

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Snowboard Acquisition Holdings Corporation		03/01/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Star Tribune Holdings Corporation
Street Address:	425 Portland Ave. S.
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55488
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Serial Number:	76390131	CLICK 6
Registration Number:	2634014	COOKING WITH TASTE
Registration Number:	2473041	FREE TIME
Registration Number:	2178504	FREETIME
Registration Number:	2524957	FULLY BOOKED
Registration Number:	2829742	HELPING LITTLE HEROES
Registration Number:	2833774	HOMER HANKY
Registration Number:	2477959	INSIGHTS IN INK
Registration Number:	2522959	KIDS WIN WIRED INTO NEWS
Registration Number:	2522958	KIDS WIN WIRED INTO NEWS STAR TRIBUNE
Registration Number:	2458715	LIFE IS SHORT FISH NOW, WORK LATER
Registration Number:	2254715	LOVELINES
Serial Number:	78809779	MARQ
Registration Number:	1665809	MINDWORKS

OP \$765.00 76390131

Registration Number:	1442073	MINNEAPOLIS STAR AND TRIBUNE
Serial Number:	78947745	MINNESCAPES
Registration Number:	3152719	MINNESOTA POLL
Registration Number:	2206833	MINNESOTA WE LOVE IT HERE
Registration Number:	2543341	SEE WHAT YOU CAN DO
Registration Number:	3080993	SHOPMINNESOTA.COM
Serial Number:	78889574	SPORTSHOTS
Registration Number:	1495070	STAR TRIBUNE
Registration Number:	1495758	STAR TRIBUNE
Registration Number:	1547302	STAR TRIBUNE NEWSPAPER OF THE TWIN CITIES
Registration Number:	1547301	STAR TRIBUNE NEWSPAPER OF THE TWIN CITIES
Registration Number:	2249689	STARTRIBUNE COM
Registration Number:	2216881	STRIB STUFF
Registration Number:	2432042	STRIBAUCTIONS
Serial Number:	77052861	VITA.MN
Registration Number:	2495468	WEBDALE

CORRESPONDENCE DATA

Fax Number: (612)766-1723
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: trademarkmpls@faegre.com
 Correspondent Name: Faegre & Benson LLP
 Address Line 1: 90 South Seventh Street
 Address Line 2: 2200 Wells Fargo Center
 Address Line 4: Minneapolis, MINNESOTA 55402-3901

ATTORNEY DOCKET NUMBER:	11398-357617
NAME OF SUBMITTER:	Dianna L. Gould - Paralegal
Signature:	/dlg/
Date:	10/26/2007

Total Attachments: 7
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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 RESTATED CERTIFICATE OF "SNOWBOARD ACQUISITION HOLDINGS CORPORATION", CHANGING ITS NAME FROM "SNOWBOARD ACQUISITION HOLDINGS CORPORATION" TO "STAR TRIBUNE HOLDINGS CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2007, AT 1:45 O'CLOCK P.M.

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

4272961 8100

070264754



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5471985

DATE: 03-01-07

TRADEMARK
REEL: 003648 FRAME: 0034

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SNOWBOARD ACQUISITION HOLDINGS CORPORATION**

Pursuant to the provisions of § 242 and § 245 of the
General Corporation Law of the State of Delaware

FIRST: The present name of the corporation is Snowboard Acquisition Holdings Corporation (the "**Corporation**"). The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was December 21, 2006.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended in its entirety as set forth in the Amended and Restated Certificate of Incorporation attached as Exhibit A hereto.

THIRD: The Amended and Restated Certificate of Incorporation herein certified has been duly adopted by the stockholders in accordance with the provisions of § 228, 242, and 245 of the General Corporation Law of the State of Delaware

FOURTH: This Certificate shall become effective upon the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware.


(NY) 02632/007/ACQ SUB/st holdings ar charter doc

*State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 03/01/2007
FILED 01:45 PM 03/01/2007
SRV 070264754 - 4272961 FILE*

**TRADEMARK
REEL: 003648 FRAME: 0035**

IN WITNESS WHEREOF, the undersigned has executed this Amended
and Restated Certificate of Incorporation as of this 1st day of March, 2007.

SNOWBOARD ACQUISITION
HOLDINGS CORPORATION

By: 
Name: Ben Silbert
Title: Secretary

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
STAR TRIBUNE HOLDINGS CORPORATION

FIRST: The name of the corporation is "Star Tribune Holdings Corporation" (the "**Corporation**").

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended ("**Delaware Law**").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,500,000, consisting of 1,450,000 shares of common stock, par value \$0.01 per share (the "**Common Stock**"), and 50,000 shares of preferred stock, par value \$0.01 per share (the "**Preferred Stock**").

The Board of Directors is hereby empowered to authorize by resolution or resolutions from time to time the issuance of one or more classes or series of Preferred Stock and to fix the designations, powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to each such class or series of Preferred Stock and the number of shares constituting each such class or series, and to increase or decrease the number of shares of any such class or series to the extent permitted by the Delaware Law.

FIFTH: (a) Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; *provided, however,* that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation

(including any Certificate of Designations relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock) or pursuant to Delaware Law.

(b) Notwithstanding any provision herein to the contrary, in connection with any acquisition of Common Stock (and/or any other voting securities of the Company) as to which the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), would, but for this paragraph, be applicable, any person or entity (as defined under the HSR Act) acquiring such Common Stock (and/or other voting securities of the Company) shall have no right to vote such Common Stock or voting securities until such person or entity has complied with the filing and waiting period requirements of the HSR Act.

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

SEVENTH: Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

EIGHTH: The Corporation expressly elects not to be governed by Section 203 of Delaware Law.

NINTH: (1) The Corporation's directors and stockholders shall not have a duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as the Corporation, and no director or stockholder of the Corporation shall be liable to the Corporation or its stockholders for breach of any fiduciary duty by reason of any such activities. If the Corporation's directors or stockholders acquire knowledge of a potential transaction or matter that may be a corporate opportunity for the Corporation, such directors or stockholders shall have no duty to communicate or offer such corporate opportunity to the Corporation and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty by reason of the fact that such corporate opportunity is not communicated or offered to the Corporation.

(2) Any person or entity purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this ARTICLE NINTH.

(3) None of the alteration, amendment, change and repeal of any provision of this ARTICLE NINTH nor the adoption of any provision of this

Certificate of Incorporation inconsistent with any provision of this ARTICLE NINTH shall eliminate or reduce the effect of this ARTICLE NINTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this ARTICLE NINTH, would accrue or arise, prior to such alteration, amendment, repeal or adoption.

TENTH: (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 to the fullest extent permitted by Delaware Law.

(2)(a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE TENTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this ARTICLE TENTH shall be a contract right.

(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

(3) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Delaware Law.

(4) The rights and authority conferred in this ARTICLE TENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(5) Neither the amendment nor repeal of this ARTICLE TENTH, nor the adoption of any provision of this Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any

modification of law, shall eliminate or reduce the effect of this ARTICLE TENTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

ELEVENTH: The Corporation reserves the right to amend this Certificate of Incorporation in any manner permitted by Delaware Law, and with the sole exception of those rights and powers conferred under the above ARTICLE TENTH, all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.