

Vincent Indelicato  
Timothy Q. Karcher  
**PROSKAUER ROSE LLP**  
Eleven Times Square  
New York, New York 10036  
Telephone: (212) 969-3000  
Facsimile: (212) 969-2900

Charles A. Dale  
**PROSKAUER ROSE LLP**  
One International Place  
Boston, MA 02110  
Telephone: (617) 519-9600  
Facsimile: (617) 519-9899

Steve Y. Ma  
**PROSKAUER ROSE LLP**  
2029 Century Park East, Suite 2400  
Los Angeles, CA 90067-3010  
Telephone: (310) 557-2900  
Facsimile: (310) 557-2193

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**KB US Holdings, Inc., et al.,  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-22962**

**(Joint Administration Requested)**

**DEBTORS' MOTION FOR ENTRY OF ORDER  
EXTENDING TIME TO FILE SCHEDULES OF ASSETS  
AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS**

<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: KB US Holdings, Inc. (1000), KB Holding, Inc. (3082), AG Kings Holdings Inc. (8681), AG Holdings II Inc. (3828), Kings Super Markets, Inc. (6769), Balducci's Holdings LLC (1913), Balducci's Connecticut LLC (1945), Balducci's Maryland LLC (1926), Balducci's Virginia LLC (1949), and Balducci's New York LLC (1934). The location of the Debtors' corporate headquarters is 700 Lanidex Plaza Parsippany, NJ 07054.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

KB US Holdings, Inc. and its debtor affiliates, 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 the date hereof (the “**Commencement Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). 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. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

3. Additional 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 M. Benjamin Jones Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York*, sworn to on the date hereof (the “**Jones Declaration**”), which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.<sup>2</sup>

### **Jurisdiction**

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012

---

<sup>2</sup> Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Jones Declaration.

(Preska, C.J.). 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**

5. By this Motion, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1007(c), the Debtors request that the Court extend the fourteen (14) day period to file their (i) schedules of assets and liabilities, (ii) schedules of executory contracts and unexpired leases, and (iii) statements of financial affairs (collectively, the “**Schedules**”), as set forth in section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, by an additional thirty (30) days, through and including October 6, 2020 (being the first business day following the day forty-four (44) days after the Commencement Date), without prejudice to the Debtors’ right to request additional time should it become necessary.

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

**Relief Requested Should Be Granted**

7. The Court may grant the relief requested herein pursuant to Bankruptcy Rule 1007(c), which provides that “[a]ny extension of time to file schedules [and] statements . . . may be granted only on motion for cause shown and on notice to the United States Trustee, any committee . . . , trustee, examiner, or other party as the court may direct.” Fed. R. Bankr. P. 1007(c). The Debtors submit that the vast amount of information that must be assembled and compiled and the number of hours required to complete the Schedules constitute good and sufficient cause for granting the requested extension of time.

8. Section 105(a) of the Bankruptcy Code also empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of” the Bankruptcy Code. 11 U.S.C. § 105(a). The Debtors respectfully submit that the relief requested

is appropriate in these chapter 11 cases and is within the Court's equitable powers under section 105 of the Bankruptcy Code and, therefore, the deadline to file the Schedules should be extended as requested herein.

9. On the Commencement Date, the Debtors filed with the Court a consolidated list of creditors holding the three (3) largest secured claims against the Debtors' estates and a consolidated list of creditors holding the twenty (20) largest unsecured claims against the Debtors' estates. However, given the size and complexity of the Debtors' operations, the Debtors anticipate that they will be unable to complete their Schedules in the mere fourteen days provided under Bankruptcy Rule 1007(c). The Debtors hold an aggregate of approximately \$194 million in assets and approximately \$200 million in liabilities as indicated in their most recent consolidated balance sheet.<sup>3</sup> The Debtors estimate that they have more than 1,500 creditors on a combined basis.

10. To prepare the Schedules, the Debtors must compile information from books, records, and other documents relating to, among other things, accounts payable and receivable, real estate and capital leases, employee wages and benefits, intercompany transactions, and vendor and supplier agreements in connection with their 35 store locations.<sup>4</sup> Collecting the necessary information to prepare the Schedules requires an enormous expenditure of time and effort on the part of the Debtors, their employees, and their professionals.

11. While the Debtors, with the assistance of their professional advisors, are mobilizing their employees to work diligently and expeditiously on preparing the Schedules, the

---

<sup>3</sup> Financial results are unaudited, preliminary and subject to change, and do not reflect additional potential asset impairment changes.

<sup>4</sup> Excludes the Balducci's express location in the Philadelphia International Airport, which is licensed from the Debtors and operated by a third party.

Debtors' resources are strained. Given the amount of work entailed in completing the Schedules, and the competing demands on the Debtors' employees and professionals to stabilize business operations during the initial postpetition period and provide continued support to the Debtors' efforts to maximize value through a strategic sale process, the Debtors likely will not be able to properly and accurately complete the Schedules within the required fourteen day time period.

