



09-23-1999

U.S. Department of Commerce
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09-17-1999

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MPD 9-17-99

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- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

09/22/1999 NTHAI1 00000187 2224888

01 FC:481 40.00 OP
02 EC:482 75.00 OP

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TRADEMARK
REEL: 001962 FRAME: 0454

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2224888"/>	<input type="text" value="1888850"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2073350"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

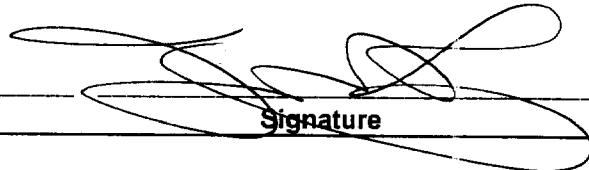
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Frank G. Long
Name of Person Signing


Signature

09/17/99
Date Signed

Dec 28 11 30 AM '98

ARTICLES OF AMENDMENT AND MERGER
OF

ALEXANDRIA NEWSPAPERS, INC. (no record)
a Louisiana Corporation M0615122

and

CENTRAL NEWSPRINT COMPANY, INC. (no record)
an Indiana Corporation M08615133

and

INDIANAPOLIS NEWSPAPERS, INC. (no record)
an Indiana Corporation M08615144

and

MUNCIE NEWSPAPERS, INC. (no record)
an Indiana Corporation M08615166

and

TOPICS NEWSPAPERS, INC. (no record)
an Indiana Corporation M08615177

and

VINCENNES NEWSPAPERS, INC. (no record)
an Indiana Corporation M08615188

into

PHOENIX NEWSPAPERS, INC.
an Arizona Corporation 00398734

which changed its name to CNE Corp.

APPROVED: *Tou*
DATE: 12/28
TERM: _____
PAGE: _____

The undersigned corporations adopt the following Articles of Amendment and Merger for the purpose of merging Alexandria Newspapers, Inc., a Louisiana corporation, Central Newsprint Company, Inc., an Indiana corporation, Indianapolis Newspapers, Inc., an Indiana corporation, Muncie Newspapers, Inc., an Indiana corporation, Topics Newspapers, Inc., an Indiana corporation, and Vincennes Newspapers, Inc., an Indiana corporation (each a "Merging Corporation" and together, the "Merging Corporations"), into Phoenix Newspapers, Inc., an Arizona corporation ("Surviving Corporation"). The Merging Corporations and the Surviving Corporation shall hereinafter be referred to collectively as the "Constituent Corporations."

FIRST: The merger shall be effected pursuant to the terms of the Plan and Agreement of Merger (the "Plan of Merger") attached hereto as Exhibit A.

SECOND: The names of the Constituent Corporations and their respective jurisdictions of incorporation are:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
Alexandria Newspapers, Inc.	Louisiana
Central Newsprint Company, Inc.	Indiana
Indianapolis Newspapers, Inc.	Indiana
Muncie Newspapers, Inc.	Indiana
Topics Newspapers, Inc.	Indiana
Vincennes Newspapers, Inc.	Indiana
Phoenix Newspapers, Inc.	Arizona

THIRD: The name and address of the known place of business of the Surviving Corporation is Phoenix Newspapers, Inc., 200 E. Van Buren Phoenix, AZ 85004. The name and address of the statutory agent of the Surviving Corporation is Jon P. Held, 200 E. Van Buren Phoenix, AZ 85004.

FOURTH: Approval of the shareholders of the Constituent Corporations was required. As to each Constituent Corporation, the designation and the number of shares outstanding and entitled to vote on the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Designation of Each Class or Series of Shares</u>	<u>Number of Shares Outstanding in Each Class or Series</u>	<u>Number of Shares Entitled to Vote in Each Class or Series</u>
Alexandria Newspapers, Inc.	common	2,289	2,289
Central Newsprint Company, Inc.	common	50	50
Indianapolis Newspapers, Inc.	common	13,468	13,468
Muncie Newspapers, Inc.	common	5,000	5,000
Topics Newspapers, Inc.	common	100	100
Vincennes Newspapers, Inc.	common	5,000	5,000
Phoenix Newspapers, Inc.	common	6,780	6,780

