

Form PTO-1594
(Rev. 03/01)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Times Mirror Company

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 06/12/00

2. Name and address of receiving party(ies)

Name: Tribune Company

Internal

Address:

Street Address: 435 N. Michigan Avenue

City: Chicago State: IL Zip: 60611

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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)

B. Trademark Registration No.(s) 2311430

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael A. Parks

Internal Address:

Tribune Company

Street Address: 435 N. Michigan Avenue

City: Chicago State: IL Zip: 60611

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

201499

DO NOT USE THIS SPACE

9. Signature.

Michael A. Parks

Name of Person Signing



Signature

January 15, 2002

Date

Total number of pages including cover sheet, attachments, and document:

5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE TIMES MIRROR COMPANY", A DELAWARE CORPORATION, WITH AND INTO "TRIBUNE COMPANY" UNDER THE NAME OF "TRIBUNE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JUNE, A.D. 2000, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

0674607 8100M

001297640

AUTHENTICATION: 0492268

DATE: 06-12-00

TRADEMARK
REEL: 002406 FRAME: 0269

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 05:00 PM 06/12/2000
 001297640 - 0674607

CERTIFICATE OF MERGER

of

THE TIMES MIRROR COMPANY
 (a Delaware corporation)

with and into

TRIBUNE COMPANY
 (a Delaware corporation)

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Tribune Company, a Delaware corporation ("Tribune"), hereby certifies the following information relating to the merger (the "Merger") of The Times Mirror Company, a Delaware corporation ("Times Mirror"), with and into Tribune:

FIRST: The names and states of incorporation of the constituent corporations (the "Constituent Corporations") in the Merger are:

<u>Name</u>	<u>State of Incorporation</u>
Tribune Company	Delaware
The Times Mirror Company	Delaware

SECOND: The Agreement and Plan of Merger, between Tribune and Times Mirror, dated as of March 13, 2000 (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the corporation surviving the Merger (the "Surviving Corporation") is Tribune Company.

FOURTH: The certificate of incorporation of Tribune, as in effect immediately prior to the effective time of the Merger, amended as follows, shall be the certificate of incorporation of the Surviving Corporation:

The first paragraph of Article FOURTH shall be amended and restated to read in its entirety as follows:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one billion four hundred twelve million (1,412,000,000) shares consisting of (A) twelve million (12,000,000) shares of Preferred Stock, without par value, issuable in one or more series as hereinafter provided, and (B) one

billion four hundred million (1,400,000,000) shares of Common Stock, par value \$.01 per share."

A new Article FOURTEENTH shall be added to read in its entirety as follows:

"FOURTEENTH: Notwithstanding any other provision in this Amended and Restated Certificate of Incorporation, no provision of Article VIII of the by-laws of the corporation (for so long as such Article VIII is in effect) may be altered, amended or repealed, nor may any provision inconsistent therewith be adopted, including by means of merger, consolidation, asset transfer or other transaction with any affiliated entity in which the corporation is not the surviving or continuing entity, except by the affirmative vote of all of the holders of outstanding stock of the corporation entitled to vote or of all of the members of the Board of Directors."

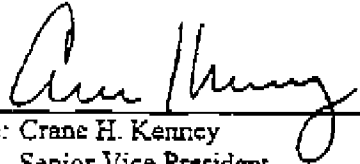
FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at 435 North Michigan Avenue, Chicago, Illinois 60611.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: This Certificate of Merger shall be effective as of 5:00 p.m., New York City time, on June 12, 2000.

IN WITNESS WHEREOF, Tribune has caused this Certificate of Merger to be executed by its duly authorized officer on June 12, 2000.

TRIBUNE COMPANY

By: 
Name: Crane H. Kenney
Title: Senior Vice President,
General Counsel and Secretary