

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	Chapter 11
In re:)	
)	Case No. 15-11874 (KG)
HAGGEN HOLDINGS, LLC, <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Ref. Docket No. 494

**NOTICE OF STORES TO BE INCLUDED IN GLOBAL AUCTION
SCHEDULED FOR NOVEMBER 9, 10 AND 11, 2015,
BASELINE BIDS AND QUALIFIED BIDDERS**

PLEASE TAKE NOTICE that on October 19, 2015, the United States Bankruptcy Court for the District of Delaware entered an order (the “**Global Bidding Procedures Order**”) [Docket No. 494] establishing certain procedures (the “**Global Bidding Procedures**”)² that govern the sale and auction of all of the Debtors’ Stores.

PLEASE TAKE FURTHER NOTICE that in accordance with the Global Bidding Procedures Order, the Debtors have scheduled a global auction (the “**Global Auction**”) at the Hyatt Regency Century Plaza, 2025 Avenue of the Stars, Los Angeles, CA 90067, on **November 9, 2015 through and including November 11, 2015, beginning promptly at 9:15 a.m. (Pacific Time)** on each day. **A mandatory check-in for the Auction will begin at 8:30 a.m. (Pacific Time).**

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** is a list of the Stores organized by geographic area that the Debtors intend to auction at the Global Auction,³ which indicates the starting bid (the “**Baseline Bid**”) for each Store included in the Global Auction. In certain cases where no Qualified Bid was received for a Store, the Debtors have fixed the Baseline Bid at an amount to promote a spirited and robust auction and to expedite the auction for such Store.

PLEASE TAKE FURTHER NOTICE that any Qualified Bidder may submit a bid on any Store in any Auction, including Stores for which the Qualified Bidder did not

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Global Bidding Procedures Order or the Global Bidding Procedures, as applicable.

³ The Debtors reserve the right to remove any Store from the Global Auction and will announce any such change on the record at the Global Auction.



previously submit a bid, subject to satisfying the deposit requirements set forth in the Global Bidding Procedures and herein.⁴

PLEASE TAKE FURTHER NOTICE that each Store will be individually auctioned (each, an “**Auction**”) and an anticipated order of Stores to be auctioned will be provided prior to or during the Global Auction. Generally, the Debtors intend to group Stores to be auctioned at the Global Auction based on the following geographic locations and in the following anticipated order:

November 9, 2015

- a. Arizona Market
- b. Anaheim, CA Market
- c. Los Angeles, CA Market
- d. Bakersfield/Riverside, CA Market

November 10, 2015

- a. Oxnard-Ventura, CA Market
- b. Santa Barbara, CA Market
- c. San Luis Obispo, CA Market
- d. San Diego, CA Market
- e. Las Vegas, NV Market

November 11, 2015

- a. Portland/Salem, OR Market
- b. Baker City/Eugene/Grants Pass/Klamath Falls/Medford, OR Stores
- c. Seattle, WA Market
- d. Aberdeen/Bremerton/Spokane, WA Stores
- e. Tacoma, WA Market

The Debtors reserve the right to change the geographical order above and to auction Stores within a certain geographic area at a different date or time than other Stores included in that geographic area. **Qualified Bidders are encouraged to attend the entire Global Auction to ensure that they will be able to bid on Stores in which they are interested as the foregoing is subject to material change at or before the Global Auction.**

PLEASE TAKE FURTHER NOTICE that to date, approximately 40 bidders have submitted bids for Stores that are currently included in the Global Auction. The Debtors have posted a list in the data room identifying all Qualified Bidders who, to date, have been qualified to participate in the Global Auction, subject, in some cases, to final documentation.⁵ The Debtors are continuing to work with bidders to qualify them to bid at the Global Auction.

⁴ Pursuant to Paragraph 12 of the Global Bidding Procedures Order, the Debtors have decided not to limit Qualified Bidders to bidding only on the Stores included in their respective Qualified Bids.

⁵ As provided by the Global Bidding Procedures Order, the Debtors may qualify bidders up to the Global Auction. Pursuant to Paragraph 12 of the Global Bidding Procedures Order, the Debtors have decided not to publicly file the list of Qualified Bidders prior to the Global Auction. The Debtors may publicly file such list at a later date.

