

EXHIBIT B

Declaration of Paul Huygens

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

In re:

GARDEN FRESH RESTAURANT
INTERMEDIATE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 16-12174 (CSS)

(Jointly Administered)

**DECLARATION OF PAUL HUYGENS IN SUPPORT OF
APPLICATION PURSUANT TO FED. R. BANKR. P. 2014(a) FOR ORDER UNDER
SECTION 1103 OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT
AND RETENTION OF PROVINCE, INC. AS FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO
OCTOBER 17, 2016**

I, Paul Huygens, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure and Rule 2014-1 of the Local Rules as follows:

1. I am a CPA, a CFE and a principal with the firm of Province, Inc. (“Province”). I am authorized to submit this Declaration in Support of the *Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment and Retention of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to October 17, 2016* (the “Application”).

2. Neither I, Province, nor any employee thereof, insofar as I have been able to ascertain, has any connection with the Debtor, their creditors, or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

¹ The Debtors in these cases are: Garden Fresh Restaurant Intermediate Holding, LLC; Garden Fresh Holdings, Inc.; GF Holdings, Inc.; Garden Fresh Restaurant Corp.; and Garden Fresh Promotions, LLC.

3. Section 1103(b) of the Bankruptcy Code does not incorporate the general “disinterestedness” standard of section 327(a). However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtor, their estate, the professionals, and the Office of the United States Trustee.

4. Province has conducted an extensive conflict check within its database and thus far, Province has not encountered any creditors of the Debtors in which an actual conflict exists between Province and such creditors. If, at any time during the course of this proceeding, Province learns of any representation which may give rise to a conflict, Province will promptly file with the Court and the US Trustee, an amended declaration identifying and specifying such involvement. A list of those entities checked is attached hereto as Schedule 1.

5. Province and certain of its principals have represented and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these chapter 11 cases. At this time, Province is unaware of any such representation. If Province identifies any further such representations, Province shall make further disclosures as may be appropriate at that time.

6. Province represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or committee members in this case. Province, will not represent any members of these committees in any claims that they may have individually against the Debtors.

7. Province has represented, represents, and in the future will likely represent debtors, creditors’ committees, and other parties in interest in cases unrelated to the Debtor and this chapter 11 case wherein professionals retained in the case have also served as professionals. For example, Province is currently involved in matters wholly unrelated to the Debtors in various

capacities where the following professionals are also involved: Kelley Drye & Warren LLP (“KDW”) (proposed Committee counsel), Morgan Lewis & Bockius LLP and Young Conaway Stargatt & Taylor LLP (“YCST”) (proposed Debtor counsel), Piper Jaffrey & Co. (“Piper”) (proposed Debtor financial advisor and investment banker), Klee Tuchin Bogdanoff & Stern LLP (“KTBS”) (counsel to Cerberus Business Finance LLC), Pachulski Stang Ziehl & Jones LLP (“PSZJ”) (counsel to Beach Point Capital Management), Morris, Nichols, Arsht & Tunnell LLP (“Morris”) (counsel to Apollo Investment Corp.) and Kirkland & Ellis (counsel to Sun Capital Partners, Inc.). A principal of Province, Peter Kravitz (“Kravitz”), serves as the liquidating trustee or plan administrator in several cases wholly unrelated to the Debtors where the following professionals involved in this case also represent or have represented the post confirmation liquidating trust: KDW, KTBS, YCST, PSZJ, and Morris.

8. Province represented, represents, and in the future will likely represent parties in interest in other chapter 11 cases that are wholly unrelated to the Debtors and the chapter 11 case wherein advisors to Committee members retained in these cases are also serving as professionals. In addition, Kravitz, currently sits as the independent member on a three-member post-confirmation litigation trust oversight committee (Green Field Energy) where one of the other two members is Joseph Fabiani of Beach Point Capital. The Green Field Energy Trust has a Trustee that is not affiliated with Province or Beach Point and is in charge of the Trust's daily administration. Additionally, there is no relation between Green Field Energy and these chapter 11 cases.

9. Province has neither received any retainer from the Debtor nor Committee nor any payment, nor has it received any promise of payment, during the one-year period prior to the filing of the Debtor’s petitions. No compensation has been paid or promised to be paid from a

source other than the Debtor's estate in this chapter 11 case. No promises have been received by Province nor by any advisors or attorneys thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code. Province has no agreement with any other entity to share with such entity any compensation received by Province in connection with these chapter 11 cases, except among employees of Province. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by Province in its representation of the Committee.

10. Province intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court as stated in the Application, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Province.

