

for the District of Delaware, dated as of February 29, 2012 (the “**Amended Standing Order**”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and procedural predicates for the relief sought herein are sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-2.

BACKGROUND

2. On September 8, 2015 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

3. The Debtors have continued in possession of their properties and have continued to operate and maintain their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On September 21, 2015, the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**Committee**”) pursuant to section 1102 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner in these chapter 11 cases.

5. Additional information about the Debtors’ business and the events leading up to the Petition Date can be found in the *Declaration of Blake Barnett in Support of Debtors’ Chapter 11 Petitions and First Day Motions* [Docket No. 15] (the “**First Day Declaration**”),² which is incorporated herein by reference.

6. The Debtors filed their Schedules of Assets and Liabilities (collectively, the “**Schedules**”) and Statements of Financial Affairs (collectively, the “**SOFAs**”) on October

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

12, 2015. The Debtors propose to give all known entities holding potential Claims (as defined below) and other parties in interest at least thirty (30) days' notice of the Bar Dates,³ which will provide such parties with ample time to review the Schedules and their own records and file a proof of claim in these chapter 11 cases if necessary.

RELIEF REQUESTED

7. By this Motion, the Debtors request that the Court enter the Bar Date Order, (i) establishing the deadline and related procedures for filing Proofs of Claim in these chapter 11 cases and (ii) approving the form and manner of notice thereof.

BASIS FOR RELIEF

A. The Bar Dates

8. In order for the Debtors to fully administer their chapter 11 estates, the Debtors must obtain complete and accurate information regarding the nature, validity, and amount of all claims that will be asserted in these chapter 11 cases.

9. The timing of filing of proofs of claim in a chapter 11 case generally is governed by Bankruptcy Rule 3003(c)(3), which provides in relevant part: “[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed.” Fed. R. Bankr. P. 3003(c)(3). Moreover, Bankruptcy Rule 3003(c)(2) provides that any creditor who asserts a claim against a debtor that (a) is not scheduled or (b) is scheduled as disputed, contingent, or unliquidated must file a proof of claim by a bar date fixed by the Court, or such creditor shall not be treated as a creditor with respect to such claim for voting and distribution purposes. See Fed. R. Bankr. P. 3003(c)(2).

³ Capitalized terms used but not yet defined herein shall have the meanings ascribed to such terms below.

10. **General Bar Date.** By this Motion, the Debtors request that, pursuant to the Bar Date Order, the Court establish **5:00 p.m. (prevailing Eastern Time) on the date which is forty-five (45) days after the Service Date** (the “**General Bar Date**”) as the deadline for each person or entity⁴ (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), with the exception of governmental units, to file a proof of claim (each, a “**Proof of Claim,**” and collectively, “**Proofs of Claim**”) in respect of a prepetition claim, as defined in section 101(5) of the Bankruptcy Code (each, a “**Claim,**” and collectively, “**Claims**”), including, without limitation, secured claims and priority claims against the Debtors and their estates.

11. Within five (5) business days of the entry of the Bar Date Order, the Debtors will serve upon all known entities holding potential Claims, through the claims and noticing agent in these chapter 11 cases, Kurtzman Carson Consultants LLC (“**KCC**”), a Proof of Claim form, in a form substantially similar to the Proof of Claim form annexed as Exhibit 1 to the Bar Date Order (the “**Proof of Claim Form**”), and a notice of the Bar Date Order, in a form substantially similar to the notice annexed as Exhibit 2 to the Bar Date Order (the “**Bar Date Notice,**” and together with the Proof of Claim Form, the “**Bar Date Package**”). The date upon which the Debtors commence service of the Bar Date Package is referred to herein as the “**Service Date.**”

12. **The Debtors request that the Court establish the General Bar Date as 5:00 p.m. (prevailing Eastern Time) on the date which is forty-five (45) days after the Service Date.** This will ensure that potential creditors receive approximately forty-five (45) days’ notice after the Service Date for creditors (other than governmental units) to file their

⁴ For purposes of this Motion, “entity” (or “entities”) shall have the meaning set forth in section 101(15) of the Bankruptcy Code.

