

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/19/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Media West - PNI, Inc.		12/19/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Phoenix Newspapers, Inc.
Street Address:	7950 Jones Branch Drive
City:	McLean
State/Country:	VIRGINIA
Postal Code:	22107
Entity Type:	CORPORATION: ARIZONA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2500756	CIRC2000
Registration Number:	2804255	YES
Registration Number:	2741621	SCOTTSDALE REPUBLIC
Registration Number:	2982433	ARIZONA WOMAN
Registration Number:	1992831	ADSNAP
Registration Number:	1605103	PRESSLINE
Registration Number:	2147179	ARIZONA BUSINESS GAZETTE
Registration Number:	2136804	THE ARIZONA REPUBLIC
Registration Number:	2193058	PHOENIX NEWSPAPERS
Registration Number:	2228606	THE REP
Registration Number:	2309842	ROOM WRAP
Registration Number:	2814629	AZCENTRAL.COM
Serial Number:	78932597	PHOENIX REPUBLIC

OP \$340.00 2500756

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (202)776-4981

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

Phone: (202) 776-2806

Email: trademark@dowlohnes.com

Correspondent Name: Mario J. Weber

Address Line 1: 1200 New Hampshire Avenue, N.W.

Address Line 2: Suite 800

Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

NAME OF SUBMITTER:	Mario J. Weber
Signature:	/Mario J. Weber/
Date:	03/03/2008

Total Attachments: 3

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MEDIA WEST - PNI, INC.,
a Delaware corporation

into

PHOENIX NEWSPAPERS, INC.,
a Arizona corporation

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

Phoenix Newspapers, Inc., a corporation incorporated on the 24th day of November, 1998 pursuant to the provisions of the Arizona Revised Statutes (the "**Parent**"), the provisions of which permit the merger of a subsidiary corporation into a parent corporation organized and existing under the laws of said state, hereby certifies as follows:

1. The Parent owns 100% of the outstanding shares of capital stock of Media West - PNI, Inc., a corporation incorporated on the 24th day of August, 2000 pursuant to the provisions of the General Corporation Law of the State of Delaware (the "**Subsidiary**").

2. On October 18, 2007, the Board of Directors of the Parent, acting by written consent in lieu of a meeting, approved the merger of the Subsidiary into the Parent and adopted the resolutions attached to this Certificate of Ownership and Merger as Exhibit A.

3. The Parent will be the surviving corporation in the merger.

4. The Parent agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary as well as for enforcement of any obligation of the Subsidiary arising from the merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is: Phoenix Newspapers, Inc., c/o Gannett Co., Inc., 7950 Jones Branch Drive, McLean, VA 22107, Attention: General Counsel.

IN WITNESS WHEREOF, the Parent has caused this Certificate to be duly executed by an authorized officer this 18th day of December, 2007.

PHOENIX NEWSPAPERS, INC.

By: _____

Name: Todd A. Mayman

Title: Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:06 PM 12/19/2007
FILED 12:06 PM 12/19/2007
SRV 071340720 - 3270293 FILE

TRADEMARK
REEL: 003731 FRAME: 0055

EXHIBIT A

**RESOLUTIONS
of the
BOARD OF DIRECTORS
of
PHOENIX NEWSPAPERS, INC.
("Phoenix Newspapers")**

Phoenix Newspapers Merger

WHEREAS, Phoenix Newspapers owns all of the issued and outstanding capital stock of Media West - PNI, Inc., a Delaware corporation ("PNT"); and

WHEREAS, the Board desires to merge PNI with and into Phoenix Newspapers.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Section 10-1104 of the Arizona Revised Statutes, PNI will merge with and into Phoenix Newspapers (the "**Phoenix Newspapers Merger**") in accordance with the Plan of Merger attached hereto (the "**Phoenix Newspapers Plan of Merger**");

RESOLVED FURTHER, that the Board hereby authorizes, adopts and approves the Phoenix Newspapers Plan of Merger, including any exhibits thereto, and any and all other agreements referred to therein or contemplated thereby and required to be executed by and on behalf of Phoenix Newspapers in connection therewith, and all the transactions described therein and contemplated thereunder, including, without limitation, the Phoenix Newspapers Merger;

RESOLVED FURTHER, that the Phoenix Newspapers Merger shall be effective upon the making of the appropriate filing(s) or at such other time as may be determined by the officers of Phoenix Newspapers;

RESOLVED FURTHER, that any officer of Phoenix Newspapers be, and hereby is, authorized to do any and all acts on behalf of Phoenix Newspapers, including signing documents and causing them to be filed in the appropriate state and county offices, which such officer may deem necessary or advisable to carry out the purpose and intentions of the foregoing resolutions and to effectuate the Phoenix Newspapers Merger; and

RESOLVED FURTHER, that all actions taken and all agreements, instruments, reports, documents and regulatory and other notices executed, delivered or filed through the date hereof, and all actions to be taken and all agreements, instruments, reports, documents and regulatory and other notices to be executed, delivered or filed after the date hereof, by the authorized officers of Phoenix Newspapers, or any agents, attorneys, accountants and outside consultants of Phoenix Newspapers in connection with or with respect to effectuating all or any of the foregoing resolutions hereby are authorized, approved, ratified and confirmed in all respects.

PLAN OF MERGER
OF
MEDIA WEST - PNI, INC.
WITH AND INTO
PHOENIX NEWSPAPERS, INC.

THIS PLAN OF MERGER was approved by the board of directors of Phoenix Newspapers, Inc. pursuant to Section 10-1104 of the Arizona Revised Statutes and Section 253 of the Delaware General Corporation Law:

1. The name of the subsidiary corporation is Media West - PNI, Inc., a Delaware corporation.
2. The name of the parent corporation is Phoenix Newspapers, Inc., a Arizona corporation.
3. Phoenix Newspapers, Inc. owns one hundred percent (100%) of the issued and outstanding shares of each class of capital stock of Media West - PNI, Inc.
4. The subsidiary corporation, Media West - PNI, Inc. (the "**Merging Corporation**"), shall merge with and into the parent corporation, Phoenix Newspapers, Inc. (the "**Surviving Corporation**"), with Phoenix Newspapers, Inc. surviving the merger.
5. The manner and basis of converting the shares of the Merging Corporation are as follows:
 - (a) No cash or other consideration shall be paid or delivered for shares of the Merging Corporation.
 - (b) The shares of the Merging Corporation shall not be converted into cash, securities or other obligations of the Surviving Corporation, but shall be surrendered and cancelled.
 - (c) All the issued and outstanding shares of the Surviving Corporation shall remain unchanged in the hands of the holder thereof as issued and outstanding shares of the Surviving Corporation.
 - (d) The Surviving Corporation shall assume all obligations of the Merging Corporation and upon the effectiveness of the merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to and vested in the Surviving Corporation without any further act or deed.
6. The Surviving Corporation, as the sole shareholder of the Merging Corporation, hereby waives any requirement that the Plan of Merger be mailed to the Surviving Corporation.
7. This Plan of Merger is intended to qualify as a tax-free liquidation under Section 332(a) of the Internal Revenue Code of 1986, as amended.