

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	Chapter 11
)	
CENTRAL GROCERS, INC., <i>et al.</i> , ¹)	Case No. 17-13886 (PSH)
)	
Debtors.)	(Jointly Administered)
)	
)	

**NOTICE OF MOTION OF DEBTORS FOR ENTRY OF ORDER
FURTHER EXTENDING TIME TO FILE SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

PLEASE TAKE NOTICE that on July 11, 2017, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed their *Motion of Debtors for Entry of Order Further Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Motion**”).

PLEASE TAKE FURTHER NOTICE that the Debtors have requested that the Motion be heard at the omnibus hearing on **July 11, 2017, at 10:00 a.m. (Central Time)** before the Honorable Judge Pamela S. Hollis or any other judge who may be sitting in her place and stead, in Courtroom 644 in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois, at which time you may appear if you deem fit.

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be filed on the docket of the above captioned case and served on the Debtors by no later than **July 18, 2017, at 4:00 p.m. (Central Time)** and that any such objection shall be heard at the omnibus hearing on **July 25, 2017, at 10:00 a.m. (Central Time)** before the Honorable Judge Pamela S. Hollis or any other judge who may be sitting in her place and stead, in Courtroom 644 in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Central Grocers, Inc. (3170), CGI Joliet, LLC (7014), Currency Express, Inc. (2650), Raceway Central, LLC (2161), Raceway Central Calumet Park LLC (2161), Raceway Central Chicago Heights LLC (2161), Raceway Central Downers Grove LLC (2161), Raceway Central Joliet North LLC (2161), Raceway Central LLC North Valpo (2161), Raceway Central Wheaton LLC (2161), Strack and Van Til Super Market, Inc. (2184), and SVT, LLC (1185).

PLEASE TAKE FURTHER NOTICE that copies of all documents are available free of charge by visiting the case website maintained by Prime Clerk LLC, notice and claims agent for these chapter 11 cases, available at <https://cases.primeclerk.com/centralgrocers> or by calling (866) 727-8489. You may also obtain copies of any pleadings by visiting the Court's website at www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

Dated: July 11, 2017
Chicago, Illinois

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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In re	:	Chapter 11
	:	
CENTRAL GROCERS, INC., et al.,	:	Case No. 17-13886 (PSH)
	:	
	:	
Debtors.¹	:	(Jointly Administered)
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**MOTION OF DEBTORS FOR ENTRY OF ORDER
FURTHER EXTENDING TIME TO FILE SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Central Grocers, Inc. (“CGI”), and its debtor affiliates, including Strack and Van Til Super Market, Inc., as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Background

1. On May 2, 2017, certain of CGI’s creditors commenced an involuntary case against CGI under chapter 7 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Northern District of Illinois (the “**Court**”).

2. On May 4, 2017, each of the Debtors, including CGI, commenced a voluntary case under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”) in the United States Bankruptcy Court for the District of Delaware (the “**Delaware Court**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Central Grocers, Inc. (3170), CGI Joliet, LLC (7014), Currency Express, Inc. (2650), Raceway Central, LLC (2161), Raceway Central Calumet Park LLC (2161), Raceway Central Chicago Heights LLC (2161), Raceway Central Downers Grove LLC (2161), Raceway Central Joliet North LLC (2161), Raceway Central LLC North Valpo (2161), Raceway Central Wheaton LLC (2161), Strack and Van Til Super Market, Inc. (2184), and SVT, LLC (1185).

3. On June 13, 2017, the Chapter 11 Cases were transferred to this Court, including the Chapter 11 Case of CGI which was consolidated into the involuntary chapter 7 case pending before the Court. As of June 13, 2017, all of the Chapter 11 Cases are proceeding under chapter 11 of the Bankruptcy Code before this Court. CGI's chapter 11 commencement date is May 2, 2017 and the remaining Debtors' commencement dates are May 4, 2017 (as applicable, the "**Commencement Date**"). All orders entered in the Chapter 11 Cases by the Delaware Court remain in full force and effect and are deemed to be entered in the Chapter 11 Cases pending before this Court.

4. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 15, 2017, the United States Trustee for the District of Delaware appointed an official committee of unsecured creditors (the "**Creditors' Committee**"). No trustee or examiner has been appointed in these chapter 11 cases.

5. The Debtors' chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

6. Information regarding the Debtors' businesses, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Donald E. Harer in Support of the Debtors' Chapter 11 Petitions and First Day Relief* sworn to and filed on May 4, 2017 in the Delaware Court [Del. Court, Case No. 17-10993, ECF No. 3].

7. On May 31 2017, the Delaware Court entered an order extending the deadline to file the schedules of assets and liabilities and statements of financial affairs

(collectively, the “**Schedules and Statements**”) to and including July 18, 2017 (the “**Initial Extension Period**”).