Qualified Bidders may bid on any Store at the Auction, subject to satisfying the applicable deposit requirements. Qualified Bidders are advised to make arrangements to increase their deposit amounts at or immediately after the Global Auction.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit B** is a Qualified Bidder Indication of Interest Form (the “**Indication of Interest Form**”) that requires each Qualified Bidder to identify the Stores (but not the price) that a Qualified Bidder currently intends, in good faith, to bid on. The Indication of Interest Form will assist the Debtors to organize the Global Auction. All Qualified Bidders must identify in the Indication of Interest Form the names of all representatives who will attend the Auction on behalf of such Qualified Bidder. Each Qualified Bidder will be limited to a maximum of four (4) representatives, including professionals. **Qualified Bidders must complete and return the Indication of Interest Form to the Debtors by no later than November 8, 2015 at 11:00 a.m. (Pacific Time) to:**

- (A) the Debtors, Haggen Holdings, LLC (Attn: Blake Barnett, Chief Financial Officer; blakeb@haggen.com);
- (B) co-counsel to the Debtors, Stroock & Stroock & Lavan LLP (Attn: Frank Merola, Esq. and Sayan Bhattacharyya, Esq.; fmerola@stroock.com and sbattacharyya@stroock.com);
- (C) co-counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP (Attn: Matthew Lunn, Esq. and Robert Poppiti, Jr., Esq.; mlunn@ycst.com and rpoppiti@ycst.com); and
- (D) financial advisor to the Debtors, Sagent Advisors LLC (Attn: Scott Moses and Gregory Grambling; smoses@sagentadvisors.com and ggrambling@sagentadvisors.com) (collectively, the “**Notice Parties**”).⁶

In addition to the Debtors and the Consultation Parties, the identified representatives of Qualified Bidders and all creditors of the Debtors may attend the Global Auction.

PLEASE TAKE FURTHER NOTICE that the Indication of Interest Form is not a binding commitment to bid on any Store (provided that to the extent a Qualified Bid has been submitted for such Store by a Qualified Bidder, in accordance with the Global Bidding Procedures Order, such Qualified Bid is a bidding obligation). The Debtors will not share a Qualified Bidder’s Indication of Interest Form (or its content) with any other Qualified Bidders. Qualified Bidders are not permitted to share their Indication of Interest Form (or its content) with any other Qualified Bidders without the consent of the Debtors.

PLEASE TAKE FURTHER NOTICE that pursuant to 18 U.S.C. §§ 156 and 157, Qualified Bidders and their representatives may not communicate with one another, collude or otherwise coordinate for participating in, or otherwise for any purpose regarding, the Global

⁶ The Indication of Interest Form is also available in MS Word format in the Debtors’ data room.

Auction without the express consent of the Debtors. Any party found to violate this requirement will be referred to the Office of the United States Trustee for the District of Delaware and the Office of the United States Attorney for the District of Delaware in accordance with applicable law.

PLEASE TAKE FURTHER NOTICE that the Debtors intend to announce the auction rules (the “**Auction Rules**”) via email to all Qualified Bidders and the Consultation Parties on November 6, 2015. Pursuant to Paragraph 12 of the Global Bidding Procedures, the Auction Rules and other matters are subject to modification as necessary to garner the highest value for the Debtors’ estates and otherwise in fulfilling their fiduciary duties, and such rights remain reserved.

PLEASE TAKE FURTHER NOTICE that if you have questions concerning the contents of this notice or the sale process, you should contact the representative of the Debtors with whom you have previously been in contact or the Notice Parties listed above.

Dated: November 6, 2015

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Robert F. Poppiti, Jr

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-and-

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Counsel to the Debtors and Debtors-In-Possession

