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BULL RUN CORP
Form DEFA14A
November 09, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(RULE 14a-101)

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e) (2))
- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.40 14a-12

BULL RUN CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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BULL RUN CORPORATION ANNOUNCES FISCAL YEAR RESULTS

ATLANTA, Nov. 9 /PRNewswire-FirstCall/ -- Bull Run Corporation (OTC: BULL) announced today that for the fiscal year ended August 31, 2005, revenues increased nearly 11% over the prior year and the Company generated operating income of \$1.7 million compared to a loss from operations of \$(2.7) million in the prior year. Current year results included approximately \$(0.8) million of expenses incurred in connection with the Company's planned merger with Triple Crown Media, Inc., and the prior year results include a \$(4.2) million intangibles impairment charge. The net loss available to common stockholders was approximately \$(5.3) million for the fiscal year ended August 31, 2005 compared to \$(16.9) million in the prior year, including losses from discontinued operations of approximately \$(0.1) million and \$(7.5) million, respectively.

The Company's collegiate sports marketing business, its largest segment in terms of revenue, is seasonal. As a result, a proportionately low amount of revenue is generated by the Company in the fourth quarter of the Company's fiscal year. Revenues for the fourth quarter of the fiscal year ended August 31, 2005 were approximately \$7.8 million compared to \$7.2 million for the fourth quarter of the prior year. The operating loss for the fourth quarter, including approximately \$(0.7) million of merger-related expenses, was approximately \$(2.1) million, compared to an operating loss of \$(1.6) million for the fourth quarter of the prior year.

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"We are very pleased with the significant improvement in our operating business this past year under the leadership of Tom Stultz," said Robert S. Prather, Jr., President and CEO of Bull Run. "We believe that eliminating the loss-producing segment a year ago and focusing on the core, historically-profitable collegiate marketing and association management businesses has been a successful strategy."

In August 2005, Bull Run announced its intention to merge with Triple Crown Media, Inc. Following the merger, Triple Crown Media would be comprised of Bull Run's collegiate marketing and association management businesses, and the newspaper publishing business and Graylink Wireless business currently operated by Gray Television, Inc. The merger, which is subject to certain closing conditions, including an affirmative vote by Bull Run's shareholders, is expected to be completed by the first quarter of 2006.

Thomas J. Stultz, President and CEO of Bull Run's operating subsidiary, Host Communications, Inc., commented, "We made some incredible strides this year, from the reestablishment of key business relationships, to an important 10-year contract extension with the University of Kentucky for multi-media marketing rights, to contract extensions with all of our association clients and the addition of a new association client. We are extremely excited to combine the growth potential of the core businesses of Host together with the newspaper publishing and wireless businesses of Gray under Triple Crown Media." Stultz, who formerly managed the newspaper publishing business at Gray, will become President and CEO of Triple Crown Media upon completion of the merger.

Bull Run, through its wholly-owned operating company, Host Communications, Inc., provides comprehensive sales, marketing, multimedia, special event and convention/hospitality services to NCAA Division I universities and conferences and national/global associations. Bull Run's common stock is quoted on the Pink Sheets (www.pinksheets.com) centralized quotation service for OTC securities under the symbol "BULL.PK". Additional company information and stock quotes are available on the Company's corporate web site at www.bullruncorp.com.

Forward-Looking Statements - Except for the historical information contained herein, information set forth in this press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements related to the completion of the proposed merger with Triple Crown Media. Words such as "expects," "anticipates," "intends," "plans," "believes," "estimates," and variations of such words and similar expressions that indicate future events and trends are intended to identify such forward-looking statements. These forward-looking statements are subject to risks and uncertainties, which could cause the Company's actual results or performance to differ materially from those expressed or implied in such statements. These risks and uncertainties include, but are not limited to, the following: the ability of Bull Run to complete the merger with Triple Crown Media, the ability to refinance the outstanding indebtedness of Bull Run and Triple Crown Media and other risks detailed from time to time in the Company's filings with the Securities and Exchange Commission.

