

BOOKS A MILLION INC

Form SC 13D/A

February 19, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
SCHEDULE 13D/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*  
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, AL 35630  
(256) 767-0740

Attention: Martin R. Abroms

Copy to:

Maynard, Cooper & Gale, PC  
1901 Sixth Avenue North Suite 2400  
Birmingham, Alabama 35203-2618  
(205) 254-1000

Attention: Christopher B. Harmon

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)  
February 19, 2008

(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 Sections 240.13d-1(e), 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* Section 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 in 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

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
ANDERSON BAMB HOLDINGS, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** DELAWARE

SOLE VOTING POWER

**7**

NUMBER OF 1,533,302

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 1,533,302

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,073,461 (See Item 2)

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.6%

14

TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
CHARLES C. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 2,089,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 2,089,000

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
HILDA B. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 2,089,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 2,089,000

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,073,461 (See Item 2)

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.6%

14

TYPE OF REPORTING PERSON

IN



CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
JOEL R. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 1,582,440

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 1,582,440

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461(See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
CHARLES C. ANDERSON, JR.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 273,284

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 273,284

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,073,461 (See Item 2)

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.6%

14

TYPE OF REPORTING PERSON

IN

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
CHARLES C. ANDERSON III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 23,794

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 23,794

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.61%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
TERRENCE C. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 355,954

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 352,953

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,073,461 (See Item 2)

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.6%

14

TYPE OF REPORTING PERSON

IN



CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
CLYDE B. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**  
PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 1,434,386

SHARED VOTING POWER

SHARES  
BENEFICIALLY **8**  
OWNED BY

0

SOLE DISPOSITIVE POWER

EACH  
**9**

REPORTING

PERSON 1,376,180

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
HAROLD M. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 348,480

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 348,480

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
HAYLEY ANDERSON MILAM

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 25,380

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 25,380

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
SANDRA B. COCHRAN

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** PF

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 205,869

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 108,163

WITH SHARED DISPOSITIVE POWER

10

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

IN



CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
ASHLEY ANDERSON BILLINGSLEY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8** 84,000

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

84,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
THE ASHLEY ANDERSON TRUST

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**  
OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**  
84,000

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10  
84,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
IRREVOCABLE TRUST OF CHARLES C. ANDERSON, JR. FOR THE PRIMARY BENEFIT OF  
LAUREN ARTIS ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**  
OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
TENNESSEE

SOLE VOTING POWER

**7**

NUMBER OF 25,380

SHARED VOTING POWER

**8**

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON	<b>9</b>	SOLE DISPOSITIVE POWER 25,380
WITH	<b>10</b>	SHARED DISPOSITIVE POWER 0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,073,461 (See Item 2)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

51.6%

**14** TYPE OF REPORTING PERSON

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
OLIVIA BARBOUR ANDERSON 1995 TRUST

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 1,200

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 1,200

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO



CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
ALEXANDRA RUTH ANDERSON IRREVOCABLE TRUST

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 1,200

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 1,200

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
FIRST ANDERSON GRANDCHILDREN S TRUST FBO CHARLES C. ANDERSON III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**  
OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 11,224

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 11,224

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

FIRST ANDERSON GRANDCHILDREN S TRUST FBO HAYLEY E. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

ALABAMA

SOLE VOTING POWER

7

NUMBER OF 11,224

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 11,224

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
FIRST ANDERSON GRANDCHILDREN S TRUST FBO LAUREN A. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 11,224

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 11,224

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO



CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
SECOND ANDERSON GRANDCHILDREN S TRUST FBO ALEXANDRA R. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**  
OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 11,224

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 11,224

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
THIRD ANDERSON GRANDCHILDREN S TRUST FBO TAYLOR C. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 11,224

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 11,224

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
FOURTH ANDERSON GRANDCHILDREN S TRUST FBO CARSON C. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 11,224

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 11,224

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
FIFTH ANDERSON GRANDCHILDREN S TRUST FBO HAROLD M. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 11,224

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 11,224

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO



CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
SIXTH ANDERSON GRANDCHILDREN S TRUST FBO BENTLEY B. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**  
OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 11,224

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 11,224

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
THE CHARLES C. ANDERSON FAMILY FOUNDATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA

SOLE VOTING POWER

**7**

NUMBER OF 83,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 83,000

WITH SHARED DISPOSITIVE POWER

10

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
THE JOEL R. ANDERSON FAMILY FOUNDATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA, U.S.A.