Claims in these chapter 11 cases. Moreover, on the Service Date, the Debtors will file on the docket of these chapter 11 cases a copy of the Bar Date Notice that specifies the actual date of the General Bar Date.

13. **Government Bar Date.** Section 502(b)(9) of the Bankruptcy Code provides that the “claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the Federal Rules of Bankruptcy Procedure may provide. . . .” 11 U.S.C. § 502(b)(9). The Debtors further propose that the Court establish **March 7, 2016 at 5:00 p.m. (prevailing Eastern Time)** (the “**Government Bar Date**”)⁵ as the deadline for all governmental units⁶ to file a Proof of Claim in these chapter 11 cases on account of alleged Claims.

14. **Amended Schedules Bar Date.** In the event that the Debtors amend or supplement their Schedules, the Debtors shall give notice of any such amendment or supplement to the holders of Claims affected thereby. Pursuant to Local Rule 1009-2, the deadline for any such holders to file a Proof of Claim on account of its affected Claim shall be **the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the Debtors provide notice to the holder of the amendment** (the “**Amended Schedules Bar Date**”).

15. **Rejection Bar Date.** Certain entities may assert Claims (each, a “**Rejection Damages Claim**”) in connection with the Debtors’ rejection of executory contracts and/or unexpired leases pursuant to section 365 of the Bankruptcy Code. The Debtors propose that, except as otherwise provided by another order of the Court, any person or entity (including,

⁵ One-hundred eighty (180) days from the Petition Date is Sunday, March 6, 2016. Pursuant to Bankruptcy Rule 9006, the next business day for the purposes of establishing the Government Bar Date is Monday, March 7, 2016.

⁶ For purposes of this Motion, “governmental unit” (or “governmental units”) shall have the meaning set forth in section 101(27) of the Bankruptcy Code.

without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that asserts a Rejection Damages Claim must file a Proof of Claim based on such rejection by **the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days following the entry of the order approving the rejection of an executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party** (the “**Rejection Bar Date**,” and collectively with the General Bar Date, the Government Bar Date, and the Amended Schedules Bar Date, each a “**Bar Date**,” and collectively, the “**Bar Dates**”). Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a Claim (other than a Rejection Damages Claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, unless such party is expressly excluded from filing a Proof of Claim, must file a Proof of Claim for such amounts on or before the applicable Bar Date or such party shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

16. Establishing the Bar Dates will enable the Debtors to receive, process, and begin their analysis of Claims in a timely and efficient manner and to expeditiously administer these chapter 11 cases. The Debtors submit that based on the procedures set forth below, the proposed Bar Dates will give creditors ample opportunity to prepare and file Proofs of Claim.

B. The Proposed Procedures for Filing Proofs of Claim

17. Pursuant to the Bar Date Order, the Debtors propose the following procedures for filing Proofs of Claim:

- (a) A Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date; (iii) conform substantially to the Proof of Claim Form or Official

Bankruptcy Form No. 10 (“**Official Form 10**”);⁷ (iv) set forth with specificity the legal and factual basis for the alleged Claim; (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

- (b) A Proof of Claim shall be deemed timely filed only if the Proof of Claim is **actually received** by KCC on or before the applicable Bar Date: (i) by completing the electronic proof of claim form on KCC’s website at www.kccllc.net/haggen or (ii) by mail or hand, courier, or overnight delivery at the following address:

Haggen Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

- (c) Any creditor or interest holder that electronically files a proof of claim or interest shall retain such proof of claim or interest (and supporting documents) with an original signature for a period of not less than two (2) years from the date the proof of claim or interest is electronically filed.
- (d) Proofs of Claim sent by facsimile, telecopy, or electronic mail will not be accepted.

