596,407
Registered: May 15, 1990
First Use: May 25, 1888
Published: February 20, 1990
- r. Port Arthur News
Serial No.: 73-831,425
Registration No.: 1,596,408
Registered: May 15, 1990
First Use: June 14, 1981
Published: February 20, 1990
- s. Big Nickel
Serial No.: 74-202,147
Registration No.: 1,715,641
Registered: September 15, 1992
First Use: May 1975
Published: June 23, 1992
- t. Big Nickel
Serial No.: 74-119,731
First Use: May 1975
Filed: December 3, 1990
Abandoned: January 16, 1992
- u. Crossville Chronicle
State: Tennessee
Registrant: Crossville Publishing Corp,
Crossville, TN
Registered: May 6, 1974
- v. Titusville Herald
State: Pennsylvania
Registration No: 1,543,026
Registered: December 14, 1989
- w. Titusville Herald
State: Pennsylvania
Registration No.: 1,540,569
Registered: December 14, 1989

**REVISED
SCHEDULE II
LOCATION OF RECORDS AND CERTAIN COLLATERAL**

1. Newspaper Holdings, Inc.
- | | | | |
|-----|---|-----|---|
| (a) | 3800 Colonnade Parkway
Suite 450
Birmingham, AL 35243 | (m) | 310 Niagara St.
Niagara, NY 14302 |
| (b) | 303 Elizabeth St.
Clinton, NC 28328 | (n) | 4 South Main Street
Knox, IN 46534 |
| (c) | 121 West 5th St.
Lumberton, NC 28358 | (o) | 106 East Main Street
Antlers, OK 74523 |
| (d) | 221 North Spring St.
Jeffersonville, IN 47130 | (p) | 1921 West University Avenue
Stillwater, OK 74074 |
| (e) | 158 W. Market St.
Nappanee, IN 46550 | (q) | 2 Brentwood
Stillwater, OK 74074 |
| (f) | 217-223 North Center St.
Plymouth, IN 46563 | (r) | 136-138 Church Street
Jonesboro, GA 30237 |
| (g) | 116 East Center St.
Bourbon, IN 46504 | (s) | 32 Macon Street
McDonough, GA 30253 |
| (h) | 126 East Plymouth St.
Bremen, IN 46506 | (t) | 139 S. Mulberry Street
Jackson, GA 30233 |
| (i) | 500 So. Second St.
McAlester, OK 74501 | (u) | 30 E. Johnson Street
Forsyth, GA 31029 |
| (j) | 16 So. Park St.
Sapulpa, OK 74066 | (v) | 613 Church Street
Decatur, GA 30030 |
| (k) | 409-413 Main St.
Medina, NY 14103 | (w) | 141 Pineview Drive
King, NC 37032 |
| (l) | 459 So. Transit St.
Lockport, NY 14094 | (x) | 507 East Main Street
Yadkinville, NC 27055 |

- | | | | |
|------|---|------|--|
| (y) | Main Street
Walnut Cove Shopping Center
Walnut Cove, NC 27052 | (am) | 17 West North Street
Danville, IL 61832 |
| (z) | Depot Street
Rural Hall, NC 27045 | (an) | 825 Third Avenue
Gallipolis, OH 45631 |
| (aa) | 1716 Main Street
Newberry, SC 29108 | (ao) | 111 Court Street
P. O. Box 729
Pomeroy, OH 45769 |
| (ab) | 607 Nance Street
Newberry, SC 29108 | (ap) | 200 Main Street
Point Pleasant, WV 25550 |
| (ac) | 165 Garrett Way
Milledgeville, GA 31061 | (aq) | 435 River Road
North Tonawanda, NY 14120 |
| (ad) | 616 West Chatham Street
Apex, NC 27502 | (ar) | 431 South Fayetteville Street
Asheboro, NC 27203 |
| (ae) | Units L-M, 503 Hwy. 70 East
Garner, NC 27529 | (as) | 741 Liberty Street
Ramseur, NC 27316 |
| (af) | 251 East Vance Street
Fuqua-Varina, NC 27526 | (at) | 125 West Academy Street
Randleman, NC 27317 |
| (ag) | 131 E. Jefferson Street
Madison, GA 30650 | (au) | 5107 Easley Street
Millington, TN 38083 |
| (ah) | 722 West First Street
Morehead, KY 40351 | (av) | 2102 S. Michigan Street
South Bend, IN 46613 |
| (ai) | 208 S. Main Street
Leitchfield, KY 42755 | (aw) | 2014 S. Michigan Street
South Bend, IN 46613 |
| (aj) | 110-112 East Mount Vernon Street
Somerset, KY 42501 | (ax) | 217-221 Sixth Avenue South
Clinton, IA 52732 |
| (ak) | 120 Public Square
Russellville, KY 42276 | (ay) | 805 South Second Street
Clinton, IA 52732 |
| (al) | 107 S. Main Street
Culver, IN 46511 | (az) | 90 Newspaper Plant
Glasgow, KY 42141 |

