

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE					VOLUNTARY PETITION						
Name of Debtor (if individual, enter Last, First, Middle): <b>Haggen Holdings, LLC</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>27-4647558</b>					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):						
Street Address of Debtor (No. and Street, City, and State): <b>2211 Rimland Drive Bellingham, Washington</b> <span style="float: right;">ZIP CODE <b>98226</b></span>					Street Address of Joint Debtor (No. and Street, City, and State):  <span style="float: right;">ZIP CODE</span>						
County of Residence or of the Principal Place of Business: <b>Whatcom County</b>					County of Residence or of the Principal Place of Business:						
Mailing Address of Debtor (if different from street address):  <span style="float: right;">ZIP CODE</span>					Mailing Address of Joint Debtor (if different from street address):  <span style="float: right;">ZIP CODE</span>						
Location of Principal Assets of Business Debtor (if different from street address above):  <span style="float: right;">ZIP CODE</span>											
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding							
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.							
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).						
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										<b>THIS SPACE IS FOR COURT USE ONLY</b>	
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000											
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001-\$100,000 <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$500,001-\$1 million <input type="checkbox"/> \$1,000,001-\$10 million <input type="checkbox"/> \$10,000,001-\$50 million <input checked="" type="checkbox"/> \$50,000,001-\$100 million <input type="checkbox"/> \$100,000,001-\$500 million <input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> More than \$1 billion											
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001-\$100,000 <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$500,001-\$1 million <input type="checkbox"/> \$1,000,001-\$10 million <input checked="" type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$50,000,001-\$100 million <input type="checkbox"/> \$100,000,001-\$500 million <input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> More than \$1 billion											

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Haggen Holdings, LLC</b>
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)		
Location Where Filed: <b>N/A</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)		
Name of Debtor: <b>See Schedule 1.</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
<b>Exhibit D</b>		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.		
<b>Information Regarding the Debtor—Venue</b> (Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.		
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.		
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
_____		
(Name of landlord that obtained judgment)		
_____		
(Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and		
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.		
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Haggen Holdings, LLC</b>	
<b>Signatures</b>			
<b>Signature(s) of Debtor(s)</b> (Individual/Joint)		<b>Signature of a Foreign Representative</b>	
I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)	
<input checked="" type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.		<input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.	
X _____ Signature of Debtor		X _____ (Signature of Foreign Representative)	
X _____ Signature of Joint Debtor		_____ (Printed Name of Foreign Representative)	
_____ Telephone Number (if not represented by attorney)		_____ Date	
_____ Date		<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b>	
X _____ Signature of Attorney*		I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.	
X _____ Signature of Attorney for Debtor(s)		_____ Printed Name and title, if any, of Bankruptcy Petition Preparer	
Matthew B. Lunn (No. 4119) YOUNG CONAWAY STARGATT & TAYLOR, LLP Rodney Square 1000 N. King Street Wilmington, Delaware 19801 (302) 571-6600		_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)	
Date: September 8, 2015		_____ Address	
*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.		X _____ Signature	
<b>Signature of Debtor (Corporation/Partnership)</b>		_____ Date	
I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.		Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.	
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.		Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.	
X _____ Blake Barnett Title: Chief Financial Officer		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.	
Date: September 8, 2015		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	

**SCHEDULE 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”), including the Debtor in this chapter 11 case, will file or has filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only under the case number assigned to the chapter 11 case of Haggen Holdings, LLC.

- Haggen Holdings, LLC (Lead Debtor)
- Haggen Acquisition, LLC
- Haggen, Inc.
- Haggen Opco South, LLC
- Haggen Opco North, LLC
- Haggen Operations Holdings, LLC

**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-_____ (____)
Debtors.	)	(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS  
OF HAGGEN HOLDINGS, LLC**

The following lists the equity security holders of Haggen Holdings, LLC as of the date hereof. This list is being filed pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Haggen Holdings, LLC	HHI Corp Comvest Haggen Holdings III, LLC Comvest Haggen Holdings IV, LLC	20% 16.80% 63.20%

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<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.

