

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

LEE ENTERPRISES, INCORPORATED
(Exact Name of Registrant Specified in its Charter)

Delaware

42-0823980

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer Identification No.)

215 N. MAIN STREET, DAVENPORT, IA 52801
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

319-383-2100

Larry L. Bloom
Vice President and Treasurer
Lee Enterprises, Incorporated
215 N. Main Street
Davenport, IA 52801

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

(319) 383-2100

Please send copies of all communications to:

C. Dana Waterman III
Lane & Waterman
600 Norwest Bank Building
220 N. Main Street, Ste. 600
Davenport, IA 58201-1987
(319) 324-3426

Approximate date of commencement of proposed sale to the public: From time to
time after the effective date of this Registration Statement.

If any of the securities being registered on the Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. [x]

The registrant hereby amends this registration statement on such date or dates
as may be necessary to delay its effective date until the registrant 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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price Per Share ¹	Proposed Maximum Offering Price	Amount of Registration Fee
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Common Stock (\$2.00 par value)	3,293,286	\$23.75	\$78,215,542	\$23,701.67

The registration statement is 26 pages in length. The Exhibit Index is found on
page 8 of the registration statement.

As filed with the Securities and Exchange Commission
On April 25, 1997

1 Estimated solely for the purpose of calculating the registration fee, in
accordance with Rule 457 on the basis of the average of the high (\$24) and
the low (\$23 1/2) prices paid for a share of Lee Enterprises, Incorporated

Subject to Completion
April _____, 1997

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the date the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

PROSPECTUS

LEE ENTERPRISES, INCORPORATED

3,293,286 SHARES OF
COMMON STOCK
\$2.00 PAR VALUE

This Prospectus pertains to an offering from time to time of up to 3,293,286 shares of common stock, \$2.00 par value (the "Shares") of Lee Enterprises, Incorporated (the "Company") held by stockholders (the "Selling Stockholders") who directly or beneficially received the Shares on March 31, 1995 in exchange for 50.25% of the outstanding shares of Journal-Star Printing Co., a subsidiary which prior to the acquisition was 49.75% owned by the Company. See "SELLING STOCKHOLDERS". The Company will not receive any proceeds from the sale of the Shares covered by this Prospectus. The Company has agreed to pay certain registration expenses in connection with this offering (excluding brokerage commissions) estimated at approximately \$41,201.67.

The distribution of the Shares by the Selling Stockholders may be effected from time to time, in one or more transactions on the New York Stock Exchange or otherwise, in special offerings, exchange distributions or secondary distributions pursuant to and in accordance with the rules of the New York Stock Exchange, in the over-the-counter market, in negotiated transactions, or a combination of such methods of sale, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Selling Stockholders may effect such transactions by selling Shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions from Selling Stockholders and/or purchasers of the Shares from whom they may act as agent (which compensation may be in excess of customary commissions). See "SELLING STOCKHOLDERS" and "PLAN OF DISTRIBUTION".

The Company's Common Stock, \$2.00 par value (the "Common Stock") is traded on the New York Stock Exchange under the symbol LEE. On November 9, 1995, the Company's Board of Directors declared a two-for-one stock split on the Company's Common Stock and Class B Common Stock effected in the form of a stock dividend to holders of record on November 20, 1995. All Common Stock data has been stated herein to reflect the split. On April 23, 1997, the closing price for the Common Stock on the New York Stock Exchange was \$24 5/8.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION SHOULD NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO PURCHASE, THE COMPANY'S COMMON STOCK OR THE SHARES OFFERED BY THIS PROSPECTUS IN ANY JURISDICTION OR FROM ANY PERSON TO WHOM OR FROM WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY DISTRIBUTION OF SECURITIES MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN A CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE OF THIS PROSPECTUS.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Prospectus dated April __, 1997

AVAILABLE INFORMATION

Lee Enterprises, Incorporated, a Delaware corporation, with principal executive offices at 215 N. Main Street, Davenport, IA 52801, telephone number (319) 383-2100, is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the following regional offices of the Commission: Seven World Trade Center, 13th Floor, New York, NY 10048; and Citicorp Center, 500 West Madison Street, Ste. 1400, Chicago, IL 60661. Copies of such material can also be obtained from the Public Reference Section of the Commission at Seven World Trade Center, 13th Floor, New York, NY 10048, at prescribed rates. The Company's Common Stock is listed on the New York Stock Exchange ("NYSE"). Such reports, proxy statements and other information can also be inspected at the offices of the NYSE, 20 Broad Street, New York, NY 10005. The Commission maintains a Web site that contains reports, proxy and information statements and other information regarding issuers that file electronically. The address of such site is <http://www.sec.gov>.

The Company has filed with the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, a Registration Statement on Form S-3 and exhibits thereto under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the securities offered hereby (the "Registration Statement"). This Prospectus does not contain all the information set forth in the Registration Statement which the Company has filed with the Commission, certain items of which have been omitted and are contained in schedules and exhibits to the Registration Statement as permitted by the rules and regulations of the Commission. Reference is hereby made to such omitted portions for further information about the Company and the securities offered hereby.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Prospectus incorporates documents by reference which are not presented herein or delivered herewith. The Company will provide without charge to each person to whom this Prospectus is delivered, upon written or oral request of such person, a copy of any document incorporated by reference in this Prospectus, other than exhibits to any such document not specifically described above. Requests for such documents should be directed to Sharon Bertram, Lee Enterprises, Incorporated, 400 Putnam Building, 215 N. Main Street, Davenport, IA 52801-1924 (telephone number (319) 383-2100).

