

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

In re:

ADI Liquidation, Inc. (f/k/a AWI Delaware,
Inc.), *et al.*,¹

Debtors.

Debtor(s) Listed on Exhibit A to Motion,

Plaintiff,

v.

Defendant Listed on Exhibit A to Motion,

Defendant.

Chapter 11

Case No. 14-12092 (KJC)

(Jointly Administered)

**Objection Deadline: December 20, 2016 at
4:00 pm Hearing Date: December 29, 2016 at
10:00 am**

Adv. No.: See Exhibit A to Motion

**Objection Deadline: December 20, 2016 at
4:00 pm Hearing Date: December 29, 2016 at
10:00 am**

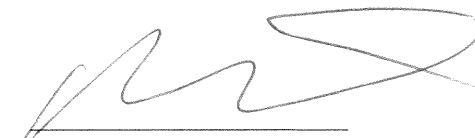
AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

KONSTANTINA HAIDOPOULOS, being duly sworn, deposes and says:

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.) (3683); AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)(7857); NK Liquidation, Inc. (f/k/a Nell's, Inc.) (1195); Co-Op Agency Inc. (4081); AL Liquidation, Inc. (f/k/a Associated Logistics, Inc.) (1506); WR Liquidation, Inc. (f/k/a White Rose Inc.) (1833); RT Liquidation Corp. (f/k/a Rose Trucking Corp.) (2630); WRSC Liquidation Corp. (f/k/a WR Service Corp.) (5698); WRSC II Liquidation Corp. (f/k/a WR Service II Corp.) (9444); WRSC V Liquidation Corp. (f/k/a WR Service V Corp.) (4224); and White Rose Puerto Rico, LLC (4914). The Debtors' address is AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.), c/o Douglas A. Booth, Route 422, P.O. Box 67, Robeson, PA 19551.

1. I am employed as a Senior Noticing Coordinator by Epiq Bankruptcy Solutions, LLC, located at 777 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. On December 6, 2016, I caused to be served the "Notice of Hearing on Motion of the Debtors' Representative For Entry of an Order Establishing Procedures Pursuant to Sections 547, 548 and 550 of the Bankruptcy Code," dated December 6, 2016, to which was attached the "Motion of the Debtors' Representative For Entry of an Order Establishing Procedures Pursuant to Sections 547, 548 and 550 of the Bankruptcy Code," dated December 6, 2016, annex hereto as Exhibit A, by causing true and correct copies to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit B.
3. All envelopes utilized in the service of the foregoing contained the following legend:
"LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT."


Konstantina Haidopoulos

Sworn to before me this
13th day of December, 2016

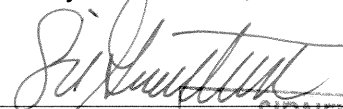
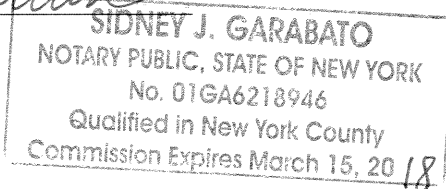

Notary Public

EXHIBIT A

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

In re: ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.), <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 14-12092 (KJC) (Jointly Administered) Objection Deadline: December 20, 2016 at 4:00 pm Hearing Date: December 29, 2016 at 10:00 am
Debtor(s) Listed on Exhibit A to Motion, Plaintiff, v. Defendant Listed on Exhibit A to Motion, Defendant.	Adv. No.: See Exhibit A to Motion Objection Deadline: December 20, 2016 at 4:00 pm Hearing Date: December 29, 2016 at 10:00 am

**NOTICE OF HEARING ON MOTION OF THE DEBTORS' REPRESENTATIVE
FOR ENTRY OF AN ORDER ESTABLISHING PROCEDURES
GOVERNING ADVERSARY PROCEEDINGS COMMENCED
PURSUANT TO SECTIONS 547, 548 AND 550 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on December 6, 2016, Alan D. Halperin, as the Debtors' Representative (the "Representative") of ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.), *et al.* (collectively, the "Debtors"), by and through his undersigned co-counsel, filed the **Motion of The Debtors' Representative for Entry of an Order Establishing Procedures Governing Adversary Proceedings Commenced Pursuant to Sections 547, 548 and 550 of The Bankruptcy Code** (the "Motion").

PLEASE TAKE FURTHER NOTICE that any objection or other response to the

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.) (3683); AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) (7857); NK Liquidation, Inc. (f/k/a Nell's, Inc.) (1195); Co-Op Agency Inc. (4081); AL Liquidation, Inc. (f/k/a Associated Logistics, Inc.) (1506); WR Liquidation, Inc. (f/k/a White Rose Inc.) (1833); RT Liquidation Corp. (f/k/a Rose Trucking Corp.) (2630); WRSC Liquidation Corp. (f/k/a WR Service Corp.) (5698); WRSC II Liquidation Corp. (f/k/a VR Service II Corp.) (9444); WRSC V Liquidation Corp. (f/k/a WR Service V Corp.) (4224); and White Rose Puerto Rico, LLC (4914).

Motion must be (i) filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, **on or before December 20, 2016 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”) and (ii) served so as to be actually received no later than the Objection Deadline by the undersigned counsel to the Representative.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion is scheduled to be held before the Honorable Kevin J. Carey, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 5th Floor, Courtroom No. 5, 824 Market Street, Wilmington, Delaware 19801 on **December 29, 2016 at 10:00 a.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND TO THE MOTION IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR OPPORTUNITY FOR A HEARING.

Dated: December 6, 2016

PEPPER HAMILTON LLP

/s/ Evelyn J. Meltzer

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*Co-Counsel for the Representative in the Avoidance
Actions identified on Exhibit A to the Motion*

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

<p>In re:</p> <p>ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.), <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 14-12092 (KJC)</p> <p>(Jointly Administered)</p> <p>Objection Deadline: December 20, 2016 at 4:00 pm Hearing Date: December 29, 2016 at 10:00 am</p>
<p>Debtor(s) Listed on Exhibit A,</p> <p style="text-align: right;">Plaintiff,</p> <p>v.</p> <p>Defendant Listed on Exhibit A,</p> <p style="text-align: right;">Defendant.</p>	<p>Adv. No.: See Exhibit A</p> <p>Objection Deadline: December 20, 2016 at 4:00 pm Hearing Date: December 29, 2016 at 10:00 am</p>

**MOTION OF THE DEBTORS' REPRESENTATIVE
FOR ENTRY OF AN ORDER ESTABLISHING PROCEDURES
GOVERNING ADVERSARY PROCEEDINGS COMMENCED
PURSUANT TO SECTIONS 547, 548 AND 550 OF THE BANKRUPTCY CODE**

Alan D. Halperin, as the Debtors' Representative (the "Representative") of ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.), *et al.* (collectively, the "Debtors"), by and through his undersigned co-counsel, respectfully requests entry of an order, substantially in the form annexed hereto as **Exhibit B** (the "Proposed Order"), establishing certain procedures (the "Proposed Procedures") to govern the adversary proceedings (as identified on **Exhibit A**) which seek relief pursuant to 11 U.S.C. §§ 547, 548 and 550 (the "Motion"). In support hereof, the Representative respectfully states as follows:

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.) (3683); AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) (7857); NK Liquidation, Inc. (f/k/a Nell's, Inc.) (1195); Co-Op Agency Inc. (4081); AL Liquidation, Inc. (f/k/a Associated Logistics, Inc.) (1506); WR Liquidation, Inc. (f/k/a White Rose Inc.) (1833); RT Liquidation Corp. (f/k/a Rose Trucking Corp.) (2630); WRSC Liquidation Corp. (f/k/a WR Service Corp.) (5698); WRSC II Liquidation Corp. (f/k/a VR Service II Corp.) (9444); WRSC V Liquidation Corp. (f/k/a WR Service V Corp.) (4224); and White Rose Puerto Rico, LLC (4914).

JURISDICTION AND VENUE

1. The Court (defined below) has subject matter jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. Consideration of this Motion is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A), (B), (F), (H) and (O).

BACKGROUND

4. On September 9, 2014 (the “Petition Date”), ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.), and ten (10) affiliated companies each filed in the United States Bankruptcy Court for the District of Delaware (the “Court”) a petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).
5. On or about August 11, 2016, the Debtors filed their Modified Second Amended Chapter 11 Plan Of Liquidation (as confirmed, the “Plan”) [D.I. 3155] and related disclosure statement (the “Disclosure Statement”) [D.I. 3153].
6. On September 7 and 8, 2016, prior to confirmation, the Debtors filed adversary proceedings in this Court against a number of transferees (each a “Defendant” and collectively, the “Defendants”), seeking to avoid and recover preferential, and in the alternative, fraudulent transfers and object to claims (collectively, the “Avoidance Actions”). Pursuant to Rule 4(m) of the Federal Rules of Civil Procedure, made applicable herein by Bankruptcy Rule 7004, the deadline for service of the Avoidance Actions is ninety (90) days from the filing date.
7. On September 30, 2016, the Court entered an Order (the “Confirmation Order”) confirming the Plan [D.I. 3679]. Pursuant to Article V.E. of the Plan and paragraph 21

of the Confirmation Order, the Representative has the sole right to commence, prosecute and settle any existing or potential Causes of Action (as defined in the Plan). Pursuant to Article V.E. of the Plan, the Representative has the exclusive authority to file objections to, and settle, compromise, withdraw or litigate to judgment objections to any and all claims.

8. On November 21, 2016, the Plan went effective and the Representative was appointed [D.I. 3918].

9. The Representative believes that the Proposed Procedures requested in this Motion will promote cost-effective and timely resolution of the Avoidance Actions and will reduce unnecessary litigation which will not benefit the Debtors' estates, the Defendants, or this Court.

RELIEF REQUESTED

10. By this Motion, the Representative respectfully requests that the Court implement the Proposed Procedures, detailed below, in connection with the prosecution of the Avoidance Actions by entering the Proposed Order.