SOLE VOTING POWER

**7**

NUMBER OF 83,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 83,000

WITH SHARED DISPOSITIVE POWER

10

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 098570-10-4

13D

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
THE CLYDE B. ANDERSON FAMILY FOUNDATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4** OO

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** ALABAMA, U.S.A.

SOLE VOTING POWER

**7**

NUMBER OF 46,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 46,000

WITH SHARED DISPOSITIVE POWER

10

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,073,461 (See Item 2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

51.6%

TYPE OF REPORTING PERSON

14

OO



**Item 1. Security and Issuer**

This Amendment No. 2 (this Amendment) amends and supplements the Schedule 13D filed on April 9, 2007 (as previously amended, the 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 (the Issuer). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

The total acquisitions of Shares by the Reporting Persons since the date of filing of the previous amendment to the Schedule 13D (Amendment No. 1 to Schedule 13D which was filed on April 20, 2007) equal 45,523 Shares in the aggregate. Such acquisitions represent (i) allocations of Shares in the 401(k) Plan of the Issuer by Reporting Persons that are employees of the Issuer totaling 3,522 Shares and (ii) the exercise of options of the Issuer by employees of the Issuer totaling 42,001 Shares. These acquisitions represent significantly less than 1% of the outstanding Shares of the Issuer, and therefore do not arise to the defined materiality thresholds of Rule 13d-2(a) under the Securities Exchange Act of 1934, as amended. However, the Issuer has been engaged in a repurchase program of its Common Stock and has repurchased Shares since the filing of Amendment No. 1 on April 20, 2007, and the total outstanding shares of the Issuer has therefore declined since the filing of Amendment No. 1. The Reporting Persons are therefore filing this Amendment No. 2 to report the increased percentage of Common Stock of the Issuer beneficially owned by the Reporting Persons as of February 19, 2008.

**Item 2. Identity and Background**

(a)-(c) This statement is jointly filed by the entities and persons listed below (each individually a **Reporting Person** and collectively the **Reporting Persons**). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Act. Each of the aforementioned Reporting Persons has entered into that certain Shareholder Group Administration Agreement dated as of April 9, 2007 (the **Group Administration Agreement**; a copy of which is filed as Exhibit 1 to this Schedule 13D) by and among the Reporting Persons and Abrams & Associates, P.C., an Alabama professional corporation (the **Group Administrator**), pursuant to which such persons have agreed to file this Schedule 13D jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act. Pursuant to the Group Administration Agreement, the Reporting Persons have agreed to coordinate and administer their individual transactions in the Common Stock of the Issuer in order to provide for the orderly purchase and disposition of Common Stock. The Reporting Persons do not have the power to vote or dispose of, or to direct the vote or disposition of, the Shares of any other Reporting Person, other than as otherwise set forth herein. Information contained in this Schedule 13D with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of any information provided by any other person.

The persons listed in clauses (ii) through (xii) are collectively referred to as the **Individual Reporting Persons**. The entities listed in clauses (xiii) through (xxiv) are collectively referred to as the **Trust Reporting Persons**. The entities listed in clauses (xxv) through (xxvii) are collectively referred to as the **Family Foundation Reporting Persons**.

- (i) Anderson BAMB Holdings, LLC, a limited liability company organized under the laws of the State of Delaware (**ABH**). The business address of ABH is 201 South Court Street, Suite 610, Florence, Alabama. The principal business of ABH is to serve as an investment vehicle for the persons who contribute Shares to ABH, initially by holding the Shares, and at a later date potentially buying or selling Shares or making other investments

The directors of ABH are Charles C. Anderson, Joel R. Anderson, Charles C. Anderson, Jr., Terry C. Anderson, Clyde B. Anderson, and Sandra B. Cochran. Harold Anderson has the right to nominate himself to the board of directors of ABH at any time that he owns a membership interest in ABH. ABH has no officers.

