

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/28/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Philadelphia Newspapers, Inc.		06/28/2006	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Philadelphia Newspapers, LLC
Street Address:	400 N. Broad Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19101
Entity Type:	LIMITED LIABILITY COMPANY: PENNSYLVANIA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	1499923	ANSA QWIK
Registration Number:	1627049	SAVVY READER
Registration Number:	2888050	SHOPPERS EXPRESS
Registration Number:	2028832	VEGAS VIC
Registration Number:	2267134	TRICLASSIFIEDS
Registration Number:	2331219	PHILLYTECH
Registration Number:	2328215	THE PHILADELPHIA INQUIRER PHILLYTECH
Registration Number:	2409591	JOE SIXPACK
Registration Number:	2530289	RIGHT BY YOUR SIDE
Registration Number:	2705153	KILLING PABLO
Registration Number:	2783550	KILLING PABLO
Serial Number:	78644018	MS. Demeanor
Serial Number:	78644407	PHILLYFEED

OP \$340.00 1499923

CORRESPONDENCE DATA

Fax Number: (215)575-7200

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 215-575-7000

Email: tmconfirm@dilworthlaw.com

Correspondent Name: John W. Goldschmidt, Jr.

Address Line 1: 1735 Market Street

Address Line 2: 3200 Mellon Bank Center

Address Line 4: Philadelphia, PENNSYLVANIA 19103-7595

NAME OF SUBMITTER:	John W. Goldschmidt, Jr. Reg. No. 34,828
Signature:	/John W. Goldschmidt, Jr./
Date:	07/17/2006

Total Attachments: 8

source=PNI merger recordation#page1.tif
source=PNI merger recordation#page2.tif
source=PNI merger recordation#page3.tif
source=PNI merger recordation#page4.tif
source=PNI merger recordation#page5.tif
source=PNI merger recordation#page6.tif
source=PNI merger recordation#page7.tif
source=PNI merger recordation#page8.tif

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

PHILADELPHIA NEWSPAPERS, LLC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3657097

CT CORPORATION SYSTEM
100 Pine Street, Suite 325
Harrisburg, PA 17101

TRADEMARK
REEL: 003348 FRAME: 0975

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Merger or Consolidation
Limited Liability Company
(15 Pa. C.S. § 8958)

Name	
Address	
City	CT CORP-COUNTER

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

Commonwealth of Pennsylvania
CERTIFICATE OF MERGER 4 Page(s)



Fee: \$150 plus \$40 additional for each party in addition to two

In compliance with the requirements of the 15 Pa.C.S. § 8958 (relating to articles of merger or consolidation), the undersigned limited liability company(s), desiring to effect a merger or consolidation, hereby state that:

1. The name of the limited liability company surviving the merger or consolidation is:
PHILADELPHIA NEWSPAPERS, LLC

2. Check and complete one of the following:

The surviving limited liability company is a domestic limited liability company 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
1735 MARKET STREET, 3200 MELLON BANK CENTER,	PHILADELPHIA,	PA	19103-7595	PHILADELPHIA

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

The surviving limited liability company is a qualified foreign limited liability company formed 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) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

The surviving limited liability company is a nonqualified foreign limited liability company formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
-------------------	------	-------	-----

3. The name and the address of the current registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic limited liability company and qualified foreign limited liability company which is a party to the plan of merger or consolidation are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
PROMEDIA PUBLISHING COMPANY	C/O CT CORPORATION SYSTEM		PHILADELPHIA
PHILADELPHIA NEWSPAPERS, INC.	C/O CT CORPORATION SYSTEM		PHILADELPHIA

4. Check, and if appropriate complete, one of the following:

The plan of merger or consolidation shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger or consolidation shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger or consolidation was adopted by each domestic limited liability company is as follows:

Name of Limited Liability Company	Manner of Adoption
(1) PHILADELPHIA NEWSPAPERS, INC.: DIRS. & S'HOLDER.	(2) PROMEDIA PUBLISHING COMPANY:
DIRS. & S'HOLDER.	(3) PHILADELPHIA NEWSPAPERS, LLC : MANAGER AND MEMBER

