

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)	
In re:	)	Chapter 11
	)	
HAGGEN HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11874 (KG)
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	

Objection Deadline: November 6, 2015 at 4:00 p.m.  
Hearing Date: November 13, 2015 at 2:00 p.m.

**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR ORDER, PURSUANT TO 11 U.S.C. §§ 328, AND 1103, FED. R. BANKR.  
P. 2014, AND LOCAL RULE 2014-1, AUTHORIZING AND APPROVING THE  
EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS NUNC PRO TUNC TO SEPTEMBER 21, 2015**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits its application (the “Application”) for the entry of an order authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) as counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Cases”), *nunc pro tunc* to September 21, 2015, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). In support of the relief sought in the Application, the Committee submits the (i) Declaration of Bradford J. Sandler, a partner of the Firm (the “Sandler Declaration”), attached hereto as Exhibit A and incorporated herein by

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Haggen Holdings, LLC (7558); Haggen Operations Holdings, LLC (6341), Haggen Opco South, LLC (7257), Haggen Opco North, LLC (5028), Haggen Acquisition, LLC (7687), and Haggen, Inc. (4583). The mailing address for each of the Debtors is 2211 Rimland Drive, Bellingham, WA 98226.

reference, and (ii) the Declaration of Committee Co-Chairs, attached hereto as Exhibit B and incorporated herein by reference. In further support of the Application, the Committee respectfully states as follows:

**Jurisdiction and Venue**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

**Background**

4. On September 8, 2015 (the "Petition Date"), the Debtors filed voluntary petitions with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Cases.
5. On September 21, 2015, the United States Trustee for Region 3 (the "U.S. Trustee") appointed the Committee to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code. The members appointed to the Committee are: (i) Unified Grocers, Inc., (ii) PepsiCo, Inc., (iii) Starbucks, (iv) Santa Monica Seafood, (v) United Food and Commercial Workers International ("UFCW"), (vi) Valassis Communications, Inc., Valassis Direct Mail, Inc., and (vi) Spirit SPE HG 2015-1, LLC; c/o

Spirit SPE Manager, LLC. The *Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 126] was filed on September 21, 2015.

6. On September 21, 2015, the Committee held its initial meeting and, among other things, voted to retain the Firm as its counsel, subject to Court approval.

7. The Firm's retention is requested as of September 21, 2015, as that is the date the Committee first requested PSZJ to render legal services on behalf of the Committee, and the Firm has been actively advising the Committee since that date.

8. The Firm has approximately 65 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation and commercial matters. The Firm's attorneys have extensive experience representing creditors' committees, debtors, creditors, trustees and others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors' committees in complex chapter 11 cases in this District and others, including The Great Atlantic & Pacific Tea Company, Inc., Fresh & Easy Neighborhood Market, Inc., IPC International Corporation, NEC Holdings Corp., Namco, LLC, LCI Holding Company, Inc., Back Yard Burgers, Inc., Contract Research Solutions, Inc., Coach Am Group Holdings Corp., SSI Group Holding Corp., CB Holding Corp. (Charlie Brown's), and Palm Harbor Homes, among others. Based on these facts, the Committee believes that the Firm is well-qualified to render the services as described below.

#### **Relief Requested**

9. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit C, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its counsel in these Cases. The Committee seeks

to retain the Firm *nunc pro tunc* to September 21, 2015 because the Firm began providing services to the Committee as of such date. The Committee believes that such *nunc pro tunc* retention is appropriate in these Cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these Cases, and the Firm has been providing services to the Committee since September 21, 2015.

**Services to be Rendered**

10. Subject to further order of this Court, the Firm is expected to render, among other services, the following services to the Committee:
- a. Assisting, advising and representing the Committee in its consultations with the Debtors regarding the administration of these Cases;
  - b. Assisting, advising and representing the Committee with respect to the Debtors' retention of professionals and advisors with respect to the Debtors' business and these Cases;
  - c. Assisting, advising and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;
  - d. Assisting, advising and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;
  - e. Assisting, advising and representing the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to the Cases or to the formulation of a plan;
  - f. Assisting, advising and representing the Committee in connection with any sale of the Debtors' assets;

- g. Assisting, advising and representing the Committee in its participation in the negotiation, formulation, or objection to any plan of liquidation or reorganization;
- h. Assisting, advising and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;
- i. Assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions; and
- j. Providing such other services to the Committee as may be necessary in these Cases.

**No Adverse Interest and Disclosure of Connections**

11. The Committee believes that PSZJ does not hold or represent any interest that is adverse to the Committee and the Debtors' estates and does not hold or represent any interest adverse to and has no connection with the Committee, the Debtors, their creditors or any party in interest herein in the matters upon which PSZJ is to be retained, except as set forth in the Sandler Declaration. Therefore, to the best of the Committee's knowledge, PSZJ is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

12. Other than as set forth in the Sandler Declaration, neither PSZJ nor any of its attorneys has any connection with any party in interest, or their attorneys or accountants, in these Cases.

13. Except as provided in the Sandler Declaration, to the best of the Committee's knowledge, neither PSZJ, nor any of its attorneys, holds or represents any interest adverse to the Committee or the Debtors' estates in the matters on which they are to be retained. The Committee submits that its proposed employment of PSZJ is in the best interests of the Committee and its members.

