

MCCLATCHY NEWSPAPERS INC
Form S-4/A
July 20, 2010

As filed with the Securities and Exchange Commission on July 20, 2010

Registration No. 333-167345

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3

to

FORM S-4

REGISTRATION STATEMENT

Under

The Securities Act of 1933

THE MCCLATCHY COMPANY

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of
incorporation or organization) (Primary Standard Industrial
Classification Code Number) (I.R.S. Employer
Identification Number)
2100 Q Street,

Sacramento, California 95816

(916) 321-1846

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Karole Morgan-Prager, Esq.

Corporate Secretary and General Counsel

The McClatchy Company

2100 Q Street

Sacramento, CA 95816

(916) 321-1828

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Katharine A. Martin, Esq.

Michael A. Occhiolini, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, CA 94304

(650) 493-9300

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| (Exact name of additional registrant as specified in its charter) | (State or other jurisdiction of incorporation or formation) | (Primary Standard Industrial Classification Code) | (I.R.S. Employer Identification Number) |
|---|---|---|---|
| Aboard Publishing, Inc. | Florida | 2711 | 65-1051606 |
| Anchorage Daily News, Inc. | Alaska | 2711 | 92-0071348 |
| Bellingham Herald Publishing, LLC | Delaware | 2711 | 59-0184700 |
| Belton Publishing Company, Inc. | Missouri | 2711 | 43-1412853 |
| Biscayne Bay Publishing, Inc. | Florida | 2711 | 65-1051521 |
| Cass County Publishing Company | Missouri | 2711 | 43-0891076 |
| Columbus Ledger-Enquirer, Inc. | Georgia | 2711 | 58-0376130 |
| Cypress Media, Inc. | New York | 2711 | 37-0742453 |
| Cypress Media, LLC | Delaware | 2711 | 65-0764225 |
| East Coast Newspapers, Inc. | South Carolina | 2711 | 68-0201685 |
| Gulf Publishing Company, Inc. | Mississippi | 2711 | 64-0469077 |
| HLB Newspapers, Inc. | Missouri | 2711 | 43-1675371 |
| Idaho Statesman Publishing, LLC | Delaware | 2711 | 59-0184700 |
| Keltatim Publishing Company, Inc. | Kansas | 2711 | 48-1161908 |
| Keynoter Publishing Company, Inc. | Florida | 2711 | 59-0789679 |
| Lee s Summit Journal, Incorporated | Missouri | 2711 | 44-0534462 |
| Lexington H-L Services, Inc. | Kentucky | 2711 | 61-1353956 |
| Macon Telegraph Publishing Company | Georgia | 2711 | 58-0333650 |
| Mail Advertising Corporation | Texas | 2711 | 75-2588187 |
| McClatchy Interactive LLC | Delaware | 2711 | 52-2360845 |
| McClatchy Interactive West | Delaware | 2711 | 65-0683075 |
| McClatchy Investment Company | Delaware | 2711 | 51-0274877 |
| McClatchy Management Services, Inc. | Delaware | 2711 | 52-2360846 |
| McClatchy Newspapers, Inc. | Delaware | 2711 | 94-0666175 |
| McClatchy U.S.A., Inc. | Delaware | 2711 | 65-0732197 |
| Miami Herald Media Company | Delaware | 2711 | 38-0723657 |
| Newsprint Ventures, Inc. | California | 2711 | 68-0041100 |
| Nittany Printing and Publishing Company | Pennsylvania | 2711 | 24-0676050 |
| Nor-Tex Publishing, Inc. | Texas | 2711 | 75-1109443 |
| Olympian Publishing, LLC | Delaware | 2711 | 59-0184700 |
| Olympic-Cascade Publishing, Inc. | Washington | 2711 | 68-0098889 |
| Pacific Northwest Publishing Company, Inc. | Florida | 2711 | 59-0184700 |
| Quad County Publishing, Inc. | Illinois | 2711 | 37-1225856 |
| San Luis Obispo Tribune, LLC | Delaware | 2711 | 20-5001401 |
| Star-Telegram, Inc. | Delaware | 2711 | 22-3148254 |
| Tacoma News, Inc. | Washington | 2711 | 68-0099037 |
| The Bradenton Herald, Inc. | Florida | 2711 | 59-1487839 |
| The Charlotte Observer Publishing Company | Delaware | 2711 | 56-0612746 |
| The News and Observer Publishing Company | North Carolina | 2711 | 56-0338580 |
| The State Media Company | South Carolina | 2711 | 57-0477517 |
| The Sun Publishing Company, Inc. | South Carolina | 2711 | 57-0564988 |
| Tribune Newsprint Company | Utah | 2711 | 87-0415831 |
| Wichita Eagle and Beacon Publishing Company, Inc. | Kansas | 2711 | 48-0571718 |
| Wingate Paper Company | Delaware | 2711 | 68-0068249 |

(Address, including zip code, and telephone number, including area code, of each additional Registrant s principal executive offices)

2100 Q Street,

Sacramento, California 95816

(916) 321-1846

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee(1) |
|---|-------------------------|---|--|-------------------------------|
| 11.50% Senior Secured Notes due 2017 | \$875,000,000 | 100% | \$875,000,000 | \$62,387.50(4) |
| Guarantees of 11.50% Senior Secured Notes due 2017(2) | (3) | (3) | (3) | (3) |

- (1) Represents the maximum principal amount at maturity of 11.50% Senior Secured Notes due 2017 that may be issued pursuant to the exchange offer described in this registration statement. The statement fee was calculated pursuant to Rule 457(f) under the Securities Act of 1933.
- (2) The guarantors are U.S. wholly-owned subsidiaries of The McClatchy Company and have guaranteed the notes being registered.
- (3) Pursuant to Rule 457(n) under the Securities Act of 1933, no separate fee is payable for the guarantees of the notes.
- (4) Previously paid.

The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a) may determine.