The following documents filed with the Commission (file No. 1-6227) are incorporated by reference in, and made a part hereof, this Prospectus: (i) the Company's Annual Report on Form 10-K for the year ended September 30, 1996; (ii) the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996; (iii) the Company's Current Reports on Form 8-K dated November 4, 1996 and January 30, 1997; (iv) the Company's Registration Statement on Form 8-A filed on or about February 28, 1978, containing a description of the Company's Common Stock; and (v) the Company's Registration Statement on Form 8-A filed on or about February 10, 1986, containing a description of the Company's Common Stock and Class B Common Stock.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus and prior to the termination of the offering of the Shares shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of filing of such reports and documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference in this Prospectus shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

LEE ENTERPRISES, INCORPORATED

Lee Enterprises, Incorporated owns and operates nine full-service network affiliated television stations and seven satellite television stations, and publishes 19 daily newspapers and 40 weekly and specialty publications. The Company's principal executive offices are located at 400 Putnam Building, 215 N. Main Street, Davenport, IA 52801-1924 (telephone number (319) 383-2100).

SELLING STOCKHOLDERS

The following table identifies the Selling Stockholders and indicates (i) the nature of any position, office or other material relationship that such Selling Stockholder has had within the past three years with the Company (or any of its predecessors or affiliates) and (ii) the number of Shares of Common Stock owned by the Selling Stockholder prior to the offering and the number of Shares to be offered for the Selling Stockholder's account and the number of Shares and percentage of outstanding Shares to be owned by the Selling Stockholder after completion of the offering. The information is current as of April 24, 1997.

Name(1)	Position with or Relationship to the Company	Shares Owned Before the Offering	Shares Sold in the Offering	Shares and Per- centage of Class Owned After the Offering
Journal Limited Partnership (2)	(2)	3,048,760	3,048,760	0 (0%)
Trust for the Benefit of Fred Seacrest/ Mark T. Seacrest Share (2)	(2)	244,526	244,526	0 (0%)
James C. Seacrest Revocable Trust (2)	(2)	(2)	(2)	0 (0%)

(1) Except as otherwise indicated in the footnotes to the above table, the Company believes the Selling Stockholders have sole voting and investment powers with respect to the Shares of Common Stock shown above opposite their respective names.

(2) On March 31, 1995, the Company issued 3,293,286 shares of its Common Stock, \$2.00 par value, to Journal Limited Partnership, a Nebraska limited partnership ("JLP"), in exchange for 50.25% of the outstanding shares of Journal-Star Printing Co., an affiliate of the Company which prior to the acquisition was 49.75% owned by the Company (the "Exchange"). Subsequently, JLP distributed 244,526 of the Shares to one of its limited partners, the Trust for the Benefit of Fred Seacrest/Mark T. Seacrest Share. The voting power and investment power with respect to the Shares held in this Trust are exercised by the trustee of the Trust, National Bank of Commerce Trust and Savings Association, Lincoln, Nebraska. After the effective date of this Registration Statement, JLP will distribute 31,311 Shares to another of its limited partners, the James C. Seacrest Revocable Trust. The voting power and investment power with respect to the Shares held in this Trust will be exercised by the trustee of the Trust, National Bank of Commerce Trust and Savings Association, Lincoln, Nebraska.

SHAREHOLDERS' AGREEMENT. The Selling Stockholders' Shares delivered by the Company in the Exchange are subject to a Shareholders' Agreement between the Company and JLP dated February 27, 1995, as amended by an Addendum and Second Addendum to the Shareholders' Agreement (collectively, the "Shareholders' Agreement"), which provides for certain restrictions on the transferability of the Selling Stockholders' Shares unless such transfers are made in reliance upon an exemption under the Securities Act or pursuant to an effective Registration Statement filed under the Securities Act.

The Shareholders' Agreement also allows the Company, by notice to the Selling Stockholders, to suspend any Transfer (as defined in the Shareholders' Agreement) in order to permit updating of this Prospectus, with such updating or amendment to occur as soon as reasonably practicable after the date of the Company's notice. No Transfer may be effected until an amendment or supplement to this Registration Statement becomes effective.

The Shareholders' Agreement further provides that the Company shall use its best efforts to prepare, file and have effective a registration statement under the Securities Act with respect to the Selling Stockholders' Shares. The Shareholders' Agreement is incorporated by reference herein from Exhibit (c)(2) to the Company's Current Report on Form 8-K, filed March 31, 1995, and the Addendum to the Shareholders' Agreement and the Second Addendum to the Shareholders' Agreement are incorporated by reference herein as exhibits to this Registration Statement.

At December 31, 1996, 3,048,760 Shares held by JLP represented 8.89% and the Trust for the Benefit of Fred Seacrest/ Mark T. Seacrest Share and the James C. Seacrest Revocable Trust represented less than 1% of the Company's outstanding Common Stock, respectively. Aside from its ownership of the Company's Common Stock, JLP, the Trust for the Benefit of Fred Seacrest/Mark T. Seacrest Share and the James C. Seacrest Revocable Trust have no other material relationship with the Company or any of its affiliates, any director or officer of the Company, or any associate of such director or officer.

PLAN OF DISTRIBUTION

The distribution of the Selling Stockholders' Shares by them may be effected from time to time, in one or more transactions on the NYSE or otherwise, in special offerings, exchange distributions or secondary distributions pursuant to and in accordance with the rules of the NYSE, in the over-the counter market, in negotiated transactions, or a combination of such methods of sale, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Selling Stockholders may effect such transactions by selling Shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions from Selling Stockholders and/or purchasers of Shares for whom they may act as agent (which compensation may be in excess of customary commissions). Selling Stockholders and broker-dealers that participate with the Selling Stockholders in the distribution of the Shares may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act, and any commissions received by them and any profit on the resale of the Selling Stockholders' Shares may be deemed to be underwriting compensation.

LEGAL OPINION

The legality of the Common Stock offered hereby has been passed upon by Lane & Waterman, 600 Norwest Bank Building, 220 N. Main Street, Ste. 600, Davenport, Iowa. C. D. Waterman III, a partner in said firm, is the Secretary of the Company. As of March 1, 1997, attorneys in the firm of Lane & Waterman beneficially own 33,814 shares of the Company's Common Stock and 30,286 shares of the Company's Class B Common Stock.