- | | | | |
|------|---|------|---|
| (ba) | 214 North Curran Avenue
Picayune, MS 39466 | (bp) | 108 South Willow
Pauls Valley, OK 73075 |
| (bb) | 215 East Comanche
Norman, OK 73069 | (bq) | 302 North Third Street
Chickasha, OK 73018 |
| (bc) | 114 East 7th Street
Okmulgee, OK 74447 | (br) | 113 East Blackwell Avenue
Blackwell, OK 74631 |
| (bd) | 515 North Ellison
Guymon, OK 73942 | (bs) | 812-13 West Main
Henryetta, OK 74437 |
| (be) | N. 6th & Ellison Road
Guymon, OK 73942 | (bt) | 304 West Grand Avenue
Frederick, OK 73542 |
| (bf) | 315 W. Will Rogers Boulevard
Claremore, OK 74017 | (bu) | 512 Palo Pinto Street
Weatherford, TX 76086 |
| (bg) | 201 South Prairieville Street
Athens, TX 75751 | (bv) | 207 North Main
Borger, TX 79007 |
| (bh) | 108 South Anglin
Cleburne, TX 76031 | (bw) | 306 East California
Gainesville, TX 76240 |
| (bi) | 610 East Main
Kilgore, TX 75662 | (bx) | 112 West Third Street
Sweetwater, TX 79556 |
| (bj) | 201 Austin Street
Jacksonville, TX 75766 | (by) | 109 West Pearl Street
Poplarville, MS 39470 |
| (bk) | 1901-A Avenue West
Oskaloosa, IA 52577 | (bz) | 318 West Commerce
Altus, OK 73521 |
| (bl) | 102 East Van Trees Street
Washington, IN 47501 | (ca) | Gun Barrel Village Shopping Center
Gun Barrel City, TX 75147 |
| (bm) | 100 Commerce Drive
Glasgow, KY 42141 | (cb) | 214 Seventh Avenue South
Clinton, IA 52732 |
| (bn) | 518 Twenty-Fourth Street
Alamogordo, NM 88310 | (cc) | 223-225 Symmes Street
Norman, OK 73069 |
| (bo) | 200 West Beech
Durant, OK 74701 | (cd) | 215 & 255 East Symmes
Norman, OK 73069 |

(ce)	7th Street Okmulgee, OK 74447	(ct)	111 S. 2nd Street Cherokee, IA 51012
(cf)	112 East 7th Street Okmulgee, OK 74447	(cu)	111 W. 7th Street Storm Lake, IA 50588
(cg)	305-311 W. Will Rogers Boulevard Claremore, OK 74017	(cv)	208 Main Street Sioux Rapids, IA 50585
(ch)	209 South Prairieville Street Athens, TX 75751	(cw)	416 First Avenue West Spencer, IA 51301
(ci)	107 West Main Street Athens, TX 75751	(cx)	310 E. Milwaukee Spencer, IA 51301
(cj)	Nolan River Road Cleburne, TX 76031	(cy)	916 10th Street Milford, IA 51351
(ck)	522 East Rusk Jacksonville, TX 75766	(cz)	204 Market Street Lake Park, IA 51347
(cl)	Big Pine Lane Picayune, MS 39466	(da)	739 Franklin Pella, IA 50219
(cm)	Corner of Knowles & South Kilgore, TX 75662	(db)	235 Main Street Aurelia, IA 51005
(cn)	NW 5th & Broadway Moore, OK 73160	(dc)	302 West 8th Street Coffeyville, KS 67337
(co)	6 SW 3rd Street Tuttle, OK 73089	(dd)	804 North Broadway Poteau, OK 74953
(cp)	124 South 3rd Street Chickasha, OK 73018	(de)	110 East Third Street St. John, KS 67576
(cq)	6301 Tinker Diagonal Midwest City, OK 73110	(df)	120 North Main Greensburg, KS 67054
(cr)	122 East Robinson Knoxville, IA 50138	(dg)	410 West Green Street Athens, Alabama 35611
(cs)	1706 Ithica Avenue Spirit Lake, IA 51360	(dh)	300 Fourth Avenue, S.E. Cullman, Alabama 35055

