

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:  
 \_\_\_\_\_ District of Delaware  
 (State)

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

Official Form 201

# Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Marsh Supermarkets Holding, LLC

2. All other names debtor used in the last 8 years Marsh Supermarkets Holding Corp.

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 2 0 - 5 4 8 1 5 6 8

4. Debtor's address

	<b>Principal place of business</b>	<b>Mailing address, if different from principal place of business</b>
	<u>9800 Crosspoint Blvd.</u>	_____
	Number Street	Number Street
	_____	_____
	<u>Indianapolis</u> <u>Indiana</u> <u>46256</u>	_____
	City State ZIP Code	City State ZIP Code
	_____	_____
	<u>Marion</u>	<b>Location of principal assets, if different from principal place of business</b>
	County	_____
	_____	Number Street
	_____	_____
	_____	City State ZIP Code

5. Debtor's website (URL) http://www.marsh.net/

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor Marsh Supermarkets Holding, LLC  
Name

Case number (if known) \_\_\_\_\_

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 4 5 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 on a consolidated basis (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

Debtor See Attachment A Relationship \_\_\_\_\_

District District of Delaware When \_\_\_\_\_  
MM / DD / YYYY

Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Debtor Marsh Supermarkets Holding, LLC  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?** 9800 Crosspoint Blvd.  
Number Street

Indianapolis IN 46256  
City State ZIP Code

**Is the property insured?**

- No.
- Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

**15. Estimated assets**

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000      | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000     | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million   | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

Debtor Marsh Supermarkets Holding, LLC  
Name

Case number (if known) \_\_\_\_\_

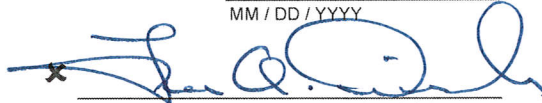
16. Estimated liabilities
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million              | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million             | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million           | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.
- I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05 / 11 / 2017  
MM / DD / YYYY



Lee A. Diercks  
Printed name

Signature of authorized representative of debtor

Title Chief Restructuring Officer

18. Signature of attorney
- /s/ Robert S. Brady Date 05 / 11 / 2017  
Signature of attorney for debtor MM / DD / YYYY

Robert S. Brady  
Printed Name

Young Conaway Stargatt & Taylor, LLP  
Firm name

1000 North King Street  
Number Street

Wilmington DE 19801  
City State Zip Code

(302) 571-6600 RBrady@ycst.com  
Contact phone Email address

2847 DE  
Bar number State

**ATTACHMENT A TO VOLUNTARY PETITION**

**Pending Bankruptcy Cases Filed by Affiliated Entities**

On the date hereof, each of the entities listed below (collectively, the “Debtors”), including the Debtor in this chapter 11 case, will file or has filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only under the case number assigned to the chapter 11 case of Debtor Marsh Supermarkets Holding, LLC.

- Marsh Supermarkets Holding, LLC
- Marsh Merger Sub, LLC
- Marsh Supermarkets Company, LLC
- A.L. Ross & Sons, LLC
- Contract Transport Holding, LLC
- Contract Transport, LLC
- CT Logistics, LLC
- LoBill Foods, LLC
- Marsh Drugs Holding, LLC
- Marsh Drugs, LLC
- Marsh International, LLC
- Marsh RE Property, LLC
- Marsh Supermarkets, LLC
- MS Property, LLC
- Marsh Supermarkets of Illinois, LLC
- O’Malia Food Markets, LLC

## OMNIBUS WRITTEN CONSENT OF THE BOARD OF MANAGERS

The undersigned, being all the members of the board of managers (collectively, the “Managers”) of each of the companies on Schedule 1 attached hereto (each a “Company,” and, collectively, the “Companies”), hereby take the following actions and adopt the following resolutions by written consent in lieu of a meeting pursuant to the relevant governing documents of each Company, and the applicable laws of the jurisdiction in which such Company is organized:

WHEREAS, the Managers have reviewed and considered the financial and operational condition of the Companies, and the Companies’ businesses on the date hereof, including the historical performance of the Companies, the assets of the Companies, the current and long-term liabilities of the Companies, the market for the Companies’ products and services, and credit market conditions; and

WHEREAS, the Managers have received, reviewed and considered the recommendations of the senior management of the Companies and the Companies’ legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”);

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Managers, it is desirable and in the best interests of each Company, its creditors, equity holders and other interested parties, that a voluntary petition (the “Petition”) be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) by such Company under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that each Company shall be, and hereby is, directed and authorized to execute and file on behalf of such Company all petitions, schedules, lists and other papers or documents, and to take any and all action which such Company deems reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is further

