

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWAREIn re: Haggen Holdings, LLC, et al.
DebtorsChapter 11
Case # 15-11874

PERIODIC REPORT OF DEBTOR PURSUANT TO BANKRUPTCY RULE 2015.3

Bankruptcy Rule 2015.3 requires reporting of information regarding the value, operations and profitability of non-debtor entities that are not publicly traded corporations, in which a debtor holds a substantial or controlling interest. This report (this "Report") was prepared to fulfill these requirements, and was prepared as of August 13, 2015. The estates of the above-captioned debtors and debtors in possession (the "Debtors") directly hold interests in the following non-debtor entities (the "Non-Debtors") that are included within this Report.

ENTITY NAME	INTEREST OF THE ESTATE
Haggen Property Holdings, LLC	100.0%
Haggen Property South, LLC	100.0%
Haggen Property North, LLC	100.0%
Haggen SLB, LLC	100.0%
Haggen Property Holdings II, LLC	100.0%
Haggen Property Holdings III, LLC	100.0%
Haggen Fuel Holdings, LLC	100.0%

I declare under penalty of perjury (28 U.S.C. Section 1746) that the information contained in this Report (including the attached schedules) is true and correct to the best of my knowledge, information and belief.

/s/ Blake Barnett, CFO

Signature of Authorized Representative of the Debtors
Haggen Holdings, LLC

10/8/2015

Date

The information contained herein is provided to fulfill the requirements of Bankruptcy Rule 2015.3. The financial statements provided here do not include consolidated results for Debtor Haggen Holdings, LLC (the "Company"), as the Company has several non-debtor subsidiaries (i.e., the Non-Debtors). All information contained herein is unaudited and subject to future adjustment. The Company maintains its books and records on a business unit reporting level and those entities do not in all cases correspond to legal entities. Certain assumptions have been made as noted herein. In addition, the Company maintains certain liabilities on its balance sheet (such as benefits and tax related liabilities) that may relate to one or more of the Company's subsidiaries and no conclusion as to the legal obligation is made by the presentation herein. Finally, the Company does not prepare a statement of cash flows or statement of changes in shareholders' equity for the Non-Debtors, and therefore no such statements are included herewith.



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General Notes to the Report

Basis of the Financial Statement Presentation - The financial statements and supplemental information contained herein are unaudited, preliminary and may not comply with generally accepted accounting principles in the United States of America ("U.S. GAAP") in all material respects. The financial statements and supplemental information contained herein have been derived from the books and records of the Debtors. In addition, the Debtors' books and records are typically aggregated into the consolidated results of Debtor Haggen Holdings, LLC, which may not be appropriate for each of the Non-Debtors on a stand-alone basis.

Various estimates, assumptions and allocations were required to derive the financial statements and supplemental information contained herein. Additionally, this information has not been subject to procedures that would typically be applied to financial information presented in accordance with U.S. GAAP, and upon the application of such procedures, the Debtors believe that the financial information could be subject to changes and these changes could be material. The information furnished in this Report includes primarily normal recurring adjustments, but does not include all of the adjustments that would typically be made in accordance with U.S. GAAP.

The results of operations contained herein are not necessarily indicative of results that are expected from any other period or for the full year, and may not necessarily reflect the combined results of operations and financial position of the Debtors or the Non-Debtors in the future.

The information contained herein is provided to fulfill the requirements of Bankruptcy Rule 2015.3, including balance sheets and statements of operations for each of the Non-Debtors.

Intercompany Transactions - Intercompany transactions between any entity and related period ending balances have not been eliminated in the financial statements contained herein. No conclusion as to the legal obligation nor the related asset valuation associated with these intercompany transactions and balances is made by the presentation herein.

Valuation Information - The valuation information provided herein is based on the recorded net book value of the Non-Debtors (book value of assets less book value of liabilities). The Debtors do not maintain fair market value or other bases of valuation for these entities. Because the Non-Debtors do not operate on a stand-alone basis, the actual valuation of the Non-Debtors may be materially different than the value recorded on a net book value basis.

