

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/27/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Knight-Ridder, Inc.		06/27/2006	CORPORATION: FLORIDA
The McClatchy Company		06/27/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	The McClatchy Company
Street Address:	2100 Q Street
City:	Sacramento
State/Country:	CALIFORNIA
Postal Code:	95816
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	0803925	FORT WORTH STAR-TELEGRAM

**CORRESPONDENCE DATA**

Fax Number: (510)295-2401  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 510-841-9800  
 Email: trademarks@campcobalt.com  
 Correspondent Name: Tsan Abrahamson/Cobalt LLP  
 Address Line 1: 819 Bancroft Way  
 Address Line 4: Berkeley, CALIFORNIA 94710

ATTORNEY DOCKET NUMBER:	FORT WORTH ASSIGNMENT
NAME OF SUBMITTER:	Gregory Soltys
Signature:	/Gregory Soltys/

**TRADEMARK**

Date:

08/03/2006

**Total Attachments: 10**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"KNIGHT-RIDDER, INC.", A FLORIDA CORPORATION,

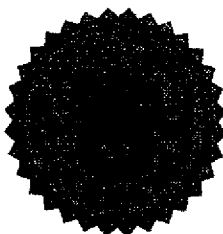
WITH AND INTO "THE MCCLATCHY COMPANY" UNDER THE NAME OF "THE MCCLATCHY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2006, AT 2:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2006, AT 4:01 O'CLOCK P.M.

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

2822160 8100M

060612897



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4859685

DATE: 06-27-06

TRADEMARK  
REEL: 003362 FRAME: 0084

**CERTIFICATE OF MERGER**

**MERGING**

**KNIGHT-RIDDER, INC.  
A FLORIDA CORPORATION**

**WITH AND INTO**

**THE MCCLATCHY COMPANY  
A DELAWARE CORPORATION**

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Pursuant to Section 252 of the Delaware General Corporation Law

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The McClatchy Company, a Delaware corporation (the "Company"), does hereby certify as follows:

**FIRST:** That the name and state of incorporation of each of the constituent corporations to the merger are The McClatchy Company, a Delaware corporation, and Knight-Ridder, Inc., a Florida corporation ("Knight-Ridder").

**SECOND:** The authorized capital stock of Knight-Ridder consists of 250,000,000 shares of Knight-Ridder common stock, par value \$0.02 1/12 per share, and 20,000,000 shares of preferred stock, par value \$1.00 per share, of which 1,500,000 shares are designated as Series A Junior Participating Preferred Stock and 1,758,242 shares are designated as Series B Preferred Stock.

**THIRD:** An Agreement and Plan of Merger (the "Agreement"), dated March 12, 2006, by and between the Company and Knight-Ridder, setting forth the terms and conditions of the merger of Knight-Ridder with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

**FOURTH:** The name of the surviving corporation in the Merger (the "Surviving Corporation") shall be The McClatchy Company.

**FIFTH:** That upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended to read in full as set forth in Exhibit A hereto.

**SIXTH:** An executed copy of the Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

The McClatchy Company  
2100 Q Street  
Sacramento, California 95816

SEVENTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

EIGHTH: The Merger shall be effective as of 4:01 p.m. Eastern Daylight Time on June 27, 2006.

*[signature page follows]*

IN WITNESS WHEREOF, Company has caused this Certificate of Merger to be executed in its corporate name as of June 27, 2006.

**THE MCCLATCHY COMPANY**

By: /s/ Gary B. Pruitt

Name: Gary B. Pruitt

Title: Chairman, President and Chief Executive Officer

**TRADEMARK**

**REEL: 003362 FRAME: 0087**

**EXHIBIT A**

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**THE MCCLATCHY COMPANY  
A DELAWARE CORPORATION**

**ARTICLE FIRST**

The name of the corporation is THE McCLATCHY COMPANY.

**ARTICLE SECOND**

The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE THIRD**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE FOURTH**

4.1 Authorized Capitalization. The total number of shares of all classes of stock which the Corporation shall have authority to issue is two hundred sixty million (260,000,000) shares, consisting of two hundred million (200,000,000) shares of Class A Common Stock, with a par value of one cent (\$.01) per share, and sixty million (60,000,000) shares of Class B Common Stock, with a par value of one cent (\$.01) per share. The number of authorized shares of Class A Common Stock or Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of Common Stock voting together as a single class without the separate vote of the holders of any other class of stock.

4.2 Class A Common Stock. The shares of Class A Common Stock and shares of Class B Common Stock shall be identical in all respects and shall have equal rights and privileges except as set forth in this paragraph (b) and in paragraph (c) of this Article IV. Upon dissolution of the Corporation, holders of Class A Common Stock and holders of Class B Common Stock are

entitled to share ratably in the assets thereof that may be available for distribution after satisfaction of creditors.