6. ~~Strike out this paragraph if no foreign limited liability company is a party to the merger or consolidation: The plan was authorized, adopted or approved, as the case may be, by the foreign limited liability company (or each of the foreign limited liability companies) party to the plan in accordance with the laws of the jurisdiction in which it is organized.~~

7. Check, and if appropriate complete, one of the following:

The plan of merger or consolidation is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 8958 (b) (relating to omission of certain provisions of plan of merger or consolidation) the provisions, if any, of the plan of merger or consolidation that amend or constitute the operative Certificate of Organization of the surviving limited liability company as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger or consolidation is on file at the principal place of business of the surviving limited liability company, the address of which is:

1735 MARKET STREET, 3200 MELLON BANK CENTER, PHILA., PA 19103-7595	PHILADELPHIA
Number and street	City State Zip County

IN TESTIMONY WHEREOF, the undersigned limited liability company has caused this Certificate of Merger or Consolidation to be signed by a duly authorized member or manager thereof this

28 day of JUNE, 2006.

PHILADELPHIA NEWSPAPERS, LLC

Name of Limited Liability Company

Patrick J. Talamantes
Signature

PATRICK J. TALAMANTES, MANAGER

Title

PHILADELPHIA NEWSPAPERS, INC.

Name of Limited Liability Company

Patrick J. Talamantes
Signature

Patrick J. Talamantes, President

Title

PROMEDIA PUBLISHING COMPANY

Patrick J. Talamantes
Signature

Patrick J. Talamantes, President

Title

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

PHILADELPHIA NEWSPAPERS, LLC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3657097

CT CORPORATION SYSTEM
100 Pine Street, Suite 325
Harrisburg, PA 17101

TRADEMARK
REEL: 003348 FRAME: 0979

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Entity Number

Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Name _____
Address _____
CT CORP-COUNTER
City _____ State _____ Zip Code _____

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



Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 4 Page(s)

Fee: \$125

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (*designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation*):
PHILADELPHIA NEWSPAPERS, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street City State Zip County
1735 MARKET STREET, 3200 MELLON BANK CENTER, PHILA., PA 19103-7595 PHILADELPHIA

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

3. The name and address, including street and number, if any, of each organizer is (*all organizers must sign on page 2*):

Name	Address
MELINDA A. ANDERSON	WILSON SONSINI GOODRICH & ROSATI 1301 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10019-6022

TRADEMARK

REEL: 003348 FRAME: 0980

4. *Strike out if inapplicable term*
A member's interest in the company is to be evidenced by a certificate of membership interest.

5. *Strike out if inapplicable:*
Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: _____
month date year hour, if any

7. *Strike out if inapplicable:* The company is a restricted professional company organized to render the following restricted professional service(s):

8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have)
signed this Certificate of Organization this

28 day of JUNE, 2006.

Melinda A. Anderson
Signature

MELINDA A. ANDERSON

Signature

Signature

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

- Consent to Appropriation of Name
(19 Pa.Code § 17.2)
- Consent to Use of Similar Name

Pursuant to 19 Pa. Code § 17.2 (relating to appropriation of the name of a senior corporation) and § 17.3 (relating to use of a similar name) the undersigned association, desiring to consent to the appropriation/use of similar name of its name by another association, hereby certifies that:

1. The name of the association executing this Consent of Name is:
PHILADELPHIA NEWSPAPERS, INC.

2. The (a) address of this corporation's 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) Name of Commercial Registered Office Provider
c/o CT CORPORATION SYSTEM

County
PHILADELPHIA

3. The date of its incorporation or other organization is: 11/28/1969

4. The statute under which it was incorporated or otherwise organized is: PA BCL OF 1933

5. The association(s) entitled to the benefit of this Consent of Name is(are):
PHILADELPHIA NEWSPAPERS, LLC

6. If Consent to Appropriation of Name, the association is about to (check one):


Change its name Cease to do business Withdrawal from doing business in PA Being wound up

7. If Consent to Use of Similar Name, check box:

Indicates that the association executing this Consent to Use of Similar Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such association is authorized to and does hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code § 17.3(c)(6)):

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof

this 28 day of JUNE, 2006.



Patrick S. Talamantes, President
Title