

UNITED STATES BANKRUPTCY COURT for the District of Delaware PROOF OF CLAIM

Name of Debtor: ANDERSON NEWS, LLC Case Number: 09-10695 (CCS)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property):

Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: (If known) Filed on:

Name and address where notices should be sent: CITIES WEST PUBLISHING, INC. 15169 N. Scottsdale Road, Suite C310 Scottsdale AZ 85254-2101 Telephone number: 480-664-3960

Name and address where payment should be sent (if different from above): RECEIVED JUN 07 2010 BMC GROUP Telephone number:

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 123,411.95 If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim.

2. Basis for Claim: Goods Sold (Magazines)

3. Last four digits of any number by which creditor identifies debtor: 3a. Debtor may have scheduled account as:

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).

4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: Real Estate Motor Vehicle Other Describe: Value of Property: \$ Annual Interest Rate % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ Basis for perfection: Amount of Secured Claim: \$ Amount Unsecured: \$

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5). Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7). Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8). Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:

Amount entitled to priority: \$ *Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Date: 6/2/10 Signature: Jill Hoffman, Circulation Dir.

FOR COURT USE ONLY Anderson News LLC 00170

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view the claims register.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

01-00-1151-0000	76,433.08	Write Off Anderson News
02-00-1151-0000	46,978.87	Write Off Anderson News
00-00-1150-0000	123,411.95	Write Off Anderson News

Anderson-SCN Services, LLC - Glendale, AZ
 6016 Brookvale Lane, Suite 151
 Knoxville, TN 37919

INVOICE DATE: 06/01/09

					Previous Balance	\$ 157,718.46
<u>Date</u>	<u>Ref #</u>	<u>Description</u>	<u>Publication</u>	<u>Quantity</u>	<u>Rate</u>	
		Affidavit	Phoenix Home & Garden	@	\$ 2.97	\$ -
			Phoenix Magazine	@	\$ 2.29	\$ -
			Phoenix Magazine	@	\$ 2.70	\$ -
			PHG - Resource Directory	@	\$ 3.89	\$ -
		Affidavit	Phoenix Home & Garden	@	\$ 2.97	\$ -
			Phoenix Magazine	@	\$ 2.29	\$ -
			Phoenix Magazine	@	\$ 2.70	\$ -
			PHG - Resource Directory	@	\$ 3.89	\$ -
<u>Adjustments</u>						
05/01/09		Credit	Reduce Balance by Jan 2009 Billing - PHG			\$ (26,611.20)
			Reduce Balance by Jan 2009 Billing - PHX			\$ (15,583.72)
		Credit	Non-Transmittal of EDI			\$ -
			Non-Transmittal of EDI			\$ -
<u>Payments</u>						
		Check	Phoenix Home & Garden			\$ -
			Phoenix Magazine			\$ -
<u>Current Billing</u>						
June-09			Phoenix Home & Garden (63104)	0	@ \$ 2.97	\$ -
June-09			Phoenix Magazine (94056)	0	@ \$ 2.29	\$ -
June-09			Resource Directory (94061)		@ \$ 3.89	\$ -
June-09			Medical Directory (04527)		@ \$ 2.48	\$ -
Total Balance Due This Statement						<u>\$ 115,523.54</u>

Checks should be made payable to: **Cities West Publishing**
8501 East Princess Drive
Suite 190
Scottsdale, AZ 85255
PHONE: (480) 664-3960
FAX: (480) 664-3962

Anderson News, LLC - Albuquerque, NM
 6016 Brookvale Lane, Suite 151
 Knoxville, TN 37919

INVOICE DATE: 06/01/09

<u>Date</u>	<u>Reference #</u>	<u>Description</u>	<u>Publication</u>	<u>Quantity</u>	<u>Rate</u>		
						Previous Balance	\$ 7,849.80
		Affidavit	Phoenix Home & Garden	@	\$2.97	\$	-
			Phoenix Home & Garden	@	\$2.97	\$	-
			Phoenix Home & Garden	@	\$2.97	\$	-
		Affidavit	Phoenix Home & Garden	@	\$2.97	\$	-
			Phoenix Home & Garden	@	\$2.97	\$	-
			Phoenix Home & Garden	@	\$2.97	\$	-
<u>Adjustments</u>							
05/01/09		Credit	Reduce Balance by Jan 2009 Billing - PHG			\$	(1,841.40)
		Credit	Shortage	@	\$ 2.97	\$	-
<u>Payments</u>							
		Check	Phoenix Home & Garden			\$	-
<u>Current Billing</u>							
6/1/2009			Phoenix Home & Garden (63104)	0	@	\$ 2.97	\$ -
Total Balance Due This Statement						\$	<u>6,008.40</u>

