

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:

CENTRAL GROCERS, INC., *et al.*,¹

Debtors.

Chapter 7

Case No. 17-13886

Hon. Pamela S. Hollis

ORDER PURSUANT TO SECTIONS 105(A) AND 503(B)(9) OF THE BANKRUPTCY CODE, ESTABLISHING EXCLUSIVE PROCEDURES FOR THE ASSERTION, RESOLUTION, ALLOWANCE AND SATISFACTION OF CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE

Upon consideration of the motion (the "Motion")² of the chapter 7 trustee (the "Trustee") for the estates (collectively, the "Select Estates") of Central Grocers, Inc. ("CGI"), Strack and Van Til Super Market, Inc. ("Strack") and SVT, LLC ("SVT") and, together with CGI and Strack, the "Select Debtors") for entry of an order, pursuant to sections 105(a) and 503(b)(9) of the Bankruptcy Code, for the assertion, resolution, allowance and satisfaction of claims asserted pursuant to section 503(b)(9) of the Bankruptcy Code against the Select Debtors (the "Asserted 503(b)(9) Claims"); and upon consideration of the Motion and all pleadings related thereto; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. § 1408; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Trustee, the Select Estates, and creditors; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.

2. The following procedures (the "503(b)(9) Procedures") are hereby authorized and approved in their entirety and shall apply to all Asserted 503(b)(9) Claims, unless otherwise agreed to in writing by the Trustee and an applicable claimant:

(a) Any person or entity (a "503(b)(9) Claimant") asserting a claim pursuant to section 503(b)(9) of the Bankruptcy Code shall prepare a proof of claim (a "Proof")

¹ The Select Debtors in these Chapter 7 Cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Central Grocers, Inc. (3170), Strack and Van Til Super Market, Inc. (2184), and SVT, LLC (1185).

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

of 503(b)(9) Claim”), using the Approved Proof of Claim Form or a form that is substantively similar to the Approved Proof of Claim Form, that is written in the English language and sets forth (a) the alleged value (in denominated lawful currency of the United States) of the goods that the 503(b)(9) Claimant contends that the Select Debtors received within twenty days prior to the CGI Petition Date (*i.e.*, between April 12, 2017 and May 1, 2017) or, as applicable, the Delaware Commencement Date (*i.e.*, between April 14, 2017 and May 3, 2017); (b) documentation, including invoices, receipts, bills of lading and the like, identifying the goods for which the claim is being asserted; (c) documentation identifying the date such goods were received by the Select Debtors, and the alleged value of such goods; and (d) a statement indicating (i) whether the value of such goods listed in the Proof of 503(b)(9) Claim represents a combination of services and goods, (ii) if applicable, the percentage of alleged value related to services and related to goods, (iii) whether the 503(b)(9) Claimant has filed any other claim against any Select Debtor regarding the goods underlying the Proof of 503(b)(9) Claim and (iv) certification that the goods were sold in the ordinary course of the Select Debtor’s business; provided, however, that to the extent any portion of a vendor’s or supplier’s 503(b)(9) Claim has been satisfied by the Debtors pursuant to an order of the Court approving the Critical Vendor Motion, such amount should not be included in a Proof of 503(b)(9) Claim. All 503(b)(9) Claimants need not re-file or amend any previously filed Proof of 503(b)(9) Claim provided the previously filed Proof of 503(b)(9) Claim otherwise complies with this Order.

- (b) All proofs of 503(b)(9) Claims shall be filed with Prime Clerk at the addresses below:

If by First Class Mail, Hand Delivery or Overnight Mail:

Central Grocers, Inc. Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022

If by Electronic Means:

<https://cases.primeclerk.com/centralgrocers/EPOC-Index>

All proofs of 503(b)(9) Claims shall be actually received no later than the previously-ordered bar date, **March 20, 2018 at 5:00 p.m.** (the “503(b)(9) Claim Filing Deadline”). Any holder of a 503(b)(9) Claim shall be forever barred from asserting such claim if such claim is filed after the expiration of the 503(b)(9) Claim Filing Deadline.

- (c) Except as otherwise ordered by the Court or agreed, in writing, by the Trustee and the applicable 503(b)(9) Claimant, the Trustee shall have until June 29, 2018 to respond directly to the holder of the Asserted 503(b)(9) Claim (each, a “503(b)(9) Response”), without the requirement of filing anything with the Court or Prime Clerk). Each 503(b)(9) Claimant shall have until July 20, 2018 to serve upon the

Trustee (without the requirement of filing anything with the Court or Prime Clerk) any reply to the 503(b)(9) Response.