(a) Dividends.

(A) Such dividends or distributions as may be determined by the Board of Directors of the Corporation from time to time may be declared and paid or made upon the Class A Common Stock out of any source at the time lawfully available for the payment of dividends, provided that (subject to subparagraph (B) and (C) below of this paragraph (b)(i)) identical dividends or distributions are declared and paid concurrently upon the Class B Common Stock. If dividends or distributions are declared and paid upon the Class B Common Stock (subject to subparagraphs (B) and (C) below of this paragraph (b)(i)) an identical dividend shall be declared and paid concurrently on the Class A Common Stock.

(B) No dividend may be declared and paid in Class A Common Stock unless the dividend is payable only to holders of Class A Common Stock and a dividend payable to Class B Common Stock is declared and paid concurrently in respect of outstanding shares of Class B Common Stock in the same number of shares of Class B Common Stock per outstanding share.

(C) If a dividend is declared and paid in Class B Common Stock in respect of outstanding shares of Class B Common Stock, then a dividend shall be declared and paid concurrently in shares of Class A Common Stock in respect of outstanding shares of Class A Common Stock so that each holder of outstanding shares of Class A Common Stock receives (on a per outstanding share basis) a total number of dividend shares of Class A Common Stock equal to the number of dividend shares of Class B Common Stock received by the holders of the outstanding shares of Class B Common Stock.

(b) Stock Combinations and Subdivisions. The Class A Common Stock shall not be combined or subdivided unless at the same time there is a proportionate combination or subdivision of the Class B Common Stock. If the Class B Common Stock is combined or subdivided, a proportionate combination or subdivision of the Class A Common Stock shall be made at the same time.

(c) Voting. The holders of Class A Common Stock shall have the voting rights set forth below:

(i) With respect to the election of Directors, the holders of Class A Common Stock voting as a separate class shall be entitled to elect that number of Directors which constitutes twenty-five percent (25%) of the total membership of the Board of Directors, and if such twenty-five percent (25%) is not a whole number, then the holders of Class A Common Stock will be entitled to elect the nearest higher whole number of directors which constitutes twenty-five percent (25%) of such membership. Such election shall be from a slate of Director nominees separate from a slate of Director nominees from which holders of Class B Common Stock shall elect Directors. There shall be no cumulative voting for either holders of Class A Common Stock or holders of Class B Common Stock.

(ii) The holders of Class A Common Stock will be entitled to vote as a separate class on the removal, with or without cause, of any Director elected by the holders of



Class A Common Stock, provided that, to the extent permitted by applicable law, any Director may be removed for cause by the Board of Directors.

(iii) Except as may otherwise be required by law, the holders of Class A Common Stock shall, in all matters not referred to in subparagraphs (A) or (B) of this paragraph (b)(iii) or in subparagraphs (A) or (B) of paragraph (c) (iii) of this Article IV, vote together with the holders of Class B Common Stock as a single class, provided that the holders of Class A Common Stock will have one-tenth (1/10) of a vote for each share and the holders of Class B Common Stock shall have one (1) vote for each share.

(iv) Notwithstanding anything herein to the contrary, the holders of Class A Common Stock shall have exclusive voting power on all matters at any time when no shares of Class B Common Stock are issued and outstanding.

#### 4.3 Class B Common Stock.

(a) Dividends and Distributions. Subject to the provisions of paragraph (b)(i) of this Article IV, such dividends and distributions may be declared and paid or made upon the Class B Common Stock as may be permitted by applicable law.

(b) Stock Combinations and Subdivisions. Subject to the provisions of paragraph (b)(ii) of this Article IV, the Class B Common Stock may be combined or subdivided in such manner as may be permitted by applicable law.

(c) Voting. Subject to the provisions of paragraph (b)(iii) of this Article IV, the Class B Common Stock shall have one (1) vote per share on all matters that may be submitted to a vote of the stockholders. Without limiting the generality of the foregoing:

(i) With respect to the election of Directors, the holders of Class B Common Stock shall be entitled, voting as a separate class, to elect the remaining Directors not subject to the priority rights of the holders of the Class A Common Stock set forth in paragraph (b) (ii) (A) of this Article IV; and

(ii) The holders of the Class B Common Stock will be entitled to vote as a separate class on the removal, with or without cause, of any Director who was elected either by the holders of the Class B Common Stock or by Directors who were elected by the holders of the Class B Common Stock, provided that any Director may be removed for cause by the Board of Directors.