EXPERTS

The consolidated financial statements of the Company for the years ended September 30, 1996, 1995 and 1994 incorporated by reference herein, have been audited by McGladrey & Pullen, LLP, independent certified public accountants, to the extent and for the periods indicated in their report and have been incorporated by reference herein, and upon the authority of such firm as experts in accounting and auditing.

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following is an estimate, subject to future contingencies, of the expenses to be incurred by the Company in connection with distribution of the securities being registered:

Registration Fee	\$23,701.67
Legal Fees and Expenses	\$20,000.00
Accounting Fees and Expenses	\$ 1,500.00
Total	\$41,201.67

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes indemnification of directors and officers of a Delaware corporation under certain circumstances against expenses, judgments and the like in connection with an action, suit or proceeding. Article Fifth of the Company's Restated Certificate of Incorporation and Article III, Section 7 of the Company's By-Laws provide for broad indemnification of the Company's directors and officers.

ITEM 16. EXHIBITS

3.1 Restated Certificate of Incorporation, as amended (incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A dated February 28, 1986; incorporated by reference to parts III and IV of the Company's Annual Report on Form 10-K for the year ended September 30, 1986; and incorporated by reference to parts III and IV of the Company's Annual Report on Form 10-K for the year ended September 30, 1989; and incorporated by reference to parts III and IV of the Company's Annual Report on Form 10-K for the year ended September 30, 1990).

3.2 By-Laws as amended.

4.1 Specimens of securities being registered (incorporated by reference to Exhibit 7 to the Company's Registration Statement on Form 8-A filed on or about February 27, 1978).

4.2 The Company's Note Purchase Agreement, dated as of December 1, 1990, by and among the Company and the Purchasers named in Schedule II to the Agreement (incorporated by reference to Exhibit 4(iv) to the Company's Registration Statement on Form S-8, filed on or about March 30, 1992).

5. Opinion of Lane & Waterman.

10.1 Plan and Agreement of Reorganization (including Shareholders' Agreement and other exhibits) by and among Lee Enterprises, Incorporated, Journal Limited Partnership, J-S Acquisition Corp. and Journal-Star Printing Co. dated February 27, 1995 (incorporated by reference to Exhibit (c)(1) to the Company's current report on Form 8-K dated March 31, 1995).

10.2 Shareholders' Agreement by and between Lee Enterprises, Incorporated and Journal Limited Partnership (incorporated by reference to Exhibit (c)(2) to the Company's current report on Form 8-K dated March 31, 1995); Addendum to Shareholders' Agreement; and Second Addendum to Shareholders' Agreement dated April 18, 1997.

23. (i) Consent of McGladrey & Pullen, LLP.

(ii) Consent of Lane & Waterman (included as part of Exhibit 5 herewith).

24. Power of Attorney.

ITEM 17. UNDERTAKINGS

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent posteffective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the

Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such posteffective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a posteffective amendment any of the securities being registered which remain unsold at the termination of the offering.

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

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer, or controlling person of the Company 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 Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Davenport, State of Iowa, on the 25th day of April, 1997.

Date: April 25, 1997

LEE ENTERPRISES, INCORPORATED

/s/ Richard D. Gottlieb

/s/ Larry L. Bloom

Richard D. Gottlieb, President,
Chief Executive Officer, and
Director

Larry L. Bloom, Vice-President
of Finance, Treasurer and
Chief Financial Officer

/s/ G. C. Wahlig

G. C. Wahlig,
Principal Accounting Officer

EXHIBIT INDEX

Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
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3.2	By-Laws as amended.	
4.1	Specimens of securities being registered (incorporated by reference to Exhibit 7 to the Company's Registration Statement on Form 8-A filed on or about February 27, 1978).	
4.2	The Company's Note Purchase Agreement, dated as of December 1, 1990, by and among the Company and the Purchasers named in Schedule II to the Agreement (incorporated by reference to Exhibit 4(iv) to the Company's registration statement on Form S-8, filed on or about March 30, 1992).	
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24.	Power of Attorney.	

EXHIBIT 3.2
BY-LAWS

OF

LEE ENTERPRISES, INCORPORATED

(A Delaware corporation)

Effective January 29, 1997

ARTICLE I

OFFICES

SECTION 1. Principal Office. The principal office shall be at 229 South State Street, in the City of Dover, County of Kent, State of Delaware, and the name of the resident agent in charge thereof is THE PRENTICE-HALL CORPORATION SYSTEM, INC.

SECTION 2. Other Offices. The corporation may also have an office or offices at such other place or places, within or without the State of Delaware, as the Board of Directors may from time to time designate or the business of the corporation require.

ARTICLE II

STOCKHOLDERS' MEETINGS

SECTION 1. Annual Meetings. An annual meeting of the stockholders of the corporation shall be held at such time and place within or without the State of Delaware as may be determined by the Board of Directors, and as shall be designated in the notice of said meeting, for the purpose of electing directors and for the transaction of such other proper business, notice of which was given in the notice of the meeting.

SECTION 2. Nomination of Directors and other business.

(a) Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. Nominations of persons for election as directors may be made at a meeting of stockholders only (x) by or at the direction of the Board of Directors, (y) by any person or persons authorized to do so by the Board or (z) by any stockholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 2. Such nomination, other than those made by or at the direction of the Board or by persons authorized by the Board, shall be made pursuant to timely notice in writing to the Chairman of the Nominating Committee of the Board of Directors. Such stockholder's notice of a proposed nomination shall set forth, as to each person whom the stockholder proposes to nominate for election or re-election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class and number of shares of capital stock of the corporation which are beneficially owned by the person, and (iv) any other information relating to the person that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as now or hereafter amended; and as to the stockholder giving the notice, (v) the name and record address of such stockholder and (vi) the class and number of shares of the corporation which are beneficially owned by such stockholder. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as director. No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth herein and unless qualified under the other provisions of these bylaws. If the Chairman of the meeting determines that a nomination was not made in accordance with the foregoing procedure, he shall so declare to the meeting and the defective nomination shall be disregarded.