The Reporting Persons (other than ABH, Ashley Anderson Billingsley, The Ashley Anderson Trust and the Family Foundation Reporting Persons) have contributed Shares to ABH in exchange for membership interests in ABH, pursuant to the Limited Liability Company Agreement of Anderson BMM Holdings, LLC, dated as of April 9, 2007 (the *ABH LLC Agreement*) by and among the Reporting Persons (other than Ashley Anderson Billingsley/The Ashley Anderson Trust and the Family Foundation Reporting Persons). Pursuant to the ABH LLC Agreement, the board of directors of ABH is given the power and authority to perform all acts as may be necessary or appropriate to conduct the business of ABH, including the power and authority to sell or dispose of the assets held by ABH (which includes the Shares contributed to ABH by the Reporting Persons).

- (ii) Charles C. Anderson, a United States citizen. Mr. Anderson's business address is 202 North Court Street, Florence, Alabama 35630, and his principal occupation is Managing Partner of Anderson & Anderson, LLC. Anderson & Anderson, LLC's principal business is real estate management.

Mr. Anderson, who previously reported his individual ownership of securities of the Issuer on Schedule 13G, will report his ownership of and transactions in securities of the Issuer as part of this group Schedule 13D for so long as the group is required to file.

- (iii) Hilda B. Anderson, a United States citizen. Mrs. Anderson's business address is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630, and her principal occupation is housewife.
- (iv) Joel R. Anderson, a United States citizen. Mr. Anderson's business address of is 202 North Court Street, Florence, Alabama 35630, and his principal occupation is General Partner of Anderson & Anderson, LLC. Anderson & Anderson, LLC's principal business is real estate management.

Mr. Anderson, who previously reported his individual ownership of securities of the Issuer on Schedule 13G, will report his ownership of and transactions in securities of the Issuer as part of this group Schedule 13D for so long as the group is required to file.

- (v) Charles C. Anderson, Jr., a United States citizen. Mr. Anderson's business address is 6016 Brookvale Lane, Suite 151, Knoxville, TN 37919, and his principal occupation is President and CEO of Anderson Media Corporation. Anderson Media Corporation's principal business is wholesale distribution of periodicals, books and pre-recorded music.
- (vi) Charles C. Anderson III, a United States citizen. Mr. Anderson's business address is 5/F Lippon Leighton Tower, 103-109 Leighton Road, Causeway Bay, Hong Kong, and his principal occupation is Purchasing Specialist for Anderson Management Services, Inc. Anderson Management Services, Inc.'s principal business is to

perform management services for Anderson Media Corporation and certain of its merchandising and operating companies.

- (vii) Terrence C. Anderson, a United States citizen. Mr. Anderson's business address is 4511 Helton Drive, Florence, AL 35630, and his principal occupation is CEO of American Promotional Events, Inc. American Promotional Events, Inc.'s principal business is pyrotechnics.
- (viii) Clyde B. Anderson, a United States citizen. Mr. Anderson's business address is 402 Industrial Lane, Birmingham, AL 35211, and his principal occupation is Executive Chairman of the Issuer. The Issuer's principal business is book retailing.

Mr. Anderson, who previously reported his individual ownership of securities of the Issuer on Schedule 13G, will report his ownership of and transactions in securities of the Issuer as part of this group Schedule 13D for so long as the group is required to file.

