



## CITY OF PORTLAND

May 9, 2002

Citicorp USA, Inc., as Administrative Agent  
C/o David Herman, Esqu.  
Weil Gotshal & Manges LLP  
767 Fifth Avenue, 33<sup>rd</sup> Floor  
New York, New York 10153-0119

RE: Owner: **Blethen Maine Newspapers, Inc.**  
Properties: Newspaper Publishing Offices and  
Storage, Office, Garage and Parking Area  
Address: 390 Congress Street and 387 Congress Street  
Portland, Maine  
Tax Map Nos: 390 Congress Street (32-C-1, 32-C-2)  
387 Congress Street (27-D-1)  
Street Nos: 390 Congress St (371-387 Congress Street; 240-254 Cumberland  
Avenue; 1-35 Myrtle Street)  
387 Congress Street – both lots (388-390 Congress Street; 111-125  
Exchange Street; 112-126 Market Street; 175-179 Federal Street)

Ladies and Gentlemen:

We have been informed that Seattle Times Company, a Delaware corporation (the "Borrower") has entered into that certain Amended and Restated Credit Agreement, dated as of May 2, 2002 among the Borrower, the Lender Parties party thereto, Bank of America, N.A. and The Bank of New York, as Co-Syndication Agents for the Lender Parties, Fleet National Bank, as Documentation Agent, and Citicorp USA, Inc., as agent for the Lender Parties (in such capacity, the "Administrative Agent"). In that regard, we have been asked to provide you with certain information in connection with the Properties described above, which we have been informed is either owned or leased by a subsidiary of the Borrower.

1. Current Zoning: The Properties are currently located within a **B-3 zone**. To our actual present knowledge, the existing use of the Properties are permitted uses in this zone under our existing ordinances, as general and business offices and their accessory uses.

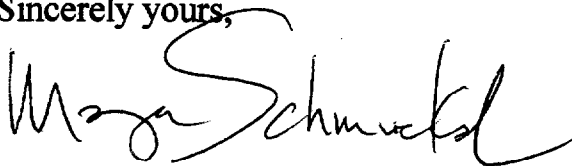
2. Outstanding Violations: Based on the materials available from our records, I am aware of only one violation that relates to the temporary signage of the wrap-around banner. The temporary banner needs to be removed to bring the building into compliance. I am not aware of any other subdivision, land use, or zoning code violations as to the Properties.
3. Certificate of Occupancy:

  x   a certificate of occupancy is not attached, for the reason set forth below:

Our microfiche records go back to the 1930's but do not contain an issued Certificate of Occupancy for this property. This is not an unusual situation for an older building. This Department does not view the lack of a Certificate of Occupancy for the Properties as a violation of any codes.

If you have any questions concerning this matter, please contact me at (207) 874-8695.

