IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

TV GUIDE ONLINE INC. AND TV GUIDE ONLINE, LLC,	)	
Plaintiff and Counterclaim-defendants,	)	
v.	)	**C.A. No. 05-725-KAJ**
TRIBUNE MEDIA SERVICES, INC.,	)	
Defendant and Counterclaim-plaintiff.	)	

DECLARATION OF DENNIS J. FITZSIMONS

I, Dennis J. FitzSimons, declare as follows:

I am Chairman and CEO of Tribune Company, TMS' parent company and a third-party to this dispute.

1. Tribune Company has approximately 50 subsidiaries and other related companies. These holdings include newspapers, television and radio stations, and a baseball team. TMS is one such subsidiary.

2. I did not participate in, direct, or control any part of TMS' development or launch of www.zap2it.com.

3. I did not and do not currently participate in, direct, or control any decisions regarding the operation of www.zap2it.com.

4. I did not participate in, direct, or control any part of TMS' discussions with Gemstar-TV Guide relating to the '078 patent.

5. Because I did not and do not, participate in, direct, or control www.zap2it.com, nor did I participate in, direct, or control discussions with Gemstar-TV Guide relating to the '078 patent, I have no knowledge regarding any issues relevant to this case.

I declare under penalty of perjury, under the laws of the United States of America, that the foregoing is true and correct.

Executed this 2nd day of October, 2006, at Chicago, Illinois.

Dennis J. FitzSimons
Chairman and CEO
Tribune Co.

Subscribed and sworn to before me, this 2nd day of October, 2006.

[signature of Notary]

OFFICIAL SEAL
SUSAN FAHEY
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:08/10/09

Susan Fahey
[typed name of Notary]

NOTARY PUBLIC

My commission expires: 08/10, 2009.

CERTIFICATE OF SERVICE

I hereby certify that on the 3rd day of October, 2006, I electronically filed the foregoing document, **DECLARATION OF DENNIS J. FITZSIMONS**, with the Clerk of the Court using CM/ECF which will send notification of such filing to the following:

Frederick L. Cottrell, III
Jeffrey L. Moyer
Steven J. Fineman
Richards, Layton & Finger P.A.
One Rodney Square, 920 North King Street
Wilmington, Delaware 19801

Additionally, I hereby certify that on the 3rd day of October, 2006, the foregoing document was served via email and via hand delivery on the above referenced attorneys and also via email and via Federal Express on the following non-registered participants:

Robert C. Morgan
Christopher J. Harnett
Stuart W. Yothers
Fish & Neave IP Group
Ropes & Gray LLP
1251 Avenue of the Americas
New York, New York 10020
212.596.9000

/s/ Richard K. Herrmann

Richard K. Herrmann (I.D. No. 405)
Mary B. Matterer (I.D. No. 2696)
MORRIS JAMES HITCHENS & WILLIAMS
222 Delaware Avenue, 10th Floor
Wilmington, Delaware 19801
302.888.6800
rherrmann@morrisjames.com

Attorneys for Defendant
Tribune Media Services, Inc.