- (ix) Harold M. Anderson, a United States citizen. Mr. Anderson's business address is 3101 Clairmont Road, Suite C, Atlanta, GA 30329, and his principal occupation is Chief Executive Officer of Anderson Press, Inc. and Chief Executive Officer of CRG Holding, Inc.. Anderson Press' principal business is specialty publishing. CRG Holding, Inc.'s principal business is the design, publication, marketing and distribution of picture frames, premium albums, memory products and paper goods for sale to specialty and mass-market retailers.
- (x) Hayley Anderson Milam, a United States citizen. Ms. Anderson Milam's business address is 202 North Court Street, Florence, AL 35630, and her principal occupation is missionary for the Southern Baptist Convention.
- (xi) Sandra B. Cochran, a United States citizen. Ms. Cochran's business address is 402 Industrial Lane, Birmingham, AL 35211, and her principal occupation is President and Chief Executive Officer of the Issuer. The Issuer's principal business is book retailing.
- (xii) Ashley Anderson Billingsley, a United States Citizen. Ms. Anderson Billingsley's beneficial ownership of these Shares arises as a result of her being a co-trustee of the Ashley Anderson Trust. See paragraph (xiii) below. Ms. Anderson Billingsley's business address is 202 North Court Street, Florence, AL 35630, and her principal occupation is Inventory Manager of JRA, LLC. JRA, LLC's principal business is numismatics.
- (xiii) The Ashley Anderson Trust, formed under the laws of the State of Alabama. The trustee of the Ashley Anderson Trust is CitiCorp Trust South Dakota, and the co-trustee of such Trust Reporting Person is Ashley Anderson Billingsley. The business address of the Ashley Anderson Trust, and of Ashley Anderson Billingsley as co-trustee, is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of CitiCorp Trust South Dakota is 1300 West 57<sup>th</sup> Street, Suite G100, Sioux Falls, SD 57108.
- (xiv) Irrevocable Trust of Charles C. Anderson, Jr. for the Primary Benefit of Lauren Artis Anderson, Carl M. Boley as Trustee, formed under the laws of the State of

Tennessee. The business address of the Irrevocable Trust of Charles C. Anderson, Jr. for the Primary Benefit of Lauren Artis Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of Carl M. Boley is 6016 Brookvale Lane, Suite 151, Knoxville, TN 37919.

- (xv) Olivia Barbour Anderson 1995 Trust, Lisa S. Anderson as Trustee, formed under the laws of the State of Alabama. The business address of the Olivia Barbour Anderson Irrevocable Trust, and for Lisa S. Anderson as trustee of such trust, is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630.
- (xvi) Alexandra Ruth Anderson Irrevocable Trust, Lisa S. Anderson as Trustee, formed under the laws of the State of Alabama. The business address of the Alexandra Ruth Anderson Irrevocable Trust, and for Lisa S. Anderson as trustee of such trust, is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630.
- (xvii) First Anderson Grandchildren s Trust FBO Charles C. Anderson III, SunTrust Bank Alabama as Trustee, formed under the laws of the State of Alabama. The business address of the First Anderson Grandchildren s Trust FBO Charles C. Anderson III is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, AL 35630.
- (xviii) First Anderson Grandchildren s Trust FBO Hayley E. Anderson, SunTrust Bank Alabama as Trustee, formed under the laws of the State of Alabama. The business address of the First Anderson Grandchildren s Trust FBO Hayley E. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, AL 35630.
- (xix) First Anderson Grandchildren s Trust FBO Lauren A. Anderson, SunTrust Bank Alabama as Trustee, formed under the laws of the State of Alabama. The business address of the First Anderson Grandchildren s Trust FBO Lauren A. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, AL 35630.
- (xx) Second Anderson Grandchildren s Trust FBO Alexandra R. Anderson, SunTrust Bank Alabama as Trustee, formed under the laws of the State of Alabama. The business address of the Second Anderson Grandchildren s Trust FBO Alexandria R. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, AL 35630.
- (xxi) Third Anderson Grandchildren s Trust FBO Taylor C. Anderson, SunTrust Bank Alabama as Trustee, formed under the laws of the State of Alabama. The business address of the Third Anderson Grandchildren s Trust FBO Taylor C. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, AL 35630.