- | | | | |
|------|--|------|---|
| (di) | 125 Bell Street
Gardendale, Alabama 35071 | (dx) | 130 Beacon Street
Laurel, Mississippi 39440 |
| (dj) | 720 Parkway Drive, S.E.
Leeds, Alabama 35094 | (dy) | 120 South Main
Newton, Mississippi 39345 |
| (dk) | 1820 2nd Avenue
Pell City, Alabama 35125 | (dz) | 608 Station Street
Waynesboro, Mississippi 39367 |
| (dl) | 111 West Rush Avenue
Harrison, Arkansas 72601 | (ea) | 504 West Wilson
Tarboro, North Carolina 27886 |
| (dm) | 212 North Main Street
Harrison, Arkansas 72601 | (eb) | 116 North Broadway
Ada, Oklahoma 74820 |
| (dn) | 214 North Main Street
Harrison, Arkansas 72601 | (ec) | 1001 Elm
Duncan, Oklahoma 73534 |
| (do) | 146 Locust Street
Jasper, Arkansas 72641 | (ed) | 117 South 10th
Duncan, Oklahoma 73533 |
| (dp) | 303 Scribner Drive
New Albany, Indiana 47150 | (ee) | 227 West Broadway
Enid, Oklahoma 73702 |
| (dq) | 201 North Kentucky Avenue
Corbin, Kentucky 40701 | (ef) | 122 West Owen K. Garriott
Enid, Oklahoma 73702 |
| (dr) | 1548 South US Highway 421
Harlan, Kentucky 40831 | (eg) | 117 West Broadway
Waurika, Oklahoma 73573 |
| (ds) | 446 Main Street
Hazard, Kentucky 41701 | (eh) | 904 Oklahoma Street
Woodward, Oklahoma 73801 |
| (dt) | 548 Main Street
Hazard, Kentucky 41701 | (ei) | 425 Locust Street
Johnstown, Pennsylvania 15901 |
| (du) | 120 North 11th Street
Middlesboro, Kentucky 40965 | (ej) | 2445-2447 Bedford Street
Johnstown, Pennsylvania 15904 |
| (dv) | 380 Big Hill Avenue
Richmond, Kentucky 40475 | (ek) | 100 East Pitt Street, Suite #9
Bedford, Pennsylvania 15522 |
| (dw) | 317 North Madison
Kosciusko, Mississippi 39090 | (el) | 124 North Center Avenue, Room 224
Somerset, Pennsylvania 15501 |

(em) 110 Keystone Avenue Cresson, Pennsylvania 16630	(fb) 1910IH 35 South San Marcos, Texas 78666
(en) 947 Federal Court Meadville, Pennsylvania 16335	(fc) 300 Quincy Street Fairmont, West Virginia 26554
(eo) 120 South Main, Suite 102 Crossville, Tennessee 38555	(fd) 19 N. Mercer Street New Castle, Pennsylvania 16103
(ep) 1705 Main Street Tazewell, Tennessee 37879	(fe) 27-35 N. Mercer Street New Castle, Pennsylvania 16103
(eq) 710 Scurry Street Big Spring, Texas 79720	(ff) 14 E. North Street New Castle, Pennsylvania 16103
(er) 1219 Washington Commerce, Texas 75429	(fg) 4642 Park Avenue Ashtabula, Ohio 44004
(es) 405 East Collin Corsicana, Texas 75110	(fh) 211 Railroad Avenue Marion, South Carolina 29571
(et) 2205 Bedell Del Rio, Texas 78840	(fi) 135 North Main Street Mullins, South Carolina 29574
(eu) 2305 King Greenville, Texas 75403	(fj) 127 North Congress Street Winnsboro, South Carolina 29180
(ev) 1409 10th Street Huntsville, Texas 77340	(fk) 115 E. Main Street Lexington, South Carolina 29073
(ew) 9 Inwood Drive Huntsville, Texas 77340	(fl) 510 Pine Street Punxsutawney, Pennsylvania 15767
(ex) 214 North Railroad Street Mexia, Texas 76667	(fm) 28 West South Street Corry, Pennsylvania 16407
(ey) 200 West Front Street Orange, Texas 77630	(fn) 245 Brussels Street Saint Marys, Pennsylvania 15857
(ez) 549 4th Street Port Arthur, Texas 77640	(fo) 200 N. Fraley Street Kane, Pennsylvania 16735
(fa) 8700 Ninth Avenue, Suite 108 Port Arthur, Texas 77640	(fp) 209 W. Spring Street Titusville, Pennsylvania 16354