- (d) To the extent the Trustee and any 503(b)(9) Claimant do not resolve such 503(b)(9) Claimant's Asserted 503(b)(9) Claim, the Trustee shall, on or before August 3, 2018, file with the Court any objections ("503(b)(9) Claim Objections") to the Asserted 503(b)(9) Claims (the "503(b)(9) Claim Objection Deadline").
- (e) To the extent the Trustee does not file a 503(b)(9) Claim Objection with respect to a particular Asserted 503(b)(9) Claim on or before the 503(b)(9) Claim Objection Deadline, such claim shall be deemed allowed without the need for further action of the Trustee or the applicable 503(b)(9) Claimant.
- (d) Claimants asserting 503(b)(9) Claims shall have until August 17, 2018 to file with the Court and serve any responses ("503(b)(9) Claim Objection Responses") to any 503(b)(9) Claim Objections (the "503(b)(9) Claim Objection Response Deadline").
- (e) Except as otherwise ordered by the Court or agreed, in writing, by the Trustee and the applicable 503(b)(9) Claimant, any 503(b)(9) Claim Objections not consensually resolved by the Trustee and the applicable 503(b)(9) Claimant shall be heard by the Court at the next omnibus hearing in the Bankruptcy Cases that is not less than thirty (30) days following the 503(b)(9) Claim Objection Response Deadline.
- (f) The Trustee is authorized, but not required, to negotiate, in his sole discretion, with any 503(b)(9) Claimant to resolve any 503(b)(9) Claim Objection and 503(b)(9) Claim Objection Response, and except as otherwise provided in another order of the Court, approval of any such resolution shall be subject to entry of an order of the Court approving the same, which order may be sought via certification of Trustee's counsel.
- (g) To the extent an Asserted 503(b)(9) Claim is allowed, such Asserted 503(b)(9) Claim shall only be paid pursuant to further order of the Court.
- (h) Nothing in the 503(b)(9) Procedures is intended or shall be deemed to impair, prejudice, waive or otherwise affect (i) any rights of the Trustee and the Select Estates with respect to setoff or recoupment or under section 502(d) of the Bankruptcy Code or (ii) any rights and remedies of the Trustee and the Select Estates with respect to actions under chapter 5 of the Bankruptcy Code.

3. Effective as of the CGI Petition Date or, as applicable, the Delaware Commencement Date, the 503(b)(9) Procedures shall be the sole and exclusive method for the assertion, resolution, allowance, and satisfaction of any Asserted 503(b)(9) Claims; provided, however, that the Trustee and a 503(b)(9) Claimant may agree, in writing, that the 503(b)(9)

Procedures shall not apply to the reconciliation, resolution and allowance of an applicable 503(b)(9) Claim.

4. The 503(b)(9) Claimants shall be prohibited from utilizing any other means for the assertion, resolution, allowance, or satisfaction of any Asserted 503(b)(9) Claims, including, without limitation, the filing of a motion for allowance or to compel payment of any Asserted 503(b)(9) Claims, unless otherwise agreed upon by the Trustee and such 503(b)(9) Claimant in writing.

5. Within three (3) business days of the entry of this Order, the Trustee shall cause this Order to be served on all parties who have previously filed a 503(b)(9) Claim, which notice is hereby approved and constitutes adequate and sufficient notice of the 503(b)(9) Claim Filing Deadline.

6. The Trustee is hereby authorized to provide supplemental mailings of the 503(b)(9) Claim Filing Deadline notice (together with a copy of the Approved Proof of Claim Form) at any time in advance of the 503(b)(9) Claim Filing Deadline as may be necessary, including, without limitation, when (a) notices are returned by the post office with forwarding addresses, (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 Trustee for direct mailing by the Trustee, and (c) additional potential claimants subsequently become known to the Trustee. Notwithstanding the foregoing, the Trustee shall not be required to provide any additional notice to any party to whom the Trustee caused to be mailed this Order in accordance with the terms of this Order and such notice was returned to the Trustee as undeliverable without a forwarding address.

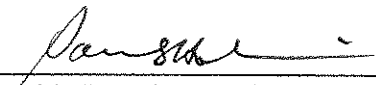
7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. Nothing in this Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Select Debtors, (b) shall impair, prejudice, waive or otherwise affect the rights of the Trustee and the Select Estates with respect to the validity, priority or amount of any claim against the Trustee and the Select Estates, or (c) shall be construed as a promise to pay a claim.

9. The Trustee is authorized to take any and all actions necessary to effectuate the relief granted herein.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: **FEB 15 2018**
_____, 2018
Chicago, Illinois



The Honorable Pamela S. Hollis
United States Bankruptcy Judge