- (xxii) Fourth Anderson Grandchildren s Trust FBO Carson C. Anderson, SunTrust Bank Alabama as Trustee, formed under the laws of the State of Alabama. The business address of the Fourth Anderson Grandchildren s Trust FBO Carson C. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, AL 35630.
- (xxiii) Fifth Anderson Grandchildren s Trust FBO Harold M. Anderson, SunTrust Bank Alabama as Trustee, formed under the laws of the State of Alabama. The business address of the Fifth Anderson Grandchildren s Trust FBO Harold M. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, AL 35630.
- (xxiv) Sixth Anderson Grandchildren s Trust FBO Bentley B. Anderson, SunTrust Bank Alabama as Trustee, formed under the laws of the State of Alabama. The business address of the Sixth Anderson Grandchildren s Trust FBO Bentley B. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, AL 35630.
- (xxv) The Charles C. Anderson Family Foundation, formed under the laws of the State of Alabama. The Foundation s business address is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The Foundation s directors are Charles C. Anderson, Hilda B. Anderson and Clyde B. Anderson. Charles C. Anderson is the Chairman of the board of directors of the Foundation and has the power to vote and dispose of the Shares held by the Foundation. The Foundation has no officers. The Foundation s principal business is the making of charitable contributions. The Foundation receives contributions from a variety of sources which are consolidated and paid out to other charitable organizations as the board of directors of the Foundation may from time to time determine.
- (xxvi) The Joel R. Anderson Family Foundation, formed under the laws of the State of Alabama. The Foundation s business address is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The Foundation s directors are Joel R. Anderson, Carmen Anderson and Ashley Ruth Anderson Billingsley. Joel R. Anderson is the Chairman of the board of directors of the Foundation and has the power to vote and dispose of the Shares held by the Foundation. The Foundation has no officers. The Foundation s principal business is the making of charitable contributions. The Foundation receives contributions from a variety of sources which are consolidated and paid out to other charitable organizations as the board of directors of the Foundation may from time to time determine.
- (xxvii) The Clyde B. Anderson Family Foundation, formed under the laws of the State of Alabama. The Foundation s business address is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, AL 35630. The Foundation s directors are Clyde B. Anderson, Lisa S. Anderson and Terrence C. Anderson. Clyde B. Anderson is the Chairman of the board of directors of the Foundation and has the power to vote and dispose of the Shares held by the Foundation. The Foundation has no officers. The Foundation s principal business is the making of charitable

contributions. The Foundation receives contributions from a variety of sources which are consolidated and paid out to other charitable organizations as the board of directors of the Foundation may from time to time determine.

(d) During the last five years none of the Reporting Persons, nor any director or executive officer of any Reporting Person, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons, nor any director or executive officer of any Reporting Person, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of each of the Reporting Persons and each director and executive officer of any Reporting Person is as set forth above.

***Item 3. Source and Amount of Funds or Other Consideration***

The Shares held by ABH were contributed to ABH by each of the Reporting Persons (other than Ashley Anderson Billingsley / The Ashley Anderson Trust, the Family Foundation Reporting Persons and ABH) on April 9, 2007 in exchange for membership interests in ABH.

The Shares held by each of the Individual Reporting Persons other than Ashley Anderson Billingsley, Charles C. Anderson III, and Hayley Anderson Milam were acquired with the personal funds of such Individual Reporting Person. The purchases of these Shares have occurred at various times starting in 1991.

The Shares held by the Ashley Anderson Trust were transferred to such trust by Joel R. Anderson in 1992. Joel R. Anderson previously purchased such Shares with his personal funds.

The Shares held by Charles C. Anderson III were originally transferred to a trust for his benefit by Charles C. Anderson, Jr. at various times starting in 1992. Charles Anderson, Jr. previously purchased such Shares with his personal funds. In December 2005 such Shares were transferred from the trust to Mr. Charles C. Anderson III.

The Shares held by Hayley Anderson Milam were originally transferred to a trust for her benefit by Charles Anderson, Jr. at various times starting in 1992. Charles Anderson, Jr. previously purchased such Shares with his personal funds. In March 2007 such Shares were transferred from the trust to Ms. Anderson Milam.

The Shares held by the Irrevocable Trust of Charles Anderson, Jr. for the Primary Benefit of Lauren Artis Anderson were transferred to such trust by Charles Anderson, Jr. at various times starting in 1992. Charles Anderson, Jr. previously purchased such Shares with his personal funds.

The Shares held by the Olivia Barbour Anderson 1995 Trust were transferred to such trust by Clyde B. Anderson in 1994. Clyde B. Anderson previously purchased such Shares with his personal funds.

The Shares held by the Alexandra Ruth Anderson Irrevocable Trust were transferred to such trust by Clyde B. Anderson in 1994. Clyde B. Anderson previously purchased such Shares with his personal funds.

The Shares held by each of the other Trust Reporting Persons were transferred to such Trust Reporting Person by Charles C. Anderson at various times starting in 1992. Charles C. Anderson previously purchased such Shares with his personal funds.

The Shares held by The Charles C. Anderson Family Foundation were donated to The Charles C. Anderson Family Foundation by Charles C. Anderson in 1994. Charles C. Anderson previously purchased such Shares with his personal funds.

The Shares held by The Joel R. Anderson Family Foundation were donated to The Joel R. Anderson Family Foundation by Joel R. Anderson in 1994. Joel R. Anderson previously purchased such Shares with his personal funds.

The Shares held by The Clyde B. Anderson Family Foundation were donated to The Clyde B. Anderson Family Foundation by Clyde B. Anderson in 1998. Clyde C. Anderson previously purchased such Shares with his personal funds.

***Item 4. Purpose of Transaction***

Acquisitions of Shares made by the Reporting Persons described in this Schedule 13D were made for investment purposes. Each of the Reporting Persons intends to review on a continuing basis his, her or its investment in the Issuer. Depending on such review and evaluation of the business and prospects of the Issuer and the price level of the Shares, and such other factors as each of them may deem relevant, each Reporting Person may, acting individually or together with other Reporting Persons, (i) acquire additional Shares, (ii) sell all or any part of his, her or its Shares pursuant to Rule 144, in privately negotiated transactions or in sales registered or exempt from registration under the Securities Act of 1933 or (iii) engage in any combination of the foregoing. Subject to applicable law, each of the Reporting Persons may, acting individually or together with other Reporting Persons, enter into derivative transactions, hedging transactions or alternative structures with respect to the Shares. Any open market or privately negotiated purchases, sales, distributions or other transactions may be made at any time without additional prior notice. Any alternative that any Reporting Person may pursue will depend upon a variety of factors, including without limitation, current and anticipated future trading prices of the Shares, the financial condition, results of operations and prospects of the Issuer and general economic, financial market and industry conditions, other investment and business opportunities available to such Reporting Person, general stock market and economic conditions, tax considerations and other factors. Other than as described in this Item 4, none of the Reporting Persons, nor, to the knowledge of each Reporting Person, any other individuals listed in response to Item 2 hereof, has any current plans or proposals that relate to or that would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D; *provided* that the Reporting Persons who are directors and executive officers of the Issuer, acting solely in their respective capacity as such a director or executive officer, may at any time or from time to time consider one or more of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D; and *provided, further*, that at any time any Reporting Person may, acting individually or together with other Reporting Persons, (i) review or reconsider their position with respect to the Issuer, and each Reporting Person reserves the right to develop such plans or proposals at any time, and (ii) make proposals to or have discussions with the Issuer with respect to any such transactions or matters or communicate with other shareholders with respect thereto.

***Item 5. Interest in Securities of the Issuer***

(a) (b) The Reporting Persons may be deemed to beneficially own an aggregate of 8,073,461 Shares which represents approximately 51.6% of the 15,633,660 Shares which the Issuer has informed the Reporting Persons were outstanding on February 19, 2008. However, no Reporting Person has the power to vote or dispose of, or to direct the vote or disposition of, the Shares of any other Reporting Person, other than as otherwise set forth herein.