14. To the best of the Committee's knowledge, and except as disclosed in the Sandler Declaration, PSZJ has had no other prior connection with the Debtors, their creditors or any other party in interest. Upon information and belief, PSZJ does not hold or represent any interest adverse to the Debtors' estates, the Committee, or the creditors the Committee represents in the matters upon which it has been and is to be engaged.

15. PSZJ represents many committees in other bankruptcy cases, the members of which (together with other creditors of these Cases) may be creditors of the Debtors. However, PSZJ will not represent any members of those committees with respect to any claims that they may have collectively or individually against the Debtors.

16. Similarly, PSZJ may represent, or may have represented, debtors, creditors' committees, or trustees in cases or proceedings against creditors of the Debtors that are unrelated to these Cases.

#### **Professional Compensation**

17. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The current standard hourly rates for professionals and paralegals presently designated to represent the Committee are:

- |     |                  |                                 |
|-----|------------------|---------------------------------|
| (a) | Partners/Counsel | \$525.00 to \$1,145.00 per hour |
| (b) | Associates       | \$525.00 per hour               |
| (c) | Paralegals       | \$275.00 to \$305.00 per hour   |

18. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

19. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is PSZJ's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, Court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZJ to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. PSZJ will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to PSZJ's other clients and within the guidelines set forth in Local Bankruptcy Rule 2014-1, and all amendments and supplemental standing orders of the Court. PSZJ believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

**Notice**

20. Notice of this Application has been given to the following parties: (a) the U.S. Trustee; (b) counsel to the Debtors; (ii) counsel to the DIP Agent and the DIP Lenders and the Pre-Petition Secured Parties; and (iii) the parties requesting notice pursuant to Bankruptcy

Rule 2002. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

21. No previous application for the relief requested herein has been made to this or any other court.

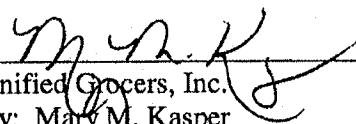
*[Remainder of page intentionally left blank]*



WHEREFORE, the Committee respectfully requests entry of an order substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZJ as counsel, *nunc pro tunc* to September 21, 2015, and granting such other and further relief as is just and proper.

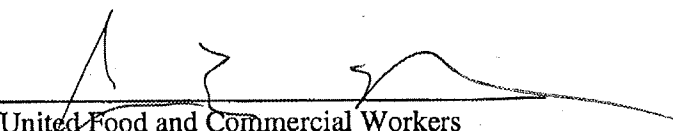
Dated: 10/22, 2015

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF HAGGEN  
HOLDINGS, LLC, ET AL.**

  
\_\_\_\_\_  
Unified Grocers, Inc.  
By: Mary M. Kasper

Solely in Unified Grocers, Inc.'s capacity as Co-Chair of the Official Committee of Unsecured Creditors of Haggen Holdings, LLC, *et al.*

and

  
\_\_\_\_\_  
United Food and Commercial Workers  
International (UFCW)  
By: James E. Blau

Solely in UFCW's capacity as Co-Chair of the Official Committee of Unsecured Creditors of Haggen Holdings, LLC, *et al.*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11	
	)		
HAGGEN HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11874 (KG)	
	)	(Jointly Administered)	
	)		
Debtors.	)		
	)		

Objection Deadline: November 6, 2015 at 4:00 p.m.  
Hearing Date: November 13, 2015 at 2:00 p.m.

**NOTICE OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER, PURSUANT TO 11 U.S.C. §§ 328 AND 1103, FED. R. BANKR. P. 2014, AND LOCAL RULE 2014-1, AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO SEPTEMBER 21, 2015**

To: (a) the Office of the United States Trustee; (b) counsel to the Debtors; (ii) counsel to the DIP Agent and the DIP Lenders and the Pre-Petition Secured Parties; and (iii) the parties requesting notice pursuant to Bankruptcy Rule 2002.

**PLEASE TAKE NOTICE** that on October 23, 2015, the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned chapter 11 cases, filed the *Application of Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to September 21, 2015* (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street,

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Haggen Holdings, LLC (7558); Haggen Operations Holdings, LLC (6341), Haggen Opco South, LLC (7257), Haggen Opco North, LLC (5028), Haggen Acquisition, LLC (7687), and Haggen, Inc. (4583). The mailing address for each of the Debtors is 2211 Rimland Drive, Bellingham, WA 98226.

Wilmington, Delaware 19801 (the "Bankruptcy Court"). A copy of the Application is attached hereto.

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the relief sought in the Application must be filed with the Bankruptcy Court on or before **November 6, 2015 at 4:00 p.m. prevailing Eastern Time.**

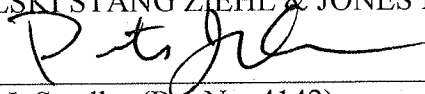
**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (a) proposed counsel for the Official Committee of Unsecured Creditors, (i) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, Attn: Bradford J. Sandler, Esquire, and (ii) Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34th Floor, New York, NY 10017, Attn: Robert J. Feinstein, Esquire; (b) proposed co-counsel to the Debtors, (i) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982, Attn: Frank A. Merola, Esquire and Sayan Bhattacharyya, Esquire, and (ii) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Matthew B. Lunn, Esquire; (c) counsel to the DIP Agent and the DIP Lenders and the Pre-Petition Secured Parties, Blank Rome LLP, 1201 Market Street, Suite 800, Wilmington, DE 19801, Attn: Regina Stango Kelbon, Esquire; and (iv) the Office of the United States Trustee, 855 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Timothy J. Fox, Esquire.