FIFTH: As to each Constituent Corporation, the total number of shares voted for and against the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Designation of Each Class or Series of Shares</u>	<u>Total Voted in Each Class or Series For</u>	<u>Total Voted in Each Class or Series Against</u>
Alexandria Newspapers, Inc.	common	2,289	-0-
Central Newsprint Company, Inc.	common	50	-0-
Indianapolis Newspapers, Inc.	common	13,468	-0-
Muncie Newspapers, Inc.	common	5,000	-0-
Topics Newspapers, Inc.	common	100	-0-
Vincennes Newspapers, Inc.	common	5,000	-0-
Phoenix Newspapers, Inc.	common	6,780	-0-

SIXTH: As to each Constituent Corporation, the number of votes cast for the Plan of Merger by each class or series of shares entitled to vote thereon was sufficient for approval by that class or series.

SEVENTH: Article First of the Articles of Incorporation of the Surviving Corporation is hereby amended effective upon the filing of this document by the Arizona Corporation Commission to read as follows:

“First: The name of this corporation is CNE Corp.”

EIGHTH: The merger is permitted by the law of the states under whose law each of the Merging Corporations is incorporated, and each of the Merging Corporations has complied with that law in effecting the merger.

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Amendment Merger to be executed in their respective corporate names by their duly authorized officers as of December 21, 1998.

PHOENIX NEWSPAPERS, INC., an Arizona corporation

By: 

Name: Eric S. Tooker

Its: Secretary

ALEXANDRIA NEWSPAPERS, INC., a Louisiana corporation

By: 

Name: Eric S. Tooker

Its: Secretary

CENTRAL NEWSPRINT COMPANY, INC., an Indiana corporation

By: 

Name: Eric S. Tooker

Its: Secretary

INDIANA NEWSPAPERS, INC., an Indiana corporation

By: 

Name: Eric S. Tooker

Its: Secretary

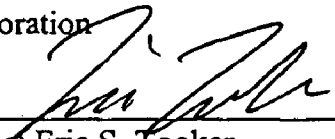
MUNCIE NEWSPAPERS, INC., an Indiana corporation

By: 

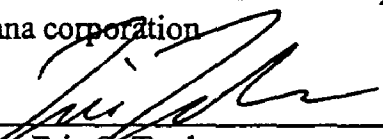
Name: Eric S. Tooker

Its: Secretary

TOPICS NEWSPAPERS, INC., an Indiana
corporation

By: 
Name: Eric S. Tooker
Its: Secretary

VINCENNES NEWSPAPERS, INC., an
Indiana corporation

By: 
Name: Eric S. Tooker
Its: Secretary

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Plan of Merger") sets forth the terms and conditions for the merger (the "Merger") of Alexandria Newspapers, Inc., a Louisiana corporation, Central Newsprint Company, Inc., an Indiana corporation, Indianapolis Newspapers, Inc., an Indiana corporation, Muncie Newspapers, Inc., an Indiana corporation, Topics Newspapers, Inc., an Indiana corporation, and Vincennes Newspapers, Inc., an Indiana corporation (each a "Merging Corporation" and together, the "Merging Corporations"), into Phoenix Newspapers, Inc., an Arizona corporation (the "Surviving Corporation"). The Merging Corporations and the Surviving Corporation shall hereinafter be referred to collectively as the "Constituent Corporations."

1. The Merger; Effects of the Merger. On the Effective Date (as defined below), the Merging Corporations will be merged with and into the Surviving Corporation in accordance with, and with the effect provided in, Section 10-1106 of the Arizona Revised Statutes; the separate existence of the Merging Corporations will cease; the Surviving Corporation will continue in existence as an Arizona corporation and will succeed to all of the rights, privileges, immunities, and properties of the Merging Corporations; and the Surviving Corporation will be responsible and liable for all of the debts, liabilities, and obligations of the Merging Corporations. Without limiting the foregoing, on and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all property, real, personal, and mixed, and all and every other interest belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation and shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested, by deed or otherwise, in any of the Constituent Corporations shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it. Any action or proceeding, whether civil, criminal, or administrative, pending by or against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted as a party in such action or proceeding in place of any Constituent Corporation.