Explanatory Note

This Amendment No. 3 is being filed for the purpose of filing Exhibit 5.1, 5.2.1, 5.2.2, 5.2.3, 5.2.4, 5.2.5, 5.2.6, 5.2.7, 5.2.8, 5.2.9, 5.2.10, 5.2.11 and 5.2.12 to the Registration Statement (Commission File No. 333-167345). No changes or additions are being made hereby to the Prospectus constituting Part I of the Registration Statement (not included herein) or to Items 20 or 22 of Part II of the Registration Statement.

PART II**INFORMATION NOT REQUIRED IN THE PROSPECTUS****Item 20. Indemnification of Directors and Officers**

Section 145 of the General Corporation Law of the State of Delaware permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law.

Article Seventh of the registrant's Restated Certificate of Incorporation provides for the indemnification of directors for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

The registrant has entered into indemnification agreements with its directors and executive officers, in addition to indemnification provided for in the registrant's Restated Certificate of Incorporation, and intends to enter into indemnification agreements with any new directors and executive officers in the future.

The general effect of Section 145 of the General Corporation Law of the State of Delaware, the registrant's charter documents and the indemnification agreements is to provide indemnification to officers and directors for liabilities that may arise by reason of their status as officers or directors, other than liabilities arising from willful or intentional misconduct, acts or omissions not in good faith, unlawful distributions of corporate assets or transactions from which the officer or director derived an improper personal benefit.

There is no litigation pending or, to the best of the registrant's knowledge, threatened which might or could result in a claim for indemnification by a director or officer.

Item 21. Exhibits and Financial Statement Schedules*(a) Exhibits*

The following is a list of all exhibits filed as a part of this registration statement on Form S-4, including those incorporated by reference:

| Exhibit Number | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Contained herein with SEC |
|-----------------------|--|--|
| 3.1.1 | Restated Certificate of Incorporation of The McClatchy Company | Incorporated by reference from Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q filed July 27, 2006 |
| 3.1.2 | Articles of Incorporation of Aboard Publishing, Inc. | Previously filed |
| 3.1.3 | Articles of Incorporation of Anchorage Daily News, Inc. | Previously filed |
| 3.1.4 | Certificate of Formation of Bellingham Herald Publishing, LLC | Previously filed |
| 3.1.5 | Articles of Incorporation of Belton Publishing Company, Inc. | Previously filed |
| 3.1.6 | Articles of Incorporation of Biscayne Bay Publishing, Inc. | Previously filed |
| 3.1.7 | Articles of Incorporation of Cass County Publishing Company | Previously filed |

| Exhibit Number | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Contained herein with SEC |
|-----------------------|--|--|
| 3.1.8 | Articles of Incorporation of Columbus Ledger-Enquirer, Inc. | Previously filed |
| 3.1.9 | Certificate of Incorporation of Cypress Media, Inc. | Previously filed |
| 3.1.10 | Certificate of Formation of Cypress Media, LLC | Previously filed |
| 3.1.11 | Articles of Incorporation of East Coast Newspapers, Inc. | Previously filed |
| 3.1.12 | Articles of Incorporation of Gulf Publishing Company, Inc. | Previously filed |
| 3.1.13 | Articles of Incorporation of HLB Newspapers, Inc. | Previously filed |
| 3.1.14 | Certificate of Formation of Idaho Statesman Publishing, LLC | Previously filed |
| 3.1.15 | Articles of Incorporation of Keltatim Publishing Company, Inc. | Previously filed |
| 3.1.16 | Certificate of Incorporation of Keynoter Publishing Company, Inc. | Previously filed |
| 3.1.17 | Articles of Incorporation of Lee s Summit Journal, Incorporated | Previously filed |
| 3.1.18 | Articles of Incorporation of Lexington H-L Services, Inc. | Previously filed |
| 3.1.19 | Articles of Incorporation of Macon Telegraph Publishing Company | Previously filed |
| 3.1.20 | Articles of Incorporation of Mail Advertising Corporation | Previously filed |
| 3.1.21 | Certificate of Formation of McClatchy Interactive LLC | Previously filed |
| 3.1.22 | Certificate of Incorporation of McClatchy Interactive West | Previously filed |
| 3.1.23 | Certificate of Incorporation of McClatchy Investment Company | Previously filed |
| 3.1.24 | Certificate of Incorporation of McClatchy Management Services, Inc. | Previously filed |
| 3.1.25 | Certificate of Incorporation of McClatchy Newspapers, Inc. | Previously filed |
| 3.1.26 | Certificate of Incorporation of McClatchy U.S.A., Inc. | Previously filed |
| 3.1.27 | Certificate of Incorporation of Miami Herald Media Company | Previously filed |
| 3.1.28 | Articles of Incorporation of Newsprint Ventures, Inc. | Previously filed |
| 3.1.29 | Articles of Incorporation of Nittany Printing and Publishing Company | Previously filed |
| 3.1.30 | Articles of Incorporation of Nor-Tex Publishing, Inc. | Previously filed |
| 3.1.31 | Certificate of Formation of Olympian Publishing, LLC | Previously filed |
| 3.1.32 | Articles of Incorporation of Olympic-Cascade Publishing, Inc. | Previously filed |
| 3.1.33 | Certificate of Incorporation of Pacific Northwest Publishing Company, Inc. | Previously filed |
| 3.1.34 | Articles of Incorporation of Quad County Publishing, Inc. | Previously filed |
| 3.1.35 | Certificate of Formation of San Luis Obispo Tribune, LLC | Previously filed |
| 3.1.36 | Certificate of Incorporation of Star-Telegram, Inc. | Previously filed |
| 3.1.37 | Articles of Incorporation of Tacoma News, Inc. | Previously filed |
| 3.1.38 | Articles of Incorporation of The Bradenton Herald, Inc. | Previously filed |

