# CH \$365.00 44094

#### TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM453468

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type	
Morris Publishing Group, LLC		08/09/2017	Limited Liability Company: GEORGIA	
Athens Newspapers, LLC		08/09/2017	Limited Liability Company: GEORGIA	

#### **RECEIVING PARTY DATA**

Name:	GateHouse Media Management Services, Inc.
Street Address:	175 Sully's Trail, 3rd Floor
City:	Pittsford
State/Country:	NEW YORK
Postal Code:	14534
Entity Type:	Corporation: DELAWARE

#### **PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	4409454	THE SUN TODAY
Registration Number:	3488494	ST. JOHNS SUN
Registration Number:	3488376	MANDARIN SUN
Registration Number:	3323567	MY CLAY SUN
Registration Number:	2790740	ECO LATINO
Registration Number:	2315120	COASTAL SENIOR
Registration Number:	4374927	BEST OF ST. AUGUSTINE
Registration Number:	4382583	BEST OF LUBBOCK
Registration Number:	4308301	LUBBOCK MAGAZINE FINE LIVING ON THE LLAN
Registration Number:	4484275	ATHENSAUTOFINDER.COM
Registration Number:	3270422	ATHENSAUTOFINDER.COM
Registration Number:	4405787	BEST OF BLUFFTON
Registration Number:	3102230	BLUFFTON TODAY
Registration Number:	4643676	SUNDAY FYI

#### **CORRESPONDENCE DATA**

**Fax Number:** 2165669711

TRADEMARK REEL: 006222 FRAME: 0260

900431120

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

**Phone:** 216-566-9700

Email: docketing@rankinhill.com
Correspondent Name: Rankin, Hill & Clark LLp
Address Line 1: 38210 Glenn Avenue

Address Line 4: Willoughby, OHIO 44094-7808

ATTORNEY DOCKET NUMBER:	GHM-43410
NAME OF SUBMITTER:	Stephen A. Hill
SIGNATURE:	/stephen a hill/
DATE SIGNED:	12/06/2017

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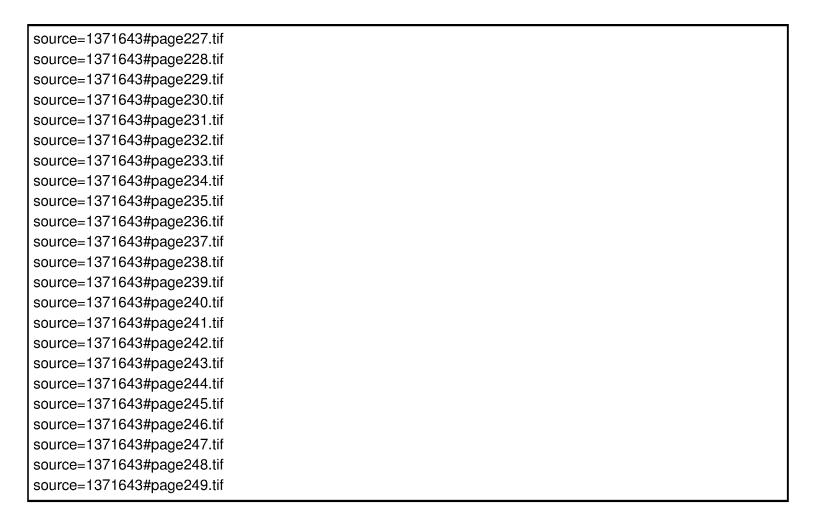
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#### ASSET PURCHASE AGREEMENT

by and among

GATEHOUSE MEDIA, LLC,

GATEHOUSE MEDIA MANAGEMENT SERVICES, INC.,

MORRIS PUBLISHING GROUP, LLC,

ATHENS NEWSPAPERS, LLC,

HOMER NEWS, LLC

LOG CABIN DEMOCRAT, LLC,

SOUTHEASTERN NEWSPAPERS COMPANY, LLC,

SOUTHWESTERN NEWSPAPERS COMPANY, L.P.

THE SUN TIMES, LLC AND

MORRIS COMMUNICATIONS COMPANY, LLC

Effective as of August 9, 2017

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#### **Exhibits**

Exhibit A Publications

Exhibit B Operating Lease Form

#### ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT (this "Agreement"), is made effective as of the 9th day of August, 2017, by and among GateHouse Media Management Services, Inc., a Delaware corporation ("Buyer"), GateHouse Media, LLC, a Delaware limited liability company ("GateHouse Media"), Morris Communications Company LLC, a Georgia limited liability company ("Morris Communications"), Morris Publishing Group, LLC, a Georgia limited liability company ("Morris Publishing"), Athens Newspapers, LLC, a Georgia limited liability company ("Athens Newspapers"), Homer News, LLC a Georgia limited liability company ("Homer News"), Log Cabin Democrat, LLC, a Georgia limited liability company ("Log Cabin"), Southeastern Newspapers Company, LLC, a Georgia limited liability company ("Southeastern"), Southwestern Newspapers Company, L.P., a Texas limited partnership ("Southwestern"), The Sun Times, LLC, a Georgia limited liability company ("Sun Times" and collectively, with Morris Publishing, Athens, Homer, Log Cabin, Southeastern and Southwestern, are referred to herein as "Sellers" and each individually as a "Seller"). As used herein, and as the context requires, the term "Sellers" shall also refer to "Seller". With respect to the Owned Real Property (as defined in Section 3.10(a)), Buyer is acting on behalf of an entity or entities to be formed and disclosed to Sellers prior to Closing (as defined in Section 2.1). It is the intent of Buyer that each Owned Real Property be acquired by an affiliated entity or entities registered in the state where the property is located.

WHEREAS, Sellers operate businesses which own and publish various daily and non-daily publications which are distributed in Georgia, Florida, Alaska, Texas, Kansas, South Carolina and Arkansas, together with all related publications (as set forth on Exhibit A hereto) and services and assets and facilities, all related domain names, with related HTML design and data and all of Sellers' rights to prepare, publish, sell and distribute any of the foregoing in all languages (collectively, the "Publications") and the mastheads and certain other intellectual property associated with the Publications (collectively, the "Mastheads", which term is more particularly defined in Section 1.1);

WHEREAS, Sellers operate the Publications from facilities in Georgia, Florida, Alaska, Texas, Kansas, South Carolina and Arkansas which are owned or leased by Sellers, together with all printing sites, buildings, offices, structures, residences, fixtures, and improvements,

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including all real property, whether developed or undeveloped, owned or leased by Sellers or associated with any of the foregoing (collectively, the "Facilities"); and

WHEREAS, Sellers desire to sell and Buyer desires to purchase substantially all of the assets related to the operation, publication and distribution of the Publications as a going concern, together with the Mastheads.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and based upon the representations and warranties made by each of the parties to the other in this Agreement, the parties have agreed to consummate the sale of the Publications and the Mastheads on the terms contained herein.

## ARTICLE I. SALE OF ACQUIRED ASSETS AND TERMS OF PAYMENT

1.1 <u>Transfer of Acquired Assets</u>. Upon the terms and subject to the conditions of this Agreement, on the Closing Date (as defined in Section 2.1 hereof) Sellers will sell, assign, convey or cause to be conveyed, transfer and deliver to Buyer, and Buyer will purchase and accept from Sellers, all of the assets and properties of Sellers, tangible or intangible, of every kind and description, used by Sellers that relate primarily to the business and operation of the Publications as a going concern (all such assets being referred to herein as the "Sellers' Assets"), but excluding the Excluded Assets described in Section 1.2 below.

In addition, upon the terms and subject to the conditions of this Agreement, on the Closing Date, Sellers will sell, assign, convey or cause to be conveyed, transferred and delivered to Buyer, and Buyer will purchase and accept from Sellers, the Publications' "Mastheads" which consist of the mastheads, trademarks, trade dress, trade names, service marks, registrations, domain names, and other property rights relating thereto and all goodwill associated therewith. The Sellers' Assets along with the Mastheads are hereinafter collectively referred to as the "Acquired Assets." The Acquired Assets include, without limitation, the following:

- (a) The Owned Real Property;
- (b) All Real Property Leases for the Leased Real Property (as such terms are defined in Section 3.9 and Section 3.10(b) respectively);
- (c) All tangible personal property, editorial material, work in process, finished goods, manuscripts, notes and drafts, graphic artwork, cuts, photographs and negatives

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owned by Sellers to the extent they relate primarily to the Publications; all promotional materials, inserts, and direct mail materials owned by Sellers to the extent they relate primarily to the Publications; all stationery, supplies, purchase orders, forms, labels, shipping materials and catalogs owned by Sellers to the extent they relate primarily to the Publications; and all lists owned by Sellers of contributors, authors, correspondents, reviewers, photographers, illustrators and editors who contribute or have contributed to the Publications; all other inventory and supplies, and other assets and equipment relating primarily to the Publications;

- (d) All contracts, agreements and similar documents that relate primarily to the operation of the Publications or are otherwise specifically assumed pursuant hereto, together with all subscriptions and all orders and agreements for the sale of advertising, space reservations and insertion orders relating to the Publications, including without limitation those described in Schedule 3.9, and excluding contracts related to the Employee Benefit Programs (as defined in Section 3.13(g)(i));
- (e) All of Sellers' right, title and interest in and to all licenses, Permits (as defined in Section 3.16), variances, franchises, certifications, approvals and other governmental authorizations relating primarily to the Publications, together with any renewals, extensions or modifications thereof and additions thereto;
- (f) All publishable materials of any nature primarily used by the Publications, the names used by each Publication and all businesses acquired hereunder including but not limited to those set forth on Schedule 1.1(f), all copyrights, patents, trademarks, service marks, logotypes and trade names (including registrations and applications for registration of any of the foregoing), domain names (including HTML design and data related to said domain names), processes, inventions, computer software, computer programs and software and program rights, trade secrets, goodwill and other intangible rights and interests issued to or owned by Sellers and used primarily in connection with the operation, publication and distribution of the Publications or primarily in connection with the ownership of any of the Acquired Assets (collectively referred to herein as the "Rights"), it being understood that computers and servers located at Sellers' home office in Augusta, Georgia (i.e. outside of the space subject to the Operating Lease for *The*

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Augusta Chronicle), and software developed by Sellers for use beyond the Publications are not used primarily by the Publications and are not "Rights";

- (g) All of Sellers' accounts or other receivables, claims, evidences of debt owed to Sellers, utility deposits and other deposits and prepaid expenses arising out of Sellers' operation of the Publications, together with all records relating thereto;
- (h) All of the Publications' files and other records, in whatever form is reasonably practicable, relating to the operation of the Publications, including without limitation all of the historical materials relating to the Publications' advertising, circulation and distribution, all circulation, subscriber, delivery and mailing lists and carrier routes maintained by Sellers, all data related to such lists, all circulation readership studies, audience surveys and research owned by Sellers, and all other mailing lists, together with all records, reports and disks of computer data owned by Sellers, rate cards, verification cards, advertising insertion orders, specimen copies of all advertisements carried in the Publications, and copies of current price lists, discount lists, catalogs, public relations materials, sales correspondence, call reports, call books, advertiser lists and sales promotion lists, in each case to the extent they relate primarily to the Publications:
- (i) All claims, causes of action, rights of recovery and rights of set-off of any kind (including, without limitation, rights under and pursuant to all warranties, representations and guarantees made by suppliers, distributors or vendors of products, materials or equipment, or components thereof) to the extent they relate to the Publications, which are owned by Sellers and relate to the period of time following the Closing;
- (j) All of Sellers' libraries of back and current issues of the Publications, in whatever medium;
  - (k) All of Sellers' goodwill in and going concern value of the Publications;
- (l) Any prepaid Taxes of Sellers which are included as Acquired Assets on the Closing Date Balance Sheet (as defined in Section 1.6(c));
- (m) All of Sellers' right, title and interest in and to any non-solicitation, non-competition and non-disclosure agreements to the extent benefiting the Publications;

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- (n) Without duplication, all assets relating primarily to the operations of the Publications reflected in the Closing Date Balance Sheet; and
  - (o) all assets to be transferred to Buyer's FSA pursuant to Section 10.5(d).
- 1.2 <u>Excluded Assets</u>. The following assets relating to the business of operating, publishing and distributing the Publications shall be retained by Sellers and shall not be sold, assigned, conveyed, transferred or delivered to Buyer (the "Excluded Assets"):
  - (a) Claims by Sellers with respect to the Excluded Assets and liabilities not assumed by Buyer, including without limitation all refunds and claims for Tax refunds (except for prepaid Taxes acquired by Buyer pursuant to Section 1.1(l) above) and counterclaims with respect to obligations and liabilities not being assumed by Buyer hereunder;
    - (b) All contracts of insurance, Tax records and Tax Returns;
  - (c) All Employee Benefit Programs (as defined in Section 3.13(g)), except as specifically assumed pursuant to Section 10.5(d);
  - (d) The right to use the "Morris" and "Morris Publishing" names and, except for the agreements described in <u>Schedule 3.9</u>, the right to participate in any plan, procedure or right that was made available to the Publications by or through Morris Communications, or any of its Affiliates (as defined below), including but not limited to any Employee Benefit Program (as defined in Section 3.13(g));
  - (e) All claims, refunds, causes of action, choses in action, rights of recovery, rights of set off and rights of recoupment of Sellers related to the businesses of the Publications on or prior to the Closing, exclusive of the rights granted in Section 1.1(g);
  - (f) (i) the franchise to be a limited liability company, limited partnership or corporation; (ii) the organizational documents (including articles or certificate of formation or bylaws (as applicable)); (iii) the minute books; (iv) the stock, partnership interest and/or membership interest ledgers and all stock, partnership and/or membership certificates; (v) the qualifications to transact business as a foreign entity; (vi) the arrangements with registered agents relating to foreign qualifications, taxpayer and other identification numbers; (vii) other records or similar documents relating to the organization, maintenance and existence of Sellers as limited liability companies and/or

corporations; and (vii) any other corporate records relating to the limited liability company and/or corporate organization or capitalization (as applicable) of Sellers;

- (g) All items that are located at the headquarters offices of Morris Communications (i.e. outside of the space subject to the Operating Lease for *The Augusta Chronicle*) or otherwise not located at the Real Property (as defined in Section 3.10) included in the Acquired Assets except for the data relating to the Publications described in Section 1.1(h) stored on Sellers' server at the headquarters offices, copies of which will be delivered or transmitted to Buyer in whatever form is reasonably practicable for the parties;
- (h) The publications and any right, property or asset described in <u>Schedule 1.2(h)</u>, including the property and rights which are shared with any Affiliates of any Seller and not used primarily in the businesses of the Publications;
- (i) Any assets or properties of Sellers, tangible or intangible, of every kind and description which are not used primarily in connection with the businesses and operation of the Publications and are not included in the Closing Date Balance Sheet;
  - (j) Sellers' rights under this Agreement;
- (k) All Real Property owned by Sellers, other than the Owned Real Property specifically listed in <u>Schedule 3.10(a)</u>, subject to the Operating Leases (as defined in Section 6.2);
- (l) All tax sharing agreements and management agreements with Morris Communications;
  - (m) all cash, cash equivalents and short-term investments; and
- (n) All equity interests in third parties, including but not limited to equity interests of any Seller in any Affiliate of Morris Communications. For purposes of this Agreement, "Affiliate" of a person means any other person that directly or indirectly controls, is controlled by, or is under common control with, such person. The term "control", "controlled by" and "under common control with", as used with respect to any person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of securities, by contract or otherwise.

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#### 1.3 Liabilities.

- (a) The Acquired Assets shall be sold and conveyed to Buyer free and clear of all Liens (as defined in Section 3.8), except for Permitted Encumbrances (as defined in Section 3.10), except that Buyer shall assume, discharge and perform the following liabilities (the "Assumed Liabilities"):
  - (i) those liabilities and obligations of Sellers under the contracts assigned to Buyer which are described in Section 1.1(d) (other than any obligation under any such contract related or arising prior to the Closing Date, including, without limitation, any liability for breach or nonperformance); provided, however, that if any such contract requires a consent to the assignment thereof to Buyer and such consent has not been obtained, then this Agreement, to the extent permitted by law, shall constitute an equitable assignment by Sellers to Buyer of all rights, benefits, title and interest, liabilities and obligations under such contract;
  - (ii) those liabilities and obligations of Sellers as of the Closing Date under agreements for advertising to the extent to be run in issues of the Publications published after the Closing Date (subject to the adjustment provisions of Section 1.6 below);
  - (iii) those liabilities and obligations of Sellers for trade accounts payable, advertising rebates payable and taxes which are included on the Closing Date Balance Sheet (as defined Section 1.6(c) below) (to the extent of the amount reflected on such balance sheet as a liability) and any expenses for which Buyer is responsible under Section 1.6(a); and
  - (iv) those liabilities and obligations of the Publications included on the Closing Date Balance Sheet, which shall include paid in advance subscriptions and accrued liabilities of Sellers to employees of Sellers for unused vacation, sick leave, holiday and personal days (to the extent of the amounts reflected on such balance sheet and included in the Closing Date Working Capital Adjustment and only to the extent Sellers do not have a legal obligation to pay such amounts upon termination of employment on or before the Closing Date), but excluding all liabilities for post-employment health and welfare benefits, if any.

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- (b) Except as set forth in Section 1.3(a) above or as otherwise expressly set forth herein, Buyer does not assume and will not be liable for, and Sellers shall remain unconditionally liable for, any other liabilities or obligations of Sellers (or any other person, in the case of liabilities or obligations for Taxes) (the "Excluded Liabilities"), including, but not limited to:
  - (i) any liability or obligation arising prior to the Closing under any contract not described in Section 1.1(d) above;
  - (ii) any liability under any contract of insurance or relating to any Excluded Assets;
  - (iii) any liability to any of Sellers' employees of any nature whatsoever related to the period on or prior to the Closing Date, including under any employee benefit plan of any nature and including, but not limited to, any Employee Benefit Programs, and any unemployment or workers compensation claims:
  - (iv) any liability arising out of any termination by any of Sellers of the employment of any employee, consultant or independent contractor of any of Sellers on or prior to the Closing Date, or who retired on or prior to the Closing Date;
  - (v) any liability under any litigation, proceeding or claim of any nature related to the Publications arising during, or brought by any person or entity with respect to, the period of time on or prior to the Closing Date, whether or not such litigation, proceeding or claim is pending, threatened or asserted before, on or after the Closing Date;
  - (vi) any liability for (A) any Taxes (other than Taxes of Sellers assumed by Buyer pursuant to Section 1.3(a)(iii) above) with respect to the Publications or the Acquired Assets for periods ending on or prior to the Closing Date and Taxes deemed, pursuant to Section 1.6(b), payable for the portion ending on the Closing Date of a Straddle Period (as defined in Section 1.6(b)), (B) except as allocated in Section 10.4, any Taxes imposed on the transfer of the Acquired Assets or the Publications on or prior to the Closing Date and, (C) any estate or gift Taxes imposed with respect to Sellers, the Acquired Assets or the

Publications on or prior to the Closing Date; provided, however, that Transfer Taxes (as defined in Section 10.4) on the transfer of the Acquired Assets pursuant to this Agreement shall be paid by Buyer as provided in Section 10.4;

- (vii) except as otherwise set forth in this Agreement, any and all liabilities incurred by Sellers in connection with the negotiation, execution or performance of this Agreement (including, without limitation, all legal, accounting, brokers, finders and other professional fees and expenses);
- (viii) any and all obligations, liabilities and/or commitments, including but not limited to obligations, liabilities and/or commitments pursuant to any Environmental Law (as defined in Section 3.16), arising out of or related to facts, circumstances, conditions or events arising from or related to the Real Property (as defined in Section 3.10) and/or the operation of the Publications thereon that occurred on or prior to the Closing Date (including, for the avoidance of doubt, any post-Closing Date migration, movement, and/or continuing discharge, disposal or release of Hazardous Substances first discharged, disposed of or released on or prior to the Closing Date), and, without limiting the foregoing, any Environmental Liabilities with respect to the Operating Facilities that arise out of, or relate to, and/or result from any acts or omissions of Sellers, their Affiliates, and/or any other person under their control after the Closing Date and/or the ownership of the Operating Facilities after the Closing Date (except to the extent any such Environmental Liabilities arise out of, or relate to, and/or result from any acts of Buyer, its Affiliates, and/or any other person under their control after the Closing Date and/or any omissions of Buyer, its Affiliates, and/or any other person under their control with respect to environmental conditions caused by Buyer, its Affiliates, and/or any other person under their control after the Closing Date); and
  - (ix) the Bank Liens (as defined in Section 3.10(1)).
- 1.4 <u>Purchase Price</u>; <u>Payment of Purchase Price</u>. Subject to the conditions contained in this Agreement, and in consideration of the sale of the Acquired Assets as set forth herein, Buyer agrees to pay the Purchase Price to Sellers, at Closing, in an amount equal to the "Base Purchase Price"), as adjusted by

the Closing Date Working Capital Adjustment pursuant to Section 1.6 below (the "Purchase Price"). The Purchase Price will be payable in cash.

1.5 <u>Manner of Payment</u>. The Purchase Price shall be paid to Sellers on the Closing Date in immediately available funds by wire transfer to a bank account or bank accounts designated by Sellers in writing at least two (2) business days prior to the Closing Date.

#### 1.6 Adjustments.

(a) Closing Date Working Capital Adjustment. Sellers shall be entitled to all income earned and collected and be responsible for all expenses incurred in connection with the business and operation of the Publications on or prior to the Closing Date. Buyer shall be entitled to all income earned and be responsible for all expenses incurred in connection with the business and operation of the Publications after the Closing Date. The Purchase Price is subject to a further adjustment for working capital (the "Closing Date Working Capital Adjustment") as determined in accordance with Section 1.6(c) below. The term "Closing Date Working Capital" shall mean an amount, as of the Closing Date, equal to the dollar value of the current assets of the Publications less the dollar value of the current liabilities of the Publications (including, but not limited to, accounts payable, prepaid advertising, unearned subscription revenue, accrued salary, payroll and wages, vacation and sick pay, and similar items with respect to New Employees (as defined in Section 10.5), and net of Sellers' reserves for uncollectible receivables established by Sellers in the ordinary course of business consistent with past practice, in each case only to the extent included in the Acquired Assets or the Assumed Liabilities and as set forth in the Closing Date Balance Sheet). The Closing Date Working Capital Adjustment shall be an increase to the Purchase Price to the extent the Closing Date Working Capital exceeds a deficit balance of negative "Target Working Capital"), or a decrease in the Purchase Price to the extent the Closing Date Working Capital is less than the Target Working Capital.

In computing the Closing Date Working Capital Adjustment, components of the Closing Date Balance Sheet (as defined in Section 1.6(c)) shall be derived from subsidiary ledgers maintained in accordance with Sellers' historical accounting practices which reflect accrual basis accounting and are utilized by Morris Publishing in the preparation of consolidated financial statements in accordance with generally accepted

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accounting principles in the United States ("GAAP"). The Closing Date Balance Sheet shall be prepared in a manner consistent with the notes to the Working Capital History set forth on Schedule 1.6(a), each line item of which shall reflect components derived from and prepared consistently with the methods used in the preparation of Morris Publishing's balance sheets which methods are used by Sellers in the ordinary cause of business consistent with past practice and are in accordance with GAAP ("Sellers Accounting Practices"). All intercompany and Affiliate receivables or liabilities will be treated as shareholders' equity and will be excluded from the Closing Date Working Capital Adjustment and will not be assumed by Buyer. All prepaid advertising and unearned subscription revenue shall be accrued as liabilities in the amount of such prepayments. All cash will be excluded from the Closing Date Working Capital Adjustment and will not be acquired by Buyer.

- Other Adjustments. All items of income and expense directly relating to the business of operating the Publications, other than the income and expenses referred to above, shall be prorated between Sellers and Buyer as of the close of business on the Closing Date. Such items to be prorated shall include, without limitation, power and utility charges, personal property Taxes and real property Taxes. The portion of any personal property Taxes and real property Taxes for a taxable period that includes the Closing Date (a "Straddle Period") that shall be deemed to be payable for the portion of the period ending on the Closing Date shall be the amount of such Taxes for the entire period (or, in the case of such Taxes determined on an arrears basis, the amount of such Taxes for the immediately preceding period) multiplied by a fraction the numerator of which is the number of calendar days in the period ending on the Closing Date and the denominator of which is the number of calendar days in the entire period. The portion of any other item of income or expense for a Straddle Period that shall be deemed to be payable for the portion of the period ending on the Closing Date shall be determined based on an interim closing of the books to the extent practicable and otherwise based on the formula described in the immediately preceding sentence.
- (c) <u>Adjustment Calculations</u>. Three (3) business days prior to the Closing Date, to the extent practicable, the adjustments provided in this Section 1.6 shall be made to the Purchase Price on the basis of the then most recently available financial statements

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of the Publications, which shall be reflected on a preliminary balance sheet for the Publications (the "Preliminary Balance Sheet") prepared by Sellers in accordance with Sellers Accounting Practices. Within ninety (90) days after the Closing Date, Sellers will prepare an adjusted balance sheet for the Publications (the "Closing Date Balance Sheet") as of the close of business on the Closing Date, reflecting the adjustments provided in this Section 1.6 and showing the recalculation of adjustments reflected on the Preliminary Balance Sheet, along with back-up materials necessary for Buyer's understanding of the Closing Date Balance Sheet and Buyer's confirmation of the calculations thereof. Sellers and their accountants will provide Buyer's accountants with reasonable access to the books, records and working papers of Sellers necessary to review such calculations. Within one-hundred fifty (150) days after the Closing Date, final adjustments pursuant to this Section 1.6 and any required refund or payment shall be made on the basis of the Closing Date Balance Sheet (the "Adjustment Payment Date"), provided that if any amounts are in dispute, the Adjustment Payment Date for the disputed amounts shall be the date payment is required to be made as required below. If any dispute arises over the amount to be refunded or paid, such refund or payment shall nonetheless be promptly made to the extent such amount is not in dispute. If Buyer does not notify Sellers within forty-five (45) days of receiving the Closing Date Balance Sheet that Buyer disputes the information contained therein, then Buyer shall be deemed to agree to the Closing Date Balance Sheet and to have waived all further right to dispute the information contained therein and its use in applying the provisions of this Agreement. If Buyer does notify Sellers of a dispute regarding the Closing Date Balance Sheet within the forty-five (45) day period of receiving the Closing Date Balance Sheet, and if such dispute cannot be resolved by the parties within thirty (30) days thereafter, such dispute shall be referred to a mutually satisfactory independent public accounting firm of national stature which has not been employed by any of the parties herein for the two (2) years preceding the Closing Date. If Buyer and Sellers cannot agree upon an independent public accounting firm to perform the valuation of the Acquired Assets, then Buyer and Sellers shall each select an independent public accounting firm which firms shall select and engage an independent public accounting firm to perform and prepare a written determination of the adjustments or dispute between the parties. The determination of such independent

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accounting firm shall be conclusive and binding on each party and any required payment or refund in accordance therewith shall be made in immediately available funds within ten (10) days of such determination. The fees of such firm shall be shared equally by Morris Publishing and Buyer.

#### 1.7 Reserved.

## ARTICLE II. THE CLOSING

- 2.1 <u>Time and Place of Closing</u>. The closing (the "Closing") of the sale and purchase of the Acquired Assets shall be held in the offices of Sellers' counsel, Hull Barrett, PC, on October 2, 2017, or on the third (3<sup>rd</sup>) business day following the satisfaction or waiver of all of the conditions to closing set forth in Articles VII and VIII if such conditions have not been satisfied on such date, or at such other time and place as shall be mutually agreed upon by the parties (the "Closing Date"). Closing shall be deemed effective at 12:01 a.m. local time on the Closing Date.
- 2.2 <u>Deliveries by Seller</u>. At the Closing, Sellers, will deliver to Buyer the following, each of which shall be in form and substance satisfactory to the parties hereto:
  - (a) Bills of sale, special warranty deeds, assignments and other instruments of transfer and documents as shall be appropriate to carry out the intent of this Agreement and sufficient to sell, assign, convey and transfer good and valid (or in the case of Real Property, good and marketable) title to the Acquired Assets to Buyer, subject only to Permitted Encumbrances, and a Subordination and Non-Disturbance Agreement from each Leased Real Property lienholder and each person or entity holding a lien upon the real property to be subject to the Operating Leases
  - (b) Assignments of all Sellers' domain names and other Rights relating to the Publications;
  - (c) Any consents to assignments from third parties obtained by Sellers relating to the Material Contracts that require such consent as shown on <u>Schedule 3.9</u>, as well as any other consents obtained by Sellers;
    - (d) Receipt for the Purchase Price;

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- (e) If agreed upon prior to Closing, commercially reasonable transition services agreements among Sellers and Buyer executed by Sellers, in form and substance mutually agreeable to Sellers and Buyer, which, among other things, shall provide for Sellers to continue to provide certain services with respect to the Publications for various periods of time after the Closing Date (the "Transition Services Agreements");
- (f) Non-competition and non-solicitation agreements among Communications, Sellers and Buyer executed by Morris Communications and Sellers in form and substance mutually agreeable to Sellers and Buyer (the "Non-Competition Agreements"). The Non-Competition Agreements shall provide that, among other things, until the fifth anniversary (or, with respect to non-newspaper products, the third anniversary) of the Closing Date, none of Morris Communications or Sellers will, whether as a partner, principal, stockholder, member of in any other equity investment or profits interest capacity, directly or indirectly, either alone or in concert with others, (i) establish or launch, be connected with or and or otherwise assist any daily, bi-weekly or weekly newspaper or other publication, either in print or online, which is primarily targeted at and is primarily intended to serve any portion or portions of or any or all of the counties which any of the Publications currently serve (collectively, the "Territory"), or (ii) acquire any equity or profits or other financial interest in any such daily, bi-weekly or weekly newspaper or other publication (other than a non-controlling or nonmanagement interest of any publicly owned company). Notwithstanding anything to the contrary contained herein, the foregoing restrictions in clauses (i)—(ii) will not apply with respect to (A) any of Morris Communications or Sellers' businesses (other than the Publications) as in effect (and to the same scope and extent) as of the date hereof, (B) any "national" publications not intended to primarily or exclusively serve any or all of the Territory, (C) non-newspaper publications which do not directly or indirectly solicit local advertisers within or focused on the Territory, and (D) new publications or businesses similar to existing (on the date hereof) Morris Communications city magazines, business publications, visitor, niche or other non-newspaper publications or businesses (such as Augusta Magazine, Savannah Magazine, Athens Magazine, First Coast Magazine, Georgia Trend, Buzz on Biz, Alaskan Equipment Trader, Alaska Journal of Commerce, Where, Guest Informant, Best Read Guides, Skirt Magazines or other publications that

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are Excluded Assets or the CitySpin ticket sales business) focused on markets within or without the Territory which may solicit advertisers within such area. For purposes of the Non-Competition Agreements, "newspapers" shall include daily and weekly publications, as well as similar on-line publications, which deal with the general dissemination of news. In addition, none of Morris Communications or Sellers will, whether as a partner, principal, stockholder, member of in any other equity investment or profits interest capacity, directly or indirectly, either alone or in concert with others, (iii) until the third anniversary of the Closing Date, recruit or hire (other than as a result of a general solicitation), or otherwise solicit for employment, any employees, or former employees of the Publications hired by Buyer or its Affiliates at the Closing within six (6) months following their termination of employment with Buyer or its Affiliates (provided that the restriction in this sentence shall not apply to any such employees terminated by Buyer or its Affiliates; and provided further that the restrictions in this sentence shall only apply until the first anniversary of the Closing Date with respect to any such employees who voluntarily leave the employ of Buyer or its Affiliates without any solicitation, inducement or influence of any type by Morris Communications or Sellers) or (iv) until the third anniversary of the Closing Date, divert or interfere with or encourage any customers or clients of the Publications and businesses being purchased hereunder to terminate any relationship, contractual or otherwise, with the Publications and businesses being purchased hereunder, it being understood that efforts to sell advertising in other non-newspaper publications permitted under this subparagraph (f) shall not violate this clause (iv);

- (g) Certificates, dated as of the Closing Date, of an appropriate officer of Morris Communications and each Seller as to approval of Morris Communications and each Seller relating to this Agreement and the transactions contemplated hereby;
- (h) Certificates of an appropriate officer of Morris Communications and each Seller certifying the fulfillment of the conditions set forth in Sections 8.1(a) and 8.1(b) below;
- (i) A certificate of an appropriate officer of each Seller as to its status as a non-foreign entity;
  - (j) The Operating Leases;

- (k) An agreement satisfactory in form and substance to Sellers and Buyer regarding the continued association of Messrs. William S. Morris III and William S. Morris IV with certain of the Publications (the "Publisher Agreement");
- (1) A Print Agreement for the Savannah Morning News, in form and substance as agreed by the parties; and
- (m) Such other certificates, instruments and documents as are required to be delivered by Morris Communications and Sellers pursuant to the terms of this Agreement or as may be reasonably requested by Buyer.
- 2.3 <u>Deliveries by Buyer</u>. At the Closing, Buyer will deliver to Sellers the following, each of which shall be in form and substance satisfactory to the parties hereto:
  - (a) Funds equal to the Purchase Price in such manner as described in Section 1.5 above;
  - (b) An instrument of assumption pursuant to which Buyer shall assume the Assumed Liabilities as provided in Section 1.3 hereof;
  - (c) The Transition Services Agreements, if agreed upon prior to Closing, executed by Buyer;
    - (d) The Non-Competition Agreements, executed by Buyer;
  - (e) Certificate dated the Closing Date, of an officer of Buyer and GateHouse Media as to the approval of Buyer and GateHouse Media relating to this Agreement and the transactions contemplated hereby;
  - (f) Certificate of an officer of Buyer and GateHouse Media certifying the fulfillment of the conditions set forth in Sections 7.1(a) and 7.1(b) below;
    - (g) The Operating Leases;
    - (h) The Publisher Agreement;
  - (i) A Print Agreement for the Savannah Morning News, in form and substance as agreed by the parties; and
  - (j) Such other certificates, instruments and documents as are required to be delivered by Buyer and GateHouse Media pursuant to the terms of this Agreement or as may be reasonably requested by Sellers.
- 2.4 <u>Taking of Necessary Action; Further Action</u>. If, at any time after the Closing, any further action is necessary to carry out the intent or purposes of this Agreement and

to vest Buyer with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Sellers in the Acquired Assets and the Publications, Sellers will take all such lawful and necessary action and execute all such documents or agreements as may be reasonably requested by Buyer.

# ARTICLE III. REPRESENTATIONS AND WARRANTIES OF SELLERS AND MORRIS COMMUNICATIONS

Morris Communications and Sellers, jointly and severally represent and warrant to Buyer and GateHouse Media that the statements contained in this Article III are correct and complete as of the date of this Agreement and will be correct and complete as of the Closing Date, except as may be set forth in the disclosure schedules delivered pursuant hereto. Disclosure made in a specific section or subsection of the disclosure schedules shall not be deemed to have been made with respect to any other section or subsection herein unless an explicit cross-reference appears in such disclosure schedule to that effect or such disclosure is reasonably apparent on its face.