Sincerely yours,

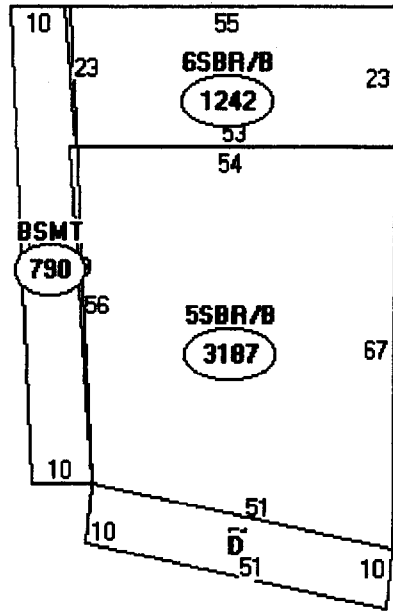


By: Marge Schmuckal  
Zoning Administrator

Cc: File



390 Congress St.



Descriptor/Area

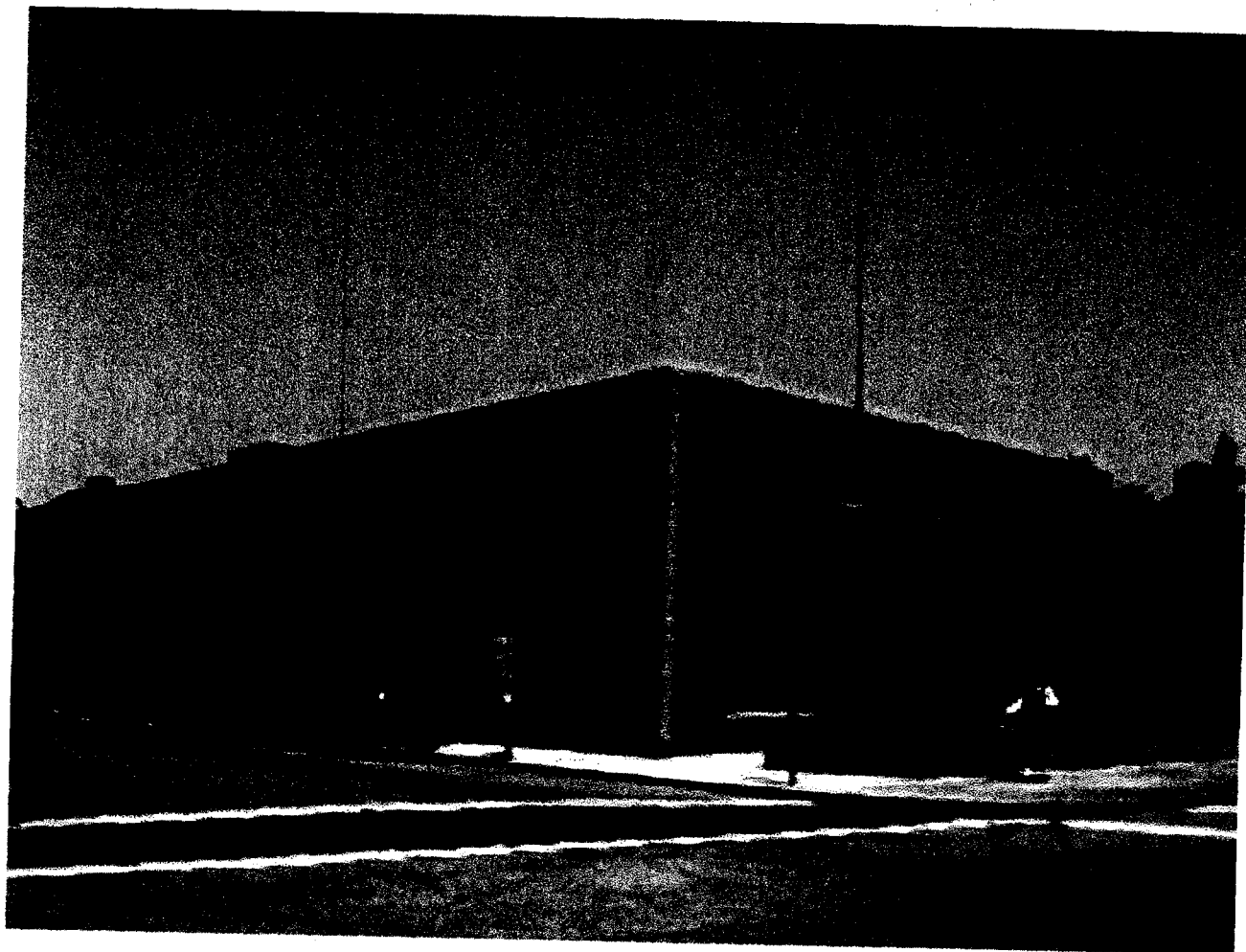
A: 5SBR/B  
3187 sqft

B: BSMT  
790 sqft

C: 6SBR/B  
1242 sqft

D: CANOPY  
511 sqft

390 Congress St



389 Congress St.

**[TO BE PLACED ON CITY OF PORTLAND LETTERHEAD]**

May \_\_\_\_, 2002

Citicorp USA, Inc., as Administrative Agent  
c/o David Herman, Esq.  
Weil Gotshal & Manges LLP  
767 Fifth Avenue, 33rd Floor  
New York, New York 10153-0119

Re: Owner: **Blethen Maine Newspapers, Inc.**  
Properties: Newspaper Publishing Offices and  
Storage, Office, Garage and Parking Area  
Address: 390 Congress Street and 387 Congress Street  
Portland, Maine  
Tax Map Nos: 390 Congress Street (**32-C-1, 32-C-2**)  
387 Congress Street (**27-D-1**)  
Street Nos: 390 Congress Street (371-387 Congress Street; 240-254 Cumberland  
Avenue; 1-35 Myrtle Street)  
387 Congress Street—both lots (388-390 Congress Street; 111-125  
Exchange Street; 112-126 Market Street; 175-179 Federal Street)

Ladies and Gentlemen:

We have been informed that Seattle Times Company, a Delaware corporation (the "Borrower") has entered into that certain Amended and Restated Credit Agreement, dated as of May 2, 2002 among the Borrower, the Lender Parties party thereto, Bank of America, N.A. and The Bank of New York, as Co-Syndication Agents for the Lender Parties, Fleet National Bank, as Documentation Agent, and Citicorp USA, Inc., as agent for the Lender Parties (in such capacity, the "Administrative Agent"). In that regard, we have been asked to provide you with certain information in connection with the Properties described above, which we have been informed is either owned or leased by a subsidiary of the Borrower.