| Exhibit Number | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Contained herein with SEC |
|----------------|---|---|
| 3.1.39 | Certificate of Incorporation of The Charlotte Observer Publishing Company | Previously filed |
| 3.1.40 | Articles of Incorporation of The News and Observer Publishing Company | Previously filed |
| 3.1.41 | Certificate of Incorporation of The State Media Company | Previously filed |
| 3.1.42 | Articles of Incorporation of The Sun Publishing Company, Inc. | Previously filed |
| 3.1.43 | Articles of Incorporation of Tribune Newsprint Company | Previously filed |
| 3.1.44 | Restated and Amended Articles of Incorporation of Wichita Eagle and Beacon Publishing Company, Inc. | Previously filed |
| 3.1.45 | Certificate of Incorporation of Wingate Paper Company | Previously filed |
| 3.2.1 | Amended and Restated Bylaws of The McClatchy Company | Incorporated by reference from Exhibit 3.2 to the registrant's Current Report on Form 8-K filed June 28, 2006 |
| 3.2.2 | Bylaws of Aboard Publishing, Inc. | Previously filed |
| 3.2.3 | Bylaws of Anchorage Daily News, Inc. | Previously filed |
| 3.2.4 | Limited Liability Company Agreement of Bellingham Herald Publishing, LLC | Previously filed |
| 3.2.5 | Amended and Restated Bylaws of Belton Publishing Company, Inc. | Previously filed |
| 3.2.6 | Bylaws of Biscayne Bay Publishing, Inc. | Previously filed |
| 3.2.7 | Amended and Restated Bylaws of Cass County Publishing Company | Previously filed |
| 3.2.8 | Bylaws of Columbus Ledger-Enquirer, Inc. | Previously filed |
| 3.2.9 | Amended and Restated Bylaws of Cypress Media, Inc. | Previously filed |
| 3.2.10 | Limited Liability Company Agreement of Cypress Media, LLC | Previously filed |
| 3.2.11 | Bylaws of East Coast Newspapers, Inc. | Previously filed |
| 3.2.12 | Bylaws of Gulf Publishing Company, Inc. | Previously filed |
| 3.2.13 | Amended and Restated Bylaws of HLB Newspapers, Inc. | Previously filed |
| 3.2.14 | Limited Liability Company Agreement of Idaho Statesman Publishing, LLC | Previously filed |
| 3.2.15 | Bylaws of Keltatim Publishing Company, Inc. | Previously filed |
| 3.2.16 | Bylaws of Keynoter Publishing Company, Inc. | Previously filed |
| 3.2.17 | Bylaws of Lee's Summit Journal, Incorporated | Previously filed |
| 3.2.18 | Amended and Restated Bylaws of Lexington H-L Services, Inc. | Previously filed |
| 3.2.19 | Bylaws of Macon Telegraph Publishing Company | Previously filed |
| 3.2.20 | Amended and Restated Bylaws of Mail Advertising Corporation | Previously filed |
| 3.2.21 | Limited Liability Company Operating Agreement of McClatchy Interactive LLC | Previously filed |
| 3.2.22 | Bylaws of McClatchy Interactive West | Previously filed |

| Exhibit Number | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Contained herein with SEC |
|----------------|---|---|
| 3.2.23 | Bylaws of McClatchy Investment Company | Previously filed |
| 3.2.24 | Bylaws of McClatchy Management Services, Inc. | Previously filed |
| 3.2.25 | Bylaws of McClatchy Newspapers, Inc. | Previously filed |
| 3.2.26 | Bylaws of McClatchy U.S.A., Inc. | Previously filed |
| 3.2.27 | Bylaws of Miami Herald Media Company | Previously filed |
| 3.2.28 | Bylaws of Newsprint Ventures, Inc. | Previously filed |
| 3.2.29 | Bylaws of Nittany Printing and Publishing Company | Previously filed |
| 3.2.30 | Bylaws of Nor-Tex Publishing, Inc. | Previously filed |
| 3.2.31 | Limited Liability Company Agreement of Olympian Publishing, LLC | Previously filed |
| 3.2.32 | Bylaws of Olympic-Cascade Publishing, Inc. | Previously filed |
| 3.2.33 | Bylaws of Pacific Northwest Publishing Company, Inc. | Previously filed |
| 3.2.34 | Bylaws of Quad County Publishing, Inc. | Previously filed |
| 3.2.35 | Operating Agreement of San Luis Obispo Tribune, LLC | Previously filed |
| 3.2.36 | Bylaws of Star-Telegram, Inc. | Previously filed |
| 3.2.37 | Bylaws of Tacoma News, Inc. | Previously filed |
| 3.2.38 | Bylaws of The Bradenton Herald, Inc. | Previously filed |
| 3.2.39 | Bylaws of The Charlotte Observer Publishing Company | Previously filed |
| 3.2.40 | Bylaws of The News and Observer Publishing Company | Previously filed |
| 3.2.41 | Amended and Restated Bylaws of The State Media Company | Previously filed |
| 3.2.42 | Bylaws of The Sun Publishing Company, Inc. | Previously filed |
| 3.2.43 | Bylaws of Tribune Newsprint Company | Previously filed |
| 3.2.44 | Bylaws of Wichita Eagle and Beacon Publishing Company, Inc. | Previously filed |
| 3.2.45 | Bylaws of Wingate Paper Company | Previously filed |
| 4.1 | Indenture dated February 11, 2010, among The McClatchy Company, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee | Incorporated by reference from Exhibit 4.1 to the registrant's Current Report on Form 8-K filed February 17, 2010 |
| 4.2 | Form of 11.50% Senior Secured Notes due 2017 | Contained in Exhibit 4.1 |
| 4.3 | Form of Guaranty of 11.50% Senior Secured Notes due 2017 | Contained in Exhibit 4.1 |
| 4.4 | Registration Rights Agreement, dated as of February 11, 2010, among The McClatchy Company, the guarantors from time to time party thereto, and J.P. Morgan Securities Inc., as representative of the several initial purchasers | Incorporated by reference from Exhibit 4.2 to the registrant's Current Report on Form 8-K filed February 17, 2010 |
| 5.1 | Form of Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation (WSGR) relating to the validity of the securities registered hereby | Contained herein |
| 5.2.1 | Form of Opinion of Davis Wright Termaine LLP | Contained herein |
| 5.2.2 | Form of Opinion of Holland & Knight LLP | Contained herein |
| 5.2.3 | Form of Opinion of Carlton Fields, P.A. | Contained herein |
| 5.2.4 | Form of Opinion of Lewis, Rice & Fingersh, L.C. (Illinois) | Contained herein |