11. The Proposed Procedures are intended to avoid burdening the Court from the logistical challenges of handling over one hundred (100) Avoidance Actions, while also enabling the parties to fairly resolve the Avoidance Actions in an efficient and cost-effective manner.

12. In general, the Proposed Procedures seek to: (a) extend the Rule 4(m) deadline for the Representative to serve the summons and complaint for the Avoidance Actions to a date that is thirty (30) days after entry of the order approving the Proposed Procedures; (b) extend the Defendants' time to answer the complaints up to an additional 150 days (*i.e.*, up to five (5) separate thirty (30) day extensions); (c) prohibit the filing of dispositive motions in

each Avoidance Action until after such action has been mediated (to the extent such action is not settled); (d) stay formal discovery in each Avoidance Action until after such action has been mediated (to the extent such action is not settled); and (e) establish procedures for the mediation of each Avoidance Action.

13. In addition, if the Court authorizes the Proposed Procedures, the Representative proposes providing the Court with a written status update ninety (90) days after entry of the Proposed Order (and every one hundred twenty (120) days thereafter). Each written report will list the status of each Avoidance Action and include the following information about each Avoidance Action, as applicable: (i) the case name and adversary proceeding number; (ii) the date the summons was served; (iii) the date a responsive pleading was filed or is due; (iv) the date a Notice of Mediator Selection (defined herein) was filed and the name of the selected Mediator (defined herein); (v) the date the Mediator's Report (defined herein) was filed; (vi) whether the Avoidance Action has been consensually resolved; and (vii) the date on which any pretrial scheduling conference is scheduled or was held.

14. The Representative believes that the implementation of the Proposed Procedures will maximize the potential for expeditious settlement of the Avoidance Actions before trial either through negotiations or as a result of the mediation process and will encourage settlements with Defendants who wish to avoid the expense of preparing and filing responsive pleadings and issuing, and responding to, discovery.

BASIS FOR RELIEF

15. The Representative seeks entry of the Proposed Order pursuant to sections 105(a), 547, 548 and 550 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") 7004, 7016 and 7026, Rules 7012-2 and 7016-1 of the Local

Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and the Court’s General Order Regarding Procedures in Adversary Proceedings, dated April 7, 2004 and related Amendment, dated April 11, 2005 (the “General Orders”).

16. Bankruptcy Rule 7004 requires that a plaintiff serve the summons on the defendant within ninety (90) days after the complaint is filed, “[b]ut if the plaintiff shows good cause for the failure [to serve within ninety days], the court must extend the time for service for an appropriate period of time.”

17. Bankruptcy Rule 7016 affords courts significant flexibility and discretion in adopting and implementing procedures, such as the Proposed Procedures, in order to facilitate the “just, speedy, and inexpensive disposition of the action.” Fed. R. Civ. P. 16 (made applicable pursuant to Bankruptcy Rule 7016). Bankruptcy Rule 7016 also provides that courts may enter scheduling and other orders that limit the time to file motions and to complete discovery. In addition, Bankruptcy Rule 7016 provides that such orders may include modifications of the disclosures required under Bankruptcy Rule 7026, dates for conferences and trials and any other matters appropriate under the circumstances of the case. Fed. R. Civ. P. 16.

18. In addition to Bankruptcy Rule 7016, Bankruptcy Code section 105(a) grants bankruptcy courts broad authority and discretion to take such actions and implement such procedures as are necessary to enforce the provisions of the Bankruptcy Code. That provision provides:

The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, sua sponte, taking any action or making any determination necessary or appropriate to enforce or implement

court orders or rules, or to prevent an abuse of process.

11 U.S.C. § 105(a).

19. Local Rule 7012-2 provides that the deadline to respond to a complaint in an adversary proceeding may be extended for thirty (30) days by stipulation of the parties or, for a longer period of time, by order of the Court.

20. Local Rule 7016-1(e) states as follows: “A motion for entry of an omnibus procedures ... order in multiple adversary proceedings will not be considered by the Court prior to the date of the conference described in L.R. 7016-1(b), absent a showing of good cause.” Pursuant to Local Rule 7016-1(b), at a pretrial scheduling conference, the Court may consider, among other matters, the possibility of settlement and the whether the matter could be resolved by mediation.

21. The General Orders note the need for procedures to “reduce the delay in disposition of adversary proceedings” due to the large number of adversary proceedings pending before the Court and impose deadlines for mandatory mediation.

22. Consistent with the Local Rules and General Orders, courts in this district have entered orders providing for relief similar in cases in which a debtor, creditors’ committee or trustee filed a large number of avoidance actions. *See, e.g., In re FBI Wind Down, Inc.*, Case No. 13-12329 (CSS) (Docket Nos. 2683 and 2684); *In re SemCrude, L.P.*, Case No. 08-11525 (BLS) (Docket No. 8394); *In re CEI Liquidation*, Case No. 09-14019 (KG) (Docket No. 1392); *In re WP Steel Venture LLC*, Case No. 12-11661 (KJC) (Docket No. 2820); *In re Exide Technologies*, Case No. 13-11482 (KJC) (Docket No. 4360).²

² Similar orders have also been entered in other districts. *See, e.g., In re Eastman Kodak Company*, 12-10202 (ALG) (Docket No. 6380); *In re Dewey & LeBoeuf LLP*, 12-12321 (MG) (Docket No. 1902); *In re BGI, Inc. f/k/a Borders Group, Inc.*, Case No. 11-10614 (MG) (Bankr. S.D.N.Y.) (Docket No. 922); *In re Lehman Brothers, Inc.*, Case No. 08-01420 (JMP) (Bankr. S.D.N.Y.) (Docket No. 2894).

PROPOSED PROCEDURES

23. In light of this statutory and regulatory framework and practices and procedures of the Court, the Representative proposes that the following procedures apply to the Avoidance Actions:

Extension of Time to Serve Summons and Complaint

- The time limit for service of the summons and complaint on all Avoidance Actions under Federal Rule Civil Procedure 4(m), made applicable herein by Bankruptcy Rule 7004, is extended for good cause to thirty (30) days after the entry of the Proposed Order.

Stipulation to Extend Time for Defendants to Respond to the Complaint, Mediation before Response

- Without further order of the Court, the Representative and any Defendant may stipulate to up to five (5) separate extensions of time for a Defendant to respond to the Complaint (the “Response Due Date”), with each extension to be no more than thirty (30) days each. The stipulation must be in writing to be binding on the Representative. The stipulation can be documented via electronic mail and shall not be filed.
- If the parties jointly agree in writing (which writing shall be filed in the adversary proceeding and shall include the Defendant’s selection of a Mediator in accordance with the terms of the Proposed Procedures) to enter into mediation prior to the Response Due Date, the Response Due Date shall be deferred while the mediation is pending. If the mediation does not resolve the Avoidance Action, the Response Due Date shall be extended for an additional thirty (30) days following the filing of the mediator’s report (the “Mediator’s Report”).
- Except as set forth above, further extensions of the Response Due Date shall not be granted except upon a motion made by the Defendant and approved by Order of the Court.

Stay of Requirement to Conduct Rule 26(f) Conference

- The conference required by Federal Rule of Civil Procedure 26(f), made applicable pursuant to Bankruptcy Rule 7026 (mandatory meeting before scheduling conference/discovery plan), shall be stayed until the completion of mediation and, if the Avoidance Action is not resolved through mediation or otherwise, then after the Defendant’s response to the complaint is filed. Following the filing of the Mediator’s Report and assuming the Avoidance Action was not resolved through mediation, the parties shall conduct a Rule 26(f) conference and submit a

proposed discovery scheduling order (the “Scheduling Order”) to the Court prior to or at the Pretrial Scheduling Conference (as defined herein).

Stay of Requirement to Conduct Pretrial Conference

- The conference required by Federal Rule of Civil Procedure 16, made applicable herein pursuant to Bankruptcy Rule 7016, shall be stayed until the completion of mediation. Upon the filing of the Mediator’s Report, with respect to each Avoidance Action that is not resolved through mediation or otherwise, the Representative shall file with the Court and serve on the Defendant a notice of pretrial scheduling conference (the “Pretrial Scheduling Conference”) to take place in the adversary proceeding at the next scheduled omnibus hearing; provided, however, that a minimum of fourteen (14) days notice of the Pretrial Scheduling Conference is required.

Stay of Discovery

- All formal discovery, including Rule 26 disclosures, shall be stayed until after (i) a Scheduling Order is entered and (ii) the Pretrial Scheduling Conference has occurred in accordance with these Proposed Procedures; provided, however, this stay of discovery shall in no way preclude the parties from informally exchanging documents and other information in an attempt to resolve an Avoidance Action in advance of, or during, the mediation process.

Settlement of Avoidance Actions

- As provided in Article V.E. of the Plan and paragraph 22 of the Confirmation Order, the Representative is authorized to compromise or settle the Avoidance Actions without Court approval. Accordingly, the Representative is not required to seek Court approval or an order under Bankruptcy Rule 9019 to consummate a settlement and/or dismiss any Avoidance Action.

Stay of Filing Motions until After Mediation

- The Parties are prohibited from filing any motions, including but not limited to, any motions under Federal Rule of Civil Procedure 12(b)(1) to (7) (made applicable by Bankruptcy Rule 7012) and/or 56 (made applicable by Bankruptcy Rule 7056) until after the mediator files a Mediator’s Report signifying that the mediation has concluded and a settlement has not been reached.