Investors and security holders are urged to read the Registration Statement on Form S-4 and the Information Statement/Proxy Statement/Prospectus included within the Registration Statement on Form S-4 as filed with the Securities and Exchange Commission and any other relevant documents to be filed with the Securities and Exchange Commission in connection with the proposed merger with Triple Crown Media, because they will contain important information about Gray Television, Inc., Triple Crown Media, Inc., Bull Run

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Corporation and the proposed transaction.

Investors and security holders may obtain free copies of these documents through the website maintained by the Securities and Exchange Commission at <http://www.sec.gov>. Free copies of the information statement/proxy statement/prospectus also may be obtained by directing a request by telephone or mail to Bull Run, 4370 Peachtree Road, N.E., Atlanta, Georgia 30319, Attention: Investor Relations ((704) 602-3107).

The directors, executive officers, and certain other members of management of Bull Run may be soliciting proxies in favor of the transaction from the company's shareholders. For information about Bull Run's directors, executive officers and members of management, shareholders are asked to refer to Bull Run's Annual Report on Form 10-K for the year ended August 31, 2005, which is available on its web site and at the address provided in the preceding paragraph. Additional information regarding the interests of such potential participants is included in the Registration Statement on Form S-4, the Information Statement/Proxy Statement/Prospectus contained therein and other relevant documents filed with the SEC.

Summarized financial results for each of the three months and years ended August 31, 2005 and 2004 follow:

BULL RUN CORPORATION
Comparative Results of Operations
(in thousands, except per share amounts)

| | Three Months Ended August 31, | | Year Ended August 31, | |
|--|----------------------------------|------------|--------------------------|-------------|
| | 2005 | 2004 | 2005 | 2004 |
| Revenue from services rendered | \$ 7,821 | \$ 7,168 | \$ 61,879 | \$ 55,779 |
| Operating costs and expenses: | | | | |
| Direct operating costs for services rendered | 4,316 | 3,670 | 40,776 | 35,699 |
| Selling, general and administrative | 4,752 | 4,784 | 17,966 | 18,220 |
| Costs incurred in connection with proposed merger | 661 | | 766 | |
| Amortization and impairment of acquisition intangibles | 180 | 314 | 718 | 4,554 |
| Operating income (loss) | 9,909 | 8,768 | 60,226 | 58,473 |
| | (2,088) | (1,600) | 1,653 | (2,694) |
| Net change in value of derivative instrument | | 347 | 412 | 1,294 |
| Debt issue cost amortization | 190 | (293) | (760) | (1,171) |
| Interest and other, net | (1,620) | (1,162) | (6,446) | (4,566) |
| Loss from continuing operations | (3,518) | (2,708) | (5,141) | (7,137) |
| Discontinued operations | (157) | (2,755) | (149) | (7,474) |
| Net loss | (3,675) | (5,463) | (5,290) | (14,611) |
| Preferred dividends | | (579) | | (2,237) |
| Net loss available to common stockholders | \$ (3,675) | \$ (6,042) | \$ (5,290) | \$ (16,848) |

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Earnings (loss) per share available
to common stockholders,
basic and diluted:

| | | | | | | | | |
|-------------------------|----|--------|----|--------|----|--------|----|--------|
| Continuing operations | \$ | (0.51) | \$ | (0.65) | \$ | (0.79) | \$ | (2.01) |
| Discontinued operations | | (0.02) | | (0.55) | | (0.02) | | (1.60) |
| | \$ | (0.53) | \$ | (1.20) | \$ | (0.81) | \$ | (3.61) |

Weighted average number of common
shares outstanding:

| | | | | |
|-------------------|-------|-------|-------|-------|
| Basic and diluted | 6,890 | 5,034 | 6,505 | 4,668 |
|-------------------|-------|-------|-------|-------|

SOURCE Bull Run Corporation

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/Web site: <http://www.bullruncorp.com/>

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