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| | | |
|--------|---|------------------|
| 5.2.5 | Form of Opinion of Fleeson, Gooing, Coulson & Kitch, L.L.C. | Contained herein |
| 5.2.6 | Form of Opinion of Stoll Keenon Ogden PLLC | Contained herein |
| 5.2.7 | Form of Opinion of Watkins Ludlam Winter & Stennis, P.A. | Contained herein |
| 5.2.8 | Form of Opinion of Lewis, Rice & Fingersh, L.C. (Missouri) | Contained herein |
| 5.2.9 | Form of Opinion of McGuire Woods LLP | Contained herein |
| 5.2.10 | Form of Opinion of Eisenstein & Bower, LLP | Contained herein |
| 5.2.11 | Form of Opinion of Wyche, Burgess, Freeman & Parham, P.A. | Contained herein |
| 5.2.12 | Form of Opinion of Holland & Hart LLP | Contained herein |

| Exhibit Number | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Contained herein with SEC |
|----------------|--|---|
| 10.1 | Security Agreement, dated as of February 11, 2010, among The McClatchy Company, each other grantor from time to time party thereto, and The Bank of New York Mellon Trust Company, N.A., as Collateral Agent | Previously filed |
| 10.4 | First Lien Intercreditor Agreement, dated as of February 11, 2010, among The McClatchy Company, the other grantors party thereto, Bank of America, N.A., as Credit Agreement Collateral Agent, The Bank of New York Mellon Trust Company, as Senior Secured Notes Collateral Agent, and each additional collateral agent from time to time party thereto | Previously filed |
| 12.1 | Statement of Computation of Ratio of Earnings to Fixed Charges | Previously filed |
| 23.1 | Consent of Deloitte & Touche LLP, Independent Registered Accounting Firm | Contained Herein |
| 23.2 | Consent of WSGR | Contained in Exhibit 5.1 |
| 24.1 | Power of Attorney (see page II-17 of the original filing of this Form S-4) | Previously filed |
| 25.1 | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon Trust Company, N.A. to act as Trustee under the Indenture | Previously filed |
| 99.1 | Form of Letter of Transmittal | Previously filed |
| 99.2 | Form of Notice of Guaranteed Delivery | Previously filed |
| 99.3 | Form of Letter to Clients | Previously filed |
| 99.4 | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees | Previously filed |
| 99.5 | Guideline for Certification of Taxpayer Identification Number on Substitute IRS Form W-9 | Previously filed |

(b) *Financial Statement Schedules*: All schedules have been incorporated herein by reference or omitted because they are not applicable or not required.

Item 22. Undertakings

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the

matter has been settled by the controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11 or 13 of this Form within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired or involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sacramento, State of California, on the 20th day of July, 2010.

THE MCCLATCHY COMPANY

By: */s/* GARY B. PRUITT
Name: **Gary B. Pruitt**
Title: **Chairman, President and Chief Executive Officer**

II-7

Co-Registrants

EAST COAST NEWSPAPERS, INC.
CYPRESS MEDIA, INC.
MCCLATCHY INVESTMENT COMPANY
MCCLATCHY NEWSPAPERS, INC.
MCCLATCHY U.S.A., INC.
NEWSPRINT VENTURES, INC.
PACIFIC NORTHWEST PUBLISHING COMPANY,
INC.
TRIBUNE NEWSPRINT COMPANY
WINGATE PAPER COMPANY

By: *

Name: **Gary B. Pruitt**

Title: **President (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President and Assistant Secretary**

(Principal Financial and Accounting Officer)

THE NEWS AND OBSERVER PUBLISHING
COMPANY

By: *

Name: **Gary B. Pruitt**

Title: **Chairman of the Board (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant
Treasurer (Principal Financial and Accounting
Officer)**

ABOARD PUBLISHING, INC.
BISCAYNE BAY PUBLISHING, INC.
KEYNOTER PUBLISHING COMPANY, INC.
MIAMI HERALD MEDIA COMPANY

By: *

Name: **David Landsberg**

Title: **President (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

ANCHORAGE DAILY NEWS, INC.

By: *

Name: **J. Patrick Doyle**

Title: **President (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

BELTON PUBLISHING COMPANY, INC.
CASS COUNTY PUBLISHING COMPANY
LEE S SUMMIT JOURNAL, INCORPORATED

By: *

Name: **Mark Zieman**

Title: **President (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant
Treasurer (Principal Financial and Accounting
Officer)**

COLUMBUS LEDGER-ENQUIRER, INC.

By: *

Name: **Valerie Canepa**

Title: **President and Publisher (Principal Executive
Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant
Treasurer (Principal Financial and Accounting
Officer)**

GULF PUBLISHING COMPANY, INC.

By: *

Name: **Glen Nardi**

Title: **President and Publisher (Principal Executive
Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant
Treasurer (Principal Financial and Accounting
Officer)**

HLB NEWSPAPERS, INC.

By: *
Name: **Robert Weil**
Title: **President (Principal Executive Officer)**

By: *
Name: **Patrick J. Talamantes**
Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

MAIL ADVERTISING CORPORATION

NOR-TEX PUBLISHING, INC.

STAR-TELEGRAM, INC.

By: *
Name: **Gary Wortel**
Title: **President (Principal Executive Officer)**

By: *
Name: **Patrick J. Talamantes**
Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

KELTATIM PUBLISHING COMPANY, INC.

WICHITA EAGLE AND BEACON PUBLISHING COMPANY, INC.