Mediation Procedures and Requirements

- To the extent (a) an Avoidance Action has not been resolved and/or settled within the later of (i) thirty (30) days after an answer is filed or (ii) March 1, 2017, (b) an Avoidance Action was not referred to mediation prior to the Response Due Date, then said Avoidance Action (collectively, the “Remaining Avoidance Actions”) shall be referred to mandatory mediation. Within the later of

- (i) March 15, 2017 or (ii) forty-five (45) days following the filing of a Defendant's answer (the "Mediation Deadline"), the Defendant shall select a mediator (the "Mediator") from the list of mediators (the "Mediator List") attached to the Motion as **Exhibit C** to the Proposed Order. If the Defendant fails to, or refuses to, select a mediator from the Mediator List on or before the Mediation Deadline, the Representative shall assign a mediator from the Mediator List. The Representative shall file on the respective adversary proceeding docket a notice of mediator selection (the "Notice of Mediator Selection") on or before the Mediation Deadline.
- Pursuant to the General Orders, the Mediator's fees and reasonable and actual expenses will be paid by the Representative. The Mediator's fees shall be fixed (the "Mediation Fee") as follows:
 - Cases with a claim amount (as reflected in the complaint) of less than \$75,000: \$3,000;
 - Cases with a claim amount (as reflected in the complaint) between \$75,000 and \$125,000: \$4,000;
 - Cases with a claim amount (as reflected in the complaint) between \$125,000 and \$300,000: \$5,000; and
 - Cases with a claim amount (as reflected in the complaint) over \$300,000: \$6,000.
 - The Mediation Fee will be earned by the Mediator as follows:
 - 25% upon the filing of the Notice of Mediator Selection;
 - 25% upon the Mediator's receipt of position statements; and
 - 50% following the occurrence of mediation, or if the mediation is canceled with less than 48 hours' notice.
 - Promptly after the filing of the Notice of Mediator Selection, Representative's counsel and Defendant's counsel shall jointly contact the selected Mediator to discuss the mediation. The mediation will be scheduled within sixty (60) days of the filing of the Notice of Mediator Selection.
 - The mediation shall be held at the law offices of Representative's counsel, the Mediator's office, or at another location agreed upon by the Mediator, the Representative and the Defendant.
 - Except as set forth herein, the mediation shall be conducted in accordance with Local Rule 9019-5.

- ***Position Statements:*** The parties shall exchange copies of their position statements with each other at least ten (10) days prior to the scheduled mediation. The parties shall provide a copy of their position statements to the Mediator five (5) business days prior to the scheduled mediation. The Mediator may also require the parties to provide to the Mediator any relevant papers and exhibits as well as a settlement proposal.
- The Mediator will preside over the mediation with full authority to determine the nature and order of the parties' presentations and with the full authority to implement any additional procedures which are reasonable and practical under the circumstances.
- The length of time necessary to effectively complete the mediation will be within the Mediator's discretion. The Mediator may also adjourn a mediation that has been commenced if the Mediator determines that an adjournment is in the best interests of the parties.
- The parties shall participate in the mediation in good faith and with a view toward reaching a consensual resolution.
- The mediation(s) shall be attended in person by (a) a representative of the Defendant who is not the party's attorney of record and who has full authority to negotiate and settle the matter on behalf of the Defendant, and, if a Defendant is represented by an attorney, the attorney who has primary responsibility for such matter and (b) counsel for the Representative with full settlement authority. Upon a showing of hardship, the Mediator may authorize the Defendant's representative to appear telephonically (while Defendant's counsel must still appear in person). Should a dispute arise regarding a Mediator's decision on whether to allow the Defendant's representative to appear telephonically rather than in person, a party may apply to the Court in advance of the mediation to rule on telephonic mediation by sending a letter to chambers outlining the issues, and the Court may then schedule a conference call to address the issues.
- No Mediator will mediate an Avoidance Action in which his/her law firm represents a party. If a Mediator's law firm represents a Defendant in another Avoidance Action, the Mediator will take all steps necessary to establish an ethical wall as required by the Delaware Lawyers Rules of Professional Conduct. So long as the ethical wall is effectively established and maintained, the Mediator's participation in the mediation process will not create a conflict of interest regarding the Mediator's law firm's representation of a Defendant in another Avoidance Action.
- All proceedings and writings incident to the mediation will be considered privileged and confidential and subject to all the protections of Federal Rule of Evidence 408,

and shall not be reported or admitted in evidence for any reason whatsoever. Nothing stated or exchanged during mediation shall operate as an admission of liability, wrongdoing or responsibility.

- The mediation shall be conducted so as to be completed within one hundred and twenty (120) days after the date the Notice of Mediator Selection is filed, which deadline may be extended by the mutual consent of the Representative, the Defendant and the Mediator.
- Within ten (10) days after the conclusion of each mediation, the Mediator shall file a Mediator's Report in the Remaining Avoidance Action, which shall be limited to stating only (i) whether the Remaining Avoidance Action settled or did not settle; (ii) the date or dates the mediation took place; and (iii) the names of the parties and/or counsel who attended.
- Upon notice and a hearing, a party's failure to appear at the mediation or otherwise comply with the Order with respect to mediation, may result in a default judgment against the Defendant or dismissal of the action. The Mediator shall promptly file a notice with the Court when any party fails to comply with the mediation provisions set forth in the Order.

24. The Representative believes that there is good cause to extend the deadline set forth in Federal Rules of Civil Procedure 4(m), made applicable herein by Bankruptcy Rule 7004(m), regarding service of the summons. As noted above, the Effective Date of the Plan occurred on November 21, 2016. As nearly all the Avoidance Actions were filed on September 7 and 8, 2016, the ninety days provided under Rule 4(m) expires on or about December 6, 2016. While the Representative believes that all or nearly all of the Avoidance Actions have been properly served, he has not had a full opportunity to independently determine if service has properly been effectuated for each of the individual Avoidance Actions. Additionally, mail is being returned daily and it is possible that the Representative will not become aware that service was not effectuated until after the ninety day limit has passed. Accordingly, the Representative believes a brief extension of the time to complete service of the Avoidance

Actions is warranted under these circumstances so the Representative can confirm that proper service has been effectuated, or take the necessary steps to properly serve any Defendant.

25. The Representative believes that the Proposed Procedures provide for an efficient means of resolving the Avoidance Actions prior to costly and time-consuming formal discovery. The Proposed Procedures will enable the parties to resolve the Avoidance Actions through the informal exchange of information and documentation without the substantial costs of formal discovery and litigation. Furthermore, even if the Proposed Procedures do not result in resolution of a particular Avoidance Action, the mediation process will be beneficial as it will allow the parties to understand the issues in dispute and thus be more focused and efficient going forward.

26. The Proposed Procedures are consistent with the Bankruptcy Rules, the Local Rules and the General Orders and are designed to further the goals of judicial economy and efficiency. Good cause exists for the Court to consider entry of the Proposed Order prior to any pretrial scheduling conference because the Proposed Procedures address preliminary scheduling matters and establish an efficient mediation program that is intended to reduce the number of Avoidance Actions that will require scheduling orders governing discovery and trial. To the extent that the Proposed Procedures deviate from the Local Rules, the General Order, or otherwise applicable rules and orders, the Representative submits that such variations are warranted in light of the number of Avoidance Actions associated with this case, absent which it may be extremely difficult for this Court to administer these matters. Accordingly, the Representative believes that the Proposed Procedures are appropriate under the circumstances and in the best interest of the Liquidation Trust and the creditors of the Debtors' estates, as well as all other parties to the Avoidance Actions, and should be approved.

NOTICE

27. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the District of Delaware; and (b) all Defendants in the Avoidance Actions identified on Exhibit A.

NO PRIOR REQUEST

28. No other or prior motion for the relief sought herein has been made to this Court.

WHEREFORE, the Representative respectfully requests that the Court grant the Motion in all respects, enter the Proposed Order, and grant such other and further relief as the Court deems just and proper.

Dated: December 6, 2016

PEPPER HAMILTON LLP

/s/ Evelyn J. Meltzer

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*Co-Counsel for the Representative in the Avoidance
Actions identified on Exhibit A*

Exhibit A**Avoidance Actions**

<u>DEBTOR (PLAINTIFF) NAME</u>	<u>DEFENDANT NAME</u>	<u>AP NO.</u>	<u>LEAD COUNSEL</u>	<u>DELAWARE COUNSEL</u>
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	A-1 POWER WASHING INC.	16-51201	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ADSAGE ADVERTISING, LLC	16-51202	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	ADVANCE BUSINESS CAPITAL LLC	16-51141	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	ADVANCE BUSINESS CAPITAL LLC	16-51142	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	ADVANCED SERVICE SOLUTIONS INC.	16-51143	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ALLEN HARIM FOODS LLC	16-51144	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	AMBRIOLA CO. INC.	16-51220	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	AMERICAN FARMER BRANDS LLC	16-51222	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	AMERICAN FOOD DISTRIBUTOR LLC	16-51435	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	APEX CAPITAL CORP	16-51146	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	APG SECURITY LLC	16-51203	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	APOLLO FOOD GROUP LLC	16-51225	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ARBOR MATERIAL HANDLING INC.	16-51147	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	ASSOCIATED SUPERMARKET GROUP, LLC (F/K/A ASSOCIATED FOOD STORES, L.L.C.)	16-51216	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	AURORA ORGANIC DAIRY CORP	16-51230	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BARRY'S GOURMET BROWNIES	16-51437	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BHNS GROUP LTD	16-51252	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BIG GEYSER, INC.	16-51255	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BISCOTTI BROTHERS BAKERY, INC.	16-51440	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BLOUNT FINE FOODS CORP.	16-51441	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	BROOK'S AVE FOOD ADVANTAGE CORP.	16-51151	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	BUCKEYE ENERGY SERVICES LLC	16-51150	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	C.H.R. Corporation aka CHR Corporation	16-51478	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	CAMBRIDGE FARMS OF HANOVER LLC	16-51266	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	CENTURY TRANSPORT INC.	16-51205	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	CHEP CONTAINER AND POOLING SOLUTIONS, INC.	16-51423	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	CIVITAS MEDIA LLC	16-51206	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	CLARK PRINTING GRAPHICS, INC.	16-51152	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	CLIFFSTAR CORP	16-51309	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	COMDATA NETWORK, INC.	16-51153	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	COMDATA NETWORK, INC.	16-51156	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose, Inc.)	COSMOS FOOD PRODUCTS INC.	16-51318	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	CROWN ADVERTISING AGENCY INC.	16-51162	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	DELORES NAGLAK	16-51475	Hahn & Hessen LLP	Pepper Hamilton LLP