1. Current Zoning: The Properties are currently zoned B-3. To our actual present knowledge, the existing use of the Properties are a permitted use in this zone under our existing ordinances, <sup>under</sup> *AS General and business offices and their necessary uses.*

David Herman, Esq.  
May 2, 2002  
Page 2

2. No Outstanding Violations. Based on the materials available from our records, we are not aware of any outstanding violations of our building, subdivision, land use, and zoning codes as to the Properties, except as follows: (insert "NONE", if there are none):

---

---

---

---

3. Certificate of Occupancy.

\_\_\_\_\_ attached are copies of the certificate(s) of occupancy for the Properties

\_\_\_\_\_ a certificate of occupancy is not attached, for the reason set forth below:

---

---

---

---

If you have any questions concerning this matter, please contact me at (207) 874-~~8703~~.

8695

Sincerely yours,

\_\_\_\_\_

By: \_\_\_\_\_  
Name: Marge Schmuckel  
Title: Zoning Administrator

BK14273PG055

78178

State of Delaware

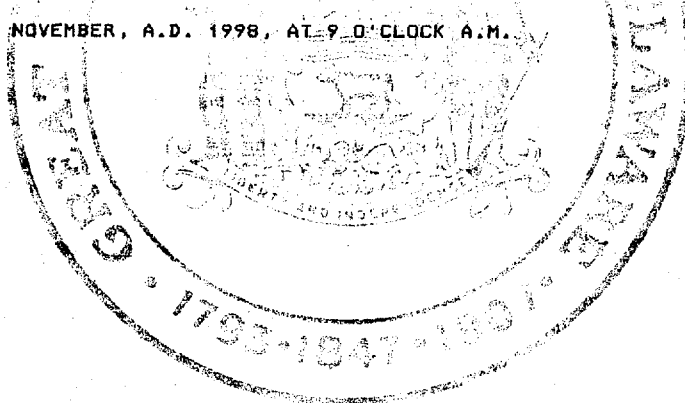
PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MEDIA PROPERTIES OF MAINE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "BLETHEN MAINE NEWSPAPERS, INC." UNDER THE NAME OF "BLETHEN MAINE NEWSPAPERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2908195 8100M

981421222

AUTHENTICATION:

DATE:

9383894

11-02-98



BK 14273PG056

**CERTIFICATE OF MERGER**

of

**MEDIA PROPERTIES OF MAINE, LLC**  
a Delaware limited liability company

into

**BLETHEN MAINE NEWSPAPERS, INC.**  
a Washington corporation

This Certificate of Merger is executed and filed pursuant to Delaware Code, Title 6, Chapter 18, Section 209. The undersigned certifies as follows:

1. Constituent Entities. The names of the constituent parties to the merger are Media Properties of Maine, LLC, a Delaware limited liability company ("MPM"), and Blethen Maine Newspapers, Inc., a Washington corporation ("Blethen"). MPM and Blethen are collectively referred to herein as the "Constituent Entities".
2. Plan of Merger. The Plan of Merger between MPM and Blethen, dated as of November 2, 1998, has been duly approved and executed by each of the Constituent Entities.
3. Surviving Corporation. The name of the surviving corporation is Blethen Maine Newspapers, Inc., a Washington corporation.
4. Future Effective Time. The merger of MPM with and into Blethen, as the surviving corporation, in accordance with the Plan of Merger, shall be effective at 11:59 p.m. Eastern Time on November 2, 1998.
5. Filing of the Plan. The Plan of Merger is on file at the offices of Blethen at 1120 John Street, Seattle, Washington 98111.
6. Furnishing of the Plan. Blethen will furnish a copy of the Plan of Merger, on request and without cost, to any member or shareholder of any Constituent Entity.
7. Service of Process. To the extent required by Delaware Code, Title 6, Chapter 18, Section 209(c)(7), Blethen agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of MPM and hereby irrevocably appoints the Secretary of State of the State of Delaware as agent of Blethen to accept service of process in the State of Delaware in any such action, suit or proceeding. The Secretary of State of the State of Delaware shall mail a copy of any such process to the following address:

A:\25281\agm.doc  
Seattle

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 11/02/1998  
981421000 - 2908195

BK14273PG057

Blethen Maine Newspapers, Inc.  
390 Congress Street  
Portland, Maine 04101  
Attention: C.C. Cochrane

Vice President/Publisher & Chief Executive Officer.