C. Parties Required to File Proofs of Claim by the Bar Dates

18. The Debtors propose that each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be treated as a creditor with respect to such Claim for the purposes of voting and distribution under any plan confirmed in these chapter 11 cases and shall not be entitled to receive further notices in these chapter 11 cases regarding such Claim:

- (a) any entity whose Claim against the Debtors is not listed in the Schedules or whose Claim is listed in the Schedules but is listed therein as disputed, contingent, and/or unliquidated;
- (b) any entity that believes that its Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its

⁷ Official Form 10 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.

Claim allowed in a classification or amount other than that identified in the Schedules; and

- (c) any entity that believes that its Claim as listed in the Schedules is not an obligation of the specific Debtor against which the Claim is listed and that desires to have its Claim allowed against a Debtor other than that identified in the Schedules.

D. Parties Not Required to File Proofs of Claim by the Bar Dates

19. Pursuant to the Bar Date Order, the following persons or entities whose Claims would otherwise be subject to a Bar Date need **not** file a Proof of Claim on or before the applicable Bar Date with respect to the Claims described below:

- (a) Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” and/or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules, and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- (b) Any person or entity whose Claim has been paid in full by the Debtors;
- (c) Any person or entity asserting a claim under section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty (20) days of the Petition Date, whose claim shall be governed by the 503(b)(9) Claim Bar Date Order;⁸
- (d) Professionals retained by the Debtors or the Committee pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (e) Any non-debtor subsidiary of the Debtors;
- (f) Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;

⁸ On October 13, 2015, the Court entered the *Final Order, Pursuant to Sections 105(a), 363(b), 503(b), 1107(a) and 1108 of the Bankruptcy Code, (I) Authorizing the Debtors to Pay Certain Prepetition Claims (A) Arising Under the Perishable Agricultural Commodities Act and the Packers and Stockyards Act of 1921, (B) of Lien Vendors, and (C) of Critical Vendors and Service Providers, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, (III) Establishing Exclusive Procedures for the Assertion, Resolution, Allowance, and Satisfaction of Claims Arising Under Section 503(b)(9) of the Bankruptcy Code, and (IV) Granting Certain Related Relief* [Docket No. 387] (the “**503(b)(9) Claim Bar Date Order**”), which established the exclusive procedures for the assertion, resolution, and satisfaction of claims asserted pursuant to section 503(b)(9) of the Bankruptcy Code.

- (g) The Secured Parties⁹ (as defined in the Final DIP Order) on account of any Claims allowed pursuant to the Final DIP Order;
- (h) Any holder of a Claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which Claims will be subject to a separate bar date;
- (i) Any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- (j) Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court;
- (k) Any entity that holds an interest in the Debtors, whose interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies; and
- (l) Any holder of a Claim who has already properly filed a Proof of Claim with KCC or the Clerk of the United States Bankruptcy Court for the District of Delaware on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10.

20. *Any person or entity that relies on the Schedules has the responsibility to determine that the Claim is accurately listed in the Schedules.*

E. Consequences of Failure to File a Proof of Claim

21. Pursuant to Bankruptcy Rule 3003(c)(2), the Debtors request that any holder of a Claim against the Debtors, other than those not required to file a Proof of Claim pursuant to the Bar Date Order, who fails to file a Proof of Claim on or before the applicable Bar

⁹ For purposes of this Motion and the Bar Date Order, “Secured Parties” shall have the meaning set forth in that certain *Order (I) Authorizing the Debtor Loan Parties to (A) Obtain Postpetition Financing on a Final Basis and (B) Utilize Cash Collateral of Pre-Petition Secured Parties on a Final Basis, (II) Authorizing Debtor Haggen Holdings, LLC to Enter into Certain Related Transactions, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief, Pursuant to 11 U.S.C. Sections 105, 361, 362, 363(c), (d) & (e), 364(c), 364(d)(1), 364(e) and 507(b)* (the “**Final DIP Order**”), entered by the Bankruptcy Court on October 15, 2015 [Docket 449].

Date not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices in these chapter 11 cases regarding such Claim.