(fq) 204 Main Street
Ridgeway, Pennsylvania 15853

(fr) 315 Second Avenue
Warren, Pennsylvania 16365

(fs) N. Broadway Street
Ridgeway, Pennsylvania 15853

**REVISED
SCHEDULE III
TRADE NAMES**

- | | |
|--|------------------------------------|
| 1. The Sampson Independent | 40. ATL |
| 2. Sampson County Shopping Guide and TV Schedule | 41. Sentinel |
| 3. The Robesonian | 42. Decatur-DeKalb News/Era |
| 4. The Robesonian Sunday | 43. The King Times-News |
| 5. The Robesonian Mid-Weekly | 44. The Danbury Reporter |
| 6. Bladen Daily Journal | 45. Yadkin Valley Shopper |
| 7. The Southeastern Times | 46. The Enterprise |
| 8. The Evening News | 47. The Weekly Independent |
| 9. Clark County Journal | 48. The Newberry Observer |
| 10. Golden Opportunities | 49. The Union Recorder |
| 11. The Pilot-News | 50. The Apex Herald |
| 12. Bremen Enquirer | 51. Garner News |
| 13. Bourbon News-Mirror | 52. Holly Springs Sun |
| 14. Nappanee Advance News | 53. Fuqua-Varina Independent |
| 15. Farm and Home News | 54. Morrisville & Preston Progress |
| 16. News Capital & Democrat | 55. Cleveland Post |
| 17. Southeast Oklahoma Shopping News | 56. The Madisonian |
| 18. Hartshorne Sun | 57. Lake Oconee Breeze |
| 19. Sapulpa Daily Herald | 58. BreezeLine |
| 20. Herald Extra | 59. Grayson Journal-Enquirer |
| 21. The Journal Register | 60. Menifee Country News |
| 22. Easter Niagara Edition | 61. Mercury Plus |
| 23. TV Signals | 62. Olive Hill Times |
| 24. Albion Advertiser | 63. Shopping News |
| 25. Union-Sun & Journal | 64. The Carlisle Mercury |
| 26. Tri-County News | 65. The Greenup County News |
| 27. Niagara Gazette | 66. The Morehead News |
| 28. Lewiston Porter Echo | 67. Grayson County News Gazette |
| 29. Niagara Wheatfield Mirror | 68. News Democrat and Leader |
| 30. Night & Day | 69. The Grayson County Advertiser |
| 31. Orleans Shopper | 70. The Laurel Neighborhood |
| 32. The Leader | 71. The Logan Advertiser |
| 33. The Review | 72. The Sentinel-Echo |
| 34. The Antlers American | 73. Lake Cumberland Shopper |
| 35. Stillwater Press | 74. Cumberland Valley Shopper |
| 36. Clayton News/Daily | 75. McCreary County Record |
| 37. The Henry Herald | 76. Rock Castle Neighbor |
| 38. Jackson Progress-Argus | 77. The Commonwealth-Journal |
| 39. Monroe County Shopper | 78. Birthday Calendar Company |
| | 79. Rowan County Advertiser |