3.1 Organization; Qualification. Each Seller is duly organized, validly existing and in good standing under the laws of the jurisdiction of its respective organization or incorporation. Each Seller has the full power and authority to own and operate the Acquired Assets (excluding the Mastheads) and carry on the business and operations of the Publications as are now being conducted. Each Seller has the full power and authority to own the Masthead and the Rights. Each Seller (a) is duly qualified to do business and in good standing, and is duly licensed, authorized or qualified to transact business in each jurisdiction in which the ownership or lease of real property or the conduct of its business related to the Publications requires it to be so qualified, and (b) has all Permits (as defined in Section 3.16) necessary to own its properties and assets and carry on its business related to the Publications as it is now being conducted, except in each case, for any failures to be so qualified or licensed, or to have such Permits which would not, individually, or in the aggregate have or be reasonably expected to have a Material Adverse Effect (as defined in Section 3.4 hereof). Any applications for the renewal of any such Permits related to the Publications that are due prior to the Closing Date have been timely made or filed by Sellers prior to the Closing Date. No proceeding to renew, suspend, modify, suspend, revoke, withdraw, terminate or otherwise limit any such Permit related to the Publications is pending or threatened.

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- 3.2 <u>Authority Relative to this Agreement</u>. Each of Morris Communications and each Seller has the full power, authority and legal right to execute and deliver this Agreement and to consummate the transactions and perform its obligations as contemplated hereby. The execution and delivery of this Agreement and the consummation of the transactions contemplated hereby have been duly and validly authorized by all necessary action, and this Agreement has been duly and validly executed and delivered by Morris Communications and Sellers and, assuming due authorization, execution and delivery by Buyer and GateHouse Media, constitutes a legal, valid and binding obligation of Morris Communications and Sellers enforceable against Morris Communications and Sellers in accordance with its terms, except as may be limited by applicable bankruptcy, insolvency or similar law affecting the rights of creditors generally.
- Schedule 3.3 sets forth (a) the unaudited consolidated 3.3 Income Statements. financial summary of the Publications for the fiscal year ended December 31, 2016 and (b) unaudited consolidated financial summary of the Publications for the period through May 31, 2017 (the "Income Statement Date") (the financial statements referred to in clauses (a) and (b) being "Income Statements"). Morris Publishing operates (and reports its financial results) as a single operating segment. Accordingly, separate balance sheets, income statements or other financial statements are not maintained for the Publications as a group, or for any individual Publication. The Income Statements were prepared, (i) specifically in contemplation of this Agreement, (ii) from Morris Publishing's consolidated statements of income, and (iii) on the accrual basis. The Income Statements exclude certain corporate related expenses and make assumed adjustments related to newsprint, occupancy and printing costs, as disclosed in the notes to Schedule 3.3. The Income Statements reflect fees for management and shared services paid to Affiliates and allocations of shared expenses based upon various factors (such as a percentage of circulation, advertising revenue, total revenue, newsprint consumption or employees) deemed by Morris Publishing as of the Income Statement Date to be appropriate for such expenses, but no attempt has been made to determine what such costs would have been if the Publications had been operated on a stand-alone basis. The revenue items on the Income Statements reflect components derived from and prepared consistently with the methods used in the preparation of Morris Publishing's financial statements, which methods are used by Sellers in the ordinary cause of business consistent with past practice and are in accordance with GAAP. Subject to the foregoing, the Income Statements fairly present in all material respects the revenues of the

Publications for the periods covered thereby and have been prepared in conformity with Sellers Accounting Practices. The Working Capital History has been prepared in accordance with Sellers Accounting Practices and consistent with past practice. Sellers shall deliver on the Closing Date to Buyer a schedule of the Publications' outstanding accounts receivable as of the Closing Date. All such accounts receivable have arisen in the ordinary course of business consistent with past practice and represent bona fide indebtedness incurred by the applicable account debtor and have been properly adjusted for bankrupt and other uncollectible accounts in accordance with Sellers Accounting Practices. Assuming reasonable collection efforts by Buyer, Morris Communications and Sellers have no reason to believe that such accounts receivable would not be collectible (net of Sellers' reserves for uncollectible receivables established by Sellers in the ordinary course of business consistent with past practice).

3.4 <u>Business Since the Income Statement Date</u>. Except as set forth on <u>Schedule 3.4</u>, since the Income Statement Date, the business of the Publications has been conducted in the ordinary course of business and in substantially the same manner as it was before the Income Statement Date. Since the Income Statement Date, there has been no change in the business, condition (financial or otherwise), properties, operations or prospects of the Publications or other event or occurrence which has had or would reasonably be expected to have a material adverse effect on the business, operations, properties, condition or prospects (financial or otherwise) of the Publications taken as a whole ("Material Adverse Effect") as of the Closing Date.

#### 3.5 Non-Contravention; No Defaults.

(a) Except as disclosed in <u>Schedule 3.5</u>, the execution, delivery and performance of this Agreement by Sellers and Morris Communications will not (i) conflict with any provision of the governing documents of Morris Communications or Sellers, (ii) result in a default (or give rise to any right of termination, cancellation or acceleration), with notice or passage of time or both, under or conflict with any of the terms, conditions or provisions of any Material Contract (as defined in Section 3.9), note, bond, mortgage or other instrument, obligation or agreement relating to the business or operation of the Publications or to which any of the Acquired Assets may be subject, except for any such defaults which would not, individually or in the aggregate, have or be reasonably expected to have a Material Adverse Effect or a material adverse effect on Morris Communications' or Sellers' ability to consummate the transactions contemplated

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hereby, (iii) violate any law, statute, rule, regulation, order, injunction or decree of any government or any agency, bureau, board, commission, court, department, officer, official, employee, agent, political subdivision, tribunal or other instrumentality of any government, whether federal, state, local or foreign (each a "Governmental Authority") applicable to Sellers or any of the Acquired Assets except for any such violations which would not individually or in the aggregate, have, or be reasonably expected to have a Material Adverse Effect or a material adverse effect on Sellers' ability to consummate the transactions contemplated hereby, or (iv) result in the creation or imposition of any Lien of any nature whatsoever on any of the Acquired Assets.

- (b) Except for the required consents with respect to the contracts referred to in Section 3.9 and the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Hart-Scott-Rodino Act"), neither Morris Communications nor any Seller is required to submit any notice, report or other filing with, or obtain any consent, approval or waiver from, any Governmental Authority or any other third party in connection with the execution, delivery or performance of this Agreement or the consummation of the transactions contemplated hereby, except for any such failure which would not individually or in the aggregate have or be reasonably expected to have a material adverse effect on Sellers' ability to consummate the transactions contemplated hereby.
- 3.6 <u>Undisclosed Liabilities</u>. Sellers have no obligation or liability required to be reflected or reserved against in any of the Income Statements in accordance with GAAP which is not fully reflected or reserved against in such Income Statements except for liabilities which have arisen after the Income Statement Date in the ordinary course of business consistent with past practice, liabilities disclosed in the disclosure schedules delivered pursuant hereto, Excluded Liabilities and Taxes payable to Morris Communications pursuant to Sellers' Tax sharing agreement with Morris Communications as set forth in Section 1.2(1).
- 3.7 <u>Licenses and Authorizations</u>. All Permits required to own the Acquired Assets and to conduct the business of the Publications are held by Sellers and are in full force and effect with no violations of any of them having occurred except for any such violations which would not, individually or in the aggregate, have or be reasonably expected to have a Material Adverse Effect. All such material Permits known by Sellers without further inquiry are listed in Schedule

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- <u>3.7</u>. Prior to the Closing, Sellers shall update <u>Schedule 3.7</u> to include all material Permits. Except as disclosed in <u>Schedule 3.7</u>, no proceeding is pending or, to the knowledge of Sellers, threatened, seeking the suspension, revocation, modification, cancellation or limitation of any such Permit and, to the knowledge of Morris Communications and Sellers, there is no basis for taking any such action.
- 3.8 Condition and Adequacy of the Acquired Assets; Title. Except as disclosed in Schedule 3.8, the material tangible assets included in the Acquired Assets, taken as a whole, are in adequate operating condition and repair, ordinary wear and tear excepted, and are adequate and suitable in accordance with general industry practices and applicable law for the purposes for which they are currently used. The Acquired Assets, the Excluded Assets and the assets expected to be used in performance of the Transition Services Agreement collectively comprise all the assets necessary to continue conducting the business of the Publications as such business has been conducted prior to the execution hereof. Each of Sellers has good, valid and marketable title to all of the Acquired Assets which such Seller purports to own free and clear of all security interests, mortgages, conditional sales agreements, charges, liens and other encumbrances (collectively, the "Liens"), except for Permitted Encumbrances (as defined in Section 3.10(c) below). All inventory of Sellers included in the Acquired Assets is useful in the ordinary course of business and operation of the Publications and none of which is slow-moving, obsolete, damaged or defective, except inventory for which no value is included in the Closing Date Working Capital Adjustment. Without limiting the generality of any of the foregoing, except as indicated on Schedule 3.8, Sellers do not use furniture, fixtures, equipment, inventory or supplies in connection with the operation of the Publications which they do not own. Except for the Excluded Assets or as indicated on Schedule 3.8, the Acquired Assets are, in the aggregate, all of the assets which are necessary to operate the Publications in the manner in which the Publications were operated during the 12-month period ending on the Income Statement Date and since such time, except for additions thereto and deletions therefrom in the ordinary course of business and consistent with past practice. No asset primarily used in the Publications or the Acquired Assets is located in Morris Communications corporate headquarters (i.e. outside of the space subject to the Operating Lease for *The Augusta Chronicle*) or at any location not included in the Acquired Assets.

- 3.9 <u>Contracts and Arrangements.</u> <u>Schedule 3.9</u> lists the following written, oral, implied or other agreements, contracts, understandings, arrangements, instruments, notes, guaranties, indemnities, representations, warranties, deeds, assignments, powers of attorney, certificates, purchase orders, work orders, insurance policies, benefit plans, commitments, covenants, assurances and undertakings of any nature relating primarily to the Publications or the Acquired Assets (collectively, the "Material Contracts"), to which any of Sellers is a party:
  - (a) Sales agency or advertising representation contracts involving annual consideration of more than
  - (b) Contracts for the future construction or purchase of capital improvements, purchase of materials, supplies or equipment, or for the sale of assets involving annual consideration of more than \_\_\_\_\_\_;
  - (c) Consulting contracts, employment agreements or freelance agreements involving annual consideration of more than \_\_\_\_\_;
  - (d) Licenses or agreements involving annual consideration of more than under which Sellers are authorized to publish materials supplied by others in future issues of the Publications;
  - (e) Leases or subleases of Real Property (collectively, the "Real Property Leases");
  - (f) Leases of any personal property involving annual consideration of more than
  - (g) All contracts which are licenses and sublicenses (in which any of Sellers is licensor or licensee) involving annual consideration of more than ;
  - (h) Any contract for the purchase or sale of products, or other personal property, or for the furnishing or receipt of services, involving annual consideration of more than
    - (i) Any contract concerning a partnership or joint venture;
  - (j) Any contract under which Sellers have created, incurred, assumed, or guaranteed any indebtedness for borrowed money or pursuant to which Sellers have advanced or loaned money;
  - (k) Any contract with any Affiliates of Sellers, or any entity in which any Affiliates of Sellers holds an equity or any other economic interest;

- (l) Any contract concerning non-disclosure, confidentiality or noncompetition;
- (m) Any contract under which the consequences of a default or termination could have an effect on the business, financial condition, operations, results of operations, or future prospects of any of Sellers in an amount in excess of
- (n) Any other contract (or group of related contracts) the performance of which involves consideration in excess of , or cannot be terminated without penalty, payment or breach on ninety (90) days or less notice.

Schedule 3.9 also specifies those Material Contracts, the assignment of which requires the consent of a third party. Provided that any requisite consent to the assignment of Material Contracts to Buyer is obtained, each of the contracts and leases which is assigned to and assumed by Buyer on the Closing Date is valid and in full force and effect. There is no existing default, event of default or other event under such Material Contracts which, with or without notice or lapse of time or both, would constitute a default or an event of default by Sellers under any such contract. To the knowledge of Seller, there is not, under any of the Material Contracts, any existing default or event of default which, with or without notice or lapse of time or both would constitute a default or event of default on the part of any other party thereto. Prior to the Closing Date, Sellers will make available to Buyer true, correct and complete copies (or written summaries of oral contracts) of all of the Material Contracts.

#### 3.10 Real Property.

- (a) The real property owned by Sellers that is to be transferred to Buyer is identified on Schedule 3.10(a), together with all buildings, structures, residences, fixtures, landscaping, utility lines, roads, driveways, fences, parking areas, contiguous and adjacent entry rights, construction in progress, and all other improvements to such real property that are owned by Sellers or any Affiliate, located in and upon such real property, and used primarily in the business and operation of the Publications, together with all rights, privileges, and easements appurtenant to the foregoing (all of the foregoing collectively referred to as the "Owned Real Property");
- (b) <u>Schedule 3.10(b)</u> sets forth a complete and accurate list of all leasehold interests of Sellers used primarily in the business and operation of the Publications (the "Leased Real Property"). The Leased Real Property, the real property to be subject to the

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Operating Leases and the Owned Real Property are collectively referred to as the "Real Property".

- Good and marketable fee title to each parcel of Owned Real Property (c) disclosed on Schedule 3.10(a) is owned by Sellers set forth on such schedule, free and clear of any Liens, easements, rights-of-way, licenses, use restrictions, claims, charges, options, rights of first offer, rights of first refusal or title defects, of any nature whatsoever, except for Permitted Encumbrances (as defined below). As used in this Agreement, the term "Permitted Encumbrances" means (i) Liens for Taxes not yet due and payable; (ii) Liens for Taxes which are being contested in good faith and by appropriate proceedings in the amount of which a reserve has been created and set forth on the Closing Date Balance Sheet; (iii) carriers', warehousemen's, mechanics', materialmen's, repairmen's or other like Liens arising in the ordinary course of business consistent with past practice or which are being contested in good faith and by appropriate proceedings in the amount of which a reserve has been created on the Closing Date Balance Sheet (which reserve under clauses (ii) or (iii) shall, to the extent Sellers are successful in finally, definitively and irrevocably contesting any such Liens and Buyer effectively gets the benefit thereof, will upon written notice and delivery of satisfactory proof thereof, be refunded to Sellers); (iv) easements, rights-of-way, encroachments, licenses, restrictions, conditions and other similar encumbrances which are not objected to by Buyer as a Title Objection under Section 5.13(c) or waived by Buyer;
- (d) Each Seller has a valid and enforceable interest in each parcel of Leased Real Property disclosed in Schedule 3.10(b) as being leased by such Seller; and
- (e) There is no action or proceeding pending or, to the knowledge of Sellers, threatened by any Governmental Authority for assessment or collection of past-due Taxes, impact fees or special assessments affecting any part of any Owned Real Property, and no condemnation or eminent domain proceeding is pending or, to the knowledge of Sellers, threatened against any part of any Real Property.
- (f) Except as set forth in <u>Schedule 3.10(f)</u>, none of the Real Property is located within a flood plain or lakeshore erosion hazard area, fresh water wetlands as defined under applicable laws or coastal zone management area protected, regulated or controlled by any laws.

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- (g) Except as set forth in <u>Schedule 3.10(g)</u> (which schedule is as of the date hereof prepared to Sellers' knowledge without further inquiry and which schedule will, prior to Closing, be updated to Sellers' knowledge after due inquiry), (i) the Facilities are in an adequate state of repair and condition, ordinary wear and tear excepted; (ii) there are no conditions or defects which pose a significant danger to life or human health existing upon or in the Facilities; (iii) there are no structural defects in the Real Property that would adversely affect the operation of any of the Facilities as presently conducted; and (iv) there are no life safety code deficiencies or other survey requirements which are not subject to waiver or currently the subject of a plan of correction which is being implemented.
- (h) Except as set forth in Schedule 3.10(h) (which schedule is as of the date hereof prepared to Sellers' knowledge without further inquiry and which schedule will, prior to Closing, be updated to Sellers' knowledge after due inquiry), all buildings, structures, fixtures, building systems and equipment, and all components thereof, including the roof, foundation, load-bearing walls and other structural elements thereof, heating, ventilation, air conditioning, mechanical, electrical, plumbing and other building systems, environmental control, remediation and abatement systems, sewer, storm and waste water systems, irrigation and other water distribution systems, parking facilities, fire protection, security and surveillance systems, and telecommunications, computer, wiring and cable installations, included in any Real Property (collectively, the "Improvements") are in adequate condition and repair, have been appropriately and routinely maintained, and are sufficient for the business and operation of the Publications. Except as set forth in Schedule 3.10(h), to Sellers' and Morris Communications' knowledge, there are no structural deficiencies or latent defects affecting any of the Improvements and there are no facts or conditions affecting any of the Improvements which would, individually or in the aggregate, interfere in any respect with the use or occupancy of the Improvements or any portion thereof in the operation of the Publications as currently conducted thereon.
- (i) The current use and occupancy of the Real Property and the business and operation of the Publications as currently conducted thereon do not violate any easement, covenant, condition, restriction or similar provision in any instrument of record or other

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unrecorded agreement affecting such Real Property except for any such violations, which would not, individually or in the aggregate, have or be reasonably expected to have a material adverse effect on such Real Property or Buyer's intended use of such Real Property or the continued business and operation of the Publications as currently conducted therein. Sellers have not received any notice of violation of any such documents, and to their knowledge there is no basis for the issuance of any such notice or the taking of any action for such violation.

- (j) None of the Improvements encroach on any land which is not included in the Real Property or on any easement affecting such Leased Real Property, or violate any building lines or set-back lines, and there are no encroachments onto any of the Real Property, or any portion thereof, which encroachment would interfere with the use or occupancy of such Real Property or the continued business and operation of the Publications as currently conducted thereon except for any such violations, which would not individually or in the aggregate, have or be reasonably expected to have a material adverse effect on such Real Property or Buyer's intended use of such Real Property or the continued business and operation of the Publications as currently conducted therein.
- (k) There are no taxes, assessments, fees, charges or similar costs or expenses imposed by any Governmental Authority, association or other entity having jurisdiction over the Real Property with respect to any Real Property or portion thereof which are delinquent.
- (l) Prior to the Closing, all Liens under all of Sellers' existing secured financing arrangements will be released (the "Bank Liens"). Notwithstanding anything to the contrary contained herein, the existence of Bank Liens shall not be considered a breach of any representation or warranty hereunder, provided such Bank Liens are released at Closing.
- 3.11 <u>Intellectual Property</u>. Except for the Excluded Assets (as defined in Section 1.2) and any matter relating thereto, all Rights are valid, in good standing and uncontested. The Rights include, but are not limited to, those Rights of Sellers relating to the business and operation of the Publications or related to the ownership of any of the Acquired Assets as set forth in <u>Schedule 3.11</u>. Sellers possess adequate rights, licenses or other authority necessary to use and own the Acquired Assets, to use and own the Rights and to conduct the business and

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operations of the Publications as currently conducted. Sellers have not received any notice with respect to any alleged infringement or unlawful or improper use of any Rights owned or alleged to be owned by others. Neither any Affiliate of Sellers nor any officer or employee of Sellers has any interest in any Rights, all of which are free and clear of any Lien. Sellers have no knowledge of any infringement of any of the Rights.

3.12 Litigation and Compliance with Laws. Except as set forth on Schedule 3.12: (a) the Publications have not been operating under or subject to, or in default with respect to, any order, writ, injunction, judgment or decree of any Governmental Authority; (b) neither Sellers nor any of their agents or Affiliates has received any inquiry, written or oral, from any such authority concerning any of the operations or business of the Publications during the two (2) year period prior to the date of this Agreement; (c) there is no litigation, claim or arbitration pending by or against, or to the knowledge of Seller or its Affiliates, threatened against, Sellers, the Publications or Sellers' agents or Affiliates related to or affecting any of the Acquired Assets or the operation of the Publications, including without limitation, any litigation, arbitration or claim relating to any union or union activities; and (d) Sellers and their Affiliates have complied with all laws, regulations, orders or decrees applicable to Sellers, the Acquired Assets and the Publications and the present uses by Seller of the Acquired Assets and the business and operation of the Publications do not violate any such laws, regulations, orders or decrees except for any such violations, which would not individually or in the aggregate, have or be reasonably expected to have a Material Adverse Effect.

#### 3.13 <u>Labor Relations and Employment Issues; Employee Benefit Programs; ERISA.</u>

(a) <u>Schedule 3.13(a)</u> lists as of the date shown thereon, which date shall be no earlier than ten (10) days prior to the date hereof, the names and salaries, compensation, wages or rates of commission, date of employment (with Sellers or, if applicable, the prior owner of any of the Publications) and job title of all the full and part-time employees of Sellers primarily serving the Publications and/or the Acquired Assets (the "Publication Employees"); provided, however, that the <u>Schedule 3.13(a)</u> delivered concurrently with this Agreement does not include (i) independent contractors or other non-employees, or (ii) local incentive arrangements for local department heads. <u>Schedule 3.13(a)</u> will be updated by Sellers prior to the Closing to reflect a date no earlier than ten (10) days prior to the Closing and to include the omitted information described in clause

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- (ii) of the proviso of the preceding sentence, which amounts shall be consistent with information disclosed to Buyer prior to the date hereof (including the information included in the Income Statements). The term "Publication Employees" does not include any of Sellers' employees based in Sellers' home offices in Augusta, Georgia (i.e. outside of the space subject to the Operating Lease for *The Augusta Chronicle*) but for purposes of this Section 3.13 does include employees, independent contractors or other persons providing services for or on behalf of the Publications; provided, however, that "Publication Employees" includes any corporate level newspaper executives actually hired by Buyer at Closing, even though their office location at Closing is in the home office space.
- (b) Except as set forth in Schedule 3.13(b), (i) Sellers have not entered into any collective bargaining agreement or other contract with any employee, union, labor organization or other employee representative or group of employees and, to the knowledge of Sellers and Morris Communications, no such organization or person has made or is making any attempt to organize or represent any employees of Sellers, in each case related to the Publications and/or the Acquired Assets; (ii) there is no pending grievance or arbitration and no unsatisfied or unremedied grievance or arbitration award against Sellers or any agent, representative or employee of Sellers, in each case related to the Publications and/or the Acquired Assets and, to the knowledge of Sellers, there is no basis for any such grievance or arbitration; (iii) there is no unfair labor practice charge, pending trial of unfair labor practice charges, unremedied unfair labor practice finding or adverse decision of the National Labor Relations Board or any Governmental Authority, against Sellers or any agent, representative or employee of any of Sellers, in each case related to the Publications and/or the Acquired Assets and, to the knowledge of Sellers, there is no basis for any such unfair labor practice charge; and (iv) there is no labor dispute, strike or work stoppage pending or, to the knowledge of Sellers, threatened, in writing, with respect to Sellers or their employees, in each case related to the Publications and/or the Acquired Assets.
- (c) Without limiting the generality of Section 3.12, Sellers are in full compliance with all applicable laws, rules, regulations, standards and contracts relating to employment, in each case related to the Publications and/or the Acquired Assets,

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including those relating to wages, hours, working conditions, hiring, promotion, occupational health and safety (including those dealing with employee handling or use of or exposure to hazardous or toxic substances and the training of employees with respect to such substances), except for any instances of non-compliance which would not, individually or in the aggregate, have or be reasonably expected to have a Material Adverse Effect and the payment and withholding of Taxes and other similar obligations, and neither Sellers nor any of their Affiliates have received any notice of any actual or alleged violation of any such law, rule, regulation, standard or contract. Sellers are in full compliance with all applicable affirmative action and equal employment opportunity obligations arising under any state or Federal law, regulation, executive order or ordinance or any contract or subcontract with any Governmental Authority or other entity or person except for any instances of non-compliance which would not individually or in the aggregate, have or be reasonably expected to have a Material Adverse Effect. Sellers have withheld from the wages and salaries of its Publication Employees as is required by law and are not liable for any arrears of wages or any tax or penalty in connection therewith.

- (d) Without limiting the generality of Section 3.13, except as set forth in Schedule 3.13, and except as would not, individually or in the aggregate have or reasonably be expected to have a Material Adverse Effect, there is no employment-related claim, cause of action, grievance, judgment or other adverse charge, allegation or decision of any kind, in each case related to the Publications and/or the Acquired Assets (including any in the nature of employment discrimination of any type, breach of contract, wrongful discharge, retaliation, health, safety or right-to-know violations, child labor violations or non-payment of wages, benefits or wage supplements), under any law, rule, regulation, standard, collective bargaining agreement or other contract, pending or threatened against Sellers or any of their officers, employees or agents, and, to the knowledge of Sellers, there is no basis for any such claim, cause of action, grievance, judgment or other adverse charge or decision.
- (e) No current or former employee of Sellers has made or, to the knowledge of Morris Communications or Sellers, threatened any claim against Sellers or any of their officers, employees or agents under any law, rule, regulation, standard or contract on

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account of or for overtime pay (other than overtime pay for the current payroll period), wages or salary for any period other than the current payroll period, vacation, holiday or other time off or pay in lieu thereof (other than time off or pay in lieu thereof earned in respect of the current year), or any violation of any law, rule, regulation, standard or contract relating to the payment of wages, fringe benefits, wage supplements or hours of work in each case as it relates to the Publications and/or the Acquired Assets.

- (f) Except for the contingent severance agreements described in Schedule 3.13(f) (for which Buyer shall have no liability), neither Sellers nor Buyer are, nor immediately after the Closing will be, liable for severance pay or any other payment of monies to any Publication Employees as a result of the execution of this Agreement or the parties' performance of its terms, or for any other reason in any way related to the consummation of the transactions contemplated hereby, including any change of ownership of the Publications, and the consummation of the transactions will not increase the amount payable under or result in any other material obligation to a Publication Employee pursuant to any Employee Benefit Program or result in "excess parachute payments" within the meaning of Section 280G(b) of the Code. No Publication Employee is entitled to receive any additional payment (including any tax gross-up or other payment) as a result of the imposition of any excise tax required by Section 4999 of the Code.
- (g) (i) Sellers have delivered (or will deliver supplementally prior to Closing) to Buyer true, complete and accurate summaries of each employment, bonus, incentive, deferred compensation, pension, stock purchase, stock option, stock appreciation right, profit-sharing or retirement plan, arrangement or practice, each material medical, vacation, retiree medical, group insurance and severance pay plan, and each other material agreement or fringe benefit plan, arrangement or practice, of Morris Communication or Sellers, whether legally binding or not, including all "employee benefit plans," as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), which currently cover one or more Publication Employees ("Employee Benefit Programs"). Morris Communications and Sellers and their respective ERISA Affiliates (as defined below) have complied, in all material respects, with the terms of all Employee Benefit Programs and all laws with respect to

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such programs, including the Code (as defined in Section 3.19) and ERISA, and no default exists with respect to the obligations of Morris Communications or Sellers or any of their respective ERISA Affiliates under any such Employee Benefit Programs as it relates to the Publication Employees. The Buyer shall not incur, and could not reasonably be expected to incur (by operation of law or otherwise), any liability under any Employee Benefit Program and/or other employee benefit or compensation plans, programs or arrangements associated with the Publications, Morris Communications, Sellers or their respective ERISA Affiliates, as part of the transactions contemplated by this Agreement or otherwise, except to the extent of liabilities for paid time off that are included as Assumed Liabilities pursuant to Section 1.3(a)(iv) and liabilities with respect to flexible spending accounts assumed pursuant to Section 10.5(d).

- (ii) Except as set forth on <u>Schedule 3.13(g)</u>, neither Morris Communications, Sellers nor any of their respective ERISA Affiliates has made a complete or partial withdrawal, within the meaning of Section 4201 of ERISA, from any multiemployer plan, within the meaning of Section 3(37) of ERISA, which covered one or more employees of Sellers, in each case related to the Publications and/or the Acquired Assets which has resulted in, or could result in, any withdrawal liability. Except as set forth on <u>Schedule 3.13(g)</u> none of Sellers nor, to Sellers' knowledge, any predecessor owner of any of the Publications have, nor have Sellers' or Morris Communications' or any of their respective ERISA Affiliates, ever maintained or contributed to a multiemployer plan within the meaning of Section 3(37) of ERISA.
- (iii) Neither Morris Communications, Sellers nor any of their respective ERISA Affiliates has provided or is required to provide, security to any pension plan or to any single-employer plan which covered one or more employees of the Publications at any time during 2016-2017 pursuant to Section 401(a)(29) of the Code.
- (iv) Sellers, Morris Communications and their respective ERISA Affiliates have complied in all material respects with the health care continuation coverage provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended, Section 4980B of the Code, Title I Part 6 of ERISA, in each

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case related to the Publication Employees and any similar state group health plan continuation law, together with all regulations and proposed regulations promulgated thereunder with respect to any events occurring prior to and including the Closing Date.

- (v) Each Employee Benefit Program that is intended to be qualified within the meaning of Section 401(a) of the Code has received a determination letter from the Internal Revenue Service (the "IRS") that such plan is qualified under Section 401(a) of the Code, or the Seller, Morris Communications, or ERISA Affiliate, as applicable, is entitled to rely upon an opinion or advisory letter from the IRS with respect to the qualification of such Employee Benefit Program, and nothing has occurred since the date of such determination that could adversely affect the qualification of such Employee Benefit Program.
- (vi) No Employee Benefit Program provides for or continues medical or health benefits, or life insurance or other welfare benefits (through insurance or otherwise) for any Publication Employee or dependent or beneficiary of any Publication Employee after such Publication Employee's retirement or other termination of employment except as may be required by COBRA, and there has been no communication to any Publication Employee that could reasonably be expected to promise or guarantee any such benefits.
- (vii) Each Employee Benefit Program that is a "nonqualified deferred compensation plan" (as defined in Section 409A(d)(1) of the Code) has been operated since January 1, 2005, in compliance with the applicable provisions of Section 409A of the Code, and since January 1, 2009 has been in documentary compliance with the applicable provisions of Section 409A of the Code; and none of Sellers, Morris Communciations and their respective ERISA Affiliates is or has been required to report any Taxes due as a result of a failure of an Employee Benefit Program to comply with Section 409A of the Code. With respect to each Employee Benefit Program, none of Sellers, Morris Communications and their respective ERISA Affiliates has any indemnity obligation for any Taxes or interest imposed or accelerated under Section 409A of the Code.

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- (viii) No event or condition exists (nor is any event or condition, including the transactions described in this Agreement, is expected to exist) with respect to any Employee Benefit Program which constitutes a reportable event within the meaning of Section 4043 of ERISA, as to which a waiver is not applicable, nor has any event or condition triggered (nor is any event or condition, including the transactions described in this Agreement, expected to trigger) a reporting obligation or other liability under Section 4062(e) of ERISA.
- (ix) Since January 1, 2015, Sellers, Morris Communications and their respective ERISA Affiliates, as applicable, have offered minimum essential coverage (as described in Section 4980H of the Code) to Publication Employees who must be treated as "full-time employees" under Section 4980H of the Code and its implementing regulations, and such coverage has satisfied the affordability and minimum value standards under Section 4980H of the Code and its implementing regulations. None of Sellers, Morris Communications, or their respective ERISA Affiliates has heretofore been and reasonably does not expect to be subject to any penalty under Section 4980H of the Code with respect to any period prior to the Closing.
- (x) "ERISA" means the Employee Retirement Income Security Act of 1974, as amended, and the regulations thereunder. "ERISA Affiliate" means, with respect to any entity, trade or business, any other entity, trade or business that is a member of a group described in Section 414(b), (c), (m) or (o) of the Code or Section 4001(b)(1) of ERISA that includes the first entity, trade or business, or that is a member of the same "controlled group" as the first entity, trade or business pursuant to Section 4001(a)(14) of ERISA.

#### 3.14 [INTENTIONALLY OMITTED]

3.15 <u>Changes</u>. Except as shown on <u>Schedule 3.15</u> to this Agreement, since the Income Statement Date, Sellers have not, with respect to the business and operation of the Publications: (a) mortgaged, pledged or subjected to a Lien, any of the Acquired Assets; (b) sold, leased, removed or transferred any material asset used or useful in the business or operation of the Publications; or (c) increased the compensation payable or to become payable to any Publication Employee or agent, except increases in accordance with historical practices.

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#### 3.16 Environmental Matters.

- Except as set forth on Schedule 3.16, Sellers have, with respect to the ownership and operation of the Publications and Real Property, obtained all Permits (as defined below) required under all Environmental Laws and are in material compliance with all Environmental Laws and with all such Permits and there have been no material violations of the Environmental Laws or Permits. For purposes of this Agreement, "Environmental Law" means all Legal Requirements and Permits concerning land use, public health, safety, welfare, or the environment, including without limitation the Resource Conservation and Recovery Act. (42 U.S.C. §§ 6901 et seg.), as amended, and the Comprehensive Environmental Response, Compensation, and Response Act (42 U.S.C. §§ 9601 et seq.), as amended ("CERCLA"). For purposes of this Agreement, "Legal Requirements" means any statute, ordinance, code or other law (including the common law), rule, regulation, order, notice, standard, procedure, guideline, or requirement enacted, adopted, applied or issued by any Governmental Authority, including, without limitation judicial decisions applying or interpreting any such Legal Requirement. For purposes of this Agreement, "Permit" shall mean any permit, license, consent, authorization, approval, franchise privilege, waiver, exception, variance, exclusionary or inclusionary orders and other concessions. All such Permits are current and in full force and effect;
- (b) Except as set forth on <u>Schedule 3.16</u>, with respect to the business, ownership and/or operation of the Publications and Real Estate, Sellers have not received and, to the knowledge of Sellers, no other person has received, any notice from any Governmental Authority or any other third party to the effect that Sellers have performed, failed to perform, or suffered any act, or that a condition exists, which might reasonably give rise to liability to Sellers under CERCLA and/or under any other Environment Law or Permits, nor have Sellers, or, to the knowledge of Sellers, any other person, submitted any notice pursuant to section 103 of CERCLA (and/or pursuant to any other Environment Law or Permits) to, or responded to any request for information pursuant to section 104 of CERCLA (and/or pursuant to any other Environmental Law or Permits) from, any Governmental Authority;

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- (c) Except as set forth on <u>Schedule 3.16</u>, Sellers have not caused or contributed to the release or threat of release of any Hazardous Substance, and to the knowledge of Sellers there exists no Hazardous Substance released, threatened to be released, disposed, discharged, dumped or spilled on, at, beneath, from or to the Real Property (including without limitation any surface waters or groundwaters thereon). For purposes of this Agreement, "Hazardous Substance" means any element, material, chemical, compound, mixture or solution defined, designated, listed, classified or regulated under any Environmental Law;
- (d) Except as set forth on <u>Schedule 3.16</u>, to the knowledge of Sellers, no Hazardous Substance used, generated or handled by the Publications on the Real Property or elsewhere has been released, disposed, discharged, dumped or spilled on, or migrated to or from, any other real property;
- (e) Sellers have provided to Buyer true and complete copies of all non-proprietary audits, data, reports, investigations or other materials conducted in respect of or concerning the environmental condition of the Real Property or the Publications that are in their possession, custody or control; and
- (f) Except as set forth on <u>Schedule 3.16</u>, to the knowledge of Sellers, no underground storage tanks or asbestos containing materials are or have been located in, on or under any portion of the Real Property or structures thereon.