Province's standard hourly rates are:

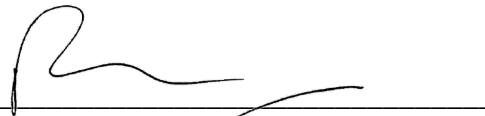
<u>Title</u>	<u>Per Hour</u>
Principal	\$660-700
Director / Managing Director	\$470-620
Senior Associate / Associate	\$330-460
Analyst	\$250-320
Para professional	\$100

11. However, for this matter, Province has agreed to a blended flat rate of \$400 per hour, and will not charge for non-working travel time hours.

12. In addition to the fees described above, Province will bill for all of its out-of-pocket expenses reasonably incurred by Province in connection with the matters contemplated by this Agreement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Dated: November 11, 2016

By: 
Paul Huygens

Schedule 1

Debtors

Garden Fresh Restaurant Intermediate Holding, LLC
Garden Fresh Holdings, Inc.
Garden Fresh Promotions, LLC
Garden Fresh Restaurant Corp.
GF Holdings, Inc.

Case Professionals

Epiq Bankruptcy Solutions, LLC
Morgan Lewis & Bockius LLP
Piper Jaffray & Co.
Young Conaway Stargatt & Taylor, LLP

Cash Management Banks

Citibank
Wells Fargo Bank, NA

Directors & Officers

Carr , David A.
Dorman, Alec
Dorsey, Michael
Garff, Matthew N.
Jonathan Jackson
Morberg , John D.

Insurers

American Bankers Insurance Company of Florida
Continental Casualty Co.
Everest Indemnity Ins. Co
Great American Insurance Co.
Llyods of London
March Service Fee (Broker)
National Union Fire Insurance Co. of Pittsburg, PA
PIA (U. S. Specialty Insurance Company)
Travelers Property Casualty Co. of America
Zurich American Insurance Company

Key Vendors and Creditors

A Zerega's Sons, Inc.
Alta Dena Dairy
American Express
Andrew's Refrigeration
Aramark Uniform Services
ARC Properties Operating Partnership LP

Arthur Schuman West
Atalanta Corporation.
Brandon Borso
BRE Imagination Office Holdco LLC
Chlic-Chicago
Coca Cola U.S.A.
Ecolab Incorporated
Ecova, Inc
First Source LLC
Galleria Corporate Centre
Golden West Trading
Group Kirkman, LLC
Hickman's Egg Ranch, Inc.
Id Media
James Walsh
Kamran And Company, Inc
Kent Precision Foods Group Inc
Mark Kitchen Equipment Ser. Inc
National Frozen Foods Corp.
Nestle USA Inc.
Oracle America, Inc.
Ornua (Wisconsin) Ingredints, LLC
Produce Alliance, LLC
Radiowave marketing and promotions
Ramco Refrigeration & Air Inc
RC's Mechanical Services
Ryder Truck Rental Inc.
Salm Waste & Recycling Service
SCA Tissue North America LLC
Sheer Enterprises Inc.
Silverstate Refrigeration & HVAC, LLC
Superior Paper & Plastics, Inc
Total Sweeteners Inc
Trinity Fresh
TWC Services, Inc.
Valassis Communications, Inc.

Landlords

1040 Grant Road Associates III
12085 Brandford Street Project
1467 Brittmoore LLC
1756, Inc.
2230 W. Lincoln, LLC
A. C. Warnack Trust
AKF3 Valencia, LLC
Amicorp Enterprises, Inc.

ARCP SM KANSAS CITY KS, LLC
ARCP SM St. Louis MO, LLC
Bear Necessity LLC
BEF Investments, LLC and GIT Investments, LLC
Brottao Investments Jacksonville LLC
Burgundy Bear Ltd.
Camden House LLC
Centennial Center LLC c/o Sovereign Partners
Centro/IA Clearwater Mall, LLC
China Diner Limited Partnership c/o WindStar Development Corporation
Cloverleaf Tampa, LLC
CLPF - Clairemont Mesa, L.P.
CNC Holdings, LLC
CNL Income FEC Tucson, LLC
CRP Cypress West 7th Commercial LP
CSRA Komar Desert Center Master Lessee, LLC
Cypress Creek Associates LP
Danash, LLC
DDRA Ahwatukee Foothills, LLC
Del Amo Associates, LLC
Derito Talking Stick South, LLC
DK Connections LLC
Duesenberg Investment Company
EMIC Properties
Equity Office Management, L.L.C.
Facchino LaBarbera Bernal Plaza LLC
Flamingo Pointe Partners, LLC
FR Florida, Inc.
Franciscan AAH, LLC
Frit Escondido Promenade, LLC
George-Thomas Enterprises, LLC
Granada Shoppes Assoc. LTD
Greenwood Family Investments, LLC
Gwinnett Place Associates, LP
HART Willow Creek, LLC, HCM LLC
Hedmark II, LLC
Herzman Trust/HNET Investments LLC
HH Promenade Partners LLC
Highland Direct Property LLC
Holtzman Enterprise LLC
Hoppe Properties, LLC
J-C Markets, Inc.
Julio A. Martin Family Trust
K-GAM 6202 E. Broadway, LLC
KGC Limited Partnership
Kimco Realty Corporation