By: *
Name: **Skip Hidlay**
Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

LEXINGTON H-L SERVICES, INC.

By: *

Name: **Timothy Kelly**

Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

MACON TELEGRAPH PUBLISHING COMPANY

By: *

Name: **George McCanless**

Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

MCCLATCHY INTERACTIVE WEST

By: *

Name: **Chris Hendricks**

Title: **President (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

NITTANY PRINTING AND PUBLISHING
COMPANY

By: *

Name: **Susan Leath**

Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

OLYMPIC-CASCADE PUBLISHING, INC.

By: *

Name: **George LeMasurier**

Title: **President (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

TACOMA NEWS, INC.

By: *

Name: **David Zeeck**

Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President and Assistant Secretary (Principal Financial and Accounting Officer)**

THE BRADENTON HERALD, INC.

By: *

Name: **Robert G. Turner**

Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

THE CHARLOTTE OBSERVER PUBLISHING

COMPANY

By: *

Name: **Ann Caulkins**

Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

THE STATE MEDIA COMPANY

By: *

Name: **Henry Haitz**

Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

THE SUN PUBLISHING COMPANY, INC.

By: *

Name: **Pamela Browning**

Title: **President and Publisher (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

MCCLATCHY INTERACTIVE LLC
MCCLATCHY MANAGEMENT SERVICES, INC.

QUAD COUNTY PUBLISHING, INC.

By: *

Name: **Patrick J. Talamantes**

Title: **President, Assistant Secretary and Assistant Treasurer (Principal Executive Officer)**

By: *

Name: **Elaine Lintecum**

Title: **Treasurer (Principal Financial and Accounting Officer)**

BELLINGHAM HERALD PUBLISHING, LLC

IDAHO STATESMAN PUBLISHING, LLC

OLYMPIAN PUBLISHING, LLC

By: PACIFIC Northwest Publishing Company, Inc.,
their Sole Member

By: *

Name: **Gary B. Pruitt**

Title: **President (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

CYPRESS MEDIA, LLC

By: CYPRESS Media, Inc.,

its Sole Member

By: *

Name: **Gary B. Pruitt**

Title: **President (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Assistant Secretary and Assistant Treasurer (Principal Financial and Accounting Officer)**

SAN LUIS OBISPO TRIBUNE, LLC

By: The McClatchy Company,

its Sole Member

By: *

Name: **Gary B. Pruitt**

Title: **Chairman, President and Chief Executive Officer (Principal Executive Officer)**

By: *

Name: **Patrick J. Talamantes**

Title: **Vice President, Finance and Chief Financial Officer (Principal Financial Officer)**

By: *

Name: **Hai Nguyen**

Title: **Controller (Principal Accounting Officer)**

*By: /s/ **GARY B. PRUITT**
Gary B. Pruitt
Attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---------------|
| /s/ GARY B. PRUITT Gary B. Pruitt (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | Chairman, President and Chief Executive Officer (Principal Executive Officer) | July 20, 2010 |
| /s/ PATRICK J. TALAMANTES Patrick J. Talamantes (1) (3) (4) (5) (7) (8) (9) (13) | Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | July 20, 2010 |
| * | Controller (Principal Accounting Officer) | July 20, 2010 |
| Hai Nguyen | | |
| * | Director | July 20, 2010 |
| Elizabeth Ballantine | | |
| * | Director | July 20, 2010 |
| Leroy Barnes, Jr. | | |
| * | Director | July 20, 2010 |
| Molly Maloney Evangelisti | | |
| * | Director | July 20, 2010 |
| Kathleen Foley Feldstein | | |
| * | Director | July 20, 2010 |
| R. Larry Jinks | | |
| | Director | |
| Brown McClatchy Maloney | | |
| * | Director | July 20, 2010 |
| Kevin S. McClatchy | | |
| * | Director | July 20, 2010 |
| William McClatchy | | |
| * | Director | July 20, 2010 |
| Theodore R. Mitchell | | |
| * | Director | July 20, 2010 |

S. Donley Ritchey

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| Signature | Title | Date |
|--|--|---------------|
| | Director | |
| Frederick R. Ruiz | | |
| * | Director, certain of the Co-Registrants listed above | July 20, 2010 |
| Frank Whittaker (1) (4) (6) (9) (10) (11) | | |
| * | Director, certain of the Co-Registrants listed above and President (Principal Executive Officer) of HLB Newspapers, Inc. | July 20, 2010 |
| Robert Weil (2) (3) (4) (6) (9) (10) | | |
| * | Director, certain of the Co-Registrants listed above | July 20, 2010 |
| Karole Morgan-Prager (5) (9) (10) (11) | | |
| * | Director, certain of the Co-Registrants listed above and President (Principal Executive Officer) of McClatchy Interactive West | July 20, 2010 |
| Chris Hendricks (7) | | |
| * | President (Principal Executive Officer), certain of the Co-Registrants listed above | July 20, 2010 |
| David Landsberg | | |
| * | President (Principal Executive Officer), Anchorage Daily News, Inc. | July 20, 2010 |
| J. Patrick Doyle | | |
| * | President (Principal Executive Officer), certain of the Co-Registrants listed above | July 20, 2010 |
| Mark Ziemann | | |
| * | President and Publisher (Principal Executive Officer), Columbus Ledger-Enquirer, Inc. | July 20, 2010 |
| Valerie Canepa | | |
| * | President and Publisher (Principal Executive Officer), Gulf Publishing Company, Inc. | July 20, 2010 |
| Glen Nardi | | |
| * | President (Principal Executive Officer), certain of the Co-Registrants listed above | July 20, 2010 |
| Gary Wortel | | |
| * | President and Publisher (Principal Executive Officer), certain of the Co-Registrants listed above | July 20, 2010 |
| Skip Hidlay | | |
| * | President and Publisher (Principal Executive Officer), Lexington H-L Services, Inc. | July 20, 2010 |
| Timothy Kelly | | |
| * | President and Publisher (Principal Executive Officer), Macon Telegraph Publishing Company | July 20, 2010 |
| George McCanless | | |