(b) To be properly brought before any annual or special meeting of stockholders, business must be either (x) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (y) otherwise properly brought before the meeting by or at the direction of the Board, or (z) otherwise properly brought before the meeting by a stockholder. In addition to any other applicable requirements, for business to be properly brought before a meeting by a stockholder, the stockholder must have given

timely notice thereof in writing to the Secretary of the corporation. A stockholder's notice to the Secretary shall set forth with respect to each matter the stockholder proposes to bring before the meeting (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and record address of the stockholder proposing such business, (iii) the class and number of shares of the corporation which are beneficially owned by the stockholder, and (iv) any material interest of the stockholder in such business. Notwithstanding anything in these bylaws to the contrary, no business shall be conducted at any meeting of stockholders except in accordance with the procedures set forth in this Section 2, provided, however, that nothing in this Section 2 shall be deemed to preclude discussion by any stockholder of any business properly brought before the meeting. If the Chairman of the meeting determines that such business was not properly brought before the meeting in accordance with the foregoing procedure, he shall so declare to the meeting, and any such business not properly brought before the meeting shall not be transacted.

(c) To be timely, a stockholder's notice of nomination or other business must be delivered to, or mailed and received at, the principal executive offices of the corporation, as to the annual meeting of stockholders, not later than the date fixed annually by the Board of Directors and set forth in the proxy statement for the preceding annual meeting. As to any other meeting such notice shall be given not less than 40 days nor more than 65 days prior to the meeting; provided, however, that in the event that less than 45 days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 15th day following the day on which such notice of the date of the special meeting was mailed or such public disclosure was made, whichever first occurs.

SECTION 3. Special Meetings. Special meetings of the stockholders may be held at such time and place within or without the State of Delaware as may be designated in the notice of said meeting, upon call of the Board of Directors, the Chairman of the Board, or the President.

SECTION 4. Notice of Meetings and Adjourned Meetings. Unless otherwise provided by law, written notice of any meeting of the stockholders stating the place, date, hour and purpose or purposes of the meeting shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice shall be deemed for all purposes to have been given when deposited in the United States mail, postage prepaid, directed to the stockholder at the address of the stockholder as it appears on the records of the corporation. An affidavit of the Secretary or an Assistant Secretary or of the transfer agent of the corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, provided that if the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 5. Record Date for Determination of Stockholders. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the stock record books of the corporation shall not be closed, but the Board of Directors shall fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 6. Quorum. Except as otherwise provided by law or the Certificate of Incorporation a quorum of all meetings of stockholders shall consist of the holders of record of stock representing a majority of the voting power of all classes of the Corporation, issued and outstanding, entitled to vote at the meeting, present in person or by proxy. For purposes of the foregoing, two or more classes or series of stock shall be considered a single class if the holders thereof are entitled to vote together as a single class at the meeting. In the absence of a quorum at any meeting or any adjournment thereof, a majority of the voting power of those present in person or by proxy and entitled to vote may adjourn such meeting from time to time. At any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 7. Organization. Meetings of the stockholders shall be presided over by the President. If he is not present, the Chairman of the Board or a Vice President (in that order) shall preside. In their absence or inability to act, another person designated by the President shall preside. The Secretary of the corporation, or an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the meeting shall choose any person present to act as secretary of the meeting.

SECTION 8. Voting. Except as provided in Section 9(a) or as otherwise provided by law, each stockholder entitled to vote at any meeting of stockholders shall be entitled to such number of votes as is specified, in respect of the class or series of capital stock held by such stockholder, in the corporation's Restated Certificate of Incorporation. Any vote of stock of the corporation may be given by the stockholder entitled thereto in person or by his proxy appointed by an instrument in writing, subscribed by such stockholder or his attorney thereto authorized and delivered to the Secretary of the meeting; provided, however, that no proxy shall be voted on after three (3) years from its date unless said proxy provides for a longer period. Except as otherwise required by law or the Restated Certificate of Incorporation or these By-Laws, or in electing directors, all matters coming before any meeting of the stockholders shall be decided by the vote of a majority of the voting power of all classes of stock of the corporation present in person or by proxy at such meeting and entitled to vote thereat, a quorum being present. At all elections of directors the voting may, but need not be, by ballot and a plurality of the votes cast thereat shall elect.

SECTION 9(a). Voting of Shares by Aliens. No more than twenty percent (20%) of the outstanding shares of stock of the corporation entitled to vote on any matter submitted to stockholders (including the election of directors) shall be voted, directly or indirectly, by or for the account of all aliens as a group. All references herein to "alien" shall include the representatives, associates and affiliates of such alien. The term "alien", "representative", "associate", and "affiliate" shall be defined as set forth in Subdivision (J) to Article FOURTH of the Restated Certificate of Incorporation of the corporation.

SECTION 10. List of Stockholders. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

SECTION 11. Inspectors of Voting. Except as otherwise provided by statute, the President or in his absence the Chairman of the meeting, shall appoint one or more inspectors of voting for each meeting of stockholders.

SECTION 12. Meeting Procedures. Meetings of stockholders shall be conducted in a fair manner but need not be governed by any prescribed rules of order. The presiding officer's rulings on procedural matters shall be final. The presiding officer is authorized to impose reasonable time limits on the remarks of individual stockholders and may take such steps as such officer may deem necessary or appropriate to assure that the business of the meeting is conducted in a fair and orderly manner including, without limitation, to adjourn any meeting and determine the date, time and place at which any adjourned meeting shall be reconvened, unless otherwise determined by the Board of Directors.