#### (d) Conversion.

(i) Each holder of record of Class B Common Stock may, in such holder's sole discretion and at such holder's option, convert any whole number or all of such holder's shares of Class B Common Stock into fully paid and nonassessable shares of Class A Common Stock at the rate (subject to adjustment as hereinafter provided) of one (1) share of Class A Common Stock for each share of Class B Common Stock surrendered for conversion. Any such conversion may be effected by any holder of Class B Common Stock surrendering such holder's certificate or certificates for the shares of Class B Common Stock to be converted, duly endorsed, at the office of

the Corporation or any transfer agent for the Class B Common Stock, together with a written notice to the Corporation at such office that such holder elects to convert all or a specified number of shares of Class B Common Stock and stating the name or names in which such holder desires the certificate or certificates for such shares of Class A Common Stock to be issued. Promptly thereafter, the Corporation shall issue and deliver to such holder or such holder's nominee or nominees, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made at the close of business on the date of such surrender and the person or persons entitled to receive the shares of Class A Common Stock issuable on such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock on that date.

(ii) The number of shares of Class A Common Stock into which the shares of Class B Common Stock may be converted shall be subject to adjustment from time to time in the event of any capital reorganization, reclassification of stock of the Corporation, consolidation or merger of the Corporation with or into another corporation, or sale or conveyance of all or substantially all of the assets of the Corporation to another corporation or other entity or person. Each share of Class B Common Stock shall thereafter be convertible into such kind and amount of securities or other assets, or both, as are issuable or distributable in respect of the number of shares of Class A Common Stock into which each share of Class B Common Stock is convertible immediately prior to such reorganization, reclassification, consolidation, merger, sale or conveyance. In any such case, appropriate adjustments shall be made by the Board of Directors of the Corporation in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of Class B Common Stock to the end that the provisions set forth herein (including provisions for adjustment of the conversion rate) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other assets thereafter deliverable on conversion of the Class B Common Stock.

(iii) The Corporation shall, at all times, reserve and keep available out of the authorized and unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the outstanding Class B Common Stock, such number of shares of Class A Common Stock as shall from time to time be sufficient to effect conversion of all outstanding Class B Common Stock and if, at any time, the number of authorized and unissued shares of Class A Common Stock shall not be sufficient to effect conversion of the then outstanding Class B Common Stock, the Corporation shall take such corporate action as may be necessary to increase the number of authorized and unissued shares of Class A Common Stock to such number as shall be sufficient for such purposes.

## ARTICLE FIFTH

In the consideration and approval of all policies and actions of the Corporation, the Board of Directors shall have the right to consider all relevant factors which are in the best interests of the Corporation and its stockholders, including and in addition to the financial interests of stockholders, community standards and values, the welfare of employees, and the quality and independence of the Corporation and its publishing enterprise.

## ARTICLE SIXTH

The Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

## ARTICLE SEVENTH

7.1 A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

7.2 Each director or officer of the Corporation who was or is made a party or is threatened to be made a party to or is in any way involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including without limitation any action, suit or proceeding brought by or in the right of the Corporation to procure a judgment in its favor) (hereinafter a "proceeding"), including any appeal therefrom, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee, agent or fiduciary of the Corporation or a predecessor corporation or of a subsidiary of the Corporation or any such predecessor corporation, or is or was serving at the request of the Corporation or any such predecessor corporation, as a director, officer, manager, partner, trustee, employee, fiduciary or agent of another entity or enterprise, or by reason of anything done or not done in such capacity, shall be indemnified and held harmless by the Corporation, and the Corporation shall advance all expenses incurred by any such person in connection with any such proceeding prior to its final determination, to the fullest extent authorized by the Delaware General Corporation Law. In any proceeding against the Corporation to enforce these rights, such person shall be presumed to be entitled to indemnification, and the Corporation shall have the burden of proof to overcome that presumption. The rights to indemnification and advancement of expenses conferred by this Article shall be presumed to have been relied upon by directors and officers of the Corporation in serving or continuing to serve the Corporation and shall be enforceable as contract rights. Said rights shall not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled. The Corporation may, upon written demand presented by a director or officer of the Corporation or of a subsidiary of the Corporation, or by a person serving at the request of the Corporation as a director or officer of another entity or enterprise, enter into contracts to provide such persons with specific rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the Delaware General Corporation Law. The Corporation may create trust funds, grant security interests, obtain letters of credit, or use other means to ensure payment of such amounts as may be necessary to perform the obligations provided for in this Article or in any such contract.

7.3 Any repeal or modification of the foregoing provisions of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification, including without limitation any contractual rights arising under or authorized by this Article.

7.4 In addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least 66-2/3% of the voting power of all of the then outstanding shares of the Common Stock of the Corporation voting together as a single class, shall be required to amend or repeal this Article.

#### **ARTICLE EIGHTH**

The Corporation shall be entitled to treat the person in whose name any share is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, save as expressly provided by the laws of the United States of America or of the State of Delaware.