

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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<i>In re:</i>	:	
	:	<b>Chapter 11</b>
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<b>SOUTHEASTERN GROCERS, LLC, et al.</b>	:	<b>Case No. 18-10700 (MFW)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Joint Administration Requested)</b>
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**NOTICE OF (I) FILING OF VOLUNTARY BANKRUPTCY PETITIONS AND  
RELATED PLEADINGS AND (II) HEARING ON FIRST DAY MOTIONS  
SCHEDULED FOR MARCH 28, 2018 AT 10:30 A.M. (ET)**

PLEASE TAKE NOTICE that on March 27, 2018, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

PLEASE TAKE FURTHER NOTICE that, in addition to filing the voluntary petitions, the Debtors have filed the following motions and related documents (collectively, the “**First Day Motions**”):<sup>2</sup>

- A. Declaration of Brian P. Carney in Support of the Debtors’ Chapter 11 Petitions and First Day Relief [Docket No. 3 - filed March 27, 2018]

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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, as applicable, are: Southeastern Grocers, LLC (5190); ARP Ballentine LLC (6936); ARP Chickamauga LLC (9515); ARP Hartsville LLC (7906); ARP James Island LLC (9163); ARP Moonville LLC (0930); ARP Morganton LLC (4010); ARP Winston Salem LLC (2540); BI-LO Finance Corp. (0498); BI-LO Holding Finance, Inc. (9227); BI-LO Holding Finance, LLC (1412); BI-LO Holding, LLC (5611); BI-LO, LLC (0130); Dixie Spirits Florida, LLC (6727); Dixie Spirits, Inc. (2359); Opal Holdings, LLC (2667); Samson Merger Sub, LLC (4402); Winn-Dixie Logistics, LLC (2949); Winn-Dixie Montgomery Leasing, LLC (6899); Winn-Dixie Montgomery, LLC (2119); Winn-Dixie Properties, LLC (7105); Winn-Dixie Raleigh Leasing, LLC (6812); Winn-Dixie Raleigh, LLC (0665); Winn-Dixie Stores, Inc. (4290); Winn-Dixie Stores Leasing, LLC (7019); Winn-Dixie Supermarkets, Inc. (8837); and Winn-Dixie Warehouse Leasing, LLC (6709). The Debtors’ mailing address is 8928 Prominence Parkway, #200, Jacksonville, Florida 32256.

<sup>2</sup> Copies of all of the First Day Motions (as defined herein) are available online free of charge at the following address: <https://cases.primeclerk.com/SEG>.

B. First Day Motions:

1. Motion of Debtors Pursuant to Fed. R. Bankr. P. 1015(b) and Del. Bankr. L.R. 1015-1 for Entry of Order Directing Joint Administration of Related Chapter 11 Cases [Docket No. 2 - filed March 27, 2018]
2. Motion of Debtors for Order (I) Scheduling Combined Hearing to Consider (A) Approval of Disclosure Statement, (B) Approval of Solicitation Procedures and Forms of Ballots, and (C) Confirmation of Prepackaged Plan; (II) Establishing an Objection Deadline to Object to Disclosure Statement and Plan; (III) Approving the Form and Manner of Notice of Combined Hearing, Objection Deadline, and Notice of Commencement; (IV) Approving Notice and Objection Procedures for the Assumption or Assumption and Assignment of Executory Contracts and Unexpired Leases; (V) Extending Time, and Upon Plan Confirmation, Waiving of Requirements to (A) Convene Section 341 Meeting, and (B) File Statement of Financial Affairs and Schedules of Assets and Liabilities; and (VI) Granting Related Relief [Docket No. 22 - filed March 27, 2018]
3. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Postpetition Use of Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 4 - filed March 27, 2018]
4. Motion of Debtors Pursuant to 11 U.S.C. §§ 364(c) and 365(a) for Entry of an Interim Order (I) Approving the Chapter 11 Extended Credit Terms; (II) Authorizing the Assumption of 2018 Supply Agreement Among the Debtors and C&S Wholesale Grocers, Inc.; (III) Granting Superpriority Status for Credit Extended by C&S During the Chapter 11 Cases; and (IV) Granting Related Relief [Docket No. 5 - filed March 27, 2018]
  - i. Motion of Debtors for Authorization to File 2018 Supply Agreement Among the Debtors and C&S Wholesale Grocers, Inc. Under Seal [Docket No. 6 - filed March 27, 2018]
  - ii. Notice of Filing Sealed Copy of 2018 Supply Agreement Among the Debtors and C&S Wholesale Grocers, Inc. [To Be Filed]
5. Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 345, 363, 364, 503 and 507 and Fed. R. Bankr. P. 6003 and 6004 for Authorization to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Provide Administrative Expense Priority for Postpetition Intercompany Claims, (IV) Extend Time to Comply with Requirements of 11 U.S.C. § 345(b), and (V) Grant Related Relief [Docket No. 7 - filed March 27, 2018]

6. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a), and 541 for Authorization to Pay Certain Prepetition Taxes and Fees [Docket No. 12 - filed March 27, 2018]
7. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a) and 366 Requesting Entry of an Interim Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, and (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service [Docket No. 13 - filed March 27, 2018]
8. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363 and 507(a) for (I) Authority to (A) Pay Certain Prepetition Wages and Ordinary Course Expenses, (B) Pay and Honor Employee Medical and Other Benefits, and (C) Continue Employee Benefits Programs, and (II) Related Relief [Docket No. 8 - filed March 27, 2018]
9. Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 362, 363, and 503 for Authorization to Pay Prepetition Trade and Other Unimpaired Claims in Ordinary Course of Business [Docket No. 9 - filed March 27, 2018]
10. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362(d), 363(b), and 503(b) (I) for Authority to (A) Continue to Maintain Their Insurance Policies and Surety Bond Program and (B) Honor All Obligations with Respect Thereto, and (II) to Modify of the Automatic Stay With Respect to the Workers' Compensation Policies [Docket No. 10 - filed March 27, 2018]
11. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507(a) for Authority to (I) Maintain and Administer Prepetition Customer Programs, Promotions, and Practices, and (II) Pay and Honor Related Prepetition Obligations [Docket No. 11 - filed March 27, 2018]
12. Omnibus Motion of Debtors Pursuant to 11 U.S.C. §§ 365 and 554 and Fed. R. Bankr. P. 6006 and 6007 for Authority to (I) Reject Certain Unexpired Leases and Subleases of Nonresidential Real Property and Abandon Certain Property in Connection Therewith Effective as of the Petition Date and (II) Implement Procedures for the Rejection of Certain Leases and to Fix Rejection Damages Claims [Docket No. 18 - filed March 27, 2018]
13. Motion of Debtors for Approval of (I) Procedures for Store Closing Sales; and (II) Assumption of the Liquidation Consulting Agreement [Docket No. 17 - filed March 27, 2018]
14. Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 for Approval of Discrete Lease Sale Procedures [Docket No. 15 - filed March 27, 2018]

- i. Declaration of Stephen Goldstein in Support of Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 for Approval of Discrete Lease Sale Procedures [Docket No. 16 - filed March 27, 2018]
15. Motion of Debtors for Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors and Claiming a Worthless Securities Deduction Pursuant to 11 U.S.C. §§ 105(a) and 362 [Docket No. 14 - filed March 27, 2018]
16. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 503(b), and 507(a) and Fed. R. Bankr. P. 6003 and 6004 (I) for Authorization to Incur and Pay Certain Fees, Expenses, and Indemnities in Connection with Exit Financing Commitment Letter, Commitment Letter Joinder, and Fee Letter, and (II) Granting Related Relief [Docket No. 23 - filed March 27, 2018] [FILED UNDER SEAL]
  - i. Motion of Debtors for Order Authorizing Debtors to File Unredacted Exit Financing Fee Letter and Commitment Letter Joinder and Unredacted Version of the Debtors' Exit Financing Fee Motion Under Seal [Docket No. 24 - filed March 27, 2018]
  - ii. Declaration of Stephen Goldstein in Support of Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362, 363(b), 503(b), and 507(a) and Fed. R. Bankr. P. 6003 and 6004 (I) for Authorization to Incur and Pay Certain Fees, Expenses, and Indemnities in Connection with Exit Facility Commitment Letter, Commitment Letter Joinder, and Fee Letter, and (II) Granting Related Relief [Docket No. 25 - filed March 27, 2018]
17. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362, 363(b), 503(b), and 507(a) and Fed. R. Bankr. P. 6003 and 6004 (I) for Authorization to Incur and Pay Certain Fees, Expenses, and Indemnities in Connection with Exit Financing Commitment Letter, Commitment Letter Joinder, and Fee Letter, and (II) Granting Related Relief [Docket No. 26 - filed March 27, 2018] [REDACTED]
18. Application of Debtors Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 503(b)(1)(A), and Local Rule 2002-1 for Authority to Retain and Employ Prime Clerk LLC as Claims and Noticing Agent Nunc Pro Tunc to the Petition Date [Docket No. 19 - filed March 27, 2018]

PLEASE TAKE FURTHER NOTICE that a hearing (the “**First Day Hearing**”) with respect to the First Day Motions is scheduled for **March 28, 2018 at 10:30 a.m. (prevailing Eastern Time)** at the United States Bankruptcy Court for the District of Delaware, 824 North

Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 before The Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the First Day Motions may be made at the First Day Hearing.

Dated: March 27, 2018  
Wilmington, Delaware

/s/ Daniel J. DeFranceschi  
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