Checks should be made payable to: **Cities West Publishing**
8501 East Princess Drive
Suite 190
Scottsdale, AZ 85255
PHONE: (480) 664-3960
FAX: (480) 664-3962

Anderson-SCN Services, LLC - Las Vegas, NV
 6016 Brookvale Lane, Suite 151
 Knoxville, TN 37919

INVOICE DATE: 06/01/09

<u>Date</u>	<u>Ref #</u>	<u>Description</u>	<u>Publication</u>	<u>Quantity</u>	<u>Rate</u>		
						Previous Balance	\$ 1,880.01
		Affidavit	Phoenix Home & Garden	@	\$ 2.97	\$	-
			Phoenix Magazine	@	\$ 2.29	\$	-
			Phoenix Magazine	@	\$ 2.70	\$	-
		Affidavit	Phoenix Home & Garden	@	\$ 2.97	\$	-
			Phoenix Magazine	@	\$ 2.29	\$	-
			Phoenix Magazine	@	\$ 2.70	\$	-
<u>Adjustments</u>							
		Shortage	Phoenix Home & Garden			\$	-
			Phoenix Magazine			\$	-
<u>Payments</u>							
		Check	Phoenix Home & Garden			\$	-
			Phoenix Magazine			\$	-
<u>Current Billing</u>							
June-09		Phoenix Home & Garden (63104)		0	@	\$ 2.97	\$ -
June-09		Phoenix Magazine (94056)		0	@	\$ 2.29	\$ -
Total Balance Due This Statement							<u>\$ 1,880.01</u>

Checks should be made payable to: **Cities West Publishing**
8501 East Princess Drive
Suite 190
Scottsdale, AZ 85255
PHONE: (480) 664-3960
FAX: (480) 664-3962

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ANDERSON NEWS, LLC,

Debtor.

Chapter 11

Case No. 09-10695 (CSS)

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING
DEADLINES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTOR**

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") has entered an order (the "**Bar Date Order**") establishing deadlines to file proofs of claim for all claims (as defined below), *including* claims pursuant to Section 503(b)(9) (a "**503(b)(9) Claim**") of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**") against the above-captioned debtor-in-possession (the "**Debtor**") that arose prior to March 2, 2009 (the "**Petition Date**").

You should not file a Proof of Claim if you do not have a claim against the Debtor. The fact that you received this Notice does not necessarily mean that you have a claim or that either the Debtor or the Bankruptcy Court believe that you have a claim.

Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity¹ (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit²) that holds or asserts a claim against the Debtor must file a proof of claim with original signature, substantially conforming to the proof of claim form attached hereto, so that it is actually received by The BMC Group ("**BMC**"), the proposed claims and noticing agent in this chapter 11 case (the "**Chapter 11 Case**"), on or before the Bar Dates set forth below. Proofs of Claim must be sent by *first-class mail, overnight courier or hand-delivery* to:

If by regular mail:

BMC Group Inc
Attn: Anderson News Claims Processing
PO BOX 3020
Chanhassen, MN 55317-3020

or

If by messenger or overnight delivery:

¹ "Entity" has the meaning given to it in Section 101(15) of the Bankruptcy Code.

² "Governmental Unit" has the meaning given to it in Section 101(27) of the Bankruptcy Code.

If by messenger or overnight delivery:

BMC Group Inc
Attn: Anderson News Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Proofs of claim will be deemed timely filed only if *actually received* by BMC on or before the bar date associated with such claim. Further, BMC will not accept proofs of claim sent by facsimile, telecopy, e-mail, or other electronic submission, and such claims will not be deemed to be properly filed claims.

General Bar Date. Except as otherwise provided herein, each person or entity, holding or asserting a claim (*including a 503(b)(9) Claim*) against the Debtor that arose prior to the Petition Date must file a proof of claim so that it is actually received by BMC on or before **June 13, 2010 at 4:00 p.m.** (prevailing Eastern Time) (the "**General Bar Date**").

Governmental Unit Bar Date. Each governmental unit holding or asserting a claim against the Debtor that arose prior to the Petition Date must file a proof of claim so that it is actually received by BMC on or before **August 30, 2010 at 4:00 p.m.** (prevailing Eastern Time) (the "**Governmental Bar Date**," and together with the General Bar Date, the "**Bar Dates**").