WR Liquidation, Inc. (f/k/a White Rose Inc.)	DIVA COMMERCIAL CLEANING SERVICES, INC.	16-51165	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	DIVI-S TRANS LIMITED LIABILITY COMPANY	16-51167	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	DRIVELINE RETAIL MERCHANDISING, INC.	16-51148	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	EAST COAST DRIVER SOLUTIONS LLC	16-51149	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	EAST COAST DRIVER SOLUTIONS LLC	16-51169	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	EAST PENN MANUFACTURING CO INC.	16-51432	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	EICA TRANSPORTATION INC.	16-51197	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ELAN FINANCIAL SERVICES	16-51187	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	ELECTRIC BATTERY COMPANY LLC	16-51189	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose, Inc.)	EUROBUBBLIES, INC.	16-51364	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	FIELDDBROOK FOODS CORP	16-51376	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	FRANK DONIO INCORPORATED	16-51170	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	FRED S CHESSER & COMPANY INC.	16-51171	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) WR Liquidation, Inc. (f/k/a White Rose Inc.)	FROZEN FOOD DEVELOPMENT INC.	16-51383	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	G F A BRANDS INCORPORATED	16-51386	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	G L MEZZETTA INC.	16-51387	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	George C. & Mitzi R. Saylor Living Trust	16-51475	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP	16-51173	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	GROW-LINK INC.	16-51397	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	GUTTMAN OIL COMPANY	16-51174	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	HONEY TREE INC.	16-51406	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	HORMEL FINANCIAL SERVICES CORP.	16-51207	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	HOWARD MARTIN & ASSOCIATES LTD	16-51175	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	IDAHOAN FOODS LLC	16-51425	Hahn & Hessen LLP	Pepper Hamilton LLP

WR Liquidation, Inc. (f/k/a White Rose Inc.)	IMPACT MEDICAL STAFFING LLC	16-51176	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) WR Liquidation, Inc. (f/k/a White Rose Inc.)	IMPERIAL FROZEN FOODS	16-51313	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	ISE AMERICA, INC.	16-51317	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	J. CHRISTOPHER MICHAEL	16-51145	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	JAFFE & ASHER LLP	16-51191	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	JANE'S MARKET, INC.	16-51476	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	JCF ASSOCIATES OF WESTCHESTER INC.	16-51193	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	JD FACTORS, LLC	16-51195	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	JFE SHOJI TRADE AMERICA INCORPORATED	16-51234	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	KAPP ADVERTISING SERVICE, INC.	16-51208	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	KENS FOODS INCORPORATED	16-51427	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	KINGS SUPER MARKETS INC.	16-51428	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White	KREIDER FARMS	16-51347	Hahn & Hessen LLP	Pepper Hamilton LLP

Rose Inc.)				
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	KV MARK IMPORTS INC.	16-51251	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	KW RASTALL OIL COMPANY	16-51199	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	L & J INTERNATIONAL	16-51254	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	L & R DISTRIBUTORS INC	16-51200	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	L&K DISTRIBUTORS INC.	16-51178	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	LA VALLE FOODS USA	16-51256	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	LATIN BRANDS CORP.	16-51355	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	LEGACY INCORPORATED	16-51179	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	M A TRUCKING LLC	16-51181	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	MANPOWER US INC.	16-51210	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	MARTIN'S FAMOUS PASTRY SHOPPE INC.	16-51184	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	MEADOWLANDS EXPOSITION CENTER	16-51185	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	MEDIA MECHANIC LLC	16-51158	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	MJ MACKAREY SNACKS INC.	16-51159	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	NESAM INC.	16-51160	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	OPTIMUM STAFFING, INC.	16-51161	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	PADILLA IMPORT SALES & MARKETING INC	16-51289	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	PALMIERI FOOD PRODUCTS INC	16-51294	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	PAUL DOERFLER	16-51290	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	PERFECTEMP REFRIGERATION SERVICE INC.	16-51211	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	PETROLEUM PRODUCTS CORP.	16-51458	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	PLAINFIELD CONSTRUCTION, LLC	16-51166	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	POLMAX LLC	16-51168	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	PREFERRED PLASTICS & PACKAGING CO., INC.	16-51177	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	PROVISIONES VILLAFANE INC.	16-51314	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	R BEST PRODUCE INC.	16-51431	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	RETAILER OWNED RESEARCH CO	16-51212	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	RHOADS & SINON LLP	16-51470	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ROBERT HALF INTERNATIONAL INC. d/b/a Accountemps	16-51213	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	RTS FINANCIAL SERVICE, INC.	16-51180	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	S & S REFRIGERATION CO., INC.	16-51183	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	SCANDINAVIAN TOBACCO GROUP LANE LTD	16-51186	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	SCANSOURCE INC.	16-51214	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	SINCO, INC.	16-51328	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	SPECIALTY BRANDS OF AMERICA, INC.	16-51380	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	SPECIALTY FOODS GROUP, INC.	16-51382	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	THE RUN-A-THON GROUP, INC.	16-51393	Hahn & Hessen LLP	Pepper Hamilton LLP

WR Liquidation, Inc. (f/k/a White Rose Inc.)	THE TRUJILLO FAMILY FOUNDATION, INC.	16-51188	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	TILE WORLD CORPORATION	16-51395	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	TRAIN WRECK LLC	16-51342	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	TROPHY NUT COMPANY	16-51398	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	UNIVISION RADIO NEW YORK INC.	16-51190	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	VIMAX PUBLISHING & MARKETING INC.	16-51192	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	VITASOY USA	16-51409	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	WAKEFERN FOOD CORP.	16-51467	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	WISE FOODS INC	16-51194	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	WOLFGANG B GOURMET FOODS, INC.	16-51419	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	WRIGHT EXPRESS FINANCIAL SERVICES CORP.	16-51196	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP

Exhibit B

Proposed Order

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

In re:	Chapter 11
ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.), <i>et al.</i> , ¹	Case No. 14-12092 (KJC)
Debtors.	(Jointly Administered)
	Related Docket No.: ____
Debtor(s) Listed on Exhibit A,	Adv. No.: See Exhibit A
Plaintiff,	
v.	
Defendant Listed on Exhibit A,	
Defendant.	

**ORDER GRANTING MOTION OF THE DEBTORS' REPRESENTATIVE TO ESTABLISH
PROCEDURES GOVERNING ADVERSARY PROCEEDINGS BROUGHT PURSUANT
TO SECTIONS 547, 548 AND 550 OF THE BANKRUPTCY CODE**

Upon the *Motion of the Debtors' Representative for Entry of an Order Establishing Procedures Governing Adversary Proceedings Commenced Pursuant to Sections 547, 548 and 550 of the Bankruptcy Code* (the "Motion")²; and the Court having jurisdiction to consider the Motion and grant the relief requested in the Motion; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having held a hearing on December 29, 2016 to consider the requested relief in the Motion (the "Hearing"); and upon the record of the Hearing and all of

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.) (3683); AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) (7857); NK Liquidation, Inc. (f/k/a Nell's, Inc.) (1195); Co-Op Agency Inc. (4081); AL Liquidation, Inc. (f/k/a Associated Logistics, Inc.) (1506); WR Liquidation, Inc. (f/k/a White Rose Inc.) (1833); RT Liquidation Corp. (f/k/a Rose Trucking Corp.) (2630); WRSC Liquidation Corp. (f/k/a WR Service Corp.) (5698); WRSC II Liquidation Corp. (f/k/a VR Service II Corp.) (9444); WRSC V Liquidation Corp. (f/k/a WR Service V Corp.) (4224); and White Rose Puerto Rico, LLC (4914).

² Capitalized terms used in this Order but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the proceedings before the Court, the Court finds and determines that the relief requested in the Motion is in the best interests of the Debtors, the creditors of the Debtors' estates, and all parties-in-interest, that the Representative has provided due and adequate notice of the Motion and Hearing, that no other notice is necessary, that the legal and factual bases set forth in the Motion establish just and unique cause to grant the relief requested therein, including any minor deviations from the Local Rules and General Orders, and in the absence of any opposition to the Proposed Procedures, it is hereby:

ORDERED, that the Motion is granted; and it is further

ORDERED, that the procedures governing all parties to the Avoidance Actions (as identified on Exhibit 1), attached hereto as Exhibit 2 (the "Avoidance Action Procedures") and incorporated herein by reference, are hereby approved and shall govern the Avoidance Actions, effective as of the date of this Order; and it is further

ORDERED, that the Representative shall file a written status update ninety (90) days after entry of this Order (and every one hundred twenty (120) days thereafter). Each written report shall list the status of each Avoidance Action and include the following information about each Avoidance Action, as applicable: (i) the case name and adversary proceeding number; (ii) the date the summons was served; (iii) the date a responsive pleading was filed or is due; (iv) the date a Notice of Mediator Selection was filed and the name of the selected Mediator; (v) the date the Mediator's Report was filed; (vi) whether the Avoidance Action has been consensually resolved; and (vii) the date on which any pretrial scheduling conference is scheduled or was held; and it is further

ORDERED, that the Bankruptcy Code, the Bankruptcy Rules and the Local Rules shall apply to the Adversary Proceedings, except to the extent that they conflict with the Avoidance

Action Procedures; and it is further

ORDERED, that the time periods set forth in this Order and the Avoidance Action Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a); and it is further

ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

ORDERED, that this Order shall be effective immediately upon its entry.

