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*Proposed Attorneys for Debtors  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**KB US Holdings, Inc.,  
Debtor.**

**Fed. Tax Id. No. 81-3311000**

**Chapter 11**

**Case No. 20-22962**

**In re**

**KB Holding, Inc.,  
Debtor.**

**Fed. Tax Id. No. 38-4003082**

**Chapter 11**

**Case No. 20-22963**

**In re**

**AG Kings Holdings Inc.,  
Debtor.**

**Fed. Tax Id. No. 20-4648681**

**Chapter 11**

**Case No. 20-22964**

<b>In re</b>  <b>AG Holdings II Inc.,</b>  <b>Debtor.</b>  <b>Fed. Tax Id. No. 52-1653828</b>	<b>Chapter 11</b>  <b>Case No. 20-22965</b>
<b>In re</b>  <b>Kings Super Markets, Inc.,</b>  <b>Debtor.</b>  <b>Fed. Tax Id. No. 22-1686769</b>	<b>Chapter 11</b>  <b>Case No. 20-22966</b>
<b>In re</b>  <b>Balducci's Holdings LLC,</b>  <b>Debtor.</b>  <b>Fed. Tax Id. No. 80-0361913</b>	<b>Chapter 11</b>  <b>Case No. 20-22967</b>
<b>In re</b>  <b>Balducci's Connecticut LLC,</b>  <b>Debtor.</b>  <b>Fed. Tax Id. No. 80-0361945</b>	<b>Chapter 11</b>  <b>Case No. 20-22968</b>
<b>In re</b>  <b>Balducci's Maryland LLC,</b>  <b>Debtor.</b>  <b>Fed. Tax Id. No. 80-0361926</b>	<b>Chapter 11</b>  <b>Case No. 20-22969</b>
<b>In re</b>  <b>Balducci's Virginia LLC,</b>  <b>Debtor.</b>  <b>Fed. Tax Id. No. 80-0361949</b>	<b>Chapter 11</b>  <b>Case No. 20-22970</b>

**In re**

**Balducci's New York LLC,**

**Debtor.**

**Fed. Tax Id. No. 80-0361934**

**Chapter 11**

**Case No. 20-22961**

**DEBTORS' MOTION FOR ENTRY OF ORDER  
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

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. 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>1</sup>

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<sup>1</sup> Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Jones Declaration.

**Jurisdiction**

3. 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 (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**

4. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, the Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes only.

5. In addition, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to KB US Holdings, Inc., and that these chapter 11 cases be jointly administered under the following consolidated caption:

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

**In re**

**KB US Holdings, Inc., *et al.*,**

**Debtors.**

**Chapter 11**

**Case No. 20-22962 (\_\_\_)**

**(Jointly Administered)**

6. The Debtors further request the Court's direction that a notation substantially similar to the following language be entered on the docket maintained by the Clerk of the Court to reflect the joint administration of the Debtors' chapter 11 cases:

An Order has been entered in accordance with rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint

administration of the chapter 11 cases of KB US Holdings, Inc.; KB Holding, Inc.; AG Kings Holdings Inc.; AG Holdings II Inc.; Kings Super Markets, Inc.; Balducci's Holdings LLC; Balducci's Connecticut LLC; Balducci's Maryland LLC; Balducci's Virginia LLC; and Balducci's New York LLC. The docket in Case No. 20-22962 ( ) should be consulted for all matters affecting the case.

7. Finally, the Debtors seek authority to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Executive Office of the U.S. Trustee – Region 2 (revised December 27, 2019) on a consolidated basis.

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

#### **Relief Requested Should Be Granted**

9. On the date hereof, the Debtors commenced the above-captioned chapter 11 cases by filing the appropriate petitions with this Court. As set forth in the Jones Declaration, there are ten (10) Debtors and more than 1,500 creditors and other parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

10. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). As set forth in the Jones Declaration, the Debtors in these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

11. As set forth in the Jones Declaration, the Debtors operate as an integrated business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings, and orders that will arise in these cases will affect each and every Debtor. Joint administration of these chapter 11 cases therefore will reduce fees and costs by avoiding duplicative filings, objections, notices, and hearings. Joint administration also will allow the United States Trustee and all other parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion only requests administrative—and not substantive—consolidation of the Debtors' estates. For example, any creditor may still file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates), intercompany claims among the Debtors will not be affected, and the Debtors will maintain separate records of assets and liabilities.