- | | | | |
|------|--------------------------------|------|---|
| 80. | The Culver Citizen | 124. | The Norman Transcript |
| 81. | Commercial-News | 125. | Cleveland County Record
Spotlight |
| 82. | Gallipolis Daily Tribune | 126. | Pauls Valley Daily Democrat |
| 83. | The Daily Sentinel | 127. | The Merchants Choice |
| 84. | Point Pleasant Register | 128. | Chickasha Daily Express |
| 85. | Tonawanda News | 129. | Express Plus |
| 86. | Tonawanda News Extra | 130. | The Altus Times |
| 87. | Record Advisor | 131. | The Southwest Oklahoma Shopper |
| 88. | Grand Island Record | 132. | The Tipton News Leader |
| 89. | Kenmore Record | 133. | Blackwell Journal-Tribune |
| 90. | Niagara Wheatfield Record | 134. | Henryetta Daily Free-Lance |
| 91. | The Randolph Guide | 135. | Super Paper |
| 92. | The Bulletin | 136. | Okmulgee Daily Times |
| 93. | Randleman Reporter | 137. | Okmulgee Daily Times Mainstream
Edition |
| 94. | Senior Advisor | 138. | The Claremore Daily Progress |
| 95. | Millington Star | 139. | Will Rogers Country News |
| 96. | Shopper's Aid | 140. | Guymon Daily Herald |
| 97. | South Tipton Star | 141. | Guymon Observer |
| 98. | South Bend Times | 142. | Guymon Daily Herald Midweek |
| 99. | Community Times | 143. | Frederick Leader |
| 100. | Michigan Pennysaver | 144. | Jacksonville Daily Progress |
| 101. | Single Today | 145. | Jacksonville Daily Progress Shopping
Guide |
| 102. | Mishawaka Times | 146. | Gainesville Daily Register |
| 103. | Granger Times | 147. | Kilgore News Herald |
| 104. | LaPorte Co. Pennysaver | 148. | The Shopper |
| 105. | Elkhart Co. Pennysaver | 149. | Athens Daily Review |
| 106. | Michiana Now | 150. | Advertiser |
| 107. | Buyers Edge | 151. | Cedar Creek Pilot |
| 108. | Washington Times-Herald | 152. | Borger News-Herald |
| 109. | Clinton Herald | 153. | The County Times and High Plains
Value Guide |
| 110. | River Cities News & Advertiser | 154. | Times-Review |
| 111. | Oskaloosa Herald | 155. | Johnson County News Shopper |
| 112. | Oskaloosa Shopper | 156. | Farm and Ranch Review |
| 113. | Glasgow Daily Times | 157. | Sweetwater Reporter |
| 114. | Glasgow Republican | 158. | Nolan County Shopper |
| 115. | Picayune Item | 159. | The Weatherford Democrat |
| 116. | Poplarville Democrat | 160. | Parker County News Money Saver |
| 117. | Shopper | 161. | Moore American |
| 118. | Alamogordo Daily News | 162. | South Oklahoma City Leader |
| 119. | Otero Shopper | | |
| 120. | The Durant Daily Democrat | | |
| 121. | Texoma Wheels | | |
| 122. | Texoma Value-Plus Pac | | |
| 123. | Texoma Link | | |

- | | | | |
|------|----------------------------------|------|----------------------------------|
| 163. | The Daily Chickasha Star | 207. | The North Jefferson News Shopper |
| 164. | The Tuttle Times | 208. | The Leeds News |
| 165. | The Minco Minstrel | 209. | St. Clair News-Aegis |
| 166. | The Oklahoma Extra | 210. | Harrison Daily Times |
| 167. | The Pretty Penny | 211. | Boone County Headlight |
| 168. | The Signal Mountain Post | 212. | Midweek Shopper |
| 169. | The North Hamilton Sun | 213. | Newton County Times |
| 170. | The Hamilton County News-Leader | 214. | The Tribune |
| 171. | Dalton Daily Citizen-News | 215. | The Tribune Shopper News |
| 172. | The Whitfield/Murray Advertiser | 216. | Corbin Times Tribune |
| 173. | The Busy Shopper | 217. | Tri County Shopping Guide |
| 174. | Hometown Buyer's Guide | 218. | Harlan Daily Enterprise |
| 175. | The Knoxville Journal Express | 219. | The Hazard Herald |
| 176. | Pella Chronicle | 220. | Hazard Shopper Stopper |
| 177. | Knoxville Reminder | 221. | The Daily News |
| 178. | Dirt Digest | 222. | Daily News "TMC" Mail Package |
| 179. | Lake Park News | 223. | Cumberland Trading Post |
| 180. | The Okobojian | 224. | The Richmond Register |
| 181. | Weekender | 225. | The Richmond Register "Sunday" |
| 182. | Northwest Iowa Shopper | 226. | Madison County Advertiser |
| 183. | The Milford Mail | 227. | Big Nickel |
| 184. | Cherokee Daily Times | 228. | The Star-Herald |
| 185. | The Beacon | 229. | The Bargain Bag |
| 186. | Aurelia Sentinel | 230. | The Laurel Leader-Call |
| 187. | Alta Advertiser | 231. | The Leader-Call Sunday |
| 188. | The Storm Lake Pilot Tribune | 232. | Newton Record |
| 189. | Sioux Rapids Bulletin | 233. | The Shopping News |
| 190. | Buena Vista Shopper | 234. | Wayne County News |
| 191. | Area Advertiser | 235. | Daily Southerner |
| 192. | Galva Shopper | 236. | Edgecombe Review |
| 193. | Spencer Daily Reporter | 237. | Bethel Herald |
| 194. | Poteau Daily News & Sun | 238. | Plug Nickel |
| 195. | The Shopper's Guide | 239. | Sunland |
| 196. | The St. John News | 240. | Sunland Weekend Extra |
| 197. | The Kiowa County Signal | 241. | Penny Press 5 |
| 198. | Barber County Index | 242. | The Palladium-Times |
| 199. | The Sunflower Shoppers' Guide | 243. | The Ada Evening News |
| 200. | The Coffeyville Journal | 244. | Buyers Guide |
| 201. | The Coffeyville Journal Addition | 245. | The Buyers Guide-Postscript |
| 202. | The News-Courier | 246. | The Duncan Banner |
| 203. | The Best Bargain Shopper | 247. | The Bargain Guide |
| 204. | The Cullman Times | 248. | Enid News and Eagle |
| 205. | Times Extra | 249. | Enid News and Eagle "Sunday" |
| 206. | The North Jefferson News | 250. | Neighbor |