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| | | |
|--------------------------|---|---------------|
| * | President and Publisher (Principal Executive Officer), Nittany Printing and Publishing Company | July 20, 2010 |
| Susan Leath | | |
| * | President (Principal Executive Officer), Olympic-Cascade Publishing, Inc. | July 20, 2010 |
| George LeMasurier | | |

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| Signature | Title | Date |
|---|--|---------------|
| * David Zeeck | President and Publisher (Principal Executive Officer), Tacoma News, Inc. | July 20, 2010 |
| * Robert G. Turner | President and Publisher (Principal Executive Officer), The Bradenton Herald, Inc. | July 20, 2010 |
| * Ann Caulkins | President and Publisher (Principal Executive Officer), The Charlotte Observer Publishing Company | July 20, 2010 |
| * Henry Haitz | President and Publisher (Principal Executive Officer), The State Media Company | July 20, 2010 |
| * Pamela Browning | President and Publisher (Principal Executive Officer), The Sun Publishing Company, Inc. | July 20, 2010 |
| * Elaine Lintecum | Treasurer (Principal Financial and Accounting Officer), certain of the Co-Registrants listed above | July 20, 2010 |
| *By: /s/ GARY B. PRUITT Gary B. Pruitt | | July 20, 2010 |
| Attorney-in-fact | | |

- (1) Mr. Pruitt, Mr. Talamantes and Mr. Whittaker comprise the entirety of the board of directors of Aboard Publishing, Inc., Newsprint Ventures, Inc., Wingate Paper Company, The Charlotte Observer Publishing Company, Miami Herald Media Company, Pacific Northwest Publishing Company, Inc., The Bradenton Herald, Inc., Keynoter Publishing Company, Inc., Biscayne Bay Publishing, Inc., Macon Telegraph Publishing Company, Quad County Publishing, Inc., Lexington H-L Services, Inc., The News and Observer Publishing Company, The State Media Company and The Sun Publishing Company, Inc.
- (2) Mr. Pruitt and Mr. Weil comprise the entirety of the board of directors of Anchorage Daily News, Inc.
- (3) Mr. Pruitt, Mr. Talamantes and Mr. Weil comprise the entirety of the board of directors of Macon Telegraph Publishing Company, Columbus Ledger-Enquirer, Inc., Wichita Eagle and Beacon Publishing Company, Inc., Keltatim Publishing Company, Inc., Gulf Publishing Company, Inc., Lee's Summit Journal, Incorporated, Belton Publishing Company, Inc., Cass County Publishing Company, Nor-Tex Publishing, Inc., Mail Advertising Corporation, Tacoma News, Inc., Olympic-Cascade Publishing, Inc., Star-Telegram, Inc., Tribune Newsprint Company, Idaho Statesman Publishing, LLC, Bellingham Herald Publishing, LLC and Olympian Publishing, LLC.
- (4) Mr. Pruitt, Mr. Talamantes, Mr. Whittaker and Mr. Weil comprise the entirety of the board of directors of McClatchy Newspapers, Inc. and Cypress Media, LLC.
- (5) Mr. Pruitt, Mr. Talamantes and Mrs. Morgan-Prager comprise the entirety of the board of directors of McClatchy Management Services, Inc.
- (6) Mr. Pruitt, Mr. Whittaker and Mr. Weil comprise the entirety of the board of directors of San Luis Obispo Tribune, LLC.
- (7) Mr. Pruitt, Mr. Talamantes and Mr. Hendricks comprise the entirety of the board of directors of McClatchy U.S.A., Inc., McClatchy Interactive West and Nittany Printing and Publishing Company.
- (8) Mr. Pruitt and Mr. Talamantes comprise the entirety of the board of directors of McClatchy Investment Company.

- (9) Mr. Pruitt, Mr. Whittaker, Mr. Weil and Mrs. Morgan-Prager comprise the entirety of the board of directors of HLB Newspapers, Inc.
- (10) Mr. Pruitt, Mr. Talamantes, Mr. Whittaker, Mr. Weil and Mrs. Morgan-Prager comprise the entirety of the board of directors of Cypress Media, Inc.
- (11) Mr. Pruitt, Mr. Whittaker and Mrs. Morgan-Prager comprise the entirety of the board of directors of East Coast Newspapers, Inc.
- (12) Mr. Pruitt is also executing this power of attorney in his capacity as the Principal Executive Officer of certain of the Co-Registrants as listed above.
- (13) Mr. Talamantes is also executing this power of attorney in his capacity as the Principal Executive Officer or the Principal Financial and Accounting Officer of certain of the Co-Registrants as listed above.

