UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended June 28, 2009

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File Number 1-6714

THE WASHINGTON POST COMPANY
(Exact name of registrant as specified in its charter)

Delaware	**53-0182885**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1150 15th Street, N.W. Washington, D.C.	**20071**
(Address of principal executive offices)	**(Zip Code)**

(202) 334-6000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒. No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐. No ☐.

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 definition of "large accelerated filer," accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller Reporting Company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐. No ☒.

Shares outstanding at July 31, 2009:

Class A Common Stock	1,291,693 Shares
Class B Common Stock	8,108,403 Shares

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

The Washington Post Company
Condensed Consolidated Statements of Operations
(Unaudited)

(In thousands, except per share amounts)	Thirteen Weeks Ended June 28, 2009	Thirteen Weeks Ended June 29, 2008	Twenty-Six Weeks Ended June 28, 2009	Twenty-Six Weeks Ended June 29, 2008
Operating revenues				
Education	$ 649,323	$ 576,464	$1,242,853	$1,119,720
Advertising	211,493	268,699	408,803	536,425
Circulation and subscriber	231,252	224,214	463,134	442,822
Other	36,400	36,840	67,798	70,390
	1,128,468	1,106,217	2,182,588	2,169,357
Operating costs and expenses				
Operating	513,938	507,985	1,009,031	999,138
Selling, general and administrative	517,581	525,655	1,011,586	965,703
Depreciation of property, plant and equipment	83,577	61,479	161,557	121,939
Amortization of intangible assets	7,191	6,282	13,839	10,892
	1,122,287	1,101,401	2,196,013	2,097,672
Income (loss) from operations	6,181	4,816	(13,425)	71,685
Other income (expense)				
Equity in losses of affiliates	(206)	(5,653)	(968)	(8,896)
Interest income	475	1,286	1,283	3,382
Interest expense	(7,701)	(6,098)	(15,581)	(12,632)
Other, net	19,719	2,897	15,676	7,031
Income (loss) before income taxes	18,468	(2,752)	(13,015)	60,570
Provision (benefit) for income taxes	7,100	(100)	(4,900)	23,900
Net income (loss)	11,368	(2,652)	(8,115)	36,670
Net loss (income) attributable to noncontrolling interests	1,106	(49)	1,894	(104)
Net income (loss) attributable to The Washington Post Company	12,474	(2,701)	(6,221)	36,566
Redeemable preferred stock dividends	(225)	(237)	(698)	(710)
Net income (loss) available for common shares	$ 12,249	$ (2,938)	$ (6,919)	$ 35,856
Basic earnings (loss) per common share	$ 1.30	$ (0.31)	$ (0.74)	$ 3.78
Diluted earnings (loss) per common share	$ 1.30	$ (0.31)	$ (0.74)	$ 3.77
Dividends declared per common share	$ 2.15	$ 2.15	$ 6.45	$ 6.45
Basic average number of common shares outstanding	9,340	9,480	9,339	9,482
Diluted average number of common shares outstanding	9,400	9,480	9,339	9,508

The Washington Post Company
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

(In thousands)	Thirteen Weeks Ended June 28, 2009	Thirteen Weeks Ended June 29, 2008	Twenty-Six Weeks Ended June 28, 2009	Twenty-Six Weeks Ended June 29, 2008
Net income (loss)	$ 11,368	$(2,652)	$ (8,115)	$ 36,670
Other comprehensive income (loss)				
Foreign currency translation adjustment	32,137	6,485	19,117	13,943
Change in unrealized gain on available-for-sale securities	(30,995)	2,482	(1,580)	(50,699)
Pension and other postretirement plan adjustments	(679)	(1,883)	(95)	(3,770)
	463	7,084	17,442	(40,526)
Income tax benefit (expense) related to other comprehensive income (loss)	10,898	(440)	39	22,514
	11,361	6,644	17,481	(18,012)
Comprehensive income	22,729	3,992	9,366	18,658
Comprehensive loss (income) attributable to the noncontrolling interest	1,106	(49)	1,889	(104)
Total comprehensive income attributable to to The Washington Post Company	$ 23,835	$ 3,943	$11,255	$ 18,554

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The Washington Post Company
Condensed Consolidated Balance Sheets

(In thousands)	June 28, 2009 (unaudited)	December 28, 2008
Assets		
Current assets		
Cash and cash equivalents	$ 349,288	$ 390,509
Investments in marketable equity securities and other investments	364,904	357,337
Accounts receivable, net	386,545	479,361
Deferred income taxes	11,165	10,967
Income taxes	9,853	—
Inventories	28,047	40,213
Other current assets	69,906	73,153
Total current assets	1,219,708	1,351,540
Property, plant and equipment		
Buildings	382,227	349,785
Machinery, equipment and fixtures	2,403,693	2,337,149
Leasehold improvements	277,789	256,866
	3,063,709	2,943,800
Less accumulated depreciation	(1,922,941)	(1,805,619)
	1,140,768	1,138,181
Land	49,365	49,859
Construction in progress	67,963	114,294
Total property, plant and equipment	1,258,096	1,302,334
Investments in affiliates	77,937	76,437
Goodwill, net	1,419,757	1,390,157
Indefinite-lived intangible assets, net	531,129	531,323
Amortized intangible assets, net	84,690	94,260
Prepaid pension cost	287,367	346,325
Deferred charges and other assets	60,337	66,058
	$ 4,939,021	$ 5,158,434
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	$ 526,550	$ 544,920
Income taxes payable	—	7,499
Deferred revenue	402,254	388,007
Dividends declared	20,440	—
Short-term borrowings	3,081	153,822
Total current liabilities	952,325	1,094,248
Postretirement benefits other than pensions	72,391	70,992
Accrued compensation and related benefits	229,545	242,508
Other liabilities	103,446	102,713
Deferred income taxes	346,962	360,359
Long-term debt	396,065	400,003
Total liabilities	2,100,734	2,270,823
Redeemable noncontrolling interest	7,055	17,360
Redeemable preferred stock	11,526	11,826
Preferred stock	—	—
Common shareholders' equity		
Common stock	20,000	20,000
Capital in excess of par value	239,084	232,201
Retained earnings	4,245,753	4,313,287
Accumulated other comprehensive income (loss)		
Cumulative foreign currency translation adjustment	14,516	(3,412)
Unrealized gain on available-for-sale securities	71,698	72,646
Unrealized loss on pensions and other postretirement plans	(79,413)	(79,914)
Cost of Class B common stock held in treasury	(1,692,409)	(1,697,268)
Total The Washington Post Company common shareholders' equity	2,819,229	2,857,540
Noncontrolling interest	477	885
Total equity	2,819,706	2,858,425
	$ 4,939,021	$ 5,158,434

The Washington Post Company
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	Twenty-Six Weeks Ended	
	June 28, 2009	June 29, 2008
Cash flows from operating activities:		
Net (loss) income	$ (8,115)	$ 36,670
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation of property, plant and equipment	161,557	121,939
Amortization of intangible assets	13,839	10,892
Net pension benefit	(2,900)	(13,182)
Early retirement program expense	63,418	112,001
Foreign exchange gain	(18,391)	(7,263)
Equity in losses of affiliates, net of distributions	968	9,086
Benefit for deferred income taxes	(15,497)	(20,511)
Net loss on sale or write-down of property, plant and equipment	14,251	883
Change in assets and liabilities:		
Decrease in accounts receivable, net	98,822	26,614
Decrease (increase) in inventories	12,166	(13,435)
Decrease in accounts payable and accrued liabilities	(30,949)	(10,171)
Increase (decrease) in Kaplan stock compensation	3,459	(31,841)
Increase (decrease) in deferred revenue	4,999	(3,049)
Increase in income taxes receivable	(17,476)	(10,129)
(Decrease) increase in other assets and other liabilities, net	(42)	7,119
Other	2,320	1,509
Net cash provided by operating activities	282,429	217,132
Cash flows from investing activities:		
Purchases of property, plant and equipment	(132,058)	(133,832)
Investments in marketable equity securities and other investments	(11,353)	(76,397)
Investments in certain businesses, net of cash acquired	(5,129)	(55,975)
Return of escrow funds from acquisition	4,667	—
Return of investment in affiliates	4,321	—
Other	3,629	807
Net cash used in investing activities	(135,923)	(265,397)
Cash flows from financing activities:		
Principal payments on debt	(400,758)	(1,363)
Issuance of notes, net	395,329	—
Dividends paid	(40,892)	(41,417)
Common shares repurchased	(1,371)	(64,287)
(Repayments) issuance of commercial paper, net	(149,983)	10,200
Other	3,906	14,378
Net cash used in financing activities	(193,769)	(82,489)
Effect of currency exchange rate change	6,042	5,561
Net decrease in cash and cash equivalents	(41,221)	(125,193)
Beginning cash and cash equivalents	390,509	321,466
Ending cash and cash equivalents	$ 349,288	$ 196,273

The Washington Post Company
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1: Organization, Basis of Presentation and Recent Accounting Pronouncements

The Washington Post Company, Inc. (the “Company”) is a diversified education and media company. The Company’s Kaplan subsidiary provides a wide variety of educational services, both domestically and outside the United States. The Company’s media operations consist of the ownership and operation of cable television systems, newspaper publishing (principally The Washington Post), television broadcasting (through the ownership and operation of six television broadcast stations), and magazine publishing (principally Newsweek).

Financial Periods – The Company generally reports on a thirteen week fiscal quarter ending on the Sunday nearest the calendar quarter-end. The fiscal quarters for 2009 and 2008 ended on June 28, 2009, March 29, 2009, June 29, 2008 and March 30, 2008, respectively. With the exception of the newspaper publishing operations and the corporate office, subsidiaries of the Company report on a calendar-quarter basis.

Basis of Presentation – The accompanying condensed consolidated financial statements have been prepared in accordance with: (i) generally accepted accounting principles in the United States of America (“GAAP”) for interim financial information; (ii) the instructions to Form 10-Q; and (iii) the guidance of Rule 10-01 of Regulation S-X under the Securities and Exchange Act of 1934, as amended, for financial statements required to be filed with the Securities and Exchange Commission (“SEC”). They include the assets, liabilities, results of operations and cash flows of the Company, including its domestic and foreign subsidiaries that are more than 50% owned or otherwise controlled by the Company. As permitted under such rules, certain notes and other financial information normally required by GAAP have been condensed or omitted. Management believes the accompanying condensed consolidated financial statements reflect all normal and recurring adjustments necessary for a fair presentation of the Company’s financial position, results of operations, and cash flows as of and for the periods presented herein. The Company’s results of operations for the thirteen and twenty-six weeks ended June 28, 2009 and June 29, 2008 may not be indicative of the Company’s future results. These condensed consolidated financial statements are unaudited and should be read in conjunction with the Company’s audited consolidated financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 28, 2008.

The year-end condensed consolidated balance sheet data was derived from audited financial statements, as adjusted for the adoption of SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements” (“SFAS 160”), but does not include all disclosures required by GAAP.

Certain amounts in previously issued financial statements have been reclassified to conform with the current year presentation.

Use of Estimates in the Preparation of the Condensed Consolidated Financial Statements – The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and judgments that affect the amounts reported herein. Management bases its estimates and assumptions on historical experience and on various other factors that are believed to be reasonable under the circumstances. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be affected by changes in those estimates.

Recently Adopted and Issued Accounting Pronouncements – In September 2006, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 157, “Fair Value Measurements” (“SFAS 157”), which defines fair value, establishes a framework for measuring fair value in accordance with GAAP and expands disclosures about fair value measurements. SFAS 157 was effective for the Company at the beginning of fiscal year 2008 for all financial assets and liabilities and for nonfinancial assets and liabilities recognized or disclosed at fair value in the Company’s consolidated financial statements on a

recurring basis (at least annually). The adoption of these provisions did not have any impact on the Company's condensed consolidated financial statements, as the Company's existing fair value measurements were consistent with the guidance of SFAS 157. The FASB issued FASB Staff Position ("FSP") No. 157-2, "Partial Deferral of the Effective Date of Statement 157" ("FSP 157-2"), which deferred the effective date of SFAS 157 for nonfinancial assets and liabilities that are not remeasured at fair value on a recurring basis to fiscal years beginning after November 15, 2008. The implementation of SFAS 157 for nonfinancial assets and nonfinancial liabilities at the beginning of the Company's 2009 fiscal year did not have a material impact on the Company's condensed consolidated financial statements. See Note 10 for additional disclosures about fair value measurements.