ARTICLE III

DIRECTORS

SECTION 1. Powers, Number, Qualification, Term, Quorum and Vacancies. The property, affairs and business of the corporation shall be managed by its Board of Directors, consisting of such number as shall be fixed from time to time by resolution adopted at a meeting of the stockholders or as may be determined by the Board of Directors as hereinafter provided. The number of directors shall never be less than three (3). The directors shall be divided into three classes as nearly equal in number as possible, with the term of office of one class expiring each year. Following expiration of terms for which they were elected, each class of directors shall thereafter be elected for a three-year term. The directors shall have power from time to time, and at any time, when the stockholders as such are not assembled in a meeting, regular or special, to increase or decrease their own number. During the intervals between annual meetings of stockholders, any vacancy occurring in the Board of Directors caused by resignation, removal, death or incapacity, and any newly created directorships resulting from an increase in the number of directors, shall be filled by a majority vote of the directors then in office, whether or not a quorum. Each director chosen to fill a vacancy shall hold office for the unexpired term in respect of which such vacancy occurred. Each director chosen to fill a newly created directorship shall hold office until the next election of the class for which such director shall have been chosen. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. Each director shall serve until a successor shall have been duly elected and qualified, except in the event of resignation, removal, death or other incapacity.

Directors need not be stockholders. No alien (including the representatives, associates and affiliates thereof) shall be eligible to serve as a director of the corporation. The terms "alien", "representative", "associate", and "affiliate", shall be defined as set forth in Subparagraph (J) to Article FOURTH of the Restated Certificate of Incorporation of the corporation.

A majority of the members of the Board of Directors then acting, but in no event less than one-third nor less than two (2) of the number of directors authorized, acting at a meeting duly assembled, shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 2. Meetings. Meetings of the Board of Directors shall be held at such place within or outside the State of Delaware as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors, and special meetings may be held at any time upon the call of the President or any two (2) directors by oral, telegraphic, facsimile or other written notice duly communicated to, served on, sent, or mailed to each director at his or her principal address as recorded in the records of the Corporation not less than twenty-four (24) hours before such meeting. A meeting of the Board of Directors shall be held without notice immediately after the annual meeting of stockholders. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 3. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or committee.

SECTION 4. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two (2) or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize

the seal of the corporation to be affixed to all papers which may require it; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

SECTION 5. Dividends. Subject always to the provisions of the law and the Certificate of Incorporation, the Board of Directors shall have full power to determine whether any, and if any, what part of any, funds legally available for the payment of dividends shall be declared in dividends and paid to stockholders; the division of the whole or any part of such funds of the corporation shall rest wholly within the lawful discretion of the Board of Directors, and it shall not be required at any time, against such discretion, to divide or pay any part of such funds among or to the stockholders as dividends or otherwise; and the Board of Directors may fix a sum which may be set aside or reserved over and above the capital paid in of the corporation as working capital for the corporation or as a reserve for any proper purpose, and from time to time may increase, diminish, and vary the same in its absolute judgment and discretion.

SECTION 6. Removal of Directors. A director may be removed from office at any time, but only for cause, by the affirmative vote of the holders of a majority of the outstanding shares of stock entitled to vote for the election of directors at a meeting of the stockholders called for that purpose.

SECTION 7. Indemnification of officers, directors, employees and aliens.

(a) Each officer, director, employee and agent of the corporation and each person serving at the request of the corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified (including payment of expenses in advance) by the corporation to the full extent from time to time provided or authorized by the General Corporation Law of the State of Delaware. This right of indemnification shall not be exclusive of other indemnification rights to which any such person may be entitled under contract, by-law, vote of stockholders or disinterested directors, policy of insurance or otherwise. The subsequent provisions of this By-law shall not limit or otherwise modify the foregoing provision.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such persons shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(d) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (b) and (c), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(e) Any indemnification under subsections (b) and (c) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (b) and (c). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(f) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(g) The indemnification and advance of expenses provided by or granted pursuant to, the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The corporation shall have authority to enter into indemnification agreements with its officers and directors, the terms of which shall be approved by the board of directors.

(h) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

(i) For purposes of this Section, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(j) For purposes of this Section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Section. References to "actions" or "proceedings" shall include administrative or investigative inquiries as well as suits at law or in equity.

(k) The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director,

officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IV

OFFICERS

SECTION 1. Number. The Board of Directors at its first meeting after each annual meeting of the stockholders, or at any time thereafter, shall elect a Chairman of the Board, a President (acting as Chief Executive Officer), one or more Vice Presidents (the number to be determined by the Board of Directors), a Secretary and a Treasurer. The Board of Directors may appoint from time to time one or more Assistant Secretaries and Assistant Treasurers and such other officers and agents as it shall deem necessary. Two or more offices, other than that of Chairman of the Board, President and Secretary, may be held by the same person. None of the officers need be a director or a stockholder of the corporation.

SECTION 2. Term and Removal. Each elective officer shall hold office until the next annual meeting of the Board of Directors, or until his successor is elected and qualifies. Each appointive officer shall hold office at the will of the Board of Directors. Any officer elected or appointed by the Board of Directors may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled by the Board of Directors.

SECTION 3. Chairman of the Board. The Chairman of the Board, in the absence of the President, shall preside at all meetings of the Board of Directors, and shall have such powers and perform such duties as may be assigned to him by the President or the Board of Directors.

SECTION 4. President. The President shall be Chief Executive Officer of the corporation, shall preside at all meetings of the Board of Directors, and shall have general supervision of the business, affairs and property of the corporation and over its several officers, subject to the control of the Board of Directors. He shall be ex officio a member of all standing committees, other than the Audit and Executive Compensation Committees, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall make recommendations to the Board of Directors with respect to corporate policies and other matters of importance which he believes should be submitted for Board consideration. He shall have all the powers usually vested in the office of a general manager and chief executive officer of a corporation. He shall have power to execute contracts and other documents on behalf of the corporation, under seal or otherwise.

SECTION 5. Vice Presidents. Each Vice President shall have such powers and perform such duties as may be assigned to him by the President or the Board of Directors.

SECTION 6. Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the President or the Board of Directors. He shall keep in safe custody the seal of the corporation and, when authorized to do so, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary.

SECTION 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and, in general, perform all of the duties incident to the office of Treasurer and such other duties as shall from time to time be assigned to him by the President or the Board of Directors.

SECTION 8. Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers, if any, shall be appointed by the Board of Directors and shall have such powers and shall perform such duties as shall be assigned to them by the President or the Board of Directors.