2. Effective Date of the Merger. The Merger will be effective as of 4:00 p.m., December 28, 1998 (the "Effective Date").

3. Articles of Incorporation. On the effective Date, Article First of the Articles of Incorporation of the Surviving Corporation shall be amended in its entirety to read as follows:

"First: The name of this corporation is CNE Corp."

The Articles of Incorporation of the Surviving Corporation, as amended herein, will continue to be its Articles of Incorporation on and after the Effective Date of the Merger until further amended according to law.

4. Bylaws. No changes will be made in the Bylaws of the Surviving Corporation in connection with the Merger and the Bylaws of the Surviving Corporation, as heretofore amended, will continue to be its Bylaws on and after the Effective Date until further amended according to the provisions thereof and applicable law.

5. Conversion of Stock of Merging Corporations. On the Effective Date, by virtue of the Merger, the issued and outstanding shares of common stock of each of the Merging Corporations shall not be converted in any manner, but each share which is issued as of the Effective Date shall be surrendered and extinguished.

6. Further Assurances. If at any time after the Effective Date, the Surviving Corporation deems it necessary or advisable that any further assignments or assurances in law are required to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, title to, and possession of, any property or right of the Merging Corporations acquired or to be acquired as a result of the Merger, the Surviving Corporation and its proper officers and directors shall execute and deliver any deed, assignment, or other document and take any such other action as may be required and such proper officers and directors are fully authorized in the name and on behalf of the Merging Corporations or otherwise to take any and all such action.

7. Termination. This Plan of Merger may be terminated and the Merger may be abandoned by mutual consent of the respective Boards of Directors of the Constituent Corporations at any time prior to the Effective Date.

8. Amendment. This Plan of Merger may be amended by the parties hereto by action taken or authorized by their respective Boards of Directors at any time before or after approval of the matters presented in connection with the Merger by the shareholders of the Constituent Corporations. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of all of the parties hereto.

9. Headings. The headings in this Plan of Merger are inserted for convenience only and shall not constitute a part hereof.

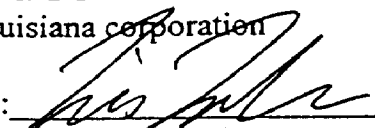
PHOENIX NEWSPAPERS, INC., an Arizona corporation

By: 

Name: Eric S. Fooker

Its: Secretary

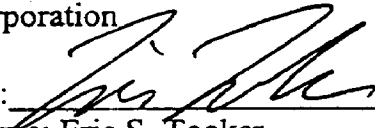
ALEXANDRIA NEWSPAPERS, INC., a
Louisiana corporation

By: 
Name: Eric S. Tooker
Its: Secretary

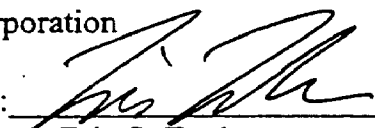
CENTRAL NEWSPRINT COMPANY, INC.,
an Indiana corporation

By: 
Name: Eric S. Tooker
Its: Secretary

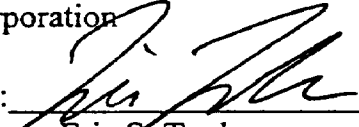
INDIANA NEWSPAPERS, INC., an Indiana
corporation

By: 
Name: Eric S. Tooker
Its: Secretary

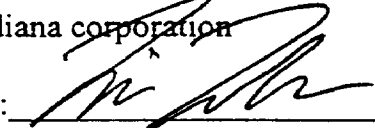
MUNCIE NEWSPAPERS, INC., an Indiana
corporation

By: 
Name: Eric S. Tooker
Its: Secretary

TOPICS NEWSPAPERS, INC., an Indiana
corporation

By: 
Name: Eric S. Tooker
Its: Secretary

VINCENNES NEWSPAPERS, INC., an
Indiana corporation

By: 
Name: Eric S. Tooker
Its: Secretary