REPORTING PERSON	NUMBER OF PERCENTAGE					
	BENEFICIAL OWNED SHARES	OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
Anderson BAMB Holdings, LLC <sup>(1)</sup>	8,073,461	51.6%	1,533,302	0	1,533,302	0
Charles C. Anderson	8,073,461	51.6%	2,089,000 <sup>(2)</sup>	0	2,089,000 <sup>(2)</sup>	0
Hilda B. Anderson	8,073,461	51.6%	2,089,000 <sup>(3)</sup>	0	2,089,000 <sup>(3)</sup>	0
Joel R. Anderson	8,073,461	51.6%	1,582,440 <sup>(4)</sup>	0	1,582,440 <sup>(4)</sup>	0
Charles C. Anderson, Jr.	8,073,461	51.6%	273,284	0	273,284	0
Charles C. Anderson III	8,073,461	51.6%	23,794	0	23,794	0
Terrence C. Anderson	8,073,461	51.6%	355,954 <sup>(5)</sup>	0	352,953 <sup>(5)</sup>	0
Clyde B. Anderson	8,073,461	51.6%	1,434,386 <sup>(6)</sup>	0	1,376,180 <sup>(6)</sup>	0
Harold M. Anderson	8,073,461	51.6%	348,480	0	348,480	0
Hayley Anderson Milam	8,073,461	51.6%	25,380	0	25,380	0
Sandra B. Cochran	8,073,461	51.6%	205,869 <sup>(7)</sup>	0	108,163 <sup>(7)</sup>	0
Ashley Anderson Billingsley <sup>(8)</sup>	8,073,461	51.6%	0	84,000	0	84,000
The Ashley Anderson Trust <sup>(8)</sup> Irrevocable Trust of Charles C. Anderson, Jr. for the Primary Benefit of Lauren Artis Anderson	8,073,461	51.6%	0	84,000	0	84,000
Olivia Barbour Anderson 1995 Trust	8,073,461	51.6%	25,380	0	25,380	0
Alexandra Ruth Anderson Irrevocable Trust	8,073,461	51.6%	1,200	0	1,200	0
First Anderson Grandchildren s Trust FBO Charles C. Anderson III	8,073,461	51.6%	11,224	0	11,224	0
First Anderson Grandchildren s Trust FBO Hayley E. Anderson	8,073,461	51.6%	11,224	0	11,224	0
First Anderson Grandchildren s Trust FBO Lauren A. Anderson	8,073,461	51.6%	11,224	0	11,224	0
Second Anderson Grandchildren s Trust FBO Alexandra R. Anderson	8,073,461	51.6%	11,224	0	11,224	0
Third Anderson Grandchildren s Trust FBO Taylor C. Anderson	8,073,461	51.6%	11,224	0	11,224	0
Fourth Anderson Grandchildren s Trust FBO Carson C. Anderson	8,073,461	51.6%	11,224	0	11,224	0
Fifth Anderson Grandchildren s Trust FBO Harold M. Anderson	8,073,461	51.6%	11,224	0	11,224	0
Sixth Anderson Grandchildren s Trust FBO Bentley B. Anderson	8,073,461	51.6%	11,224	0	11,224	0
The Charles C. Anderson Family Foundation <sup>(9)</sup>	8,073,461	51.6%	83,000	0	83,000	0
The Joel R. Anderson Family Foundation <sup>(10)</sup>	8,073,461	51.6%	83,000	0	83,000	0
The Clyde B. Anderson Family Foundation <sup>(11)</sup>	8,073,461	51.6%	46,000	0	46,000	0

(1)



Anderson  
BAMM  
Holdings, LLC  
issued  
membership  
interests to  
certain of the  
Reporting  
Persons in  
exchange for  
shares of  
Common Stock  
of the Issuer  
held by such  
persons, as  
specified in the  
ABH LLC  
Agreement filed  
as Exhibit 2.  
See Item 6 of  
this  
Schedule 13D.

- (2) Includes 83,000 shares held by The Charles C. Anderson Family Foundation. Charles C. Anderson is the Chairman of the Board of Directors of the foundation and has sole voting and dispositive power over these shares. Also includes 6,000 shares owned of record by his wife, Hilda B. Anderson.
- (3) Includes 2,000,000 shares owned of record by her husband,

Charles C. Anderson, and 83,000 shares owned of record by The Charles C. Anderson Family Foundation over which shares Mr. Anderson has sole voting and dispositive power.

(4) Includes 83,000 shares held by The Joel R. Anderson Family Foundation. Joel R. Anderson is the Chairman of the Board of Directors of the foundation and has sole voting and dispositive power over these shares.

(5) Mr. Anderson owns 3,834 shares of restricted stock, 833 shares of which vest on or before April 19, 2008 and 3,001 shares of which vest after April 19, 2008. Mr. Anderson has the power to vote all of the restricted shares. Consequently, the number of shares set forth under Sole Voting Power

includes 3,834 shares of restricted stock and the number of shares set forth under Sole Dispositive Power includes 833 shares of restricted stock.