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON **NOVEMBER 13, 2015 AT 2:00 P.M. PREVAILING EASTERN TIME** BEFORE THE HONORABLE KEVIN GROSS, UNITED STATES BANKRUPTCY JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, SIXTH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.**

Dated: October 23, 2015

PACHULSKI STANG ZIEHL & JONES LLP



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Bradford J. Sandler (Bar No. 4142)

Robert J. Feinstein (NY Bar No. 1767805)

Peter J. Keane (Bar No. 5503)

919 North Market Street, 17<sup>th</sup> Floor

Wilmington, DE 19801

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: bsandler@pszjlaw.com

rfeinstein@pszjlaw.com

pkeane@pszjlaw.com

*[Proposed] Counsel to the Official Committee of  
Unsecured Creditors*

**EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	)	Chapter 11
HAGGEN HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	)	)	Case No. 15-11874 (KG)
	)	)	(Jointly Administered)
Debtors.	)	)	

**DECLARATION OF BRADFORD J. SANDLER IN SUPPORT OF  
APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
ORDER, PURSUANT TO 11 U.S.C. §§ 328 AND 1103, FED. R. BANKR. P. 2014, AND  
LOCAL BANKRUPTCY RULE 2014-1, AUTHORIZING AND APPROVING THE  
EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS NUNC PRO TUNC TO SEPTEMBER 21, 2015**

I, BRADFORD J. SANDLER, declare under penalty of perjury as follows:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), located at 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, and have been duly admitted to practice law in the state of Delaware and the United States District Court for the District of Delaware, among other jurisdictions. I am authorized to submit this declaration (the “Declaration”) in support of the *Application of Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to September 21, 2015* (the “Application”).<sup>2</sup>

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Haggen Holdings, LLC (7558); Haggen Operations Holdings, LLC (6341), Haggen Opco South, LLC (7257), Haggen Opco North, LLC (5028), Haggen Acquisition, LLC (7687), and Haggen, Inc. (4583). The mailing address for each of the Debtors is 2211 Rimland Drive, Bellingham, WA 98226.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. Neither I, the Firm, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties in interest herein, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

**Disclosure of Connections**

3. Section 1103(b) of the Bankruptcy Code does not incorporate the general “disinterestedness” standard of section 327(a) of the Bankruptcy Code. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, the estates, the professionals and the U.S. Trustee. The Firm, therefore, discloses its known connections herein.

4. The Firm has made the following investigation of disinterestedness prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, entered the names of the parties set forth on Schedule 1 attached hereto in the Firm’s database with respect to the Firm’s conflict check in these Cases.

5. Further, PSZJ represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtor and these Cases, whose members

may be creditors and/or committee members in these Cases. The Firm, however, is not representing any of those entities in these Cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

6. Based on the results of the Firm's search of its database, it appears that PSZJ does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below, with the Debtors herein, their creditors, the U.S. Trustee or any party in interest herein in the matters upon which PSZJ is to be retained, and is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code. The Firm makes the following disclosures:

- a. The Firm has represented Santa Monica Seafood, a member of the Committee, in numerous bankruptcy cases since 2009 on matters unrelated to the Debtors. In connection with the Debtors' Cases, prior to the selection of the Firm as counsel for the Committee, the Firm was retained by Santa Monica Seafood to advise it as a creditor of the Debtors. Upon being selected as counsel for the Committee, the Firm advised Santa Monica Seafood that it would no longer represent it in connection with these Cases.
- b. Upon information and belief, Alvarez & Marsal North America, LLC is a professional to the Debtors in these chapter 11 cases. The Firm currently serves as counsel to Alvarez & Marsal, LLC ("A&M") and Stan Springel ("Springel") as defendants in an adversary proceeding captioned Kennedy v. Skadden Arps Slate Meagher & Flom LLP, et al. (*In re Radnor Holdings Corp.*), Adv. Pro. No. 12-51308 (KG) and pending in the United States Bankruptcy Court for the District of Delaware (the "Radnor Adversary"). The Radnor Adversary is unrelated to the Debtors' chapter 11 cases. The Firm will not represent A&M or Springel in these Cases.

7. PSZJ and certain of its partners, of counsel, and associates represented, represent and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these Cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.



8. The Firm has represented, represents, and in the future will likely represent debtors and creditors committees in cases unrelated to the Debtors and these Cases wherein one or more of the firms representing the Debtors or other parties-in-interest serve as or will serve as professionals.