In April 2009, the FASB issued FSP No. 157-4, "Determining Whether a Market Is Not Active and a Transaction Is Not Distressed" ("FSP 157-4"). FSP 157-4 provides additional guidance on factors to consider in estimating fair value when there has been a significant decrease in market activity for a financial asset. FSP 157-4 is effective for interim and annual periods ending after June 15, 2009. The implementation of this standard did not have a material impact on the Company's condensed consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), "Business Combinations" ("SFAS 141R"). SFAS 141R requires that the acquisition method of accounting be applied to all business combinations, which significantly changes the accounting for certain aspects of business combinations. Under SFAS 141R, an acquiring entity is required to recognize all of the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. SFAS 141R changes the accounting treatment for certain specific acquisition-related items, including (1) expensing acquisition-related costs as incurred; (2) valuing noncontrolling interests at fair value at the acquisition date; and (3) expensing restructuring costs associated with an acquired business. SFAS 141R also includes a substantial number of new disclosure requirements. SFAS 141R also amends SFAS No. 109, "Income Taxes" ("SFAS 109") such that adjustments made to valuation allowances on deferred taxes and acquired tax contingencies associated with acquisitions that closed prior to the effective date of SFAS 141R would also apply the provisions of SFAS 141R. SFAS 141R did not have any impact on the Company's condensed consolidated financial statements upon adoption at the beginning of fiscal year 2009. The Company expects SFAS 141R to have an impact on its accounting for future business combinations, but the effect is dependent upon the acquisitions that are made in the future. Also, since the Company has acquired deferred tax assets for which valuation allowances were recorded at the acquisition date, SFAS 141R could affect the results of operations if changes in the valuation allowances occur in the future.

In April 2009, the FASB issued FSP No. 141R-1, "Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies" (FSP 141R-1). FSP 141R-1 amends and clarifies SFAS 141R to address application issues associated with initial recognition and measurement, subsequent measurement and accounting, and disclosure of assets and liabilities arising from contingencies in a business combination. FSP 141R-1 is effective for assets or liabilities arising from contingencies in business combinations for which the acquisition date is subsequent to the beginning of fiscal year 2009. FSP 141R-1 did not have any impact on the Company's condensed consolidated financial statements upon adoption. The Company expects FSP 141R-1 to have an impact on its accounting for future business combinations, but the effect is dependent upon the acquisitions that are made in the future.

In December 2007, the FASB issued SFAS 160, which establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary (minority interest) is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements and separate from the parent company's equity. Among other requirements, this statement requires consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest. This statement also requires disclosure, on the face of the consolidated financial statements, of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. The Company adopted SFAS 160 at the beginning of fiscal year

2009 and reclassified $17.4 million from other liabilities to redeemable noncontrolling interest outside permanent equity and $0.9 million of noncontrolling interest from other liabilities to a separate component of shareholders equity in our condensed consolidated balance sheet as of December 28, 2008. Previously the Company presented minority interest in "Other income (expense)" in the condensed consolidated statements of income. The condensed consolidated statement of income for the thirteen and twenty-six weeks ended June 29, 2008 was adjusted to reflect 100% of the results of subsidiaries not wholly-owned. The "net income" was subsequently adjusted to remove the noncontrolling interest of $0.1 million and $0.1 million to arrive at "Net income attributable to The Washington Post Company" for the thirteen and twenty-six weeks ended June 29, 2008, respectively.

In June 2008, the FASB issued FSP Emerging Issues Task Force ("EITF") No. 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities" ("FSP 03-6-1"). FSP 03-6-1 clarifies that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are to be included in the computation of earnings per share under the two-class method described in SFAS No. 128, "Earnings Per Share." The Company adopted this FSP at the beginning of fiscal year 2009 and applied its provisions retrospectively to all earnings per share data presented in the Company's condensed consolidated financial statements. The implementation of this FSP did not have a material impact on the earnings per share data of the Company.

In December 2008, the FASB issued FSP No. 132R-1, "Employers' Disclosures about Postretirement Benefit Plan Assets" ("FSP 132R-1"). FSP 132R-1 amends FASB Statement No. 132 (revised 2003), "Employers' Disclosures about Pensions and Other Postretirement Benefits" ("SFAS No. 132R"), to provide guidance on an employer's disclosures about plan assets of a defined benefit pension or other postretirement plan. The additional disclosure requirements under this FSP include expanded disclosures about an entity's investment policies and strategies, the categories of plan assets, concentrations of credit risk and fair value measurements of plan assets. This FSP is effective for fiscal years ending after December 15, 2009 and does not require comparative information for earlier periods presented. The Company is in the process of evaluating the impact of FSP 132R-1 on its condensed consolidated financial statements.

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events" (SFAS 165). SFAS 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. SFAS 165 is effective prospectively for interim and annual periods ending after June 15, 2009. The implementation of this standard had no impact on the condensed consolidated financial statements as the Company already followed a similar approach prior to the implementation of this standard. The Company has evaluated subsequent events through August 4, 2009.

In June 2009, the FASB issued SFAS No. 168, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162" (SFAS 168). SFAS 168 identifies the FASB Accounting Standards Codification ("Codification") as the authoritative source of GAAP. Rules and interpretive releases of the SEC under federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 is effective for interim and annual periods ending after September 15, 2009. The Codification does not change GAAP and will not have any impact on the Company's condensed consolidated financial statements.

Note 2: Investments

Investments in marketable equity securities at June 28, 2009 and December 28, 2008 consist of the following (in thousands):

	June 28, 2009	December 28, 2008
Total cost	$223,064	$ 212,242
Gross unrealized gains	119,497	121,077
Total fair value	$342,561	$ 333,319

In the first quarter of 2009, the Company invested $10.8 million in the Class B common stock of Berkshire Hathaway Inc. In the first quarter of 2008, the Company invested $65.8 million in the common stock of a publicly traded education company.

Note 3: Acquisitions

The Company made one small acquisition in the second quarter of 2009 and did not make any acquisitions during the first quarter of 2009.

In connection with a 2007 acquisition, additional purchase consideration of approximately $3.2 million was contingent on the achievement of certain future operating results: such amounts were not included in the Company's purchase accounting as of December 30, 2007. In the second quarter of 2009, the Company recorded $3.2 million of additional purchase consideration in connection with the achievement of certain operating results by the acquired company and allocated the additional purchase consideration to goodwill.

In the second quarter of 2008, Kaplan acquired two businesses in their professional and test preparation divisions totaling $14.8 million. In the first quarter of 2008, Kaplan acquired two businesses in their professional and test preparation divisions totaling $31.4 million. Also in the first quarter of 2008, the cable division acquired subscribers in the Winona, Mississippi area for $15.6 million.

In 2007, Kaplan purchased a 40% interest in Shanghai Kai Bo Education Management Investment Co., Ltd. ("Kaplan China"), a provider of education in China that offers preparation courses for entry to U.K. universities, along with degree and professional training programs at campuses throughout China. In the first quarter of 2008, Kaplan exercised an option to increase its investment in Kaplan China to a majority interest and the transaction was completed in November 2008. Kaplan China's results from the transaction date forward have been included in the Company's consolidated financial statements.

Note 4: Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill, by segment, for the twenty-six weeks ended June 28, 2009 were as follows:

(in thousands)	Education	Cable Television	Newspaper Publishing	Television Broadcasting	Magazine Publishing	Other Businesses and Corporate	Total
Balance as of December 28, 2008:							
Goodwill	$1,022,671	$85,488	$ 81,186	$ 203,165	$ 25,015	$ 99,189	$1,516,714
Accumulated impairment losses	—	—	(65,772)	—	—	(60,785)	(126,557)
	1,022,671	85,488	15,414	203,165	25,015	38,404	1,390,157
Acquisitions	3,013	—	—	—	—	(935)	2,078
Foreign currency exchange rate changes and other	28,434	—	—	—	—	(912)	27,522
Balance as of June 28, 2009							
Goodwill	1,054,118	85,488	81,186	203,165	25,015	97,342	1,546,314
Accumulated impairment losses	—	—	(65,772)	—	—	(60,785)	(126,557)
	$1,054,118	$85,488	$ 15,414	$ 203,165	$ 25,015	$ 36,557	$1,419,757

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The changes in the carrying amount of goodwill at the Company's education division for the twenty-six weeks ended June 28, 2009 were as follows:

(in thousands)	Higher Education	Test Prep	Professional	Kaplan Corporate and Other	Total
Balance as of December 28, 2008:					
Goodwill	$343,332	$185,876	$ 493,463	—	$1,022,671
Accumulated impairment losses	—	—	—	—	—
	343,332	185,876	493,463	—	1,022,671
Acquisitions	28	(227)	3,212	—	3,013
Foreign currency exchange rate changes and other	916	(894)	28,412	—	28,434
Balance as of June 28, 2009					
Goodwill	344,276	184,755	525,087	—	1,054,118
Accumulated impairment losses	—	—	—	—	—
	$344,276	$184,755	$ 525,087	—	$1,054,118

Other intangible assets consists of the following:

	As of June 28, 2009			As of December 28, 2008		
(in thousands)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortized intangible assets:						
Non-compete agreements	$ 45,782	$ 20,898	$24,884	$ 48,160	$ 17,958	$30,202
Student and customer relationships	73,695	36,420	37,275	70,926	31,922	39,004
Databases and technology	15,425	6,658	8,766	15,425	5,324	10,101
Trade names and trademarks	21,612	9,565	12,047	20,190	7,164	13,026
Other	7,162	5,445	1,718	7,027	5,100	1,927
	$163,676	$ 78,986	$84,690	$161,728	$ 67,468	$94,260
Indefinite-lived intangible assets:						
Franchise agreements	$496,047			$495,570		
Wireless licenses	22,150			22,150		
Licensure and accreditation	7,862			8,362		
Other	5,070			5,241		
	$531,129			$531,323		

The Company amortizes the recorded values of its amortized intangible assets over their estimated useful lives. Amortization of intangible assets for the twenty-six weeks ended June 28, 2009 and June 29, 2008 was $13.8 million and $10.9 million, respectively. Amortization of these intangible assets is estimated to be approximately $11.9 million for the remainder of 2009, approximately $22.0 million in each of 2010 and 2011, and approximately $9.0 million in each of 2012 and 2013.

Note 5: Borrowings

The Company's borrowings consist of the following (in millions):

	June 28, 2009	December 28, 2008
Commercial paper borrowings	$ —	$ 150.0
7.25 percent unsecured notes due February 1, 2019	396.0	—
5.5 percent unsecured notes due February 15, 2009	—	399.9
Other indebtedness	3.1	3.9
Total	399.1	553.8
Less current portion	(3.1)	(153.8)
Total long-term debt	$ 396.0	$ 400.0

The Company's commercial paper borrowings at December 28, 2008 were at an average interest rate of 0.2 percent.

In January 2009, the Company issued $400 million in unsecured ten-year fixed-rate notes due February 1, 2019 ("the Notes"). The Notes have a coupon rate of 7.25% per annum, payable semi-annually on February 1 and August 1, beginning August 1, 2009. The Company used the net proceeds from the sale of the Notes and other cash to repay $400 million of 5.5% notes that matured on February 15, 2009. Under the terms of the Notes, unless the Company has exercised its right to redeem the Notes, the Company is required to offer to repurchase the Notes in cash at 101% of the principal amount, plus accrued and unpaid interest, upon the occurrence of both a Change of Control and Below Investment Grade Rating Events as described in the Prospectus Supplement of January 27, 2009.

The Company's other indebtedness at June 28, 2009 and December 28, 2008 is at interest rates of 5% to 6% and matures during 2009.

During the second quarter of 2009 and 2008, the Company had average borrowings outstanding of approximately $399.1 million and $457.3 million, respectively, at average annual interest rates of approximately 7.2 percent and 5.1 percent, respectively. During the second quarter of 2009 and 2008, the Company incurred net interest expense of $7.2 million and $4.8 million, respectively.

During the first six months of 2009 and 2008, the Company had average borrowings outstanding of approximately $450.2 million and $475.0 million, respectively, at average annual interest rates of approximately 6.7 percent and 5.1 percent, respectively. During the first six months of 2009 and 2008, the Company incurred net interest expense of $14.3 million and $9.3 million, respectively.

At June 28, 2009 the fair value of the Company's 7.25% unsecured notes, based on quoted market prices, totaled $408.0 million, compared with the carrying amount of $396.0 million. At December 28, 2008 the fair value of the Company's 5.5% unsecured notes, based on quoted market prices, totaled $397.8 million, compared with the carrying amount of $399.9 million. The carrying value of the Company's other unsecured debt at June 28, 2009 approximates fair value.

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Note 6: Earnings (Loss) Per Share

The Company's earnings (loss) per share (basic and diluted) for the second quarter and first six months of 2009 and 2008, are presented below:

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 28, 2009	June 29, 2008	June 28, 2009	June 29, 2008
Net income (loss) available for common shares	$ 12,249	$ (2,938)	$ (6,919)	$ 35,856
Weighted-average shares outstanding – basic	9,340	9,480	9,339	9,482
Effect of dilutive shares:				
Stock options and restricted stock	60	24	60	26
Less: Dilutive shares excluded from calculation due to net loss	—	(24)	(60)	—
Weighted-average shares outstanding – diluted	9,400	9,480	9,339	9,508
Basic earnings (loss) per common share	$ 1.30	$ (0.31)	$ (0.74)	$ 3.78
Diluted earnings (loss) per common share	$ 1.30	$ (0.31)	$ (0.74)	$ 3.77

For the first six months of 2009, there were 9,339,445 weighted average basic and diluted shares outstanding; these amounts are the same as the company reported a net loss for the first six months of 2009.

For the second quarter of 2008, there were 9,480,073 weighted average basic and diluted shares outstanding; these amounts are the same as the Company reported a net loss for the second quarter of 2008.

The diluted earnings per share amounts for the second quarter of 2009 and the first six months of 2008 exclude the effects of 86,719 and 29,625 stock options outstanding, respectively, as their inclusion would have been antidilutive.

Note 7: Pension and Postretirement Plans

The total cost (income) arising from the Company's defined benefit pension plans for the second quarter and six months ended June 28, 2009 and June 29, 2008, consists of the following components (in thousands):

	Pension Plans			
	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 28, 2009	June 29, 2008	June 28, 2009	June 29, 2008
Service cost	$ 7,835	$ 6,855	$ 15,804	$ 13,761
Interest cost	14,513	11,334	29,159	22,752
Expected return on assets	(24,764)	(24,246)	(49,423)	(48,673)
Amortization of transition asset	(8)	(9)	(15)	(19)
Amortization of prior service cost	904	1,065	1,668	2,139
Recognized actuarial gain	(50)	(1,566)	(93)	(3,142)
Net periodic benefit	(1,570)	(6,567)	(2,900)	(13,182)
Early retirement programs expense	56,800	82,351	63,418	104,875
Total cost	$ 55,230	$ 75,784	$ 60,518	$ 91,693

	SERP			
	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 28, 2009	June 29, 2008	June 28, 2009	June 29, 2008
Service cost	$ 334	$ 406	$ 667	$ 812
Interest cost	1,032	849	2,064	1,698
Amortization of prior service cost	112	111	223	223
Recognized actuarial loss	388	172	776	343
Net periodic cost	1,866	1,538	3,730	3,076
Early retirement programs expense	—	5,027	—	7,126
Total cost	$ 1,866	$ 6,565	$ 3,730	$ 10,202

Newsweek offered a Voluntary Retirement Incentive Program to certain employees in November 2008 and 44 employees accepted the offer in the first quarter of 2009; early retirement program expense of $6.6 million was recorded in the first quarter of 2009, which will be funded primarily from the assets of the Company's pension plans. In the first quarter of 2008, Newsweek offered a Voluntary Retirement Incentive Program to certain employees and 117 employees accepted the offer. The early retirement program expense in 2008 totaled $29.2 million, which is being funded mostly from the assets of the Company's pension plans. Of this amount, $24.6 million was recorded in the first quarter of 2008 and $4.6 million was recorded in the second quarter of 2008.

The Company offered a Voluntary Retirement Incentive Program to certain employees of The Washington Post newspaper in the first quarter of 2009. A total of 220 employees accepted the offer and early retirement program expense of $56.8 million was recorded in the second quarter of 2009, which will be funded primarily from the assets of the Company's pension plans. In the first quarter of 2008, a Voluntary Retirement Incentive Program was also offered to certain employees of The Washington Post newspaper and the corporate office; 236 employees accepted the offer; $82.8 million in early retirement program expense was recorded in the second quarter of 2008, also funded primarily from the assets of the Company's pension plans.

The total (income) cost arising from the Company's postretirement plans for the second quarter and six months ended June 28, 2009 and June 29, 2008, consists of the following components (in thousands):

	Postretirement Plans			
	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 28, 2009	June 29, 2008	June 28, 2009	June 29, 2008
Service cost	$ 967	$ 942	$ 1,935	$ 1,885
Interest cost	1,042	1,212	2,084	2,423
Amortization of prior service credit	(1,242)	(1,286)	(2,484)	(2,572)
Recognized actuarial gain	(782)	(372)	(1,564)	(743)
Net periodic (benefit) cost	(15)	496	(29)	993
Curtailment gain	—	—	(677)	—
Total (benefit) cost	$ (15)	$ 496	$ (706)	$ 993

The Company recorded a curtailment gain of $0.7 million in the first quarter of 2009, due to the elimination of life insurance benefits for new retirees on or after January 1, 2009.

Note 8: Other Non-Operating Income (Expense)

A summary of non-operating income (expense) for the thirteen and twenty-six weeks ended June 28, 2009 and June 29, 2008, is as follows (in millions):

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 28, 2009	June 29, 2008	June 28, 2009	June 29, 2008
Foreign currency gains, net	$ 19.8	$ 2.9	$ 18.4	$ 7.3
Impairment write-downs on investments	—	—	(2.9)	—
Other, net	(0.1)	—	0.2	(0.3)
Total	$ 19.7	$ 2.9	$ 15.7	$ 7.0

Note 9: Fair Value Measurements

In accordance with SFAS 157, a fair value measurement is determined based on the assumptions that a market participant would use in pricing an asset or liability. SFAS 157 also established a three-tiered hierarchy that draws a distinction between market participant assumptions based on (i) observable inputs such as quoted prices in active markets (Level 1), (ii) inputs other than quoted prices in active markets that are observable either directly or indirectly (Level 2) and (iii) unobservable inputs that require the Company to use present value and other valuation techniques

in the determination of fair value (Level 3). Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measure. The Company's assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy.

The Company's financial assets and liabilities measured at fair value on a recurring basis as of June 28, 2009 were as follows (in thousands):

		Fair Value Measurements as of June 28, 2009	
	Fair Value at June 28, 2009	Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)
Assets:			
Marketable equity securities[1]	$ 342.6	$ 342.6	$ —
Other current investments[2]	22.3	18.4	3.9
Total financial assets	$ 364.9	$ 361.0	$ 3.9
Liabilities:			
Deferred compensation plan liabilities[3]	$ 58.0	$ —	$ 58.0
Total financial liabilities	$ 58.0	$ —	$ 58.0

(1) The Company's investments in marketable equity securities are classified as available-for-sale.

(2) Other current investments include U.S. Government Securities, corporate bonds, and money market investments held in a trust. In addition, other current investments include time deposits with original maturities greater than 90 days, but less than one year.

(3) Includes The Washington Post Company Deferred Compensation Plan and supplemental savings plan benefits under The Washington Post Company Supplemental Executive Retirement Plan.

For assets that are measured using quoted prices in active markets, the total fair value is the published market price per unit multiplied by the number of units held without consideration of transaction costs. Assets and liabilities that are measured using significant other observable inputs are primarily valued by reference to quoted prices of similar assets or liabilities in active markets, adjusted for any terms specific to that asset or liability.

Note 10: Business Segments

The following table summarizes financial information related to each of the Company's business segments. The 2009 and 2008 asset information is as of June 28, 2009 and December 28, 2008, respectively.

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Second Quarter Period
(in thousands)

	Education	Cable Television	Newspaper Publishing	Television Broadcasting	Magazine Publishing	Other Businesses and Corporate Office	Intersegment Elimination	Consolidated
2009								
Operating revenues	$ 649,323	$ 186,684	$168,765	$ 66,653	$ 45,539	$ 13,156	$ (1,652)	$1,128,468
Income (loss) from operations	$ 58,107	$ 39,807	$ (89,347)	$ 14,268	$ (5,034)	$ (11,620)	$ —	$ 6,181
Equity in losses of affiliates								(206)
Interest expense, net								(7,226)
Other, net								19,719
Income before income taxes								$ 18,468
Depreciation expense	$ 22,401	$ 31,099	$ 25,741	$ 3,486	$ 663	$ 187	$ —	$ 83,577
Amortization expense	$ 6,089	$ 85	$ 219	$ —	$ —	$ 798	$ —	$ 7,191
Net pension (expense) credit	$ (1,106)	$ (394)	$ (61,600)	$ (147)	$ 8,238	$ (221)	$ —	$ (55,230)
Identifiable assets	$1,930,149	$1,195,947	$193,991	$ 405,632	$579,848	$212,956	$ —	$4,518,523
Investments in marketable equity securities								342,561
Investments in affiliates								77,937
Total assets								$4,939,021

	Education	Cable Television	Newspaper Publishing	Television Broadcasting	Magazine Publishing	Other Businesses and Corporate Office	Intersegment Elimination	Consolidated
2008								
Operating revenues	$ 576,464	$ 178,914	$197,286	$ 82,836	$ 62,686	$ 9,141	$ (1,110)	$1,106,217
Income (loss) from operations	$ 47,421	$ 40,105	$ (96,704)	$ 29,652	$ (3,716)	$ (11,942)	$ —	$ 4,816
Equity in losses of affiliates								(5,653)
Interest expense, net								(4,812)
Other, net								2,897
Loss before income taxes								$ (2,752)
Depreciation expense	$ 16,482	$ 30,743	$ 11,401	$ 2,272	$ 525	$ 56	$ —	$ 61,479
Amortization expense	$ 4,512	$ 89	$ 150	$ —	$ —	$ 1,531	$ —	$ 6,282
Net pension (expense) credit	$ (930)	$ (359)	$ (78,916)	$ 284	$ 5,979	$ (1,842)	$ —	$ (75,784)
Identifiable assets	$2,080,037	$1,204,373	$383,849	$ 412,129	$547,239	$121,051	$ —	$4,748,678
Investments in marketable equity securities								333,319
Investments in affiliates								76,437
Total assets								$5,158,434

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Six Month Period
(in thousands)

	Education	Cable Television	Newspaper Publishing	Television Broadcasting	Magazine Publishing	Other Businesses and Corporate Office	Intersegment Elimination	Consolidated
2009								
Operating revenues	$1,242,853	$370,192	$ 329,656	$ 127,816	$ 91,609	$ 23,976	$ (3,514)	$2,182,588
Income (loss) from operations	$ 69,269	$ 81,819	$(143,099)	$ 26,411	$(25,372)	$(22,453)	$ —	$ (13,425)
Equity in losses of affiliates								(968)
Interest expense, net								(14,298)
Other, net								15,676
Loss before income taxes								$ (13,015)
Depreciation expense	$ 42,082	$ 62,198	$ 49,509	$ 5,930	$ 1,475	$ 363	$ —	$ 161,557
Amortization expense	$ 11,630	$ 152	$ 462	$ —	$ —	$ 1,595	$ —	$ 13,839
Net pension (expense) credit	$ (2,238)	$ (787)	$ (66,616)	$ (294)	$ 9,858	$ (441)	$ —	$ (60,518)

	Education	Cable Television	Newspaper Publishing	Television Broadcasting	Magazine Publishing	Other Businesses and Corporate Office	Intersegment Elimination	Consolidated
2008								
Operating revenues	$1,119,720	$353,171	$ 403,376	$ 160,504	$116,074	$ 18,600	$ (2,088)	$2,169,357
Income (loss) from operations	$ 94,152	$ 74,390	$ (95,546)	$ 56,256	$(36,046)	$(21,521)	$ —	$ 71,685
Equity in losses of affiliates								(8,896)
Interest expense, net								(9,250)
Other, net								7,031
Income before income taxes								$ 60,570
Depreciation expense	$ 32,781	$ 61,567	$ 21,885	$ 4,470	$ 1,049	$ 187	$ —	$ 121,939
Amortization expense	$ 7,352	$ 155	$ 324	$ —	$ —	$ 3,061	$ —	$ 10,892
Net pension (expense) credit	$ (1,808)	$ (718)	$ (81,156)	$ 568	$ (6,720)	$ (1,859)	$ —	$ (91,693)

The Company's education division comprises the following operating segments:

Second Quarter Period
(in thousands)

	Higher Education	Test Prep	Professional	Corporate Overhead and Other	Intersegment Elimination	Total Education
2009						
Operating revenues	$401,776	$141,817	$ 107,773	$ 277	$ (2,320)	$ 649,323
Income (loss) from operations	$ 70,431	$ (1,649)	$ 9,736	$(20,535)	$ 124	$ 58,107
Identifiable assets	$661,449	$399,709	$ 825,311	$ 43,680	$ —	$1,930,149
Depreciation expense	$ 9,951	$ 7,468	$ 4,045	$ 937	$ —	$ 22,401
Amortization expense				$ 6,089		$ 6,089
Kaplan stock-based incentive compensation expense				$ 1,697		$ 1,697

	Higher Education	Test Prep	Professional	Corporate Overhead and Other	Intersegment Elimination	Total Education
2008						
Operating revenues	$295,822	$153,651	$ 128,128	$ 304	$ (1,441)	$ 576,464
Income (loss) from operations	$ 40,422	$ 25,296	$ 10,981	$(29,321)	$ 43	$ 47,421
Identifiable assets	$833,514	$411,419	$ 797,565	$ 37,539	$ —	$2,080,037
Depreciation expense	$ 8,353	$ 3,469	$ 3,697	$ 963	$ —	$ 16,482
Amortization expense				$ 4,512		$ 4,512
Kaplan stock-based incentive compensation expense				$ 13,965		$ 13,965

Six Month Period
(in thousands)

	Higher Education	Test Prep	Professional	Corporate Overhead and Other	Intersegment Elimination	Total Education
2009						
Operating revenues	$769,266	$269,034	$ 208,978	$ 652	$ (5,077)	$1,242,853
Income (loss) from operations	$109,671	$ (9,776)	$ 7,682	$(38,497)	$ 189	$ 69,269
Depreciation expense	$ 19,397	$ 12,826	$ 7,777	$ 2,082	$ —	$ 42,082
Amortization expense				$ 11,630		$ 11,630
Kaplan stock-based incentive compensation expense				$ 3,458		$ 3,458

	Higher Education	Test Prep	Professional	Corporate Overhead and Other	Intersegment Elimination	Total Education
2008						
Operating revenues	$587,615	$289,526	$ 244,897	$ 688	$ (3,006)	$1,119,720
Income (loss) from operations	$ 83,553	$ 34,435	$ 12,788	$(36,705)	$ 81	$ 94,152
Depreciation expense	$ 16,558	$ 6,957	$ 7,362	$ 1,904	$ —	$ 32,781
Amortization expense				$ 7,352		$ 7,352
Kaplan stock-based incentive compensation expense				$ 7,283		$ 7,283

Through its subsidiary Kaplan, Inc., the Company provides educational services for individuals, schools and businesses. The Company also operates principally in four areas of the media business: cable television, newspaper publishing, television broadcasting and magazine publishing.

Kaplan's businesses include higher education services, comprised of Kaplan's domestic and international post-secondary education businesses, including fixed-facility colleges that offer bachelor's degree, associate's degree and diploma programs primarily in the fields of healthcare, business and information technology; and online post-secondary and career programs. Kaplan's businesses also include domestic and international test preparation, which includes Kaplan's standardized

test prep and English-language course offerings, as well as K12 and Score, which offer multimedia learning and private tutoring to children and educational resources to parents. Kaplan's businesses also include Kaplan Professional, which provides education and career services to businesspeople and other professionals, both domestically and internationally. The education division's primary segments are higher education, test prep and professional. Kaplan corporate and other is also included; other includes Kaplan stock compensation expense and amortization of certain intangible assets.

At the end of March 2009, the Company approved a plan to offer tutoring services, previously provided at Score, in Kaplan test prep centers. The plan was substantially completed by the end of the second quarter of 2009. In conjunction with this plan, 14 existing Score centers were converted into Kaplan test prep centers and the remaining 64 Score centers were closed. The Company recorded $24.9 million in asset write-downs, lease terminations, severance and accelerated depreciation of fixed assets in the first half of 2009. This amount includes a $9.2 million write-down of Score's software product to its fair value following an impairment review under SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets."

In 2007, Kaplan announced restructuring plans at Kaplan Professional (U.S.) that involved product changes and decentralization of certain operations, in addition to employee terminations. In the fourth quarter of 2008, Kaplan expanded the Kaplan Professional (U.S.) restructuring to include additional operations. Total restructuring-related expenses of $1.8 million and $7.2 million were recorded in the second quarter and first half of 2009 related to lease termination, accelerated depreciation of fixed assets and severance costs, compared to $1.8 million and $3.2 million in restructuring-related severance costs recorded in the second quarter and first half of 2008, respectively.

Accrued restructuring charges of $11.9 million related to Kaplan's Score and Professional (U.S.) operations are included in accounts payable and accrued liabilities in the condensed consolidated balance sheet as of June 28, 2009.

Kaplan is in the process of implementing changes to its organizational and internal reporting structures. This reorganization is expected to be completed by the end of the third quarter of 2009 and when completed, will result in changes to the composition of the Company's reporting segments.

Cable television operations consist of cable systems offering basic cable, digital cable, pay television, cable modem, telephony and other services to subscribers in midwestern, western and southern states. The principal source of revenue is monthly subscription fees charged for services.

Newspaper publishing includes the publication of newspapers in the Washington, DC, area and Everett, WA; newsprint warehousing and recycling facilities; and the Company's electronic media publishing business (primarily washingtonpost.com).

The magazine publishing division consists of the publication of a weekly newsmagazine, Newsweek, which has one domestic and three English-language international editions (and, in conjunction with others, publishes seven foreign-language editions around the world) and the publication of Arthur Frommer's Budget Travel. The magazine publishing division also includes certain online media publishing businesses (newsweek.com and budgettravel.com).

Revenues from both newspaper and magazine publishing operations are derived from advertising and, to a lesser extent, from circulation.

Television broadcasting operations are conducted through six VHF television stations serving the Detroit, Houston, Miami, San Antonio, Orlando and Jacksonville television markets. All stations are network-affiliated (except for WJXT in Jacksonville), with revenues derived primarily from sales of advertising time.

Other businesses and corporate office includes the expenses associated with the Company's corporate office and the operating results of Avenue100 Media Solutions (formerly CourseAdvisor).

Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition

This analysis should be read in conjunction with the consolidated financial statements and the notes thereto.

Results of Operations

Net income for the second quarter of 2009 was $11.4 million ($1.30 earnings per share), compared to net loss of $2.7 million ($0.31 loss per share) for the second quarter of last year.

Items included in the Company's results for the second quarter of 2009:

- charges of $56.8 million related to early retirement program expense at The Washington Post (after-tax impact of $35.2 million, or $3.77 per share);
- $15.2 million in restructuring charges related to Kaplan's Score and Professional (U.S.) operations (after-tax impact of $9.4 million, or $1.01 per share);
- $14.3 million in accelerated depreciation at The Washington Post (after-tax impact of $8.8 million, or $0.95 per share); and
- $19.8 million in non-operating unrealized foreign currency gains arising from the weakening of the U.S. dollar (after-tax impact of $12.3 million, or $1.31 per share).

Items included in the Company's results for the second quarter of 2008:

- charges of $87.4 million related to early retirement program expense at The Washington Post, the corporate office and Newsweek (after-tax impact of $52.9 million, or $5.58 per share);
- $1.8 million in restructuring charges related to Kaplan's Professional (U.S.) operations (after-tax impact of $1.1 million, or $0.11 per share);
- $6.8 million in impairment charges at two of the Company's affiliates (after-tax impact of $4.1 million, or $0.43 per share); and
- $2.9 million in non-operating unrealized foreign currency gains arising from the weakening of the U.S. dollar (after-tax impact of $1.7 million, or $0.18 per share).

Revenue for the second quarter of 2009 was $1,128.5 million, up 2% from $1,106.2 million in the second quarter of 2008. The increase is due to revenue growth at the education and cable television divisions. Revenues were down at the Company's newspaper publishing, magazine publishing and television broadcasting divisions.

Operating income increased in the second quarter of 2009 to $6.2 million, from $4.8 million in the second quarter of 2008. Excluding charges related to early retirement plan buyouts and accelerated depreciation at The Washington Post, the newspaper publishing and magazine publishing divisions reported increased losses in the second quarter of 2009, compared to the second quarter of 2008. Operating results were also down at the television broadcasting division and were relatively flat at the cable television division, while the education division reported improved results for the quarter in spite of the restructuring charges.

For the first six months of 2009, the Company reported a net loss of $8.1 million ($0.74 per share), compared with net income of $36.7 million ($3.77 per share) for the same period of 2008.

Items included in the Company's results for the first six months of 2009:

- $63.4 million in early retirement program expense at The Washington Post and Newsweek (after-tax impact of $39.3 million, or $4.21 per share);
- $32.1 million in restructuring charges related to Kaplan's Score and Professional (U.S.) operations (after-tax impact of $19.9 million, or $2.13 per share);
- $27.7 million in accelerated depreciation at The Washington Post (after-tax impact of $17.2 million, or $1.84 per share); and
- $18.4 million in non-operating unrealized foreign currency gains arising from the weakening of the U.S. dollar (after-tax impact of $11.4 million, or $1.22 per share).

Items included in the Company's results for the first six months of 2008:

- charges of $112.0 million related to early retirement program expense at The Washington Post, the corporate office and Newsweek (after-tax impact of $67.8 million, or $7.13 per share);
- $3.2 million in restructuring charges related to Kaplan's Professional (U.S.) operations (after-tax impact of $1.9 million, or $0.20 per share);
- $6.8 million in impairment charges at two of the Company's affiliates (after-tax impact of $4.1 million, or $0.43 per share); and
- $7.3 million in non-operating unrealized foreign currency gains arising from the weakening of the U.S. dollar (after-tax impact of $4.4 million, or $0.46 per share).

Revenue for the first half of 2009 was $2,182.6 million, up 1% from $2,169.4 million in the first half of 2008, due to increased revenues at the Company's education and cable television divisions, offset by revenue declines at the Company's newspaper publishing, magazine publishing and television broadcasting divisions. The Company reported an operating loss of $13.4 million for the first half of 2009, compared to operating income of $71.7 million for the first half of 2008. Excluding charges related to early retirement plan buyouts and accelerated depreciation at The Washington Post, the newspaper publishing and magazine publishing divisions reported increased losses in the first six months of 2009, compared to the first six months of 2008. Operating results were also down at the education and television broadcasting divisions, while the cable television division reported improved results for the period.

The Company's operating results for the second quarter and first six months of 2009 included $1.6 million and $2.9 million of net pension credits, respectively, compared to $6.6 million and $13.2 million of net pension credits, respectively, for the same periods of 2008, excluding charges related to early retirement programs.

Education Division. Education division revenue totaled $649.3 million for the second quarter of 2009, a 13% increase over revenue of $576.5 million for the same period of 2008. Kaplan reported operating income of $58.1 million for the second quarter of 2009, up 23% from $47.4 million in the second quarter of 2008.

For the first six months of 2009, education division revenue totaled $1,242.9 million, an 11% increase over revenue of $1,119.7 million for the same period of 2008. Kaplan reported operating income of $69.3 million for the first six months of 2009, down 26% from $94.2 million for the first six months of 2008.

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A summary of Kaplan's operating results for the second quarter and the first six months of 2009 compared to 2008 is as follows:

(In thousands)	Second Quarter 2009	Second Quarter 2008	Second Quarter % Change	YTD 2009	YTD 2008	YTD % Change
Revenue						
Higher education	$401,776	$295,822	36	$ 769,266	$ 587,615	31
Test prep	141,817	153,651	(8)	269,034	289,526	(7)
Professional	107,773	128,128	(16)	208,978	244,897	(15)
Kaplan corporate	277	304	(9)	652	688	(5)
Intersegment elimination	(2,320)	(1,441)	—	(5,077)	(3,006)	—
	$649,323	$576,464	13	$1,242,853	$1,119,720	11
Operating income (loss)						
Higher education	$ 70,431	$ 40,422	74	$ 109,671	$ 83,553	31
Test prep	(1,649)	25,296	—	(9,776)	34,435	—
Professional	9,736	10,981	(11)	7,682	12,788	(40)
Kaplan corporate overhead	(12,750)	(10,845)	(18)	(23,410)	(22,071)	(6)
Other*	(7,785)	(18,476)	58	(15,087)	(14,634)	(3)
Intersegment elimination	124	43	—	189	81	—
	$ 58,107	$ 47,421	23	$ 69,269	$ 94,152	(26)

* Other includes charges accrued for stock-based incentive compensation and amortization of certain intangibles.

Kaplan Higher Education (KHE) includes Kaplan's domestic and international post-secondary education businesses, made up of fixed-facility colleges as well as online post-secondary and career programs. Higher education revenue grew 36% for the second quarter of 2009 and 31% for the first half of 2009 due mostly to strong enrollment growth. Operating income at KHE improved 74% in the second quarter of 2009 reflecting this strong enrollment growth. Operating income is up 31% for the first half of 2009 as the strong enrollment growth was offset by increased marketing and advertising costs in the first quarter of 2009, including a $21.0 million national media campaign. At June 30, 2009, KHE's enrollments totaled 103,300, a 31% increase compared to total enrollments of 78,700 at June 30, 2008. All KHE divisions contributed to the enrollment growth in the first half of 2009, with Kaplan University's online offerings growing the strongest at 45%.

Funds provided under student financial aid programs created under Title IV of the Federal Higher Education Act account for a large portion of KHE revenues; these funds are provided in the form of federal loans and grants. Some KHE students also obtain non-Title IV private loans from lenders to finance a portion of their education. A small portion of KHE's domestic revenues in the first half of 2009 came from non-Title IV private loans obtained by its students. KHE expects private student loan funding to diminish in the future and expects this source to be replaced with funds provided under Title IV sources, student cash payments and, to a lesser extent, a self-funded internal loan program. To date, the KHE self-funded internal loan program activity has not been significant.

Test prep includes Kaplan's standardized test preparation and English-language course offerings, as well as the K12 and Score businesses. Test prep revenue, excluding Score and revenue from acquired businesses, declined 7% in the second quarter and the first half of 2009 due primarily to declines in English-language, K12 and the traditional test prep programs. Test prep operating income, excluding Score, was down in the first half of 2009 due largely to declines in K12, English-language and the traditional test prep programs.

Score revenues declined 57% in the second quarter of 2009 to $3.6 million and 49% in the first half of 2009 to $8.4 million. Operating losses at Score increased from $1.9 million and $5.6 million in the second quarter and first half of 2008, respectively, to $18.5 million and $36.2 million for the same periods of 2009,

inclusive of restructuring-related charges. At the end of March 2009, the Company approved a plan to offer tutoring services, previously provided at Score, in Kaplan test prep centers. The plan was substantially completed by the end of the second quarter of 2009; 14 existing Score centers were converted into Kaplan test prep centers and the remaining 64 Score centers were closed. The Company recorded charges of $24.9 million in asset write-downs, lease terminations, severance and accelerated depreciation of fixed assets in the first half of 2009, including a $9.2 million write-down on Score's software product. Of this amount, $13.4 million was recorded in the second quarter of 2009.

Professional includes domestic and overseas training businesses. Professional revenue declined 16% in the second quarter of 2009 and 15% in the first half of 2009. Excluding revenue from acquired businesses, professional revenue was down 18% for the second quarter of 2009 and 17% in the first six months of 2009. The declines are the result of unfavorable exchange rates in the U.K. and Australia and continued declines in the Kaplan Professional (U.S.) real estate and financial education businesses. These declines were offset by revenue growth at professional's Asian operations. Likewise, professional operating income is down largely due to weakness in professional's real estate and financial education businesses in the U.S. and the U.K., offset by improved operating results at professional's Asian operations.

In 2007, Kaplan announced restructuring plans at Kaplan Professional (U.S.) that involved product changes and decentralization of certain operations, in addition to employee terminations. In the fourth quarter of 2008, Kaplan expanded the Kaplan Professional (U.S.) restructuring to include additional operations. Total restructuring-related expenses of $1.8 million and $7.2 million were recorded in the second quarter and first half of 2009, respectively, related to lease termination, accelerated depreciation of fixed assets and severance costs, compared to $1.8 million and $3.2 million in restructuring-related severance costs recorded in the second quarter and first half of 2008, respectively.

Corporate represents unallocated expenses of Kaplan, Inc.'s corporate office and other minor activities.

Other includes amortization of certain intangible assets and charges for incentive compensation arising from equity awards under the Kaplan stock option plan. Kaplan recorded stock compensation expense of $1.7 million and $14.0 million in the second quarter of 2009 and 2008, respectively, and $3.5 million and $7.3 million in the first six months of 2009 and 2008, respectively, related to this plan.

Cable Television Division. Cable television division revenue of $186.7 million for the second quarter of 2009 represents a 4% increase from $178.9 million in the second quarter of 2008; for the first six months of 2009, revenue increased 5% to $370.2 million, from $353.2 million in the same period of 2008. The 2009 revenue increase is due to continued growth in the division's cable modem, telephone and digital revenues, and a $4 monthly rate increase for most basic subscribers in June 2009.

Cable division operating income declined 1% to $39.8 million in the second quarter of 2009, versus $40.1 million in the second quarter of 2008; cable division operating income for the first six months of 2009 increased 10% to $81.8 million, from $74.4 million for the first six months of 2008. The decline in operating income in the second quarter of 2009 is due to increased programming, bad debt and general and administrative costs. The increase in operating income for the first six months of 2009 is due to the division's revenue growth.

At June 30, 2009, Revenue Generating Units (RGUs) grew 2% due to continued growth in high-speed data and telephony subscribers, partially offset by a reduction in basic subscribers. RGUs include about 7,000 subscribers who receive free basic cable service, primarily local governments, schools and other organizations as required by the various franchise agreements. A summary of RGUs is as follows:

Cable Television Division Subscribers	June 30, 2009	June 30, 2008
Basic	692,076	701,894
Digital	227,840	224,996
High-speed data	386,472	361,269
Telephony	100,208	85,972
Total	1,406,596	1,374,131

Below are details of Cable division capital expenditures for the first six months of 2009 and 2008, as defined by the NCTA Standard Reporting Categories (in millions):

	2009	2008
Customer Premise Equipment	$16.3	$20.2
Scaleable Infrastructure	13.0	6.1
Line Extensions	5.1	8.1
Upgrade/Rebuild	5.9	4.6
Support Capital	8.7	19.0
Total	$49.0	$58.0

Newspaper Publishing Division. Newspaper publishing division revenue totaled $168.8 million for the second quarter of 2009, a decrease of 14% from $197.3 million in the second quarter of 2008; division revenue decreased 18% to $329.7 million for the first six months of 2009, from $403.4 million for the first six months of 2008. Print advertising revenue at The Post in the second quarter of 2009 declined 20% to $80.0 million, from $99.8 million in the second quarter of 2008, and decreased 27% to $154.3 million for the first six months of 2009, from $211.4 million in the same period of 2008. The print revenue decline in the second quarter of 2009 is due to large decreases in classified, zones and general advertising; the decline in the first half of 2009 includes similar decreases. Revenue generated by the Company’s newspaper online publishing activities, primarily washingtonpost.com, declined 9% to $23.5 million for the second quarter of 2009, versus $25.9 million for the second quarter of 2008; newspaper online revenues declined 9% to $45.6 million in the first six months of 2009, versus $49.8 million for the first six months of 2008. Display online advertising revenue grew 2% for the second quarter and first six months of 2009. Online classified advertising revenue on washingtonpost.com declined 29% and 26% for the second quarter and first six months of 2009, respectively.

For the first six months of 2009, Post daily and Sunday circulation declined 1.5% and 2.6%, respectively, compared to the same periods of the prior year. For the six months ended June 28, 2009, average daily circulation at The Post totaled 622,700 and average Sunday circulation totaled 858,100.

As previously announced, the Company offered a Voluntary Retirement Incentive Program to certain employees of The Washington Post newspaper in the first quarter of 2009. A total of 220 employees accepted the offer, and early retirement program expense of $56.8 million was recorded in the second quarter of 2009, which will be funded primarily from the assets of the Company’s pension plans. The Company estimates future annual salary and employee benefits savings of approximately $20.0 million in connection with this early retirement program. In the first quarter of 2008, a Voluntary Retirement Incentive Program was also offered, with 231 employees accepting the offer; $79.8 million in early retirement program expense was recorded in the second quarter of 2008, also funded primarily from the assets of the Company’s pension plans.

The Post closed its College Park, MD, printing plant in July 2009 and has consolidated its printing operations in Springfield, VA. The Post also intends to consolidate certain other operations in Washington, DC. In connection with these activities, accelerated depreciation of $14.3 million and $27.7 million was recorded in the second quarter and first six months of 2009, respectively; accelerated depreciation of $1.2 million was recorded in the second quarter of 2008. The Company estimates that additional accelerated depreciation of $4.5 million will be recorded for the rest of 2009. Also, the Company may incur a loss on an office lease, depending on the results of the efforts to sublease the space.

The newspaper division reported an operating loss of $89.3 million in the second quarter of 2009, compared to an operating loss of $96.7 million in the second quarter of 2008. For the first six months of 2009, the newspaper division reported an operating loss of $143.1 million, compared to an operating loss of $95.5 million for the first six months of 2008. Excluding early retirement program charges and accelerated depreciation, operating results declined in the second quarter and first six months of 2009 due to the significant decline in division advertising revenue and increased bad debt expense, offset by expense reductions. Newsprint expense was down 19% and 9% for the second quarter and first six months of 2009, respectively, due to a decline in newsprint consumption and recent newsprint price declines.

Television Broadcasting Division. Revenue for the television broadcasting division decreased 20% in the second quarter of 2009 to $66.7 million, from $82.8 million in 2008; operating income for the second quarter of 2009 declined 52% to $14.3 million, from $29.7 million in 2008. For the first six months of 2009, revenue decreased 20% to $127.8 million, from $160.5 million in 2008; operating income for the first six months of 2009 declined 53% to $26.4 million, from $56.3 million in 2008. The decrease in revenue and operating income is due to weaker advertising demand in all markets and most product categories, particularly automotive; political advertising revenue also declined by $0.4 million and $3.2 million for the second quarter and first six months of 2009, respectively.

Magazine Publishing Division. Revenue for the magazine publishing division totaled $45.5 million in the second quarter of 2009, a 27% decrease from $62.7 million in the second quarter of 2008; division revenue totaled $91.6 million in the first six months of 2009, a 21% decrease from $116.1 million in the first six months of 2008. The decline is due to a 40% and 32% reduction in advertising revenue at Newsweek for the second quarter and first six months of 2009, respectively, resulting from fewer ad pages at both the domestic and international editions. In February 2009, Newsweek announced a circulation rate base reduction at its domestic edition, from 2.6 million to 1.5 million, by January 2010.

As previously announced, Newsweek offered a Voluntary Retirement Incentive Program to certain employees in November 2008 and 44 employees accepted the offer in the first quarter of 2009; early retirement program expense of $6.6 million was recorded in the first quarter of 2009, which is being funded primarily from the assets of the Company’s pension plans. In the first quarter of 2008, Newsweek also offered a Voluntary Retirement Incentive Program to certain employees and 117 employees accepted the offer. The early retirement program expense in 2008 totaled $29.2 million, which is being funded mostly from the assets of the Company’s pension plans. Of this amount, $24.6 million was recorded in the first quarter of 2008 and $4.6 million was recorded in the second quarter of 2008.

The division had an operating loss of $5.0 million in the second quarter of 2009, compared to an operating loss of $3.7 million in the second quarter of 2008; the division had an operating loss of $25.4 million for the first six months of 2009, compared to an operating loss of $36.0 million for the first six months of 2008. Excluding early retirement program expense, the division’s operating loss increased in the second quarter and first six months of 2009 due to the revenue reductions discussed above, offset by a decline in subscription and editorial expenses at the domestic edition of Newsweek.

Other Businesses and Corporate Office. Other businesses and corporate office included the expenses of the Company's corporate office and the operating results of Avenue100 Media Solutions (formerly CourseAdvisor). In the second quarter of 2008, the corporate office recorded $3.0 million in early retirement program expense.

Equity in (Losses) Earnings of Affiliates. The Company's equity in losses of affiliates for the second quarter of 2009 was $0.2 million, compared to losses of $5.7 million for the second quarter of 2008. For the first six months of 2009, the Company's equity in losses of affiliates totaled $1.0 million, compared to losses of $8.9 million for the same period of 2008. Results for the second quarter of 2008 included $6.8 million in impairment charges at two of the Company's affiliates.

The Company holds a 49% interest in Bowater Mersey Paper Company and interests in several other affiliates. AbitibiBowater is the majority owner of Bowater Mersey Paper Company. In April 2009, AbitibiBowater and certain of its U.S. and Canadian subsidiaries filed voluntary petitions in the United States under Chapter 11 of the United States Bankruptcy Code ("Chapter 11") and under the Companies' Creditors Arrangement Act ("CCAA") in Canada.

Other Non-Operating Income (Expense). The Company recorded other non-operating income, net, of $19.7 million for the second quarter of 2009, compared to other non-operating income, net, of $2.9 million for the second quarter of 2008. The second quarter 2009 non-operating income, net, included $19.8 million in unrealized foreign currency gains. The second quarter 2008 non-operating income, net, included $2.9 million in unrealized foreign currency gains.

The Company recorded other non-operating income, net, of $15.7 million for the first six months of 2009, compared to other non-operating income, net, of $7.0 million for the same period of the prior year. The 2009 non-operating income, net, included $18.4 million in unrealized foreign currency gains, offset by $2.9 million in impairment write-downs on cost method investments and other items. The 2008 non-operating income, net, included $7.3 million in unrealized foreign currency gains.

As noted above, a large part of the Company's non-operating income (expense) is from unrealized foreign currency gains arising from the translation of British pound and Australian dollar-denominated intercompany loans into U.S. dollars. The unrealized foreign currency gains in the first half of 2009 and 2008 were the result of a weakening of the U.S. dollar against the British pound and the Australian dollar in the first half of 2009 and 2008, versus the exchange rates in effect at the end of 2008 and 2007.

A summary of non-operating income (expense) for the twenty-six weeks ended June 28, 2009 and June 29, 2008, is as follows (in millions):

	2009	2008
Foreign currency gains, net	$18.4	$ 7.3
Impairment write-downs on investments	(2.9)	—
Other, net	0.2	(0.3)
Total	$15.7	$ 7.0

Net Interest Expense. The Company incurred net interest expense of $7.2 million and $14.3 million for the second quarter and first six months of 2009, respectively, compared to $4.8 million and $9.3 million for the same periods of 2008. The increases are due to a decline in interest income, as well as higher average interest rates in the first half of 2009 versus the same period of the prior year. At June 28, 2009, the Company had $399.1 million in borrowings outstanding at an average interest rate of 7.2%.

(Provision) Benefit for Income Taxes. The effective tax rate for the second quarter and first six months of 2009 was 38.4% and 37.8%, respectively, compared to 39.5% for the first six months of 2008.

Earnings (Losses) Per Share. The calculation of diluted earnings per share for the second quarter and first six months of 2009 was based on 9,400,420 and 9,339,445 weighted average shares outstanding, respectively, compared to 9,480,073 and 9,507,927, respectively, for the second quarter and first six months of 2008. In the first quarter of 2009, the Company repurchased 3,359 shares of its Class B common stock at a cost of $1.4 million from recipients of vested awards of restricted shares at market price.

Financial Condition: Capital Resources and Liquidity

Acquisitions and Dispositions. The Company made one small acquisition in the second quarter of 2009 and did not make any acquisitions during the first quarter of 2009.

In connection with a 2007 acquisition, additional purchase consideration of approximately $3.2 million was contingent on the achievement of certain future operating results: such amounts were not included in the Company's purchase accounting as of December 30, 2007. In the second quarter of 2009, the Company recorded $3.2 million of additional purchase consideration in connection with the achievement of certain operating results by the acquired company and allocated the additional purchase consideration to goodwill.

In the second quarter of 2008, Kaplan acquired two businesses in their professional and test preparation divisions totaling $14.8 million. In the first quarter of 2008, Kaplan acquired two businesses in their professional and test preparation divisions totaling $31.4 million. Also in the first quarter of 2008, the cable division acquired subscribers in the Winona, Mississippi area for $15.6 million.

In 2007, Kaplan purchased a 40% interest in Shanghai Kai Bo Education Management Investment Co., Ltd. ("Kaplan China"), a provider of education in China that offers preparation courses for entry to U.K. universities, along with degree and professional training programs at campuses throughout China. In the first quarter of 2008, Kaplan exercised an option to increase its investment in Kaplan China to a majority interest and the transaction was completed in November 2008. Kaplan China's results from the transaction date forward have been included in the Company's consolidated financial statements.

Capital expenditures. During the first six months of 2009, the Company's capital expenditures totaled $132.1 million. The Company estimates that its capital expenditures will be in the range of $280 million to $305 million in 2009.

Liquidity. The Company's borrowings have decreased by $154.7 million, to $399.1 million at June 28, 2009, as compared to borrowings of $553.8 million at December 28, 2008. At June 28, 2009, the Company has $349.3 million in cash and cash equivalents, compared to $390.5 million at December 28, 2008. The Company had money market investments of $127.1 million and $15.7 million that are classified as "Cash and cash equivalents" in the Company's Consolidated Balance Sheets as of June 28, 2009 and December 28, 2008, respectively.

At June 28, 2009, the Company had $399.1 million in total debt outstanding, which comprised $396.0 of 7.25% unsecured notes due February 1, 2019 and $3.1 million in other debt.

In January 2009, the Company issued $400 million in unsecured ten-year fixed-rate notes due February 1, 2019 ("the Notes"). The Notes have a coupon rate of 7.25 percent per annum, payable semi-annually on February 1 and August 1, beginning August 1, 2009. The Company used the net proceeds from the sale of the Notes and other cash to repay $400 million of 5.5 percent notes that matured on February 15, 2009. Under the terms of the Notes, unless the Company has exercised its right to redeem the Notes, the Company is required to offer to repurchase the Notes in cash at 101% of the principal amount, plus accrued and unpaid interest, upon the occurrence of both a Change of Control and Below Investment Grade Rating Events as described in the Prospectus Supplement of January 27, 2009.

The Company's $500 million commercial paper program continues to serve as a significant source of short-term liquidity. The $500 million revolving credit facility that expires in August 2011 supports the issuance of the Company's short-term commercial paper and provides for general corporate purposes. Despite the recent disruption to the general credit markets, the Company continued to have access and borrowed funds under its commercial paper program and did not need to borrow funds under its revolving credit facility. There is no assurance, however, that the cost or availability of future borrowings under the Company's commercial paper program in the debt markets will not be impacted in the future.

The Company's credit ratings were affirmed by the rating agencies in October 2008 with a change in ratings outlook from stable to negative. In May 2009, Standard & Poor's placed the Company's "A+" long-term corporate credit and senior unsecured ratings, and the Company's "A-1" short-term commercial paper rating on CreditWatch with negative implications. In June 2009, Standard & Poor's lowered its long-term rating to "A" from "A+", affirmed the "A-1" short-term rating, and removed both ratings from CreditWatch. The Company's rating outlook remains at negative. The Company's current credit ratings are as follows:

	Moody's	Standard & Poor's
Long-term	A1	A
Short-term	Prime-1	A-1

During the second quarter of 2009 and 2008, the Company had average borrowings outstanding of approximately $399.1 million and $457.3 million, respectively, at average annual interest rates of approximately 7.2 percent and 5.1 percent, respectively. During the second quarter of 2009 and 2008, the Company incurred net interest expense of $7.2 million and $4.8 million, respectively.

During the first six months of 2009 and 2008, the Company had average borrowings outstanding of approximately $450.2 million and $475.0 million, respectively, at average annual interest rates of approximately 6.7 percent and 5.1 percent, respectively. During the first six months of 2009 and 2008, the Company incurred net interest expense of $14.3 million and $9.3 million, respectively.

At June 28, 2009 and December 28, 2008, the Company had working capital of $267.4 million and $257.3 million, respectively. The Company maintains working capital levels consistent with its underlying business requirements and consistently generates cash from operations in excess of required interest or principal payments. The Company expects to fund its estimated capital needs primarily through existing cash balances and internally generated funds and, to a lesser extent, through commercial paper borrowings. In management's opinion, the Company will have ample liquidity to meet its various cash needs throughout 2009.

There were no significant changes to the Company's contractual obligations or other commercial commitments from those disclosed in the Company's Annual Report on Form 10-K for the year ended December 28, 2008.

Forward-Looking Statements

This report contains certain forward-looking statements that are based largely on the Company's current expectations. Forward-looking statements are subject to various risks and uncertainties that could cause actual results or events to differ materially from those anticipated in such statements. For more information about these forward-looking statements and related risks, please refer to the section titled "Forward-Looking Statements" in Part I of the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2008.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to market risk in the normal course of its business due primarily to its ownership of marketable equity securities, which are subject to equity price risk; to its borrowing and cash-management activities, which are subject to interest rate risk; and to its foreign business operations, which are subject to foreign exchange rate risk. The Company's market risk disclosures set forth in its 2008 Annual Report filed on Form 10-K have not otherwise changed significantly.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

An evaluation was performed by the Company's management, with the participation of the Company's Chief Executive Officer (the Company's principal executive officer) and the Company's Senior Vice President-Finance (the Company's principal financial officer), of the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)), as of June 28, 2009. Based on that evaluation, the Company's Chief Executive Officer and Senior Vice President-Finance have concluded that the Company's disclosure controls and procedures, as designed and implemented, are effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to management, including the Chief Executive Officer and Senior Vice President–Finance, in a manner that allows timely decisions regarding required disclosure.

(b) Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the quarter ended June 28, 2009 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders.

At the Company's May 14, 2009 Annual Meeting of Stockholders, the stockholders elected each of the nominees named in the Company's proxy statement dated March 25, 2009 to its Board of Directors. The voting results are set forth below:

Class A Directors

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Lee C. Bollinger	1,291,693	- 0 -	- 0 -
Warren E. Buffett	1,291,693	- 0 -	- 0 -
Barry Diller	1,291,693	- 0 -	- 0 -
Melinda F. Gates	1,291,693	- 0 -	- 0 -
Thomas S. Gayner	1,291,693	- 0 -	- 0 -
Donald E. Graham	1,291,693	- 0 -	- 0 -
Anne M. Mulcahy	1,291,693	- 0 -	- 0 -

Class B Directors

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Christopher C. Davis	7,417,270	47,409	- 0 -
John L. Dotson Jr.	7,406,767	57,912	- 0 -
Ronald L. Olson	5,287,408	2,177,271	- 0 -

In addition, the stockholders voted on a series of amendments to the Company's Incentive Compensation Plan. The amendments (i) provide the Company's Compensation Committee with greater flexibility in designing compensation plans for key employees of the Company and its subsidiaries and (ii) modify or establish caps on the payouts of various awards payable to participants under the Incentive Compensation Plan. The voting results are set forth below:

	Votes For	Votes Against	Abstain	Broker Non-Votes
Class A Stock	1,291,693	- 0 -	- 0 -	- 0 -
Class B Stock	6,616,053	131,949	80,259	636,418

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Item 6. Exhibits.

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of the Company dated November 13, 2003 (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2003).
3.2	Certificate of Designation for the Company's Series A Preferred Stock dated September 22, 2003 (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to the Company's Current Report on Form 8-K dated September 22, 2003).
3.3	By-Laws of the Company as amended and restated through November 8, 2007 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated November 14, 2007).
4.1	Second Supplemental Indenture dated January 30, 2009, between the Company and The Bank of New York Mellon Trust Company, N.A., as successor to The First National Bank of Chicago, as Trustee (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated January 30, 2009).
4.2	Five Year Credit Agreement dated as of August 8, 2006, among the Company, Citibank, N.A., JPMorgan Chase Bank, N.A., Wachovia Bank, National Association, SunTrust Bank, The Bank of New York, PNC Bank, National Association, Bank of America, N.A. and Wells Fargo Bank, N.A. (incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 2, 2006).
10.1	The Washington Post Company Incentive Compensation Plan as amended on May 14, 2009.
31.1	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.
32	Section 1350 Certification of the Chief Executive Officer and the Chief Financial Officer.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE WASHINGTON POST COMPANY
(Registrant)

Date: August 4, 2009	/s/ Donald E. Graham Donald E. Graham, Chairman & Chief Executive Officer (Principal Executive Officer)
Date: August 4, 2009	/s/ Hal S. Jones Hal S. Jones, Senior Vice President-Finance (Principal Financial Officer)

Exhibit 10.1

THE WASHINGTON POST COMPANY
INCENTIVE COMPENSATION PLAN

As amended and restated May 14, 2009

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THE WASHINGTON POST COMPANY

INCENTIVE COMPENSATION PLAN

As Amended and Restated

through May 14, 2009

1. Purposes

The purposes of this Incentive Compensation Plan (hereinafter called the Plan) of The Washington Post Company, a Delaware corporation (hereinafter called the Company), are (a) to provide greater incentives to key employees to increase the profitability of the Company and its subsidiaries and (b) to strengthen the ability of the Company and its subsidiaries to attract, motivate and retain persons of merit and competence upon which, in large measure, continued growth and profitability depend.

2. Administration of the Plan

The Plan shall be administered by the Compensation Committee of the Board of Directors of the Company (hereinafter called the Committee) as constituted from time to time by the Board of Directors. No member of the Committee shall be eligible to participate in the Plan. The Committee shall have full power and authority to make all decisions and determinations with respect to the Plan, including without limitation the power and authority to interpret and administer the Plan, adopt rules and regulations and establish terms and conditions, not inconsistent with the provisions of the Plan, for the administration of its business and the implementation of the Plan.

3. Participation

(a) Participation in the Plan shall be extended to senior executives, key managers and key personnel of the Company and its subsidiaries who, in the opinion of the Committee, are mainly responsible for the management of the operations of the Company and its subsidiaries or who are otherwise in a position to make substantial contributions to the management, growth and/or success of the business of the Company.

(b) Directors, as such, shall not participate in the Plan, but the fact that an employee is also a Director of the Company or a subsidiary shall not prevent his or her participation.

(c) As used in the Plan, the term “Company” shall mean The Washington Post Company and any subsidiary thereof.

(d) The Plan shall not be deemed to preclude the making of any award pursuant to any other compensation, incentive, bonus or stock option plan which may be in effect from time to time.

4. Duration of Plan

The Plan shall remain in effect until terminated by the Board of Directors; provided, however, that the termination of the Plan shall not affect the delivery or payment of any award made prior to the termination of the Plan.

5. Annual Incentive Awards

(a) Regular annual incentive awards (“Annual Awards”) for senior executives of the Company and its subsidiaries shall be made pursuant to the Plan, subject to paragraph 3(d) hereof. The aggregate amount of Annual Awards earned with respect to performance in any fiscal year shall not exceed the Maximum Incentive Credit (as hereinafter defined) for such fiscal year.

(b) The “Maximum Incentive Credit” for a fiscal year shall be 20% of Adjusted Operating Income for such year. The term “Adjusted Operating Income,” as used herein, shall mean an amount equal to the earnings of the Company before deduction for interest, taxes, depreciation and amortization and shall be exclusive of special credits and charges, and extraordinary items, all as determined by the Committee in its absolute discretion. The Committee may rely on the advice and assistance of the Company’s independent public accountants in determining the amount of Adjusted Operating Income for any fiscal year.

(c) Subject to paragraph 6 hereof, during the last month of each fiscal year, the Senior Vice President-Finance of the Company shall advise the Committee of the estimated Maximum Incentive Credit for such fiscal year and the Committee shall determine the employees who are to receive Annual Awards for such fiscal year and the amount of each such Annual Award.

(d) Each Annual Award shall be subject to such clawback conditions as shall be set forth in the agreement or in any other communication evidencing such Annual Award, or in such other policy as the Company may adopt from time to time prior to the payment of such Annual Award, or as may be imposed by law.

(e) In addition to Annual Awards, the Committee may, in the case of individuals who have made or have the potential to make extraordinary contributions to the growth and profitability of the Company, grant special annual incentive awards (“Special Annual Incentive Awards,” and, together with Annual Awards, “Annual Incentive Awards”) with respect to any fiscal year. For purposes of clarity, Special Annual Incentive Awards shall not be taken into account in determining compliance with the limit set forth in paragraph 5(a) above.

6. Special Rules for Covered Employees

This paragraph 6 shall govern Annual Incentive Awards made for a fiscal year to all participants who, at the beginning of such fiscal year, are “executive officers” of the Company (within the meaning of Rule 3b-7 under the Securities Exchange Act of 1934, as amended) (collectively, “162(m) Awards”).

(i) Within 90 days after the beginning of each fiscal year, the Committee shall establish (a) performance goals and objectives (“Performance Targets”) for such Performance Period and (b) schedules or other objective methods for determining the applicable payout amount for each 162(m) Award based on achievement relative to the Performance Targets.

(ii) Performance Targets shall be based on one or more of the following business criteria: operating income, cash flow, earnings per share, return on assets, return on equity, operating margins, economic value added (EVA), cash flow margins, shareholder return, cost control and/ revenue growth measurements, which may be in respect of the Company, as a whole, or any business unit thereof, which will have to be achieved if such executive officer is to receive payment for an Annual Award. Any Performance Target may be used to measure the performance of (x) the Company or a subsidiary of the Company as a whole or any business unit, or any combination thereof, as the Committee may deem appropriate, or (x) any of the above Performance Targets as compared to the performance of a group of comparator companies, or a published or special index that the Committee, in its sole discretion, deems appropriate.

(iii) The measurement of any Performance Target may exclude the impact of charges for extraordinary, unusual or non-recurring items (including without limitation charges for restructurings and discontinued operations), and the cumulative effects of accounting changes, each as defined by generally accepted accounting principles and as identified in the Company’s audited financial statements, including the notes thereof.

(iv) In the manner required by Section 162(m) of the Code, the Committee shall, promptly after the date on which the necessary financial and other information for a particular fiscal year becomes available, certify the extent to which Performance Targets have been achieved.

(v) If expressly provided in the award agreement for any 162(m) Award, the Committee may, in its discretion, reduce or eliminate the amount of any 162(m) Award based on such factors as the Committee may deem relevant, but the Committee may not increase the amount of any Award payable to any Participant above the amount established in accordance with the relevant Performance Targets. For purposes of clarity, the Committee may exercise the discretion provided for by the foregoing sentence in a non-uniform manner among participants.

(vi) The amount of the 162(m) Awards payable to any participant with respect to performance in any fiscal year shall not exceed $10 million or, in the case of a participant who is the president or chief executive officer of a business unit of the Company, the greater of $10 million and 1% of the revenues of such business unit for the fiscal year with respect to which such 162(m) Award is determined.

7. Method and Time of Payment of Annual Incentive Awards

(a) All Annual Incentive Awards shall be paid in cash.

(b) All Annual Awards shall be paid in a lump sum as promptly as practicable in the calendar year that begins closest to the last day of the fiscal year to which the award relates, except as otherwise provided herein below.

(c) The Committee may, in its sole discretion, establish terms and conditions under which a participant may elect to defer the payment of Annual Incentive Awards in whole or in part pursuant to the terms of The Washington Post Company Deferred Compensation Plan (the “Deferred Compensation Plan”).

8. Long-Term Incentive Award Cycles; Awards

(a) During the term of the Plan, the Committee shall from time to time establish Award Cycles, each of which shall commence on a date specified by the Committee and shall terminate no earlier than the third anniversary date of the commencement of such Award Cycle or such other anniversary date as specified by the Committee; provided, however, an Award Cycle shall (i) commence on the first day of a fiscal year of the Company, (ii) consist of not less than three nor more than four fiscal years of the Company, and (iii) at least two such fiscal years shall elapse between the beginning of consecutive Award Cycles.

(b) For each Award Cycle, the Committee shall

(i) designate, subject to paragraph 10(a), the participants who are to receive awards of Performance Units for such Award Cycle and the number of Performance Units awarded to each such participant, and

(ii) establish, subject to paragraph 10(b), the method for determining at the end of such Award Cycle the value of a Performance Unit awarded at the beginning of such Award Cycle.

(c) In addition, from time to time the Committee may deem it desirable to grant long-term incentive awards not based on an Award Cycle established under paragraph 8(a) and the Committee shall have the discretion to (A) designate the participants who are to receive such awards and (B) establish such terms and conditions applicable to such long-term incentive awards (“Special Long Term Incentive Award”).

9. Restricted Stock

(a) During the term of the Plan, the Committee shall from time to time designate the participants who are to receive awards of restricted shares of the Class B Common Stock of the Company (such restricted shares being hereinafter called Restricted Stock), the number of shares of Restricted Stock awarded to each such participant, and the date on which full ownership of such shares of Restricted Stock will vest in such participant (such being hereinafter called the Vesting Date). In no case may the Vesting Date designated by the Committee be less than one year nor more than six years from the date of the award of Restricted Stock to which it relates. If the Committee so determines, a single award of Restricted Stock can provide for more than one Vesting Date with a portion of the full award to vest on each specified Vesting Date. To each participant designated to receive an award of Restricted Stock, there shall be (1) issued (subject to subparagraph (b) below) a stock certificate, registered in the name of such participant, or (2) a book entry made in the name of such participant, in each case representing such number of shares of Restricted Stock awarded to such participant; provided, however, that at any time, not more than 10,000 share of Restricted Stock may be awarded to any participant under all outstanding awards of Restricted Stock.

(b) Within 30 days after the effective date of a Restricted Stock award, each recipient of such an award shall deliver to the Company (i) an executed copy of a Restricted Stock Agreement containing the terms and provisions set forth in subparagraph (c) below and (ii) a stock power executed in blank. Upon receipt of such agreement and stock power executed by the participant, the Company shall cause the stock certificate referred to in subparagraph (a) above to be issued in the name of the participant and delivered to the Secretary of the Company in custody for such participant or the book entry referred to in subparagraph (a) above to be made in the name of the participant on the books of the Company. The failure of a participant to return such agreement and stock power within such 30-day period without cause shall result in cancellation of the Restricted Stock Award to such participant, and no stock certificate therefor shall be issued in the participant’s name or book entry be made in the participant’s name.