ARTICLE V

CERTIFICATES OF STOCK AND UNCERTIFICATED STOCK

SECTION 1. Certificates of Shares and Uncertificated Shares.

The Board of Directors may authorize the issuance of some or all of the shares of its common stock without certificates. The authorization does not affect shares already represented by certificates until they are surrendered to the corporation. Shares of stock held by or for the account of aliens (including the representatives, associates, and affiliates thereof) shall be represented by "Foreign Share Certificates". The terms "alien", "representative", "associate" and "affiliate" shall be defined as set forth in Subparagraph (J) of Article FOURTH of the Restated Certificate of Incorporation of the corporation. All such other shares of stock shall be represented by either "Domestic Share Certificates" or, in the case of uncertificated stock, by such written statements issued by the corporation in respect of uncertificated shares. All such certificates or written statements shall be in such form and design as the Board of Directors may approve and each certificate or written statement shall be signed by the Chairman of the Board, the President or a Vice President and the Secretary or Assistant Secretary, and shall express on its face its number, date of issuance, the number of shares for which and the person to whom issued.

SECTION 2 Ownership, Control and Transfer of Shares. Not more than twenty percent (20%) of the outstanding shares of stock of the corporation shall at any time be owned or controlled, directly or indirectly, by or for the account of all aliens as a group. Shares of stock shall be transferable on the books of the corporation by the holder thereof in person or by duly authorized attorney upon the surrender of the certificate representing shares to be transferred, properly endorsed, or, in the case of uncertificated stock, by the registration of the transfer of the uncertificated shares on the books of the corporation by the holder thereof; provided, however, that shares of stock other than shares represented by foreign share certificates shall be transferable to aliens or any person holding for the account thereof only when the aggregate number of shares of stock owned by or for the account of all aliens as a group will not then be more than twenty percent (20%) of the number of shares outstanding. The Board of Directors may direct that, before shares of stock shall be transferred on the books of the corporation, the corporation may require information as to whether the proposed transferee is an alien or will own the stock for the account of an alien. The issuance or transfer of any of the shares of stock at any time outstanding to an alien contrary to the provisions of this Section shall be void. All references herein to "alien" shall include the representatives, associates and affiliates of such alien. The terms "alien", "representative", "affiliate", "associate", "control" and "person" shall be defined as set forth in Subparagraph (J) to Article FOURTH of the Restated Certificate of Incorporation of the corporation.

Transfers of shares of the capital stock of the corporation shall be made only on the books of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, or with a transfer clerk or a transfer agent appointed as in Section 4 of this Article provided, and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes thereon, or, in the case of uncertificated stock, by the registration of the transfer of the uncertificated shares and the payment of all taxes thereon. The person in whose name shares of stock stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation; provided that whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact, if known to the Secretary of the corporation, shall be so expressed in the entry of transfer. The Board may, from time to time, make such additional rules and regulations as it may deem expedient, not inconsistent with these By-Laws, concerning the issue, transfer, and registration of certificates for shares or uncertificated shares of the capital stock of the corporation.

The certificates of stock or written statement in respect of uncertificated shares shall be signed by the Chairman of the Board, the President or a Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and sealed with the seal of the corporation. If a certificate of stock or written statement is countersigned (1) by a transfer agent other than the corporation or its employee, or (2) by a registrar other than the corporation or its employee, any other signature on the certificate or written statement may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate of stock or written statement shall have ceased to be such officer, transfer agent or registrar before such certificate of stock or written statement is issued, it may be issued by the corporation with the same

effect as if he were such officer, transfer agent or registrar at the date of issue.

SECTION 3. Lost, Stolen, Destroyed, or Mutilated Certificates.

No certificate for shares of stock in the corporation shall be issued in place of any certificate alleged to have been lost, destroyed or stolen, except on production of such evidence of such loss, destruction or theft and on delivery to the corporation, if the Board of Directors shall so require, of a bond of indemnity in such amount (not exceeding twice the value of the shares represented by such certificate), upon such terms and secured by such surety as the Board of Directors may in its discretion require.

SECTION 4. Transfer Agent and Registrar. The Board of

Directors may appoint one or more Transfer Clerks or one or more Transfer Agents and one or more Registrars, and may require all certificates of stock to bear the signature or signatures of any of them.

SECTION 5. Rules and Regulations. The Board of Directors shall

have power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates for shares of the capital stock of the corporation.

ARTICLE VI

BANK ACCOUNTS, CHECKS, LOANS, ETC.

SECTION 1. Bank Accounts and Checks. Such officers or agents

of the corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors; and such officers or agents as from time to time shall be designated by the Board of Directors shall have authority to withdraw from time to time any or all of the funds of the corporation so deposited in any bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, regardless of whether the same are payable to the order of any officer or agent signing the same, until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall have been received by such bank or trust company. The officers of the corporation or any of them shall from time to time certify to the banks or trust companies in which funds of the corporation are deposited, the signatures of the officers or agents of the corporation so authorized to draw against the same, and such signatures may include the signature of such certifying officer or officers.

SECTION 2. Loans. Such officers or agents of the corporation

as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the corporation from such banks or trust companies as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills receivable and other commercial paper and evidences of debt, at any time held by the corporation; and for such loans, advances, or other forms of credit to make, execute and deliver one or more notes, acceptances or other written obligations of the corporation on such terms, and with such provisions as to the securities including the sale or disposition thereof, as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks or trust companies any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the corporation, and to that end to endorse, transfer and deliver the same. The officers of the corporation or any of them shall from time to time certify the signatures of the officers or agents so authorized, which may include the signature of such certifying officer or officers, to each bank or trust company so designated by the Board of Directors; and each such bank or trust company is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall have been received by such bank or trust company.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October in each year and shall end on the thirtieth day of September next following, unless otherwise determined by the Board of Directors.

ARTICLE VIII

CORPORATE SEAL

The corporate seal of the corporation shall consist of two concentric circles, between which shall be the name of the corporation, and in the center shall be inscribed the year of its incorporation and the words, "Corporate Seal, Delaware".