#### 3.17 [INTENTIONALLY OMITTED]

- 3.18 <u>Insurance</u>. <u>Schedule 3.18</u> sets forth a true, correct and complete list of all claims made by Sellers or Morris Communications under insurance policies of any kind or nature maintained as of the date of this Agreement by or on behalf of Sellers or Morris Communications and relating to the Publications and/or the Acquired Assets which are still outstanding, setting forth as to each claim the date, nature and amount thereof and its current status, excluding claims for employee health benefits or other amounts under Employee Benefit Programs, which amounts and claims are Excluded Liabilities.
  - 3.19 Taxes. (a) "Code" means the Internal Revenue Code of 1986, as amended.
  - (b) "Tax" or "Taxes" means any federal, state, local, or foreign income, gross receipts, license, payroll, employment, excise, severance, stamp, occupation, premium, windfall profits, environmental (including taxes under Code § 59A), customs duties,

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capital stock, franchise, profits, withholding, social security (or similar), unemployment, disability, real property, personal property, sales, use, transfer, registration, value added, alternative or add-on minimum, estimated, or other tax of any kind whatsoever, whether computed on a separate or consolidated, unitary or combined basis or in any other manner, including any interest, penalty, or addition thereto, whether disputed or not and including any obligation to indemnify or otherwise assume or succeed to the tax liability of any other person or entity.

- (c) "Tax Return" means any return, declaration, report, claim for refund, or information return or statement relating to Taxes, including any schedule or attachment thereto, and including any amendment thereof.
- (d) Except as set forth in Schedule 3.19, with respect to the Publications and/or the Acquired Assets Sellers have timely filed, after giving effect to any applicable extensions, all Tax Returns required to be filed by them, and all such Tax Returns were complete and correct at the time of filing and continue to be complete and correct and were prepared in substantial compliance with all applicable laws and regulations. Sellers have timely paid, after giving effect to any applicable extensions, all taxes required to be paid by them with respect to the Publications and/or the Acquired Assets whether or not shown on a Tax Return except amounts being contested in good faith by appropriate proceedings.
- any material Tax deficiency with respect to the Publications and/or the Acquired Assets that has not been adequately reserved for, and no liens in respect of Taxes exist (other than liens for Taxes not yet due or for Taxes being contested in good faith), with respect to the Acquired Assets or the Publications. All required Tax estimates, deposits, prepayments and similar reports or payments with respect to the Publications and/or the Acquired Assets for current periods have been properly made with respect to the Publications and/or the Acquired Assets. There are no actions, suits, proceedings, investigations or claims pending or, to the knowledge of Sellers, threatened against Sellers in respect of Taxes, nor are any material matters under discussion with any Governmental Authority relating to Taxes, to the knowledge of Sellers, no claim has ever been made by any Governmental Authority in a jurisdiction where Sellers do not file a

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Tax Return that any Seller is or may be subject to taxation in that jurisdiction. No Tax Returns of Sellers currently are the subject of audit.

- (f) All Taxes that are required to be collected or withheld by Sellers with respect to the Publications and/or the Acquired Assets have been duly collected and withheld, and any such amounts that are required to have been remitted to any taxing authority have been duly remitted.
- (g) Sellers have not waived any statute of limitations in respect of Taxes with respect to the Publications and/or the Acquired Assets or agreed to an extension of time with respect to a Tax assessment or deficiency.
- (h) It is understood that Sellers are not making any representation to GateHouse Media or Buyer that Sellers' methodologies for calculating Taxes are appropriate or correct for Tax Returns to be filed by Buyer to the extent that such Tax Returns relate to any periods after the Closing.
- 3.20 Reserved.
- 3.21 <u>Brokers</u>. Neither Sellers nor Morris Communications have incurred any liability or obligation to pay any fees or commissions to any broker, finder, or agent with respect to the transactions contemplated by this Agreement for which the Buyer or GateHouse Media could become liable or obligated, except for Sellers' agreements with Moorgate Securities LLC and Avondale Communications, LLC, for which Sellers shall be solely responsible.

## ARTICLE IV. REPRESENTATIONS AND WARRANTIES OF BUYER

Buyer and GateHouse Media represent and warrant to Sellers that the statements contained in this Article IV are correct and complete as of the date of this Agreement and will be correct and complete as of the Closing Date, except as may be set forth in a disclosure schedule delivered to Sellers pursuant hereto.

- 4.1 <u>Organization</u>. Buyer is a corporation validly existing and in good standing under the laws of the State of Delaware. GateHouse Media is a limited liability company validly existing and in good standing under the laws of the State of Delaware.
- 4.2 <u>Authority Relative to this Agreement</u>. Buyer and GateHouse Media have the full power, authority and legal right to execute and deliver this Agreement and to consummate the

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transactions and perform its obligations as contemplated hereby without a vote of the shareholders of GateHouse Media (or of any other corporation that controls GateHouse Media). The execution and delivery of this Agreement by Buyer and GateHouse Media and the consummation of the transactions contemplated hereby by Buyer and GateHouse Media have been duly and validly authorized by all necessary action, and this Agreement has been duly and validly executed and delivered by Buyer and GateHouse Media and assuming due authorization, execution and delivery by Sellers and Morris Communications, constitutes a legal, valid and binding obligation of Buyer and GateHouse Media enforceable against Buyer and GateHouse Media in accordance with its terms, except as may be limited by applicable bankruptcy, insolvency or similar law affecting the rights of creditors generally.

4.3 <u>No Defaults</u>. The execution, delivery and performance of this Agreement by Buyer and GateHouse Media will not (a) conflict with or result in any breach of any provision of the certificate of incorporation, by-laws or other organizational documents of Buyer, or (b) violate any law, statute, rule, regulation, order, injunction or decree of any Governmental Authority applicable to Buyer or GateHouse Media.

#### 4.4 Non-Contravention; No Defaults.

(a) Except as disclosed in Schedule 4.4, the execution, delivery and performance of this Agreement by Buyer and GateHouse Media will not (i) conflict with any provision of the governing documents of GateHouse Media or Buyer, (ii) result in a default (or give rise to any right of termination, cancellation or acceleration), with notice or passage of time or both, under or conflict with any of the terms, conditions or provisions of any contract, note, bond, mortgage or other instrument, obligation or agreement material to the business of GateHouse Media and its subsidiaries as a whole, except for any such defaults which would not, individually or in the aggregate, have or be reasonably expected to have a material adverse effect on GateHouse Media and its subsidiaries taken as a whole or a material adverse effect on GateHouse Media's or Buyer's ability to consummate the transactions contemplated hereby, or (iii) violate any law, statute, rule, regulation, order, injunction or decree Governmental Authority applicable to GateHouse Media or Buyer except for any such violations which would not individually or in the aggregate, have, or be reasonably expected to have a material adverse effect on GateHouse Media and its subsidiaries taken as a whole or a material

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adverse effect on GateHouse Media's or Buyer's ability to consummate the transactions contemplated hereby.

- (b) Except for notices and filings required to be delivered to GateHouse Media's banks and except for the requirements of the Hart-Scott-Rodino Act, neither GateHouse Media nor Buyer is required to submit any notice, report or other filing with, or obtain any consent, approval or waiver from, any Governmental Authority or any other third party in connection with the execution, delivery or performance of this Agreement or the consummation of the transactions contemplated hereby, except for any such failure which would not individually or in the aggregate have or be reasonably expected to have a material adverse effect on GateHouse Media's or Buyer's ability to consummate the transactions contemplated hereby.
- 4.5 <u>Financial Capability</u>. Buyer, on the Closing Date will have, sufficient funds unconditionally available to it (without the need to obtain any additional bank or other additional third party financing commitment) to pay to Sellers the Purchase Price and otherwise to satisfy all of its obligations under this Agreement.
  - 4.6 Reserved.
  - 4.7 Reserved.
- 4.8 <u>Brokers</u>. There is no broker or finder or other person who would have any valid claim against any Sellers or Morris Communications for a commission or brokerage in connection with this Agreement or the transactions contemplated hereby as a result of any agreement, understanding or action by Buyer or GateHouse Media.

# ARTICLE V. PRE-CLOSING COVENANTS OF SELLERS AND BUYER PENDING THE CLOSING DATE

Each of Morris Communications, Sellers, Buyer and GateHouse Media, as applicable, covenant and agree that from the date hereof to and including the Closing Date:

5.1 <u>Maintenance of Business</u>. Sellers shall continue to carry on the business and operation of, and maintain the books, accounts and records of, the Publications in substantially the same manner as heretofore in the ordinary course of business and shall maintain the properties, machinery, equipment and other Acquired Assets used in the business of the

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Publications in substantially the same manner as heretofore in the ordinary course of business consistent with past practice.

Except as set forth on <u>Schedule 5.1</u>, prior to the Closing Date, Sellers will not, with respect to the Publications, without the prior written consent of Buyer, which will not be unreasonably withheld, conditioned or delayed:

- (a) (i) Make any change in circulation practices, or promotional, marketing or premium practices of the Publications, other than changes in the ordinary course of business which changes are not material, or (ii) make any change in policies for the pricing of circulation or advertising of the Publications except for changes in the ordinary course of business which changes are not material;
- (b) Sell, lease, remove, transfer or agree to sell, lease, remove or transfer any of the Acquired Assets without replacement thereof with an asset of substantially equivalent kind, condition and value and except in the ordinary course of business consistent with past practice;
- (c) Enter into or amend any contract of employment or collective bargaining agreement, or permit or commit to any increases or changes in the compensation (including, but not limited to, bonus, pension, profit-sharing, incentive, deferred compensation, stock purchase, stock option, stock appreciation right, group insurance, severance pay, retirement or other employee benefit plan, agreement or arrangement) of any Publication Employee or any independent contractor or other person providing services to any of Sellers primarily as it relates to the Publications and/or the Acquired Assets, except for increases in accordance with historical practices and except in the ordinary course of business consistent with past practice;
- (d) Enter into or amend any contract or commitment as it relates to any of the Publications involving annual consideration of more than \$25,000 individually or \$250,000 in the aggregate, waive any right or enter into any other transaction, other than as permitted by other provisions of this Agreement;
  - (e) Sell, assign, transfer, license or permit to lapse any material Right;
- (f) Make any material change in any of the Real Property or fail to maintain the Real Property or other Acquired Assets in adequate repair and condition, ordinary wear and tear excepted; or cancel or fail to renew any of the current insurance policies or

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any of the coverage thereunder maintained for the protection of any of the Real Property or the other Acquired Assets;

- (g) Except for Permitted Encumbrances, encumber any of the Acquired Assets or permit any of the Acquired Assets to become subject to any Lien;
- (h) Enter into any contracts, agreements or arrangements (written or oral) with any Affiliate except those that would not create an Assumed Liability; or
- (i) Take any action that would otherwise require disclosure to be made on Schedule 3.4.
- 5.2 <u>Organization; Goodwill</u>. Sellers shall use its reasonable efforts to preserve the business organization of the Publications intact and preserve the goodwill of the Publications' suppliers, customers and others having business relations with them.
- Access to Facilities, Files and Records. At the reasonable request of Buyer and 5.3 subject to the need to preserve the confidentiality of this transaction prior to Closing in order to preserve relationships with employees and customers, Sellers and Morris Communications shall give or cause to be given to the officers, employees, accountants, counsel and authorized representatives of Buyer (a) access after prior notice during normal business hours to all Facilities, property, accounts, books, minute books, deeds, title papers, licenses, agreements, contracts, Tax Returns (other than Federal and State income Tax Returns), records and files of every character, equipment, machinery, fixtures, furniture, vehicles, notes and accounts payable and receivable and inventories primarily related to the Publications, and (b) all such other information concerning the Acquired Assets and affairs of the Publications as Buyer may reasonably request. With the consent and supervision of Sellers, such consent not to be unreasonably withheld or delayed, Sellers and Morris Communications shall permit representatives of Buyer to perform inspections of the Real Property and the structures located thereon and to perform surveys, environmental assessments, sampling and audits as Buyer may request with respect to the Acquired Assets. If Buyer finds any such Real Property inspection item or condition unacceptable, Buyer shall notify Sellers in writing of any such matters to which Buyer reasonably objects or has concerns (the "Property Condition Objections"). Sellers may cure prior to Closing, at their sole expense, all of the Property Condition Objections, to the sole satisfaction of Buyer either by (i) the remediation/repair of such Property Condition Objections, (ii) providing alternative arrangements, satisfactory to Buyer in its sole discretion, providing

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Buyer the full economic benefit of the ownership and/or operation of the affected Real Property without any of the risk associated with or relating to such Property Condition Objections or (iii) removing such particular parcel of the Real Property from the Acquired Assets being transferred upon written notice to Sellers, and with an equitable adjustment to the Purchase Price in accord with an appraisal of the real estate (or of the leasehold interest in Real Property that is not Owned Real Property) by an independent third party appraiser to be selected by the parties (or as otherwise agreed by the parties). If Sellers fail to cure or address, prior to Closing, all Property Condition Objections with respect to any particular parcel of the Real Property as provided above, then Buyer, in its sole discretion may either (A) consummate the transactions contemplated hereby, notwithstanding the Property Condition Objections, with an equitable adjustment to the Purchase Price in accord with an appraisal of the real estate (or of the leasehold interest in Real Property that is not Owned Real Property) by an independent third party appraiser to be selected by the parties (or as otherwise agreed by the parties) or (B) terminate this Agreement.

Representations and Warranties. Sellers and Morris Communications shall give 5.4 detailed written notice to Buyer and GateHouse Media promptly upon the occurrence of or becoming aware of the impending or threatened occurrence of any event which would cause or constitute a breach, or would have caused a breach had such event occurred or been known to Sellers or Morris Communications prior to the date hereof, of any of Sellers' or Morris Communications' representations or warranties contained in this Agreement or in any schedule delivered pursuant hereto. Buyer and GateHouse Media shall give detailed written notice to Sellers promptly upon becoming aware of any inaccuracy in any of the representations or warranties in Article III or any other breach of this Agreement, which notice shall not waive or otherwise limit any of GateHouse Media's or Buyer's rights or remedies hereunder. From time to time on or prior to the Closing, Sellers and Morris Communications shall supplement or amend any schedules delivered in connection herewith with respect to any matter arising after the date hereof, which, if arising prior to the date of this Agreement, would have been required to be set forth or described in such schedule or which is necessary to correct any information in such schedule which has been rendered inaccurate as a result of a matter arising after the date hereof and such amendment shall not be deemed to create a breach of any representation or warranty.

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5.5 <u>Corporate Action</u>. Subject to the provisions of this Agreement, Sellers and Morris Communications will take all necessary action required of them to carry out the transactions contemplated by this Agreement.

#### 5.6 Consents.

- (a) Sellers will use commercially reasonable efforts to obtain or cause to be obtained prior to the Closing Date consents to the assignment to or assumption by Buyer of all of the Material Contracts which require the consent of any third party by reason of the transactions provided for in this Agreement as shown on <u>Schedule 3.9</u> and <u>Schedule 3.10(b)</u>; provided, however, that Sellers shall not be required to make any payments or to incur any obligations to third parties in connection with the obtaining of any such consent.
- (b) Nothing in this Agreement shall be deemed to be a condition to Closing or to constitute or require the transfer or assignment or the attempt to transfer or assign any of the Acquired Assets if the attempted transfer or assignment thereof, without the consent of a third party, would adversely affect in any way the rights of any of Sellers or Morris Communications, on the one hand, or Buyer or GateHouse Media, on the other hand or, in Buyer's opinion, would adversely affect any of the Publications or the Acquired Assets. If any such consent shall not have been obtained at or prior to the Closing, or the attempted transfer or assignment of any of the Acquired Assets at the Closing would have an adverse effect on Sellers or Morris Communications, on the one hand, or Buyer, GateHouse Media, the Publications or the Acquired Assets on the other hand, or on Buyer's rights thereto or Buyer would not in fact receive the rights thereto, (i) Sellers will cooperate with Buyer in any reasonable arrangement designed to provide for Buyer the rights thereto and benefits thereunder, including, without limitation, (A) enforcing for the benefit of Buyer any or all rights of Sellers under any contract, commitment or other agreement against any other party thereto, or (B) at Buyer's election, not transferring, conveying, assigning or delivering to Buyer at the Closing, and retaining legal title to such Acquired Asset, while permitting Buyer the possession and use of such Acquired Asset for Buyer's account and with Buyer receiving the benefits and bearing the burdens of such Acquired Asset as if such Acquired Asset had been so transferred, conveyed, assigned and delivered, and (ii) Sellers will take all reasonable

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appropriate further action to obtain such consents, approvals or novations as may be required under applicable laws or otherwise to effect the transfer or assignment of such Acquired Asset to Buyer. Pending the obtaining of such consents, approvals or novations, Buyer will continue performance of any remaining unfulfilled obligations of Sellers under any contract, commitment or other agreement constituting such an Acquired Asset in the same manner as though Buyer rather than Sellers was a party to such contract, commitment or agreement, with Buyer receiving the benefits and bearing the burdens thereof. Sellers agree to remit to Buyer all collections received in respect of any such Acquired Asset promptly on receipt thereof less any amount due Sellers from Buyer with respect to such Acquired Assets. Expenses incurred in connection with actions taken pursuant to this Section 5.6(b) shall be borne in such a manner as to place Sellers and Buyer in the economic positions in which they would have been had such Acquired Asset been transferred, conveyed, assigned or delivered at Closing.

- 5.7 <u>Confidential Information</u>. If for any reason the transactions contemplated in this Agreement are not consummated, none of Sellers nor Morris Communications shall disclose to third parties any information designated as confidential and received from Buyer, GateHouse Media or their respective agents in the course of investigating, negotiating and completing the transactions contemplated by this Agreement. Nothing shall be deemed to be confidential information with respect to the preceding sentence which: (a) is known to Sellers or Morris Communications at the time of its disclosure to it; (b) becomes publicly known or available other than through disclosure by Sellers or Morris Communications; (c) is rightfully received by Sellers from a third party not known by Sellers or Morris Communications to be subject to an obligation of confidentiality; or (d) is independently developed by Sellers or Morris Communications. If for any reason the transactions contemplated in this Agreement are not consummated, the parties acknowledge and agree that the terms of the Confidentiality Agreement dated May 26, 2017 shall continue to apply to all confidential information.
- 5.8 <u>Consummation of Agreement</u>. Subject to the provisions of Section 10.2 of this Agreement, Sellers and Morris Communications shall use reasonable efforts to fulfill and perform all conditions and obligations on their part to be fulfilled and performed under this Agreement and to cause the transactions contemplated by this Agreement to be fully carried out.

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- 5.9 <u>Notice of Proceedings</u>. Sellers and Morris Communications will promptly notify Buyer in writing upon becoming aware of any order or decree or any complaint praying for an order or decree restraining or enjoining the consummation of this Agreement or the transactions contemplated hereunder, or upon receiving any notice from any Governmental Authority of its intention to institute an investigation into, or institute any action or proceeding to restrain or enjoin consummation of this Agreement or such transactions, or to nullify or render ineffective this Agreement or such transactions if consummated.
- 5.10 <u>Interim Financial Statements</u>. Sellers and Morris Communications shall deliver to Buyer and GateHouse Media unaudited interim balance sheets and statements of income, changes in stockholders' equity and cash flows for the Publications promptly but not later than twenty (20) days after the close of each of the Publications' periodic accounting periods (and in no event less frequently than on a monthly basis), if any, that occurs between the Income Statement Date and the Closing Date. Such interim periodic financial statements shall include financial information both for the current accounting period and for the fiscal year to date, as well as comparisons with the respective corresponding periods in the prior fiscal year.
- 5.11 <u>Taxes</u>. Sellers shall pay all Taxes relating to the Publications or the Acquired Assets as they become due.
- 5.12 <u>Audited Financial Statements; Interim Financial Statements.</u> If and when requested by Buyer, Sellers and Morris Communications will, within 60 days of Closing provided such request is made by November 1, 2017, cause to be delivered to Buyer an audit of the Publications' financial statements for up to the three years ending December 31, 2016 and interim financial statements of Publications as required by financial reporting standards affecting Buyer or GateHouse Media. Buyer shall pay Sellers' reasonably incurred and necessary incremental third party costs and expenses for such audit. It is understood that Sellers shall not be responsible for any delays to the extent caused by the outside auditors provided Sellers and Morris Communications use commercially reasonable efforts to promptly and fully cooperate with such auditors and timely comply with their requests.

#### 5.13 Title Matters.

(a) Within five (5) days after the date of this Agreement, Sellers and Morris Communications will provide Buyer with copies of all title information in the possession of Sellers or Morris Communications, any of their respective Affiliates, or their

respective agents relating to the Owned Real Property, including abstracts of title, surveys and policies of title insurance.

- Within thirty (30) days after the date of this Agreement, Buyer will obtain (b) title commitments for a 2006 ALTA Owner's Title Insurance Policy or Policies with respect to the Owned Real Property (each a "Title Commitment"), issued by a title company reasonable acceptable to Buyer and its lenders (the "Title Company"), in form and substance reasonably satisfactory to Buyer and its lenders. Each Title Commitment will be accompanied by readable copies of all documents cited as exceptions to title therein (the "Underlying Documents"), which will be certified by the Title Company as true, correct and complete copies of the Underlying Documents. Buyer, at its option, may obtain survey maps of the Owned Real Property (each a "Survey") acceptable to the title insurance company providing the Title Commitments, prepared and certified in accordance with generally accepted professional standards by a duly licensed land surveyor, dated after the date of this Agreement. Buyer shall provide Sellers with legible copies of the Title Commitments, exception documents and other instruments referenced therein and survey maps, if any, promptly following Buyer's receipt thereof. Buyer will bear all costs of any surveys and the costs of such Title Commitments and any title policies issued pursuant to the Title Commitments.
- (c) Buyer will have twenty (20) days after its receipt of all Title Commitments and Underlying Documents related to the Owned Real Property and the related Survey to review each of them and to notify Sellers in writing of any exceptions or matters to which Buyer reasonably objects, other than Permitted Encumbrances (the "Title Objections"). If after the date hereof and prior to Closing any Title Objection or other Lien is asserted against any of the Owned Real Property that is not a Permitted Encumbrance, Sellers and Morris Communications will, at their sole expense, either (i) obtain the release of such Title Objection or Lien, (ii) obtain title insurance covering such Title Objection or Lien, (iii) provide alternative arrangements, satisfactory to Buyer in its sole discretion, which provide Buyer the full economic benefit of the ownership of the affected Owned Real Property without any of the risk associated with or relating to such Title Objections or Lien or (iv) remove such particular parcel of the Owned Real Property from the Acquired Assets being transferred upon written notice to Buyer, and with an equitable adjustment

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to the Purchase Price in accord with an appraisal of the real estate by an independent third party appraiser to be selected by the parties (or as otherwise agreed by the parties). If Sellers fail to cure or address, prior to Closing, all Title Objections with respect to any particular parcel of the Owned Real Property as provided above, then Buyer may either (A) consummate the transactions contemplated hereby, notwithstanding the Title Objections, with an equitable adjustment to the Purchase Price in accord with an appraisal of the real estate by an independent third party appraiser to be selected by the parties (or as otherwise agreed by the parties) or (B) terminate this Agreement. After the date hereof Sellers will take no action that has the effect of creating or causing any Title Objection or other Lien upon any of the Owned Real Property, except mechanic's or materialman's liens arising (A) in the ordinary course of business or (B) incident to the construction or improvement of any property in the ordinary course of business, in each case for amounts not yet due and payable, for which Sellers shall remain responsible for payment (including through the inclusion of such liability in the Closing Date Working Capital Adjustment).

- (d) Any matters shown on a Title Commitment or Survey to which Buyer does not object during the twenty (20) day period set forth in Section 5.13(c), or to which any Title Objection is waived by Buyer, will become Permitted Encumbrances.
- 5.14. <u>Buyer's Representations and Warranties</u>. Buyer and GateHouse Media shall give detailed written notice to Sellers promptly upon the occurrence of or becoming aware of the impending or threatened occurrence of any event which would cause or constitute a breach, or would have caused a breach had such event occurred or been known to Buyer and GateHouse Media prior to the date hereof, of any of the representations and warranties of Buyer contained in this Agreement.
- 5.15 <u>Corporate Action</u>. Subject to the provisions of this Agreement, each of Buyer and GateHouse Media, on one hand, and Sellers and Morris Communications, on the other hand, will take all necessary corporate and other action required of them to carry out the transactions contemplated by this Agreement.
- 5.16 <u>Consummation of Agreement</u>. Subject to the provisions of Section 10.2 of this Agreement, each of Buyer and GateHouse Media shall use its reasonable efforts to fulfill and

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perform all conditions and obligations on its part to be fulfilled and performed under this Agreement and to cause the transactions contemplated by this Agreement to be fully carried out.

- 5.17 Notice of Proceedings. Buyer and GateHouse Media will promptly notify Sellers in writing upon becoming aware of any order or decree or any complaint praying for an order or decree restraining or enjoining the consummation of this Agreement or the transactions contemplated hereunder, or upon receiving any notice from any Governmental Authority of its intention to institute an investigation into, or institute any action or proceeding to restrain or enjoin the consummation of this Agreement or such transactions, or to nullify or render ineffective this Agreement or such transactions if consummated.
- Except following a termination in 5.18 No Solicitation; Acquisition Proposals. accordance with Section 10.2, Morris Communications and Sellers agree that they will not, directly or indirectly, through any officer, director, employee, partner, stockholder, agent, or Affiliate or otherwise, except in furtherance of the transactions of the type contemplated by this Agreement (a) solicit, initiate, or encourage submission of proposals or offers from any person relating to any transactions of the type contemplated herein or to the direct or indirect purchase of any of the Acquired Assets, the Publications (collectively, an "Acquisition Proposal"), (b) participate in any discussions or negotiations regarding, or furnish to any other person any information with respect to, or otherwise cooperate in any way with or assist, facilitate, or encourage, any Acquisition Proposal by any person, (c) enter into any agreement, arrangement, or understanding with respect to any Acquisition Proposal, or (d) sell, transfer, or otherwise dispose of, or enter into any agreement, arrangement, or understanding with respect to, any interest in the Acquired Assets.
- 5.19 Phase I Environmental Site Assessment. Buyer may obtain Phase I Environmental Reports (prepared in accordance with ASTM standards) for the Real Property certified to Buyer and prepared by independent consultants approved by Buyer ("Real Property Phase I Reports"), the results of which shall be satisfactory to Buyer in its sole discretion, subject to the remainder of this Section 5.19. Sellers and Morris Communications shall fully cooperate with Buyer and Buyer's representatives and exercise commercially reasonable efforts to cause all third parties to fully cooperate with Buyer and Buyer's representatives in obtaining the Real Property Phase I Reports. Upon Buyer's review of the Real Property Phase I Reports, Buyer shall notify Sellers in writing of any matters set forth therein to which Buyer reasonably object or

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has concerns (the "Environmental Objections"). Sellers may cure prior to Closing, at their sole expense, all of the Environmental Objections, to the sole satisfaction of Buyer either by (i) the remediation/repair of such Environmental Objections, (ii) the procurement of environmental insurance for the benefit of GateHouse Media, Buyer and Affiliates identified by Buyer, with such insurance providing full and complete coverage against loss or damage as a result of such Environmental Objections, (iii) providing alternative arrangements, satisfactory to Buyer in its sole discretion, providing Buyer the full economic benefit of the ownership and/or operation of the affected Real Property without any of the risk associated with or relating to such Environmental Objections or (iv) remove such particular parcel of the Real Property from the Acquired Assets being transferred upon written notice to Sellers, and with an equitable adjustment to the Purchase Price in accord with an appraisal of the real estate (or of the leasehold interest in Real Property that is not Owned Real Property) by an independent third party appraiser to be selected by the parties (or as otherwise agreed by the parties). If Sellers fail to cure or address, prior to Closing, all Environmental Objections with respect to any particular parcel of the Real Property as provided above, then Buyer, in its sole discretion may either (A) consummate the transactions contemplated hereby, notwithstanding the Environmental Objections, with an equitable adjustment to the Purchase Price in accord with an appraisal of the real estate (or of the leasehold interest in Real Property that is not Owned Real Property) by an independent third party appraiser to be selected by the parties (or as otherwise agreed by the parties) or (B) terminate this Agreement.

5.20 <u>Bulk Transfer Laws</u>. The parties hereby waive compliance with the provisions of the applicable bulk transfer laws of any jurisdiction in connection with the transactions contemplated by this Agreement.

## ARTICLE VI. ADDITIONAL COVENANTS

#### 6.1 No Securities Transactions.

(a) Neither Morris Communications, Sellers nor any of their respective managers, members or officers or any of their Affiliates, directly or indirectly, shall engage in any transactions involving the securities of New Media Investment Group Inc., the publicly traded parent of GateHouse Media and Buyer, prior to the time of the making of a public announcement of the transactions contemplated by this Agreement. Morris Communications and

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Sellers shall use their commercially reasonable efforts to ensure compliance with the foregoing requirement.

#### (b) (Reserved)

6.2 Operating Leases. At Closing, Buyer shall enter into leases with Sellers (or their Affiliates) for Buyer's use of the facilities listed and as generally summarized in Schedule 6.2 (collectively the "Operating Facilities", and each an "Operating Facility"), substantially in the form, attached hereto as Exhibit B, or such other form as mutually agreed by the parties (the "Operating Leases"), it being understood that the specific terms will be agreed upon by the parties prior to Closing.

#### 6.3 [INTENTIONALLY OMITTED].

6.4 <u>Presses not in Service</u>. All presses that are not in service (as disclosed in <u>Schedule 6.4</u>) and all related equipment that is not in service that was formerly used in connection with such presses and all presses and related equipment in Augusta, Georgia which are scheduled to be taken out of service by August 2017 will be removed by Sellers, at Sellers' sole cost and expense, from any location included in the Acquired Assets or subject to any Operating Lease; provided, however, that Sellers' one inactive press in the Jacksonville facility need not be removed during the term of the Operating Lease and Buyer may use said press for spare parts until removed.

# ARTICLE VII. CONDITIONS TO THE OBLIGATIONS OF SELLERS

The obligations of Sellers and Morris Communications under this Agreement are, at their option, subject to the fulfillment of the following conditions prior to or at the Closing Date:

#### 7.1 Representations, Warranties and Covenants.

(a) The representations and warranties of Buyer and GateHouse Media contained in this Agreement and in any statement, certificate, schedule or other document delivered by Buyer and GateHouse Media pursuant hereto or in connection with the transactions contemplated hereby, shall have been true and accurate as of the date when made and shall be deemed to be made again on and as of the Closing Date and shall then be true and accurate, except for untrue or inaccurate representation or warranties which would not, in the aggregate, impair Buyer's or GateHouse Media's ability to fulfill its

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obligations under this Agreement or have a Material Adverse Effect on GateHouse Media and its subsidiaries, taken as a whole;

- (b) Buyer and GateHouse Media shall have performed and complied in all material respects with each and every covenant and agreement required by this Agreement to be performed or complied with by them prior to or at the Closing Date, and shall have delivered all agreements and documents contemplated by Section 2.3, other than the delivery by Buyer and GateHouse Media of the Purchase Price and the instrument of assumption, each of which shall be delivered as of the Closing; and
- (c) Buyer and GateHouse Media shall have delivered to Sellers a certificate of an appropriate officer of Buyer and GateHouse Media, dated the Closing Date, certifying to the fulfillment of the conditions set forth in Sections 7.1(a) and 7.1(b) above.

#### 7.2 Proceedings.

- (a) No action or proceeding shall have been instituted before any Governmental Authority to restrain or prohibit, or to obtain substantial damages in respect of, the consummation of the transactions contemplated by this Agreement which, in the reasonable opinion of Sellers, may be expected to result in an award of substantial damages or have a Material Adverse Effect on GateHouse Media and its subsidiaries, taken as a whole;
- (b) None of the parties to this Agreement shall have received written notice from any Governmental Authority of (i) its intent to institute any action or proceeding to restrain or enjoin or nullify this Agreement or the transactions contemplated hereby, or to commence any investigation (other than a routine letter of inquiry), into the consummation of this Agreement, or (ii) the actual commencement of such an investigation. In the event such a notice of intent is received or such an investigation is commenced, this Agreement may not be terminated by Sellers for a period of ninety (90) days from the date of such notice of intent or notice of commencement, but Closing shall be delayed during such period. This Agreement may be terminated after this ninety (90)-day period if, in the reasonable opinion of Sellers, there is a likely probability that an investigation will result in an action or proceeding of the type described in clause (a) of this Section 7.2; and

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(c) At the Closing Date, there shall be no injunction, restraining order or decree of any nature of any Governmental Authority in effect which restrains or prohibits the consummation of the sale and purchase of the Acquired Assets as contemplated by this Agreement.

7.3 <u>Hart-Scott-Rodino</u>. The waiting period (and any extensions thereof) under the Hart-Scott-Rodino Act shall have expired or otherwise been terminated, and all other authorizations, consents and approvals of Governmental Authority required for consummation of the transactions contemplated hereby shall have been obtained.

# ARTICLE VIII. CONDITIONS TO THE OBLIGATIONS OF GATEHOUSE MEDIA AND BUYER

The obligations of GateHouse Media and Buyer under this Agreement are, at their option, subject to the fulfillment of the following conditions prior to or at the Closing Date.

#### 8.1 Representations, Warranties and Covenants.

(a) The representations and warranties of Sellers and Morris Communications contained in this Agreement and in any statement, deed, certificate, schedule or other document delivered pursuant to this Agreement or in connection with the transactions contemplated hereby, shall have been true and accurate as of the date when made and shall be deemed to be made again on and as of the Closing Date and shall then be true and accurate;

- (b) Sellers and Morris Communications shall have performed and complied in all material respects with each and every covenant and agreement required by this Agreement to be performed or complied with by them prior to or at the Closing Date, and shall have delivered all agreements and documents contemplated by Section 2.2, other than delivery to Buyer of the instruments conveying the Acquired Assets to Buyer which shall be delivered as of the Closing; and
- (c) Sellers and Morris Communications shall have delivered to Buyer certificates of appropriate officers of Sellers, dated the Closing Date, certifying to the fulfillment of the conditions set forth in Sections 8.1(a) and 8.1(b) above.