**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-_____ (____)
Debtors.	)	(Joint Administration Requested)

**DECLARATION CONCERNING LIST OF EQUITY  
SECURITY HOLDERS OF HAGGEN HOLDINGS, LLC**

I, Blake Barnett, Chief Financial Officer of Haggen Holdings, LLC, one of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the *List of Equity Security Holders of Haggen Holdings, LLC*, submitted herewith, and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Date: September 8, 2015

HAGGEN HOLDINGS, LLC, on behalf of itself and its affiliated Debtors and Debtors in Possession

*/s/ Blake Barnett*

\_\_\_\_\_  
Blake Barnett, Chief Financial Officer

<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.

**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-____ (____)
Debtors.	)	(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT  
OF HAGGEN HOLDINGS, LLC**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor’s equity interest:

Interest Holder	Percentage of Interests Held
HHI Corp	20%
Comvest Haggen Holdings III, LLC	16.80%
Comvest Haggen Holdings IV, LLC	63.20%

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<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.

**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-_____ (____)
Debtors.	)	(Joint Administration Requested)
	)	

**DECLARATION CONCERNING CORPORATE  
OWNERSHIP STATEMENT OF HAGGEN HOLDINGS, LLC**

I, Blake Barnett, Chief Financial Officer of Haggen Holdings, LLC, one of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the *List of Equity Security Holders of Haggen Holdings, LLC*, submitted herewith, and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Date: September 8, 2015

HAGGEN HOLDINGS, LLC, on behalf of itself and its affiliated Debtors and Debtors in Possession

*/s/ Blake Barnett*

\_\_\_\_\_  
Blake Barnett, Chief Financial Officer

<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.



**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-_____ (____)
Debtors.	)	(Joint Administration Requested)

**DEBTORS’ CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS**

Haggen Holdings, LLC and its above-captioned affiliated debtors and debtors in possession (each, a “**Debtor**,” and collectively, the “**Debtors**”) have filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”). The following is the consolidated list of the Debtors’ creditors holding the thirty (30) largest unsecured claims (the “**List**”) based on the Debtors’ books and records as of approximately September 8, 2015. The List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The List does not include (a) persons who come within the definition of “insider” set forth in section 101(31) of the Bankruptcy Code or (b) secured creditors. The information contained herein shall neither constitute an admission of liability by nor bind the Debtors or their estates. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the rights of the Debtors or their estates to contest the validity, priority, or amount of any claim.

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<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.

Rank	Name of creditor	Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>1</sup>	Amount of claim
1	UNIFIED GROCERS - CORPORATE	UNIFIED GROCERS - CORPORATE 5200 SHEILA ST COMMERCE, CA 90040 PHONE: 323-264-5200 FAX: 323-262-1950	TRADE PAYABLE		\$14,873,746
2	TOPCO ASSOCIATES INC	TOPCO ASSOCIATES INC 150 NORTHWEST POINT BLVD ELK GROVE VILLAGE, IL 60007 PHONE: 847-676-3030 FAX: 847-676-4949	TRADE PAYABLE		\$5,724,438
3	MERLONE GEIER	MERLONE GEIER 425 CALIFORNIA ST TENTH FLOOR SAN FRANCISCO, CA 94104 PHONE: 415-693-9000 FAX: 415-693-0480	CONTRACT LIABILITY		\$5,666,768
4	DALE C. HENLEY	DALE C. HENLEY (Address Redacted)	DEFERRED COMPENSATION		\$4,894,437
5	CHARLIES PRODUCE INC	CHARLIES PRODUCE INC 4103 2ND AVE S SEATTLE, WA 98134 PHONE: 206-625-1412 FAX: 206-442-9023	TRADE PAYABLE		\$3,477,536
6	MONEYGRAM	MONEYGRAM 2828 NORTH HARWOOD ST 15TH FLOOR DALLAS, TX 75201 PHONE: 214-999-7552 FAX: 214-999-7670	TRADE PAYABLE	CONTINGENT	\$2,509,145
7	PEPSI-COLA.	PEPSI-COLA. 700 ANDERSON HILL ROAD PURCHASE, NY 10577 PHONE: 914-253-2000 FAX: 914-253-2070	TRADE PAYABLE		\$1,710,473

<sup>1</sup> The Debtors and their estates reserve their right to dispute the claims on this schedule on any basis.