ARTICLE IX

AMENDMENTS

The By-Laws of the Corporation shall be subject to alteration, amendment or repeal and new By-Laws not inconsistent with any provision of the Restated Certificate of Incorporation or statute may be made, either by the affirmative vote of the holders of record of stock representing a majority of the voting power of all classes of stock of the Corporation present in person or by proxy at any annual or special meeting of the Stockholders and entitled to vote thereat, a quorum being present, or by the affirmative vote of a majority of the whole Board, given at any regular or special meeting of the Board, provided that notice of the proposal to so make, alter, amend or repeal such By-Laws be included in the notice of such meeting of the Board or the Stockholders, as the case may be. By-Laws made, altered or amended by the Board may be altered, amended or repealed by the Stockholders at any annual or special meeting thereof.

Exhibit 5

April 24, 1997

OPINION OF COUNSEL

Securities and Exchange Commission
Room 1004
450 Fifth Street N.W.
Washington, D.C.

Ladies and Gentlemen:

We have acted as counsel for Lee Enterprises, Incorporated, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 (the "Registration Statement") of 3,293,286 shares of the Company's Common Stock, par value of \$2.00 (the "Shares").

As counsel for the Company, we have examined the corporate organization of the Company and we have made such other examinations as we have deemed necessary and/or appropriate, including the Registration Statement on Form S-3 relating to the Shares, as a basis for the opinions hereinafter expressed. Based upon and subject to the foregoing and subject to the qualifications stated below, we express the following opinions:

The Shares will be legally issued, fully paid and nonassessable shares of the Company's Common Stock, \$2.00 par value.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

/s/ Lane & Waterman

ADDENDUM TO SHAREHOLDERS' AGREEMENT

Pursuant to paragraph 3(a) of the Shareholders' Agreement (and the references contained therein) dated February 27, 1995 by and between Lee Enterprises, Incorporated ("Lee") and Journal Limited Partnership ("JLP") (the "Shareholders' Agreement"), National Bank of Commerce Trust and Savings Association, acting as trustee on behalf of the Trust U/W of Fred S. Seacrest/Mark T. Seacrest share (the "Trustee" and the "Trust"), a limited partner of JLP, has notified JLP of the Trustee's desire for JLP to distribute to the Trust a 7.425% limited partnership interest in JLP, which will result in 244,526 shares of Lee Common Stock being distributed by JLP to the Trustee through the registration of the transfer of such shares in the name of the Trustee, subject to, inter alia, the Trustee's execution of a counterpart of the Shareholders' Agreement.

In consideration of the receipt of Lee Common Stock, the Trustee hereby executes a counterpart of this Shareholders' Agreement and agrees to be bound by all the provisions, acknowledgements, understandings, representations, warranties and other agreements contained within the Shareholders' Agreement in accordance with its terms as if the Trustee were an original signatory to the Shareholders' Agreement. The Trustee represents and warrants that the execution, delivery and performance of the terms, obligations and duties of the Shareholders' Agreement have been duly authorized by all necessary actions of the Trustee as authorized or directed by the agreement evidencing the Trust.

NATIONAL BANK OF COMMERCE TRUST
AND SAVINGS ASSOCIATION, Trustee
of the Trust U/W of Fred S.
Seacrest/Mark T. Seacrest Share

By: /s/ Regy J. Green

Regy J. Green, Vice President
and Trust Officer

Exhibit 10.2

SECOND ADDENDUM TO SHAREHOLDERS' AGREEMENT

THIS AGREEMENT is entered into this 18th day of April, 1997 by and among LEE ENTERPRISES, INCORPORATED, a Delaware corporation ("Lee"), NATIONAL BANK OF COMMERCE TRUST AND SAVINGS ASSOCIATION, as trustee on behalf of the Trust U/W of Fred S. Seacrest/Mark T. Seacrest Share (the "MTS Trustee" and the "MTS Trust") and as trustee on behalf of the James C. Seacrest Revocable Trust (the "JCS Trustee" and the "JCS Trust"), and JOURNAL LIMITED PARTNERSHIP, a Nebraska limited partnership ("JLP"), for itself and as agent and authorized representative for all partners of JLP not signatories hereto (hereinafter sometimes referred to as the "JLP Partners").

W I T N E S S E T H:

WHEREAS, pursuant to paragraph 4(b) of the Shareholders' Agreement (and the references contained therein) originally dated February 27, 1995, as amended, by and among Lee, JLP and the MTS Trust (the "Shareholders' Agreement"), JLP, the MTS Trustee and the JCS Trustee have notified Lee of their desire for Lee to prepare, file with the Securities and Exchange Commission ("SEC") and cause to become effective a registration statement on Form S-3 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act") with respect to 3,293,286 shares of Lee Common Stock, \$2.00 par value (the "Shares") held by the undersigned (the "Selling Stockholders").

NOW THEREFORE, in consideration of Lee's filing of the Registration Statement, the undersigned hereby agree as follows:

1. Compliance with Securities Laws and Transfer Requirements. Each of the Selling Stockholders agrees that the Selling Stockholder will fully comply with all requirements under the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including without limitation the prospectus delivery requirements under the Securities Act and the provisions of Rule 10b-6 of the Exchange Act, in connection with any Transfer (as defined below) of the Shares pursuant to the Registration Statement.
2. Transfers of Shares After Registration; Amended Registration Statement.

