

BOOKS A MILLION INC
Form SC 13D/A
April 30, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D/A

[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 8)*

Books-A-Million, Inc.

(Name of Issuer)

Common Stock, par value \$0.01
(Title of Class of Securities)

098570-10-4
(CUSIP Number)

Abroms & Associates, P.C.

201 S. Court Street, Suite 610

Florence, Alabama 35630

(256) 767-0740

Attention: Martin R. Abroms

Copy to:

Ropes & Gray LLP

111 South Wacker Drive, 46th Floor

Chicago, Illinois 60606

(312) 845-1223

Attention: James T. Lidbury

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 28, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 ANDERSON BAMB HOLDINGS, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,513,302
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,513,302
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,164,076

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 2,164,076

10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HILDA B. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 14,111

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 14,111

10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

JOEL R. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,614,874

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,614,874

10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON, JR.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 273,284

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 273,284

10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON, III
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 23,794
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 23,794
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 TERRENCE C. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 PF/OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 7,501
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 833
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CLYDE B. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF/OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 662,698

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 1,591,739

9 SOLE DISPOSITIVE POWER

PERSON

WITH

439,278
10 SHARED DISPOSITIVE POWER

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- 1,591,739
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,490,139 (See Item 2)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%
- 14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HAROLD M. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 377,197

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 377,197

10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HAYLEY ANDERSON MILAM
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 25,380
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 25,380
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 ASHLEY RUTH ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH
REPORTING 84,000
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

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- 84,000
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,490,139 (See Item 2)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%
- 14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 THE ASHLEY ANDERSON TRUST
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 84,000
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 84,000
10 SHARED DISPOSITIVE POWER

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- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,490,139 (See Item 2)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%
- 14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

IRREVOCABLE TRUST OF CHARLES C. ANDERSON, JR. FOR THE PRIMARY

BENEFIT OF LAUREN ARTIS ANDERSON
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

TENNESSEE
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 25,380
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 25,380
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 OLIVIA BARBOUR ANDERSON 1995 TRUST
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,200
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,200
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 ALEXANDRA RUTH ANDERSON IRREVOCABLE TRUST
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,200
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,200
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FIRST ANDERSON GRANDCHILDREN S TRUST FBO CHARLES C. ANDERSON, III
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,224
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,224
10 SHARED DISPOSITIVE POWER

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- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,490,139 (See Item 2)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%
- 14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FIRST ANDERSON GRANDCHILDREN S TRUST FBO HAYLEY E. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,224
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,224
10 SHARED DISPOSITIVE POWER

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- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,490,139 (See Item 2)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%
- 14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FIRST ANDERSON GRANDCHILDREN S TRUST FBO LAUREN A. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,224
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,224
10 SHARED DISPOSITIVE POWER

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- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,490,139 (See Item 2)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%
- 14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 SECOND ANDERSON GRANDCHILDREN S TRUST FBO ALEXANDRA R. ANDERSON
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
 NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,224
 8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
 9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,224
 10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 THIRD ANDERSON GRANDCHILDREN S TRUST FBO TAYLOR C. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,224
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,224
10 SHARED DISPOSITIVE POWER

Edgar Filing: BOOKS A MILLION INC - Form SC 13D/A

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FOURTH ANDERSON GRANDCHILDREN S TRUST FBO CARSON C. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,224
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,224
10 SHARED DISPOSITIVE POWER

Edgar Filing: BOOKS A MILLION INC - Form SC 13D/A

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FIFTH ANDERSON GRANDCHILDREN S TRUST FBO HAROLD M. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,224
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,224
10 SHARED DISPOSITIVE POWER

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- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,490,139 (See Item 2)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%
- 14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 SIXTH ANDERSON GRANDCHILDREN S TRUST FBO BENTLEY B. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,224
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,224
10 SHARED DISPOSITIVE POWER

Edgar Filing: BOOKS A MILLION INC - Form SC 13D/A

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 THE CHARLES C. ANDERSON FAMILY FOUNDATION
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 83,000
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 83,000
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 THE JOEL R. ANDERSON FAMILY FOUNDATION
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 83,000
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 83,000
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 THE CLYDE AND SUMMER ANDERSON FOUNDATION (formerly The Clyde B. Anderson Family Foundation)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 46,000
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 46,000
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

KAYRITA M. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 20,611

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH

20,611
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 CLYDE B. ANDERSON 2012 GRAT
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,591,739
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,591,739
10 SHARED DISPOSITIVE POWER

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0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,490,139 (See Item 2)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.1%
14 TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 TERRY C. ANDERSON 2012 GRAT
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 374,740
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 374,740
10 SHARED DISPOSITIVE POWER

Edgar Filing: BOOKS A MILLION INC - Form SC 13D/A

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,490,139 (See Item 2)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%
- 14 TYPE OF REPORTING PERSON

OO

Item 1. Security and Issuer

Item 1 is hereby amended and restated as follows:

This Amendment No. 8 (this **Amendment**) amends and supplements the Schedule 13D/A filed on March 19, 2012 (as previously amended, this **Schedule 13D**), by the Reporting Persons (who are listed below as signatories to this Amendment) with respect to the Common Stock, par value \$0.01 (the **Shares**), of Books-A-Million, Inc., a Delaware corporation, 402 Industrial Lane, Birmingham, Alabama 35211 (the **Issuer**). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the original Schedule 13D and prior amendments hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and supplemented by adding the following after the final paragraph thereof:

The Reporting Persons anticipate that the Proposal (as defined and described in Item 4 below) will require funding of approximately \$22.9 million. The Reporting Persons expect to finance the transaction through borrowings available under the Issuer's existing credit line. The Reporting Persons reserve the right to withdraw the Proposal Letter (as defined in Item 4 below) at any time for any or no reason, including, without limitation, if the Reporting Persons are unable to obtain such financing.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by adding the following after the final paragraph thereof:

On April 28, 2012, Mr. Clyde B. Anderson delivered a non-binding letter (the **Proposal Letter**), on behalf of himself and the other Reporting Persons, to the Board of Directors of the Issuer proposing a transaction whereby, pursuant to a merger of the Issuer with a newly formed acquisition vehicle that the Reporting Persons would control, the Reporting Persons would acquire 100% of the outstanding Shares of the Issuer (the **Proposal**). As set forth in the Proposal Letter, public shareholders of the Issuer would receive \$3.05 per Share in cash. The Proposal assumes that the Issuer and the Special Committee (as defined below) do not spend more than \$2 million in financial and legal advisory fees in connection with the transaction and, if more than that amount is required, the Reporting Persons have indicated the Proposal will be adjusted correspondingly.

The Proposal anticipates that the Issuer will appoint a special committee of independent directors (the *Special Committee*) to review the Proposal on behalf of the Issuer's public shareholders for the purpose of making a recommendation to the full Board of Directors of the Issuer, and that the Special Committee will retain its own legal and financial advisors. Furthermore, the Proposal anticipates that any transaction would be consummated pursuant to the terms of definitive transaction documents that are mutually acceptable to the Reporting Persons and the Special Committee, and indicates that the Reporting Persons do not intend to proceed with the transaction until the Special Committee provides its recommendation to the full Board of Directors of the Issuer. Additionally, the merger agreement for the transaction contemplated under the Proposal is expected to include a condition requiring the approval of the transaction by a majority of the Shares that are not directly or indirectly controlled by the Reporting Persons. As indicated in the Proposal Letter, the Reporting Persons, in their capacity as shareholders of the Issuer, are interested only in acquiring the outstanding Shares of the Issuer that they do not already own and are not at this time interested in giving any further consideration to a sale of their Shares to a third party or any merger or other strategic transaction involving any third party. Furthermore, the Reporting Persons do not intend to vote in their capacity as shareholders in favor of any such other transaction.

No assurances can be given that a transaction contemplated by the Proposal Letter will be consummated. Furthermore, no legally binding obligation with respect to a transaction between the Reporting Persons and the Issuer will exist unless and until mutually acceptable definitive documentation has been executed and delivered with respect thereto. The Reporting Persons reserve the right to modify or withdraw the Proposal Letter at any time.

The Proposal and the transaction proposed thereby may result in one or more of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D, including, without limitation, the acquisition of additional securities of the Issuer, a merger or other extraordinary transaction involving the Issuer, the delisting of the Shares from the NASDAQ Stock Exchange, and the Shares becoming eligible for termination of registration pursuant to Section 12(g) of the Act.

If a transaction proposed by the Proposal Letter is consummated, Mr. Anderson expects that the Issuer's management team would remain in place.

The summary above is qualified in its entirety by reference to the Proposal Letter, attached as Exhibit 9 hereto, which is incorporated by reference herein. A copy of the press release issued by Mr. Anderson in connection with the Proposal Letter is attached as Exhibit 10 hereto.

This Schedule 13D is not an offer to purchase or a solicitation of an offer to sell any securities. Any solicitation or offer will only be made through separate materials filed with the Securities and Exchange Commission. Shareholders of the Issuer and other interested parties are urged to read these materials when and if they become available because they will contain important information. Shareholders of the Issuer will be able to obtain such documents (when and if available) free of charge at the Securities and Exchange Commission's web site, www.sec.gov.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by adding the following after the final paragraph thereof:

The descriptions of the Proposal, the Proposal Letter and the proposed financing in Item 3 and Item 4 above are incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Exhibit No.	Description
1	Group Administration Agreement, dated as of April 9, 2007, by and among the then-current Reporting Persons, containing the appointment of the Group Administrator as attorney-in-fact.(*)
2	Limited Liability Company Agreement of Anderson BAMB Holdings, LLC, dated as of April 9, 2007, by and among the Reporting Persons named on this Schedule 13D (other than Kayrita M. Anderson, Ashley Ruth Anderson/The Ashley Anderson Trust, the Family Foundation Reporting Persons and the GRAT Reporting Persons).(*)
3	Joinder to Group Administration Agreement, dated as of September 2, 2008, by and among the Group Administrator and the then-current Reporting Persons.**)
4	First Amendment to the Limited Liability Company Agreement of Anderson BAMB Holdings, LLC, dated as of March 19, 2010, by and among the members of the Board of Directors of Anderson BAMB Holdings, LLC.***)
5	Second Amendment to the Limited Liability Company Agreement of Anderson BAMB Holdings, LLC, dated as of March 13, 2012, by and among the members of the Board of Directors of Anderson BAMB Holdings, LLC.****)
7	Joinder to Group Administration Agreement, dated as of March 12, 2012, by and between the Group Administrator and the Clyde B. Anderson 2012 GRAT.*****)
8	Joinder to Group Administration Agreement, dated as of March 13, 2012, by and between the Group Administrator and the Terry C. Anderson 2012 GRAT.*****)
9	Proposal Letter, dated April 28, 2012, to the Board of Directors of the Issuer.*****)
10	Press Release, dated April 30, 2012.*****)

(*) Exhibits No. 1 and No. 2 were filed on April 9, 2007.

(**) Exhibit No. 3 was filed on September 5, 2008.

(***) Exhibit No. 4 was filed on March 23, 2010.

(****) Exhibits No. 5, No. 7 and No. 8 were filed on March 19, 2012.

(*****) Filed herewith.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: April 30, 2012

ANDERSON BAMB HOLDINGS, LLC

By:

*

Name: Charles C. Anderson

Title: Director

*

Charles C. Anderson

*

Hilda B. Anderson

*

Joel R. Anderson

*

Charles C. Anderson, Jr.

*

Charles C. Anderson, III

*

Terrence C. Anderson

*

Clyde B. Anderson

*

Harold M. Anderson

*
Hayley Anderson Milam

*
Ashley Ruth Anderson

*
Kayrita M. Anderson

THE ASHLEY ANDERSON TRUST

By: *
Name: CitiCorp Trust South Dakota
Title: Trustee

IRREVOCABLE TRUST OF CHARLES C. ANDERSON,
JR. FBO LAUREN ARTIS ANDERSON

By: *
Name: Martin R. Abrams
Title: Trustee

OLIVIA BARBOUR ANDERSON 1995 TRUST

By: *
Name: Lisa S. Anderson
Title: Trustee

ALEXANDRA RUTH ANDERSON IRREVOCABLE TRUST

By: *
Name: Lisa S. Anderson
Title: Trustee

FIRST ANDERSON GRANDCHILDREN S TRUST

FBO CHARLES C. ANDERSON, III

By: *
Name: SunTrust Bank
Title: Trustee

FIRST ANDERSON GRANDCHILDREN S TRUST

FBO HAYLEY E. ANDERSON

By: *
Name: SunTrust Bank
Title: Trustee

FIRST ANDERSON GRANDCHILDREN S TRUST

FBO LAUREN A. ANDERSON

By: *
Name: SunTrust Bank
Title: Trustee

SECOND ANDERSON GRANDCHILDREN S TRUST

FBO ALEXANDRA R. ANDERSON

By: *
Name: SunTrust Bank
Title: Trustee

THIRD ANDERSON GRANDCHILDREN S TRUST

FBO TAYLOR C. ANDERSON

By: *
Name: SunTrust Bank
Title: Trustee

FOURTH ANDERSON GRANDCHILDREN S TRUST

FBO CARSON C. ANDERSON

By: *
Name: SunTrust Bank
Title: Trustee

FIFTH ANDERSON GRANDCHILDREN S TRUST

FBO HAROLD M. ANDERSON

By: *
Name: SunTrust Bank
Title: Trustee

SIXTH ANDERSON GRANDCHILDREN S TRUST

FBO BENTLEY B. ANDERSON

By: *
Name: SunTrust Bank
Title: Trustee

THE CHARLES C. ANDERSON FAMILY
FOUNDATION

By: *
Name: Charles C. Anderson
Title: Chairman

THE JOEL R. ANDERSON FAMILY FOUNDATION

By: *
Name: Joel R. Anderson
Title: Chairman

THE CLYDE AND SUMMER ANDERSON
FOUNDATION

By: *
Name: Clyde B. Anderson
Title: Chairman

CLYDE B. ANDERSON 2012 GRAT

By: *
Name: Clyde B. Anderson
Title: Co-Trustee

By: *
Name: Katherine Bee Marshall
Title: Co-Trustee

TERRY C. ANDERSON 2012 GRAT

By: *
Name: Clyde B. Anderson
Title: Trustee

As attorney-in-fact*

By: /s/ Martin R. Abroms
Name: Martin R. Abroms
Title: President

INDEX TO EXHIBITS

Exhibit No.	Description
9	Proposal Letter, dated April 28, 2012, to the Board of Directors of the Issuer.
10	Press Release, dated April 30, 2012.