### **Notice**

13. 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>2</sup> (v) the Internal Revenue Service; (vi) the United States Attorney's Office for the Southern District of New York; and (vii)

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<sup>2</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.

Bank of America, N.A. (collectively, the “**Notice Parties**”). The Debtors respectfully submit that no further notice is required.

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

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*

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**Exhibit A**

**Proposed Order**



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

**In re**

**KB US Holdings, Inc.,  
Debtor.**

**Fed. Tax Id. No. 81-3311000**

**Chapter 11**

**Case No. 20-22962 (\_\_\_)**

**In re**

**KB Holding, Inc.,  
Debtor.**

**Fed. Tax Id. No. 38-4003082**

**Chapter 11**

**Case No. 20-22963 (\_\_\_)**

**In re**

**AG Kings Holdings Inc.,  
Debtor.**

**Fed. Tax Id. No. 20-4648681**

**Chapter 11**

**Case No. 20-22964 (\_\_\_)**

**In re**

**AG Holdings II Inc.,  
Debtor.**

**Fed. Tax Id. No. 52-1653828**

**Chapter 11**

**Case No. 20-22965 (\_\_\_)**

**In re**

**Kings Super Markets, Inc.,  
Debtor.**

**Fed. Tax Id. No. 22-1686769**

**Chapter 11**

**Case No. 20-22966 (\_\_\_)**

<b>In re</b>  <b>Balducci's Holdings LLC,</b>  Debtor.  <b>Fed. Tax Id. No. 80-0361913</b>	<b>Chapter 11</b>  <b>Case No. 20-22967 (___)</b>
<b>In re</b>  <b>Balducci's Connecticut LLC,</b>  Debtor.  <b>Fed. Tax Id. No. 80-0361945</b>	<b>Chapter 11</b>  <b>Case No. 20-22968 (___)</b>
<b>In re</b>  <b>Balducci's Maryland LLC,</b>  Debtor.  <b>Fed. Tax Id. No. 80-0361926</b>	<b>Chapter 11</b>  <b>Case No. 20-22969 (___)</b>
<b>In re</b>  <b>Balducci's Virginia LLC,</b>  Debtor.  <b>Fed. Tax Id. No. 80-0361949</b>	<b>Chapter 11</b>  <b>Case No. 20-22970 (___)</b>
<b>In re</b>  <b>Balducci's New York LLC,</b>  Debtor.  <b>Fed. Tax Id. No. 80-0361934</b>	<b>Chapter 11</b>  <b>Case No. 20-22961 (___)</b>

**ORDER DIRECTING JOINT  
ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)<sup>1</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 Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only, 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 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.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

2. The Debtors' chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court.

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors' chapter 11 cases.

4. The caption of the jointly administered cases shall read as follows:

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

**In re**

**KB US Holdings, Inc., et al.,  
Debtors.**

**Chapter 11**

**Case No. 20-22962 (\_\_\_)**

**(Jointly Administered)**

5. A docket entry shall be made in the chapter 11 cases of KB US Holdings, Inc.; KB Holding, Inc.; AG Kings Holdings Inc.; AG Holdings II Inc.; Kings Super Markets, Inc.; Balducci's Holdings LLC; Balducci's Connecticut LLC; Balducci's Maryland LLC; Balducci's Virginia LLC; and Balducci's New York LLC substantially as follows:

An Order has been entered in accordance with rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint administration of the chapter 11 cases of KB US Holdings, Inc.; KB Holding, Inc.; AG Kings Holdings Inc.; AG Holdings II Inc.; Kings Super Markets, Inc.; Balducci's Holdings LLC; Balducci's Connecticut LLC; Balducci's Maryland LLC; Balducci's Virginia LLC; and Balducci's New York LLC. The docket in Case No. 20-22962 (\_\_\_) should be consulted for all matters affecting the case.

6. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Executive Office of the U.S. Trustee – Region 2 (revised December 27, 2019), by consolidating the information required for each Debtor in one report that tracks and breaks out all

of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

7. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

8. 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

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UNITED STATES BANKRUPTCY JUDGE