Exhibit A

Stores Included in Global Auction

Stores Included in Global Auction

Haggen Store #	Metro Area	Address	City	State	Zip	Baseline Bidder	Baseline Bid
2217	Lake Havasu City	1980 Mcculloch Blvd	Lake Havasu City	AZ	86403	Albertson's LLC	1,000,000
2222	Flagstaff	1416 E Route 66	Flagstaff	AZ	86001	NA	No Reserve Price
2197	Tucson	10380 East Broadway Boulevard	Tucson	AZ	85748	Albertson's LLC	1,000,000
2198	Tucson	8740 East Broadway	Tucson	AZ	85710	NA	No Reserve Price
2220	Tucson	1350 N Silverbell Road	Tucson	AZ	85745	Albertson's LLC	700,000
2218	Prescott	174 East Sheldon	Prescott	AZ	86301	NA	No Reserve Price
2223	Prescott	7450 E Highway 69	Prescott Valley	AZ	86314	NA	No Reserve Price
2196	Phoenix	34442 N Scottsdale Road	Scottsdale	AZ	85262	NA	No Reserve Price
2219	Phoenix	11475 E Via Linda	Scottsdale	AZ	85259	NA	No Reserve Price
2221	Phoenix	3655 W. Anthem Way	Anthem	AZ	85086	NA	No Reserve Price
2173	Anaheim	30252 Crown Valley Parkway	Laguna Niguel	CA	92677	Smart & Final LLC (Additional Stores)	2,085,000
2201	Anaheim	3901 Portola Pkwy	Irvine	CA	92620	NA	No Reserve Price
2202	Anaheim	25872 Muirlands Blvd.	Mission Viejo	CA	92691	NA	No Reserve Price
2203	Anaheim	28751 Los Alisos Blvd.	Mission Viejo	CA	92692	NA	No Reserve Price
2215	Anaheim	17662 17th Street	Tustin	CA	92780	Tustin Safe LLC	100,000
2216	Anaheim	550 E. First St.	Tustin	CA	92780	Tawa, Inc.	100,000
2136	Los Angeles	6240 Foothill Blvd	Tujunga	CA	91042	Albertson's LLC	200,000
2160	Los Angeles	240 S. Diamond Bar Blvd	Diamond Bar	CA	91765	Smart & Final LLC (Additional Stores)	185,000
2167	Los Angeles	26518 Bouquet Canyon Road	Saugus	CA	91350	Albertson's LLC	200,000
2159	Los Angeles	3830 W Verdugo Ave	Burbank	CA	91505	Smart & Final LLC (Additional Stores)	2,750,000
2161	Los Angeles	8985 Venice Bl - Ste B	Los Angeles	CA	90015	SFM, LLC (Sprouts)	1,925,000
2165	Los Angeles	2115 Artesia Bl.	Redondo Beach	CA	90278	NA	1,059
2169	Los Angeles	23381 Mulholland Dr	Woodland Hills	CA	91364	Regency Centers, L.P.	500,000
2174	Los Angeles	2130 Pacific Coast Hwy	Lomita	CA	90717	Berberian Enterprises, Inc. (Jons Marketplace)	500,000
2179	Los Angeles	28090 South Western Ave	San Pedro	CA	90732	Albertson's LLC	100,000
2209	Los Angeles	6235 E Spring St	Long Beach	CA	90808	NA	No Reserve Price
2213	Los Angeles	27095 Mcbean Parkway	Santa Clarita	CA	91355	NA	No Reserve Price
2148	Bakersfield	3500 Panama Lane	Bakersfield	CA	93313	Albertson's LLC	300,000
2140	Bakersfield	7900 White Lane	Bakersfield	CA	93311	NA	No Reserve Price
2208	Bakersfield	8200 E Stockdale Hwy	Bakersfield	CA	93311	Albertson's LLC	200,000
2175	Riverside	72675 Highway 111	Palm Desert	CA	92260	NA	No Reserve Price
2176	Riverside	8850 Foothill Blvd.	Rancho Cucamonga	CA	91730	Albertson's LLC	100,000