DATED: December __, 2016
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1**Avoidance Actions**

<u>DEBTOR (PLAINTIFF) NAME</u>	<u>DEFENDANT NAME</u>	<u>AP NO.</u>	<u>LEAD COUNSEL</u>	<u>DELAWARE COUNSEL</u>
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	A-1 POWER WASHING INC.	16-51201	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ADSAGE ADVERTISING, LLC	16-51202	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	ADVANCE BUSINESS CAPITAL LLC	16-51141	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	ADVANCE BUSINESS CAPITAL LLC	16-51142	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	ADVANCED SERVICE SOLUTIONS INC.	16-51143	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ALLEN HARIM FOODS LLC	16-51144	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	AMBRIOLA CO. INC.	16-51220	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	AMERICAN FARMER BRANDS LLC	16-51222	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	AMERICAN FOOD DISTRIBUTOR LLC	16-51435	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	APEX CAPITAL CORP	16-51146	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	APG SECURITY LLC	16-51203	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	APOLLO FOOD GROUP LLC	16-51225	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ARBOR MATERIAL HANDLING INC.	16-51147	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	ASSOCIATED SUPERMARKET GROUP, LLC (F/K/A ASSOCIATED FOOD STORES, L.L.C.)	16-51216	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	AURORA ORGANIC DAIRY CORP	16-51230	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BARRY'S GOURMET BROWNIES	16-51437	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BHNS GROUP LTD	16-51252	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BIG GEYSER, INC.	16-51255	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BISCOTTI BROTHERS BAKERY, INC.	16-51440	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	BLOUNT FINE FOODS CORP.	16-51441	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	BROOK'S AVE FOOD ADVANTAGE CORP.	16-51151	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	BUCKEYE ENERGY SERVICES LLC	16-51150	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	C.H.R. Corporation aka CHR Corporation	16-51478	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	CAMBRIDGE FARMS OF HANOVER LLC	16-51266	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	CENTURY TRANSPORT INC.	16-51205	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	CHEP CONTAINER AND POOLING SOLUTIONS, INC.	16-51423	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	CIVITAS MEDIA LLC	16-51206	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	CLARK PRINTING GRAPHICS, INC.	16-51152	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	CLIFFSTAR CORP	16-51309	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	COMDATA NETWORK, INC.	16-51153	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	COMDATA NETWORK, INC.	16-51156	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose, Inc.)	COSMOS FOOD PRODUCTS INC.	16-51318	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	CROWN ADVERTISING AGENCY INC.	16-51162	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	DELORES NAGLAK	16-51475	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	DIVA COMMERCIAL CLEANING SERVICES, INC.	16-51165	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	DIVI-S TRANS LIMITED LIABILITY COMPANY	16-51167	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	DRIVELINE RETAIL MERCHANDISING, INC.	16-51148	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	EAST COAST DRIVER SOLUTIONS LLC	16-51149	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	EAST COAST DRIVER SOLUTIONS LLC	16-51169	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	EAST PENN MANUFACTURING CO INC.	16-51432	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	EICA TRANSPORTATION INC.	16-51197	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ELAN FINANCIAL SERVICES	16-51187	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	ELECTRIC BATTERY COMPANY LLC	16-51189	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose, Inc.)	EUROBUBBLIES, INC.	16-51364	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	FIELDBROOK FOODS CORP	16-51376	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	FRANK DONIO INCORPORATED	16-51170	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	FRED S CHESSER & COMPANY INC.	16-51171	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) WR Liquidation, Inc. (f/k/a White Rose Inc.)	FROZEN FOOD DEVELOPMENT INC.	16-51383	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	G F A BRANDS INCORPORATED	16-51386	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	G L MEZZETTA INC.	16-51387	Hahn & Hessen LLP	Pepper Hamilton LLP

Inc.)				
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	George C. & Mitzi R. Saylor Living Trust	16-51475	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP	16-51173	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	GROW-LINK INC.	16-51397	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	GUTTMAN OIL COMPANY	16-51174	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	HONEY TREE INC.	16-51406	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	HORMEL FINANCIAL SERVICES CORP.	16-51207	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	HOWARD MARTIN & ASSOCIATES LTD	16-51175	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	IDAHOAN FOODS LLC	16-51425	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	IMPACT MEDICAL STAFFING LLC	16-51176	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) WR Liquidation, Inc. (f/k/a White Rose Inc.)	IMPERIAL FROZEN FOODS	16-51313	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	ISE AMERICA, INC.	16-51317	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	J. CHRISTOPHER MICHAEL	16-51145	Hahn & Hessen LLP	Pepper Hamilton LLP

WR Liquidation, Inc. (f/k/a White Rose Inc.)	JAFFE & ASHER LLP	16-51191	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	JANE'S MARKET, INC.	16-51476	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	JCF ASSOCIATES OF WESTCHESTER INC.	16-51193	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	JD FACTORS, LLC	16-51195	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	JFE SHOJI TRADE AMERICA INCORPORATED	16-51234	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	KAPP ADVERTISING SERVICE, INC.	16-51208	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	KENS FOODS INCORPORATED	16-51427	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	KINGS SUPER MARKETS INC.	16-51428	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	KREIDER FARMS	16-51347	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	KV MARK IMPORTS INC.	16-51251	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	KW RASTALL OIL COMPANY	16-51199	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	L & J INTERNATIONAL	16-51254	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	L & R DISTRIBUTORS INC	16-51200	Hahn & Hessen LLP	Pepper Hamilton LLP

WR Liquidation, Inc. (f/k/a White Rose Inc.)	L&K DISTRIBUTORS INC.	16-51178	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	LA VALLE FOODS USA	16-51256	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	LATIN BRANDS CORP.	16-51355	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	LEGACY INCORPORATED	16-51179	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	M A TRUCKING LLC	16-51181	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	MANPOWER US INC.	16-51210	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	MARTIN'S FAMOUS PASTRY SHOPPE INC.	16-51184	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	MEADOWLANDS EXPOSITION CENTER	16-51185	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	MEDIA MECHANIC LLC	16-51158	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	MJ MACKAREY SNACKS INC.	16-51159	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	NESAM INC.	16-51160	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	OPTIMUM STAFFING, INC.	16-51161	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	PADILLA IMPORT SALES & MARKETING INC	16-51289	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	PALMIERI FOOD PRODUCTS INC	16-51294	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	PAUL DOERFLER	16-51290	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	PERFECTEMP REFRIGERATION SERVICE INC.	16-51211	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	PETROLEUM PRODUCTS CORP.	16-51458	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	PLAINFIELD CONSTRUCTION, LLC	16-51166	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	POLMAX LLC	16-51168	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	PREFERRED PLASTICS & PACKAGING CO., INC.	16-51177	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	PROVISIONES VILLAFANE INC.	16-51314	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	R BEST PRODUCE INC.	16-51431	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	RETAILER OWNED RESEARCH CO	16-51212	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	RHOADS & SINON LLP	16-51470	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	ROBERT HALF INTERNATIONAL INC. d/b/a Accountemps	16-51213	Hahn & Hessen LLP	Pepper Hamilton LLP
RT Liquidation Corp. (f/k/a Rose Trucking Corp.)	RTS FINANCIAL SERVICE, INC.	16-51180	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	S & S REFRIGERATION CO., INC.	16-51183	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	SCANDINAVIAN TOBACCO GROUP LANE LTD	16-51186	Hahn & Hessen LLP	Pepper Hamilton LLP

AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	SCANSOURCE INC.	16-51214	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	SINCO, INC.	16-51328	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	SPECIALTY BRANDS OF AMERICA, INC.	16-51380	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	SPECIALTY FOODS GROUP, INC.	16-51382	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	THE RUN-A-THON GROUP, INC.	16-51393	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	THE TRUJILLO FAMILY FOUNDATION, INC.	16-51188	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	TILE WORLD CORPORATION	16-51395	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	TRAIN WRECK LLC	16-51342	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	TROPHY NUT COMPANY	16-51398	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	UNIVISION RADIO NEW YORK INC.	16-51190	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	VIMAX PUBLISHING & MARKETING INC.	16-51192	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	VITASOY USA	16-51409	Hahn & Hessen LLP	Pepper Hamilton LLP

Inc.)				
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	WAKEFERN FOOD CORP.	16-51467	Hahn & Hessen LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.)	WISE FOODS INC	16-51194	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP
AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) and WR Liquidation, Inc. (f/k/a White Rose Inc.)	WOLFGANG B GOURMET FOODS, INC.	16-51419	Hahn & Hessen LLP	Pepper Hamilton LLP
WR Liquidation, Inc. (f/k/a White Rose Inc.)	WRIGHT EXPRESS FINANCIAL SERVICES CORP.	16-51196	Halperin Battaglia Benzija, LLP	Pepper Hamilton LLP

Exhibit 2

AVOIDANCE ACTION PROCEDURES

Extension of Time to Serve Summons and Complaint

- The time limit for service of the summons and complaint on all Avoidance Actions under Federal Rule Civil Procedure 4(m), made applicable herein by Bankruptcy Rule 7004, is extended for good cause to thirty (30) days after the entry of the Proposed Order.
1. Stipulation to Extend Time for Defendants to Respond to the Complaint.

Mediation before Response

- Without further order of the Court, the Representative and any Defendant may stipulate in writing to up to five (5) separate extensions of time for a Defendant to respond to the Complaint (the “Response Due Date”), with each extension to be no more than thirty (30) days each. The stipulation can be documented via electronic mail and shall not be filed.
 - If the parties jointly agree in writing (which writing shall be filed in the adversary proceeding and shall include the Defendant’s selection of a Mediator in accordance with the terms of the Proposed Procedures) to enter into mediation prior to the Response Due Date, the Response Due Date shall be deferred while the mediation is pending. If the mediation does not resolve the Avoidance Action, the Response Due Date shall be extended for an additional thirty (30) days following the filing of the mediator’s report (the “Mediator’s Report”).
 - Except as set forth above, further extensions of the Response Due Date shall not be granted except upon a motion approved by Order of the Court or by further stipulation of the Representative and Defendant.
2. Stay of Requirement to Conduct Rule 26(f) Conference
 - The conference required by Federal Rule of Civil Procedure 26(f), made applicable pursuant to Bankruptcy Rule 7026 (mandatory meeting before scheduling conference/discovery plan), shall be stayed until the completion of mediation and, if the Avoidance Action is not resolved at the mediation, then after the Defendant’s response to the complaint is filed. Following the filing of the Mediator’s Report and assuming the Avoidance Action was not resolved through mediation, the parties shall conduct a Rule 26 (f) conference and submit a proposed discovery scheduling order (the “Scheduling Order”) to the Court prior to or at the Pretrial Scheduling Conference (as defined herein).
 3. Stay of Requirement to Conduct Pretrial Conference
 - The conference required by Federal Rule of Civil Procedure 16, made applicable herein pursuant to Bankruptcy Rule 7016, shall be stayed until the completion of mediation. Upon the filing of the Mediator’s Report, with respect to each

Avoidance Action that is not resolved through mediation or otherwise, the Representative shall file with the Court and serve on the Defendant a notice of pretrial scheduling conference (the “Pretrial Scheduling Conference”) to take place in the adversary proceeding at the next scheduled omnibus hearing; provided, however, that a minimum of fourteen (14) days’ notice of the Pretrial Scheduling Conference is required.