(c) Each Restricted Stock Agreement accompanying an award of Restricted Stock shall contain the following provisions, as applicable, together with such other provisions as the Committee shall determine:

(i) Except as hereinafter provided, none of the shares of Restricted Stock subject thereto may be sold, transferred, assigned, pledged or otherwise disposed of before the Vesting Date(s) established in the applicable Restricted Stock Agreement.

(ii) Except as provided below, if the participant is continuously employed by the Company until the occurrence of an applicable Vesting Date, the restriction set forth in subparagraph (c)(i) above shall terminate on such Vesting Date as to all the shares of Restricted Stock associated with that Vesting Date. In the event that the participant takes one or more unpaid leave(s) of absence where the leave is greater than 90 days in duration at any time before an award of Restricted Stock has vested, the Vesting Date or Dates for such grant shall be extended by a period equal to the aggregate number of days that the participant was out on such leave(s) of absence (the "Extended Vesting Date(s)") and the restrictions set forth in subparagraph (c)(i) above shall then terminate on such Extended Vesting Date or Dates.

Notwithstanding any of the foregoing, in the case of a participant who is an "executive officer" of the Company at the time of the award, the Committee shall, prior to the effective date of Restricted Stock Award, establish in writing a formula based on one or more of the following: cash flow, operating income, earnings per share, economic value added (EVA), return on assets, total return on equity of the Company, operating margins, cash flow margins, shareholder return, cost control and/or quantitative revenue, growth or profitability measurements over the period of time it takes for the Restricted Stock Award to vest fully, which will have to be achieved if the restriction set forth in subparagraph (c)(i) above is to terminate as provided in this subparagraph (c)(ii).

(iii) If the participant's employment by the Company terminates for any reason (whether voluntary or involuntary and including death or disability) before the Vesting Date or Extended Vesting Date, as the case may be, the ownership of all shares of Restricted Stock shall revert to the Company, unless termination occurs two or more years from the effective date of the award and the Committee, in its sole discretion, approves the vesting of a percentage of the number of shares of Restricted Stock originally awarded (rounded to the nearest whole share), if any, provided, however, that the percentage determined by the Committee may not exceed the percentage calculated by dividing (i) the number of full months elapsed from the effective date of the award to the

date of such termination (less the period of full months that a participant was on one or more unpaid leaves of absence where the leave is greater than 90 days during such period by (ii) the number of full months from such effective date to the Vesting Date for such award (such percentage being hereinafter called the Pro-Rated Percentage).

(iv) Promptly after the restriction set forth in subparagraph (c)(i) above shall terminate as to any shares of Restricted Stock, the participant to whom such shares were awarded (or the participant's estate, as the case may be) shall pay to the Company the amount of all Federal, state and local withholding taxes payable on the compensation represented by such shares, and upon receipt of such payment the Company shall deliver to the participant a stock certificate or certificates for such shares. Alternatively, pursuant to rules established by the Compensation Committee, a participant may elect to receive all or a portion of the participant's award in the form of cash in lieu of shares, based on the fair market value (the mean between the high and low price per share on the New York Stock Exchange) of such shares on the date the restrictions set forth in subparagraph (c)(i) above shall terminate; and the Company will deduct the amount of all withholding taxes payable on the compensation represented by such shares from the cash value of the shares to be paid to the participant.

(v) As long as shares of Restricted Stock remain registered in the name of a participant, such participant shall be entitled to all the attributes of ownership of such shares (subject to the restriction on transfer referred to above), including the right to vote such shares and to receive all dividends declared and paid on such shares.

(d) All shares of Common Stock issued to recipients of Restricted Stock awards shall be issued from previously issued and outstanding shares held in the Treasury of the Company.

(e) The total number of shares of Common Stock that may be awarded as Restricted Stock under the Plan shall not exceed 425,000 shares; provided, however, that effective November 1, 1991, shares which revert to the Company in accordance with paragraph 9(c)(iii) shall be deemed to have been awarded as Restricted Stock for purposes of determining the number of shares of Restricted Stock remaining available to be awarded hereunder.

10. Performance Units and Special Long-Term Incentive Awards

(a) During the term of the Plan, the Committee shall from time to time designate the participants who are to receive awards of Performance Units and Special Long-Term Incentive Awards, the number of Performance Units or other terms and conditions as may be applicable, and the date on which the participant shall be entitled to payment under a Special Long-Term Incentive Award (such being hereinafter called the "Incentive Vesting Date"). In no case may the Incentive Vesting Date designated by the Committee be less than one year nor more than six years from the date of the award of the Special Long-Term Incentive Award to which it relates. If the Committee so determines, a single award of a Special Long-Term Incentive Award can provide for more than one Vesting Date with a portion of the full award to vest on each specified Vesting Date. To each participant designated to receive an award of Performance Units there shall be issued a Performance Unit Certificate representing such number of Performance Units with a nominal value of $100 each as the Committee shall determine; provided, however, that the total nominal value of Performance Units awarded to a participant for any Award Cycle shall not exceed 300% of such participant's base salary at the date of such award.

(b) No later than 90 days after the beginning of each Award Cycle or the beginning of the applicable vesting period of a Special Long-Term Incentive Award, the Committee shall establish in writing a method for determining the earned value of (A) a Performance Unit at the end of such Award Cycle (hereinafter called the Payout Value) or (B) the Special Long-Term Incentive Award, in either case based on performance goals over the period of the Award Cycle or the vesting period in the case of a Special Long-Term Incentive Award related to one or more of the following: operating income, cash flow, shareholder return, earnings per share, return on assets, return on equity, operating margins, cost control, customer satisfaction, cash flow margins, economic value added (EVA) and/or other quantitative revenue, growth or profitability measurements, which may be in respect of the Company, as a whole, or any business unit thereof; provided, however, that such method shall provide that (i) no Payout Value may exceed $200 and the payment of an award of Performance Units to any participant at the end of an Award Cycle shall be the lesser of $5 million or the amount determined by multiplying the Payout Value times the number of Performance Units granted to such participant, (ii) the payment of a Special Long-Term Incentive Award to any participant at the end of the vesting period for such award shall not exceed $5 million and (iii) the aggregate value of the Performance Units and any Special Long-Term Incentive Award payable to any participant with respect to any fiscal year shall not exceed $10 million. Notwithstanding the foregoing, in the case of a participant who is the president or chief executive officer of one of the Company's business units (not including the President or Chief Executive Officer of the Company), the aggregate value of the Performance Units and any Special Long-Term Incentive Award payable to such participant with respect to any fiscal year shall not exceed in value 1% of such business unit's revenue for the for the fiscal year with respect of which the award is to be paid.

(c) If a participant’s employment by the Company terminates for any reason (whether voluntary or involuntary and including death or disability) before the end of an Award Cycle for which the participant was granted Performance Units or before Incentive Vesting Date, the participant shall be entitled to such percentage of the Payout Value of said Performance Units or the payment due under said Special Long-Term Incentive Award, if any, as shall be determined after the end of such Award Cycle or the Incentive Vesting Date, in accordance with the following provisions:

(i) if termination occurs two or more years after the effective date of the award, such percentage, if any (but not greater than the Pro-Rated Percentage), as the Committee may, in its sole discretion, determine; and

(ii) if termination occurs within two years from the effective date of the award, no percentage of the Payout Value or payment under a Special Long-Term Incentive Award shall be paid.

(d) As promptly as practicable after (i) the end of each Award Cycle and in the calendar year that begins closest to the last day of the Award Cycle or (ii) the Incentive Vesting Date, but no later than 75 days after the end of the calendar year of the Incentive Vesting Date, the Payout Value of a Performance Unit awarded at the beginning of such Award Cycle or the payment due under the Special Long-Term Incentive Award, as the case may be, shall be calculated and paid (unless otherwise deferred as provided herein) in cash to the recipients awarded such awards after deduction of all Federal, state and local withholding taxes payable on the compensation represented thereby. In addition, the Committee may, in its sole discretion, establish terms and conditions under which a participant may elect to defer the payment of the Payout Value of a Performance Unit or the payment of the Special Long-Term Incentive Award in whole or in part pursuant to the terms of the Deferred Compensation Plan.

(e) For purposes of paragraphs 10(c) and 10(d), and notwithstanding any contrary terms thereof , in the event a participant takes one or more unpaid leave(s) of absence where the leave is greater than ninety (90) days in duration at any time during an Award Cycle or during the vesting period of a Special Long-Term Incentive Award, the payment of the Payout Value of the Performance Units or Special Long-Term Incentive Award payable to that participant shall be determined as if the duration of the Award Cycle or applicable the vesting period were extended by a period equal to the number of days that the participant was out on such leave(s) of absence and by not giving the participant credit for the period of employment during the Award Cycle or vesting period when the participant was on such leave of absence. Thus, for example, if a participant was away from work on a leave of absence for one year during a four-year Award Cycle, the percentage of the Payout Value of the Performance Units payable to that participant would be 100% only if the participant had at least one year of active employment after the end of the Award Cycle, and if such additional period of active employment was not completed, the Committee, in its exercise of discretion to determine a Pro-Rated Percentage under paragraph 10(c)(i), would make that determination in a manner consistent with paragraph 9(c)(iii)(A). In any such case, the Payout Value of the Performance Units or the payment of the Special Long-Term Incentive Award payable to the participant shall be paid as soon

as practicable after the participant becomes entitled to payment by completing the additional period of active employment or by reason of the Committee's exercise of discretion under paragraph 10(c)(i), but no later than seventy-five (75) days after the end of the calendar year in which the participant attains such vested payment right.

(f) At the end of each Award Cycle, the Committee may, in its sole discretion, award to those senior executives of the Company and its subsidiaries who are not "executive officers" of the Company and whose performance during such Award Cycle the Committee believes merits special recognition cash bonuses in an aggregate amount not to exceed 10% of the aggregate Payout Value of all Performance Units that become vested and payable with respect to such Award Cycle.

11. Expenses

The expenses of administering this Plan shall be borne by the Company.

12. Adjustments in Class B Common Stock

In the event of any change or changes in the outstanding shares of Common Stock by reason of any stock dividend, split-up, recapitalization, combination or exchange of shares, merger, consolidation, separation, reorganization, liquidation or the like, the class and aggregate number of shares that may be awarded as Restricted Stock under the Plan after any such change shall be appropriately adjusted by the Committee, whose determination shall be conclusive.

13. Amendment

The Board of Directors of the Company shall have complete power and authority to amend, suspend or discontinue this Plan; provided, however, that the Board of Directors shall not, without the approval of the shareholders of the Company in accordance with the requirements of the law of the State of Delaware (A) increase either (i) the maximum number of shares of Restricted Stock that may be awarded under the Plan, (ii) the maximum number of shares of Restricted Stock or Performance Units that may be awarded to a participant, (iii) the maximum Payout Value of a Performance Unit or a Special Long-Term Incentive Award, or (iv) the percentage ceiling on the aggregate amount of bonuses which may be awarded pursuant to paragraph 10(f) or (B) make any amendment which would permit the incentive provision of any year provided in paragraph 6 hereof to exceed the limitations set forth in said paragraph.

RULE 13a-14(a)/15d-14(a) CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

I, Donald E. Graham, Chief Executive Officer (principal executive officer) of The Washington Post Company (the “Registrant”), certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Registrant;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and

5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of Registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

/s/ Donald E. Graham

Donald E. Graham
Chief Executive Officer
August 4, 2009

Exhibit 31.2

RULE 13a-14(a)/15d-14(a) CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, Hal S. Jones, Senior Vice President-Finance (principal financial officer) of The Washington Post Company (the “Registrant”), certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Registrant;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and

5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of Registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

/s/ Hal S. Jones

Hal S. Jones
Senior Vice President-Finance
August 4, 2009

SECTION 1350 CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND THE CHIEF FINANCIAL OFFICER

In connection with the Quarterly Report of The Washington Post Company (the "Company") on Form 10-Q for the period ended June 28, 2009 (the "Report"), Donald E. Graham, Chief Executive Officer of the Company and Hal S. Jones, Senior Vice President-Finance of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Donald E. Graham
Donald E. Graham
Chief Executive Officer
August 4, 2009

/s/ Hal S. Jones
Hal S. Jones
Senior Vice President-Finance
August 4, 2009