F. Notice of the Bar Dates and Bar Date Order

22. Pursuant to the Bar Date Order and Bankruptcy Rule 2002(a)(7),¹⁰ the Debtors propose to serve, through KCC, the Bar Date Package by first-class mail upon the following parties (collectively, the “**Notice Parties**”):

- (a) the U.S. Trustee;
- (b) proposed counsel to the Committee;
- (c) all known holders of Claims listed on the Schedules at the addresses stated therein;
- (d) all parties known to the Debtors as having potential Claims against the Debtors’ estates as of the Bar Date and their counsel (if known);
- (e) all known equity security holders of the Debtors;
- (f) all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of the entry of the Bar Date Order);
- (g) counsel to the Secured Parties;
- (h) all counterparties to any of the Debtors’ executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
- (i) the attorneys of record to all parties to litigation pending against the Debtors as of the date of the entry of the Bar Date Order;
- (j) all environmental authorities listed in the SOFAs, as required by Local Rule 2002-1(e);
- (k) the United States Attorney’s Office for the District of Delaware and the state attorneys general for the jurisdictions in which the Debtors do business;

¹⁰ Bankruptcy Rule 2002(a)(7) states that “the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 21 days’ notice by mail of . . . the time fixed for filing proofs of claim pursuant to [Bankruptcy] Rule 3003(c).”

- (l) the Internal Revenue Service and all taxing and regulatory authorities for the jurisdictions in which the Debtors do business; and
- (m) the Securities and Exchange Commission.

23. After the initial mailing of the Bar Date Package, the Debtors anticipate that it may be appropriate to make supplemental mailings of notices in a number of situations, including in the event that (a) notices are returned by the post office with forwarding addresses (unless notices are returned as “return to sender” without a forwarding address, in which case the Debtors should not be required to mail additional notices to such creditors), (b) certain parties acting on behalf of parties in interest decline to pass along notices to such interested parties and instead return such interested parties’ names and addresses to the Debtors for direct mailing by the Debtors, and (c) additional potential claimants subsequently become known to the Debtors as a result of the Bar Date noticing process or otherwise.

24. In this regard, the Debtors request that the Court permit them, with the assistance of KCC, to make supplemental mailings of the Bar Date Package in these and similar circumstances at any time in advance of the Bar Date, with any such mailings being deemed timely and the relevant Bar Date being applicable to recipient creditors. The Debtors believe that these proposed supplemental mailings will help provide actual notice to known creditors wherever practicable, while at the same time preserving the integrity of the applicable Bar Date.

25. On or before the Service Date, the Debtors also will post the Proof of Claim Form and the Bar Date Notice on the website established by KCC for the Debtors’ chapter 11 cases (www.kccllc.net/haggen).

26. The proposed Bar Date Notice notifies the parties of the Bar Dates and contains information regarding who must file a Proof of Claim, the procedure for filing a Proof

of Claim, the consequences of a failure to timely file a Proof of Claim, and where parties can find further related information.

27. In the interest of ensuring that all creditors receive notice of the Bar Dates, the Debtors have determined that it would be prudent and in the best interest of their estates to give supplemental notice by publication. Thus, in accordance with Bankruptcy Rule 2002(1), the Debtors seek authority to publish the Bar Date Notice, modified for publication in substantially the form annexed as Exhibit 3 to the Bar Date Order (the “**Publication Notice**”), once in the *Wall Street Journal*, western edition, and once in the *Los Angeles Times* on or before twenty-one (21) days prior to the General Bar Date, thus satisfying the requirements of Bankruptcy Rule 2002(a)(7). The Publication Notice will include a telephone number that creditors may call and a website that they may visit to obtain copies of the Proof of Claim Form, and information concerning the procedures for filing Proofs of Claim in these chapter 11 cases.

G. The Proof of Claim Form

28. The Debtors, with the assistance of KCC, have prepared the Proof of Claim Form annexed as Exhibit 1 to the Bar Date Order. The Proof of Claim Form substantially conforms to Official Form 10, but is tailored to these chapter 11 cases. The substantive modifications to the Official Form 10 proposed by the Debtors include indicating how the Debtors have identified each creditor’s respective claim on the Schedules, including the amount of the claim, type of Claim held by such creditor (i.e., non-priority unsecured, priority unsecured, secured), and whether the claim has been listed as contingent, unliquidated, and/or disputed.