9. PSZJ is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors; and
- (c) do not have an interest materially adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

#### Compensation

10. The Firm has received no retainer from the Debtors or the Committee, nor has the Firm received any payment or promise of payment, during the one-year period prior to the Petition Date. No compensation has been paid or promised to be paid from a source other than the Debtors’ estates in these Cases. No promises have been received by the Firm nor by any partners, of counsel or associate thereof as to compensation in connection with these Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Cases, except among the partners, of counsel, and associates of

the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

11. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The current standard hourly rates for professionals and paralegals presently designated to represent the Committee are:

- |     |                  |                                 |
|-----|------------------|---------------------------------|
| (a) | Partners/Counsel | \$525.00 to \$1,145.00 per hour |
| (b) | Associates       | \$525.00 per hour               |
| (c) | Paralegals       | \$275.00 to \$305.00 per hour   |

12. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein, and the Firm will charge its standard hourly rates for their services. It is the Firm's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, Court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well

as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and in accordance with the guidelines set forth in Local Bankruptcy Rule 2014-1, and all amendments and supplemental standing orders of the Court. The Firm believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

13. Subject to Court approval, the Committee may seek to retain various professionals during the pendency of these Cases. PSZJ intends to work closely with all professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

#### **U.S. Trustee Guidelines**

14. PSZJ provides the responses listed below as a courtesy to comply with the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases (the "2013 UST Guidelines").<sup>3</sup> Pursuant to Part D1 of the 2013 UST Guidelines, PSZJ is seeking employment as counsel for the Committee under sections 328 and 1103 of the Bankruptcy Code and it hereby provides the following responses set forth below:

<b>Questions required by Part D1 of 2013 UST Guidelines:</b>	<b>Answer:</b>	<b>Further explanation:</b>
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	N/A
Do any of the professionals	No.	N/A

<sup>3</sup> See 78 Fed. Reg. 36248 (June 17, 2013).

<p>included in this engagement vary their rate based on the geographic location of the bankruptcy case?</p>		
<p>If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.</p>	<p>PSZJ did not represent the client in the 12 month period prepetition. The billing rates for PSZJ are disclosed in the Application and are subject to periodic adjustment in accordance with the Firm's practice.</p>	<p>None.</p>
<p>Has your client approved your respective budget and staffing plan, and, if so, for what budget period?</p>	<p>No.</p>	<p>PSZJ anticipates filing a budget at the time it files its interim fee applications, and any such budget it may file will be prior approved by its client. In accordance with the 2013 UST Guidelines, the budget may be amended as necessary to reflect changed circumstances or unanticipated developments.</p>

15. As to these Cases and any other case in which PSZJ may be involved, PSZJ reserves all rights regarding the scope, application, and enforceability of the 2013 UST Guidelines.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing  
is true and correct.

Dated: October 23, 2015

/s/ Bradford J. Sandler  
Bradford J. Sandler

**SCHEDULE 1**

**Debtors**

Haggen Holdings, LLC  
Haggen Opco North, LLC  
Haggen Opco South, LLC  
Haggen Acquisition, LLC  
Haggen Operations Holdings, LLC (f/k/a Haggen Acquisition II, LLC)  
Haggen, Inc.

**Directors/Officers**

William M. Shaner  
Blake Barnett  
Derrick W. Anderson  
John D. Clougher  
John Caple  
Cecilio Rodriquez  
Michael Niegsch

**Known Affiliates**

HHI Corp.  
Comvest Haggen Holdings III, LLC  
Comvest Haggen Holdings IV, LLC  
Haggen Property Holdings, LLC  
Haggen Property Holdings II, LLC  
Haggen Property Holdings III, LLC  
Haggen Fuel Holdings, LLC  
Haggen Property South, LLC  
Haggen Property North, LLC  
Haggen, SLB  
Comvest Investment Partners III, L.P.  
Comvest Investment Partners IV, L.P.  
Comvest Investment Partners IV-A, L.P.

**Bankruptcy Professionals**

Bush Strout & Kornfeld  
FTI  
Alvarez & Marsal  
Young Conaway Stargatt & Taylor, LLP  
Kurtzman Carson Consultants, LLC  
Pachulski Stang Ziehl & Jones LLP

**5% or More Equity Holders**

Comvest Investment Partners III, L.P.  
Comvest Investment Partners IV, L.P.  
Comvest Investment Partners IV-A, L.P.  
HHI Corp.  
Comvest Haggen Holdings III, LLC

Comvest Haggen Holdings IV, LLC  
Management Incentive Equity  
Haggen Holdings, LLC  
Haggen Operations Holdings, LLC  
Haggen Property Holdings, LLC  
Haggen Property Holdings II, LLC  
Haggen Property Holdings III, LLC  
Haggen Fuel Holdings, LLC  
Haggen OpCo South, LLC  
Haggen OpCo North, LLC  
Haggen Acquisition, LLC  
Haggen Property South, LLC  
Haggen Property North, LLC  
Haggen, Inc  
Haggen, SLB

**Bankruptcy Judges**

Brendan L. Shannon  
Kevin J. Carey  
Kevin Gross  
Laurie Selber Silverstein  
Christopher S. Sontchi  
Mary F. Walrath

**U.S. Trustee Office**

Andrew R. Vara  
Benjamin Hackman  
Christine Green  
David Buchbinder  
Diane Giordano  
Dion Wynn  
Edith A. Serrano  
Hannah M. McCollum  
James R. O'Malley  
Jane Leamy  
Jeffrey Heck  
Juliet Sarkessian  
Karen Starr  
Lauren Attix  
Linda Casey  
Mark Kenney  
Michael Panacio  
Michael West  
Natalie Cox  
Ramona Vinson  
Richard Schepacarter



Shakima L. Dortch  
T. Patrick Tinker  
Tiiara Patton  
Timothy J. Fox, Jr.  
Tony Murray