#### 8.2 <u>Proceedings</u>.

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- (a) No action or proceeding shall have been instituted before any Governmental Authority to restrain or prohibit, or to obtain substantial damages in respect of, the consummation of this Agreement which, in the reasonable opinion of Buyer, may be expected to result in an award of such substantial damages;
- (b) None of the parties to this Agreement shall have received written notice from any Governmental Authority of (i) its intent to institute any action or proceeding to restrain or enjoin or nullify this Agreement or the transactions contemplated hereby, or to commence any investigation (other than a routine letter of inquiry), into the consummation of this Agreement, or (ii) the actual commencement of such an investigation. In the event such a notice of intent is received or such an investigation is commenced, this Agreement may not be terminated by Buyer for a period of ninety (90) days from the date of such notice of intent or notice of commencement, but Closing shall be delayed during such period. This Agreement may be terminated after this ninety (90)-day period if, in the reasonable opinion of Buyer, there is a likely probability that an investigation will result in an action or proceeding of the type described in clause (a) of this Section 8.2; and
- (c) At the Closing Date, there shall be no injunction, restraining order or decree of any nature of any Governmental Authority or body in effect which restrains or prohibits the consummation of the sale and purchase of the Acquired Assets contemplated by this Agreement.
- 8.3 <u>Hart-Scott-Rodino</u>. The waiting period (and any extensions thereof) under the Hart-Scott-Rodino Act shall have expired or otherwise been terminated, and all other authorizations, consents and approvals of Governmental Authority required for consummation of the transactions contemplated hereby shall have been obtained.
- 8.4 <u>Consents.</u> Sellers shall have obtained the consents set forth on <u>Schedule 3.9</u> and <u>Schedule 3.10(b)</u>, all of which shall be reasonably satisfactory to Buyer in form and substance.
- 8.5 <u>Title Insurance</u>. Buyer shall have received and be satisfied with the Title Commitments and the Underlying Documents on all Owned Real Property and the Surveys for the Owned Real Property in accordance with the requirements of Section 5.13.
- 8.6 <u>Real Property Phase I Reports</u>. The Real Property Phase I Reports shall be performed at each Owned Real Property and a copy of the Real Property Phase I Reports shall be

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satisfactory to Buyer in accordance with the requirements of Section 5.19, and the Environmental Objections identified by Buyer shall be cured or addressed to the sole satisfaction of Buyer pursuant to the provisions of Section 5.19 and/or the parties shall have agreed on an equitable adjustment to the Purchase Price as set forth in Section 5.19.

8.7 <u>Landlord Estoppel Certificates</u>. Sellers shall have obtained and delivered to Buyer an estoppel certificate with respect to each of the Leases dated no more than thirty (30) days prior to the Closing Date, from the other party to such Lease, in form and substance reasonably satisfactory to Buyer.

# ARTICLE IX. INDEMNIFICATION

#### 9.1 Survival; Limitations.

The representations and warranties of the parties contained in or made pursuant to this Agreement shall be deemed to have been made on the date hereof and on the Closing Date, shall survive the Closing Date and shall remain operative and in full force and effect for the period ending 18 months thereafter (the "Survival Period"); provided that if on or prior to the expiration of the Survival Period, a notice of claim for indemnification shall have been given in accordance with Section 9.4 hereof, the indemnified party shall continue to have the right to be indemnified with respect to such indemnification claim until such claim for indemnification has been satisfied or otherwise resolved as provided in this Article IX; and provided further that the representations and warranties contained in, Section 3.16 ('Environmental Matters') and Section 3.19 ('Taxes') shall survive until the expiration of the applicable statute of limitations period plus 90 days and the representations and warranties contained in Sections 3.2 ('Authority Relative to the Agreement'), 3.21 ('Brokers'), 4.2 ('Authority Relative to the Agreement') and 4.8 ('Brokers') and all covenants and agreements made by any party hereunder which are to be performed after the Closing Date shall survive without time limit, with the exception of Sections 9.2(a) and 9.3(a), which shall only remain operative and in full force and effect as long as indemnification with respect to the underlying representation and warranty remains available in accordance with the foregoing

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provisions of this Section 9.1(a) (including as extended pursuant to the first proviso hereof).

- (b) Except for any Loss and Expense (as defined in Section 9.2) suffered by Buyer based on the breach of any representation or warranty contained in Section 3.16 ('Environmental Matters') and Section 3.19 ('Taxes') or resulting from fraud or willful misconduct by Sellers or Morris Communications, Buyer and/or GateHouse Media shall not be entitled to indemnification under this Agreement for any indemnification claim under Section 9.2(a) until the aggregate Loss and Expense suffered by Buyer and/or GateHouse Media subject to indemnification under Section 9.2(a) of this Agreement exceeds \$1,000,000 (the "Threshold"). Once the Threshold has been reached, Buyer and/or GateHouse Media shall be entitled to full indemnification from Sellers pursuant to Section 9.2(a) below for the aggregate amount of Loss and Expense suffered by Buyer and/or GateHouse Media, in excess of the Threshold. Notwithstanding the foregoing, the Threshold shall not apply to any adjustments under Section 1.6, any Loss and Expense suffered by Buyer and GateHouse Media based on any breach of any representation or warranty contained in , Section 3.16 ('Environmental Matters') or Section 3.19 ('Taxes') or resulting from fraud or willful misconduct by Sellers or Morris Communications or to any indemnification claim related to covenants and agreements made by any party hereto which are to be performed after the Closing Date.
- Sellers' and Morris Communication's maximum aggregate liability to Buyer and GateHouse Media for indemnification claims under Section 9.2(a) of this Agreement with respect to any Loss and Expense shall be \$12.0 million (the "Cap"); provided that the Cap shall not apply to any Loss and Expense suffered by Buyer and GateHouse Media based on any breach of any representation or warranty contained in Section 3.16 ('Environmental Matters') or Section 3.19 ('Taxes') or resulting from fraud or willful misconduct by Sellers or Morris Communications or any covenants and agreements made by any party hereto which are to be performed after the Closing Date. Except with regard to compensation for claims paid to third parties, no indemnifying party shall have any liability to an indemnified party for any punitive, indirect, incidental or consequential damages or loss including, without limitation, loss of revenue or loss of profits.

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- (d) Except for equitable remedies (including, without limitation, injunctive relief) and in the absence of fraud, the parties hereto acknowledge and agree that the sole and exclusive remedy of the parties, as the case may be, from and after the Closing Date with respect to any Loss and Expense whatsoever and any and all claims for breach or liability under this Agreement or any of the transactions contemplated hereby shall be solely in accordance with, and limited by, the indemnification provisions set forth in this Agreement.
- 9.2 <u>Indemnification of Buyer and GateHouse Media</u>. Morris Communications and Sellers, jointly and severally agree to indemnify, defend and hold Buyer and GateHouse Media harmless from and against any and all damages, claims, losses, expenses, costs, fines, penalties, obligations and liabilities, including without limitation, liabilities for reasonable attorneys' fees and disbursements net of the benefit of Tax deductions and insurance claims (collectively, "Loss and Expense"), suffered directly or indirectly by Buyer and/or GateHouse Media by reason of, or arising out of:
  - (a) any breach of any representation or warranty made by Morris Communications or Sellers pursuant to this Agreement, in each case as read without regard to any materiality qualifiers or references to material adverse effect if any single Loss or Expense (or series of related Losses or Expenses in the aggregate) exceeds \$50,000 (the "Materiality Threshold"), in which case Buyer and GateHouse Media shall be indemnified from the first dollar of such Loss or Expense; provided however that the Materiality Threshold shall not apply where there are no such qualifiers or references;
  - (b) any failure by Morris Communications or any of Sellers to perform or fulfill any of their covenants or agreements set forth in this Agreement, in each case as read without regard to any materiality qualifiers or references to material adverse effect if any single Loss or Expense (or series of related Losses or Expenses in the aggregate) exceeds the Materiality Threshold, in which case Buyer and GateHouse Media shall be indemnified from the first dollar of such Loss or Expense; provided however that the Materiality Threshold shall not apply where there are no such qualifiers or references;
  - (c) any failure by Morris Communications or any of Sellers to pay or perform when due any of their liabilities or obligations arising out of or related to the business and

operation of the Publications on or prior to the Closing Date which have not been assumed by Buyer hereunder, including, but not limited to, the Excluded Liabilities;

- (d) any litigation, proceeding or claim by any third party relating to the business or operations of the Publications on or prior to the Closing Date which have not been expressly assumed by Buyer;
  - (e) the Excluded Assets; or
- (f) any liability, including but not limited to any liability pursuant to any Environmental Law, arising from or related to conditions or events that occurred prior to the Closing arising from or related to the ownership and/or operation of the Real Property and/or the operations of the Publications on the Real Property on or prior to the Closing Date, and, without limiting the foregoing, any liability with respect to the Operating Facilities arising from or related to any acts or omissions of Sellers, their Affiliates, and/or any other person under their control after the Closing Date and/or the ownership of the Operating Facilities after the Closing (except to the extent any such liability arises out of, or relates to, and/or results from any acts of Buyer, its Affiliates, and/or any other person under their control after the Closing Date and/or any omissions of Buyer, its Affiliates, and/or any other person under their control with respect to environmental conditions caused by Buyer, its Affiliates, and/or any other person under their control after the Closing Date); provided, however, that Morris Communications and Sellers shall have no liability to the extent such liability results from (i) any changes in use of the Real Property by Buyer after the Closing Date which trigger clean-up standards under Environmental Laws that are more stringent than the clean-up standards applicable based on the use of the Real Property as of the Closing Date and any reasonably foreseeable or related uses and (ii) any changes in Environmental Laws after the Closing Date which result in clean-up standards that are more stringent than the clean-up standards applicable as of the Closing Date with respect to the uses of the Real Property as of the Closing Date and any reasonably foreseeable or related uses; and provided further, however, that the limitations in (i) and (ii) above shall not apply with respect to the Operating Facilities if Buyer's use of an Operating Facility is in accordance with the permitted use set forth in the Operating Lease.

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- 9.3 <u>Indemnification of Sellers and Morris Communications</u>. Buyer and GateHouse Media, jointly and severally, agree to indemnify, defend and hold Sellers and Morris Communications harmless from and against any and all Loss and Expense suffered directly or indirectly by such Sellers and/or Morris Communications by reason of, or arising out of:
  - (a) any breach of any representation or warranty made by Buyer or GateHouse Media pursuant to this Agreement;
  - (b) any failure by Buyer or GateHouse Media to perform or fulfill any of their covenants or agreements set forth in this Agreement;
  - (c) any failure by Buyer or GateHouse Media to pay or discharge on or subsequent to the Closing Date any Assumed Liabilities hereunder or any liabilities or obligations, but not including any liabilities or obligations that are Excluded Liabilities, arising out of or related to the business of the Publications incurred or first required to be performed by Buyer or GateHouse Media after the Closing Date;
  - (d) any litigation, proceeding or claim by any third party relating to the business or operation of the Publications after the Closing Date, but not including any litigation, proceedings or claims that are Excluded Liabilities; or
  - (e) claims made by New Employees with respect to termination of employment by Buyer after the Closing Date, including, but not limited to, any claims for improper termination or severance payments.
- 9.4 Notice of Claims. If any party to the Agreement believes that it has suffered or incurred any Loss and Expense, it shall notify the other party(ies) promptly in writing and within the applicable time period specified in Section 9.1, describing such Loss and Expense, the amount thereof, if known, and the method of computation of such Loss and Expense, all with reasonable particularity and containing a reference to the provisions of this Agreement in respect of which such Loss and Expense shall have occurred; provided, however, that the amount of the Loss and Expense set forth in the notice shall not be a limitation on any claim for the actual amount of such Loss and Expense.
- 9.5 <u>Defense of Third Party Claims</u>. If any action at law or suit in equity is instituted by a third party (a "Claim") with respect to which any of the parties intends to claim a Loss and Expense under this Article IX, such party shall promptly notify the indemnifying party(ies) of such action or suit. The indemnifying party(ies) shall have the right to conduct and control any

Claim through counsel of its own choosing, but the indemnified party may, at its election, participate in the defense of any such Claim at its sole cost and expense. If the indemnifying party(ies) does not notify the indemnified party within 10 days after receipt of the notice specified in this Section 9.5 that it is defending any such Claim, then the indemnified party may defend such Claim, and settle such Claim, through counsel of its own choosing, and recover from the indemnifying party the amount of any such settlement or of any judgment and the costs and expenses of such defense, including, but not limited to, reasonable attorneys' fees and disbursements.

Notwithstanding the foregoing, the failure by a party to abide by these terms and conditions shall not affect the other party's obligations to indemnify such party against Loss and Expense under this Article IX, except to the extent the indemnifying party(ies) is actually prejudiced thereby.

# ARTICLE X. MISCELLANEOUS PROVISIONS

Assets to be transferred to Buyer hereunder from any cause shall be borne by Sellers at all times prior to the Closing hereunder. Upon the occurrence of any loss or damage in excess of \$100,000 to any of the Acquired Assets to be transferred hereunder prior to the Closing, Sellers shall notify Buyer of same in writing immediately stating with particularity the extent of the loss or damage incurred, the cause thereof if known and the extent to which restoration, replacement and repair of the Acquired Assets lost or destroyed will be reimbursed under any insurance policy with respect thereto. In the event the loss exceeds \$1,000,000 and the Acquired Assets cannot be substantially repaired or restored within ninety (90) days after such loss, or, without regard to the amount or duration of such loss, if production of any publication is interrupted for three (3) consecutive days resulting in a loss or expected loss of revenues following the Closing Date of \$1,000,000 or more, Buyer shall have the option, exercisable by giving written notice to Sellers within 30 days after such loss, to:

(a) Accept alternative arrangements proposed by Sellers to provide Buyer the full economic benefit of the ownership of the effected Acquired Assets or Publications;

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- (b) Remove such particular Acquired Assets or the entire Publication with an equitable adjustment to the Purchase Price, in an amount subject to the reasonable consent of Sellers;
  - (c) If such loss is a Material Adverse Event, either:
  - (i) Terminate this Agreement unless the parties can agree to an equitable adjustment to the Purchase Price;
  - (ii) Postpone the Closing until such time as the Acquired Assets have been substantially repaired, replaced or restored; or
- (d) Elect to consummate the Closing and accept the Acquired Assets in their "then" condition, in which event Sellers shall assign to Buyer all rights under any insurance claim covering the loss and pay over to Buyer any proceeds under any such insurance policy thereto received by Sellers with respect thereto.
- 10.2 <u>Termination of Agreement</u>. This Agreement may be terminated by Sellers or Buyer at any time prior to the Closing Date:
  - (a) By the mutual consent of the parties hereto;
  - (b) Subject to extension under Section 7.2(b), by Sellers and Morris Communications if any of the conditions provided in Article VII hereof has not been timely met and cannot be met on or before October 31, 2017 (in each case other than as a result of a breach of this Agreement by Sellers or Morris Communications) and has not been waived, provided Sellers or Morris Communications is not then in material breach of this Agreement;
  - (c) Subject to extension under Section 8.2(b), by Buyer and GateHouse Media if any of the conditions provided in Article VIII hereof has not been timely met by and cannot be met on or before October 31, 2017 (in each case other than as a result of a breach of this Agreement by Buyer or GateHouse Media) and has not been waived, provided Buyer or GateHouse Media is not then in material breach of this Agreement;
    - (d) As provided in Sections 1.4, 5.13, 5.19 or 10.1;
  - (e) By Buyer if any amendment, update or supplement made by Sellers and/or Morris Communications after the date hereof to the Schedules delivered to them by or on behalf of Seller pursuant to this Agreement or any materials supplementally delivered by or on behalf of Sellers and/or Morris Communications discloses any facts or

circumstances which, individually or in the aggregate, which have, or may be reasonably expected to have, a Material Adverse Effect; or

- (f) By either Buyer or Sellers if the Closing has not occurred prior to October 31, 2017 and the other Party has not provided notice of an intention to pursue a claim for a breach of this Agreement by the terminating Party.
- 10.3 <u>Liabilities Upon Termination</u>. In the event this Agreement is terminated pursuant to Section 10.2 above, no party hereto shall have any liability to any other party for costs, expenses, damages, loss of anticipated profits or otherwise, unless the termination occurs because of a willful and intentional breach by such party.
- 10.4 Expenses. Except as otherwise provided herein, all costs and expenses incurred in connection with this Agreement and the transactions contemplated hereby will be paid by the party incurring such costs and expenses. Any sales or use Taxes or recording or transfer Taxes or fees directly related to transferring the Acquired Assets to Buyer ("Transfer Taxes") shall be paid by Buyer. The cost of title insurance for the Real Property purchased by Buyer hereunder shall be paid by Buyer.

# 10.5 <u>Employees and Employee Benefits</u>.

- (a) Buyer hereby agrees to offer employment, effective the day after the Closing Date, to all individuals who are, on the Closing Date, active, full or part-time Publication Employees (including employees on short-term leave). With respect to each such Publication Employee to whom Buyer offers employment, Buyer shall offer to employ such person at a rate of total compensation substantially similar as that which was paid to such Publication Employee immediately prior to Closing. Each Publication Employee of Sellers who accepts employment with Buyer on the Closing Date is hereinafter referred to as a "New Employee".
- (b) Except as set forth in subsection (a) above, Buyer, in its sole discretion, shall determine what employee benefits will be made available to New Employees; provided, however, that Buyer (i) will offer medical coverage to New Employees immediately after the Closing Date, with such coverage to be effective as of the first day of the month following the Closing Date if the Closing Date occurs on or before the 13<sup>th</sup> day of the month, or otherwise on the first day of the second month following the Closing Date (i.e., November 1<sup>st</sup> for an October 2nd Closing Date, or December 1<sup>st</sup> for an October

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15<sup>th</sup> Closing Date; such date the "Coverage Effective Date"); (ii) shall waive for New Employees, to the extent permitted by Buyer's health plans, any pre-existing condition limitations and waiting periods that may apply under such health plans; and (iii) shall recognize New Employees' service with Sellers or any of their respective Affiliates as if it were service with Buyer for purposes of satisfying any vesting requirements under any benefit plans offered by Buyer (but not for purposes of benefit accrual or for determining the amount of benefits payable under any benefit plan other than a vacation plan).

From the Closing Date until the Coverage Effective Date described in Section 10.5(b) (the "Extended Coverage Period"), Sellers and Morris Communications shall cover the New Employees (and their eligible dependents) under Sellers' Employee Benefit Programs listed on Schedule 10.5(c), provided, however, that Sellers and Morris Communications shall not be financially responsible for any such coverage or claim incurred during the Extended Coverage Period. Buyer shall pay all expenses associated with coverage of the New Employees (and their eligible dependents) under Sellers' Employee Benefit Programs during the Extended Coverage Period, including, but not limited to, any allocable share of any broker's or agent's fees, costs of any third party administrator, or premiums paid to any stop-loss provider attributable to the New Employees during the Extended Coverage Period. The New Employees shall remit to Buyer for Buyer's account the New Employee's normal (i.e., pre-Closing Date) portion of the "premium" payable under each such Employee Benefit Program during the Extended Coverage Period. Buyer shall reimburse Sellers for any insurance premium paid by Sellers for such coverage provided to New Employees during the Extended Coverage Period and for any group health plan claim incurred by a New Employee (or individual covered through a New Employee) during the Extended Coverage Period and paid by Sellers after the Closing Date under an Employee Benefit Program with respect to a New Employee (or individual covered through a New Employee). The amount of reimbursement owed by Buyer with respect to a claim shall be reduced by the amount of any reimbursement Sellers or Morris Communications receives from a stop-loss insurance carrier in connection with the claim. Buyer shall reimburse Sellers within 30 days after receiving an invoice from Sellers, accompanied by reasonable documentation of claim amounts paid. Before invoicing Buyer, Seller shall take all necessary action to

obtain reimbursement from its stop-loss insurance carrier with respect to a claim incurred by a New Employee during the Extended Coverage Period and shall promptly forward to Buyer any stop-loss recovery Seller receives on such a claim after Buyer has paid Seller for such claim. For purposes of clarity, a claim shall be considered incurred when the treatment for a given condition is provided, and not when the condition arose. Sellers and Morris Communications shall retain responsibility for all claims incurred prior to or on the Closing Date.

Buyer maintains a health care and dependent care flexible spending (d) account arrangement pursuant to Section 125 and 129 of the Code (collectively, "FSAs"). Effective as of the Coverage Effective Date, Buyer will honor the elections of all New Employees under Sellers' FSAs as in effect immediately prior to the Coverage Effective Date, and Buyer will assume responsibility for administering under Buyer's FSAs all reimbursement claims of the New Employees with respect to the calendar year in which the Closing Date occurs that are submitted to Buyer for payment on or after the Coverage Effective Date, whether arising before, on or after the Coverage Effective Date. As soon as practicable but no more than forty-five (45) days following the Coverage Effective Date, Sellers will cause to be transferred to Buyer an amount in cash equal to (i) the sum of all contributions by or on behalf of the New Employees to Sellers' FSAs with respect to the calendar year in which the Closing Date occurs and made prior to the Coverage Effective Date, reduced by (ii) the sum of (A) all claims incurred in the calendar year in which the Closing Date occurs that are submitted to Seller for payment prior to the Closing Date and paid by the FSAs of Seller or its Affiliates with respect to such New Employees prior to the date of such cash transfer to Buyer plus (B) the amount of contributions collected by Buyer from New Employees for their FSA participation during the Extended Coverage Period; provided, however, if this calculation results in a negative number, then Buyer will pay to Sellers as soon as practicable but not more than forty-five (45) days following the Coverage Effective Date, the amount by which (ii) exceeds (i). Effective as of the Coverage Effective Date, Sellers shall provide Buyer with such information as is necessary for Buyer to establish FSAs for such New Employees, including, but not limited to, each such New Employee's annual FSA election amount and account balance as of the Coverage Effective Date.

- (e) As soon as administratively practicable after the Closing Date, Buyer shall establish a 401(k) plan, or cause an existing 401(k) plan, to cover the New Employees, subject to contrary collective bargaining agreement provisions (if any) applicable to New Employees after the Closing Date. Buyer shall permit such New Employees to rollover any eligible rollover (excluding distribution of loan notes) distribution from Sellers' 401(k) plan to its 401(k) plan.
- (f) Notwithstanding the foregoing, nothing contained herein shall (i) be treated as an amendment to any particular employee benefit plan, (ii) obligate Buyer or any of its Affiliates to (A) maintain any particular benefit plan or (B) retain the employment of any particular employee (in general or at a particular rate of compensation), or (iii) give any third party the right to enforce any of the provisions of this Agreement. Buyer retains all rights to amend or terminate any of its benefit programs in its sole discretion.
- (g) Buyer shall be responsible for any obligations under federal, state or local plant closing statutes, including the Worker Adjustment and Retraining Notification Act of 1988, as amended ("WARN Act"), with respect to events occurring after the Closing Date other than any such obligations arising from the consummation of the transactions contemplated by this Agreement.
- (h) Sellers and Morris Communications shall be responsible for and timely pay all compensation owed to New Employees and shall be responsible for and timely provide New Employees with all benefits owed under the Employee Benefit Programs through the Closing Date, or Coverage Effective Date, as applicable. Sellers and Morris Communications will retain all of the Employee Benefit Programs, including all employee benefit plans and pension plans, and Buyer will not assume obligations under any such programs, except as expressly described herein. Sellers shall take all necessary and appropriate action to ensure that New Employees will not continue to be active participants in the Employee Benefit Programs after the Closing Date or Coverage Effective Date, as applicable. Sellers and Morris Communications shall be fully and solely responsible for any costs, expenses, obligations and liabilities arising out of the pension, retirement or other benefit obligations attributable to the Employee Benefit

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Programs and Sellers' current or former employees related to the period on or prior to the Closing Date.

# 10.6 Further Assurances and Consents.

- (a) To the extent Buyer and GateHouse Media have proceeded with Closing notwithstanding the failure of Sellers or Morris Communications to effect the deliveries contemplated by Sections 8.1(b) or 8.4, from time to time after the Closing Date, without further consideration, Sellers and Morris Communications will, at their expense, (i) execute and deliver, or cause to be executed and delivered, such documents to Buyer and GateHouse Media as Buyer and GateHouse Media may reasonably request in order to effectively vest in Buyer good and valid (and, in the case of Real Property, good and marketable) title to the Acquired Assets, and (ii) subject to Section 5.6(b), use reasonable efforts to obtain any third-party consents to the assignment to Buyer of the Material Contracts which require the consent of any third party by reason of the transactions provided for in this Agreement and which were not obtained by Sellers or Morris Communications on or before the Closing Date.
- (b) From time to time after the Closing Date, Buyer will provide Sellers with access, with reasonable prior notice and during normal business hours, to the financial records of the Publications related to the period on or prior to the Closing Date for use by Sellers in connection with Tax and/or legal proceedings related to the operation of the Publications on or prior to the Closing Date. Buyer agrees to maintain all Tax records related to the Publications for all Tax years that remain open as of the Closing Date unless and until (i) Sellers notify Buyer in writing that any such Tax year(s) has (have) been closed or (ii) Buyer has given Sellers prior written notice of its intent to destroy such records and Sellers have not reasonably and promptly requested that such records not be destroyed.
- (c) If, in order to properly prepare its financial statements or documents to be filed with any Governmental Authority, it is necessary that any party hereto be furnished with additional information relating to the Acquired Assets or the Publications and such information is in the possession of any of the other parties hereto, such party or parties agree to use its/their best efforts to furnish such information to the requesting party without cost or expense to the requesting party, unless it is necessary for such party or

parties to incur third party expenses (e.g. legal or accounting fees) in connection with such request in which case the requesting party shall reimburse the furnishing party for such third party expenses. After the Closing Date, except to the extent otherwise noted, each of the parties hereto, shall, to the extent reasonably requested by any other party hereto: (i) assist in the preparation of Tax Returns relating to the Acquired Assets and/or the Publications, (ii) cooperate in preparing any audits by or disputes with any Governmental Authority, including but not limited to, regarding any Tax Returns, (iii) at any time after the execution of this Agreement, assist in the preparation of audited financial statements to the extent they relate to, incorporate or rely upon any information regarding the Acquired Assets and/or the Publications, including but not limited to providing relevant work papers and any certification or representation reasonably requested, (iv) make available information, records and documents relating to Taxes relating to the Acquired Assets and/or the Publications (provided that each party shall have the right to reasonably limit contact and communications to specific individuals within their respective companies), and (v) furnish copies of correspondence received from any Governmental Authority in connection with any Tax audit or information request relating to the Acquired Assets and/or the Publications.

(d) Each of Buyer and GateHouse Media, on the one hand, and Sellers and Morris Communications on the other hand, shall use its reasonable commercial efforts, and shall cause its respective Affiliates to use their reasonable commercial efforts, to consummate the transactions contemplated by this Agreement as soon as practicable following the date hereof. Each of Buyer and GateHouse Media, on the one hand, and Sellers and Morris Communications on the other hand, shall cooperate with the other party, and use all reasonable commercial efforts, to (a) procure all necessary and appropriate applications, notifications, filings and certifications, and satisfy all requirements prescribed by applicable law, rule on regulation for, and all conditions set forth in this Agreement to, the consummation of the Transactions contemplated hereby or thereby, and (b) effect the transactions contemplated by this Agreement at the earliest practicable date consistent with the terms hereof. Without limiting the generality of the foregoing, each of Buyer and GateHouse Media, on the one hand, and Sellers and Morris Communications on the other hand, shall (i) cooperate in good faith and take all actions

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necessary, appropriate or advisable to file expeditiously and diligently with the Federal Trade Commission and the Department of Justice the materials required pursuant to the Hart-Scott-Rodino Act, (ii) use its reasonable commercial efforts to prosecute such filings and respond to inquiries related to a favorable conclusion, and (iii) not extend any waiting period under the Hart-Scott-Rodino Act or enter into any agreement not to consummate the transactions contemplated by this Agreement, except with the prior written consent of the other party. In addition, subject to Sections 5.7 and 10.18 and except as prohibited by applicable law, rule or regulation, each of Buyer and GateHouse Media, on the one hand, and Sellers and Morris Communications on the other hand, shall (x) promptly notify the other party of any written communication to such party from any Governmental Authority regarding antitrust matters and permit such other party to review in advance any proposed written communication to any such Governmental Authority, and (y) not participate in any meetings or substantive discussions with any Governmental Authority with respect to antitrust matters without offering the other party a meaningful opportunity to participate in such meetings or discussions.

- If the parties are not able to agree upon the Transition Services Agreements prior to the Closing, Morris Communications and Sellers shall provide to Buyer transition services as and to the extent reasonably requested by Buyer, at Buyer's cost (which shall be equal to Sellers' cost), pending the execution of the Transition Services Agreements, if any.
- 10.7 Waiver of Compliance. Except as otherwise provided in this Agreement, any failure of any of the parties to comply with any obligation, representation, warranty, covenant, agreement or condition herein may be waived only by a written instrument signed by the party granting the waiver. Any such waiver or failure to insist upon strict compliance with a term of this Agreement shall not operate as a waiver of, or estoppel with respect to, any subsequent or other failure to comply.
- Notices. All notices and other communications hereunder shall be in writing and shall be deemed given when delivered by hand or by facsimile transmission or mailed by registered or certified mail (return receipt requested), postage prepaid, to the parties at the following addresses (or at such other address for a party as shall be specified by like notice):

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## (a) If to Sellers, to:

Morris Publishing Group, LLC 725 Broad Street Augusta, Georgia 30901 Attn: William S. Morris IV Fax No. 706-722-7125

## with a copy to:

Hull Barrett, PC 801 Broad Street, 7<sup>th</sup> Floor Augusta, Georgia 30901 Attn: Mark S. Burgreen Facsimile: 706-722-9779

# (b) If to Buyer:

GateHouse Media Management Services, Inc. 175 Sully's Trail, 3<sup>rd</sup> Floor Pittsford, New York 14534 Attn: Jay Fogarty Fax No. 585-248-2631

# with a copy to:

GateHouse Media, LLC 175 Sully's Trail, 3<sup>rd</sup> Floor Pittsford, New York 14534 Attn: Polly Grunfeld Sack General Counsel Fax No. (585) 248-9562

## (c) If to Morris Communications:

Morris Communications Company, LLC 725 Broad Street Augusta, Georgia 30901 Attn: William S. Morris IV Fax No. 706-722-7125 with a copy to:

Hull Barrett, PC 801 Broad Street, 7<sup>th</sup> Floor

Augusta, Georgia 30901 Attn: Mark S. Burgreen

Facsimile: 706-722-9779

10.9 <u>Assignment</u>. This Agreement and all of its terms shall be binding upon and inure to the benefit of the parties and their respective successors and permitted assigns. Prior to the Closing, this Agreement shall not be assigned by any party hereto without the prior written consent of the other parties.

10.10 Governing Law. This Agreement shall be governed by, construed and enforced in accordance with the laws of the State of New York without reference to the choice of law principles thereof. This Agreement sets forth the entire understanding of the parties, and supersedes any and all prior agreements, arrangements and understandings, written or oral, relating to the subject matter hereof and shall be governed and construed under the laws of the State of New York. Any action or proceeding involving this Agreement shall be adjudicated in a court with jurisdiction in Monroe County, New York and the parties irrevocably consent to the personal jurisdiction and venue of such court.

10.11 <u>Public Announcements</u>. Prior to the Closing, except as required by applicable law, rule or regulation, no public announcement (including an announcement to employees), press release or other disclosure to third parties concerning this Agreement or the transactions provided for herein shall be made by any party without the prior written approval of the other parties, which shall not be unreasonably withheld, conditioned or delayed. With respect to any disclosures required by applicable law, rule or regulation, including disclosure requirements under applicable securities laws and Current Reports on Form 8-K under the Exchange Act, each party will consult with the other party and allow the other party to review the proposed disclosure prior to making any such disclosures.

10.12 No Third Party Rights. Nothing in this Agreement shall be deemed to create any right on the part of any person or entity not a party to this Agreement.

10.13 <u>Waiver of Jury Trial</u>. The parties hereto specifically waive any right to trial by jury in any court with respect to any contractual, tortious or statutory claim, counterclaim or crossclaim against the other arising out of or connected in any way to this Agreement because

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the parties hereto, each of whom are represented by counsel, believe that the complex commercial aspects of their dealing with one another make a jury determination neither desirable nor appropriate.

- 10.14 <u>Counterparts</u>. This Agreement may be executed via e-mail or facsimile and/or in identical counterparts and each counterpart hereof shall be deemed to be an original instrument, but all counterparts hereof taken together shall constitute a single document.
- 10.15 <u>Headings</u>. The article and section headings contained in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.
- 10.16 Specific Performance. Except as provided in Section 10.3, without limiting or waiving in any respect any rights or remedies of any of the parties hereto given under this Agreement, or now or hereafter existing at law or in equity or by statute, each of the parties hereto shall be entitled to seek specific performance of the obligations to be performed by any other party hereto, as the case may be, in accordance with the provisions of this Agreement.
- 10.17 <u>Severability</u>. If any provision of this Agreement or the application of any such provision to any person or circumstance shall be held invalid, illegal or unenforceable in any respect by a court of competent jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision hereof.
- 10.18 Entire Agreement; Amendments. This Agreement, including the Exhibits and the Schedules delivered pursuant hereto and the documents delivered hereunder, embodies the entire agreement and understanding of the parties in respect of the subject matter hereof, and supersedes all prior agreements and understandings between the parties. This Agreement may not be amended except in a writing signed by both parties; provided, however, that the terms of that certain Confidentiality Agreement dated May 26, 2017 between Sellers and GateHouse Media shall continue to be in force and effect in accordance with its terms. The parties have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

### 10.19 Guaranties.

(a) Morris Communications hereby guarantees to Buyer and GateHouse Media, as a primary obligor, payment and performance by Sellers of their obligations under this Agreement and under each of the other agreements contemplated hereunder to which

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Sellers are a party (including without limitation, all amendments hereof and thereof), in each case, subject to the terms, conditions and limitations hereof and thereof. Morris Communications hereby waives suretyship defenses, demand, payment, protest and notice of dishonor or nonperformance of any such obligations (other than any copies of notices required to be delivered under this Agreement to Morris Communications), and no consent of Morris Communications shall be required with respect to any amendment or waiver of this Agreement (other than this Section 10.19) that is effected in accordance with this Agreement. The liability of Morris Communications under this Agreement by reason of this Section 10.19 is primary, and neither Buyer nor GateHouse Media shall be required to make any demand on Sellers for performance of any of its obligations under this Agreement, nor to exhaust any legal, contractual or equitable remedies against Sellers, prior to proceeding against Morris Communications.

(b) GateHouse Media hereby guarantees to Sellers, as a primary obligor, payment and performance by Buyer of its obligations under this Agreement and under each of the other agreements contemplated hereunder to which Buyer is a party (including without limitation, all amendments hereof and thereof), in each case, subject to the terms, conditions and limitations hereof and thereof. GateHouse Media hereby waives suretyship defenses, demand, payment, protest and notice of dishonor or nonperformance of any such obligations (other than any copies of notices required to be delivered under this Agreement to GateHouse Media), and no consent of GateHouse Media shall be required with respect to any amendment or waiver of this Agreement (other than this Section 10.19) that is effected in accordance with this Agreement. The liability of GateHouse Media under this Agreement by reason of this Section 10.19 is primary, and neither Sellers nor Morris Communications shall be required to make any demand on Buyer for performance of any of its obligations under this Agreement, nor to exhaust any legal, contractual or equitable remedies against Buyer, prior to proceeding against GateHouse Media.

10.20 <u>Knowledge</u>. For all purposes hereunder, "to the knowledge of Morris Communications or Sellers" (or words of like import) shall mean to the actual knowledge of each of William S. Morris III, William S. Morris IV or Craig S. Mitchell in each case after due inquiry; and "to the knowledge of GateHouse Media or Buyer" (or words of like import) shall

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mean to the actual knowledge of each of Michael Reed, Gregory Freiberg, Jay Fogarty or Polly Grunfeld Sack, in each case after due inquiry.

{Signature page follows}

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement, which is effective as of the date first written above.

## SELLERS:

mmmill.
MORRIS PUBLISHING GROUP, LLC
ву:
Name: William S. Mopfis III Title: Chairman
ATHENS NEWSPAPERS, LLC
By: / / / / / / / / / / / / / / / / / / /
Name: William S. Morris III Title: Chairman
HOMER NEWS, LLC
By: Le James III
Name: William S. Morris IM Title: Chairman
LOG CABIN DEMOCRAT, LLC
By:
Name: William S. Monas III Title: Chairman
SOUTHEASTERN NEWSPAPERS COMPANY,
LLC /// CLL 72
By:
Name: William S. Morris III
Title: Chairman

SOUTHWESTERN NEWSPAPERS COMPANY,
L.P. By Morris Publishing Group, LLC as its General Partner
ar direction of the second
By:
Name: William S. Morris III Title: Chairman
THE SUN TIMES, LLC
By:
Name: William S. Morris IM
Title: Chairman
MORRIS COMMUNICATIONS COMPANY,
LLC
. / XII/alx II
By: / \ \ // // // // // // // // // // //
Name: William S. Morris III
Title: Chairman
·
BUYER:
GATEHOUSE MEDIA MANAGEMENT SERVICES, INC.
Ву:
Mane:
Title:
GATEHOUSE MEDIA, LLC
• ***
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IASING,
Title:

SOUTHWESTERN NEWSPAPERS COMPANY L.P.
Ву:
Name:
Title:
THE SUN TIMES, LLC
Ву:
Name:
Title:
MORRIS COMMUNICATIONS COMPANY
By: Name: Title:
BUYER:
GATEHOUSE MEDIA MANAGEMEN' SERVICES, INC.
11/6/4/
By: \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
Name: 110146/ E. CECI
Title: Duestor
CLASSICATION ASSISTANT ASS
GATEHOUSE MEDIA, LLC
- all. (91D
By:
Title: 0//26/2/
2.10.12/- Carl 1.11 May 11.

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### **DISCLOSURE SCHEDULES**

TO

#### ASSET PURCHASE AGREEMENT

by and among

**GATEHOUSE MEDIA, LLC** 

GATEHOUSE MEDIA MANAGEMENT SERIVCES, INC.

MORRIS PUBLISHING GROUP, LLC,

ATHENS NEWSPAPERS, LLC,

HOMER NEWS, LLC, LOG CABIN DEMOCRAT, LLC,

SOUTHEASTERN NEWSPAPERS COMPANY, LLC,

SOUTHWESTERN NEWSPAPERS COMPANY, L.P.

THE SUN TIMES, LLC AND

MORRIS COMMUNICATIONS COMPANY, LLC

Effective as of August \_\_\_\_, 2017

ALL CAPITALIZED TERMS USED IN THESE SCHEDULES WHICH ARE NOT SEPARATELY DEFINED HEREIN SHALL HAVE THE MEANINGS AS GIVEN THEM IN THE ABOVE-CAPTIONED AGREEMENT (THE "<u>AGREEMENT</u>"). THE SECTION NUMBERS IN THE ATTACHED SCHEDULES CORRESPOND TO THE SECTION NUMBERS IN THE AGREEMENT. THE HEADINGS CONTAINED IN THESE SCHEDULES ARE FOR REFERENCE PURPOSES ONLY AND SHALL NOT AFFECT IN ANY WAY THE READING OR INTERPRETATION OF THE SCHEDULES.

NO DISCLOSURE CONTAINED HEREIN RELATING TO ANY POSSIBLE BREACH OR VIOLATION OF ANY CONTRACT, PERMIT, ORDER OR LAW SHALL BE CONSTRUED AS AN ADMISSION OR INDICATION THAT ANY SUCH BREACH OR VIOLATION EXISTS OR HAS OCCURRED.

ANY MATTER DISCLOSED ON ONE SCHEDULE IS ALSO DEEMED DISCLOSED ON ANY OTHER SCHEDULE WITH RESPECT TO WHICH SUCH MATTER IS RELEVANT SO LONG AS THE APPLICABILITY OF SUCH MATTER TO SUCH SCHEDULE IS REASONABLY APPARENT FROM A READING OF THE CONTEXT IN WHICH IT APPEARS.

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#### SCHEDULE 1.1(F)

## Names of Publications

- 1. Amarillo Globe-News (Amarillo, Texas)
- 2. Amarillo Magazine (Amarillo, Texas)
- 3. Anastasia Island Community Journal (St. Augustine, Florida)
- 4. Apartments Amarillo (Amarillo, Texas)
- 5. Arlington Sun (Jacksonville, Florida)
- 6. Around Athens Deals SMC (Athens, Georgia)
- 7. Athens Banner-Herald (Athens, Georgia)
- 8. Augusta Chronicle The (Augusta, Georgia)
- 9. Beaufort Today (Beaufort, South Carolina)
- 10. Bluffton Today (Bluffton, South Carolina)
- 11. Bryan County Now (Savannah, Georgia)
- 12. Business in Savannah (Savannah, Georgia)
- 13. Capital City Weekly (Juneau, Alaska)
- 14. Car Papers
- 15. Career Paper
- 16. "CJ EXTRA" TMC -- F, B (Topeka, Kansas)
- 17. "CJ EXTRA" TMC -- P, B (Topeka, Kansas)
- 18. Clay Sun (Jacksonville, Florida) (inserted into Times-Union, Clay County)
- 19. Columbia County News-Times (The) (Augusta, Georgia)
- 20. Columbia County Today (Augusta, Georgia)
- 21. Current I -- (Jacksonville, Florida) (section of Times-Union) Mandarin/St. Johns
- 22. Current II (Jacksonville, Florida) (section of Times-Union) Beaches/So. Side
- 23. Current III (Jacksonville, Florida) (section of Times-Union) Town
- 24. Drive F(Amarillo, Texas)
- 25. Eco Latino (Jacksonville, Florida, Duval, St. Johns, Flagler and Clay Counties)
- 26. Effingham Now (Savannah, Georgia)
- 27. Empire (Juneau, Alaska)
- 28. Florida Times-Union The (Jacksonville, Florida)
- 29. Frenship Today (Lubbock, Texas)
- 30. Go! (Lubbock, Texas)
- 31. GUS! Forward from 50 (St. Augustine, Florida)
- 32. Hampton County Guardian (The) (Augusta, Georgia)
- 33. Hardeeville Today (Hardeeville, South Carolina)
- 34. Hilton Head Island Today (Hilton Head Island, South Carolina)
- 35. Homer News (Kenai, Alaska)
- 36. JACK Magazine (Jacksonville, Florida)
- 37. Jasper County Sun (Jasper County, South Carolina)
- 38. Jasper Shopper (The) (Ridgeland, South Carolina)
- 39. JAX Air News (Jacksonville, Florida)
- 40. Juneau Empire (Juneau, Alaska)
- 41. Juneau Guide & Travel Planner (Juneau, Alaska)
- 42. Kingsbay Periscope(Jacksonville, Florida)

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- 43. La Voz Latina (Savannah, Georgia)
- 44. Living -North Hampton (Jacksonville, Florida)
- 45. Living -Stonehurst Plantation (Jacksonville, Florida)
- 46. Living-Aberdeen (Jacksonville, Florida)
- 47. Living-Cimarrone (Jacksonville, Florida)
- 48. Living-Deer Creek Country Club -(Jacksonville, Florida)
- 49. Living-Eagle Harbor (Jacksonville, Florida)
- 50. Living-Fleming Island (Jacksonville, Florida)
- 51. Living-Johns Creek(Jacksonville, Florida)
- 52. Living-Julington Creek Plantation (Jacksonville, Florida)
- 53. Living-Magnolia Point C.C. (Jacksonville, Florida)
- 54. Living-Oakleaf Plantation (Jacksonville, Florida)
- 55. Living-Orange Park C.C. (Jacksonville, Florida)
- 56. Living-Queen's Harbor C.C. (Jacksonville, Florida)
- 57. Living-South Hampton (Jacksonville, Florida)
- 58. Living-St. Johns Golf & C.C. (Jacksonville, Florida)
- 59. Log Cabin Democrat (Conway, Arkansas)
- 60. Lubbock Avalanche-Journal (Lubbock, Texas)
- 61. Lubbock Business Inc. (Lubbock, Texas)
- 62. Lubbock Magazine (Lubbock, Texas)
- 63. Mandarin Sun (Jacksonville, Florida)
- 64. Main Street Digital
- 65. Marsh Creek News Journal (St. Augustine, Florida)
- 66. Mayport Mirror (Jacksonville, Florida)
- 67. MORE! (TMC) (Conway, Arkansas)
- 68. My Clay Sun (Jacksonville, Florida)
- 69. Nassau Sun (Jacksonville, Florida)

News and Farmer and Wadley Herald/The Jefferson Reporter (The) (Louisville,

- 70. Georgia)
- 71. North Augusta Today (North Augusta, South Carolina)
- 72. North Shore News (St. Augustine, Florida)
- 73. Northside Sun (Jacksonville, Florida)
- 74. Peninsula Clarion (The) (Kenai, Alaska)
- 75. People-Sentinel (The) (Barnwell, South Carolina)
- 76. Pooler, GA -- Neighbor Godley Station (Pooler, Georgia)
- 77. Richmond County Today(Augusta, Georgia)
- 78. Richmond Co. Neighbors (Augusta, Georgia)
- 79. Savannah Morning News (Savannah, Georgia)
- 80. Savannah TMC through the Savannah Pennysaver (Savannah, Georgia)
- 81. Shorelines Sun (Jacksonville, Florida)
- 82. SMC (Jacksonville, Florida)
- 83. Southeast Homes & Real Estate (Juneau, Alaska)
- 84. Southeast Navigator (Juneau, Alaska)
- 85. Southside Sun (Jacksonville, Florida)
- 86. St. Augustine Record (The) (St. Augustine, Florida)
- 87. St. Johns Sun (St. Augustine, Florida)
- 88. Sun Today (The) (Bluffton, South Carolina)

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- 89. Sunday FYI (Savannah, Georgia)
- 90. Sylvania Telephone (Augusta, Georgia)
- 91. Tell-N-Sell (Savannah, Georgia)
- 92. The Dispatch (Kenai, Alaska)
- 93. The Jet Stream (Savannah, Georgia)
- 94. The Oconee Leader (Athens, Georgia)
- 95. Topeka Capital-Journal (The) (Topeka, Kansas)
- 96. Westside Sun
- 97. "West Texas Life" (Amarillo, Texas)
- 98. "West Texas Life" (Lubbock, Texas)
- 99. WGV Community Journal (St. Augustine, Florida)

### **Additional Assets**

1) Main Street Digital

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### SCHEDULE 1.2(H)

## **Excluded Assets**

- 1. The Savannah Printing Facility (including the commercial printing business, newsprint inventory, vehicles or other related assets); the one inactive press in Jacksonville; presses, mailroom insert equipment and other related equipment in Savannah, Augusta, Amarillo, Topeka and St. Augustine.
- 2. All Badges, Practice Round Tickets, and other passes to the Masters Golf Tournament held in Augusta, Georgia; any season passes or tickets related to the University of Georgia athletic programs.
- 3. Morris Site Management System (MSMS). MSMS is a web site publishing platform based on publically available Open Source software and custom software developed as work-for-hire for Morris Communications. MSMS is an Excluded Asset; however, Buyer shall have a non-exclusive, non-transferrable, royalty-free license to use the custom-developed software components for a period of up to [12 months]. This software is provided as-is, without warranty, and with no indemnifications.
- 4. CitySpin Ticket Sale Platform
- 5. Excluded Publications:

# **Publications** Related Publications

Aiken Homes & Lifestyles

Magazine

Alaska Equipment Trader

Alaska Journal of Commerce Alaska Journal of Commerce- Coastal

Journal

Alaska Journal of Commerce- O&G

Alaska Journal of Commerce

Alaska Journal of Commerce-Mining

Athens Magazine

Augusta Family Magazine

Augusta Magazine

Buzz on Biz

Chugiak~Eagle River Star

First Coast Magazine (new) (Jacksonville, FL)

Georgia Trend

HealthSource Magazine (new) -- P, Magazine

Official Savannah Relocation Guide (Savannah, GA)

Official Savannah Visitor's Guide (Savannah, GA)

Savannah Weddings - P, F, Glossy Magazine

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Savannah Homes (Savannah, GA) Savannah Magazine (Savannah, GA) Tybee Island Official Visitor's Guide (Tybee Island, GA) Mature Matters (Jacksonville)

### 6. Excluded Permits:

	<b>Description of</b>	
<b>Morris Business Unit</b>	<u>Permit</u>	Permit Number
Savannah Magazine	Periodicals	10616748
Savannah Magazine	Periodicals	7877
Augusta Magazine	Periodicals	2766
Alaska Journal of Commerce	Periodicals	2713276
Alaska Star	Periodicals	9390280
Georgia Trend	Permit Imprint	386
Georgia Trend	Periodicals	764510
Georgia Trend	Periodicals	764510

### 7. Excluded Domains:

[Many of the following domains are owned by Sellers' affiliate, Morris Communications, but are nevertheless included below for the sake of completeness. Where shown as related to a business unit for the Publications, the domain names are inactive and not used in the Business]

DOMAIN	DATE REGISTERED	BESINESSENIT
orevervetsstaugustine.com	05-May-2017	Abarta Publications
taugburgersandbeer.com	14-Mar-2017	Abarta Publications
alaskaheathcarejournal.com	12-Jul-2016	Alaska Journal of Commerce
alaskajobnet.biz	12-Dec-2001	Alaska Journal of Commerce
llaskajobnet.info	12-Dec-2001	Alaska Journal of Commerce
ılaskajournal.biz	16-Nov-2001	Alaska Journal of Commerce
alaskamilitary.biz	16-Nov-2001	Alaska Journal of Commerce
llaskanequipment.biz	15-Nov-2001	Alaska Journal of Commerce
laskanequipmenttrader.biz	16-Nov-2001	Alaska Journal of Commerce
laskastar.biz	16-Nov-2001	Alaska Journal of Commerce
equipmentrader.biz	09-Oct-2001	Alaska Journal of Commerce
ilandgas.biz	26-Mar-2002	Alaska Journal of Commerce
laskamedianetwork.com	27-Feb-2015	Alaska Magazine
quipmenttrader.biz	26-Mar-2002	Alaskan Equipment Trader
06inc.com	03-Feb-2016	Amarillo Globe-News
gn2go.com	03-May-2006	Amarillo Globe-News
llseasonsmotorplex.com	27-May-2003	Amarillo Globe-News
mabestof.com	04-Sep-2014	Amarillo Globe-News
marillo.dating	16-Oct-2015	Amarillo Globe-News
marillo.tv	02-Jul-2004	Amarillo Globe-News
marillo2go.com	03-May-2006	Amarillo Globe-News

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amarillobestof.com	04-Sep-2014	Amarillo Globe-News
amarillobooked.com	07-Mar-2012	Amarillo Globe-News
amarillobookings.com	07-Mar-2012	Amarillo Globe-News
amarillobrg.com	13-Sep-1999	Amarillo Globe-News
amarillobusiness.biz - Parked	15-Nov-2001	Amarillo Globe-News
amarillocarsforsale.com	24-May-2010	Amarillo Globe-News
amarillocrime.com - Parked	04-Dec-2006	Amarillo Globe-News
amarillocrimereport.com - Parked	04-Dec-2006	Amarillo Globe-News
amarillodailydeal.com - Dead site	24-Jul-2010	Amarillo Globe-News
amarillodailydeals.com - Dead Site	24-Jul-2010	Amarillo Globe-News
amarillodailynews.biz - Parked	16-Nov-2001	Amarillo Globe-News
amarillodigitalmarketing.com	25-Jan-2017	Amarillo Globe-News
amarillodrive.com	13-Apr-2005	Amarillo Globe-News
amarilloentertainer.com	21-Jan-2003	Amarillo Globe-News
amarillogifts.com	20-Apr-2000	Amarillo Globe-News
amarilloglobe-times.biz - Parked	03-Oct-2001	Amarillo Globe-News
amarilloglobe.biz - Parked	16-Nov-2001	Amarillo Globe-News
amarillohealthcare.com	19-Jan-2017	Amarillo Globe-News
amarillohomeloans.com	04-Nov-2003	Amarillo Globe-News
amarillohousefinder.com	14-Nov-2002	Amarillo Globe-News
amarillolegals.com	25-Oct-2000	Amarillo Globe-News
amarilloliving.com	03-Dec-2002	Amarillo Globe-News
amarillomagazine.net	22-Mar-2001	Amarillo Globe-News
amarillomobile.com amarillonewcars.com	03-May-2006	Amarillo Globe-News  Amarillo Globe-News
amarillonews.biz - Parked	24-May-2010 16-Nov-2001	Amarillo Globe-News
amarillonews.org	18-Mar-2010	Amarillo Globe-News
amarillorents.com	20-Jan-2010	Amarillo Globe-News
amarillosavvyshopper.com	03-Mar-2011	Amarillo Globe-News
amarilloscores.com - dead site	05-Aug-2019	Amarillo Globe-News
amarilloshopping.com	12-Sep-1999	Amarillo Globe-News
amarillotalks.com - Dead site	14-Jan-2009	Amarillo Globe-News
amarillotimes.biz - Parked	16-Nov-2001	Amarillo Globe-News
amarillotravel travel - Parked	02-Nov-2005	Amarillo Globe-News
amarillouptownmagazine.com - Parked	19-Apr-2006	Amarillo Globe-News
amarillovolunteers.com	02-Oct-2000	Amarillo Globe-News
amarilloweekend.com	21-Jan-2003	Amarillo Globe-News
amarillowomen.net - Parked	19-Apr-2006	Amarillo Globe-News
amarillowork.com	14-Nov-2002	Amarillo Globe-News
asipopout.net	14-Nov-2007	Amarillo Globe-News
bestamarillo.com	04-Sep-2014	Amarillo Globe-News
businessjournal.net	21-Sep-1996	Amarillo Globe-News
celebrateeducation.org	07-Nov-2007	Amarillo Globe-News
cha2jyt.com	04-Mar-2004	Amarillo Globe-News
couponcrazeonline.com	28-Nov-2000	Amarillo Globe-News
crimeinamarillo.com - Dead Site	04-Dec-2006	Amarillo Globe-News

customhomedesignamarillo.com	08-Jan-2004	Amarillo Globe-News
diningamarillo.com	29-Jul-2016	Amarillo Globe-News
downtownamarilloinc.com	20-Apr-2009	Amarillo Globe-News
driveamarillo.com	13-Apr-2005	Amarillo Globe-News
e-amarillo.com	11-Sep-1999	Amarillo Globe-News
generation-y.com	23-Sep-1996	Amarillo Globe-News
getoutamarillo.com	21-Apr-2004	Amarillo Globe-News
highplainshearing.com	18-Oct-2002	Amarillo Globe-News
ibeatbeilue.com - Page not found	05-Aug-2005	Amarillo Globe-News
ilassoedlance.com - Page not found	02-Aug-2007	Amarillo Globe-News
jeepsulimitedamarillo.com	24-Oct-2003	Amarillo Globe-News
johndochebuilders.com	27-Aug-2003	Amarillo Globe-News
johnnybelectricinc.com	27-Nov-2000	Amarillo Globe-News
knowaławyer.com	24-Oct-2001	Amarillo Globe-News
locallyownedbusiness.com	21-Aug-2000	Amarillo Globe-News
morrisprintingservices.com	13-Aug-2015	Amarillo Globe-News
nightlifeamarillo.com	06-Dec-2015	Amarillo Globe-News
panhandlemusic.com	02-Jul-2002	Amarillo Globe-News
panhandlesports.com panhandlevolunteers.com	28-Jun-2001 02-Oct-2000	Amarillo Globe-News Amarillo Globe-News
pigskinreview.com	24-Aug-2006	Amarillo Globe-News
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freewebsitedesigns.net	09-Feb-2015	Main Street Digital
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sensibleliving.com	18-Apr-2004	Main Street Digital
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tampalunchdeals.com	23-Jul-2015	Main Street Digital
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tireservicejacksonville.com	03-Nov-2016	Main Street Digital
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worldgolfvillageanimalhospital.com	08-May-2017	Main Street Digital
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americaatacrossroad.com	05-Jan-2017	Morris Communications Company, LLC
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atwhatcostdocumentary.com	09-Nov-2015	Morris Communications Company, LLC
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augustaconcreteandmasonry.com	11-Feb-2015	Morris Communications Company, LLC
augustafinefurnishings.com	28-Apr-2015	Morris Communications Company, LLC
crossroadsforamerica.com	05-Jan-2017	Morris Communications Company, LLC
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aandjbuffaloranch.com	13-Feb-2006	Morris Communications, LLC
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catzone.info	11-Sep-2001	Morris Communications, LLC
charlotte.biz	27-Mar-2002 13-Jul-2002	Morris Communications, LLC
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COMSCHOOM.COM	07-Aug-2001	MOTHS COMMUNICATIONS, LEX

corinth.info	13-Jul-2002	Morris Communications, LLC
cork.info	13-Jul-2002	Morris Communications, LLC
corporatebrochure.com	06-Apr-1999	Morris Communications, LLC
corporatebrochure.net	06-Apr-1999	Morris Communications, LLC
corporatebrochures.com	06-Apr-1999	Morris Communications, LLC
corporatebrochures.net	06-Apr-1999	Morris Communications, LLC
corporationbrochure.com	06-Apr-1999	Morris Communications, LLC
corporationbrochure.net	06-Apr-1999	Morris Communications, LLC
corporationbrochures.com	06-Apr-1999	Morris Communications, LLC
corporationbrochures.net	06-Apr-1999	Morris Communications, LLC
coupondiscountcard.com	13-May-2011	Morris Communications, LLC
coupongetaways.com	23-May-2011 03-Mar-2011	Morris Communications, LLC
couponsavvyshopper.com coupontrips.com	23-May-2011	Morris Communications, LLC Morris Communications, LLC
cowboypublishing.info	11-Sep-2001	Morris Communications, LLC
coyotezone.com	24-Jul-2007	Morris Communications, LLC
crawfordcountyliving.com	22-Jan-2003	Morris Communications, LLC
crazysexytour.com	20-Jul-2007	Morris Communications, LLC
creekplantation.com	15-Jun-2000	Morris Communications, LLC
creekplantation.info	11-Sep-2001	Morris Communications, LLC
creekplantation.net	15-Jun-2000	Morris Communications, LLC
crosstrainingpub.com	07-Jan-1998	Morris Communications, LLC
cruisepackages.info	13-Jul-2002	Morris Communications, LLC
cruisevacations.info	13-Jul-2002	Morris Communications, LLC
cutting.biz	26-Mar-2002	Morris Communications, LLC
cutting.info	11-Sep-2001	Morris Communications, LLC
cuttinghorse.info	11-Sep-2001	Morris Communications, LLC
dannebrog.org	30-Oct-2000	Morris Communications, LLC
danube.info darmstadt.info	13-Jul-2002 13-Jul-2002	Morris Communications, LLC Morris Communications, LLC
daytona.biz	27-Mar-2002	Morris Communications, LLC
dealdreamers.com	13-May-2011	Morris Communications, LLC
desertmedia.info	11-Sep-2001	Morris Communications, LLC
desertradio.info	11-Sep-2001	Morris Communications, LLC
destinatinaalaska.info	11-Sep-2001	Morris Communications, LLC
destinationalaska.info	11-Sep-2001	Morris Communications, LLC
dingle.info	13-Jul-2002	Morris Communications, LLC
dinnerdailydeals.com	24-Jan-2011	Morris Communications, LLC
discover-racks.com	11-Jan-2013	Morris Communications, LLC
discoverasia.info	13-Jul-2002	Morris Communications, LLC
discoveraustria.info	13-Jul-2002	Morris Communications, LLC
discoverdeutschland.info	13-Jul-2002	Morris Communications, LLC
discovereuropa.info	13-Jul-2002	Morris Communications, LLC
discovergermany.info	13-Jul-2002	Morris Communications, LLC
discoveritalia.info	13-Jul-2002	Morris Communications, LLC
discoveritaly.info	13-Jul-2002	Morris Communications, LLC

discovershawnee.com	06-Jul-2000	Morris Communications, LLC
discoverswitzerland.info	13-Jul-2002	Morris Communications, LLC
discoverthealps.info	13-Jul-2002	Morris Communications, LLC
districtofcolumbia.biz	26-Mar-2002	Morris Communications, LLC
districtofcolumbia.info	11-Sep-2001	Morris Communications, LLC
dodgecity.biz	26-Mar-2002	Morris Communications, LLC
dodgecity.info	11-Sep-2001	Morris Communications, LLC
dodgecityclassifieds.com	13-Apr-1998	Morris Communications, LLC
dodgecitywork.com	14-Nov-2002	Morris Communications, LLC
dodgecityworks.com	14-Nov-2002	Morris Communications, LLC
dogsihavemet.com	06-Sep-2007	Morris Communications, LLC
dominionholdings.com	08-Feb-2001	Morris Communications, LLC
dominionholdings.net	08-Feb-2001	Morris Communications, LLC
donegal.info	13-Jul-2002	Morris Communications, LLC
dotsdots.net	11-Feb-2010	Morris Communications, LLC
doublecouponshopper.com	02-Feb-2011	Morris Communications, LLC
doublecouponshopping.com	02-Feb-2011	Morris Communications, LLC
doublecouponstacking.com	02-Feb-2011	Morris Communications, LLC
dubliner.info	13-Jul-2002	Morris Communications, LLC
durban.info	13-Jul-2002	Morris Communications, LLC
dweberrealtor.com	11-Apr-2000 16-Nov-2001	Morris Communications, LLC
eagleriver info		Morris Communications, LLC
eagleriver.info eagleriverstar.biz	11-Sep-2001 16-Nov-2001	Morris Communications, LLC Morris Communications, LLC
eagleriverstar.info	11-Sep-2001	Morris Communications, LLC
easttennesseeent.com	07-Feb-2000	Morris Communications, LLC
ecolatino.news	23-Jul-2015	Morris Communications, LLC
edge3donline.com	24-Oct-2003	Morris Communications, LLC
endofthetrail.biz	16-Nov-2001	Morris Communications, LLC
endofthetrail.info	11-Sep-2001	Morris Communications, LLC
endoftimeshares.com	16-Jan-2013	Morris Communications, LLC
endoftimetimeshare.com	17-Jan-2013	Morris Communications, LLC
endoftimetimeshares.com	17-Jan-2013	Morris Communications, LLC
engine212.com	20-Aug-2012	Morris Communications, LLC
equine.biz	26-Mar-2002	Morris Communications, LLC
equipmenttrader.info	11-Sep-2001	Morris Communications, LLC
euro-reservations.info	13-Jul-2002	Morris Communications, LLC
europeforyou.info	13-Jul-2002	Morris Communications, LLC
euroreservations.info	13-Jul-2002	Morris Communications, LLC
evans.biz	26-Mar-2002	Morris Communications, LLC
evans.news	22-Jul-2015	Morris Communications, LLC
excursia.biz	15-Nov-2001	Morris Communications, LLC
excursia.com	22-Mar-2000	Morris Communications, LLC
excursia.info	11-Sep-2001	Morris Communications, LLC
excursia.net	01-Nov-2000	Morris Communications, LLC
excursia.org	01-Nov-2000	Morris Communications, LLC

excursiatravel.com	01-Nov-2000	Morris Communications, LLC
excursionguide.com	03-Mar-1999	Morris Communications, LLC
excursionguide.net	05-Mar-1999	Morris Communications, LLC
expeditionsandguides.com	17-Dec-2001	Morris Communications, LLC
ez2readphonebook.com	28-Sep-2006	Morris Communications, LLC
fairbanks.biz	26-Mar-2002	Morris Communications, LLC
fairway.biz	27-Mar-2002	Morris Communications, LLC
fairwayoutdoor.biz	19-Oct-2001	Morris Communications, LLC
fairwayoutdoor.info	11-Sep-2001	Morris Communications, LLC
falconguide.info	11-Sep-2001	Morris Communications, LLC
falconpress.info	11-Sep-2001	Morris Communications, LLC
familyvacations.info	13-Jul-2002	Morris Communications, LLC
fanaticzone.com fanaticzone.info	12-Aug-1999 05-Jun-2002	Morris Communications, LLC Morris Communications, LLC
fantasyfootball.info	13-Jul-2002	Morris Communications, LLC
fastservicequickquotes.com	28-Aug-2008	Morris Communications, LLC
fattrax.info	11-Sep-2001	Morris Communications, LLC
fbs-diffusion.com	10-May-2002	Morris Communications, LLC
fibnabaxter.com	17-May-2004	Morris Communications, LLC
fifthavenuefurniture371.com	11-Feb-2004	Morris Communications, LLC
floridaautocenter.com	24-Sep-2003	Morris Communications, LLC
floridadirecttravel.info	11-Sep-2001	Morris Communications, LLC
floridaholidays.info	13-Jul-2002	Morris Communications, LLC
floridatimesunion.info	11-Sep-2001	Morris Communications, LLC
flytyer.news	23-Jul-2015	Morris Communications, LLC
fortworth.biz	27-Mar-2002	Morris Communications, LLC
futurity.biz	04-Oct-2001	Morris Communications, LLC
futurity.info	11-Sep-2001	Morris Communications, LLC
gameconstruction.com	24-Jan-2011	Morris Communications, LLC
georgiaautocenter.com	24-Sep-2003	Morris Communications, LLC
georgiatopjobs.com	06-Nov-2002	Morris Communications, LLC
georgiaworks.com	14-Nov-2002	Morris Communications, LLC
germantravel.info gerrygoering.com	13-Jul-2002 26-Oct-2005	Morris Communications, LLC Morris Communications, LLC
gitrack.biz	17-Sep-2003	Morris Communications, LLC
globalnews.info	13-Jul-2002	Morris Communications, LLC
globaltourism.info	13-Jul-2002	Morris Communications, LLC
globalview.info	13-Jul-2002	Morris Communications, LLC
globepequot.info	11-Sep-2001	Morris Communications, LLC
go2aspen.com	05-Aug-1998	Morris Communications, LLC
go2charleston.com	05-Aug-1998	Morris Communications, LLC
go2daytona.com	05-Aug-1998	Morris Communications, LLC
go2glenwoodsprings.com	05-Aug-1998	Morris Communications, LLC
go2hiltonhead.com	05-Aug-1998	Morris Communications, LLC
go2palmsprings.com	05-Aug-1998	Morris Communications, LLC
go2snowmass.com	05-Aug-1998	Morris Communications, LLC

go2vail.com goalaska.biz	05-Aug-1998 03-Oct-2002	Morris Communications, LLC Morris Communications, LLC
goalaska.net goalaska.org	03-Sep-2002 18-Sep-2002	Morris Communications, LLC Morris Communications, LLC
godart.org golfguides.net	03-Mar-2000 05-Mar-1999	Morris Communications, LLC Morris Communications, LLC
golfhall.com golfmapguides.com	26-Nov-1996 04-Nov-2008	Morris Communications, LLC Morris Communications, LLC
gorillautos.com gorrilaautos.com	23-May-2003 23-May-2003	Morris Communications, LLC Morris Communications, LLC
gorrillaautos.com grandisland.biz	23-May-2003 26-Mar-2002	Morris Communications, LLC  Morris Communications, LLC  Morris Communications, LLC
grandisland.info gray.morris.name graymorris.net	11-Sep-2001 21-Feb-2002 13-Feb-2009	Morris Communications, LLC Morris Communications, LLC Morris Communications, LLC
graymorris.org graysharbor.info	13-Feb-2009 11-Sep-2001	Morris Communications, LLC Morris Communications, LLC
graysportingjournal.info grayssportingjournal.info	11-Sep-2001 11-Sep-2001	Morris Communications, LLC Morris Communications, LLC
grayssportingjournal.news grayssportingtravel.com	23-Jul-2015 17-Dec-2001	Morris Communications, LLC Morris Communications, LLC
graysullivanmorris.com graysullivanmorris.net	10-Feb-2009 13-Feb-2009	Morris Communications, LLC Morris Communications, LLC
graysullivanmorris.org greenville.biz	13-Feb-2009 26-Mar-2002	Morris Communications, LLC Morris Communications, LLC
greenvillespartanburg.info grocerybag.net groupz.info	11-Sep-2001 16-Feb-1999 11-Sep-2001	Morris Communications, LLC  Morris Communications, LLC  Morris Communications, LLC
groupz.mo groupz.net guidedhikes.info	17-Jul-1995 13-Jul-2002	Morris Communications, LLC  Morris Communications, LLC
guidedtour.info guidedtours.info	13-Jul-2002 13-Jul-2002	Morris Communications, LLC Morris Communications, LLC
guidepost.info guilford.biz	11-Sep-2001 16-Nov-2001	Morris Communications, LLC Morris Communications, LLC
guilford.info gulllakeguy.com	11-Sep-2001 11-Mar-2002	Morris Communications, LLC Morris Communications, LLC
hainescityclassifieds.com hamptoncounty.news	13-Apr-1998 23-Jul-2015	Morris Communications, LLC Morris Communications, LLC
hamptoncountyguardian.news hardeeville.biz hardeeville.info	23-Jul-2015 27-Mar-2002	Morris Communications, LLC  Morris Communications, LLC
hardeevilletimes info haroldsgear.com	11-Sep-2001 11-Sep-2001 03-Jan-2013	Morris Communications, LLC Morris Communications, LLC Morris Communications, LLC
haroldsgear.net hawaii.biz	03-Jan-2013 03-Jan-2013 26-Mar-2002	Morris Communications, LLC  Morris Communications, LLC
hawkzone.info	11-Sep-2001	Morris Communications, LLC

heartlandshopper.net	22-Feb-1999	Morris Communications, LLC
heritagehallardmore.com	27-May-2004	Morris Communications, LLC
heritagehouseofmn.com	24-Dec-2003	Morris Communications, LLC
hermanns-gear.net	07-Jan-2013	Morris Communications, LLC
hermannsgear.com	07-Jan-2013	Morris Communications, LLC
hermannsgear.net	07-Jan-2013	Morris Communications, LLC
hickoryshopcatering.com	24-Aug-2004	Morris Communications, LLC
hikenetwork.info	13-Jul-2002	Morris Communications, LLC
hillsdale.biz	26-Mar-2002	Morris Communications, LLC
hillsdale.info	11-Sep-2001	Morris Communications, LLC
hillsdaleclassifieds.com	13-Apr-1998	Morris Communications, LLC
hillsdalenews.info	11-Sep-2001	Morris Communications, LLC
hillsdalework.com	14-Nov-2002	Morris Communications, LLC
hillsdaleworks.com	14-Nov-2002	Morris Communications, LLC
hippodromediscgolf.com	28-Mar-2008	Morris Communications, LLC
hipprodromediscgolf.com	28-Mar-2008	Morris Communications, LLC
hockeyanchorage.com	08-Mar-2007	Morris Communications, LLC
holidayinnmuskegon.com	12-Dec-2001	Morris Communications, LLC
hollandclassifieds.com	13-Apr-1998	Morris Communications, LLC
hollandwork.com	14-Nov-2002	Morris Communications, LLC
homeralaska.info	19-Sep-2001	Morris Communications, LLC
homernews.info	11-Sep-2001	Morris Communications, LLC
homesmdapartments.com	12-Sep-2007	Morris Communications, LLC
homesmdrealestate.com homesmdrentals.com	12-Sep-2007	Morris Communications, LLC
horizonwatch.com	12-Sep-2007 25-Jul-2003	Morris Communications, LLC
	23-Jul-2003 13-Jul-2002	Morris Communications, LLC  Morris Communications, LLC
horseback-riding.info horseback.info	13-Jul-2002 13-Jul-2002	Morris Communications, LLC
horseback:info	13-Jul-2002	Morris Communications, LLC
horsecity.info	11-Sep-2001	Morris Communications, LLC
horsecity.news	23-Jul-2015	Morris Communications, LLC
horsecity.xxx	13-Jan-2012	Morris Communications, LLC
horsenews.info	11-Sep-2001	Morris Communications, LLC
horseshop.info	11-Sep-2001	Morris Communications, LLC
horsetheft.info	11-Sep-2001	Morris Communications, LLC
horsetrader.info	11-Sep-2001	Morris Communications, LLC
horsetrailer.info	11-Sep-2001	Morris Communications, LLC
horsetravel.info	11-Sep-2001	Morris Communications, LLC
horsetv.info	11-Sep-2001	Morris Communications, LLC
hotelsinaustria.info	13-Jul-2002	Morris Communications, LLC
hottshott-thegame.com	23-Oct-2012	Morris Communications, LLC
hottshott.net	09-Feb-2011	Morris Communications, LLC
hottshottclub.com	15-Nov-2012	Morris Communications, LLC
hottshottgame.com	26-Aug-2013	Morris Communications, LLC
hottshottthegame.com	23-Oct-2012	Morris Communications, LLC
hottshottusa.com	23-Oct-2012	Morris Communications, LLC

howtogetthere.news	23-Jul-2015	Morris Communications, LLC
howtorockclimb.info	11-Sep-2001	Morris Communications, LLC
huskerautos.com	21-Jan-2003	Morris Communications, LLC
hvackc.com	30-Mar-2000	Morris Communications, LLC
in-parismag.com	31-Jan-2006	Morris Communications, LLC
inanchorage.info	11-Sep-2001	Morris Communications, LLC
independence.biz	26-Mar-2002	Morris Communications, LLC
indianapolis.biz	26-Mar-2002	Morris Communications, LLC
indigenousdesign.net	15-Jun-2006	Morris Communications, LLC
industrybrochure.com	06-Apr-1999	Morris Communications, LLC
industrybrochure.net	06-Apr-1999	Morris Communications, LLC
industrybrochures.com	06-Apr-1999	Morris Communications, LLC
industrybrochures.net	06-Apr-1999	Morris Communications, LLC
innewyork.news	23-Jul-2015	Morris Communications, LLC
innewyork.travel	03-Oct-2006	Morris Communications, LLC
insidersguide.info	11-Sep-2001	Morris Communications, LLC
internetbrochure.com	06-Apr-1999	Morris Communications, LLC
internetbrochure.net	06-Apr-1999	Morris Communications, LLC
internetbrochures.net	06-Apr-1999	Morris Communications, LLC
internetmarketingwatch.com	26-Apr-2010	Morris Communications, LLC
internettravelplanning.com	20-Jul-1999	Morris Communications, LLC
invest-in-america.org	26-Sep-2001	Morris Communications, LLC
jaspercounty.biz	26-Mar-2002	Morris Communications, LLC
jaspercounty.info	11-Sep-2001	Morris Communications, LLC
jaspercountysun.info	11-Sep-2001	Morris Communications, LLC
jax-cdn.com	08-Aug-2011	Morris Communications, LLC
jaxfl.news	23-Jul-2015	Morris Communications, LLC
jbssportsbarandgrill.com	02-Feb-2001	Morris Communications, LLC
jun-cdn.com	08-Aug-2011	Morris Communications, LLC
juneau.biz	26-Mar-2002	Morris Communications, LLC
juneauempire.info	11-Sep-2001	Morris Communications, LLC
kansan.info	11-Sep-2001	Morris Communications, LLC
kansasradio.info	11-Sep-2001	Morris Communications, LLC
kansastopjobs.com	06-Nov-2002	Morris Communications, LLC
kbrj.info	11-Sep-2001	Morris Communications, LLC
kelb.info	11-Sep-2001	Morris Communications, LLC
kcmetrodirect.com	30-Mar-2005	Morris Communications, LLC
kemetrodirect.net	30-Mar-2005	Morris Communications, LLC
kcmj.biz	15-Nov-2001	Morris Communications, LLC
kemj.info	11-Sep-2001	Morris Communications, LLC
kdux.info	11-Sep-2001	Morris Communications, LLC
keag.info	11-Sep-2001	Morris Communications, LLC
ken-cdn.com	08-Aug-2011	Morris Communications, LLC
kenlorusedmotelfurniture.com	16-May-2003	Morris Communications, LLC
kfqd.info	11-Sep-2001	Morris Communications, LLC
kgnc.info	11-Sep-2001	Morris Communications, LLC

khar.info	11-Sep-2001	Morris Communications, LLC
kieninews.com	18-Mar-2010	Morris Communications, LLC
kieninews.org	18-Mar-2010	Morris Communications, LLC
kkrt.info	11-Sep-2001	Morris Communications, LLC
kkrv.info	11-Sep-2001	Morris Communications, LLC
kkuu.info	11-Sep-2001	Morris Communications, LLC
kkxa.biz	15-Nov-2001	Morris Communications, LLC
kkxa info	11-Sep-2001	Morris Communications, LLC
kmxs.info	11-Sep-2001	Morris Communications, LLC
knewslistener.com	06-Jun-2000	Morris Communications, LLC
knwz.info	11-Sep-2001	Morris Communications, LLC
kwhl.info	11-Sep-2001	Morris Communications, LLC
kwhlsuck.com	18-Dec-2006	Morris Communications, LLC Morris Communications, LLC
kwiq.info kwok.info	11-Sep-2001 11-Sep-2001	Morris Communications, LLC
kxps.biz	15-Nov-2001	Morris Communications, LLC
kxps.info	11-Sep-2001	Morris Communications, LLC
kxro.info	11-Sep-2001	Morris Communications, LLC
kxxk.info	11-Sep-2001	Morris Communications, LLC
kyor.biz	15-Nov-2001	Morris Communications, LLC
kyor.info	11-Sep-2001	Morris Communications, LLC
lakecountryecho.biz	16-Nov-2001	Morris Communications, LLC
lakecountryecho.info	11-Sep-2001	Morris Communications, LLC
lakelandclassifieds.com	13-Apr-1998	Morris Communications, LLC
lakesarea.net	15-Apr-1998	Morris Communications, LLC
lawrence.biz	27-Mar-2002	Morris Communications, LLC
leadingtheway.info	11-Sep-2001	Morris Communications, LLC
leebakerjr.com	10-Feb-2009	Morris Communications, LLC
leebakerjr.net	13-Feb-2009	Morris Communications, LLC
leebakerjr.org leehousebakerjr.com	13-Feb-2009 10-Feb-2009	Morris Communications, LLC  Morris Communications, LLC
leehousebakerjr.net	13-Feb-2009	Morris Communications, LLC
leehousebakerjr.org	13-Feb-2009	Morris Communications, LLC
legisa.com	16-Oct-2006	Morris Communications, LLC
legisa.org	16-Oct-2006	Morris Communications, LLC
Ignrg.com	25-Sep-2013	Morris Communications, LLC
lgnrg.net	25-Sep-2013	Morris Communications, LLC
Ih-capital.com	29-Oct-2013	Morris Communications, LLC
lh-capital.net	29-Oct-2013	Morris Communications, LLC
lifeonthelastfrontier.info	11-Sep-2001	Morris Communications, LLC
lifetuneupsbook.com	21-Aug-2008	Morris Communications, LLC
lighthouse-gear.com	03-Jan-2013	Morris Communications, LLC
lighthousegear.net	03-Jan-2013	Morris Communications, LLC
lighthousegear.org	03-Jan-2013	Morris Communications, LLC
lighthousegearandtool.com	03-Jan-2013	Morris Communications, LLC
lighthousegearandtool.net	03-Jan-2013	Morris Communications, LLC

littlerock.biz	26-Mar-2002	Morris Communications, LLC
littlerock.info	11-Sep-2001	Morris Communications, LLC
locabuy.news	23-Jul-2015	Morris Communications, LLC
localdeals.news	23-Jul-2015	Morris Communications, LLC
localmediaconsortium.com	12-Sep-2013	Morris Communications, LLC
localnews.info	13-Jul-2002	Morris Communications, LLC
localprintcoupons.com	08-Feb-2011	Morris Communications, LLC
logcabindemocrat.info	11-Sep-2001	Morris Communications, LLC
londinium.biz	05-Oct-2001	Morris Communications, LLC
londinium.info	11-Sep-2001	Morris Communications, LLC
london.biz	26-Mar-2002	Morris Communications, LLC
Iondonattractions.info	13-Jul-2002	Morris Communications, LLC
londonevent.info	13-Jul-2002	Morris Communications, LLC
londonevents.info	13-Jul-2002	Morris Communications, LLC
londonfood.info	13-Jul-2002	Morris Communications, LLC
londonpubs.info	13-Jul-2002	Morris Communications, LLC
loreesbridal.com	18-Apr-2000	Morris Communications, LLC
louisiana.biz	26-Mar-2002	Morris Communications, LLC
louisville.biz	26-Mar-2002	Morris Communications, LLC
lub-cdn.com	08-Aug-2011	Morris Communications, LLC
lubbock.biz	26-Mar-2002	Morris Communications, LLC
lubbock.info	11-Sep-2001	Morris Communications, LLC
lunchdailydeals.com	24-Jan-2011	Morris Communications, LLC
lynnsquicklube.com	31-Jan-2001	Morris Communications, LLC
lyonspress.biz	27-Mar-2002	Morris Communications, LLC
lyonspress.info	11-Sep-2001	Morris Communications, LLC
main.info	13-Jul-2002 23-Jul-2015	Morris Communications, LLC
mainstreet.news	12-May-1997	Morris Communications, LLC
mapatlanta.com mapcharlotte.com	07-Aug-2000	Morris Communications, LLC  Morris Communications, LLC
mapnashville.com	12-May-1997	Morris Communications, LLC
mapsouth.biz	17-Dec-2001	Morris Communications, LLC
mapsouth.info	02-Nov-2004	Morris Communications, LLC
mapsouthnublishing.com	02-Nov-2004	Morris Communications, LLC
mapspc.com	02-Aug-2001	Morris Communications, LLC
marktwain.biz	27-Mar-2002	Morris Communications, LLC
marktwain.info	11-Sep-2001	Morris Communications, LLC
marthasvineyard.biz	27-Mar-2002	Morris Communications, LLC
martinez.biz	27-Mar-2002	Morris Communications, LLC
martinez.info	11-Sep-2001	Morris Communications, LLC
maryellisbaker.com	10-Feb-2009	Morris Communications, LLC
maryellisbaker.net	13-Feb-2009	Morris Communications, LLC
maryellisbaker.org	13-Feb-2009	Morris Communications, LLC
marytoumiartgallery.com	03-Oct-2003	Morris Communications, LLC
massachusetts.biz	27-Mar-2002	Morris Communications, LLC
mcc.news	23-Jul-2015	Morris Communications, LLC

meedse.com	23-Apr-2009	Morris Communications, LLC
mccevents.com	26-Mar-2004	Morris Communications, LLC
mccfoundation.com	13-Mar-2000	Morris Communications, LLC
mcctoastmasters.com	03-Sep-2000	Morris Communications, LLC
mckenzie.morris.name	21-Feb-2002	Morris Communications, LLC
mdls.biz	24-Jan-2002	Morris Communications, LLC
mdls.info	24-Jan-2002	Morris Communications, LLC
mdrealtypro.com	02-Oct-2007	Morris Communications, LLC
mdspotted.com	12-Sep-2007	Morris Communications, LLC
mdsuitelife.com	02-Oct-2007	Morris Communications, LLC
mdtransit.com	18-Aug-2004	Morris Communications, LLC
mdtransit.net	01-Mar-2005	Morris Communications, LLC
mdw-cdn.com	08-Aug-2011	Morris Communications, LLC
mdwsales.com	15-Feb-2001	Morris Communications, LLC
mdwshare.com	04-Aug-2008	Morris Communications, LLC
mdxlab.com	11-May-2005	Morris Communications, LLC
mediatracconsulting.com	08-Aug-2012 09-Jul-1999	Morris Communications, LLC
mflp.net		Morris Communications, LLC
midfloridaeap.com	12-Aug-2002	Morris Communications, LLC
milepost.info	11-Sep-2001	Morris Communications, LLC
milepost news	23-Jul-2015	Morris Communications, LLC
milwaukee.biz	27-Mar-2002	Morris Communications, LLC
minneapolis.biz	26-Mar-2002	Morris Communications, LLC
minnesotatruss.com	27-May-2004	Morris Communications, LLC
mitoday.com	03-Feb-2003	Morris Communications, LLC
mmn.news	23-Jul-2015	Morris Communications, LLC
monaco.biz	27-Mar-2002	Morris Communications, LLC
moneysavingconnection.com	03-May-2011	Morris Communications, LLC
moneysavingshopper.com	13-May-2011	Morris Communications, LLC
moneysavingshoppers.com	13-May-2011	Morris Communications, LLC
montanaonmymind.info	11-Sep-2001	Morris Communications, LLC
mopress.biz	11-Mar-2003	Morris Communications, LLC
morningsunmedia.com	23-Jan-2002	Morris Communications, LLC
morningsunmedia.net	23-Jan-2002	Morris Communications, LLC
morris-asia.com	17-Nov-2005	Morris Communications, LLC
morris.com	10-Jan-1995	Morris Communications, LLC
morris.news	22-Jul-2015	Morris Communications, LLC
morris.tel	23-Mar-2009	Morris Communications, LLC
morris.travel	06-Feb-2006	Morris Communications, LLC
morris2.com	25-Feb-1999	Morris Communications, LLC
morris2.net	25-Feb-1999	Morris Communications, LLC
morrisbb.com	03-Jun-2009	Morris Communications, LLC
morrisbb.net	03-Jun-2009	Morris Communications, LLC
morrisbb.org	03-Jun-2009	Morris Communications, LLC
morrisbroadband.biz	13-Mar-2009	Morris Communications, LLC
morrisbroadband.com	11-Dec-2008	Morris Communications, LLC
morrisorougound.com	11 Dec 2000	Wierris Communications, LLC

morrisbroadband.info	13-Mar-2009	Morris Communications, LLC
morrisbroadband.mobi	13-Mar-2009	Morris Communications, LLC
morrisbroadband.net	11-Dec-2008	Morris Communications, LLC
morrisbroadband.news	23-Jul-2015	Morris Communications, LLC
morrisbroadband.org	13-Mar-2009	Morris Communications, LLC
morrisbroadband.tv	13-Mar-2009	Morris Communications, LLC
morrisbroadband.xxx	13-Jan-2012	Morris Communications, LLC
morriscable.com	11-Dec-2008	Morris Communications, LLC
morriscable.net	11-Dec-2008	Morris Communications, LLC
morriscd.com	25-Feb-1999	Morris Communications, LLC
morrised.net	25-Feb-1999	Morris Communications, LLC
morriscomm.com	03-Apr-1996	Morris Communications, LLC
morriscommunications.jobs	04-Oct-2005	Morris Communications, LLC
morriscorporatetechnology.com	23-Mar-2012	Morris Communications, LLC
morrisdigital.com	25-Sep-2006	Morris Communications, LLC
morrisdigitalsolutions.co	05-Jan-2011	Morris Communications, LLC
morrisdigitalsolutions.com	04-Jan-2011	Morris Communications, LLC
morrisdigitalsolutions.net	05-Jan-2011	Morris Communications, LLC
morrisdigitalworks.biz	04-Oct-2001	Morris Communications, LLC
morrisdigitalworks.info	11-Sep-2001	Morris Communications, LLC
morrisdigitalworks.net	07-Jan-2000	Morris Communications, LLC
morrisdirect.com	22-Dec-1998	Morris Communications, LLC
morrisevents.com	19-Jan-1999	Morris Communications, LLC
morrisevents.travel	02-Nov-2005	Morris Communications, LLC
	12-May-2005	Morris Communications, LLC
morrisfamily foundation com	26-Jun-2013	Morris Communications, LLC
morrisfamilyfoundation.com	04-Oct-2001	
morrisfoundation.biz morrisfoundation.com	18-Feb-2000	Morris Communications, LLC
		Morris Communications, LLC
morrisfoundation info	11-Sep-2001	Morris Communications, LLC
morrisfoundation.net	18-Feb-2000	Morris Communications, LLC
morrishorizon.com	25-Jul-2003	Morris Communications, LLC
morrisii.com	25-Feb-1999	Morris Communications, LLC
morrisii.net	25-Feb-1999	Morris Communications, LLC
morrisinteractive.com	13-Jan-1999	Morris Communications, LLC
morrisinternet.com	23-Dec-1998	Morris Communications, LLC
morrisinvestments.biz	04-Oct-2001	Morris Communications, LLC
morrisinvestments.com	07-Jan-2000	Morris Communications, LLC
morrisinvestments.info	11-Sep-2001	Morris Communications, LLC
morrisinvestments.net	07-Jan-2000	Morris Communications, LLC
morrismagazines.info	11-Sep-2001	Morris Communications, LLC
morrismagazines.net	25-Feb-1999	Morris Communications, LLC
morrismedia.net	29-Sep-1997	Morris Communications, LLC
morrismediakit.com	06-Jun-2012	Morris Communications, LLC
morrismediakits.com	09-Feb-2012	Morris Communications, LLC
morrismedianetwork.com	29-Aug-2011	Morris Communications, LLC
morrismuseum.biz	04-Oct-2001	Morris Communications, LLC

morrismuseum.info	11-Sep-2001	Morris Communications, LLC
morrisnews.org	18-Mar-2010	Morris Communications, LLC
morrisnewsservice, biz	16-Nov-2001	Morris Communications, LLC
morrisnewsservice.com	25-Feb-1999	Morris Communications, LLC
morrisnewsservice.info	11-Sep-2001	Morris Communications, LLC
morrisnewsservice.net	25-Feb-1999	Morris Communications, LLC
morrisnewswire.com	03-Apr-2013	Morris Communications, LLC
morrisonthemove.com	23-Feb-2012	Morris Communications, LLC
morrisoutdoor.com	23-Dec-1998	Morris Communications, LLC
morrispress.net	25-Feb-1999	Morris Communications, LLC
morrispublishing.net	02-Dec-2003	Morris Communications, LLC
morrispublishinggroup.com	01-Dec-2003	Morris Communications, LLC
morrispublishinggroup.net	02-Dec-2003	Morris Communications, LLC
morrispublishinggroup.news	23-Jul-2015	Morris Communications, LLC
morrisradio.com	23-Jul-2013 23-Dec-1998	Morris Communications, LLC
	24-Jul-2002	Morris Communications, LLC
morrisradioengineering.com		
morrisshoppers.com	23-Dec-1998	Morris Communications, LLC
morrisshoppers.net	25-Feb-1999	Morris Communications, LLC
morrissoftware.com	30-Apr-2004	Morris Communications, LLC
morrissoftware.net	30-Apr-2004	Morris Communications, LLC
morrissuck.com	13-Dec-2006	Morris Communications, LLC
morrissucks.com	13-Dec-2006	Morris Communications, LLC
morristechnicalservices.com	30-Apr-2004	Morris Communications, LLC
morristechnicalservices.net	30-Apr-2004	Morris Communications, LLC
morristechnologyservices.com	30-Apr-2004	Morris Communications, LLC
morristechnologyservices.net	30-Apr-2004	Morris Communications, LLC
morristelemedia.com	25-Feb-1999	Morris Communications, LLC
morristelemedia.net	25-Feb-1999	Morris Communications, LLC
morristransit.net	18-Aug-2004	Morris Communications, LLC
morristravel.travel	02-Nov-2005	Morris Communications, LLC
morristv.com	06-Aug-1999	Morris Communications, LLC
morristv.net	06-Aug-1999	Morris Communications, LLC
morristv.news	23-Jul-2015	Morris Communications, LLC
morristv.xxx	13-Jan-2012	Morris Communications, LLC
morrisventurecapital.co	24-May-2013	Morris Communications, LLC
morrisventurecapital.com	24-May-2013	Morris Communications, LLC
morrisventurecapital.net	24-May-2013	Morris Communications, LLC
morrisventurecapital.org	24-May-2013	Morris Communications, LLC
morrisventures.biz	04-Oct-2001	Morris Communications, LLC
morrisventures.com	07-Jan-2000	Morris Communications, LLC
morrisventures.info	11-Sep-2001	Morris Communications, LLC
morrisventures.net	07-Jan-2000	Morris Communications, LLC
morrisvideo.net	25-Feb-1999	Morris Communications, LLC
morrisvisitor.com	21-Sep-2005	Morris Communications, LLC
morrisvisitorpublications.info	22-Sep-2005	Morris Communications, LLC
morrisvisitorpublications.net	22-Sep-2005	Morris Communications, LLC
morris visitor publications.net	22 Sep 2003	Wioirio Communications, LLC

morrisworks.com	11-Apr-2003	Morris Communications, LLC
morrrisvisitorpubs.com	21-Sep-2005	Morris Communications, LLC
moseslake.info	11-Sep-2001	Morris Communications, LLC
movedirt.net	07-Feb-2007	Morris Communications, LLC
mpg.news	23-Jul-2015	Morris Communications, LLC
msd.news	23-Jul-2015	Morris Communications, LLC
mts-test.com	21-Jun-2006	Morris Communications, LLC
music-editor.com	29-Apr-2002	Morris Communications, LLC
mvpglobal.org	06-Mar-2007	Morris Communications, LLC
myexcursion.com	03-Mar-1999	Morris Communications, LLC
myexcursion.net	05-Mar-1999	Morris Communications, LLC
myspotted.com	20-Jan-2006	Morris Communications, LLC
mytripguide.com	04-Mar-1999	Morris Communications, LLC
mytripguide.net	05-Mar-1999	Morris Communications, LLC
myzeeland.net	22-Aug-2007	Morris Communications, LLC
myzeeland.org	22-Aug-2007	Morris Communications, LLC
nashville.biz	26-Mar-2002	Morris Communications, LLC
nationalbarrelhorseassociation.info	11-Sep-2001	Morris Communications, LLC
nationalbarrelhorseassociaton.info	11-Sep-2001	Morris Communications, LLC
nationalpark.com	16-Feb-1996	Morris Communications, LLC
nbha.info	11-Sep-2001	Morris Communications, LLC
nbha.news	23-Jul-2015	Morris Communications, LLC
nebraskawork.com	14-Nov-2002	Morris Communications, LLC
nebraskaworks.com	14-Nov-2002	Morris Communications, LLC
newhampshire.biz	26-Mar-2002	Morris Communications, LLC
newmediadesigngroup.com	11-May-2000	Morris Communications, LLC
newmediadg.com	11-May-2000	Morris Communications, LLC
news-star.net	09-Feb-2001	Morris Communications, LLC
newsgaming.org	08-Oct-2003	Morris Communications, LLC
newsunderground.com	27-Nov-2001	Morris Communications, LLC
newsunderground.net	27-Nov-2001	Morris Communications, LLC
newton.biz	26-Mar-2002	Morris Communications, LLC
nmt-cdn.com	03-Jun-2014	Morris Communications, LLC
nmt-web.com	06-Mar-2014	Morris Communications, LLC
nmt.news	23-Jul-2015	Morris Communications, LLC
northcarolina.biz	26-Mar-2002	Morris Communications, LLC
northdakota.biz	26-Mar-2002	Morris Communications, LLC
northwestmilepost.info	11-Sep-2001	Morris Communications, LLC
npconsortium.com	09-Feb-2007	Morris Communications, LLC
npconsortium.net	09-Feb-2007	Morris Communications, LLC
npconsortium.org	09-Feb-2007	Morris Communications, LLC
oakland.biz	26-Mar-2002	Morris Communications, LLC
oakridge-tn.com	01-Nov-1999	Morris Communications, LLC
oakridge.biz	27-Mar-2002	Morris Communications, LLC
oakridge.info	11-Sep-2001	Morris Communications, LLC
offthebeatenpath.biz	27-Mar-2002	Morris Communications, LLC

offthebeatenpath.info	11-Sep-2001	Morris Communications, LLC
oilandgas.info	11-Sep-2001	Morris Communications, LLC
okatiesun.info	11-Sep-2001	Morris Communications, LLC
oktopjobs.com	06-Nov-2002	Morris Communications, LLC
omaha.biz	26-Mar-2002	Morris Communications, LLC
onebodyworship.com	26-Jul-2002	Morris Communications, LLC
onesourcefordigital.com	31-Mar-2011	Morris Communications, LLC
orangepark.news	23-Jul-2015	Morris Communications, LLC
orhswildcats.com	01-Jun-2000	Morris Communications, LLC
outdooradvertising.biz	27-Mar-2002	Morris Communications, LLC
outdooradvertising.info	11-Sep-2001	Morris Communications, LLC
outdoorsak.com	07-Sep-2000	Morris Communications, LLC
palmsprings.biz	27-Mar-2002	Morris Communications, LLC
partnersinclimb.info	11-Sep-2001	Morris Communications, LLC
pecan biz	26-Mar-2002	Morris Communications, LLC
pecan.info	11-Sep-2001	Morris Communications, LLC
pecangiftbaskets.com	02-Apr-2010	Morris Communications, LLC
pecangifttins.com	02-Apr-2010	Morris Communications, LLC
pecans.info	11-Sep-2001	Morris Communications, LLC
pedlar.info	11-Sep-2001	Morris Communications, LLC
pelicantransport.net	09-Feb-2004	Morris Communications, LLC
peninsulaclarion.info	11-Sep-2001	Morris Communications, LLC
pequotlakes.info	11-Sep-2001	Morris Communications, LLC
perfectwhitedress.info	11-Sep-2001	Morris Communications, LLC
philadelphia.biz	27-Mar-2002	Morris Communications, LLC
phonedailydeals.com	24-Jan-2011	Morris Communications, LLC
pineriver biz	16-Nov-2001	Morris Communications, LLC
pineriver.info	11-Sep-2001	Morris Communications, LLC
pineriverjournal.biz	16-Nov-2001	Morris Communications, LLC
pineriverjournal.info	11-Sep-2001	Morris Communications, LLC
pinewoodcare.com	31-Jan-2002	Morris Communications, LLC
pittsburg.biz	26-Mar-2002	Morris Communications, LLC
pittsburgelassifieds.com	14-Apr-1998	Morris Communications, LLC
pittsburgwork.com	14-Nov-2002	Morris Communications, LLC
pittsburgworks.com	14-Nov-2002	Morris Communications, LLC
placestostay.info	13-Jul-2002	Morris Communications, LLC
plattevalleyliving.com	16-Jun-2004	Morris Communications, LLC
pokethat.com	07-Nov-2007	Morris Communications, LLC
politicsunzipped.com	30-Oct-2007	Morris Communications, LLC
polkrealestate.com	27-Jan-1999	Morris Communications, LLC
polkthat.com	02-Oct-2007	Morris Communications, LLC
	02-0ct-2007 05-Sep-2007	Morris Communications, LLC
popoutproducts.net	200000000000000000000000000000000000000	
popoutproducts.org	05-Sep-2007	Morris Communications, LLC
portland.biz	27-Mar-2002	Morris Communications, LLC
premierhomedirectory.com	04-May-2004	Morris Communications, LLC
prepzone.info	11-Sep-2001	Morris Communications, LLC

productbrochure.com	28-Jun-1999	Morris Communications, LLC
productbrochure.net	28-Jun-1999	Morris Communications, LLC
productbrochures.com	28-Jun-1999	Morris Communications, LLC
productbrochures.net	28-Jun-1999	Morris Communications, LLC
qualitysealcoat.com	05-Nov-2001	Morris Communications, LLC
quarterhorse.news	23-Jul-2015	Morris Communications, LLC
quarterhorsenews.info	11-Sep-2001	Morris Communications, LLC
quickescapes.biz	27-Mar-2002	Morris Communications, LLC
quickescapes.info	11-Sep-2001	Morris Communications, LLC
radionetworks.info	11-Sep-2001	Morris Communications, LLC
radioshackdealerbaxter.com	20-Apr-2006	Morris Communications, LLC
rafterdbuckingstock.com	10-Jan-2002	Morris Communications, LLC
recommendedcountryinns.info	11-Sep-2001	Morris Communications, LLC
redraiderfan.info	11-Sep-2001	Morris Communications, LLC
redraiders.info	11-Sep-2001	Morris Communications, LLC
reidchurch.com	21-Feb-2000	Morris Communications, LLC
reidchurch.net	21-Feb-2000	Morris Communications, LLC
retirementguide.com	04-Sep-1997	Morris Communications, LLC
rfdnews.com	04-Mar-1999	Morris Communications, LLC
ridgeland.biz	27-Mar-2002	Morris Communications, LLC
ridgeland.info	11-Sep-2001	Morris Communications, LLC
riviera.biz	27-Mar-2002	Morris Communications, LLC
roar.us	24-Apr-2002	Morris Communications, LLC
romanticdaysandnights.info	11-Sep-2001	Morris Communications, LLC
rubybaboon.com	12-Jul-2006	Morris Communications, LLC
rumbleideas.com	13-Jan-2006	Morris Communications, LLC
rv-lifestyle.com	07-Apr-2003	Morris Communications, LLC
sanfrancisco.biz	27-Mar-2002	Morris Communications, LLC
sanfranciso.info	11-Sep-2001	Morris Communications, LLC
santaciso.mo	22-Jun-2000	Morris Communications, LLC
santacangon.net	22-Jun-2000	Morris Communications, LLC
sar-cdn.com	08-Aug-2011	Morris Communications, LLC
	03-Oct-2006	
saturdayatthehipp.com	03-Oct-2006	Morris Communications, LLC
saturdayatthehipp.net		Morris Communications, LLC
saturdayatthehipp.org	03-Oct-2006	Morris Communications, LLC
sav-cdn.com	08-Aug-2011	Morris Communications, LLC
savannah.biz	27-Mar-2002	Morris Communications, LLC
savannahmag.us	24-May-2006	Morris Communications, LLC
savannahmagazine.info	11-Sep-2001	Morris Communications, LLC
savannahmagazine.org	24-May-2006	Morris Communications, LLC
savannahmagazine.us	24-May-2006	Morris Communications, LLC
savannahmorningnews.info	11-Sep-2001	Morris Communications, LLC
savannahpecans.com	02-Apr-2010	Morris Communications, LLC
savannahtoday.com	10-May-2001	Morris Communications, LLC
savvycivics.com	13-Sep-2013	Morris Communications, LLC
savvyprintcoupons.com	08-Feb-2011	Morris Communications, LLC

savvytraveler.info	13-Jul-2002 Morris Communications, LLC
scenicdriving.com	04-Aug-1999 Morris Communications, LLC
scilab.com	12-Sep-1995 Morris Communications, LLC
seafoodswordsandmore.com	04-Jun-2003 Morris Communications, LLC
searchmorris.com	16-Jan-2009 Morris Communications, LLC
searchreengagement.com	07-Aug-2012 Morris Communications, LLC
secathletics.com	16-Mar-1999 Morris Communications, LLC
secfanatic.com	22-Feb-1999 Morris Communications, LLC
sekautos.com	23-Apr-2001 Morris Communications, LLC
sekfans.com	25-Sep-2007 Morris Communications, LLC
sekfans.net	25-Sep-2007 Morris Communications, LLC
sellitthere.com	30-Apr-2007 Morris Communications, LLC
seniorliving.info	11-Sep-2001 Morris Communications, LLC
servicemaster-retka.com	16-Jan-2007 Morris Communications, LLC
sevierville.biz	26-Mar-2002 Morris Communications, LLC
sevierville.info	11-Sep-2001 Morris Communications, LLC
sharemyalbuquerque.com	13-Dec-2012 Morris Communications, LLC
sharemyanaheim.com	13-Dec-2012 Morris Communications, LLC
sharemyanchorage.com	13-Dec-2012 Morris Communications, LLC
sharemyarlington.com	13-Dec-2012 Morris Communications, LLC
sharemyatlanta.com	13-Dec-2012 Morris Communications, LLC
sharemyaurora.com	13-Dec-2012 Morris Communications, LLC
sharemyaustin.com	13-Dec-2012 Morris Communications, LLC
sharemybakersfield.com	13-Dec-2012 Morris Communications, LLC
sharemybaltimore.com	13-Dec-2012 Morris Communications, LLC
sharemybatonrouge.com	13-Dec-2012 Morris Communications, LLC
sharemybirmingham.com	13-Dec-2012 Morris Communications, LLC
sharemybuffalo.com	13-Dec-2012 Morris Communications, LLC
sharemychandler.com	13-Dec-2012 Morris Communications, LLC
sharemycharlotte.com	13-Dec-2012 Morris Communications, LLC
sharemychesapeake.com	13-Dec-2012 Morris Communications, LLC
sharemychulavista.com	13-Dec-2012 Morris Communications, LLC
sharemycincinnati.com	13-Dec-2012 Morris Communications, LLC
sharemycity.com	09-Feb-2012 Morris Communications, LLC
sharemycityboston.com	14-Dec-2012 Morris Communications, LLC
sharemycitychicago.com	14-Dec-2012 Morris Communications, LLC
sharemycityreno.com	14-Dec-2012 Morris Communications, LLC
sharemycleveland.com	13-Dec-2012 Morris Communications, LLC
sharemycoloradosprings.com	13-Dec-2012 Morris Communications, LLC
sharemycolumbus.com	13-Dec-2012 Morris Communications, LLC
sharemycorpuschristi.com	13-Dec-2012 Morris Communications, LLC
sharemydallas.com	13-Dec-2012 Morris Communications, LLC
sharemydenver.com	13-Dec-2012 Morris Communications, LLC
sharemydetroit.com	13-Dec-2012 Morris Communications, LLC
sharemydurham.com	13-Dec-2012 Morris Communications, LLC
sharemyelpaso.com	13-Dec-2012 Morris Communications, LLC
onaronij cipaoo.com	15 Dec 2012 Months Communications, EDC

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sharemyfortwayne.com	13-Dec-2012 Morris Communications, LLC 13-Dec-2012 Morris Communications, LLC
sharemyfortworth.com sharemyfremont.com	13-Dec-2012 Morris Communications, LLC 13-Dec-2012 Morris Communications, LLC
sharemyfresno.com	
sharemygarland.com	13-Dec-2012 Morris Communications, LLC
sharemygilbert.com	13-Dec-2012 Morris Communications, LLC
sharemyglendale.com	13-Dec-2012 Morris Communications, LLC
sharemygreensboro.com	13-Dec-2012 Morris Communications, LLC
sharemyhenderson.com	13-Dec-2012 Morris Communications, LLC
sharemyhialeah.com	13-Dec-2012 Morris Communications, LLC
sharemyhonolulu.com	13-Dec-2012 Morris Communications, LLC
sharemyhouston.com	13-Dec-2012 Morris Communications, LLC
sharemyindianapolis.com	13-Dec-2012 Morris Communications, LLC
sharemyirvine.com	13-Dec-2012 Morris Communications, LLC
sharemyirving.com	13-Dec-2012 Morris Communications, LLC
sharemyjerseycity.com	13-Dec-2012 Morris Communications, LLC
sharemykansascity.com	13-Dec-2012 Morris Communications, LLC
sharemylaredo.com	13-Dec-2012 Morris Communications, LLC
sharemylasvegas.com	13-Dec-2012 Morris Communications, LLC
sharemylexington.com	13-Dec-2012 Morris Communications, LLC
sharemylincoln.com	13-Dec-2012 Morris Communications, LLC
sharemylongbeach.com	13-Dec-2012 Morris Communications, LLC
sharemylouisville.com	13-Dec-2012 Morris Communications, LLC
sharemymadison.com	13-Dec-2012 Morris Communications, LLC
sharemymemphis.com	13-Dec-2012 Morris Communications, LLC
sharemymesa.com	13-Dec-2012 Morris Communications, LLC
sharemymiami.com	13-Dec-2012 Morris Communications, LLC
sharemymilwaukee.com	13-Dec-2012 Morris Communications, LLC
sharemyminneapolis.com	13-Dec-2012 Morris Communications, LLC
sharemynashville.com	13-Dec-2012 Morris Communications, LLC
sharemynewark.com	13-Dec-2012 Morris Communications, LLC
sharemyneworleans.com	13-Dec-2012 Morris Communications, LLC
sharemynewyork.com	13-Dec-2012 Morris Communications, LLC
sharemynorfolk.com	13-Dec-2012 Morris Communications, LLC
sharemynorthlasvegas.com	13-Dec-2012 Morris Communications, LLC
sharemyoakland.com	13-Dec-2012 Morris Communications, LLC
sharemyoklahomacity.com	13-Dec-2012 Morris Communications, LLC
sharemyomaha.com	13-Dec-2012 Morris Communications, LLC
sharemyorlando.com	13-Dec-2012 Morris Communications, LLC
sharemyphiladelphia.com	13-Dec-2012 Morris Communications, LLC
sharemyphoenix.com	13-Dec-2012 Morris Communications, LLC
sharemypittsburgh.com	13-Dec-2012 Morris Communications, LLC
sharemyplano.com	13-Dec-2012 Morris Communications, LLC
sharemyportland.com	13-Dec-2012 Morris Communications, LLC
sharemyraleigh.com	13-Dec-2012 Morris Communications, LLC
sharemyriverside.com	13-Dec-2012 Morris Communications, LLC
Sharemy it verside.com	15 Dec 2012 Months Communications, ELC

sharemyrochester.com	13-Dec-2012 Morris Co	mmunications, LLC
sharemysaintlouis.com		mmunications, LLC
sharemysaintpaul.com		mmunications, LLC
		mmunications, LLC
sharemysaintpetersburg.com		
sharemysanantonio.com		mmunications, LLC
sharemysanbernardino.com		mmunications, LLC
sharemysandiego.com		mmunications, LLC
sharemysanfrancisco.com		mmunications, LLC
sharemysanjose.com		mmunications, LLC
sharemysantaana.com		mmunications, LLC
sharemyscottsdale.com	13-Dec-2012 Morris Co	mmunications, LLC
sharemyseattle.com	13-Dec-2012 Morris Co	mmunications, LLC
sharemystockton.com	13-Dec-2012 Morris Co	mmunications, LLC
sharemytampa.com	13-Dec-2012 Morris Co	mmunications, LLC
sharemytoledo.com	13-Dec-2012 Morris Co	mmunications, LLC
sharemytucson.com		mmunications, LLC
sharemytulsa.com		mmunications, LLC
sharemyvirginiabeach.com		mmunications, LLC
sharemywashington.com		mmunications, LLC
sharemywichita.com		mmunications, LLC
sharemywinstonsalem.com		mmunications, LLC
shawnee.info		mmunications, LLC
shawneeautohound.com		mmunications, LLC
shawneeclassifieds.com		mmunications, LLC
		mmunications, LLC
shawneemagazine.com		
shawneepride.com		mmunications, LLC
shesok.com		mmunications, LLC
shippedtoyou.com		mmunications, LLC
shopoakridge.com		mmunications, LLC
shopshawnee.com		mmunications, LLC
shoreleavecountry.com		mmunications, LLC
shortbikerides.info		mmunications, LLC
shout2you.com		mmunications, LLC
sitereengagement.com	07-Aug-2012 Morris Co	mmunications, LLC
siteweaver.com	26-Feb-1999 Morris Co	mmunications, LLC
siteweaver.info	11-Sep-2001 Morris Co	mmunications, LLC
skirt.news	23-Jul-2015 Morris Co	mmunications, LLC
skirtaspen.com	20-Apr-2009 Morris Co	mmunications, LLC
skirtathens.com	06-Feb-2004 Morris Co	mmunications, LLC
skirtatlanta.com	06-Feb-2004 Morris Co	mmunications, LLC
skirtcharleston.com	06-Feb-2004 Morris Co	mmunications, LLC
skirtcharlotte.com		mmunications, LLC
skirtjacksonville.com		mmunications, LLC
skirtlubbock.com		mmunications, LLC
skirtmagazinesucks.com		mmunications, LLC
skirtmagazinesux.com		mmunications, LLC
SKII (IIIuguzinosux.com	30 Apr 2000 Monts Co	minumouno, DDC

skirtmagsucks.com	30-Apr-2008	Morris Communications, LLC
skirtmagsux.com	30-Apr-2008	Morris Communications, LLC
skirtorlando.com	06-Feb-2004	Morris Communications, LLC
skirtsavannah.com	06-Feb-2004	Morris Communications, LLC
skirtssuck.com	30-Apr-2008	Morris Communications, LLC
skirtssux.com	30-Apr-2008	Morris Communications, LLC
skirtsux.com	30-Apr-2008	Morris Communications, LLC
skirtwinston-salem.com	13-May-2008	Morris Communications, LLC
skyrti.com	30-Apr-2008	Morris Communications, LLC
smartmoneysavers.com	06-May-2011	Morris Communications, LLC
smartshoppingsaver.com	13-May-2011	Morris Communications, LLC
	20-Feb-1999	Morris Communications, LLC
smarttarget.com		Morris Communications, LLC
smarttarget.info	11-Sep-2001	
smarttargetmarketing.com	09-Jul-1999	Morris Communications, LLC
smarttargetmarketing.net	09-Jul-1999	Morris Communications, LLC
smarttargets.info	11-Sep-2001	Morris Communications, LLC
soldotna.info	11-Sep-2001	Morris Communications, LLC
souloftherhino.com	06-Sep-2007	Morris Communications, LLC
southeastjobfair.com	19-May-2011	Morris Communications, LLC
southeaststartup.com	16-Jan-2008	Morris Communications, LLC
southerncoffee.net	18-Mar-2002	Morris Communications, LLC
spartanburg.biz	26-Mar-2002	Morris Communications, LLC
spottedalaska.com	08-May-2006	Morris Communications, LLC
spottedinardmore.com	09-Jun-2005	Morris Communications, LLC
squaremeal.net	22-Mar-1999	Morris Communications, LLC
stables.info	13-Jul-2002	Morris Communications, LLC
statesboro.news	23-Jul-2015	Morris Communications, LLC
statsoverload.com	31-May-2000	Morris Communications, LLC
stauffergold.com	19-Jan-1996	Morris Communications, LLC
staugustine.biz	27-Mar-2002	Morris Communications, LLC
stlouis.biz	27-Mar-2002	Morris Communications, LLC
stormsafeshelters.net	24-Mar-2003	Morris Communications, LLC
stpaul.biz	26-Mar-2002	Morris Communications, LLC
stpaul.info	11-Sep-2001	Morris Communications, LLC
stpetersburg.info	11-Sep-2001	Morris Communications, LLC
strategicshoppers.com	13-May-2011	Morris Communications, LLC
summerdailydeals.com	24-Jan-2011	Morris Communications, LLC
surfnebraska.com	19-Jan-2000	Morris Communications, LLC
surfpalmcoast.com	07-Jan-2009	Morris Communications, LLC
surfstjohns.com	07-Jan-2009	Morris Communications, LLC
suristjonis.com susie.morris.name	09-Jan-2002	Morris Communications, LLC
	21-Feb-2002	
suzie.baker.name		Morris Communications, LLC
sylvania.news	23-Jul-2015	Morris Communications, LLC
sylvaniapecans.com	02-Apr-2010	Morris Communications, LLC
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hiltonheadnow.com		avannah Morning News
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palmcoastnn.com 19-May-2008 St. Augustine Record palmcoastsun.com 23-Jan-2007 St. Augustine Record putnamsun.com 23-Jan-2007 St. Augustine Record recordbridalfair.com 15-Aug-2001 St. Augustine Record shoresadvocate.com 27-Feb-2003 St. Augustine Record spottedinstaugustine.com 18-Feb-2004 St. Augustine Record staughistoryandhauntings.com 08-Aug-2005 St. Augustine Record staugustine.dating 16-Oct-2015 St. Augustine Record staugustine.travel 25-Oct-2010 St. Augustine Record staugustine4kids.com 27-Jun-2002 St. Augustine Record staugustineblog.com 18-Mar-2006 St. Augustine Record staugustinebooked.com 07-Mar-2012 St. Augustine Record staugustinebookings.com 07-Mar-2012 St. Augustine Record staugustinebookings.com 07-Mar-2012 St. Augustine Record staugustinecarsforsale.com 24-May-2010 St. Augustine Record St. Augustine Record Staugustinecouponsite.com 28-Feb-2011 St. Augustine Record			
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staugustinebookings.com07-Mar-2012St. Augustine Recordstaugustinecarsforsale.com24-May-2010St. Augustine Recordstaugustinecouponsite.com28-Feb-2011St. Augustine Record			
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staugustinecouponsite.com 28-Feb-2011 St. Augustine Record			
staugustinecouponsonline.com 28-Feb-2011 St. Augustine Record			
C 1	staugustinecouponsonline.com	28-reb-2011	St. Augustine Record

staugustinedeals.com	12-Oct-2010	St. Augustine Record
staugustinedigital.com	25-Jan-2017	St. Augustine Record
staugustinedigitalmarketing.com	25-Jan-2017	St. Augustine Record
staugustineflnews.org	18-Mar-2010	St. Augustine Record
staugustinejobmatch.com	07-Mar-2002	St. Augustine Record
staugustinemediagroup.com	25-Jun-2008	St. Augustine Record
staugustinenewcars.com	24-May-2010	St. Augustine Record
staugustinerecord.org	23-Apr-2002	St. Augustine Record
	03-Mar-2011	
staugustinesavvyshopper.com	14-Nov-2002	St. Augustine Record
staugustinework.com		St. Augustine Record
staugustineworks.com	14-Nov-2002	St. Augustine Record
stjohnshomeshow.com	15-Aug-2001	St. Augustine Record
wethinkpinkinstaugustine.com	04-Mar-2010	St. Augustine Record
windjammercondo.com	27-Feb-2001	St. Augustine Record
winitishmelodiesntime.com	07-Feb-2003	St. Augustine Record
wvgcj.com	10-Jan-2007	St. Augustine Record
yourstaugustine.com	27-Feb-2003	St. Augustine Record
cabinbusiness.com	15-Jan-2009	The Cabin Conway AR
conway.dating	16-Oct-2015	The Cabin Conway AR
conwaybooked.com	07-Mar-2012	The Cabin Conway AR
conwaybookings.com	07-Mar-2012	The Cabin Conway AR
conwaybusiness.com	29-Oct-1997	The Cabin Conway AR
conwaycarsforsale.com	24-May-2010	The Cabin Conway AR
conwaydigital.com	25-Jan-2017	The Cabin Conway AR
conwaydigitalmarketing.com	25-Jan-2017	The Cabin Conway AR
conwaydining.com	21-Dec-2000	The Cabin Conway AR
conwaynewcars.com	24-May-2010	The Cabin Conway AR
conwaynews.org	18-Mar-2010	The Cabin Conway AR
conwaysavvyshopper.com	03-Mar-2011	The Cabin Conway AR
digitalair.tv	15-Oct-2015	The Cabin Conway AR
digitalairadvertising.com	15-Oct-2015	The Cabin Conway AR
faulknercountyliving.com	17-Oct-2002	The Cabin Conway AR
wampuscats.com	16-Feb-2000	The Cabin Conway AR
60milesofadventure.com	26-May-2006	Topeka Capital Journal
785wedding.com	22-Jun-2016	Topeka Capital Journal
785weddings.com	22-Jun-2016	Topeka Capital Journal
anonymoustopekans.com	14-Sep-2016	Topeka Capital Journal
athometopeka.com	02-Apr-2001	Topeka Capital Journal
big12.info	05-Jun-2002	Topeka Capital Journal
big12.net	12-Nov-1996	Topeka Capital Journal
bonusbucksdirect.com	26-May-2006	Topeka Capital Journal
bonusbuckstopekaonline.com	26-May-2006	Topeka Capital Journal
cjosearch.com	24-Jun-2002	Topeka Capital Journal
farmandauction.com	23-Feb-2000	Topeka Capital Journal
fiestatopeka.com	03-Jun-2002	Topeka Capital Journal
fiestatopeka.org	03-Jun-2002	Topeka Capital Journal
пеншорски.огд	03 Jun-2002	Topoka Capitai Journai

foodandflicksonline.com	20-Feb-2008	Topeka Capital Journal
hersmagazine.com	05-Jun-2002	Topeka Capital Journal
ishopkansas.com - Dead Site	12-Nov-1999	Topeka Capital Journal
ishoplawrence.com	12-Nov-1999	Topeka Capital Journal
ishopmanhattan.com	12-Nov-1999	Topeka Capital Journal
ishoptopeka.com - Dead site	07-Oct-1999	Topeka Capital Journal
kansasag.com	21-Jul-1999	Topeka Capital Journal
kansasag.net	21-Jul-1999	Topeka Capital Journal
kansasagriculturenetwork.com	20-Jan-2010	Topeka Capital Journal
kansashighschoolscoreboardshow.com	20-Jan-2010	Topeka Capital Journal
kcflooringsystems.com	26-Mar-2001	Topeka Capital Journal
ksgovernment.com	04-Jan-2001	Topeka Capital Journal
kswellness.com	22-Aug-2002	Topeka Capital Journal
makemommahappy.com	04-Oct-2002	Topeka Capital Journal
makepapahappy.com	26-May-2006	Topeka Capital Journal
manhattanhomefinder.com	13-Mar-2001	Topeka Capital Journal
midwestfarming.com	24-Apr-2000	Topeka Capital Journal
midwestracing.info - Dead site	06-Feb-2002	Topeka Capital Journal
mykansanweddings.com	18-Oct-2016	Topeka Capital Journal
mytopekaworks.com	26-Aug-2008	Topeka Capital Journal
rentahometopeka.com	20-Mar-2015	Topeka Capital Journal
shawneecountylegals.com	06-Jan-2003	Topeka Capital Journal
shopkansascars.com	01-Dec-2000	Topeka Capital Journal
•	16-Oct-2015	
topeka.dating		Topeka Capital Journal
topekaanonymous.com	14-Sep-2016	Topeka Capital Journal
topekaarchive.com	01-Apr-2004	Topeka Capital Journal
topekaarchives.com	01-Apr-2004	Topeka Capital Journal
topekabooked.com	07-Mar-2012	Topeka Capital Journal
topekabookings.com	07-Mar-2012	Topeka Capital Journal
topekaburgersandbeer.com	30-May-2017	Topeka Capital Journal
topekaburgersandbeers.com	30-May-2017	Topeka Capital Journal
topekaburgersandbrew.com	30-May-2017	Topeka Capital Journal
topekaburgersandbrews.com	30-May-2017	Topeka Capital Journal
topekacalendar.com	07-May-2001	Topeka Capital Journal
topekacarsforsale.com	24-May-2010	Topeka Capital Journal
topekadigital.com	25-Jan-2017	Topeka Capital Journal
topekadirect.com	26-May-2006	Topeka Capital Journal
topekahomevalues.com	29-Oct-2003	Topeka Capital Journal
topekalegals.com	13-Jan-2003	Topeka Capital Journal
topekamagazine.com	22-Mar-2001	Topeka Capital Journal
topekamagazine.net	22-Mar-2001	Topeka Capital Journal
topekamedia.com	08-Oct-2012	Topeka Capital Journal
topekanewcars.com	24-May-2010	Topeka Capital Journal
topekanews.org	18-Mar-2010	Topeka Capital Journal
topekaprepzone.com	28-Jul-2016	Topeka Capital Journal
topekasavvyshopper.com	03-Mar-2011	Topeka Capital Journal

topekasports.org	02-Sep-2003	Topeka Capital Journal
topekaunderground.com	14-Sep-2016	Topeka Capital Journal
topekaundergroundbunker.com	14-Sep-2016	Topeka Capital Journal
topekaworks.com	04-Feb-2010	Topeka Capital Journal
wethinkpinkintopeka.com	04-Mar-2010	Topeka Capital Journal
wildcatnetwork.com	30-Jul-1999	Topeka Capital Journal
wingsovertopeka.com	07-May-2001	Topeka Capital Journal

# 8. Excluded Contracts:

Document Name	Dated	Party 1	Party 2
			Morris Publishing Group,
Agreement for Services	9/30/16	Borrell Associates Inc.	LLC
			Morris Publishing Group,
			LLC and Morris
		NIIT Media Technologies,	Communications Company,
Master Services Agreement	9/27/16	LLC	LLC
SAP	TBD		
Marketing Services			Morris Publishing Group,
Agreement	3/15/16	LEAP Media Solutions, LLC	LLC
			Morris Publishing Group,
Master Services Agreement	9/1/16	Miles 33 International, LLC	LLC

- 9. 2006 Jeep Grand Cherokee Limited having VIN 1J8HR58276C146858, used in the Alaska market
- 10. [Certain Georgia leased vehicles not primarily used in connection with the Publications to be determined]

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### SCHEDULE 3.11

# **Intellectual Property**

# Any and all rights to Main Street Digital

**Patents** 

None

**Copyrights** 

None

## **ALASKA**

# **Core Digital Assets**

Category The Homer News,

Peninsula Clarion

Juneau Empire

Market Name "Anchorage, Alaska"

"Kenai, Alaska" "Juneau, Alaska"

Umbrella Brand Name

Chronicle Media Alaska Media Partners

Alaska Media Partners

Web Site chroniclemedia.com

http://alaskamediapartners.com http://alaskamediapartners.com

Digital Brand Name The Homer News

Peninsula Clarion

Juneau Empire

Print Product Name The Homer News

Peninsula Clarion Juneau Empire

Web Site 2 http://homernews.com

http://peninsulaclarion.com http://juneauempire.com

http://twitter.com/Homer\_News

http://twitter.com/pClarion

http://twitter.com/JuneauEmpire

Facebook http://www.facebook.com/pages/Homer-News/143584662338822

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**Twitter** 

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http://www.facebook.com/peninsulaclarion

http://www.facebook.com/juneauempire

Linked In http://www.linkedin.com/company/712786

http://www.linkedin.com/company/1889114

Wikipedia http://en.wikipedia.org/wiki/Homer\_News

http://en.wikipedia.org/wiki/Peninsula\_Clarion

http://en.wikipedia.org/wiki/Juneau\_Empire\

YouTube https://www.youtube.com/user/PeninsulaClarion1

https://www.youtube.com/user/TheJuneauEmpire

Instagram https://www.instagram.com/pclarion/

https://www.instagram.com/juneauempire/

### **CONWAY, ARKANSAS**

# **Core Digital Assets**

Category Log Cabin Democrat

Market Name "Conway, Arkansas"

Umbrella Brand Name Log Cabin Media

Web Site

Digital Brand NameLog Cabin DemocratPrint Product NameLog Cabin DemocratWeb Site 2http://thecabin.net

Twitter http://twitter.com/lcdonline

Facebookhttp://www.facebook.com/LogCabinDemocratLinked Inhttp://www.linkedin.com/company/1991863

Wikipedia http://en.wikipedia.org/wiki/Log Cabin Democrat

YouTube https://www.youtube.com/user/LCDOnline Instagram https://www.instagram.com/lcdonline/

### ATHENS, GA

# **Core Digital Assets**

Category Athens Banner-Herald

Market Name "Athens, Georgia"

Umbrella Brand Name ABH Media

Web Site http://abhmedia.com
Digital Brand Name Athens Banner-Herald
Print Product Name Athens Banner-Herald
Web Site 2 http://onlineathens.com

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**Twitter** http://twitter.com/onlineathens

**Facebook** http://www.facebook.com/abh2gofan http://www.linkedin.com/company/58045 Linked In

http://en.wikipedia.org/wiki/Athens\_Banner-

Herald Wikipedia

Other http://www.linkedin.com/groups?gid=2178040 YouTube https://www.youtube.com/user/abhsports **Pinterest** https://www.pinterest.com/onlineathens Instagram https://www.instagram.com/onlineathens/

**Instagram 2** https://www.instagram.com/onlineathens\_com/

### **AUGUSTA, GA**

### **Core Digital Assets**

The Augusta Chronicle Category **Market Name** "Augusta, Georgia" **Umbrella Brand Name** Chronicle Media

Web Site http://chroniclemedia.com

**Digital Brand Name** Augusta Chronicle **Print Product Name** The Augusta Chronicle Web Site 2 http://augustachronicle.com

**Twitter** http://twitter.com/AUG Chronicle

http://www.facebook.com/TheAugustaChronicle **Facebook** 

http://www.linkedin.com/company/25921 Linked In

http://en.wikipedia.org/wiki/The\_Augusta\_Chronicle Wikipedia YouTube https://www.youtube.com/user/AugustaChronicleTV

**Pinterest** https://www.pinterest.com/augchronicle https://www.instagram.com/aug\_chronicle/ Instagram

### SAVANNAH, GA

### **Core Digital Assets**

Category Savannah Morning News **Market Name** "Savannah, Georgia" **Umbrella Brand Name** Morning News Media

Web Site http://morningnewsmedia.com **Digital Brand Name** Savannah Morning News **Print Product Name** Savannah Morning News Web Site 2 http://savannahnow.com

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TRADEMARK 000131 REEL: 006222 FRAME: 0418 Twitter http://twitter.com/SavannahNow

Facebook http://www.facebook.com/SavannahMorningNews

Linked In http://www.linkedin.com/company/20301

http://en.wikipedia.org/wiki/Athens\_Banner-

Wikipedia Herald

YouTube https://www.youtube.com/user/savmorningnews

Pinterest https://www.pinterest.com/savannahnow Instagram https://www.instagram.com/savannahnow/

### JACKSONVILLE, FL

### **Core Digital Assets**

CategoryFlorida Times UnionMarket Name"Jacksonville, Florida"Umbrella Brand NameTimes-Union Media

Web Site http://timesunionmedia.com

Digital Brand Name
Print Product Name
Web Site 2

Twitter

Jacksonville.com
Florida Times Union
http://jacksonville.com

Twitter http://twitter.com/jaxdotcom

**Facebook** http://www.facebook.com/FLTimesUnion **Linked In** http://www.linkedin.com/company/166371

http://en.wikipedia.org/wiki/The\_Florida\_Times-

Wikipedia Union

YouTube https://www.youtube.com/user/jaxdotcom Instagram https://www.instagram.com/jaxdotcom/

### ST. AUGUSTINE, FL

### **Core Digital Assets**

Category St. Augustine Record

Market Name "St. Augustine, Florida"

Umbrella Brand Name St. Augustine Media

Web Site

Digital Brand Name
Print Product Name
St. Augustine Record
St. Augustine Record
http://staugustine.com

Twitter http://twitter.com/staugrecord

Facebookhttp://www.facebook.com/StAugustineRecordLinked Inhttp://www.linkedin.com/company/1587731

Wikipedia http://en.wikipedia.org/wiki/The\_St.\_Augustine\_Record

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YouTube https://www.youtube.com/user/StAugustineRecord

**Pinterest** https://www.pinterest.com/staugrecord

https://www.instagram.com/staugustinerecord/ Instagram

### TOPEKA, KS

### **Core Digital Assets**

**Category** The Topeka Capital-Journal

Market Name "Topeka, Kansas"

**Umbrella Brand Name** C-J Media

Web Site http://c-jmedia.com

**Digital Brand Name** C-J Online

**Print Product Name** The Topeka Capital-Journal

Web Site 2 http://cjonline.com

**Twitter** http://twitter.com/CJOnline

http://www.facebook.com/TopekaCapitalJournal **Facebook** 

http://www.linkedin.com/company/66162 Linked In

http://en.wikipedia.org/wiki/The\_Topeka\_Capital-

Wikipedia Journal

YouTube https://www.youtube.com/user/CJOnlineMedia

**Pinterest** https://www.pinterest.com/tcjmedia

https://www.instagram.com/savannahnow/ Instagram

### **AMARILLO, TX**

### **Core Digital Assets**

Amarillo Globe-News Category **Market Name** "Amarillo, Texas" **Umbrella Brand Name** AGN Media

Web Site http://agnmedia.com

**Digital Brand Name** Amarillo.com

**Print Product Name** Amarillo Globe-News Web Site 2 http://amarillo.com

**Twitter** http://twitter.com/amarilloglobe

http://www.facebook.com/amarilloglobenews **Facebook** http://www.linkedin.com/company/1343693 Linked In http://en.wikipedia.org/wiki/Amarillo\_Globe-

**Wikipedia** News

YouTube

**Pinterest** https://www.pinterest.com/amarilloglobe https://www.instagram.com/amarilloglobe/ **Instagram** 

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### LUBBOCK, TX

# **Core Digital Assets**

Category Lubbock Avalanche Journal

Market Name "Lubbock, Texas"

**Umbrella Brand Name** A-J Media

Web Site http://ajmedia.com

Digital Brand NameLubbock Avalanche JournalPrint Product NameLubbock Avalanche JournalWeb Site 2http://lubbockonline.com

Twitter http://twitter.com/lubbockonline

http://www.facebook.com/pages/Avalanche-

Facebook Journal/95690719813

Linked In http://www.linkedin.com/company/47213

Wikipedia http://en.wikipedia.org/wiki/Lubbock\_Avalanche-Journal

YouTube https://www.youtube.com/user/LubbockAJ
Pinterest https://www.pinterest.com/lajmarketing
Instagram https://www.instagram.com/lubbockajmedia/

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TRADEMARK 000134
REEL: 006222 FRAME: 0421

# <u>Trademarks:</u>

86095504 4	78564675 3	85721632 4	77004520 3	85959769 4	85672882 4	85690232 4	85705347 4	75706997 2	76464018 2	77112095 3	77377221 3	77381910 3	85549559 4	Serial Number
4643676	3102230	4405787	3270422	4484275	4308301	4382583	4374927	2315120	2790740	3323567	3488376	3488494	4409454	Reg. Number
SUNDAY FYI	BLUFFTON TODAY	BEST OF BLUFFTON	ATHENSAUTOFINDER.COM	ATHENSAUTOFINDER.COM	THE LLANO ESTACADO	BEST OF LUBBOCK	BEST OF ST. AUGUSTINE	COASTAL SENIOR	ECO LATINO	MY CLAY SUN	MANDARIN SUN	ST. JOHNS SUN	THE SUN TODAY	Word Mark
Savannah, Georgia	Savannah/bluffton	Savannah/bluffton	Athens	Athens	Lubbock	Lubbock"	St. Augustine	savannah/bluffton	Jacksonville	Jacksonville	Jacksonville	Jacksonville	Savannah/bluffton	Market Name

TRADEMARK REEL: 006222 FRAME: 0422

# **Domains:**

BOND NAME		BUSINESS UNIT
373-sell.com	18-Feb-2004	Amarillo Globe-News
373sell.com	18-Feb-2004	Amarillo Globe-News
806-373-sell.com	18-Feb-2004	Amarillo Globe-News
806373sell.com	18-Feb-2004	Amarillo Globe-News
agn-mail.com - Used for email	23-Sep-2015	Amarillo Globe-News
agnmedia.com	11-May-2010	Amarillo Globe-News
agnmedia.net	25-Feb-2014	Amarillo Globe-News
agnmedia.tv	25-Feb-2014	Amarillo Globe-News
agnmedia classifieds.com	10-Mar-2015	Amarillo Globe-News
agnmediagroup.com	13-Mar-2009	Amarillo Globe-News
agnmediasolutions.com	13-Mar-2009	Amarillo Globe-News
agnmobile.com	03-May-2006	Amarillo Globe-News
agnnewmedia.com	08-Feb-2006	Amarillo Globe-News
agnsportsbeat.com	14-Aug-2015	Amarillo Globe-News
agnstaging.com	07-Jul-2005	Amarillo Globe-News
agntv.net	25-Feb-2014	Amarillo Globe-News
agntvmedia.com	25-Feb-2014	Amarillo Globe-News
amacrime.com	04-Dec-2006	Amarillo Globe-News
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bryannow.com	08-Dec-2006	Savannah Morning News
bryantoday.com	26-Jun-2006	Savannah Morning News
businessinsavannah.com	07-May-2009	Savannah Morning News
businessinsavannahdeals.com	28-Jan-2011	Savannah Morning News
carolinamorningnews.com	06-Dec-1997	Savannah Morning News
carolinanow.net	25-Mar-1999	Savannah Morning News
chathamcountybooked.com	13-Oct-2011	Savannah Morning News
coastal-parent.com	07-Mar-2003	Savannah Morning News
coastalautos.com	20-Sep-2000	Savannah Morning News
coastalgolfcourse.com	03-May-2001	Savannah Morning News
coastalmommies.com	04-Apr-2008	Savannah Morning News
coastalsenior.com	02-Jul-1999	Savannah Morning News
dosavannah.com	15-Mar-2006	Savannah Morning News
dosavannahnow.com	15-Mar-2006	Savannah Morning News
effinghamcountynow.com	10-Aug-2006	Savannah Morning News
effinghamcountytoday.com	23-Jun-2005	Savannah Morning News
effinghamcountytonight.com	23-Jun-2005	Savannah Morning News
effinghamcountytonite.com	23-Jun-2005	Savannah Morning News