29. When sent to a creditor, the Proof of Claim Form will be further customized (to the extent possible) to contain certain information about the creditor. Any entity that relies on the information in the Schedules will bear full and absolute responsibility for determining that its Claim is accurately listed therein.

H. Claims Agent

30. On September 10, 2015, the Court entered an order [Docket No. 46] authorizing KCC to serve as the claims and noticing agent with respect to these chapter 11 cases. In that capacity, KCC is responsible for, among other things, maintaining the database containing the Schedules and cataloguing any Proofs of Claim filed in these chapter 11 cases.

31. To facilitate and coordinate the Claims reconciliation and Bar Date Notice functions, KCC will mail the Proof of Claim Form, together with the Bar Date Notice, to the parties described above. This will ensure that each creditor whose Claim is listed on the Schedules will receive a “personalized” Proof of Claim Form printed with the appropriate creditor’s name and facilitate the matching of scheduled and filed Claims and the Claims reconciliation process.

I. The Proposed Bar Date and Notice Procedures Are Reasonably Calculated to Provide Due and Proper Notice

32. Bankruptcy Rule 2002(a)(7) provides that debtors must provide at least twenty-one (21) days’ notice by mail of the deadline to file proofs of claim. In addition, Bankruptcy Rule 2002(p)(2) requires debtors to provide thirty (30) days’ notice to creditors with a foreign address.

33. Bankruptcy Rule 3002(c)(1) provides that “[a] proof of claim filed by a governmental unit . . . is timely filed if it is filed not later than 180 days after the date or the order for relief.” Fed. R. Bankr. P. 3002(c)(1).

34. The Debtors submit that the Bar Dates and notice procedures proposed and described herein comply with the Bankruptcy Rules and provide sufficient time for all parties in interest to assert any Claims. Further, because the proposed procedures will provide notice to all known parties in interest by mail and notice to any unknown parties in interest by

publication, the Debtors submit that the proposed notice procedures are reasonably calculated to provide notice to all parties that may wish to assert a Claim in these chapter 11 cases.

35. Also, as previously noted, KCC will post the Proof of Claim Form, along with instructions for filing Proofs of Claim, on the website established for these chapter 11 cases (www.kccllc.net/haggen). The Bar Date Notice will also provide that the Debtors' Schedules may be accessed through the same website or by contacting KCC by calling (877) 634-7180 (toll free) or 424-236-7225 (international callers). Therefore, the Debtors submit that no further or other notice of the Bar Dates is necessary and that the proposed notice procedures set forth herein provide due and proper notice of the Bar Dates.

36. Accordingly, the Debtors submit that the relief requested herein is necessary, in the best interests of the Debtors and their estates, and should be granted.

NOTICE

37. Notice of this Motion will be provided to: (i) the U.S. Trustee; (ii) proposed counsel to the Committee; (iii) counsel to the Debtors' pre-petition and post-petition lenders; and (iv) all parties that, as of the filing of this Motion, have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

NO PRIOR REQUEST

38. The Debtors have not previously sought the relief requested herein from this or any other Court.

CONCLUSION

WHEREFORE, the Debtors request entry of the Bar Date Order, granting the relief requested herein and such other and further relief as is just and proper.

Dated: October 20, 2015
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ashley E. Jacobs

Matthew B. Lunn (No. 4119)
Robert F. Poppiti, Jr. (No. 5052)
Ian J. Bambrick (No. 5455)
Ashley E. Jacobs (No. 5635)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1256

-and-

STROOCK & STROOCK & LAVAN LLP
Frank A. Merola
Sayan Bhattacharyya
Matthew G. Garofalo
180 Maiden Lane
New York, New York 10038
Telephone: (212) 806-5400
Facsimile: (212) 806-6006

*COUNSEL TO THE DEBTORS
AND DEBTORS-IN-POSSESSION*