12. Although the Debtors have commenced the task of gathering the necessary information that will enable them to prepare and finalize what undoubtedly will be voluminous Schedules, the Debtors anticipate that they will require at least thirty (30) additional days to complete the Schedules.

13. This Court routinely has granted the relief requested herein in large, complex chapter 11 cases such as these. *See, e.g., In re Fairway Grp. Holdings Corp.*, Case No. 20-10161 (Bankr. S.D.N.Y. Feb. 3, 2020) (granting a 30-day extension of the time to file schedules and statements of financial affairs); *In re Tops Holding II Corporation*, Case No. 18-22279 (Bankr. S.D.N.Y. Feb. 26, 2018) (granting a 45-day extension); *In re The Great Atl. & Pac. Tea Co., Inc.*, Case No. 15-23007 (Bankr. S.D.N.Y. July 21, 2015) (granting a 30-day extension); *In re MPM Silicones, LLC*, Case No. 14-22503 (Bankr. S.D.N.Y. Apr. 15, 2014) (granting a 46-day extension); *In re Excel Maritime Carriers Ltd.*, Case No. 13-23060 (Bankr. S.D.N.Y. July 3, 2013) (granting a 30-day extension).

14. Accordingly, the Debtors request that the Court extend the fourteen day period for an additional thirty (30) days, without prejudice to the Debtors' right to request further extensions, for cause shown.

15. The relief requested herein will not prejudice any party in interest. The Debtors intend to work cooperatively with the U.S. Trustee and other parties in interest to provide access to relevant information regarding the Debtors' businesses and financial affairs.

**Notice**

16. Notice of this Motion has been provided to (i) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Susan Arbeit, Esq. and Richard Morrissey, Esq.); (ii) the Debtors' twenty (20) largest unsecured creditors on a consolidated basis; (iii) counsel to the Prepetition Secured Lenders and proposed DIP Lenders, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611 (Attn: Peter P. Knight, Esq. and Jeramy D. Webb, Esq.); (iv) the Unions;<sup>5</sup> (v) the Internal Revenue Service; and (vi) the United States Attorney's Office for the Southern District of New York (collectively, the "**Notice Parties**"). The Debtors respectfully submit that no further notice is required.

17. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

*[Remainder of Page Left Intentionally Blank]*

---

<sup>5</sup> The "Unions" include United Food and Commercial Workers International Union, Local 1245 (now known as Local No. 360), United Food and Commercial Workers International Union, Local 464A, United Food and Commercial Workers International Union, Local 1500, United Food and Commercial Workers International Union, Local 342, and United Food and Commercial Workers International Union, Local 371.

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

Dated: August 23, 2020  
New York, New York

/s/ Vincent Indelicato

Vincent Indelicato  
Timothy Q. Karcher  
**PROSKAUER ROSE LLP**  
Eleven Times Square  
New York, New York 10036  
Telephone: (212) 969-3000  
Facsimile: (212) 969-2900

Charles A. Dale  
**PROSKAUER ROSE LLP**  
One International Place  
Boston, MA 02110  
Telephone: (617) 519-9600  
Facsimile: (617) 519-9899

-and-

Steve Y. Ma  
**PROSKAUER ROSE LLP**  
2029 Century Park East, Suite 2400  
Los Angeles, CA 90067-3010  
Telephone: (310) 557-2900  
Facsimile: (310) 557-2193

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Order**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**KB US Holdings, Inc., et al.,  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-22962**

**(Jointly Administered)**

**ORDER EXTENDING TIME TO FILE SCHEDULES OF ASSETS  
AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS**

Upon the motion (the “**Motion**”)<sup>2</sup> of KB US Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a) and 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order extending the fourteen (14) day period to file their (i) schedules of assets and liabilities, (ii) schedules of executory contracts and unexpired leases, and (iii) statements of financial affairs (collectively, the “**Schedules**”), 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 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being

---

<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: KB US Holdings, Inc. (1000), KB Holding, Inc. (3082), AG Kings Holdings Inc. (8681), AG Holdings II Inc. (3828), Kings Super Markets, Inc. (6769), Balducci’s Holdings LLC (1913), Balducci’s Connecticut LLC (1945), Balducci’s Maryland LLC (1926), Balducci’s Virginia LLC (1949), and Balducci’s New York LLC (1934). The location of the Debtors’ corporate headquarters is 700 Lanidex Plaza Parsippany, NJ 07054.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

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 (the “**Hearing**”); and upon the Jones Declaration, filed contemporaneously with the Motion, and 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. Pursuant to sections 105(a) and 521 of the Bankruptcy Code and Bankruptcy Rules 1007(c) and 9006(b), the time by which the Debtors shall file their Schedules is extended by an additional thirty (30), through and including October 6, 2020 (being the first business day following the day forty-four (44) days after the Commencement Date) without prejudice to the Debtors’ right to seek further extensions upon a showing of cause therefor.
3. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

4. 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.

Dated: \_\_\_\_\_, 2020  
White Plains, New York

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE