

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE PROOF OF CLAIM

Name of Debtor: ANDERSON NEWS, LLC

Case Number: 09-10695 (CSS)

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): BFW LIQUIDATION, LLC F/K/A BRUNO'S SUPERMARKETS, LLC

Name and address where notices should be sent: c/o John D. Elrod, Greenberg Traurig, LLP, 3290 Northside Parkway, Suite 400, Atlanta, GA 30327, Telephone number: (678) 553-2259

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Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: (If known)

Filed on:

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.

Name and address where payment should be sent (if different from above):

Telephone number:

1. Amount of Claim as of Date Case Filed: \$ Not less than \$1,777,183.21

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.

2. Basis for Claim: Pre-petition and gap period indebtedness and preferences under 11 U.S.C. §§ 547 & 550. (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)

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: \$

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

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

Wages, salaries, or commissions (up to \$10,950*) 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).

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

Up to \$2,425* 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 - 11 U.S.C. §507 (a)(3).

Amount entitled to priority:

\$ 321,676.50

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: See attachment

Date: June 11, 2010

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Handwritten signature of John D. Elrod

John D. Elrod, Counsel for Claimant

FOR COURT USE ONLY Anderson News LLC



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Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**ATTACHMENT TO BFW LIQUIDATION, LLC F/K/A BRUNO'S SUPERMARKETS,
LLC'S PROOF OF CLAIM AGAINST ANDERSON NEWS, LLC**

Bankr. D. Del. Case No. 09-10695 (CSS)

I. Introduction

Prior to the filing of this bankruptcy case, Claimant BFW Liquidation, LLC f/k/a Bruno's Supermarkets, LLC (collectively "Bruno's") purchased print and other media from Debtor Anderson News, LLC ("Anderson News" or the "Debtor").¹

Bruno's currently holds claims totaling not less than \$1,777,183.21, consisting of amounts owing from Anderson News to Bruno's prior to the filing of Anderson News' bankruptcy case, during the gap period between the filing of the case and the order for relief, as well as amounts owing to Bruno's pursuant to 11 U.S.C. §§ 547 & 550.

II. Bruno's pre-petition trade claim against the Debtor

Bruno's holds a pre-petition trade claim against the Debtor for an amount not less than \$1,036,564.77 relating to the pre-petition transactions between the Debtor and Bruno's. This amount is exclusive of any amounts that may be owing to Bruno's as a result of transactions following the Debtor's petition date.

III. Bruno's gap period trade claim against the Debtor

Pursuant to 11 U.S.C. §§ 502(f) and 507(a)(3), Bruno's holds a gap period trade claim against the Debtor for an amount not less than \$321,676.50 relating to the transactions between the Debtor and Bruno's during the period between the Debtor's petition date and the December 30, 2009 order for relief in this case.

IV. Preferential Transfers

During the ninety days prior to February 5, 2009, *i.e.* Bruno's petition date, Bruno's paid Anderson News at least \$418,941.94. All of these transfers were to or for the benefit of Anderson News while Bruno's was insolvent and enabled Anderson News to receive more than it would have received in a chapter 7 case, had the transfers not been made and had Anderson News received payment of any claim it had pursuant to the provisions of the Bankruptcy Code. As such, these transfers to Anderson News, and any others to Anderson News within the ninety days prior to Bruno's bankruptcy filing, constitute avoidable preferential transfers pursuant to 11 U.S.C. § 547 and are recoverable from Anderson News pursuant to 11 U.S.C. § 550.

V. Reservation of Rights

This proof of claim is filed under compulsion of the bar date established in this case. In addition to the foregoing claims, the Bruno's bankruptcy estate reserves the right to assert additional claims and/or variations of claims asserted herein by amending this claim. The filing of this proof of claim should not be construed as an election of remedies.

¹ Bruno's filed a chapter 11 bankruptcy case in the U.S. Bankruptcy Court for the Northern District of Alabama (Case No. 09-00634-BGC) (the "Bruno's Court") on February 5, 2009.

VI. Jurisdictional Matters

As discussed *supra*, this claim is filed in this case due to the impending bar date. Bruno's files this claim to preserve its bankruptcy estate's right to a recovery against Anderson News. The proper forum for liquidating the claims asserted herein is in the Bruno's Court due to, among other things, the findings of fact and conclusions of law that will need to be made regarding the insolvency of Bruno's. Without limitation, the insolvency of Bruno's must be addressed by the Bruno's Court because (a) it will need to make the same determination with respect to other claims of the Bruno's bankruptcy estate, (b) the claims set forth herein are assets of the Bruno's bankruptcy estate, and (c) the familiarity of the Bruno's Court with Bruno's prepetition affairs. Accordingly, the filing of this proof of claim should not be deemed an acknowledgement that the claims asserted herein should be liquidated in this Court.

VII. Documents Supporting Claim

The contracts, agreements, accounting entries and other related documents supporting this claim are voluminous and will be produced upon request pursuant to the applicable rules of procedure.

John D. Elrod
Tel 678.553.2259
Fax 678.553.2269
ElrodJ@gtlaw.com

June 11, 2010

VIA FEDERAL EXPRESS

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

Re: **In re Anderson News, LLC; Case No. 09-10695 (CSS); United States Bankruptcy Court for the District of Delaware - Proof of Claim filed by BFW Liquidation, LLC f/k/a Bruno's Supermarkets, LLC**

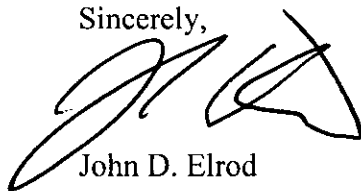
Dear Sir or Madam:

Enclosed for filing in the above-referenced bankruptcy case is an original and two copies of the Proof of Claim of BFW Liquidation, LLC f/k/a Bruno's Supermarkets, LLC.

Please file the original into the official claims register maintained in this case and return the filed-stamped copies to me in the enclosed return Federal Express envelope.

Thank you for your assistance with this matter. If you have any questions or concerns, please feel free to contact me.

Sincerely,



John D. Elrod

JDE:ms
Enclosures

Cc: James R. Sacca, Esq.

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From: Origin ID: TMAA (678) 553-2259
John D. Elrod, Esq.
Greenberg Traurig, LLP
3290 Northside Parkway, N.W.
Suite 400
Atlanta, GA 30327



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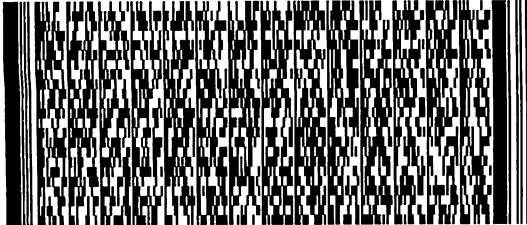
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SHIP TO: (952) 404-5700 **BILL SENDER**
Attn: Anderson News Claims Prcssng
BMC GROUP INC.
18750 LAKE DR E
EAST
CHANHASSEN, MN 55317

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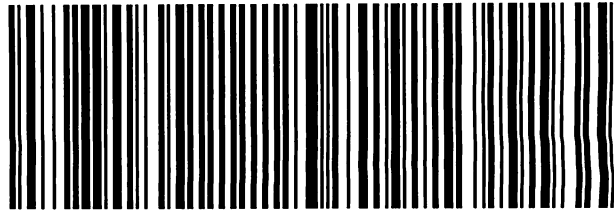


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