Rank	Name of creditor	Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>1</sup>	Amount of claim
8	COCA COLA	COCA COLA 1 COCA-COLA PLAZA ATLANTA, GA 30313-2499 PHONE: 404-676-2121 FAX: 404-676-6792	TRADE PAYABLE		\$1,625,839
9	DPI SPECIALTY FOODS	DPI SPECIALTY FOODS 601 ROCKFELLER AVE ONTARIO, CA 91761 PHONE: 909-975-1019 FAX: 909-975-7238	TRADE PAYABLE		\$1,409,110
10	FINTECH	FINTECH 3109 W. DR. MARTIN LUTHER KING JR. BLVD. SUITE 200 TAMPA, FL 33607 PHONE: 800-572-0854 FAX: 813-289-5599	TRADE PAYABLE	CONTINGENT	\$1,180,673
11	SUPERVALU INC	SUPERVALU INC 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344 PHONE: 952-828-4000 FAX: 952-828-8998	TRADE PAYABLE		\$1,010,909
12	STEVE JULIUS CONSTRUCTION INC	STEVE JULIUS CONSTRUCTION INC 230 CALLE PINTORESCO SAN CLEMENTE, CA 92673 PHONE: 949-369-7820 FAX: 949-369-7821	TRADE PAYABLE		\$984,918
13	MGP X PROPERTIES LLC	MGP X PROPERTIES LLC C/O MERLONE GEIER-ATTN:LEASE ADMIN. 425 CALIFORNIA STREET ELEVENTH FLOOR SAN FRANCISCO, CA 94104	TRADE PAYABLE		\$919,812

Rank	Name of creditor	Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>1</sup>	Amount of claim
14	FRITO LAY INCORPORATED	FRITO LAY INCORPORATED 75 REMITTANCE DR STE 1844 CHICAGO, IL 60675-1844 PHONE: 972-334-7000 FAX: 972-334-2019	TRADE PAYABLE		\$785,158
15	STARBUCKS CORPORATION	STARBUCKS CORPORATION 2401 UTAH AVE S SEATTLE, WA 98134-1436 PHONE: 206-447-1575 FAX: 206-447-3432	TRADE PAYABLE		\$722,649
16	DESIGN FABRICATIONS	DESIGN FABRICATIONS 1100 E MANDOLINE AVE MADISON HEIGHTS, MI 48071 PHONE: 248-597-0988 FAX: 248-597-0989	TRADE PAYABLE		\$717,910
17	WOODMAN CONSTRUCTION INC	WOODMAN CONSTRUCTION INC 10910 117TH PLACE NE BLDG 6 KIRKLAND, WA 98033 PHONE: 425-454-3621 FAX: 425-454-6918	TRADE PAYABLE		\$710,223
18	SANTA MONICA SEAFOOD	SANTA MONICA SEAFOOD 18531 S BROADWICK STREET RANCHO DOMINGUEZ, CA 90220 PHONE: 310-886-7900 FAX: 310-886-3333	TRADE PAYABLE		\$687,837
19	TNG GP.	TNG GP. 3995 70TH AVE E STE B FIFE, WA 98424-3616 PHONE: 253-952-7150 FAX: 253-952-7151	TRADE PAYABLE		\$665,358
20	BUNZL SEATTLE	BUNZL SEATTLE 4501 WEST VALLEY HWY E STE A SUMNER, WA 98390 PHONE: 253-321-3300 FAX: 253-321-3302	TRADE PAYABLE		\$649,234