**Banks/Lender/UCC Lien Parties/Administrative Agents**

PNC Bank, National Association  
JPMorgan Chase Bank, N.A.  
KeyBank, N.A.  
U.S. Bank National Association  
CIT Finance LLC  
Signature Bank  
Unified Grocers, Inc.  
Nestle Dreyer'S Ice Cream Company  
Hewlett-Packard Financial Services Company  
Wells Fargo Financial Leasing, Inc.  
Harris N.A.  
American Greetings Corporation  
Papyrus-Recycled Greetings, Inc  
American Bank Note Company, as Agent for the Unites States Postal Service

**Bondholders – Indentured Trustees**

Nevada Department of Taxation  
San Diego Gas & Electric  
Southern California Edison  
City of Tacoma Public Utilities  
Southern California Gas Company  
Pacific Gas and Electric Company  
Southwest Gas Corporation  
City of Scottsdale, AZ  
UNS ELECTRIC, INC.  
City of Boulder City  
Tucson Electric Power Company  
State of Washington, Dept. of Labor & Industries  
Washington Department of Licensing  
APS (Arizona)  
City of Lompoc  
UNS Gas, Inc  
Springfield Utility Board  
NV Energy  
Los Angeles Dept of Water & Power

**Franchisees/Sublessees**

Starbucks Corporation  
J & M Distribution

Cardtronics USA, Inc.  
Peoples Bank  
Haggen, Inc.  
Top Bean, Inc.  
Wells Fargo Bank, NA  
Outerwall Inc.  
Pacific Convenience & Fuels, LLC  
Convenience Retailers, LLC  
Brumer Law Group, P.C.  
Advanced Fresh Concepts Franchise Corp.  
Haggen Opco North, LLC  
U.S. Bank National Association  
Tulloch, Brenda  
Rimmer, Joel  
Rimmer Family Enterprises, Inc.  
Haggen Opco South, LLC  
Laguna Beach Resorts LLC  
Wescom Credit Union  
Los Angeles SMSA Limited Partnership  
New Cingular Wireless PCS, LLC  
North County Farmers' Market Association  
New Albertson's, Inc.  
Compass Bank  
Reading Tree Inc.  
The Vons Companies, Inc.  
Palomar Health  
Safeway Inc.  
Frost Brown Todd LLC  
Cardivan, LLC  
Department of Motor Vehicles  
Market Gaming, LLC  
Alaska USA Federal Credit Union  
The Woods Coffee, Inc.  
The Woods Coffee  
JPMorgan Chase Bank, National Association  
Eyeco Optometry, P.S.  
ZAW Food & Beverage WA LLC  
Bank of America, National Association  
Haggen, Inc.  
The Shred Stop, LLC  
Edwin Stickle Group, Inc.  
Mercurys Madness Inc.  
Cascade Bank  
Haggen Inc.

**Landlords**

Agra Five Cities, LLC  
Allen, John Lawrence  
Alo, Andrea  
Alo, Princess  
Antone Corp.  
Bank of the West  
Bates, Ashlee  
Benis, Christopher T.  
Berger, Esther S.  
Berger, Robert E.  
Berke Enterprises, Ltd.  
Bertholf, Rick  
Bethel GARP, LLC  
BGN Fremont Square Ltd.  
Blankenship, Rudy  
Bremerton School District 100-C  
BRNK Beaverton, LLC  
BRNK Simi Valley, LLC  
Brown, Thomas A.  
Bryan, Craig  
Buckner, Esq., William D.  
Cali, Ann Marie  
Campbell, Patric  
Chang, Esq., Tim T.  
Chase, Rodney A.  
Christensen, James A.  
Close, Greg  
Cole AB Tucson AZ, LLC  
Cole MT Tucson AZ, LLC  
Coleman, Kristy  
COMM 2006-FL12 California SPE Limited Partnership  
Corriere, Paul  
Crown Valley South, L.L.C.  
Daper, Glee  
Dawson , Arthur  
Dee, John  
DS Hawk Common Square, LLC  
Emmerson, Ronald  
F.F. Fund Corp.  
FW CA - Rancho San Diego Village, LLC  
Gambriel, Clayton  
Grayson, Barclay  
Griffin, Jr., Robert E.  
Grim, Esq., Douglas R.  
HEC - RNBT LLC

Hogan, Jeff C.  
Huntley, John  
Island Ventures, L.L.C.  
January Company  
Jebbia, Philip Raymond  
Kaercher, Marv  
Kearl, Jane G  
KFT Enterprises, No. 1, L.P.  
Kipp, M. Scott  
Lakeview Business Center LLC  
Leake, Esq., Michael R.  
Levon Investments, LLC  
Li, Betty  
Li, Ronald  
Lieun LLC  
Lincoln Center  
Luo, Lanying  
Madison Lake Forest, Inc.  
Mann Investments Inc.  
Marquez, Diana  
Mayville, Jelita  
McCann, Terry  
McKinley, Inc.  
McKinnie, Michele  
Meriwest Credit Union  
MGP X Properties, LLC  
MGP X Properties, LLC,  
MGP X REIT, LLC  
Michaelsen, John E.  
Mirelis, Heidi A.  
Moattar, Esq., Kamran  
Moss, Richard F.  
Mullay, CPM, Katie  
Newbury Oaks Marketplace LLC  
Nourafshan, Jack  
Ojeda, Martha  
Ordemann, Walt  
Overbay, John J.  
PK I Olympia Square LLC  
PKII Milwaukee Marketplace LLC  
Prochelo, Michael  
Rangel, Ann  
Regency Centers Corporation  
Regency Centers, L.P.  
Regency Magi, LLC  
Richards, Dan