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effinghamtoday.com	26-Jun-2006	Savannah Morning News
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hardeevillejobs.com	04-May-2005	Savannah Morning News
hardeevillenews.net	26-Apr-2005	Savannah Morning News
hardeevillenow.com	26-Apr-2005	Savannah Morning News
hardeevillenow.net	26-Apr-2005	Savannah Morning News
hardeevilleschools.com	04-May-2005	Savannah Morning News
hardeevilletimes.biz	16-Nov-2001	Savannah Morning News
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hardeevilletonite.com	23-Jun-2005	Savannah Morning News
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homesforsalesavannah.com	14-Apr-2010	Savannah Morning News
homessavannah.com	24-Mar-1999	Savannah Morning News
jaspercars.com	04-May-2005	Savannah Morning News
jasper classifieds.com	04-May-2005	Savannah Morning News
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goconway.org	05-Aug-1999	The Cabin Conway AR
jobmatchconway.com	07-Mar-2002	The Cabin Conway AR
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thecabin.net	22-Jan-1997	The Cabin Conway AR
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thelogcabindemocrat.org	08-Dec-1999	The Cabin Conway AR
toad suck media.com	12-Feb-2013	The Cabin Conway AR
wethinkpinkinconway.com	04-Mar-2010	The Cabin Conway AR
womensinc.net	13-Oct-2003	The Cabin Conway AR
785prepzone.com	28-Jul-2016	Topeka Capital Journal
accesstopeka.com	14-Aug-1998	Topeka Capital Journal
c-jmedia.com	08-Oct-2012	Topeka Capital Journal
capitaljournal.biz	05-Oct-2001	Topeka Capital Journal
catzone.com	07-Jan-1998	Topeka Capital Journal
chiefszone.com	15-Jun-1999	Topeka Capital Journal
chiefzone.com	15-Jun-1999	Topeka Capital Journal
cjcareers.com	23-Apr-2003	Topeka Capital Journal
cjclassified.com	29-Apr-2003	Topeka Capital Journal
cjhomefinder.com	29-Apr-2003	Topeka Capital Journal
cjon.co	13-Mar-2014	Topeka Capital Journal
cjonline.biz	05-Oct-2001	Topeka Capital Journal
cjonline.co	22-Jul-2010	Topeka Capital Journal
cjonline.com	28-Feb-1996	Topeka Capital Journal
cjonline.xxx	13-Jan-2012	Topeka Capital Journal

cjwebdev.com	16-Mar-2001	Topeka Capital Journal
getrealtopeka.com	03-Mar-2017	Topeka Capital Journal
hawkzone.com	09-Jan-1998	Topeka Capital Journal
hayeshouseofmusic.com	25-Sep-2014	Topeka Capital Journal
herskansas.com	31-Jul-2002	Topeka Capital Journal
kansanwedding.com	18-Oct-2016	Topeka Capital Journal
kansanweddings.com	18-Oct-2016	Topeka Capital Journal
mykansanwedding.com	18-Oct-2016	Topeka Capital Journal
mywibw.com	07-Apr-2014	Topeka Capital Journal
nekansaswedding.com	03-Nov-2016	Topeka Capital Journal
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realtopeka.com	03-Mar-2017	Topeka Capital Journal
rockkansas.com	21-Jun-2001	Topeka Capital Journal
royalszone.com	01-Sep-2000	Topeka Capital Journal
seveneightfivewedding.com	18-Oct-2016	Topeka Capital Journal
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topeka.net	19-Apr-1996	Topeka Capital Journal
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topekadailydeal.com	24-Jul-2010	Topeka Capital Journal
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topekahomefinder.com	18-Dec-2000	Topeka Capital Journal
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volunteertopeka.com	18-Aug-2014	Topeka Capital Journal
aaffordablesonshinetree.com	04-Dec-2014	Main Street Digital
abcjunkyard.net	20-Apr-2016	Main Street Digital
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aboveaverageconcreteco.com	05-Jun-2015	Main Street Digital
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acemaintenanceandrepair.com	09-Feb-2016	Main Street Digital
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advancedglassjacksonville.com	08-Apr-2012	Main Street Digital
advantagesignsjax.com	24-Jul-2013	Main Street Digital
africanclassicbraidsjax.com	30-Nov-2015	Main Street Digital
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allaboutwaterlubbock.com	10-Aug-2010	Main Street Digital
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americanconcretecuttingcom.com	17-Mar-2015	Main Street Digital
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animalhospitalorlando.com	05-Jul-2015	Main Street Digital
animalhospitalvet.com	27-May-2015	Main Street Digital
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murabellaparkwayanimalhospital.com	08-May-2017	Main Street Digital
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normanfencecompany.com	07-May-2015	Main Street Digital
nutrimostdiet.net	22-Jun-2015	Main Street Digital
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rdmfurnitureoutlet.com	08-Sep-2015	Main Street Digital
richardsmattressandwicker.com	16-Jan-2017	Main Street Digital
roofingcontractorgreenwood.com	29-Aug-2011	Main Street Digital
rvintsonplumbing.com	08-Jan-2016	Main Street Digital
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savannahandsonsmoving.com	21-May-2015	Main Street Digital
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stevestreeservicealaska.com	19-Jun-2017	Main Street Digital
stitchychik.com	09-Dec-2015	Main Street Digital
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tinseltown.vet	09-Sep-2015	Main Street Digital
tinseltownvetservices.com	25-Sep-2013	Main Street Digital
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ultimatedancewear.net	28-Mar-2012	Main Street Digital
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urollsushi.net	18-Oct-2014	Main Street Digital
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usboathouse.com	16-Mar-2017	Main Street Digital
waynecomptonattorney.com	09-Mar-2016	Main Street Digital
windenergypartslocator.com	22-Jun-2016	Main Street Digital
wkbrowntimbersc.com	29-Aug-2013	Main Street Digital
yesguaranteedsavannah.com	13-Nov-2015	Main Street Digital
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mainstreetaugusta.com	17-Apr-2002	Augusta Chronicle
digitalmainstreets.com	18-Oct-2011	Main Street Digital
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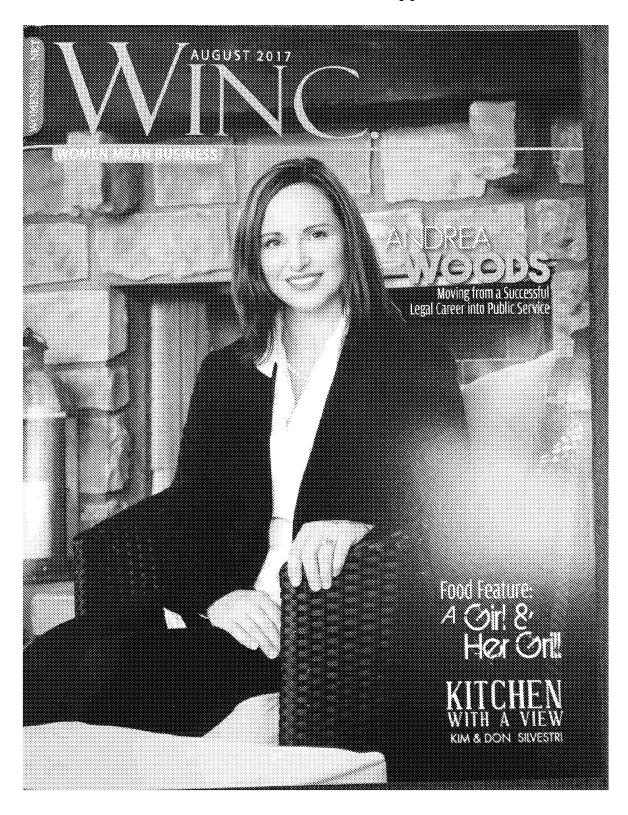


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#### 'Miss Piggy' being upgraded

#### Navy announces NEC code overhaul and updated enlisted rating communities and career fields

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#### Naval Hospital Jacksonville innovates with value-based care

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#### Deadline approaching for contract employees Identification System

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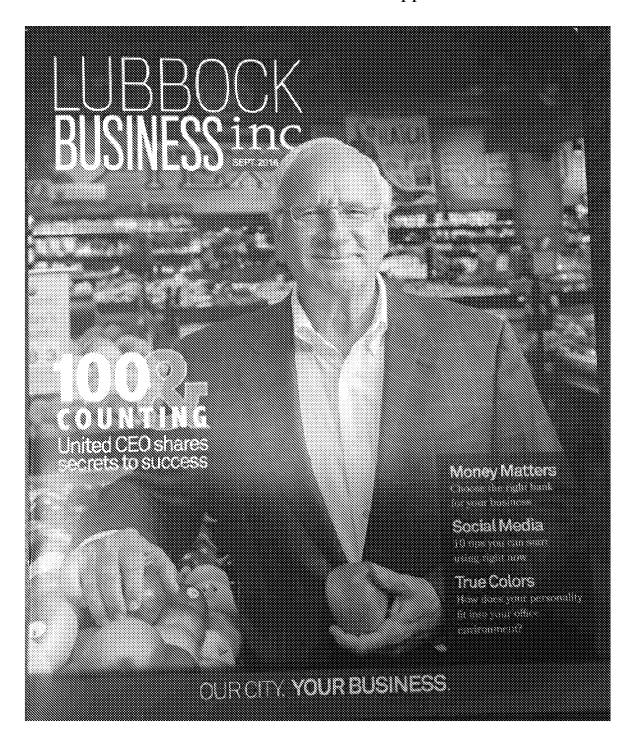


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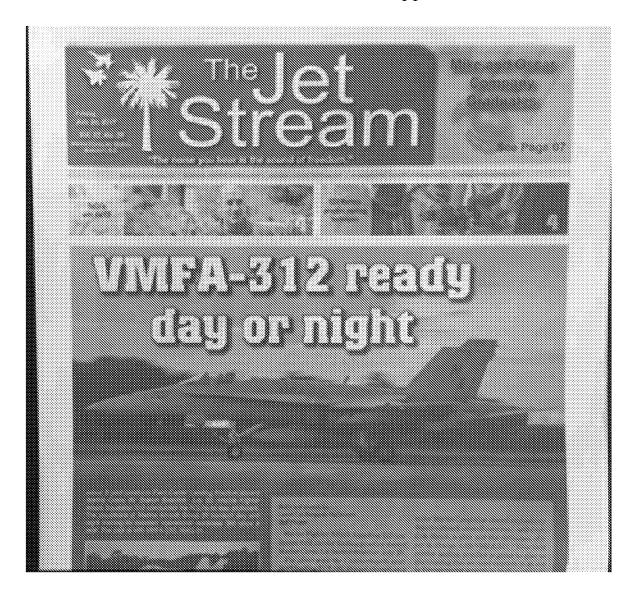
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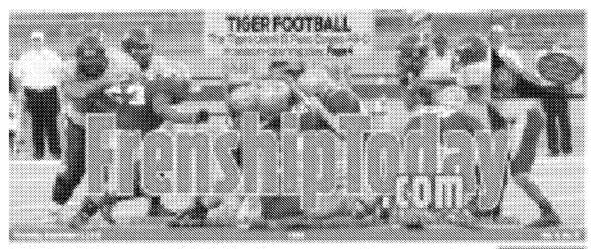
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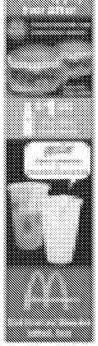
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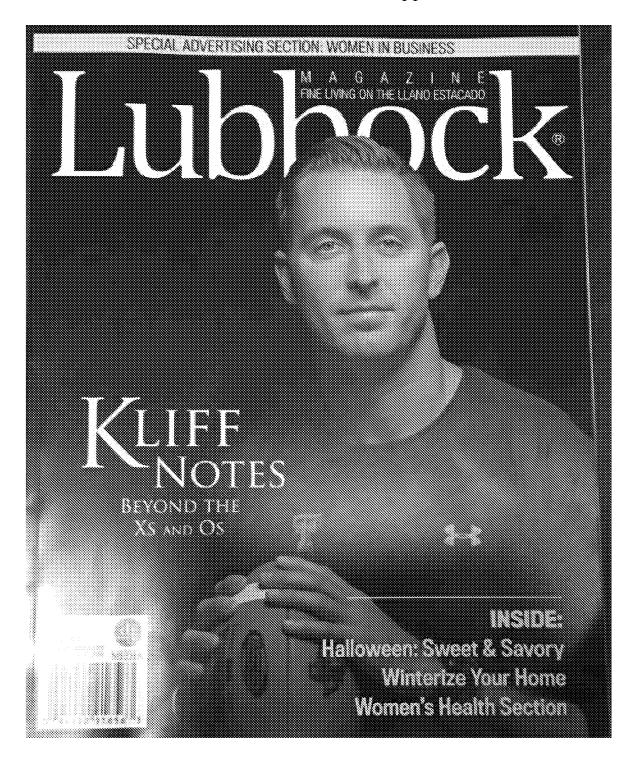






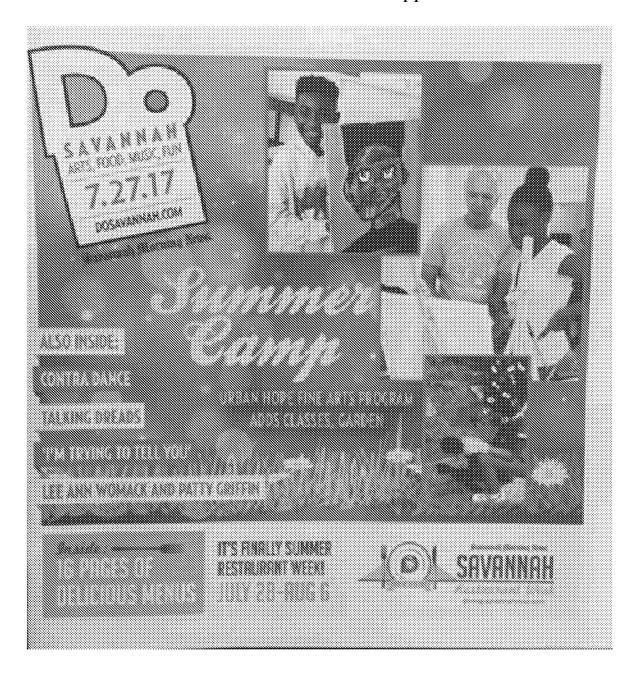
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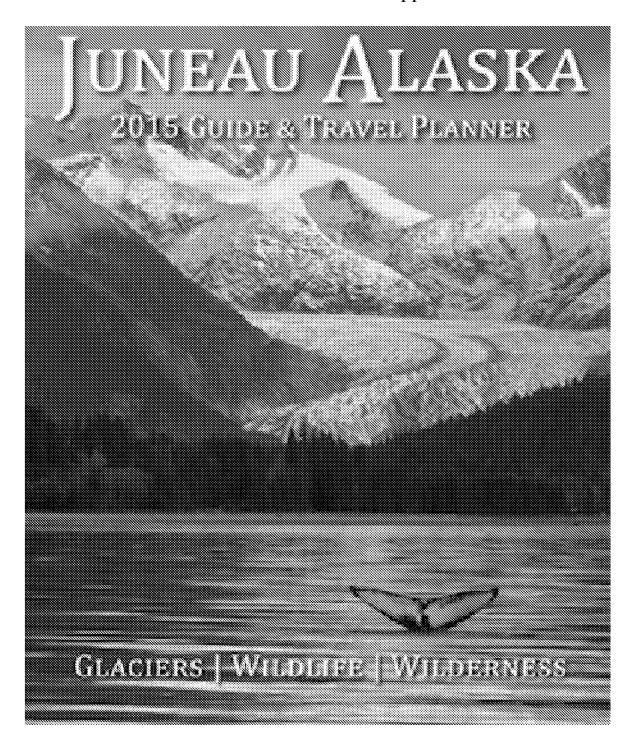
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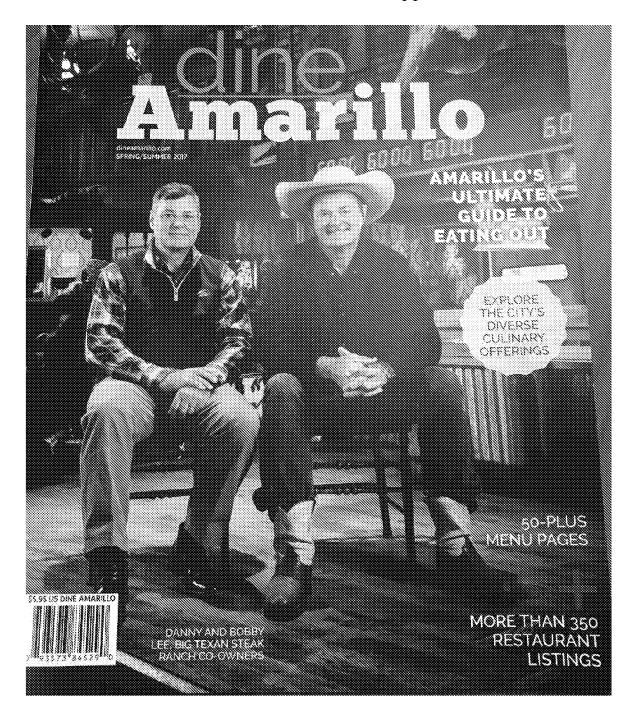
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TRADEMARK 00186
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TRADEMARK 000187
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### From The President



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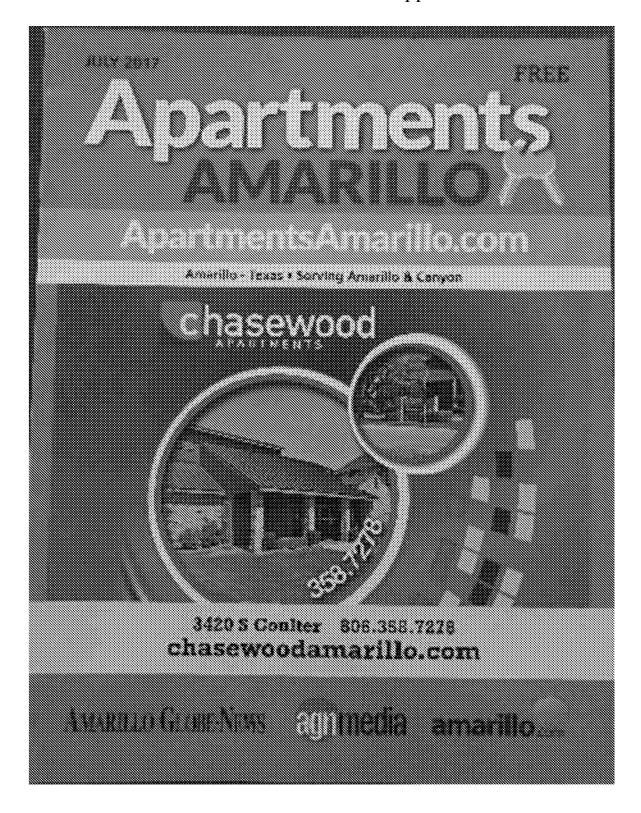
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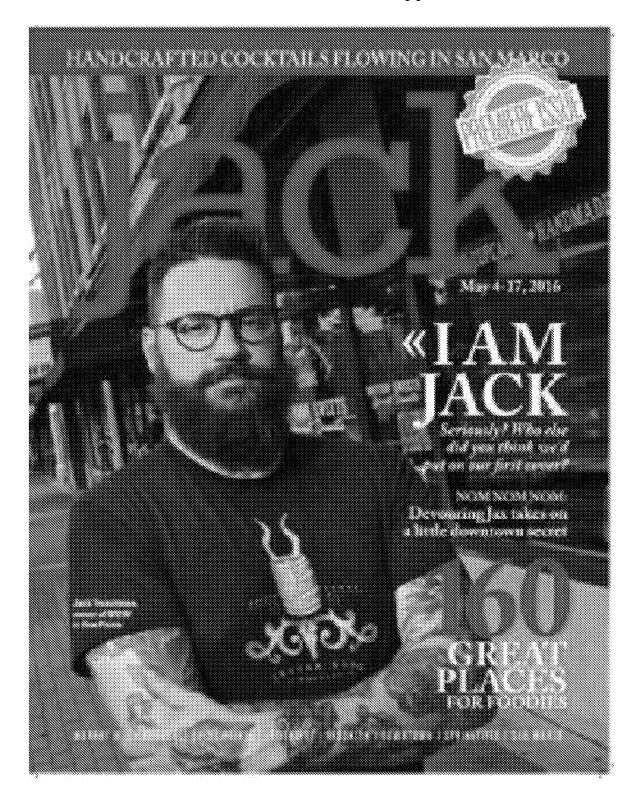
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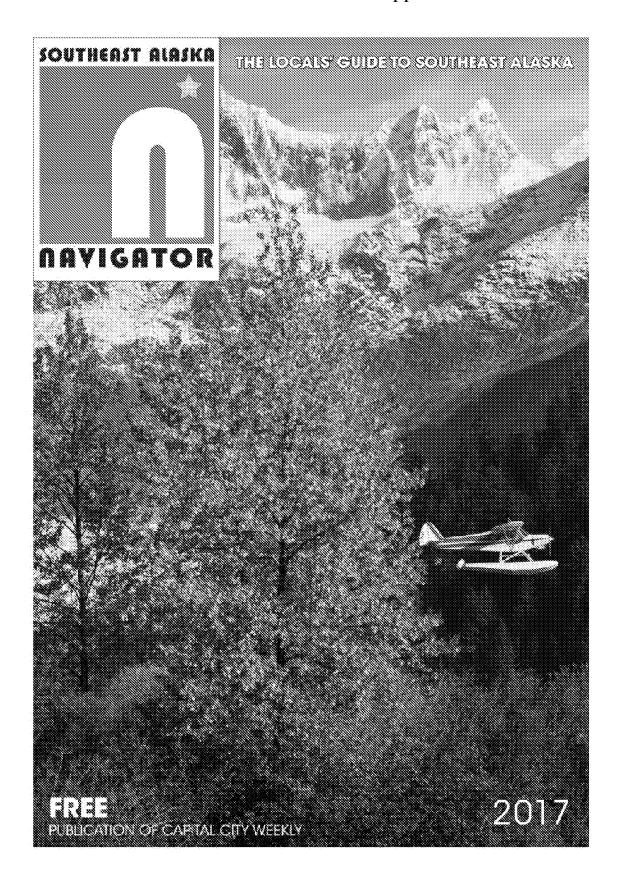
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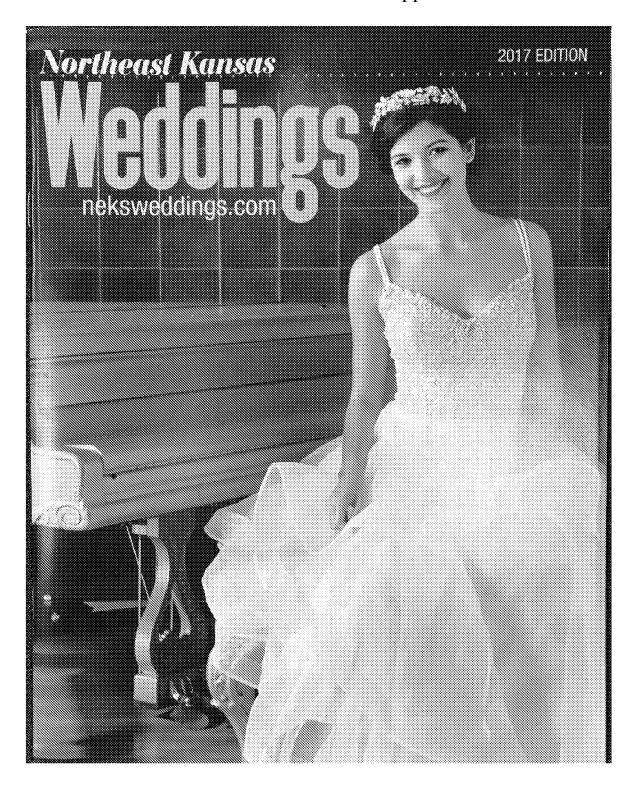


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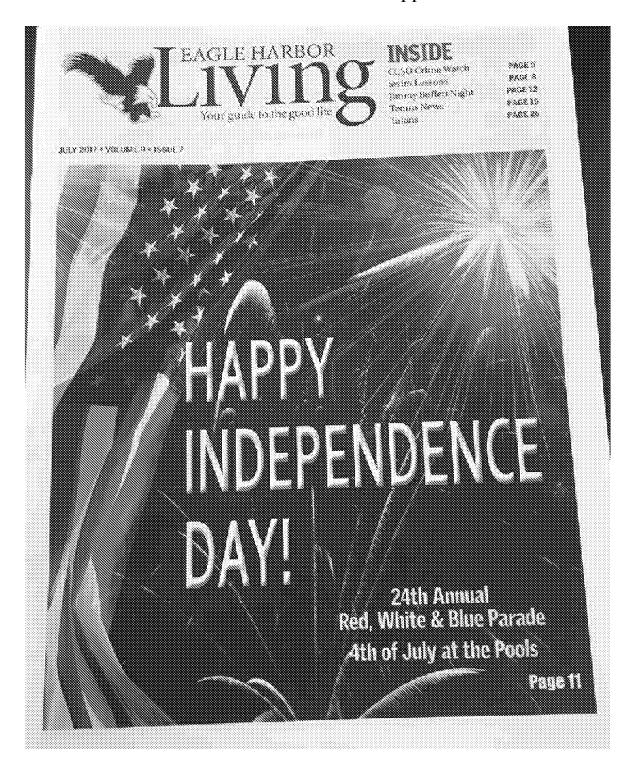






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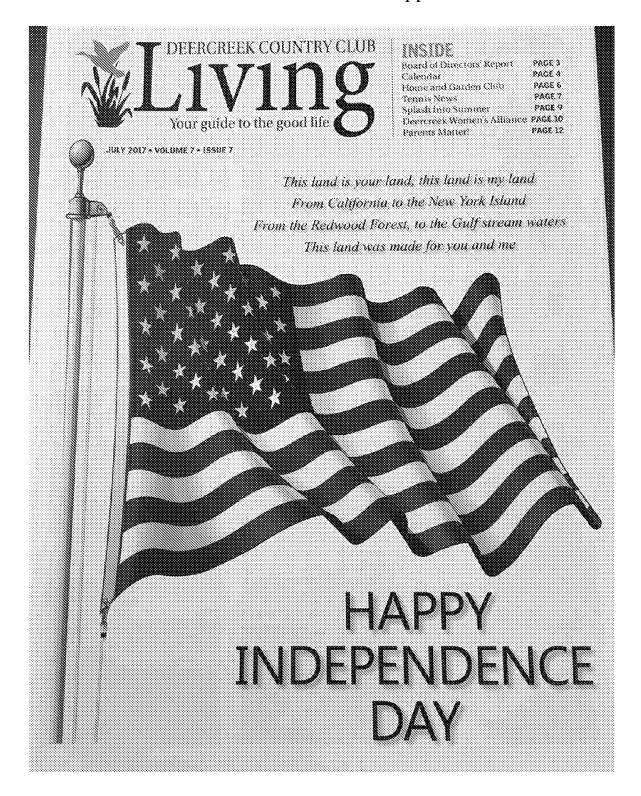
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TRADEMARK 000215
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JULY 2017 • VOLUME 10 • ISSUE 7



## **Burn Ban and Fireworks**

By: Loch Rane Board of Directors

The Fourth of July jest is o't complete edition. American Tags, partition music and fireworks. But fireworks should be left to be exceed professionals, not residents. Under Fourth aw. Only sparkless are legal for resident usage. Anothing that fless through the air or explaines at the pattern and using dilegal floworks. It is a first degree in advance our pure shallow up to one year in jail and a \$1000 time.

Pressorks are very dangerous. Literarkiers can mach temperatures of 1,300 to 1,200 degrees - at jeast 200 degrees horter than regular burane lighters. It is illegal to use exploiding and flying fireworks that include shells and martars, multiple fute devices. Noman candles cockets and firecrackers. All fireworks can cause serious injury and burns of the user and spectators. The load mose can also upon personal children and veterans settle may suffer from Post-Traumatic Stress.

Fireworks can also start fires. With innusually dry conditions, there is a higher risk of seldfores. On May 3, 2017, the County Manager of Clay County issued a burn han that will remain in effect until further notice.

In an effort to keep our residents, property and landscape sale, the Loch Pane Braid

of Directors has requested that a Clay County Sheriff officer paint our streets on the Fourth of July and issue chations to residents that use illegal fireworks

To celebrate, your board of directors suggests you attend a lineworks display where setting them off is left to the professionals. So, grab your chair, blatiset and picnic basker bill of refreshments and snack and enjoy the show.

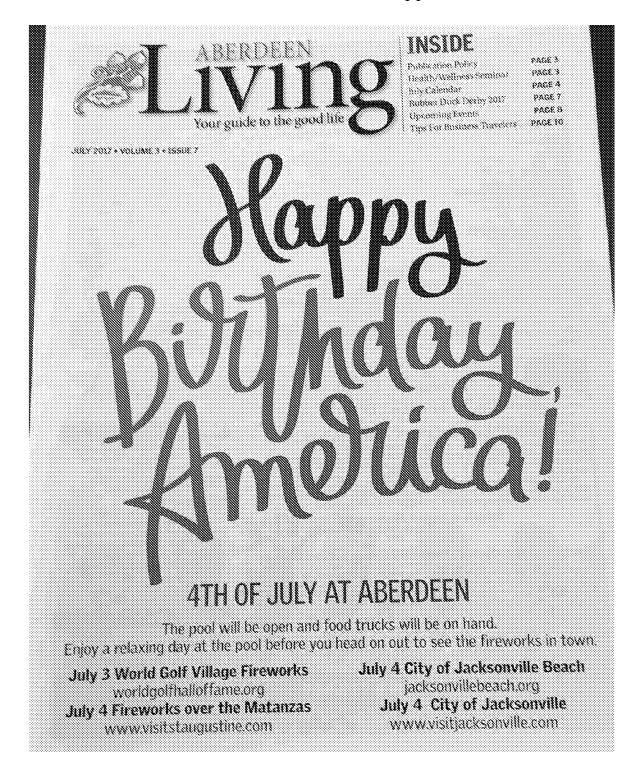
God Bless America, Happy Fourth of July

(Editor's Note. The born han and fireworks restrictions are also to effect for OPCC residents. Have a safe and same Fourth of Joby, but please follow the restrictions in place for Clay County!)



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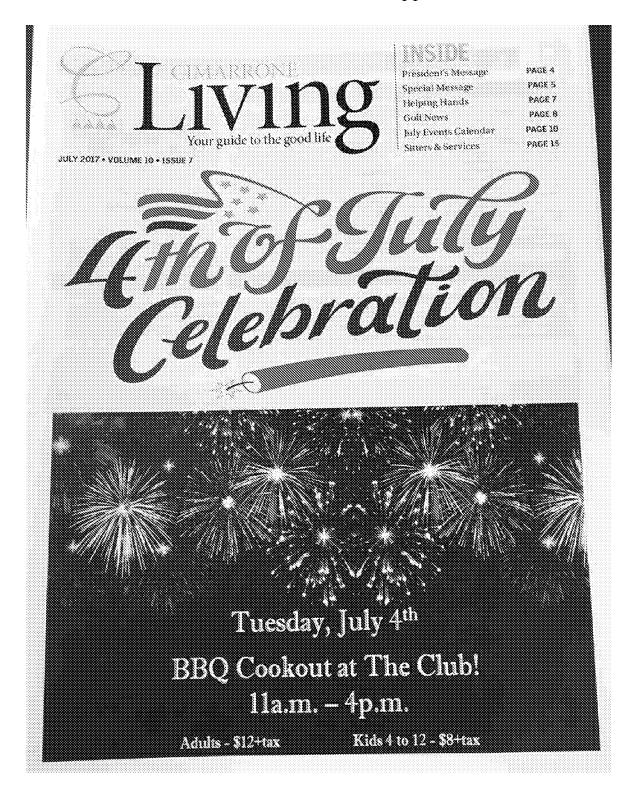
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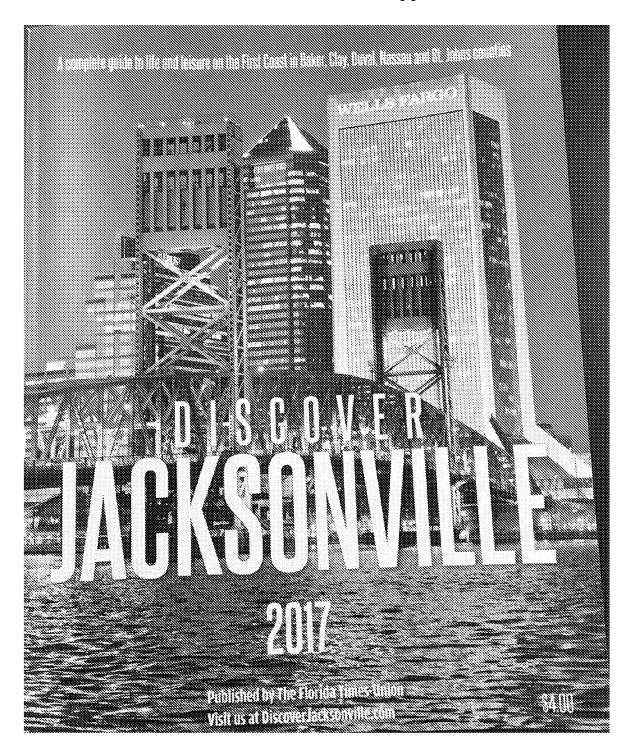
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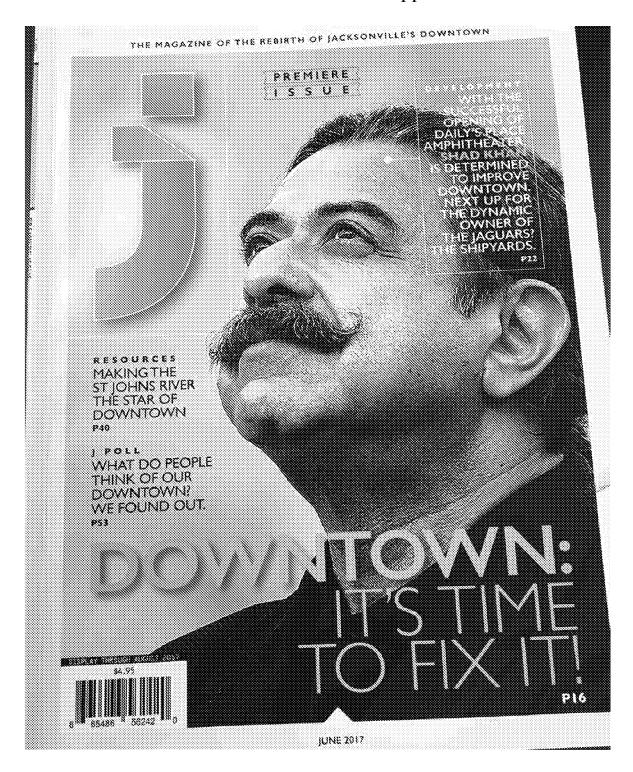
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TRADEMARK 000226
REEL: 006222 FRAME: 0513

The Topeka Capital-sournal (Werlnesday, July 26, 2017)1

MAKE THE MOST OF YOUR COMMUNITY



The tolerance for being governed depends upon the integrity of those who are elected to govern."

THE ENGLES'S MOTTEL AS CHARRIES CERTIFIED LANGUISMONES

## Name on gardens 'special' for Ensley

#### Former commissioner recalls his service to county, state

By Jessica Cole

After 52 years in public service for Shawnes County and the state of Kansas, the list of Ted Ensley's accomplishments is long. His teams is most visible at the beautiful gardens at Lake

Shavnee.

1 can't pur into words how I feel about having the gardens named after too of the loke. There were others' rarses that were considered," Enterthey said of the 37-scare Fed Busley Earlens.

The gardens, which feature more than 1.500

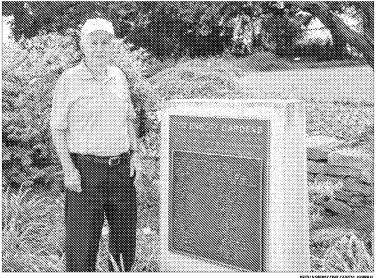
The gardens, which feature more than 1.500 varieties of flowers, an arboretum and paved walking trails, have an active Friends group that works hard to maintain the area. Ensley's wife, Elma, also vulnitaers at the gardens.

Ensley worked as Shawnes Caunity pork so-peritarendor; securisary for the Konsea Bepartment of Wikilite, Parks and Tourists; and as first manager of the Konsea Regoventre. He was a longitum Shawnes County controls stoner.

How long were you with the Shawnee County Parks and Recreation Department?

I was with them for 32 years, My corect started these in April of 16 as the park superintendent for the Board of Shawnee County Consistence in Wert from them in August of 192 to seementy of the Kanaca Department of 1 With Bie ond Parks, a state volume position reporting directly or the governor. (He was appointed to the position by Gov. Joan Finney.)

ENSILEY continues on 2



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Ted Encley says having his name at the gardens of Lake Shawnee is a special honor for him and his family. Encley worked 32 years for Shawnee County Parks and Becreation and served for 16 years as a Shawnee County commissioner.



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# THE TOPEKA CAPITAL-JOURNAL

Please see attached Supplemental Detail.

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**RECORDED: 12/06/2017** 

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