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Exhibit A
Valuation Estimates
August 13, 2015
(In thousands of dollars)
(Unaudited)

ENTITY NAME	INTEREST OF THE ESTATE	NET BOOK VALUE (1)
Haggen Property Holdings, LLC	100.0%	\$ 44,980.0
Haggen Property South, LLC	100.0%	\$ 32,999.2
Haggen Property North, LLC	100.0%	\$ 49,834.7
Haggen SLB, LLC	100.0%	\$ -
Haggen Property Holdings II, LLC	100.0%	\$ 24,054.5
Haggen Property Holdings III, LLC	100.0%	\$ 12,400.2
Haggen Fuel Holdings, LLC	100.0%	\$ 5,599.5

Notes: The basis for the valuation of each of the Non-Debtors is the net book value calculated as total assets less total liabilities as of August 13, 2015

(1) To the extent net book value is negative, the valuation is assumed to be \$0; Net book value may be materially higher than fair market value or appraised value

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Exhibit B1 (1)
Balance Sheets (2)
August 13, 2015
(In thousands of dollars)
(Unaudited)

	Haggen Property Holdings, LLC	Haggen Property South, LLC	Haggen Property North, LLC	Haggen SLB, LLC	Haggen Property Holdings II, LLC	Haggen Property Holdings III, LLC	Haggen Fuel Holdings, LLC
ASSETS							
Cash	\$ -	\$ 123.0	\$ 169.2	\$ -	\$ -	\$ -	\$ 105.1
Short Term Investments	-	-	-	-	-	-	-
Accounts Receivable, Net	-	1,482.4	976.3	-	(0.0)	-	35.3
Inventories, Net	-	-	-	-	-	-	-
Prepaid Expenses and Other	-	79.7	41.7	-	-	-	24.4
Total Current Assets	-	1,685.0	1,187.2	-	(0.0)	-	164.8
Property, Plant & Equipment, Net (2)	-	30,886.8	48,308.4	-	(0.0)	12,413.6	5,405.7
Intangible Assets, Net	-	-	-	-	-	-	-
Debt Issuance Costs, Net	-	-	-	-	-	-	-
Other Long-Term Assets (2)(3)	53,384.8	4,524.8	4,252.4	-	24,054.5	-	107.0
TOTAL ASSETS	\$ 53,384.8	\$ 37,096.7	\$ 53,748.1	\$ -	\$ 24,054.5	\$ 12,413.6	\$ 5,677.5
LIABILITIES							
Accounts Payable	-	-	-	0.0	-	-	3.7
Accrued Liabilities	55.7	305.3	205.6	-	-	13.3	74.3
Current Maturities of Debt and Capital Lease Obligations	-	-	-	-	-	-	-
Total Current Liabilities	55.7	305.3	205.6	0.0	-	13.3	78.0
Capital Leases	-	-	-	-	-	-	-
Deferred Financing Obligation	-	-	-	-	-	-	-
Deferred Financing Obligation	-	-	-	-	-	-	-
Deferred Rent Expense	-	-	-	-	-	-	-
Other Long-Term Liabilities (4)	-	3,792.2	3,707.8	-	-	-	-
Interco Notes (Due (from)/ to other entities)	8,349.1	-	-	-	-	-	-
Total Liabilities	8,404.8	4,097.6	3,913.3	0.0	-	13.3	78.0
SHAREHOLDERS' EQUITY							
Preferred Stock	-	-	-	-	-	-	-
Common Stock	-	-	-	-	-	-	-
Additional Paid-in Capital	44,982.7	21,920.1	23,060.5	(24,606.8)	(103,546.0)	12,895.5	1,717.5
Retained Earnings	-	(1,482.1)	(1,852.7)	5,518.0	(550.6)	-	-
Net Income	(2.7)	12,561.1	28,626.9	19,088.8	128,151.1	(495.3)	3,882.0
Total Shareholders' Equity	44,980.0	32,999.2	49,834.7	(0.0)	24,054.5	12,400.2	5,599.5
TOTAL LIABILITIES & EQUITY	\$ 53,384.8	\$ 37,096.7	\$ 53,748.1	\$ (0.0)	\$ 24,054.5	\$ 12,413.6	\$ 5,677.5

Notes:

- (1) The information contained herein is provided to fulfill the requirements of Bankruptcy Rule 2015.3; All information contained herein is unaudited and subject to future adjustments
- (2) The values above are recorded at net book value (net of all allowances, amortization, depreciation, and reserves); Net book value may be materially higher than fair market value or appraised value
- (3) Haggen Property South, LLC and Haggen Property North, LLC recorded a total of \$7.5 million in intercompany notes receivables from the Operating Company; An additional \$17.5M of intercompany notes receivable was recorded in the following period
- (4) Haggen Property South, LLC and Haggen Property North, LLC recorded a total of \$7.5 million in long term notes payable related to the intercompany notes receivable above; An additional \$17.5M of long term notes payable was recorded in the following period

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Exhibit B2 (1)
Statement of Operations
For the Six Periods Ended August 13, 2015
(In thousands of dollars)
(Unaudited)

	Haggen Property Holdings, LLC	Haggen Property South, LLC (2)	Haggen Property North, LLC	Haggen SLB, LLC	Haggen Property Holdings II, LLC	Haggen Property Holdings III, LLC (2)	Haggen Fuel Holdings, LLC
Net Sales	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of Sales	-	-	-	-	-	-	-
Gross Profit	-	-	-	-	-	-	-
Selling, General & Admin Expenses	-	(4.5)	(9.7)	(1.2)	(1.4)	-	(151.2)
Depreciation Expense	-	(602.3)	(1,076.7)	-	-	(481.9)	(229.4)
Earnings (Loss) from Operations	-	(606.7)	(1,086.5)	(1.2)	(1.4)	(481.9)	(380.6)
Interest Expense	(2.7)	-	-	-	-	(1.6)	-
Other Income (Expense), Net:							
Rent & Other Income	-	2,131.4	1,544.0	-	-	-	151.7
Bargain Purchase Gain	-	11,050.1	28,186.4	19,633.3	130,920.9	(11.8)	4,110.9
Deal Expenses	-	(13.6)	(17.0)	(543.3)	(2,768.5)	-	-
Total Other Income (Expense)	-	13,167.9	29,713.4	19,090.0	128,152.4	(11.8)	4,262.7
Profit Contribution	(2.7)	12,561.1	28,626.9	19,088.8	128,151.1	(495.3)	3,882.0
Allocated Corporate Overhead	-	-	-	-	-	-	-
Pretax Earnings	(2.7)	12,561.1	28,626.9	19,088.8	128,151.1	(495.3)	3,882.0
Income Tax Expense	-	-	-	-	-	-	-
Total Income Tax Expense	-	-	-	-	-	-	-
Net Earnings (Loss)	\$ (2.7)	\$ 12,561.1	\$ 28,626.9	\$ 19,088.8	\$ 128,151.1	\$ (495.3)	\$ 3,882.0

Notes:

(1) The information contained herein is provided to fulfill the requirements of Bankruptcy Rule 2015.3; All information contained herein is unaudited and subject to future adjustments

(2) Rental assignments are being researched between Non-Debtors Haggen Property South, LLC and Haggen Property Holdings III, LLC; Rent expected to be allocated between Non-Debtors in future periods

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Description of Operations for Non-Debtor Entities

PARENT COMPANY	INTEREST OF THE ESTATE	NON-DEBTOR ENTITY	OPERATING DESCRIPTION
Haggen Holdings, LLC	100.0%	Haggen Property Holdings, LLC	Holding Company for Haggen Property South, LLC and Haggen Property North, LLC
Haggen Holdings, LLC (1)	100.0%	Haggen Property South, LLC	Entity holds owned real estate (land and buildings)
Haggen Holdings, LLC (1)	100.0%	Haggen Property North, LLC	Entity holds owned real estate (land and buildings)
Haggen Holdings, LLC (2)	100.0%	Haggen SLB, LLC	Entity holds rights to purchase certain Sale Leaseback (SLB) properties
Haggen Holdings, LLC	100.0%	Haggen Property Holdings II, LLC	Entity holds rights to purchase certain Sale Leaseback (SLB) properties
Haggen Holdings, LLC	100.0%	Haggen Property Holdings III, LLC	Entity holds certain ground leases
Haggen Holdings, LLC	100.0%	Haggen Fuel Holdings, LLC	Entity holds Fuel Center ground leases

Notes:

(1) Haggen Holdings, LLC is the ultimate parent company; Haggen Property Holdings, LLC is the direct parent company

(2) Haggen Holdings, LLC is the ultimate parent company; Haggen Acquisition, LLC is the direct parent company