ROIC Oregon LLC  
ROIC Washington, LLC  
Rosenthal, Eric  
Rustin, Mary  
Sachs, Caroline  
Sackos, Gregory A.  
Scheman, Diane  
Shah, Ben  
Shockey, John  
Shooshani, Tony  
Singh, Ajendra  
Smith, E. Morris  
Smith, Kristie  
Spirit SPE HG 2015-1, LLC  
Terramar Retail Centers, LLC  
The Benenson Capital Company, LLC  
The Irvine Community Development Company LLC  
Tompkins, Nicholas  
Trails End Marketplace, LLC  
Turnpike Center, LLC  
Ukkestad, Dan  
Van Eyck, Elizabeth  
Vestar California XXI, L.L.C.  
Weinberg, Esq., Jed L.  
Weingarten Nostat, Inc.  
Whitaker, Laura  
Whitestone Terravita Marketplace, LLC  
Wiesenthal, Mark  
Williams, Deborah  
Williams, Sharon  
Wolff, Kara  
Wolfson, Esq., Ken  
Zurzolo, Esq., Debby

**Litigation**

Albertson's Holdings LLC  
Albertson's LLC  
Kersey, Noel  
Olson, Richard  
Osborn, Simeon J.

**Unions**

UFCW 367  
UFCW 555  
BCTGM 9  
BCTGM 114

TEAMSTERS 38  
UFCW 21  
UFCW 1439  
UFCW 770  
UFCW 135  
UFCW 324  
UFCW 8  
UFCW 1167  
UFCW 1428  
UFCW 1442  
UFCW 99  
UFCW 711  
BAKERS 37  
BAKERS 31  
SEIU 1877

**Members of the Official Committee of Unsecured Creditors**

Unified Grocers, Inc.  
PepsiCo, Inc.  
Starbuck's  
Santa Monica Seafood  
United Food and Commercial Workers International  
Valassis Communications Inc.  
Valassis Direct Mail, Inc.  
Spirit SPE HG 2015-1, LLC; c/o Spirit SPE Manager, LLC

**Notice of Appearance Parties**

Fairview Center, L.L.C.  
Kimco Realty Corporation  
Moss Building I, LLC  
Moss Building II, LLC  
Moss Building V, LLC  
Palm Desert Ltd.  
Rite Aid Corporation  
Supervalu Inc.  
The Irvine Company LLC  
The Terra Nova Group, LP  
Weingarten Realty Investors  
Anheuser-Busch Companies, Inc.  
Dale Henley  
Donahue Schriber Realty Group, L.P.  
GIG TCG Wave Master Property Owner LLC  
Hilco Merchant Resources, LLC  
Ocean Beauty Seafoods LLC  
Pitch, Inc.  
ROIC California, LLC

T.G.F. Company  
Woodman Construction, Inc.  
XL Insurance America, Inc.  
Greenwich Insurance Company

**Top 30 Creditors**

NIFIED GROCERS - CORPORATE  
TOPCO ASSOCIATES INC  
MERLONE GEIER  
DALE C. HENLEY  
CHARLIES PRODUCE INC  
MONEYGRAM  
PEPSI-COLA.  
COCA COLA  
DPI SPECIALTY FOODS  
FINTECH  
SUPERVALU INC  
STEVE JULIUS CONSTRUCTION INC  
MGP X PROPERTIES LLC  
FRITO LAY INCORPORATED  
STARBUCKS CORPORATION  
DESIGN FABRICATIONS  
WOODMAN CONSTRUCTION INC  
SANTA MONICA SEAFOOD  
TNG GP.  
BUNZL SEATTLE  
PALISADES MEDIAGROUP  
BON SUISSE  
FRANZ FAMILY BAKERIES  
MONDELEZ GLOBAL LLC  
ELEVEN WESTERN BUILDERS INC.  
BIMBO BAKERIES USA  
MISSION FOODS  
OCEAN BEAUTY SEAFOODS LLC  
COLUMBIA DISTRIBUTING CO  
ALBERTSON'S LLC  
ALBERTSON'S HOLDINGS LLC

**EXHIBIT B**



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)	
In re:	)	Chapter 11
	)	
HAGGEN HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11874 (KG)
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	

**DECLARATION OF COMMITTEE CO-CHAIRS IN SUPPORT OF  
APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
ORDER, PURSUANT TO 11 U.S.C. §§ 328 AND 1103, FED. R. BANKR. P. 2014, AND  
LOCAL BANKRUPTCY RULE 2014-1, AUTHORIZING AND APPROVING THE  
EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS *NUNC PRO TUNC TO SEPTEMBER 21, 2015***

MARY M. KASPER and JAMES E. BLAU, AS COMMITTEE CO-CHAIRS, declare under penalty of perjury as follows:

1. I, Mary M. Kasper, am Senior Vice President, General Counsel and Secretary of Unified Grocers, Inc. ("Unified Grocers"). Unified Grocers is a member of the Official Committee of Unsecured Creditors (the "Committee") appointed in the bankruptcy cases (the "Cases") of the above-captioned debtors (collectively the "Debtors"). I have been selected as a Co-Chair of the Committee and am authorized to submit this declaration (the "Declaration") in support of the *Application of Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Haggen Holdings, LLC (7558); Haggen Operations Holdings, LLC (6341), Haggen Opco South, LLC (7257), Haggen Opco North, LLC (5028), Haggen Acquisition, LLC (7687), and Haggen, Inc. (4583). The mailing address for each of the Debtors is 2211 Rimland Drive, Bellingham, WA 98226.

*LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to September 21, 2015* (the "Application").<sup>2</sup>

2. I, James E. Blau, am CFA, Director, for United Food and Commercial Workers International ("UFCW"). UFCW is a member of the Committee. I have been selected as a Co-Chair of the Committee and am authorized to submit this Declaration in support of the Application.

**The Committee's Selection of PSZ&J as Counsel**

3. Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

4. On September 21, 2015, the United States Trustee for Region 3 appointed the Committee to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code. The members appointed to the Committee are: (i) Unified Grocers, Inc., (ii) PepsiCo, Inc., (iii) Starbucks, (iv) Santa Monica Seafood, (v) United Food and Commercial Workers International ("UFCW"), (vi) Valassis Communications, Inc., Valassis Direct Mail, Inc., and (vi) Spirit SPE HG 2015-1, LLC; c/o Spirit SPE Manager, LLC. The *Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 126] was filed on September 21, 2015.

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

5. On September 21, 2015, the Committee held its initial meeting and, among other things, voted to retain the Firm as its counsel, subject to Court approval. In addition to PSZJ, the Committee interviewed several other law firms. The Committee believes that PSZJ's extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to continue to retain PSZ&J as the Committee's counsel during these chapter 11 cases.

#### **Rate Structure**

6. In our capacities as Committee Co-Chairs, we are responsible, along with the other committee members, for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZJ.

#### **Cost Supervision**

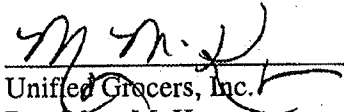
7. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of a large chapter 11 case like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. The members of the Committee

further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that PSZJ regularly submits, and, together with PSZJ, periodically amend any budget and staffing plans, as the case develops.

Pursuant to 28 U.S.C. § 1746, we declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.


Dated: 10/22, 2015

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF HAGGEN  
HOLDINGS, LLC, ET AL.**

  
\_\_\_\_\_  
Unified Grocers, Inc.  
By: Mary M. Kasper

Solely in her capacity as Co-Chair of the Official  
Committee of Unsecured Creditors of Haggen  
Holdings, LLC, *et al.*

and

  
\_\_\_\_\_  
United Food and Commercial Workers International  
By: James E. Blau

Solely in his capacity as Co-Chair of the Official  
Committee of Unsecured Creditors of Haggen  
Holdings, LLC, *et al.*

**EXHIBIT C**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
HAGGEN HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 15-11874 (KG)
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	<b>Related Docket No.</b> _____

**ORDER AUTHORIZING AND APPROVING THE RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO SEPTEMBER 21, 2015**

Upon the *Application of Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to September 21, 2015* (the "Application");<sup>2</sup> and upon the Declaration of Bradford J. Sandler and the Declaration of Committee Co-Chairs filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and the Committee having provided adequate and appropriate notice of

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Haggen Holdings, LLC (7558); Haggen Operations Holdings, LLC (6341), Haggen Opco South, LLC (7257), Haggen Opco North, LLC (5028), Haggen Acquisition, LLC (7687), and Haggen, Inc. (4583). The mailing address for each of the Debtors is 2211 Rimland Drive, Bellingham, WA 98226.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application or Sandler Declaration.

the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor; and it appearing to the Court that the Application should be approved,

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED.
2. The Committee is hereby authorized to retain and employ PSZJ as counsel to the Committee pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, *nunc pro tunc* to September 21, 2015.
3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Cases in compliance with the applicable provisions of the Bankruptcy Code, including section 330 of the Bankruptcy Code, the Bankruptcy Rules, and any applicable procedures and orders of this Court.
4. PSZJ is authorized to render professional services to the Committee as described in the Application.
5. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2015

\_\_\_\_\_  
The Honorable Kevin Gross  
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

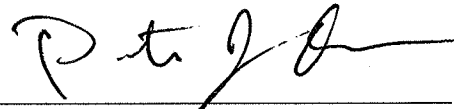
In re: ) Chapter 11  
 )  
HAGGEN HOLDINGS, LLC, *et al.*, ) Case No. 15-11874 (KG)  
 )  
Debtors. ) (Jointly Administered)

**CERTIFICATE OF SERVICE**

I, Peter J. Keane, hereby certify that on the 23<sup>rd</sup> day of October, 2015, I caused a copy of the following documents to be served on the individuals on the attached service list in the manner indicated:

**Notice of Application of Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to September 21, 2015;**

**Application of Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to September 21, 2015; Exhibits A through C.**



\_\_\_\_\_  
Peter J. Keane (Bar No. 5503)



