IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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

TMS' MOTION FOR LEAVE TO AMEND ITS ANSWER, AFFIRMATIVE DEFENSES AND COUNTERCLAIMS

Pursuant to Rules 13, 15 and 20 of the Federal Rules of Civil Procedure, the Defendant Tribune Media Services, Inc. hereby moves for leave to file its First Amended Answer, Affirmative Defenses and Counterclaims. A brief in support of this motion is filed contemporaneously herewith, attached to which at Exhibits A and B are copies of the First Amended Answer, Affirmative Defenses and Counterclaims and a blackline version thereof, respectively.

Dated: July 24, 2006

Richard K. Herrmann (I.D. No. 405)
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7.1.1 CERTIFICATION

Pursuant to Local Rule 7.1.1, the undersigned certifies that the Defendant Tribune Media Services, Inc., in correspondence dated July 19 and 20, 2006, asked the Plaintiffs whether they would oppose this motion. In return correspondence dated July 21, 2006, Plaintiffs responded that they do oppose the motion.

Richard K. Herrmann

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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

ORDER GRANTING MOTION FOR LEAVE TO AMEND

The Court having considered Defendant Tribune Media Services, Inc.'s Motion for Leave to Amend its Answer, Affirmative Defenses and Counterclaims and the parties' arguments in support and opposition thereof,

IT IS HEREBY ORDERED this _____ day of _____, 2006, that the motion is GRANTED and Defendant's First Amended Answer, Affirmative Defenses and Counterclaims is deemed filed and served as of the date of this Order.

_____
Kent A. Jordan, J.

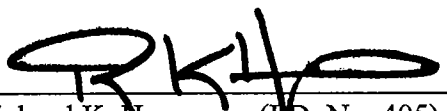
CERTIFICATE OF SERVICE

I hereby certify that on the 24th day of July, 2006, I electronically filed the foregoing document, **TMS'S MOTION FOR LEAVE TO AMEND ITS ANSWER, AFFIRMATIVE DEFENSES AND COUNTERCLAIMS**, 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 the foregoing document was served email and via hand delivery (both on July 24, 2006) on the above referenced attorneys and via email (on July 24, 2006) and Federal Express (on July 25, 2006)on the following non-registered participants:

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