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| Exhibit Number | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Contained herein with SEC |
|----------------|--|---|
| 3.1.1 | Restated Certificate of Incorporation of The McClatchy Company | Incorporated by reference from Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q filed July 27, 2006 |
| 3.1.2 | Articles of Incorporation of Aboard Publishing, Inc. | Previously filed |
| 3.1.3 | Articles of Incorporation of Anchorage Daily News, Inc. | Previously filed |
| 3.1.4 | Certificate of Formation of Bellingham Herald Publishing, LLC | Previously filed |
| 3.1.5 | Articles of Incorporation of Belton Publishing Company, Inc. | Previously filed |
| 3.1.6 | Articles of Incorporation of Biscayne Bay Publishing, Inc. | Previously filed |
| 3.1.7 | Articles of Incorporation of Cass County Publishing Company | Previously filed |
| 3.1.8 | Articles of Incorporation of Columbus Ledger-Enquirer, Inc. | Previously filed |
| 3.1.9 | Certificate of Incorporation of Cypress Media, Inc. | Previously filed |
| 3.1.10 | Certificate of Formation of Cypress Media, LLC | Previously filed |
| 3.1.11 | Articles of Incorporation of East Coast Newspapers, Inc. | Previously filed |
| 3.1.12 | Articles of Incorporation of Gulf Publishing Company, Inc. | Previously filed |
| 3.1.13 | Articles of Incorporation of HLB Newspapers, Inc. | Previously filed |
| 3.1.14 | Certificate of Formation of Idaho Statesman Publishing, LLC | Previously filed |
| 3.1.15 | Articles of Incorporation of Keltatim Publishing Company, Inc. | Previously filed |
| 3.1.16 | Certificate of Incorporation of Keynoter Publishing Company, Inc. | Previously filed |
| 3.1.17 | Articles of Incorporation of Lee's Summit Journal, Incorporated | Previously filed |
| 3.1.18 | Articles of Incorporation of Lexington H-L Services, Inc. | Previously filed |
| 3.1.19 | Articles of Incorporation of Macon Telegraph Publishing Company | Previously filed |
| 3.1.20 | Articles of Incorporation of Mail Advertising Corporation | Previously filed |
| 3.1.21 | Certificate of Formation of McClatchy Interactive LLC | Previously filed |
| 3.1.22 | Certificate of Incorporation of McClatchy Interactive West | Previously filed |
| 3.1.23 | Certificate of Incorporation of McClatchy Investment Company | Previously filed |
| 3.1.24 | Certificate of Incorporation of McClatchy Management Services, Inc. | Previously filed |
| 3.1.25 | Certificate of Incorporation of McClatchy Newspapers, Inc. | Previously filed |
| 3.1.26 | Certificate of Incorporation of McClatchy U.S.A., Inc. | Previously filed |
| 3.1.27 | Certificate of Incorporation of Miami Herald Media Company | Previously filed |
| 3.1.28 | Articles of Incorporation of Newsprint Ventures, Inc. | Previously filed |
| 3.1.29 | Articles of Incorporation of Nittany Printing and Publishing Company | Previously filed |

| Exhibit Number | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Contained herein with SEC |
|-------------------|---|---|
| | | |
| 3.1.30 | Articles of Incorporation of Nor-Tex Publishing, Inc. | Previously filed |
| 3.1.31 | Certificate of Formation of Olympian Publishing, LLC | Previously filed |
| 3.1.32 | Articles of Incorporation of Olympic-Cascade Publishing, Inc. | Previously filed |
| 3.1.33 | Certificate of Incorporation of Pacific Northwest Publishing Company, Inc. | Previously filed |
| 3.1.34 | Articles of Incorporation of Quad County Publishing, Inc. | Previously filed |
| 3.1.35 | Certificate of Formation of San Luis Obispo Tribune, LLC | Previously filed |
| 3.1.36 | Certificate of Incorporation of Star-Telegram, Inc. | Previously filed |
| 3.1.37 | Articles of Incorporation of Tacoma News, Inc. | Previously filed |
| 3.1.38 | Articles of Incorporation of The Bradenton Herald, Inc. | Previously filed |
| 3.1.39 | Certificate of Incorporation of The Charlotte Observer Publishing Company | Previously filed |
| 3.1.40 | Articles of Incorporation of The News and Observer Publishing Company | Previously filed |
| 3.1.41 | Certificate of Incorporation of The State Media Company | Previously filed |
| 3.1.42 | Articles of Incorporation of The Sun Publishing Company, Inc. | Previously filed |
| 3.1.43 | Articles of Incorporation of Tribune Newsprint Company | Previously filed |
| 3.1.44 | Restated and Amended Articles of Incorporation of Wichita Eagle and Beacon Publishing Company, Inc. | Previously filed |
| 3.1.45 | Certificate of Incorporation of Wingate Paper Company | Previously filed |
| 3.2.1 | Amended and Restated Bylaws of The McClatchy Company | Incorporated by reference from Exhibit 3.2 to the registrant's Current Report on Form 8-K filed June 28, 2006 |
| 3.2.2 | Bylaws of Aboard Publishing, Inc. | Previously filed |
| 3.2.3 | Bylaws of Anchorage Daily News, Inc. | Previously filed |
| 3.2.4 | Limited Liability Company Agreement of Bellingham Herald Publishing, LLC | Previously filed |
| 3.2.5 | Amended and Restated, Bylaws of Belton Publishing Company, Inc. | Previously filed |
| 3.2.6 | Bylaws of Biscayne Bay Publishing, Inc. | Previously filed |
| 3.2.7 | Amended and Restated, Bylaws of Cass County Publishing Company | Previously filed |
| 3.2.8 | Bylaws of Columbus Ledger-Enquirer, Inc. | Previously filed |
| 3.2.9 | Amended and Restated Bylaws of Cypress Media, Inc. | Previously filed |
| 3.2.10 | Limited Liability Company Agreement of Cypress Media, LLC | Previously filed |
| 3.2.11 | Bylaws of East Coast Newspapers, Inc. | Previously filed |
| 3.2.12 | Bylaws of Gulf Publishing Company, Inc. | Previously filed |
| 3.2.13 | Amended and Restated Bylaws of HLB Newspapers, Inc. | Previously filed |