Amended Schedules Bar Date. If, on or after the date on which the Debtor serves this Notice, the Debtor amends or supplements its schedules of assets and liabilities, and statements of financial affairs (collectively, the "**Schedules**") (a) to reduce the undisputed, noncontingent, and liquidated amount of a claim, (b) to change the nature or characterization of a claim, or (c) to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim so that the proof of claim is actually received by BMC on or before the later of (i) the General Bar Date or (ii) twenty (20) days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.

Rejection Bar Date. A proof of claim relating to the Debtor's rejection of an executory contract or unexpired lease pursuant to a Court order entered prior to the Debtor's plan of liquidation must be filed so that it is actually received by BMC on or before the later of (a) the General Bar Date or (b) thirty (30) days after the effective date of such Court order.

For purposes of the Bar Date Order and this Notice, the term "claim" means (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured as of the Petition Date.

For purposes of the Bar Date Order and this Notice, a "503(b)(9) Claim" is a claim for the value of any goods received by the Debtor within twenty (20) days prior to the Petition Date in which the goods have been sold to the Debtor in the ordinary course of the Debtor's businesses.

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The following persons and entities need NOT file a proof of claim:

- a) any person or entity that has already properly filed a proof of claim against the Debtor with either BMC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b) any person or entity (i) whose claim is listed in the Debtor's Schedules or any amendments thereto, *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim as set forth in the Schedules;
- c) professionals retained by the Debtor or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to this Court's approval pursuant to Sections 330, 331 and 503(b) of the Bankruptcy Code;
- d) any person or entity that asserts an administrative expense claim against the Debtor pursuant to Section 503(b) of the Bankruptcy Code; *provided, however,* that, any person or entity that has a claim under Section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtor within twenty (20) days of the Petition Date must file a Proof of Claim on or before the General Bar Date;
- e) current officers and directors of the Debtor who assert claims for indemnification and/or contribution arising as a result of such officers' or
- f) any wholly-owned non-debtor subsidiary or non-debtor parent entity of the Debtor asserting a claim against the Debtor;
- g) any person or entity whose claim against the Debtor has been allowed by an order of this Court, entered on or before the Bar Dates; and
- h) any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930.

Any person or entity that is required to file a timely Proof of Claim in the form and manner specified by the Bar Date Order and who fails to do so on or before the bar date associated with such claim shall not, with respect to such claim, be treated as a creditor of the Debtor for the purpose of voting on, or receiving distributions under, any chapter 11 plan in this Chapter 11 Case.

The Debtor reserves the right to (a) dispute, or to assert offsets or defenses against, any claim filed or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (b) subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtor from objecting to any filed claim on any grounds.

Acts or omissions of the Debtor, if any, that occurred prior to the Petition Date, including acts or omissions related to any indemnity agreements, guarantees, or services provided to or

rendered by the Debtor, may give rise to claims against the Debtor notwithstanding the fact that such claims (or any injuries on which they are based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtor, no matter how remote or contingent, must file a Proof of Claim on or before the General Bar Date.

You may be listed as the holder of a claim against the Debtor in the Schedules. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount or priority of your claim as listed in the Schedules, or your claim is listed in the Schedules as "contingent," "unliquidated," or "disputed," you must file a proof of claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtor's Schedules and Bar Date Order may be obtained for a charge through Delaware Document Retrieval, 2 East 7th Street, 2nd Floor, Wilmington, Delaware 19801 or viewed and downloaded for a fee at the Bankruptcy Court's website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website or through BMC Group's website at www.bmcgroup.com/andersonnews.

Questions concerning the contents of this Bar Date Notice and requests for Proofs of Claim should be directed to BMC at (800) 655-1129. Please note that BMC's staff is not permitted to give legal advice. You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.

Dated: April 27, 2010
Wilmington, Delaware

/s/ John D. McLaughlin, Jr.

John D. McLaughlin, Jr. (No. 4123)
CIARDI, CIARDI AND ASTIN
919 North Market Street, Suite 700
Wilmington, Delaware 19801
Telephone: (302) 658-1100
Facsimile: (302) 658-1300
jmclaughlin@ciardilaw.com

and

Adam L. Shiff
Julia A. Balduzzi
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP
1633 Broadway
New York, New York 10019
Telephone: (212) 506-1700
Facsimile: (212) 506-1800

ATTORNEYS FOR
DEBTOR-IN-POSSESSION

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