If Lee notifies the Selling Stockholders that the Registration Statement may be required to be amended or supplemented so that a Transfer of the Shares pursuant to the Registration Statement can be effected in compliance with the Securities Act and the Exchange Act (the "Suspension Notice"), then (i) Lee shall, as soon as reasonably practicable after the date of such notice, file an amendment or supplement to the Registration Statement to permit the Selling Stockholder to utilize the Registration Statement to effect a Transfer of the Shares in compliance with the Securities Act and the Exchange Act, and (ii) until such amendment or supplement becomes effective pursuant to the rules and regulations promulgated under the Securities Act, none of the Selling Stockholders shall effect any Transfer of the Shares pursuant to the Registration Statement. Notwithstanding the foregoing, the obligation of Lee to file any amendment or supplement to the Registration Statement shall not apply with respect to any amendment or supplement relating to information supplied by any of the Selling Stockholders or any other person selling Shares pursuant to the Registration Statement unless the Selling Stockholders or such other person shall have given prior written notice to Lee that an amendment or supplement is required, in which case, (i) Lee shall file such amendment or supplement as soon as reasonably practical following the date such notice is received by Lee, and (ii) until such amendment or supplement becomes effective pursuant to the rules and regulations promulgated under the Securities Act, none of the Selling Stockholders shall effect any Transfer of the Shares pursuant to the Registration Statement. The term "Transfer" shall mean any disposition of any of the Shares or any interest therein for value, whether by sale, assignment, pledge or otherwise.

3. Notices. Except for the Suspension Notice under paragraph 2, any notice or other communication provided for herein or given hereunder to a party hereto shall be in writing and shall be delivered in person or sent by telecopy to the address or telecopy number set forth below and a copy of such notice shall be mailed by first class registered or certified mail, postage prepaid, addressed as follows:

If to Lee:

Chris Wahlig, Director of Financial Services
Lee Enterprises, Incorporated
400 Putnam Building
215 N. Main Street
Davenport, IA 52801

Telephone: (319) 383-2100
Fax: (319) 326-2972

Copy:

C. D. Waterman III, Esq.
Lane & Waterman
600 Norwest Bank Building
220 N. Main Street
Davenport, IA 52801-1987

Telephone: (319) 324-3246
Fax: (319) 324-1616

If to JLP:

Allen Pozehl, President
Journal Corporation
P.O. Box 30536
Lincoln, NE 68503

Telephone: (402) 441-4625
Fax: (402) 441-4627

If to MTS Trust or JCS Trust:

Regy J. Green
National Bank of Commerce
1248 O Street
P.O. Box 82408
Lincoln, NE 68501-2408

Telephone: (402) 434-4424
Fax: (402) 434-4612

Copy:

Stephen E. Gehring, Esq.
Cline, Williams, Wright, Johnson & Oldfather
One Pacific Place
1125 S. 103rd, Ste. 720
Omaha, NE 68124-1090

Telephone: (402) 397-1700
Fax: (402) 397-1806

A Suspension Notice shall be sent via facsimile and followed by transmittal of such notice via overnight delivery.

4. Shareholders' Agreement to Remain in Effect. Except as modified, amended or superseded by this Second Addendum to Shareholders' Agreement, the terms and conditions of the Shareholders' Agreement, as amended, shall remain in full force and effect.
5. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which shall constitute but one instrument.
6. Signatures. The parties agree that signatures on facsimile copies will be deemed to have the same effect as original signatures, provided that an original counterpart shall be promptly transmitted by overnight mail or courier.

Lee Enterprises, Incorporated

Journal Limited Partnership
by Journal Corporation

By /s/ C. D. Waterman III

C. D. Waterman III,
Secretary

By /s/ Allen Pozehl

Allen Pozehl, President

NATIONAL BANK OF COMMERCE TRUST AND SAVINGS
ASSOCIATION, Trustee of the Trust U/W of
Fred S. Seacrest/Mark T. Seacrest Share

By /s/ Regy J. Green

Regy J. Green, Vice President
and Trust Officer

NATIONAL BANK OF COMMERCE TRUST AND SAVINGS
ASSOCIATION, Trustee of the James C.
Seacrest Revocable Trust

By /s/ Regy J. Green

Regy J. Green, Vice President
and Trust Officer

Exhibit A

LEE ENTERPRISES, INCORPORATED
Suspension Notice

Lee hereby notifies you to suspend any Transfer of the Shares until
(_____, 199__) (further notice) pursuant to Section 2 of the
Second Addendum to the Shareholders Agreement dated April 18, 1997 in order to
permit Lee to amend the Registration Statement.

LEE ENTERPRISES, INCORPORATED

By _____
Its _____

EXHIBIT 23(i)

CONSENT OF MCGLADREY & PULLEN, LLP

We hereby consent to the incorporation by reference in the April 25, 1997 Registration Statement on Form S-3 of our report, dated November 4, 1996, which was filed with the annual report on Form 10-K of Lee Enterprises, Incorporated and Subsidiaries for the year ended September 30, 1996 and to the reference to our Firm under the caption "Experts" in the Prospectus

/s/ MCGLADREY & PULLEN LLP

Davenport, Iowa
April 25, 1997

POWER OF ATTORNEY

We, the undersigned directors of Lee Enterprises, Incorporated, hereby severally constitute Richard D. Gottlieb, Larry L. Bloom and G. C. Wahlig, and each of them, our true and lawful attorneys with full power to them, and each of them, to sign for us and in our names, in the capacities indicated below, the Registration Statement filed herewith and any amendments to said Registration Statement, and generally do all such things in our name and behalf in our capacities as directors to enable Lee Enterprises, Incorporated to comply with the provisions of the Securities Act 1933 as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or either of them, to said Registration Statement on Form S-3 and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this power has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

Signature	Title	Date
/s/ Lloyd G. Schermer Lloyd G. Schermer	Chairman of the Board of Directors	January 29, 1997
/s/ J. P. Guerin J. P. Guerin	Director	January 29, 1997
/s/ Phyllis Sewell Phyllis Sewell	Director	January 29, 1997
/s/ Mark Vittert Mark Vittert	Director	January 29, 1997
/s/ Ronald L. Rickman Ronald L. Rickman	Director	January 29, 1997
/s/ Richard W. Sonnenfeldt Richard W. Sonnenfeldt	Director	January 29, 1997
/s/ Rance E. Crain Rance E. Crain	Director	January 29, 1997
/s/ Charles E. Rickershauser, Jr. Charles E. Rickershauser, Jr.	Director	January 29, 1997
/s/ Andrew E. Newman Andrew E. Newman	Director	January 29, 1997