Rank	Name of creditor	Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>1</sup>	Amount of claim
21	PALISADES MEDIAGROUP	PALISADES MEDIAGROUP 1620 26TH ST SUITE 200 S SANTA MONICA, CA 90404 PHONE: 310-564-5400 FAX: 310-453-8370	TRADE PAYABLE		\$555,610
22	BON SUISSE	BON SUISSE 11860 COMMUNITY ROAD SUITE 100 POWAY, CA 92064-8887 PHONE: 858-391-9222 FAX: 858-391-9299 EMAIL: info@bonsuisse.com	TRADE PAYABLE		\$503,623
23	FRANZ FAMILY BAKERIES	FRANZ FAMILY BAKERIES PO BOX 742654 LOS ANGELES, CA 90074-2654 PHONE: 503-232-2191 FAX: 503-731-5680	TRADE PAYABLE		\$493,983
24	MONDELEZ GLOBAL LLC	MONDELEZ GLOBAL LLC 100 DEFOREST AVE EAST HANOVER, NJ 07936 PHONE: 855-535-5648 EMAIL: carol.ward@mdlz.com	TRADE PAYABLE		\$472,318
25	ELEVEN WESTERN BUILDERS INC.	ELEVEN WESTERN BUILDERS INC. 2862 EXECUTIVE PL ESCONDIDO, CA 92029-1524 PHONE: 760-796-6346 FAX: 760-796-6360	TRADE PAYABLE		\$468,690
26	BIMBO BAKERIES USA	BIMBO BAKERIES USA 255 BUSINESS CENTER DRIVE HORSHAM, PA 19044 PHONE: 800-984-0989 FAX: 610-320-9286	TRADE PAYABLE		\$453,711
27	MISSION FOODS	MISSION FOODS 1159 COTTONWOOD LANE, SUITE 200 IRVING, TX 75038 PHONE: 972-232-5000 FAX: 972-232-5167	TRADE PAYABLE		\$429,911

Rank	Name of creditor	Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>1</sup>	Amount of claim
28	OCEAN BEAUTY SEAFOODS LLC	OCEAN BEAUTY SEAFOODS LLC 1100 WEST EWING STREET SEATTLE, WA 98119 PHONE: 206-285-6800 FAX: 206-285-9190 EMAIL: info@oceanbeauty.com	TRADE PAYABLE		\$416,022
29	COLUMBIA DISTRIBUTING CO	COLUMBIA DISTRIBUTING CO 13017 LA DANA COURT SANTA FE SPRINGS, ID 90670 PHONE: 503-289-9600 FAX: 503-240-8389 EMAIL: customerservice@coldist.com	TRADE PAYABLE		\$414,007
30	ALBERTSON'S LLC AND ALBERTSON'S HOLDINGS LLC	ALBERTSON'S LLC AND ALBERTSON'S HOLDINGS LLC ATTN: GEOFFREY G. GRIVNER BUCHANAN INGERSOL & ROONEY PC 919 NORTH MARKET STREET, SUITE 1500 WILMINGTON, DE 19801 PHONE: 302-552-4200 FAX: 302-552-4295 EMAIL: GEOFFREY.GRIVNER@BIPC.COM	LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED	UNDETERMINED

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-_____ (____)
Debtors.	)	
	)	(Joint Administration Requested)

**DECLARATION CONCERNING DEBTORS' CONSOLIDATED LIST  
OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, Blake Barnett, Chief Financial Officer of Haggen Holdings, LLC, one of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Debtors' Consolidated List of Creditors Holding 30 Largest Unsecured Claims* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Date: September 8, 2015

HAGGEN HOLDINGS, LLC, on behalf of itself and its affiliated Debtors and Debtors in Possession

*/s/ Blake Barnett*

\_\_\_\_\_  
Blake Barnett, Chief Financial Officer

<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.

**UNANIMOUS WRITTEN CONSENT OF**  
**THE BOARD OF MANAGERS OF**  
**HAGGEN HOLDINGS, LLC**

THE UNDERSIGNED, being all of the managers of Haggen Holdings, LLC (the “**Company**”), a Delaware limited liability company, hereby consents that the actions recited herein shall be deemed the actions of the Board of Managers of the Company pursuant to 6 *Del. C. § 18-404(d)*:

WHEREAS, the Board of Managers has reviewed and considered the financial and operational condition of the Company and the Company’s and its subsidiaries’ business on the date hereof, including the historical performance of the Company and its subsidiaries, the assets of the Company and its subsidiaries, the current and long-term liabilities of the Company and its subsidiaries, the market for the Company’s and its subsidiaries’ products and services, and credit market conditions; and

WHEREAS, the Board of Managers has received, reviewed and considered the recommendations of the senior management of the Company and the Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Board of Managers, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition (the “**Petition**”) be filed with the United States Bankruptcy Court for the District of Delaware by the Company, and its subsidiaries (i) Haggen Operations Holdings, LLC, (ii) Haggen Opco South, LLC, (iii) Haggen Opco North, LLC, (iv) Haggen Acquisition, LLC, and (v) Haggen, Inc. (collectively, the “Operating Subsidiaries”) under the provisions of Chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that the Company and each of the Operating Subsidiaries shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company and the Operating Subsidiaries, as applicable, all consents, petitions, schedules, lists and other papers or documents, and to take any and all action which they deem reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is further

RESOLVED, that John Clougher, in his capacity as Chief Executive Officer of the Company and Blake Barnett, in his capacity as Chief Financial Officer of the Company and any of their designees (collectively the “**Designated Persons**”), be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware commencing a case (the “**Bankruptcy Case**”) and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications



and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Stroock & Stroock & Lavan LLP (“**Stroock**”) be, and hereby is, authorized and empowered to represent the Company as bankruptcy co-counsel to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Stroock; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**”) be, and hereby is, authorized and empowered to represent the Company as bankruptcy co-counsel to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Alvarez & Marsal North America, LLC (“**A&M**”) be, and hereby is, authorized and empowered to serve as the financial advisor to represent and assist the Company in carrying out its duties under the Title 11 of the United States Code; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of A&M; and it is further

RESOLVED, that Kurtzman Carson Consultants LLC (“**KCC**”) be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of KCC; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and in connection therewith, the

Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized and empowered, on behalf of and in the name of the Company to obtain post-petition financing according to terms substantially similar to those presented to the Board of Managers on the date hereof (the “**DIP Financing**”), including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Designated Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of such DIP Financing by (i) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company’s assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

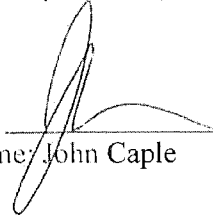
RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under Title 11 of the United States Code, with all such actions to be performed in such manner, and all such certificates, notices and similar documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

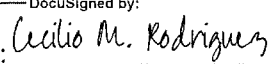
RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name of and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such

Designated Persons, shall be necessary, proper and desirable to perform the obligations of the Company under Title 11 of the United States Code; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Board of Managers effective as of September 8, 2015.

By:   
Name: John Caple

DocuSigned by:  
By:   
Name: F3729B77EDC2468 Cecilio Rodriguez

By:   
Name: Michael Niegsch

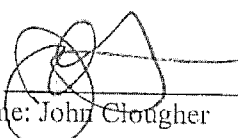
By: \_\_\_\_\_  
Name: John Clougher

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Board of Managers effective as of September 8, 2015.

By: \_\_\_\_\_  
Name: John Caple

By: \_\_\_\_\_  
Name: Cecilio Rodriguez

By: \_\_\_\_\_  
Name: Michael Niegsch

By:  \_\_\_\_\_  
Name: John Clougher