4. Stay of Discovery

- All formal discovery, including Rule 26 disclosures, shall be stayed until after (i) a Scheduling Order is entered and (ii) the Pretrial Scheduling Conference has occurred in accordance with these Proposed Procedures; provided, however, this stay of discovery shall in no way preclude the parties from informally exchanging documents and other information in an attempt to resolve an Avoidance Action in advance of, or during, the mediation process.

5. Settlement of Avoidance Actions

- As provided in Article V.E. of the Plan and paragraph 22 of the Confirmation Order, the Representative is authorized to compromise or settle the Avoidance Actions without Court approval. Accordingly, the Representative is not required to seek Court approval or an order under Bankruptcy Rule 9019 to consummate a settlement and/or dismiss any Avoidance Action.

6. Stay of Filing Dispositive Motions until After Mediation

- The Parties are prohibited from filing any dispositive motions, including but not limited to, any motions under Federal Rule of Civil Procedure 12(b)(1) to (7) (made applicable by Bankruptcy Rule 7012) and 56 (made applicable by Bankruptcy Rule 7056) until after the mediator files a Mediator’s Report signifying that the mediation has concluded and a settlement has not been reached.

7. Mediation Procedures and Requirements

- To the extent (a) an Avoidance Action has not been resolved and/or settled within the later of (i) thirty (30) days after an answer is filed or (ii) March 1, 2017, (b) an Avoidance Action was not referred to mediation prior to the Response Due Date, then said Avoidance Action (collectively, the “Remaining Avoidance Actions”) shall be referred to mandatory mediation. Within the later of (i) March 15, 2017 or (ii) forty-five (45) days following the filing of a Defendant’s answer (the “Mediation Deadline”), the Defendant shall select a mediator (the “Mediator”) from the list of mediators (the “Mediator List”) attached to the Motion as Exhibit 2 to the Proposed Order. If the Defendant fails to, or refuses to, select a mediator from the Mediator List on or before the Mediation Deadline, the Representative shall assign a mediator from the Mediator List. The Representative shall file on the respective adversary proceeding docket a notice of mediator selection (the “Notice of Mediator Selection”) on or before the Mediation Deadline.
- Pursuant to the General Orders, the Mediator’s fees and reasonable and actual expenses

will be paid by the Representative. The Mediator's fees shall be fixed (the "Mediation Fee") as follows:

- Cases with a claim amount (as reflected in the complaint) of less than \$75,000: \$3,000;
 - Cases with a claim amount (as reflected in the complaint) between \$75,000 and \$125,000: \$4,000;
 - Cases with a claim amount (as reflected in the complaint) between \$125,000 and \$300,000: \$5,000; and
 - Cases with a claim amount (as reflected in the complaint) of over \$300,000: \$6,000.
- The Mediation Fee will be earned by the Mediator as follows:
 - 25% upon the filing of the Notice of Mediator Selection;
 - 25% upon the Mediator's receipt of position statements; and
 - 50% following the occurrence of mediation, or if the mediation is canceled with less than 48 hours' notice.
- Promptly after the filing of the Notice of Mediator Selection, the Representative and Defendant's counsel (or the Defendant, if appearing *pro se*) shall jointly contact the selected Mediator to discuss the mediation. The mediation will be scheduled within sixty (60) days of the filing of the Notice of Mediator Selection.
- The mediation shall be held at the law offices of Representative's counsel, the Mediator's office, or at another location agreed upon by the Mediator, the Representative and the Defendant.
- Except as set forth herein, the mediation shall be conducted in accordance with Local Rule 9019-5.
- **Position Statements:** The parties shall exchange copies of their position statements with each other at least ten (10) days prior to the scheduled mediation. The parties shall provide a copy of their position statements to the Mediator five (5) business days prior to the scheduled mediation. The Mediator may also require the parties to provide to the Mediator any relevant papers and exhibits as well as a settlement proposal.
- The Mediator will preside over the mediation with full authority to determine the nature and order of the parties' presentations and with the full authority to implement any additional procedures which are reasonable and practical under the circumstances.

- The length of time necessary to effectively complete the mediation will be within the Mediator's discretion. The Mediator may also adjourn a mediation that has been commenced if the Mediator determines that an adjournment is in the best interests of the parties.
- The parties shall participate in the mediation in good faith and with a view toward reaching a consensual resolution.
- The mediation(s) shall be attended in person by (a) a representative of the Defendant who is not the party's attorney of record and who has full authority to negotiate and settle the matter on behalf of the Defendant, and, if a Defendant is represented by an attorney, the attorney who has primary responsibility for such matter and (b) counsel for the Representative with full settlement authority. Upon a showing of hardship, the Mediator may authorize the Defendant's representative to appear telephonically (while Defendant's counsel must still appear in person). Should a dispute arise regarding a Mediator's decision on whether to allow the Defendant's representative to appear telephonically rather than in person, a party may apply to the Court in advance of the mediation to rule on telephonic mediation by sending a letter to chambers outlining the issues, and the Court may then schedule a conference call to address the issues.
- No Mediator will mediate an Avoidance Action in which his/her law firm represents a party. If a Mediator's law firm represents a Defendant in another Avoidance Action, the Mediator will take all steps necessary to establish an ethical wall as required by the Delaware Lawyers Rules of Professional Conduct. So long as the ethical wall is effectively established and maintained, the Mediator's participation in the mediation process will not create a conflict of interest regarding the Mediator's law firm's representation of a Defendant in another Avoidance Action.
- All proceedings and writings incident to the mediation will be considered privileged and confidential and subject to all the protections of Federal Rule of Evidence 408, and shall not be reported or admitted in evidence for any reason whatsoever. Nothing stated or exchanged during mediation shall operate as an admission of liability, wrongdoing or responsibility.
- The mediation shall be conducted so as to be completed within one hundred and twenty (120) days after the date the Notice of Mediator Selection is filed, which deadline may be extended by the mutual consent of the Representative, the Defendant and the Mediator.
- Within ten (10) days after the conclusion of each mediation, the Mediator shall file a Mediator's Report in the Remaining Avoidance Action, which shall be limited to stating only (i) whether the Remaining Avoidance Action settled or did not settle; (ii) the date or dates the mediation took place; and (iii) the names of the parties and/or counsel who attended.

- Upon notice and a hearing, a party's failure to appear at the mediation or otherwise comply with the Order with respect to mediation, may result in a default judgment against the Defendant or dismissal of the action. The Mediator shall promptly file a notice with the Court when any party fails to comply with the mediation provisions set forth in the Order.

Exhibit C

Mediator List

1. Derek Abbott
2. David Banker
3. Ian Connor Bifferato
4. Mark Felger
5. Eric Haber
6. Frank Monaco
7. Paul A. Rubin
8. Gary Underdahl

EXHIBIT B

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FRANK DONIO INCORPORATED	ATTN: DAVID ARENA, PRESIDENT 692 N EGG HARBOR RD HAMMONTON NJ 08037
FRANK DONIO INCORPORATED	ATTN: JUDITH PAPE (REGISTERED AGENT) 692 N EGG HARBOR RD HAMMONTON NJ 08037
FRED S CHESSER & COMPANY INC	ATTN: FRED S. CHESSER (REGISTERED AGENT) 31494 WALLOPS ISLAND RD. TEMPERANCEVILLE VA 23442
FROZEN FOOD DEVELOPMENT INC.	201 GRANITE RUN DRIVE SUITE 290 LANCASTER PA 17601
FROZEN FOOD DEVELOPMENT INC.	(REGISTERED AGENT) 201 GRANITE RUN DR # 280 LANCASTER PA 17601
G F A BRANDS INCORPORATED	ATTN: STEVE HUGHES (REGISTERED AGENT) 115 WEST CENTURY ROAD, SUITE 260 PARAMUS NJ 07652-1432
G L MEZZETTA INC.	ATTN: RONALD SIMONSEN SALES CONTROLLER P.O. BOX 45052 SAN FRANCISCO CA 94145
G L MEZZETTA INC.	ATTN: JEFFERY MEZZETTA (REGISTERED AGENT) 105 MEZZETTA CT. AMERICAN CANYON CA 94503
GEORGE C. & MITZI R. SAYLOR LIVING TRUST	29300 GRASS BUNKER DR ATTN: OFFICER, MANAGING OR GENERAL AGENT SAN ANTONIO FL 17307
GEORGE C. & MITZI R. SAYLOR LIVING TRUST	BOX 247 ATTN: OFFICER, MANAGING OR GENERAL AGENT BEAVERTOWN PA 17813
GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP	ATTN: HARVEY GOLDSTEIN 1501 BROADWAY # 22 NEW YORK NY 10036
GROW -LINK INC.	ATTN: PARACORP INCORPORATED (REGISTERED AGENT) 2804 GATEWAY OAKS DR. #200 SACRAMENTO CA 95833
GROW-LINK INC.	1742 W. KATELLA AVE. UNIT #3 ORANGE CA 92867
GUTTMAN OIL COMPANY	5 LAKE FANNY RD. BEL AIR MD 21014
GUTTMAN OIL COMPANY	C/O CSC-LAWYERS INCORPORATING SERVICE COMPANY (REGISTERED AGENT) 7 ST. PAUL ST., SUITE 1120 BALTIMORE MD 21202
GUTTMAN OIL COMPANY	ATTN: GREGORY J. CRETGHAN, DIRECTOR, CREDIT RISK 200 SPEERS ST. BELLE VERNON PA 15102
HONEY TREE INC.	ATTN: ROBERT C. OLNEY JR. (REGISTERED AGENT) 8570 MONROE ROAD (M-50), PO BOX 310 ONSTED MT 49265

Claim Name	Address Information
HORMEL FINANCIAL SERVICES CORP.	ATTN: JAMES SHEEHAN (REGISTERED AGENT) 1 HORMEL PLACE AUSTIN MN 55912
HOWARD MARTIN & ASSOCIATES LTD.	ATTN: HOWARD PERKINS, PRESIDENT (REGISTERED AGENT) 252 S COLUMBIA DR. SUITE A DECATUR GA 30030
HOWARD MARTIN & ASSOCIATES LTD.	252 S COLUMBIA DR. SUITE A DECATUR GA 30030
IDAHOAN FOODS LLC	ATTN: KERRY BUCK, CFO 357 CONSTITUTION WAY P.O. BOX 52280 IDAHO FALLS ID 83405-2280
IDAHOAN FOODS LLC	529 N 3500 E LEWISVILLE ID 83431
IDAHOAN FOODS LLC	C/O CORPORATION SERVICE COMPANY (REGISTERED AGENT) 12550 W EXPLORER DR., STE. 100 BOISE ID 83713
IMPACT MEDICAL STAFFING LLC	1221 S. CLARKSTON STREET, #205 ATTN: OFFICER, MANAGING OR GENERAL AGENT DENVER CO 80210
IMPERIAL FROZEN FOODS	ATTN: KEVIN MIGDAL (REGISTERED AGENT) 102 ELI WHITNEY BLVD. SAVANNAH GA 31408
ISE AMERICA	ATTN: J. ALEX KRESS, BECKER LLC EISENHOWER PLAZA II 354 EISENHOWER PARKWAY, SUITE 1500 LIVINGSTON NJ 07039
ISE AMERICA	ATTN: THE CORPORATION TRUST INCORPORATED; (REGISTERED AGENT) 351 WEST CAMDEN STREET BALTIMORE MD 21201
ISE AMERICA	33335 GALENA SASSAFRAS RD. GALENA MD 21635
ISE AMERICA	P.O. BOX 890016 CHARLOTTE NC 28289
J. CHRISTOPHER MICHAEL	337 GREENBRIER ROAD WYOMISSING PA 19610
JAFFE & ASHER LLP	ATTN: SANFORD S. ASHER (REGISTERED AGENT) 600 THIRD A VENUE NEW YORK NY 10016
JAFFE & ASHER LLP	ATTN: GLENN P. BERGER, ATTORNEY 600 THIRD AVENUE NEW YORK NY 10016
JANE'S MARKET, INC.	BOX 329, S. MAIN ST. EXT D ATTN: OFFICER, MANAGING OR GENERAL AGENT BIGLERVILLE PA 17307
JANE'S MARKET, INC.	3463 BIGLERVILLE RD ATTN: OFFICER, MANAGING OR GENERAL AGENT BIGLERVILLE PA 17307
JCF ASSOCIATES OF WESTCHESTER INC.	ATTN: OFFICER, MANAGING OR GENERAL AGENT 239 SUNNYRIDGE ROAD HARRISON NY 10528
JD FACTORS, LLC	P.O. BOX 687 WHEATON IL 60187
JD FACTORS, LLC	ATTN: STEVE JOHNSON (REGISTERED AGENT) 500 SILVER SPUR ROAD, SUITE 306 PALOS VERDES CA 90175
JFE SHOJI TRADE AMERICA	INCORPO RATED ATTN: HITOSHI INO; (REGISTERED AGENT) 340 GOLDEN SHORE, SUITE 450 LONG BEACH CA 90802
JFE SHOJI TRADE AMERICA INCORPORATED	ATTN: A YANO. VICE PRESIDENT 45 BROADWAY - 18TH FLOOR NEW YORK NY 10006
KAPP ADVERTISING SERVICE, INC.	ATTN: ROBERTS KAPP (REGISTERED AGENT) 100 E CUMBERLAND ST. LEBANON PA 17042
KENS FOODS INCORPORATED	ATTN: DEDUCTION DEPT P.O. BOX 849 MARLBOROUGH MA 01752
KENS FOODS INCORPORATED	ATTN: JAMES F. SUTHERBY (REGISTERED AGENT) ONE D'ANGELO DRIVE; P.O. BOX 849 MARLBOROUGH MA 01752-0849
KENS FOODS INCORPORATED	P.O. BOX 6197 BOSTON MA 02212-6197
KINGS SUPER MARKETS INC.	700 LANIDEX PLAZA PARSIPPANY NJ 07054
KINGS SUPER MARKETS INC.	C/O PARACORP INCORPORATED (REGISTERED AGENT) 208 W. STATE STREET TRENTON NJ 08608
KREIDER FARMS	ATTN: NOAH W. KREIDER & RONALD E. KREIDER; (REGISTERED AGENT) 1461 LANCASTER RD. MANHEIM PA 17545
KV MARK IMPORTS INC.	ATTN: STEPHEN KOLSKI JR 2020 PONCE DE LEON BLVD. SUITE 905A CORAL GABLES FL 33134-6143
KV MARK IMPORTS INC.	5220 NW 72ND AVE. # 25 MIAMI FL 33166
KW RASTALL OIL COMPANY	ATTN: DAVID ROSENBURGH (REGISTERED AGENT) 2600 US-130 NORTH BRUNSWICK TOWNSHIP NJ 08902
KW RASTALL OIL COMPANY	ATTN: JEANMARIE CAP, CONTROLLER (REGISTERED AGENT) ROUTE 130 P.O. BOX 7174 NORTH BRUNSWICK NJ 08902
L & J INTERNATIONAL	2424 N.W. 46TH STREET MIAMI FL 33142
L & J INTERNATIONAL	ATTN: XIA ZHAO (REGISTERED AGENT) 10605 RUSH ST. SOUTH EL MONTE CA 91733
L & R DISTRIBUTORS INC.	ATTN: MARC J. BODNER (REGISTERED AGENT) 9301 AVENUE D BROOKLYN NY 11236

Claim Name	Address Information
L & R DISTRIBUTORS INC.	ATTN: ROBERT LEVINSON CREDIT MANAGER 9301 AVENUE D BROOKLYN NY 11236
L&K DISTRIBUTORS INC.	ATTN: OFFICER, MANAGING OR GENERAL AGENT 228 BROOK AVENUE BRONX NY 10454
LA VALLE FOODS USA	ATTN: GINO CITRO (REGISTERED AGENT) 10 HENRY ST.# 1 TETERBORO NJ 07608
LATIN BRANDS	ATTN: ARTURO GONZALEZ MARTIN, ESQ PO BOX 193377 SAN JUAN PR 00919-3377
LATIN BRANDS	ATTN: JACQUELINE LUGO MURILLO (REGISTERED AGENT) 9 CALLE CLAUDIA GUAYNABO PR 00968
LEGACY INCORPORATED	ATTN: EDWARD J MCKINLEY, OWNER 56 CHANCELLOR DRIVE ROSELLE IL 60172
M A TRUCKING LLC	109 SPRINGSIDE DRIVE TIMONIUM MD 21093
M A TRUCKING LLC	C/O NATIONAL REGISTERED AGENTS, INC. OF MD.; (REGISTERED AGENT) 351 W. CAMDEN STREET BALTIMORE MD 21201
MANPOWER US INC.	100 MANPOWER PL MILWAUKEE WI 53212
MANPOWER US INC.	C/O C T CORPORATION SYSTEM (REGISTERED AGENT) 8020 EXCELSIOR DR. STE. 200 MADISON WI 53717
MANPOWER US INC.	21271 NETWORK PLACE CHICAGO IL 60673-1212
MARTIN'S FAMOUS PASTRY SHOPPE INC	ATTN: JAMES A MARTIN (REGISTERED AGENT) 1000 POTATO ROLL LANE CHAMBERSBURG PA 17202
MARTIN'S FAMOUS PASTRY SHOPPE INC	ATTN: SHANE PHILLIPS, CREDIT MANAGER 1000 POTATO ROLL LANE CHAMBERSBURG PA 17202
MEADOWLANDS EXPOSITION CENTER	ATTN: ROBIN CUNEO, EXECUTIVE DIRECTOR 355 PLAZA DR. SECAUCUS NJ 07094
MEDIA MECHANIC LLC	C/O CORPORATION SERVICE COMPANY (REGISTERED AGENT) 80 STATE STREET ALBANY NY 12207-2543
MEDIA MECHANIC LLC	5775 JEAN RD #220 LAKE OSWEGO OR 97035
MEDIA MECHANIC LLC	C/O PAUL WARD (REGISTERED AGENT) 1177 MARYLHURST DRIVE WEST LINN OR 97068
MEDIA MECHANIC LLC	C/O PAUL WARD, MEMBER AND MANAGER 1177 MARYLHURST DRIVE WEST LINN OR 97068
MJ MACKAREY SNACKS INC.	ATTN: MICHAEL MACKAREY, PRESIDENT (REGISTERED AGENT) 822 MCALPINE ST. AVOCA PA 18641
NESAM INC.	ATTN: FERNANDO HERRERA, MANAGER 89 BRIDGE WAY FORT LEE NJ 07024
NESAM INC.	5 ATLANTIC ST HACKENSACK NJ 07601
NESAM INC.	C/O DANIEL D. HEDIGER, ESQ. (REGISTERED AGENT) 87 TRINITY PLACE HACKENSACK NJ 07601
OFFICE OF THE UNITED STATES TRUSTEE	DAVID BUCHBINDER, ESQ. J. CALEB BOGGS FEDERAL BUILDING 844 KING STREET, SUITE 2207 WILMINGTON DE 19801
OPTIMUM STAFFING, INC.	TARRAGON OFFICE AND EXECUTIVE CENTER 811 CHURCH RD # 208 CHERRY HILL NJ 08002
OPTIMUM STAFFING, INC.	C/O THE CORPORATION TRUST COMPANY (REGISTERED AGENT) 820 BEAR TAVERN ROAD TRENTON NJ 60517
PADILLA IMPORT SALES & MARKETING INC.	ATTN: VICTOR PADILLA (REGISTERED AGENT) 208 PECOS ST. EAGLE PASS TX 78852
PADILLA IMPORT SALES & MARKETING INC.	PO BOX 783 EAGLE PASS TX 78853
PALMIERI FOOD PRODUCTS INC.	ATTN: PATRICK PALMIERI (REGISTERED AGENT) 145 HAMILTON ST. NEW HAVEN CT 06511
PAUL DOERFLER	300 CHESTERFIELD HOLLOW LYNDONVILLE VT 05851
PERFECTEMP REFRIGERATION SERVICE INC.	ATTN: MARK A EGBERT, PRESIDENT (REGISTERED AGENT) 2100 MARKET ST. AUBURN PA 17922
PETROLEUM PRODUCTS CORP.	ATTN: OFFICER, MANAGING OR GENERAL AGENT 3300 INDUSTRIAL ROAD HARRISBURG PA 17110
PETROLEUM PRODUCTS CORP.	ATTN: OFFICER, MANAGING OR GENERAL AGENT 900 EISENHOWER BLVD. MIDDLETOWN PA 17111
PETROLEUM PRODUCTS CORP. N/K/A PYRAMID	LLC 900 SOUTH EISENHOWER BLVD. MIDDLETOWN PA 17057
PLAINFIELD CONSTRUCTION, LLC	ATTN: VICTOR PICHARDO (REGISTERED AGENT) 1707 PERSHING PLACE SOUTH PLAINFIELD NJ 07080
PLAINFIELD CONSTRUCTION, LLC	ATTN: VICTOR PICHARDO, MEMBER 1707 PERSHING PLACE SOUTH PLAINFIELD NJ 07080
PLAINFIELD CONSTRUCTION, LLC	323 PLAINFIELD AVENUE JERSEY CITY NJ 07306
PLAINFIELD CONSTRUCTION, LLC	ATTN: BIENVENIDO TLNEO, MEMBER 425 BROADHEAD PLACE PERTH AMBOY NJ 08861

Claim Name	Address Information
POLMAX LLC	ATTN: TOM DULIAN, PRESIDENT 75 REMITTANCE DRIVE, SUITE 1919 CHICAGO IL 60675
POLMAX LLC	12161 CENTRAL AVE ALSIP IL 60803
POLMAX LLC	C/O LYNX MANAGEMENT, INC. (REGISTERED AGENT) 12161 S CENTRAL AVE ALSIP IL 60803
PREFERRED PLASTICS & PACKAGING CO., INC.	ATTN: NEAL W COLLINS (REGISTERED AGENT) 681 MAIN ST. BELLEVILLE NJ 07109
PROVISIONES VILLAFANE INC.	P.O. BOX 203 UTUADO PR 00641
PROVTSIONES VILLAFANE INC.	ATTN: LUIS H. VILLAFANE CRUZ (REGISTERED AGENT) 611 KM 10 SALTO ARRIBA CAR UTUADO PR 00641
R BEST PRODUCE INC. ATTN: PHILIP	DELPRETE (REGISTERED AGENT) 99 SEAVIEW BLVD. PORT WASHINGTON NY 11050
RETAILER OWNED RESEARCH CO.	2201 BROOKHOLLOW PLAZA DRIVE SUITE 120 ARLINGTON TX 76006
RETAILER OWNED RESEARCH CO.	ATTN: JOSEPH JURICH (REGISTERED AGENT) 3601 NE LOOP 820 SERVICE RD #107 FORT WORTH TX 76137
RHOADS & SINON LLP	ATTN: CHARLES J. FERRY, ESQ., CHAIRMAN 29 DOWLIN FORGE ROAD EXTON PA 19341
ROBERT HALF INTERNATIONAL INC.	C/O C T CORPORATION SYSTEM 818 W 7TH ST STE 930 LOS ANGELES CA 90017
ROBERT HALF INTERNATIONAL INC.	2884 SAND HILL RD # 200 MENLO PARK CA 94025
RTS FINANCIAL SERVICE, INC.	ATTN: MARTIN RYAN, PRESIDENT 9300 METCALF AVE #301 OVERLAND PARK KS 66212
RTS FINANCIAL SERVICE, INC.	C/O CSC 2900 SW WANAMAKER DRIVE SUITE 204 TOPEKA KS 66614
RTS FINANCIAL SERVICE, INC.	P.O. BOX 840267 DALLAS TX 75284-0267
S & S REFRIGERATION CO., INC.	ATTN: CHARLES STERNBERG, PRESIDENT 733 COMMUNIPAW AVE. JERSEY CITY NJ 07304
SCANDINAVIAN TOBACCO GROUP LANE LTD	ATTN: KELLY MICHOLS, PRESIDENT 2280 MOUNTAIN INDUSTRIAL BOULEVARD TUCKER GA 30084
SCANDINAVIAN TOBACCO GROUP LANE LTD	ATTN: KELLY MICHOLS, PRESIDENT PO BOX 101372 ATLANTA GA 30392
SCANSOURCE INC.	ATTN: BRETT PIERCE ACCOUNT RECOVERY COORDINATOR 12 LOGUE COURT GREENVILLE SC 29615
SCANSOURCE INC.	ATTN: JOHN J. ELLSWORTH (REGISTERED AGENT) 6 LOGUE CT GREENVILLE SC 29615
SINCO, INC.	ATTN: SCOTT RICHMOND (REGISTERED AGENT) 73 CHAPEL ST., SUITE C NEWTON MA 02458
SPECIALTY BRANDS OF AMERICA INC.	4 GATEHALL DR STE 110 PARSIPPANY NJ 07054-4522
SPECIALTY BRANDS OF AMERICA INC.	ATTN: STEPHEN C. SHERRILL 1400 OLD COUNTRY ROAD, SUITE 103 (REGISTERED AGENT) WESTBURY NY 11590
SPECIALTY FOODS GROUP, INC. (SFG)	ATTN: JENNIFER BLOCK 21 ENTERPRISE PARKWAY, SUITE 400 HAMPTON VA 23666
SPECIALTY FOODS GROUP, INC. (SFG)	ATTN: C T CORPORATION SYSTEM (REGISTERED AGENT) 306 W MAIN ST., SUITE 512 FRANKFORT KY 40601
SPECIALTY FOODS GROUP, INC. (SFG)	6 DUBLIN LN. OWENSBORO KY 42301
THE RUN-A-THON GROUP, INC.	GENERAL NATHAN COOPER HOUSE 401 ROUTE 24 CHESTER NJ 07930
THE RUN-A-THON GROUP, INC.	ATTN: ROBERT D. WINTZ (REGISTERED AGENT) 24 DOGWOOD DRIVE MORRISTOWN NJ 07960
THE TRUJILLO FAMILY FOUNDATION, INC.	ATTN: EDDE TRUJILLO (REGISTERED AGENT) 270 KING STREET PERTH AMBOY NJ 08861
TILE WORLD CORPORATION	ATTN: JAMES A. TIMKO SHUTTS & BOWEN LLP 300 SOUTH ORANGE AVENUE, SUITE 1000 ORLANDO FL 32801
TILE WORLD CORPORATION	ATTN: ROLAND SCHNEIDER (REGISTERED AGENT) 5126 KEENELAND CIRCLE ORLANDO FL 32819
TRAIN WRECK LLC	ATTN: SAMER ABUALL, PRESIDENT 730 5TH ST, APT. 2 SECAUCUS NJ 70914
TRAIN WRECK LLC	ATTN: SAMER ABUALI (REGISTERED AGENT) 6718 JACKSON STREET GUTTENBURG NJ 07093
TROPHY NUT COMPANY	ATTN: RICHARD J BANNISTER (REGISTERED AGENT) 320 N 2ND ST. TIPP CITY OH 45371
UNIVISION RADIO NEW YORK INC.	500 FRANK W BURR BLVD TEANECK NJ 07666
UNIVISION RADIO NEW YORK INC.	C/O CT CORPORATION SYSTEM (REGISTERED AGENT) 111 EIGHTH AVENUE NEW YORK NY 10011
VIMAX PUBLISHING & MARKETING INC	ATTN: JEFFREY E. SCHEIBER (REGISTERED AGENT) 29870 TELEGRAPH RD SOUTHFIELD MI 48034
VITASOY USA	ATTN: EUGENE LYE (REGISTERED AGENT) 57 RUSSELL ST. WOBURN MA 01801
VITASOY USA	P.O. BOX 3485 BOSTON MA 02241

Claim Name	Address Information
WAKERN FOOD CORP.	ATTN: ALLISON BERGER, SENIOR VICE PRESIDENT,; GENERAL COUNSEL 500 RIVERSIDE DRIVE KEASBEY NJ 08832
WAKERN FOOD CORP.	ATTN: JOE SHERIDAN, PRESIDENT AND COO 500 RIVERSIDE DRIVE KEASBEY NJ 08832
WISE FOODS INC	ATTN: KKKETH KRASKOSKY, CONTROLLER 228 RASELEY STREET BERWICK PA 18603
WISE FOODS INC	C/O THE PRENTICE-HALL CORPORATION SYSTEM, INC.; (REGISTERED AGENT) 2711 CENTERVILLE ROAD SUITE 400 WILMINGTON DE 19808
WOLFGANG B GOURMET FOODS, INC.	117 CAUTERSKILL AVE. CATSKILL NY 12414
WOLFGANG B GOURMET FOODS, INC.	ATTN: WOLFGANG BRANDE (REGISTERED AGENT) 145 ULSTER AVE. SAUGERTIES NY 12477
WRIGHT EXPRESS FINANCIAL SERVICES CORP	C/O CT CORP. (REGISTERED AGENT) 97 DARLING AVE SOUTH PORTLAND MA 04106
WRIGHT EXPRESS FINANCIAL SERVICES CORP.	P.O. BOX 6293 CAROL STREAM IL 60197-6293
WRIGHT EXPRESS FINANCIAL SERVICES CORP.	3995 SOUTH 700 EAST, SUITE 450 SALT LAKE CITY UT 84107

Total Creditor count 226