UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK	v
ANDERSON NEWS, L.L.C. and ANDERSON SERVICES, L.L.C.,	: : 09 CIV. 2227 (PAC) :
Plaintiffs,	: :
-against-	: :
AMERICAN MEDIA, INC., BAUER PUBLISHING CO., LP, CURTIS CIRCULATION COMPANY, DISTRIBUTION SERVICES, INC., HACHETTE FILIPACCHI MEDIA, U.S., HUDSON NEWS COMPANY, KABLE DISTRIBUTION SERVICES, INC., RODALE, INC., THE NEWS GROUP, LP, TIME INC. and TIME/WARNER RETAIL SALES & MARKETING, INC.,	NOTICE OF MOTION TO DISMISS  :
Defendants.	:

PLEASE TAKE NOTICE that upon the supporting Memorandum of Law and Declaration of Daniel N. Anziska, Esq., defendants American Media, Inc., Bauer Publishing Co., LP, Rodale, Inc., Curtis Circulation Company and Kable Distribution Services, Inc., will move this Court at the United States Courthouse, 500 Pearl Street, New York, New York, pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure for an Order to dismiss with prejudice the Complaint of Anderson News, L.L.C. and Anderson Services, L.L.C. (collectively "Anderson") for failure to state a claim upon which relief may be granted.

The Sherman Act Section 1 claim does not meet the pleading requirements of *Bell Atl*.

Corp. v. Twombly, 550 U.S. 544 (2007), and Ashcroft v. Iqbal, 129 S. Ct. 1937 (2009), in that: (i)

Anderson fails to allege facts that negate independent reasons for the conduct from which

Anderson proposes to infer a conspiracy; (ii) the conduct alleged is not only as consistent with

unilateral business conduct as with conspiracy, it is in all respects conduct that one would expect rational businesses to engage in absent an agreement; (iii) a conspiracy by publishers and distributors to drive the two largest wholesalers out of business and cut down their choice of wholesalers from four to two and render Anderson unable to pay its huge debts does not make economic sense; (iv.) Anderson has not alleged the necessary specifics of the "conspiracy," such as when it formed, who were the participants, how it functioned and when it ended; (v.) the allegations that Anderson and Source were the dominant wholesalers until they announced the exorbitant price increase in January, and the different responses by each defendant to the announcements, does not move the Complaint "over the line" of plausibility; and (vi.)

Anderson's imposition of the surcharge and its decision not to accept magazines absent signed consent to the surcharge precludes an inference of conspiracy.

Anderson's common law claims should be dismissed because: (i) the civil conspiracy and tortious interference claims are premised on the same implausible and sketchy "boycott" as is the Section 1 claim; (ii) under New York law, there is no civil conspiracy claim absent a separate tort, which has not here been alleged; and (iii) Anderson's defamation claim contains no specific factual allegations of defamation or allegations that support any conspiracy to defame.

PLEASE TAKE FURTHER NOTICE that, pursuant to the November 3, 2009 Court hearing, answering papers, if any, are required to be served by on or before January 19, 2010.

Dated: December 14, 2009	TROUTMAN SANDERS LLP,	
	ByBarry J. Brett Daniel N. Anziska 405 Lexington Avenue New York, NY 10174 (212) 704-6216 barry.brett@troutmansanders.com daniel.anziska@troutmansanders.com  Attorneys for Defendant Bauer Publishing Co., LP	
PILLSBURY WINTHROP SHAW PITTMAN LLP	DECHERT LLP	
By:	Joseph F. Donley George Gordon 1095 Avenue of the Americas New York, NY 10036 (212) 649-8724 joseph.donley@dechert.com george.gordon@dechert.com  cc. Attorneys for Defendant Curtis Circulation Co.	
WINSTON & STRAWN LLP	MCELROY, DEUTSCH, MULVANEY & CARPENTER LLP	
By: /s/ John M. Hadlock	By:/s/ I. Michael Bayda Jay A. Katz	
200 Park Avenue New York, NY 10166-4193 (212) 294-6700 JHadlock@winston.com	88 Pine Street New York, NY 10005 (212) 483-9490 ibayda@mdmc-law.com jkatz@mdmc-law.com	
Attorneys for Defendant Rodale, Inc.	Attorneys for Defendant Kable Distribution Services. Inc.	