| Exhibit Number | Description of Exhibit | If Incorporated by Reference, |
|---------------------------|--|--|
| | | Document with which Exhibit was Contained herein with SEC |
| 3.2.14 | Limited Liability Company Agreement of Idaho Statesman Publishing, LLC | Previously filed |
| 3.2.15 | Bylaws of Keltatim Publishing Company, Inc. | Previously filed |
| 3.2.16 | Bylaws of Keynoter Publishing Company, Inc. | Previously filed |
| 3.2.17 | Bylaws of Lee's Summit Journal, Incorporated | Previously filed |
| 3.2.18 | Amended and Restated Bylaws of Lexington H-L Services, Inc. | Previously filed |
| 3.2.19 | Bylaws of Macon Telegraph Publishing Company | Previously filed |
| 3.2.20 | Amended and Restated Bylaws of Mail Advertising Corporation | Previously filed |
| 3.2.21 | Limited Liability Company Operating Agreement of McClatchy Interactive LLC | Previously filed |
| 3.2.22 | Bylaws of McClatchy Interactive West | Previously filed |
| 3.2.23 | Bylaws of McClatchy Investment Company | Previously filed |
| 3.2.24 | Bylaws of McClatchy Management Services, Inc. | Previously filed |
| 3.2.25 | Bylaws of McClatchy Newspapers, Inc. | Previously filed |
| 3.2.26 | Bylaws of McClatchy U.S.A., Inc. | Previously filed |
| 3.2.27 | Bylaws of Miami Herald Media Company | Previously filed |
| 3.2.28 | Bylaws of Newsprint Ventures, Inc. | Previously filed |
| 3.2.29 | Bylaws of Nittany Printing and Publishing Company | Previously filed |
| 3.2.30 | Bylaws of Nor-Tex Publishing, Inc. | Previously filed |
| 3.2.31 | Limited Liability Company Agreement of Olympian Publishing, LLC | Previously filed |
| 3.2.32 | Bylaws of Olympic-Cascade Publishing, Inc. | Previously filed |
| 3.2.33 | Bylaws of Pacific Northwest Publishing Company, Inc. | Previously filed |
| 3.2.34 | Bylaws of Quad County Publishing, Inc. | Previously filed |
| 3.2.35 | Operating Agreement of San Luis Obispo Tribune, LLC | Previously filed |
| 3.2.36 | Bylaws of Star-Telegram, Inc. | Previously filed |
| 3.2.37 | Bylaws of Tacoma News, Inc. | Previously filed |
| 3.2.38 | Bylaws of The Bradenton Herald, Inc. | Previously filed |
| 3.2.39 | Bylaws of The Charlotte Observer Publishing Company | Previously filed |
| 3.2.40 | Bylaws of The News and Observer Publishing Company | Previously filed |
| 3.2.41 | Amended and Restated Bylaws of The State Media Company | Previously filed |
| 3.2.42 | Bylaws of The Sun Publishing Company, Inc. | Previously filed |
| 3.2.43 | Bylaws of Tribune Newsprint Company | Previously filed |
| 3.2.44 | Bylaws of Wichita Eagle and Beacon Publishing Company, Inc. | Previously filed |
| 3.2.45 | Bylaws of Wingate Paper Company | Previously filed |

| Exhibit Number | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was |
|----------------|--|---|
| | | Contained herein with SEC |
| 4.1 | Indenture dated February 11, 2010, among The McClatchy Company, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee | Incorporated by reference from Exhibit 4.1 to the registrant's Current Report on Form 8-K filed February 17, 2010 |
| 4.2 | Form of 11.50% Senior Secured Notes due 2017 | Contained in Exhibit 4.1 |
| 4.3 | Form of Guaranty of 11.50% Senior Secured Notes due 2017 | Contained in Exhibit 4.1 |
| 4.4 | Registration Rights Agreement, dated as of February 11, 2010, among The McClatchy Company, the guarantors from time to time party thereto, and J.P. Morgan Securities Inc., as representative of the several initial purchasers | Incorporated by reference from Exhibit 4.2 to the registrant's Current Report on Form 8-K filed February 17, 2010 |
| 5.1 | Form of Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation (WSGR) relating to the validity of the securities registered hereby | Contained herein |
| 5.2.1 | Form of Opinion of Davis Wright Termaine LLP | Contained herein |
| 5.2.2 | Form of Opinion of Holland & Knight LLP | Contained herein |
| 5.2.3 | Form of Opinion of Carlton Fields, P.A. | Contained herein |
| 5.2.4 | Form of Opinion of Lewis, Rice & Fingersh, L.C. (Illinois) | Contained herein |
| 5.2.5 | Form of Opinion of Fleeson, Goings, Coulson & Kitch, L.L.C. | Contained herein |
| 5.2.6 | Form of Opinion of Stoll Keenon Ogden PLLC | Contained herein |
| 5.2.7 | Form of Opinion of Watkins Ludlam Winter & Stennis, P.A. | Contained herein |
| 5.2.8 | Form of Opinion of Lewis, Rice & Fingersh, L.C. (Missouri) | Contained herein |
| 5.2.9 | Form of Opinion of McGuire Woods LLP | Contained herein |
| 5.2.10 | Form of Opinion of Eisenstein & Bower, LLP | Contained herein |
| 5.2.11 | Form of Opinion of Wyche, Burgess, Freeman & Parham, P.A. | Contained herein |
| 5.2.12 | Form of Opinion of Holland & Hart LLP | Contained herein |
| 10.1 | Security Agreement, dated as of February 11, 2010, among The McClatchy Company, each other grantor from time to time party thereto, and The Bank of New York Mellon Trust Company, N.A., as Collateral Agent | Previously filed |
| 10.4 | First Lien Intercreditor Agreement, dated as of February 11, 2010, among The McClatchy Company, the other grantors party thereto, Bank of America, N.A., as Credit Agreement Collateral Agent, The Bank of New York Mellon Trust Company, as Senior Secured Notes Collateral Agent, and each additional collateral agent from time to time party thereto | Previously filed |
| 12.1 | Statement of Computation of Ratio of Earnings to Fixed Charges | Previously filed |
| 23.1 | Consent of Deloitte & Touche LLP, Independent Registered Accounting Firm | Contained herein |
| 23.2 | Consent of WSGR | Contained in Exhibit 5.1 |
| 24.1 | Power of Attorney (see page II-17 of the original filing of this Form S-4) | Previously filed |
| 25.1 | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon Trust Company, N.A. to act as Trustee under the Indenture | Previously filed |
| 99.1 | Form of Letter of Transmittal | Previously filed |
| 99.2 | Form of Notice of Guaranteed Delivery | Previously filed |
| 99.3 | Form of Letter to Clients | Previously filed |

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|------|--|------------------|
| 99.4 | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees | Previously filed |
| 99.5 | Guideline for Certification of Taxpayer Identification Number on Substitute IRS Form W-9 | Previously filed |