Dated as of the second day of November 1998.

BLETHEN MAINE NEWSPAPERS, INC.,  
a Washington corporation

By: *C.C. Cochrane*  
C.C. Cochrane

Its: Vice President/Publisher & Chief Executive  
Officer

A-122211gm.doc  
Senado

2

RECEIVED  
RECORDED REGISTRY OF DEED  
1998 NOV -3 PM 3: 59  
CUMBERLAND COUNTY  
*John B O'Brien*

May 2, 2002

## HAND DELIVERY

Ms. Margaret Schmuckal  
Code Enforcement and Inspection Services  
CITY OF PORTLAND  
389 Congress Street  
Portland, ME 04101

**RE: Blethen Maine Newspapers**

Dear Marge:

Enclosed please find the following:

- (1) Hard copy of e-mail sent to your attention this afternoon.
- (2) Check in the amount of \$150 payable to the City of Portland for processing zoning status letter.
- (3) Copy of Articles of Merger as filed in the Cumberland County Registry of Deeds.

Of course, should you have any questions, please do not hesitate to call me.

Sincerely,



Eric P. Stauffer

EPS/djj

encls.

f:\blethen\2002 financing\schmuck050202.doc

**Stauffer, Eric P.**

---

**From:** Stauffer, Eric P.  
**Sent:** Thursday, May 02, 2002 2:52 PM  
**To:** 'Marge Schmuckal'  
**Subject:** RE: Zoning letter for Blethen Maine Newspapers



Zoning Letter  
Form.pltd.050202...

This e-mail is intended solely for the addressee only. If you are not the intended recipient of this message, you must not read, use or disseminate the information. Instead, please notify the sender and delete the message from your system.

Marge: I have attached the form of letter which I hope will be satisfactory.

As I poked around in the Assessor's office, I discovered that the property is still assessed to Media Properties of Maine, LLC. With a hard copy of this message, I will deliver a copy of the certificate of merger of Media Properties of Maine, LLC into Blethen Maine Newspapers, Inc. as recorded in the Cumberland Registry of Deeds and the service fee of \$150 made payable to the City of Portland.

I mention the state of the assessor's records in case that information (and potentially the indications of ownership in yours as well) might create some confusion. Of course, the attached letter is prepared with reference to Blethen's ownership. If you need any further documentation of the point please let me know.

Regards, Rick

Eric P. Stauffer  
PRETI, FLAHERTY, BELIVEAU, PACHIOS & HALEY, LLC  
P. O. Box 9546  
One City Center  
Portland, Maine 04112-9546  
(207) 791-3000  
(207) 791-3205  
(207) 791-3111 (fax)  
estauffe@preti.com

-----Original Message-----

From: Marge Schmuckal [mailto:MES@ci.portland.me.us]  
Sent: Wednesday, May 01, 2002 3:04 PM  
To: estauffe@preti.com  
Subject: Re:

Rick,  
Your e-mail did reach me. I will be looking for your future request.  
Marge

>>> "Stauffer, Eric P." <estauffe@preti.com> 05/01 2:48 PM >>>  
This e-mail is intended solely for the addressee only. If you are not the  
intended recipient of this message, you must not read, use or disseminate  
the information. Instead, please notify the sender and delete the message  
from your system.

Marge, Thanks for the time on the phone. Just reply if this makes it  
through. I hope to get you a draft of the desired letter and details  
tomorrow and will courier over the \$150 fee.

Regards, Rick

Eric P. Stauffer  
PRETI, FLAHERTY, BELIVEAU, PACHIOS & HALEY, LLC  
P. O. Box 9546  
One City Center  
Portland, Maine 04112-9546  
(207) 791-3000  
(207) 791-3205  
(207) 791-3111 (fax)  
estauffe@preti.com