


<b>UNITED STATES BANKRUPTCY COURT For The District of Delaware</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Anderson News, LLC</b>	Case Number: <b>09-10695 (CSS)</b>	<p style="text-align: center;"><b>COURT USE ONLY</b></p> <input type="checkbox"/> Check this box if this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
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): <b>Time Inc.</b>		
Name and address where notices should be sent: <b>Time Inc., c/o Andrew B. Lachow, Time Inc. Office of General Counsel, 1271 Avenue of the Americas, New York, NY 10020</b>		<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: (212) 522-8307    email: <a href="mailto:andrew.lachow@timeinc.com">andrew.lachow@timeinc.com</a>		
Name and address where payment should be sent (if different from above):  <div style="text-align: center;"> <b>RECEIVED</b>  <b>DEC 04 2013</b>  <b>BMC GROUP</b> </div>		<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: _____		
<b>1. Amount of Claim as of Date Case Filed:</b> \$ <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.		
<b>2. Basis for Claim:</b> <u>Counterclaim in Antitrust Action. See attached.</u> (See instruction #2)		
<b>3. Last four digits of any number by which creditor identifies debtor:</b>	<b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b> _____ (See instruction #3b)
<b>4. Secured Claim (See instruction #4)</b> 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: \$ _____  Basis for perfection: _____  Amount of Secured Claim: \$ <u>see attachment</u>  Amount Unsecured: \$ _____
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Describe: _____  Value of Property: \$ _____  Annual Interest Rate _____ % <input type="checkbox"/> Fixed    or <input type="checkbox"/> Variable (when case was filed)		
<b>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.</b>		
<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).
<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)(____).
		Amount entitled to priority: \$ _____ <b>Anderson News LLC</b>  00260
*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.		
<b>6. Credits.</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

**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: Andrew B. Lachow  
Title: Vice President and Deputy General Counsel  
Company: Time Inc.  
Address and telephone number (if different from notice address above):  
\_\_\_\_\_  
\_\_\_\_\_

  
(Signature)

12/03/2013  
(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

## INFORMATION

**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.

**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](http://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(c), 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 TIME INC.**

1. This proof of claim is asserted by Time Inc. ("Time"). Time 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, et al. v. American Media, Inc., et al.*, Case No. 09 Civ. 2227 (PAC) (S.D.N.Y.) (the "Antitrust Action").

2. On October 17, 2013, Time moved for relief from the automatic stay to assert a counterclaim against the debtor in the Antitrust Action and to permit the filing of this proof of claim after the bar date (the "Motion") [D.I. 1810]. On November 6, 2013, the Court granted the motion, permitted 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 "confidential" and "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. If the court in the Antitrust Action grants leave for the counterclaim to be filed, 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. Time reserves the right to amend or supplement this proof of claim.

**General**

5. Time 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 Time.

6. Time 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. Time 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 Time against the debtor (or any of its affiliates) not asserted in this proof of claim, (b) a consent by Time 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 Time 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:

Time Inc.  
c/o Andrew B. Lachow  
TIME INC. OFFICE OF GENERAL COUNSEL  
1271 Avenue of the Americas  
New York, New York 10020  
Tel: (212) 522-8307

with a copy to:

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

*-and-*

Richard Levin  
CRAVATH, SWAINE & MOORE LLP  
825 Eighth Ave.  
New York, New York 10019  
Tel: (212) 474-1978

*Attorneys for Time Inc.*

# CRAVATH, SWAINE & MOORE LLP

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825 EIGHTH AVENUE  
NEW YORK, NY 10019-7475

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LONDON EC2Y 9HR  
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RACHEL G. SKAISTIS  
PAUL H. ZUMBRO  
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ERIC W. HILFERS  
GEORGE F. SCHOEN  
ERIK R. TAVZEL  
CRAIG F. ARCELLA  
TEENA-ANN V. SANKOORIKAL  
ANDREW R. THOMPSON  
DAMIEN R. ZOUBEK  
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JOHN D. BURETTA  
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SPECIAL COUNSEL  
SAMUEL C. BUTLER  
GEORGE J. GILLESPIE, III

OF COUNSEL  
PAUL C. SAUNDERS

December 3, 2013

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

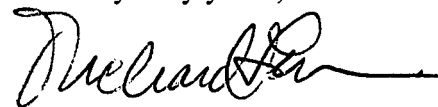
Dear Sir or Madam:

I write on behalf of Time Inc., a creditor in the above-referenced bankruptcy proceeding. Enclosed for processing is Time Inc.'s Proof of Claim.

I also have 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. Please contact me if you have any questions.

Very truly yours,



Richard Levin

BMC Group, Inc.