- (6) Includes 46,000 shares held by The Clyde B. Anderson Family Foundation. Clyde B. Anderson is the Chairman of the Board of Directors of the foundation and has sole voting and dispositive power over these shares. Mr. Anderson owns 58,206 shares of restricted stock, all of which vest after April 19, 2008. Mr. Anderson has power to vote all restricted shares. Consequently, the number of shares set forth under Sole Voting Power includes 58,206 shares of restricted stock and the number of shares set forth under Sole Dispositive

Power does not include any shares of restricted stock.

- (7) Ms. Cochran owns 97,706 shares of restricted stock, all of which vest after April 19,2008. Ms. Cochran has the power to vote all of the restricted shares. Consequently, the number of shares set forth under Sole Voting Power includes 97,706 shares of restricted stock, and the number of shares set forth under Sole Dispositive Power does not include any shares of restricted stock.
- (8) The shares over which Ashley Anderson Billingsley has shared voting power and shared dispositive power are held of record by The Ashley Anderson Trust.
- (9) These shares are owned of record by The Charles C. Anderson

Family  
Foundation.  
Charles C.  
Anderson has  
sole voting and  
dispositive  
power over  
these shares.

(10) These shares are  
owned of record  
by The Joel R.  
Anderson  
Family  
Foundation. Joel  
R. Anderson has  
sole voting and  
dispositive  
power over  
these shares.

(11) These shares are  
owned of record  
by The Clyde B.  
Anderson  
Family  
Foundation.  
Clyde B.  
Anderson has  
sole voting and  
dispositive  
power over  
these shares.

(c) None, other than de minimis allocations of Shares to the 401(K) accounts of Reporting Persons that are employees of the Issuer.

(d) Not applicable.

(e) Not applicable.

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

Pursuant to the Group Administration Agreement, each of the Reporting Persons has appointed Abroms & Associates, P.C., as Group Administrator, to coordinate and administer their transactions in the Common Stock of the Issuer in order to provide for the orderly purchase and disposition of Common Stock. The Group Administration Agreement is included as Exhibit 1 to this Schedule 13D and is incorporated herein in its entirety by this reference.

Pursuant to the ABH LLC Agreement, the Reporting Persons other than Ashley Anderson Billingsley/the Ashley Anderson Trust and the Family Foundation Reporting Persons have (i) been granted membership interests in ABH in exchange for their capital contributions of Shares to ABH and (ii) agreed to certain matters relating to the operation of ABH, as more fully set forth in the ABH LLC Agreement. The ABH LLC Agreement is filed as Exhibit 2 to this Schedule 13D and is incorporated herein in its entirety by this 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 Reporting Persons named on this Schedule 13D, 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 Ashley Anderson Billingsley/The Ashley Anderson Trust and the Family Foundation Reporting Persons).(*)

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

**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: February 19, 2008

ANDERSON BAMB HOLDINGS, LLC

By:

\*

Name: Sandra B. Cochran

Title: President

\*

Charles C. Anderson

\*

Hilda B. Anderson

\*

Joel R. Anderson

\*

Charles C. Anderson, Jr.

\*

Charles C. Anderson III

\*

Terrence C. Anderson

\*

Clyde B. Anderson

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\*

Harold M. Anderson

\*

Hayley Anderson Milam

\*

Sandra B. Cochran

\*

Ashley Anderson Billingsley

THE ASHLEY ANDERSON TRUST

By: \*

Name: CitiCorp Trust Services  
Title: Trustee

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

By: \*

Name: Carl Boley  
Title: Trustee

OLIVIA BARBOUR ANDERSON 1995 TRUST

By: \*

Name: Lisa Anderson  
Title: Trustee



ALEXANDRA RUTH ANDERSON IRREVOCABLE  
TRUST

By: \*

Name: Lisa 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 ALEXANDR A 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 B. ANDERSON FAMILY FOUNDATION

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

\*BY: ABROMS & ASSOCIATES, P.C.  
As attorney-in-fact

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