

09-22-2003

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



Tab settings

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

1. Name of conveying party(ies):

J.H. Zerbey Newspapers, Inc.

- Individual(s)
- General Partnership
- Corporation - Pennsylvania
- Other _____

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

3. Nature of Conveyance:

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

Execution Date: June 16, 2003

2. Name and address of receiving party(ies):

Pottsville Republican, Inc.
149 Penn Avenue
Scranton, Pennsylvania 18503

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Pennsylvania
- Other _____

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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COMM/FINANCE

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,347,777 - SCHUYLKILL ONLINE

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
DECHERT LLP
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)\$40.00

- Enclosed
- Authorized to be charged to deposit account
(Including any underpayment)

8. Deposit account number: 04-0475

(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.

Glenn A. Gundersen
Name of Person Signing

Signature

9/12/03
Date

Total number of pages including cover sheet, attachments, and document: 15

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

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REEL: 002826 FRAME: 0921

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger
(15 Pa.C.S.)

Entity Number

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name Haggerty, McDonnell & O'Brien

Address 203 Franklin Street

City Scranton State PA Zip Code 18503

Document will be returned to the name and address you enter to the left.

Filed with the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: J. H. Zerbey Newspapers, Inc.*

* Pursuant to Section 2.02(a) of the plan of merger, the name of the corporation surviving the merger shall automatically be changed hereby to Pottsville Republican, Inc., effective immediately following the effectiveness of the merger.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 111 Mahantongo Street Pottsville PA 17901 Schuylkill

Number and Street City State Zip County

(b) c/o _____
Name of Commercial Registered Office Provider County

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o _____
Name of Commercial Registered Office Provider County

_____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

PA DEPT OF STATE

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IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 8th day of August, 2003.

J. H. Zerby Newspapers, Inc.

By [Signature]
 Title President

Pottsville Republican, Inc.

By [Signature]
 Title Secretary

Exhibit A

2.01 The Merger.

(a) At the Effective Time, Acquisition Company shall be merged (the "Merger") with and into Zerbey in accordance with the terms and conditions of this Agreement and of the PBCL, at which time the separate existence of Acquisition Company shall cease and Zerbey shall continue its existence. In its capacity as the corporation surviving the Merger, this Agreement sometimes refers to Zerbey as the "Surviving Corporation".

(b) As soon as practicable after satisfaction or, to the extent permitted hereby, waiver of all conditions set forth in Article XII, Zerbey and Acquisition Company shall file articles of merger (the "Articles of Merger") with the Department of State of the Commonwealth of Pennsylvania (the "Department of State") and make all other filings or recordings required by the PBCL in connection with the Merger. The "Effective Date" and the "Effective Time" shall be the date and time, respectively, that the Articles of Merger are filed with the Department of State (unless otherwise agreed upon by the parties and specified in the Articles of Merger, in which case, subject to Section 1928 of the PBCL, the Effective Date and the Effective Time shall be the date and time so specified).

(c) From and after the Effective Time, the Merger shall have the effects set forth in Section 1929 of the PBCL.

(d) The closing of the Merger (the "Closing") shall be held at the offices of Reed Smith LLP, 435 Sixth Avenue, Pittsburgh, Pennsylvania 15219 (or such other place as agreed by the parties), on a date and time to be specified by the parties, which shall be no later than 10:00 a.m., Pittsburgh time, on the first Business Day after satisfaction or, to the extent permitted hereby, waiver of the conditions set forth in Article XII, unless the parties hereto agree to another date and time.

2.02 Organizational Documents. The Articles of Merger shall provide that, from and after the Effective Time, (a) Acquisition Company's articles of incorporation in effect immediately prior to the Effective Time shall be the Surviving Corporation's articles of incorporation; provided, that the Surviving Corporation shall change its name to Pottsville Republican, Inc. and (b) Acquisition Company's bylaws in effect immediately prior to the Effective Time shall be the Surviving Corporation's bylaws, in each case until amended in accordance with Applicable Law.

2.03 Directors and Officers. From and after the Effective Time (until duly removed or until successors are duly elected or appointed and qualified), Acquisition Company's directors and officers immediately prior to the Effective Time shall be the Surviving Corporation's directors and officers.