Attn: Anderson News, LLC Claims Processing

18675 Lake Drive East

Chanhassen, MN 55317

Encls.

BY FEDEX

1. The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that proper record-keeping is essential for the integrity of the financial system and for the ability to detect and prevent fraud.

2. The second part of the document outlines the specific procedures that must be followed when recording transactions. It details the requirements for the format and content of records, as well as the responsibilities of the individuals involved in the recording process.

3. The third part of the document addresses the issue of the retention of records. It specifies the minimum period for which records must be kept and the conditions under which they may be destroyed or disposed of.

4. The fourth part of the document discusses the importance of the confidentiality of records. It outlines the measures that must be taken to protect records from unauthorized access and disclosure.

5. The fifth part of the document discusses the importance of the accuracy of records. It outlines the measures that must be taken to ensure that records are complete, correct, and reliable.

6. The sixth part of the document discusses the importance of the accessibility of records. It outlines the measures that must be taken to ensure that records are readily available to those who need them.

7. The seventh part of the document discusses the importance of the security of records. It outlines the measures that must be taken to protect records from theft, damage, and loss.

8. The eighth part of the document discusses the importance of the integrity of records. It outlines the measures that must be taken to ensure that records are not tampered with or altered.

9. The ninth part of the document discusses the importance of the transparency of records. It outlines the measures that must be taken to ensure that records are open to public scrutiny.

10. The tenth part of the document discusses the importance of the accountability of records. It outlines the measures that must be taken to ensure that individuals responsible for records are held accountable for their actions.



Copies w/encls. to:

Russell C. Silberglied, Esq.  
Richards, Layton & Finger  
One Rodney Square  
Wilmington, DE 19801

Andrew B. Lachow, Esq.  
Time Inc. Office of General Counsel  
1271 Avenue of the Americas  
New York, NY 10020

BY FEDEX

RECEIVED

DEC 04 2013

From: (212) 474-3400  
Katie Campbell  
Cravath, Swaine & Moore LLP  
825 Eighth Avenue

Origin ID: QNYA



J13201306280326

New York, NY 10019

Ship Date: 03DEC13  
ActWgt: 1.0 LB  
CAD: 103097989/W SXI2750

BMC GROUP

Delivery Address Bar Code



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**BMC Group**  
**Attn: Anderson News Claims Processi**  
**18675 Lake Drive East**

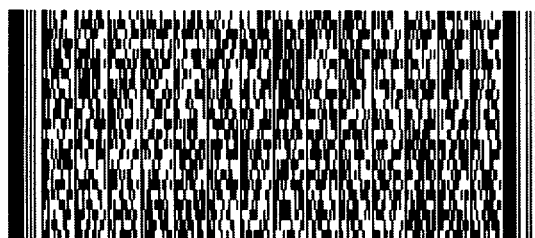
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Invoice #  
PO #  
Dept #

Chanhassen, MN 55317

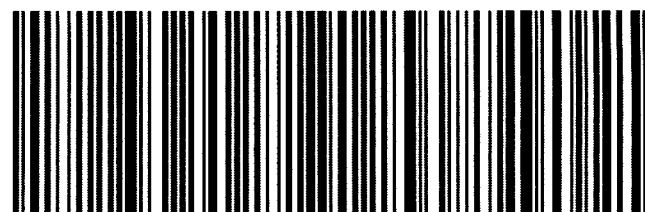
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PRIORITY OVERNIGHT

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0201

ASR  
55317  
MN-US  
MSP



**XH FBLA**



FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.



<i>package id</i>	<i>from</i>	<i>vendor</i>
0119578	Katie Campbell (13144)	FedEx
<i>ship date</i>	Cravath, Swaine & Moore	<i>tracking number</i>
Tue, Dec 03 2013	LLP	797303139756
<i>to</i>	825 Eighth Avenue	<i>service</i>
BMC Group	New York, NY 10019	FedEx Priority Overnight®
Attn: Anderson News	United States	<i>packaging</i>
Claims Processi	3786	FedEx® Pak
18675 Lake Drive East	<i>billing</i>	<i>dimensions</i>
Chanhassen, MN 55317	TIME INC.-ANDERSON	1.0 LBS
United States	NEWS V. AMI	<i>signature</i>
212-474-3400	(003973-00082)	Adult signature required
<i>residential address</i>	<i>operator</i>	<i>courtesy quote</i>
No	Kathryn Campbell	24.56
<i>return label</i>	212-474-3786	<i>Quote may not reflect all</i>
No	kcampbell@cravath.com	<i>accessorial charges</i>
	<i>create time</i>	
	12/03/13, 5:57PM	

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