KJP Kennesaw, LLC
KJP Orange Park, LLC
Lacera/Gateway Virginia Property
Levon @ Camarillo
Liberty Property Limited Partnership
LPF San Jose Retail, Inc.
Lupresn 3, LLC
M.V. Partners
Main Street Hotels, LLC
MCD-RC CA-Amerige, LLC
Midway Towne Center, LLC
Mira Mesa Shopping Center West
Morguard Boynton Town Center Inc.
MUWA, LLC
Net Lease Funding 2005, LP
Oakwood Plaza Limited Partnership
Olen Properties Corp.
OT Chatsworth Texas LLC
P & P Tempe City Center GP, LLC
Pacific Realty Associates, LP
Piazza Retail, LLC
PK I North County Plaza, LP
Pleasant Hill Crescent Drive c/o Colliers International
PLH Holdings, LLC, Series I
Power & Ray, LLC
PRII Rolling Oaks Commons Fla, LLC
PRTC, L.P.
Raman Ventures, LLC
Realty Income Corporation
Reeco Properties LLLP
Regent O'hare, LLC
Savelle Investment Dynamics
SCG River Park Business Center, LP
Schmidt Sunshine, Inc.
Shapell SoCal Rental Properties, LLC
Shigenobu Kaku & Hikaru Kaku
Shih Properties Inc.
Sidney Family Limited Partnership
Soni Plaza Associates, LLC
South Lake Avenue Investors LLC c/o PM Realty Group
SPGG Properties, LTD
SPLW Properties, LTD.
SRK Lady Lake OP5 LLC
Star Financial I, LLC
Sunflower Plantation, LLC
Sunnybrook, LLC

Sunnykay & Company, LLC
SVF At First San Jose Corporation
SWT Tampa, LLC
Sycamore Business Park, LLC
TCAM Core Property Fund
TEM Mile Range Properties, LLC
The Krausz Companies, Inc.
The Liddicoat Family Trust
The Smith 1982 Trust; The Malashock 1981 Trust
Thomas Winery Plaza Property
TRC Encinitas Village, LLC c/o Terramar Retail Centers, LLC
TRJ Ft Myers, LLC
TRJ Orlando, LLC
Tuccori Holding Co., LP
Tustin Plaza Center, LP
Valvista North, LLC
Vestar Bowles Crossing, LLC
Vestar DRM-OPCP, LLC
Waldin/Dick/WR-I FLA.
Walton Simi Investors VI, LLC
Waterhouse Investments, LLC
WCPRT Colonial Promenade LLC
Weingarten Realty Investors
Westland Financial I, LLC
William N. Jones
WRI West Gate South, L.P.
Yacoel Investments, LLC
YAH Investments, LLC
Yookimsan, LLC
Zimmerman Properties, Inc., c/o Cutler Commercial

Lenders/Agents

Apollo Investment Corporation
Ares Capital Corporation
Associated British Foods Pension Scheme
Beach Point Distressed Master Fund, L.P.
Beach Point SCF I LP
Beach Point SCF IV LP
Beach Point Total Return Master Fund, L.P.
BPC Opportunities Fund LP
Cerberus ARS Holdings LLC
Cerberus Levered Loan Opportunities Fund II, L.P.
Cerberus NJ Credit Opportunities Fund, L.P.
Cortland Capital Markets Services LLC
Royal Mail Pension Plan
Sun Capital Partners

Sun Garden Fresh Finance, LLC

Other Secured Creditors

Karman and Company, Inc.

Litigation Parties

Alexander Peterson v GFRC
Alicia Moreno vs. GFRC
Anthony Ornano vs GFRC
Ariell Johnson v. GFRC
Cornerstone Retail Fund I, LLC v GFRC
Daniel Escobar vs. GFRC
Evelyn Rodriguez vs. GFRC
Francisco Roman v. GFRC
Karla Quezada v. GFRC
Marlon Artiga v. GFRC
Martinis McDuffie vs GFRC
Stephanie Hernandez v. GFRC
Vincent Dominguez v. GFRC

Utilities

Alameda County Water District
Albuquerque Bernalillo County Water
Ameren Missouri
American Water & Energy Savers
APS/Arizona Public Service
Atmos Energy/790311
Aurora Water/City of Aurora, CO
Broward County Comm - Public Works Dept
Bullseye Telecom
California Water Service-Torrance
CenterPoint Energy Services/301149
CenterPoint Energy Services/5603
CenterPoint Energy/1325/4981/2628
City of Alhambra, CA
City of Altamonte Springs, FL
City of Arcadia, CA
City of Arlington, TX
City of Atlanta, GA-Dept of Watershed Mg
City of Aurora, IL
City of Boca Raton, FL
City of Brea, CA
City of Camarillo, CA
City of Carlsbad, CA
City of Clearwater, FL
City of Dallas, TX