Jurisdiction

8. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

9. By this Motion, pursuant to sections 105(a) and 521(a) of the Bankruptcy Code and Rule 1007(c) of the Bankruptcy Rules, the Debtors request entry of an order further extending the period to file their Schedules and Statements by thirty (30) days (the “**Deadline**”), through and including August 18, 2017, without prejudice to the Debtors’ right to request additional time if necessary.²

10. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

11. Due to the timing of the auctions, the Debtors did not have an opportunity to preview this Motion with the Office of the United States Trustee. The Debtors do, however, intend to confer with the U.S. Trustee’s office regarding the Motion and hope to reach consensus on the relief requested.

Relief Requested Should Be Granted

12. Section 521 of the Bankruptcy Code requires a debtor to file the Schedules and Statements within fourteen (14) days of the Commencement Date, unless the Court grants an

² The next available omnibus hearing date in these chapter 11 cases is July 25, 2017, which is after the expiration of the Initial Extension Period. Pursuant to the case management procedures established in these cases, the Initial Extension Period is automatically extended until the Court considers and rules upon the relief requested in the Motion. *See Revised Proposed Order Authorizing Motion of Debtors for Approval of Case Management Procedures* ¶ 25 [Docket No. 226].

extension of time “on motion for cause shown.” 11 U.S.C. § 521(a)(1)(A)–(B); Fed. R. Bankr. P. 1007(c).

13. Section 105(a) of the Bankruptcy Code, which codifies the equitable powers of the bankruptcy court, authorizes the court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). In light of the facts and circumstances surrounding these chapter 11 cases, this Court has authority, consistent with section 521(a) of the Bankruptcy Code, to grant the requested relief.

14. To prepare the Schedules and Statements, the Debtors must compile information from books, records, and other documents relating to, among other things, accounts payable and receivable, real estate leases, employee wages and benefits, intercompany transactions, and vendor and supplier agreements. Collecting the information necessary to prepare the Schedules and Statements requires an enormous expenditure of time and effort on the part of the Debtors, their employees (many of which have terminated employment since the Commencement Date), and their professionals.

15. Granting a brief extension to file the Schedules and Statements through and including the Deadline is appropriate under the circumstances. The Debtors, with the assistance of their professional advisors, have worked diligently and expeditiously to prepare the Schedules and Statements. However, the Debtors’ resources are strained, and the Debtors and their professionals have been focused on many issues and tasks in the early stages of their Chapter 11 Cases which has delayed the Debtors’ ability to complete the Schedules and Statements within the Initial Extension Period, including:

- working diligently to maximize value through the global sale process, including by preparing for and undertaking the sale of substantially all of the Debtors’ assets and, as to assets that cannot be sold, implementing the

Court-approved store closing procedures, liquidation sales, and lease rejection procedures;

- negotiating and obtaining postpetition financing and consensual use of cash collateral;
- addressing the transfer of the Chapter 11 Cases from the Delaware Court to this Court;
- managing the businesses consistent with the first-day relief, including by overseeing the cash management systems and bank accounts, continuing customer programs, and paying employee wages, PACA/PASA claims, critical trade vendors, and governmental taxes;
- preparing reports and disclosures required by the Bankruptcy Code and Bankruptcy Rules, including monthly operating reports; and
- responding to document and information requests by the Creditors' Committee, the United States Trustee for the Northern District of Illinois, and numerous other stakeholders.

16. Given the amount of work entailed in completing the Schedules and Statements, and the competing demands of these cases on the Debtors' limited resources, the Debtors likely will not be able to properly and accurately complete the Schedules and Statements within the Initial Extension Period. Accordingly, the Debtors respectfully request that the Court extend the time for filing the Schedules and Statements.

Notice

20. Notice of this Motion has been provided in accordance with the *Revised Proposed Order Authorizing Motion of Debtors for Approval of Case Management Procedures* [Docket No. 226]. The Debtors respectfully submit that, in view of the facts and circumstances, such notice is sufficient and no further notice is required.

21. No previous request for the relief sought herein has been made by the Debtors to this or any other court, other than the prior motion which resulted in the Initial Extension Period.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: July 11, 2017
Chicago, Illinois

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:)	BK No.: 17-13886
)	(Jointly Administered)
CENTRAL GROCERS, INC. et al.,)	Chapter: 11
)	Honorable Pamela S. Hollis
)	
Debtor(s))	

PROPOSED ORDER FURTHER EXTENDING TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

Upon the motion (the “Motion”) of Central Grocers, Inc. and its debtor affiliates, including Strack and Van Til Super Market, Inc., as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), pursuant to sections 105(a), and 521(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for an order further extending the period to file their schedules of assets and liabilities and statements of financial affairs (collectively, the “Schedules and Statements”) by thirty (30) days (the “Deadline”), without prejudice to the Debtors’ right to request additional time if necessary, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157, and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion on an interim basis (the “Hearing”); and upon the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT

1. The Motion is granted to the extent set forth herein.
2. The time by which the Debtors shall file their Schedules and Statements is extended by thirty (30) days, to and including August 18, 2017. Such extension is without prejudice to the Debtors’ right to request a further extension.
3. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006 (a).
4. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.
5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Enter:

Honorable Pamela S. Hollis

United States Bankruptcy Judge

Dated:

Prepared by:

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