- | | |
|-------------------------------------|---|
| 251. Waurika News-Democrat | 295. Marion Pride |
| 252. Woodward News | 296. The Sports Page |
| 253. Woodward News Wes. Edition | 297. New Castle News |
| 254. The Tribune-Democrat | 298. South County News |
| 255. The Tribune-Democrat "Sunday" | 299. Lawrence County Tourism Guide |
| 256. Saving Your Dollars Shopper | 300. The Car Dealer |
| 257. Starwatch | 301. Star Beacon |
| 258. The Meadville Tribune | 302. Madison Messenger |
| 259. The Meadville Tribune "Sunday" | 303. Conneaut News Herald |
| 260. Crawford County West | 304. Geneva Free Press |
| 261. Bravo Extra | 305. North Shore Messenger |
| 262. Crossville Chronicle | 306. Homeseeker |
| 263. Glade Sun | 307. Marion Star & Mullins Enterprise |
| 264. TMC Edition | 308. The Dispatch-News |
| 265. Claiborne Progress | 309. The Herald Independent |
| 266. Claiborne Extra | 310. Pee Dee Press |
| 267. Big Spring Herald | 311. Punxsutawney Spirit |
| 268. Crossroads County Advertiser | 312. Spirit and Jefferson County
Neighbors |
| 269. Commerce Journal | 313. The Corry Journal |
| 270. Corsicana Daily Sun | 314. The Ridgeway Record |
| 271. Daily Sun "Sunday" | 315. Shop-Right |
| 272. Navarro County Sun Extra | 316. The Daily Press |
| 273. Del Rio News-Herald | 317. The Kane Republican |
| 274. Del Rio News-Herald "Sunday" | 318. Titusville Herald |
| 275. Border City Shopper | 319. Warren County Guide |
| 276. Herald Banner | |
| 277. Herald Banner "Sunday" | |
| 278. Outpost Advertiser | |
| 279. The Huntsville Item | |
| 280. Huntsville Item "Sunday" | |
| 281. Texas Trader | |
| 282. Mexia Daily News | |
| 283. Hubbard City News | |
| 284. The Mexia Daily "TMC" | |
| 285. Orange Leader | |
| 286. Orange Sunday | |
| 287. Opportunity Valley News | |
| 288. Port Arthur News | |
| 289. Port Arthur Sunday | |
| 290. Triangle Press | |
| 291. Daily Record | |
| 292. Daily Record "Sunday" | |
| 293. Hill County Shoppers Guide | |
| 294. Times West Virginian | |

**REVISED
EXHIBIT B
DESCRIPTION OF REAL PROPERTY**

491792.01/211-20

B-1

RECORDED: 07/09/1999

**TRADEMARK
REEL: 001926 FRAME: 0664**