City of Fountain Valley, CA
City of Fresno, CA
City of Fullerton, CA
City of Garden Grove, CA
City of Hollywood, FL
City of Houston, TX - Water/Wastewater
City of Irving, TX
City of Lakewood, CA
City of Littleton, CO
City of Pembroke Pines, FL
City of Peoria, AZ
City of Phoenix, AZ - 29100
City of Pleasanton, CA
City of Raleigh, NC
City of San Diego, CA
City of St. Charles, IL
City of Sunnyvale, CA
City of Tampa, FL
City of Tempe, AZ
City of Tigard, OR
City of Torrance Utilities
City of Tucson, AZ
City of Vancouver, WA
City of Waukegan, IL
City of West Palm Beach/Utilities
City of Westminster, CO
Clackamas River Water
Clark Public Utilities
Clay County Utility Authority,FL
Clay Electric Cooperative/Orange Park
Coachella Valley Water District
Cobb County Water System
Cobb EMC
Com Ed
Commerce Energy, Inc/101141
Contra Costa Water District
Coral Springs Improv. Dist.
Cottonwood Improvement District
Cucamonga Valley Water District
Denver Water
Duke Energy Progress
Duke Energy/1004/33199
Ecova
Entergy Texas, Inc./8104
Florida City Gas/5410
Florida Natural Gas/934726

Florida Power & Light Company (FPL)
Florida Public Utilities Co./2137
Fort Bend Co WCID #2
Fox Metro
Fulton County, GA
Georgia Power
Great Oaks Water Company
Gwinnett Co. Water Resources
Helix Water District
Hillsborough County Water Resource -BOCC
IGS Energy - Gas
Imperial Irrigation District, CA
Interface Security Systems Holdings Inc.
Irvine Ranch Water District
Jackson Electric Membership Corp, GA
JEA
Johnson County Wastewater - 219948
Kansas City Power & Light Co./219330
Kansas Gas Service
KC Water Services
Laclede Gas Company
Lee County Utilities
Level 3 Communications LLC
Liberty Power Holdings, LLC
Los Angeles County Dept. of Public Works
Los Angeles Dept of Water & Power/30808
Memorial Villages Water Authority
Mesa Consolidated Water District
Metro MUD #21
Metropolitan St. Louis Sewer Dist/437
Midway Services Utilities
Missouri American Water/94551
Missouri Gas Energy (MGE)
Moulton Niguel Water
Nicor Gas/2020/0632/5407
North Shore Gas
North Shore Water Reclamation District
NV Energy/30150 South Nevada
NW Natural
Olivenhain Municipal Water District-OMWD
Orlando Utilities Commission
Otay Water District
Pacific Gas & Electric
Pacific Power-Rocky Mountain Power
Pinellas County, FL-Utilities
PNM

Portland General Electric (PGE)
PSNC Energy (Public Service Co. of NC)
Questar Gas
Rancho California Water District
Reedy Creek Improvement District
Riverside Public Utilities, CA
Rowland Water District
San Diego Gas & Electric
San Jose Water Company
Sandy City, UT
Sarasota County Public Utilities
SLM Waste
South Valley Sewer District, UT
Southern California Edison
Southern California Gas (The Gas Co.)
Southwest Gas Corporation
SRP -Salt River Project
Teco Tampa Electric Company
Teco: Peoples Gas
Toho Water Authority
Town of Cary, NC
Town of Gilbert, AZ
True Natural Gas
Tualatin Valley Water District
Tucson Electric Power Company
Village of Schaumburg, IL
Vista Irrigation District
Water Environment Services
WaterOne
Western Municipal Water District/7000
Withlacoochee River Electric Cooperative
XCEL Energy:Public Service Company of CO

Delaware Bankruptcy Judges

Carey, Kevin J.
Gross, Kevin
Shannon, Brendan L.
Silverstein, Laurie Selber
Sontchi, Christopher S.
Walrath, Mary F.

U.S. Trustee's Office

Attix, Lauren
Buchbinder, David
Casey, Linda
Cox, Natalie

Dortch, Shakima L.
Fox, Jr., Timothy J.
Gerardi, David
Giordano, Diane
Green, Christine
Hackman, Benjamin
Heck, Jeffrey
Kenney, Mark
Leamy, Jane
McCollum, Hannah M.
Murray, Tony
O'Malley, James R.
Panacio, Michael
Patton, Tiiara
Sarkessian, Juliet
Schepacarter, Richard
Serrano, Edith A.
Starr, Karen
Tinker, T. Patrick
Vara, Andrew R.
Vinson, Ramona
West, Michael
Wynn, Dion