

# Action by Majority Consent of the Board of Directors

## AMENDMENT OF QUALIFIED RETIREMENT PLAN

The undersigned hereby certify that they constitute a majority of the Board of Directors of the Texas Daily Newspaper Association, a corporation incorporated under the laws of the State of Texas.

The undersigned consent to the following resolutions:

**WHEREAS**, the Corporation maintains the TDNA Retirement Plan, a qualified retirement plan, for the benefit of its eligible employees.

**WHEREAS**, the Corporation wishes to remove Philip A. Berkebile as Trustee and appoint Kenneth Whalen as Trustee of the Plan.

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation hereby approves the change of Trustee, to be effective on January 1, 2005.

**RESOLVED FURTHER**, that Philip A. Berkebile is removed as Trustee and Kenneth Whalen will act as Trustee of the trust created under the Plan.

**RESOLVED FURTHER**, that the President of the Association, or any other person or persons duly appointed by the President, is authorized to execute the change in Trustee of the Plan. The Association will retain a copy of the Plan.

### *All Directors Please Sign Below*

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_ Date: \_\_\_\_\_

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