Haggen Holdings, LLC 2002 Regular  
Service List  
Case No. 15-11874 (KG)  
Document No. 201983  
01 – Interoffice  
01 – Email  
26 – Hand Delivery  
60 –First Class

(Counsel to the Official Committee of  
Unsecured Creditors)  
Bradford J. Sandler, Esquire  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 17thFloor  
Wilmington, DE 19801

**Interoffice Delivery**  
(Counsel to The Official Committee of  
Unsecured Creditors)  
Robert J. Feinstein, Esquire  
Pachulski Stang Ziehl & Jones LLP  
780 Third Avenue, 34thFloor  
New York, NY 10017-2024

**Email Delivery Only**  
[cparnell@dunnarney.com](mailto:cparnell@dunnarney.com)  
(Counsel to ROIC Washington, LLC, ROIC  
California, LLC and ROIC Oregon, LLC)  
Christopher L. Parnell, Esquire  
Dunn Carney Allen Higgins & Tongue LLP

**Hand Delivery**  
(US Trustee)  
Timothy Jay Fox, Jr., Esquire  
Office of the United States Trustee  
U. S. Department of Justice  
844 King Street, Suite 2207  
Lockbox #35  
Wilmington, DE 19801

**Hand Delivery**  
(Counsel to Debtors)  
Ian J Bambrick, Esquire  
Ashley E. Jacobs, Esquire  
Matthew Barry Lunn, Esquire  
Young Conaway Stargatt & Taylor, LLP  
1000 North King Street  
Wilmington, DE 19801

**Hand Delivery**  
(Counsel to Unified Grocers, Inc.)  
Mark S. Chehi, Esquire  
Dain A. De Souza, Esquire  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899-0636

**Hand Delivery**  
(Counsel to Kimco Realty Corporation)  
Rachel B. Mersky, Esquire  
Monzack Mersky McLaughlin and Browder,  
P.A.  
1201 North Orange Street, Suite 400  
Wilmington, DE 19801

**Hand Delivery**  
(Counsel to Rite Aid Corporation; Spirit  
SPE HG 2015-1, LLC; Fairview Center,  
L.L.C.; The Colonies-Pacific 17, LLC; and  
Redwood Santana LLC)  
Matthew G. Summers, Esquire  
Leslie C. Heilman, Esquire  
Ballard Spahr LLP  
919 North Market Street, 11th Floor  
Wilmington, DE 19801

**Hand Delivery**  
(Counsel to PNC Bank, National  
Association)  
Regina Stango Kelbon, Esquire  
Blank Rome LLP  
1201 Market Street, Suite 800  
Wilmington, DE 19801

**Hand Delivery**

(Counsel to Supervalu Inc.)  
William P. Bowden, Esquire  
F. Troupe Mickler, IV, Esquire  
Ashby & Geddes, P.A.  
500 DE Avenue, 8thFloor  
P.O. Box 1150  
Wilmington, DE 19899

**Hand Delivery**

(Counsel to CIT Finance LLC)  
Garvan F. McDaniel, Esquire  
Hogan ♦ McDaniel  
1311 DE Avenue  
Wilmington, DE 19806

**Hand Delivery**

(Counsel to GIG TCG Wave Master  
Property Owner LLC)  
Mary F. Caloway, Esquire  
Buchanan Ingersoll & Rooney PC  
919 North Market Street, Suite 1500  
Wilmington, DE 19801

**Hand Delivery**

(Counsel to Hilco Merchant Resources,  
LLC)  
Michael J. Custer, Esquire  
Pepper Hamilton LLP  
Hercules Plaza, Suite 5100  
1313 North Market Street  
P.O. Box 1709  
Wilmington, DE 19801-1709

**Hand Delivery**

(Counsel to Haggen Property Holdings,  
LLC; Haggen Property Holdings II, LLC;  
Haggen Property Holdings III, LLC; Haggen  
Property South, LLC and Haggen Property  
North, LLC)  
Kevin J. Mangan, Esquire  
Womble Carlyle Sandridge & Rice, LLP  
222 DE Avenue, Suite 1501  
Wilmington, DE 19801

**Hand Delivery**

(Counsel to The United Food & Commercial  
Workers International Union)  
Susan E. Kaufman, Esquire  
The Law Office of Susan E. Kaufman, LLC  
919 North Market Street, Suite 460  
Wilmington, DE 19801

**Hand Delivery**

(Counsel to Trails Village Center Company)  
Ricardo Palacio, Esquire  
Benjamin W. Keenan, Esquire  
Ashby & Geddes, P.A.  
500 DE Avenue, 8<sup>th</sup>Floor  
Wilmington, DE 19899

**Hand Delivery**

(Counsel to MoneyGram Payment Systems,  
Inc.)  
Gary D. Bressler, Esquire  
McElroy, Deutsch, Mulvaney & Carpenter,  
LLP  
300 DE Ave., Suite 770  
Wilmington, DE 19801

**Hand Delivery**

(Counsel to Convenience Retailers, LLC and  
Pacific Convenience Fuels LLC)  
Karen B. Skomorucha Owens, Esquire  
Ashby & Gedders, P.A.  
500 DE Avenue, 8<sup>th</sup> Floor  
Wilmington, DE 19899

**Hand Delivery**

(Counsel to Stewart's Food Inc.)  
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