2180	Riverside	1910 N. Campus Ave.	Upland	CA	91784	Albertson's LLC	1
2153	Oxnard-Ventura	2400 Las Posas Rd	Camarillo	CA	93010	Super A Foods, Inc.	500,000
2157	Oxnard-Ventura	2800 Cochran	Simi Valley	CA	93065	SFM, LLC (Sprouts)	1,000,000
2199	Oxnard-Ventura	660 E. Los Angeles Ave	Simi Valley	CA	93065	Stater Bros. Markets	1,200,000
2211	Oxnard-Ventura	920 N. Ventura Rd.	Oxnard	CA	93030	NA	No Reserve Price
2130	Santa Barbara	1500 N. 'H' Street	Lompoc	CA	93436	Albertson's LLC	300,000
2146	Santa Barbara	163 S. Turnpike Rd	Goleta	CA	93111	Albertson's LLC	1,600,000
2149	Santa Barbara	175 N. Fairview Ave.	Goleta	CA	93117	SFM, LLC (Sprouts)	1,000,000
2150	Santa Barbara	2010 Cliff Dr.	Santa Barbara	CA	93109	SB Grocery, LLC (Roxy's Market)	75,000
2152	San Luis Obispo	West 1132 Branch Street	Arroyo Grande	CA	93420	Spencer	250,000
2155	San Luis Obispo	771 Foothill Blvd	San Luis Obispo	CA	93405	NA	32,557
2210	San Luis Obispo	1130 Los Osos Valley Road	Los Osos	CA	93402	NA	No Reserve Price
2193	San Diego	505 Telegraph Canyon Rd	Chula Vista	CA	91910	Carnival Supermarket Inc.	600,000
2194	San Diego	870 Third Ave	Chula Vista	CA	91911	NA	No Reserve Price
2143	San Diego	2235 University Ave	San Diego	CA	92104	Smart & Final LLC (Additional Stores)	295,000
2141	San Diego	1608 Broadway St	El Cajon	CA	92021	Albertson's LLC	800,000
2185	San Diego	5630 Lake Murray Blvd	La Mesa	CA	91942	Albertson's LLC	400,000
2186	San Diego	14837 Pomerado Road	Poway	CA	92064	RJS Investment Group	300,000
2187	San Diego	12475 Rancho Bernardo Rd	Rancho Bernardo	CA	92128	Albertson's LLC	900,000
2188	San Diego	7895 Highland Village Place	San Diego	CA	92129	Albertson's LLC	400,000
2190	San Diego	5950 Balboa Ave	San Diego	CA	92111	Tawa, Inc.	30,000
2191	San Diego	671 Rancho Santa Fe	San Marcos	CA	92078	Albertson's LLC	800,000
2204	San Diego	422 W Washington St	San Diego	CA	92103	Good Food Holdings/Bristol Farms	1,500,000
2206	San Diego	14340 Penasquitos Drive	San Diego	CA	92129	Vestar California XXI, L.L.C.	200,000
2228	Las Vegas	2910 Bicentennial Parkway	Henderson	NV	89009	Albertson's LLC	200,000
2225	Las Vegas	1031 Nevada Hwy	Boulder City	NV	89005	NA	No Reserve Price
2230	Las Vegas	575 College Drive	Henderson	NV	89015	Albertson's LLC	1
2231	Las Vegas	190 N. Boulder Hwy	Henderson	NV	89015	Albertson's LLC	100,000
2233	Las Vegas	7530 W. Lake Mead Blvd	Las Vegas	NV	89128	SFM, LLC (Sprouts)	1,950,000
2234	Las Vegas	820 S. Rampart Blvd.	Las Vegas	NV	89145	NA	No Reserve Price
61	Portland	8515 SW Tualatin-Sherwood Road	Tualatin	OR	97062	NA	64,203
2073	Portland	16200 S.W. Pacific Hwy.	Tigard	OR	97224	NA	No Reserve Price
2079	Portland	14800 S E Sunnyside Rd	Clackamas	OR	97015	NA	No Reserve Price
2083	Portland	1855 Blankenship Rd	West Linn	OR	97068	NA	No Reserve Price
2085	Portland	8155 S.W. Hall	Beaverton	OR	97005	Tawa, Inc.	50,000

2090	Portland	10830 S.E. Oak	Milwaukie	OR	97202	NA	No Reserve Price
2092	Portland	16030 S W Tualatin Sherwood Rd	Sherwood	OR	97140	NA	No Reserve Price
2088	Salem	5450 River Rd. N.	Keizer	OR	97303	NA	No Reserve Price
2084	Baker City	1120 Campbell Street	Baker City	OR	97814	Albertson's LLC	300,000
2080	Eugene	3075 Hilyard St.	Eugene	OR	97405	Albertson's LLC	200,000
2082	Eugene	5415 Main Street	Springfield	OR	97478	Albertson's LLC	1
2121	Grants Pass	340 N E Beacon Drive	Grants Pass	OR	97526	NA	No Reserve Price
2114	Klamath Falls	211 North Eighth Street	Klamath Falls	OR	97601	NA	No Reserve Price
2122	Klamath Falls	2740 S. 6th	Klamath Falls	OR	97603	NA	No Reserve Price
2095	Medford	585 Siskiyou Boulevard	Ashland	OR	97520	Albertson's LLC	200,000
2091	Seattle	19881 SR 2	Monroe	WA	98272	Albertson's LLC	100,000
2099	Seattle	12725 First Ave. S.	Burien	WA	98168	Albertson's LLC	100,000
2116	Seattle	15840 1st Avenue South	Burien	WA	98148	Albertson's LLC	1
2117	Seattle	31009 Pacific Hwy South	Federal Way	WA	98003	NA	No Reserve Price
2119	Seattle	14215 SE Petrovitsky Rd	Renton	WA	98058	Albertson's LLC	1
2123	Seattle	7601 Evergreen Way	Everett	WA	98203	Albertson's LLC	1,300,000
2125	Seattle	4300ne 4th	Renton	WA	98059	Albertson's LLC	1,700,000
2126	Seattle	15332 Aurora Ave N	Shoreline	WA	98133	Albertson's LLC	500,000
75	Aberdeen	1213 East Wishkah	Aberdeen	WA	98520	NA	40,179
2071	Bremerton	3355 Bethel Rd. S.e.	Port Orchard	WA	98366	Albertson's LLC	200,000
2097	Bremerton	2222 NW Bucklin Hill Road	Silverdale	WA	98383	NA	No Reserve Price
2115	Bremerton	2900 Wheaton Way	Bremerton	WA	98310	NA	No Reserve Price
2069	Spokane	1233 N. Liberty Lake Road	Liberty Lake	WA	99019	Yoke's Foods, Inc.	1,500,000
2068	Tacoma	15805 Pacific Ave. S.	Spanaway / Tacoma	WA	98444	Albertson's LLC	1
2070	Tacoma	4831 Point Fosdick Dr Nw	Gig Harbor	WA	98335	Albertson's LLC	500,000
2077	Tacoma	11012 Canyon Rd. East	Puyallup	WA	98373	Albertson's LLC	1
2078	Tacoma	111 S. 38Th Street	Tacoma	WA	98408	NA	No Reserve Price
2118	Tacoma	2800 Milton Way	Milton	WA	98354	Albertson's LLC	1

Exhibit B

Indication of Interest Form

Haggen Global Auction
Qualified Bidder Indication of Interest Form

All Qualified Bidders must complete each part of this Indication of Interest Form and return it by email to the following parties, by no later than **November 8, 2015 at 11:00 a.m. (Pacific Time)**:

- (A) the Debtors, Haggen Holdings, LLC (Attn: Blake Barnett, Chief Financial Officer; blakeb@haggen.com);
- (B) co-counsel to the Debtors, Stroock & Stroock & Lavan LLP (Attn: Frank Merola, Esq. and Sayan Bhattacharyya, Esq.; fmerola@stroock.com and sbattacharyya@stroock.com);
- (C) co-counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP (Attn: Matthew Lunn, Esq. and Robert Poppiti, Jr., Esq.; mlunn@ycst.com and rpoppiti@ycst.com); and
- (D) financial advisor to the Debtors, Sagent Advisors LLC (Attn: Scott Moses and Gregory Grambling; smoses@sagentadvisors.com and ggrambling@sagentadvisors.com).

Name of Qualified Bidder: _____

Qualified Bidder’s representatives who will attend the Global Auction (no more than four (4) per Qualified Bidder, including professionals):

	First and Last Name	Company/Firm	Role (bidder, financial advisor, counsel)	Email Address	Phone Number
1.					
2.					
3.					
4.					

Please identify in the following table each of the Debtors' stores that you currently intend, in good faith, to bid on in the Haggen Global Auction. This list is for the Debtors' logistical purposes only and constitutes neither an offer by the Debtors to sell these stores to you nor an offer by you to purchase these stores from the Debtors. All bids submitted in the Global Auction remain subject to the Global Bidding Procedures Order [Docket No. 494] and the Auction Rules.

	Store Number	Address	City	State
1.				
2.				
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