

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: Anderson News, LLC	Case Number: 09-10695 (CSS)	
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Hearst Communications, Inc.		COURT USE ONLY
Name and address where notices should be sent: Hearst Communications, Inc., c/o Eva M. Saketkoo, The Hearst Corp. Office of General Counsel, 300 West 57 Street, 40 Floor, New York, NY 10019		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Telephone number: (212) 841-7000 email: esaketkoo@hearst.com		
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Telephone number: _____ email: _____ <div style="text-align: center; font-size: 24pt; font-weight: bold;">RECEIVED DEC 03 2013 BMC GROUP</div>		
1. Amount of Claim as of Date Case Filed: \$ <u>UNLIQUIDATED</u>		
If all or part of the claim is secured, complete item 4.		
If all or part of the claim is entitled to priority, complete item 5.		
<input checked="" type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: <u>Counterclaim in Antitrust Action. See attached.</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other		Basis for perfection: _____
Describe: <u>litigation – see attachment at paragraph 5</u>		Amount of Secured Claim: \$ <u>see attachment</u>
Value of Property: \$ _____		Amount Unsecured: \$ _____
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5). Amount entitled to priority: \$ _____
<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)().
*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

Anderson News LLC

 00258

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

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

If the documents are not available, please explain:


8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Eva M. Saketkoo
Title: Counsel
Company: The Hearst Corp. Office of General Counsel
Address and telephone number (if different from notice address above):

 12/2/13
(Signature) (Date)

Telephone number: _____ email: _____

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.

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, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:
Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is 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 delivering 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 an interested party objects to the 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:
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.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) 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 redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing 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. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. 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. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. 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 to whom debtor owes a debt that was incurred 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 for a debt owed by the debtor 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 must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. 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.

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 your filed proof of claim.

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.

ATTACHMENT TO PROOF OF CLAIM OF HEARST COMMUNICATIONS, INC.

1. This proof of claim is asserted by Hearst Communications, Inc. as successor in interest to Hachette Filipacchi Media U.S., Inc. (“Hearst”). Hearst is a party to an action currently pending before the United States District Court for the Southern District of New York styled *Anderson News, LLC v. American Media, Inc.*, Case No. 09 Civ. 2227 (PAC) (S.D.N.Y.) (the “Antitrust Action”).

2. On October 17, 2013, Hearst moved for authority to assert a counterclaim against the debtor in the Antitrust Action (the “Motion”) [D.I. 1810]. On November 6, 2013, the Court granted the motion, authorized the filing of this proof of claim, and lifted the automatic stay to allow the counterclaim to be litigated in the Antitrust Action. Both the Motion and order are hereby incorporated by reference.

3. The counterclaim contains material that has been designated as “highly confidential” under the confidentiality order governing the Antitrust Action. Accordingly, a copy of the counterclaim is not attached to this proof of claim, and instead is incorporated by reference as if fully set forth herein. However, the counterclaim will be served on the debtor in the Antitrust Action. Further, the Motion contains a description of the counterclaim and its bases. This proof of claim asserts a claim for any and all damages (including treble damages), awards, interest, costs, attorney’s fees or other sums that may be recovered by virtue of the counterclaim.

4. Hearst reserves the right to amend or supplement this proof of claim.

General

5. Hearst reserves the right to set off any claim set forth in this proof of claim against any claim that the debtor or the debtor's estate has or may assert against Hearst.
6. Hearst reserves the right to assert and file any and all additional claims of whatever kind or nature that it has or may hereinafter have against the debtor.
7. Hearst reserves all rights it has or may have in the future against the debtor. This proof of claim is not intended as (a) a waiver or release of any rights of Hearst against the debtor (or any of its affiliates) not asserted in this proof of claim, (b) a consent by Hearst to the jurisdiction or authority of this Court, or of any Judge thereof, with respect to any matter not set forth herein or to this Court, or any Judge thereof, hearing, determining or entering orders or judgments in respect thereof in any proceeding, (c) a waiver of the right of Hearst to trial by jury in any proceedings so triable in the case or any controversy or proceedings related to the case or (d) an election of remedies.
8. No judgment has been rendered on the claims asserted in this proof of claim.
9. No payments on the claims asserted in this proof of claim have been made by the debtor.
10. All notices concerning this proof of claim should be sent to:

Hearst Communications, Inc.
c/o Eva M. Saketkoo, Esq.
The Hearst Corporation
Office of General Counsel
300 West 57th Street, 40th Floor
New York, New York 10019
Tel: (212) 841-7000

with a copy to:

Russell C. Silberglied (No. 3462)
RICHARDS, LAYTON & FINGER
One Rodney Square
920 North King Street
Wilmington, DE 19801
Tel: (302) 651-7700

*Attorneys for Defendant Hearst Communications,
Inc. (as successor in interest to Defendant Hachette
Filipacchi Media U.S., Inc.)*

HEARST corporation

Eva M Saketkoo
Counsel

December 2, 2013

Office of
General Counsel

Eve Burton
Senior Vice President
and General Counsel

Jonathan R Donnellan
Mark C Redman
Deputy General Counsel

Kristina E Findikyan
Christopher A Fraser
Larry M Loeb
Kenan J Packman
Peter P Rahbar
Maureen Walsh Sheehan
Ravi V Sitwala
Jack Spizz
Debra S Weaver
Senior Counsel

Charlotte Burles
Carolene S Eaddy
Bridgette Fitzpatrick
Shari M Goldsmith
Carl G Guida
Audra B Hart
Siu Y Lin
Alexander N Macleod
Kevin J McCauley
Alexandra McGurk
Jonathan C Mintzer
Aimee Nisbet
Courtenay O'Connor
Shira R Saiger
Eva M Saketkoo
Aryn Sobo
Jennifer G Tancredi
Stephen H Yuhan
Counsel

Catherine A Bostron
Corporate Secretary

VIA FEDEX

BMC Group, Inc.
Attn: Anderson News, LLC Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

Re: In re Anderson News LLC, No. 09-10695 (CSS) (U.S. Bankr. Court, D. Del.)

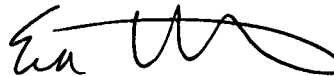
Dear Sir/Madam:

I write on behalf of Hearst Communications, Inc. ("Hearst"), a creditor in the above referenced bankruptcy proceeding. Enclosed please find for processing Hearst's Proof of Claim.

I have also enclosed a copy (marked "file copy") and a FedEx envelope addressed and to be billed to me. Please time stamp the copy as received and return it to me in the enclosed envelope for my files.

Thank you for your attention to this matter, and please contact me if you have any questions.

Yours truly,



Eva M. Saketkoo

Enclosures

cc: Russell C. Silberglid, Esq. (w/encl.)

300 West 57th Street
New York, NY 10019-3792
T 212 649 2046
F 646 280 2046
esaketkoo@hearst.com

From: (212) 649-2046
Eva M. Saketkoo
Hearst Corp. / Legal Dept.
300 West 57th Street
40th Floor
New York, NY 10019

Origin ID: QNYA



Ship Date: 02DEC13
ActWgt: 0.5 LB
CAD: 7529401/NET3430

Delivery Address Bar Code



SHIP TO: (888) 909-0100

BILL SENDER

BMC Group, Inc.
Attn: Anderson News Claims Procesing
18675 Lake Drive East

CHANHASSEN, MN 55317

Ref #
Invoice #
PO #
Dept #

RECEIVED

DEC 03 2013

BMC GROUP

TUE - 03 DEC 10:30A
PRIORITY OVERNIGHT

TRK# 7972 9091 7885

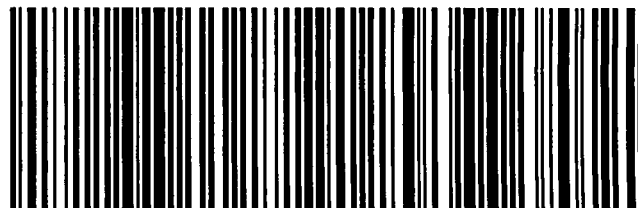
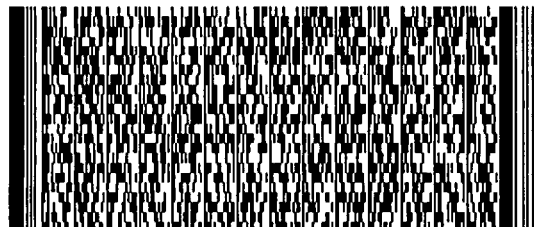
0201

55317

MN-US

MSP

XH FBLA



51AG489D5/1A9E

After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$1,000, e.g. jewelry, precious metals, negotiable instruments and other items listed in our ServiceGuide. Written claims must be filed within strict time limits, see current FedEx Service Guide.