RESOLVED, that Mr. Lee A. Diercks of Clear Thinking Group LLC (“CTG”) is hereby appointed as Chief Restructuring Officer of Marsh Merger Sub, LLC; and it is further

RESOLVED, that each and every officer of each Company (collectively, as to the relevant Company, the “Designated Persons”), be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of such Company (i) to execute and verify the relevant Petition as well as all other ancillary documents and to cause such Petition to be filed with the Bankruptcy Court commencing a case (each a “Bankruptcy Case,” and, collectively, the “Bankruptcy Cases”) and to make or cause to be made prior to the execution thereof any modifications to such Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that CTG be, and hereby is, authorized and empowered to provide Mr. Diercks to serve as the Chief Restructuring Officer of each Company and to provide additional staff to each such Company and assist such Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations in connection with its Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of such Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Mr. Diercks and CTG; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized and empowered to represent each Company as bankruptcy counsel to represent and assist such Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of such Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Peter J. Solomon Company ("PJSC") be, and hereby is, authorized and empowered to represent each Company as investment banking advisor to represent and assist such Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations in connection with its Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of such Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of PJSC; and it is further

RESOLVED, that Prime Clerk LLC ("Prime Clerk") be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Cases; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of each Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Cases, and to cause to be filed an appropriate application for authority to retain the services of Prime Clerk; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of each Company to employ any other individual and/or firm as professionals, consultants, financial advisors, or investment bankers to such Company as are deemed necessary to represent and assist such Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination,

hereby is, authorized, directed and empowered, on behalf of and in the name of such Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Cases, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of each Company (i) to execute, deliver and undertake any and all transactions contemplated by that certain Letter Agreement Governing Inventory Disposition (as amended, modified, or restated, the "Disposition Agreement") dated as of April 4, 2017, by and between Marsh Supermarkets Company, LLC (f/k/a Marsh Supermarkets, Inc.), on the one hand, and Hilco Merchant Resources, LLC (the "Hilco"), on the other hand, (ii) to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Disposition Agreement, which such Designated Persons determine to be necessary, proper or advisable to perform any obligations of the Companies under or in connection with the Disposition Agreement and the transactions contemplated therein and to carry out fully the intent of the foregoing resolution, and (iii) to amend, extend, supplement or otherwise modify the Disposition Agreement or any documents, certificates, instruments, agreements, or other writings related to the Disposition Agreement; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized and empowered, on behalf of and in the name of each Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of such Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Designated Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of each Company, to secure the payment and performance of any post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of such Company's assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries of such Company, if any, whether now owned or hereafter acquired, and (b) causing any subsidiary of such Company, if any, to pledge or grant liens or mortgages on, or security interests in, all or any portion of such subsidiary's assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including, without limitation, causing any subsidiaries of such Company, if any, to enter into, such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further



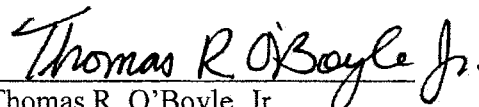
RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name and on behalf of each Company, to perform the obligations of such Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by such Company; and it is further

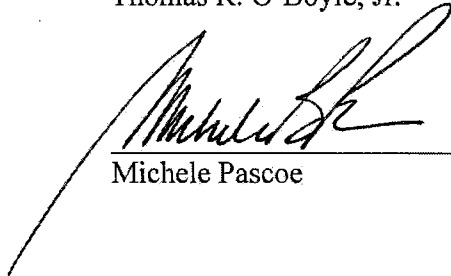
RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name of and on behalf of each Company, to cause such Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Designated Persons, shall be necessary, proper and desirable to prosecute to a successful completion the relevant Bankruptcy Case and to effectuate the restructuring of such Company's debt, other obligations, organizational form and structure and ownership of such Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

*{Signature Page Follows}*

IN WITNESS WHEREOF, the undersigned, being all the members of the board of Managers for each of the Companies listed on Schedule 1, attached hereto, have executed this consent as of the 11th day of May, 2017.

  
\_\_\_\_\_  
Thomas R. O'Boyle, Jr.

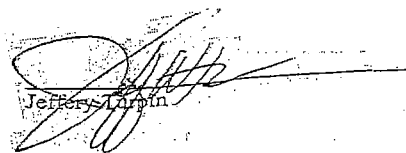
  
\_\_\_\_\_  
Michele Pascoe

\_\_\_\_\_  
Jeffery Turpin

IN WITNESS WHEREOF, the undersigned, being all the members of the board of Managers for each of the Companies listed on Schedule 1, attached hereto, have executed this consent as of the 11 th day of May, 2017.

\_\_\_\_\_  
Thomas R. O'Boyle, Jr.

\_\_\_\_\_  
Michele Pascoe

  
Jeffery L. Rubin

**Schedule 1**

- Marsh Merger Sub, LLC
- Marsh Supermarkets Holding, LLC
- Marsh Supermarkets Company, LLC
- A. L. Ross & Sons, LLC
- Contract Transport Holding, LLC
- Contract Transport, LLC
- CT Logistics, LLC
- Lobill Foods, LLC
- Marsh Drugs Holding, LLC
- Marsh Drugs, LLC
- Marsh International, LLC
- Marsh RE Property, LLC
- Marsh Supermarkets, LLC
- MS Property, LLC
- Marsh Supermarkets of Illinois, LLC
- O'Malia Food Markets, LLC

**Fill in this information to identify the case:**

Debtor name: Marsh Supermarkets Holding, LLC, et al.  
 United States Bankruptcy Court for the: District of Delaware  
 Case number (if known):

Check if this is an amended filing

Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1 Central States Southeast and Southwest Areas Pension Fund Attn: Andrew Sprau 9377 West Higgins Road Rosemont, IL 60018-4938	Central States Southeast and Southwest Areas Pension Fund Attn: Andrew Sprau PHONE: (847) 518-9800 FAX: (847) 518-9738 EMAIL:	Pension				\$61,571,211.74
2 Marsh Supermarkets PRIAC Contract #017357 (Prudential Retirement) Attn: Milissa Dumont 280 Trumbull Street H-20A Hartford, CT 06103	Marsh Supermarkets PRIAC Contract #017357 (Prudential Retirement) Attn: Milissa Dumont PHONE: (860) 534-3271 FAX: (860) 534-2910 EMAIL: milissa.dumont@prudential.com	Pension				\$21,746,456.00
3 Supervalu Attn: Bruce Besanko 11840 Valley View Road Eden Prairie, MN 55344	Supervalu Attn: Bruce Besanko PHONE: (952) 828-4082 FAX: (952) 828-8998 EMAIL: bruce.besanko@supervalu.com	Trade				\$8,055,000.00
4 AmerisourceBergen Drug Corp Attn: Aubrey Flowers 1300 Morris Drive Chesterbrook, PA 19087	AmerisourceBergen Drug Corp Attn: Aubrey Flowers PHONE: (866) 451-9655 X 6645 FAX: (888) 292-8502 EMAIL: aflowers@AmeriSourceBergen.com	Trade				\$3,988,049.28
5 AAG Attn: Arnold Gumowitz 421 7th Avenue 15th Floor New York, NY 10001	AAG Attn: Arnold Gumowitz PHONE: (212) 564-7250 FAX: (212) 564-7512 EMAIL: agumowitz@Aagmgmt.com	Landlord				\$2,628,574.66
6 Joshen Paper & Packaging Attn: Diane Moskal 9511 W. Depot Street Yorktown, IN 47396	Joshen Paper & Packaging Attn: Diane Moskal PHONE: (765) 759-1900 FAX: (765) 759-1902 EMAIL: accounting@joshen.com	Trade				\$1,420,908.57
7 C&S Wholesale Grocers Attn: Bob Palmer 7 Corporate Drive Keene, NH 03431	C&S Wholesale Grocers Attn: Bob Palmer PHONE: (603) 354-7000 FAX: (603) 354-4690 EMAIL: bpalmer@cswg.com	Trade				\$823,657.00
8 H&R Canada Attn: Thomas Hofstedter 3625 Dufferin Street Suite 500 Downsview, ON M3K 1N4 Canada	H&R Canada Attn: Thomas Hofstedter PHONE: (416) 635-7520 FAX: (416) 398-0040 EMAIL: thofstedter@hr-reit.com	Landlord				\$791,718.15
9 Treasurer of Hamilton County Attn: Jennifer Templeton 33 N 9th Street Suite 112 Noblesville, IN 46060	Treasurer of Hamilton County Attn: Jennifer Templeton PHONE: (317) 776-9620 FAX: (317) 776-9685 EMAIL: jennifer.templeton@hamiltoncounty.in.gov	Tax				\$777,294.79
10 Coca-Cola Bottling Consol Attn: Claudette Barber 4100 Coca Cola Plaza Charlotte, NC 28211	Coca-Cola Bottling Consol Attn: Claudette Barber PHONE: (704) 557-4542 FAX: (704) 285-6946 EMAIL: claudette.barber@cbcc.com	Trade				\$709,679.22
11 Treasurer of Marion County Attn: Laurie Steele 200 E. Washington Room 1001 City-County Building Indianapolis, IN 46204	Treasurer of Marion County Attn: Laurie Steele PHONE: (317) 327-4040 FAX: (317) 327-4440 EMAIL: treasurer@co.marion.or.us	Tax				\$643,298.21
12 Oracle America, Inc. Attn: Aimee Wiegmann 13364 Abercorn Street Carmel, IN 46032	Oracle America, Inc. Attn: Aimee Wiegmann PHONE: (317) 646-9830 FAX: (650) 506-7200 EMAIL: aimee.weigmann@oracle.com	Trade				\$517,210.71

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
13 Yorktown Grocery MGMT, LLC Attn: Dee Headley One American Square Suite 1300 Indianapolis, IN 46282	Yorktown Grocery MGMT, LLC Attn: Dee Headley PHONE: (317) 236-6433 FAX: (317) 639-0504 EMAIL: dee.headley@cushwake.com	Landlord				\$425,693.40
14 Frito-Lay Inc. Attn: Mike Bevilacqua 1100 Reynolds Blvd Winston-Salem, NC 27105	Frito-Lay Inc. Attn: Mike Bevilacqua PHONE: (336) 896-5577 FAX: (914) 253-2070 EMAIL: mike.bevilacqua@pepsico.com	Trade				\$415,444.49
15 Schenkels Dairy Attn: Melinda Grover 1019 Flaxmill Road Huntington, IN 46750	Schenkels Dairy Attn: Melinda Grover PHONE: (260) 355-6319 FAX: (260) 356-0804 EMAIL: melinda_holloway@deanfoods.com	Trade				\$414,890.49
16 Donya Partners LLC Attn: Safaa Elnaggar 18 Royal Vale Drive Oak Brook, IL 60523	Donya Partners LLC Attn: Safaa Elnaggar PHONE: (630) 309-3006 FAX: (219) 392-7330 EMAIL: sselnaggar@yahoo.com	Landlord				\$410,374.98
17 The Package CO, LLC Attn: Charles Grenadier 2425 W. 13 Mile Road Suite 220 Bingham Farms, MI 48025	The Package CO, LLC Attn: Charles Grenadier PHONE: (248) 559-4880 FAX: (248) 559-4877 EMAIL: carl@grenadierproperties.com	Landlord				\$393,900.00
18 Keebler Company Attn: Dustin Kent 6087 Dado Drive Noblesville, IN 46062	Keebler Company Attn: Dustin Kent PHONE: (804) 386-8278 FAX: (302) 655-5049 EMAIL: dustin.kent@kellogg.com	Trade				\$385,222.50
19 JL Capital One LLC #58 Attn: Paul Koziel 18077 River Road Suite 102 Noblesville, IN 46062	JL Capital One LLC #58 Attn: Paul Koziel PHONE: (317) 774-2209 FAX: (317) 773-6079 EMAIL: chesterfieldmgmt@comcast.net	Landlord				\$368,125.02
20 Catalina Marketing Corp Attn: Kevin Coughlin 200 Carillon Parkway St. Petersburg, FL 33716	Catalina Marketing Corp Attn: Kevin Coughlin PHONE: (727) 449-2525 FAX: (727) 563-5573 EMAIL: kevin.coughlin@catalina.com	Trade				\$349,345.15
21 Pepsi-Cola Gen Bottlers, Inc. Attn: Mike Bevilacqua 1100 Reynolds Blvd Winston-Salem, NC 27105	Pepsi-Cola Gen Bottlers, Inc. Attn: Mike Bevilacqua PHONE: (336) 896-5577 FAX: (914) 253-2070 EMAIL: mike.bevilacqua@pepsico.com	Trade				\$335,359.53
22 Radian Group, Inc. Attn: Dave Umland 4600 West 77th Street Suite 380 Edina, MN 55435	Radian Group, Inc. Attn: Dave Umland PHONE: (609) 558-7291 FAX: EMAIL: dumland@radiangroup.com	Trade				\$312,355.00
23 The News Group GP Attn: Lenny Kuvinka 1955 Lake Park Drive Suite 400 Smyrna, GA 30080	The News Group GP Attn: Lenny Kuvinka PHONE: (724) 323-7970 FAX: (877) 664-9732 EMAIL: lkuvinka@tng.com	Trade				\$288,059.86
24 GS Enterprises Attn: Doug Terrell 3885 Wheeling Ave Muncie, IN 47304	GS Enterprises Attn: Doug Terrell PHONE: (765) 286-4899 FAX: (765) 288-1377 EMAIL: gsenderprises@comcast.net	Landlord				\$287,670.72
25 Mondelēz Global, LLC Attn: Bill Pappas Three Lakes Drive Northfield, IL 60093	Mondelēz Global, LLC Attn: Bill Pappas PHONE: (317) 773-3736 FAX: (570) 831-7987 EMAIL: bill.pappas@mdlz.com	Trade				\$282,421.92
26 Realty Income Corporation Attn: Lizel Streeter 11995 El Camino Real San Diego, CA 92130	Realty Income Corporation Attn: Lizel Streeter PHONE: (858) 284-5000 FAX: (858) 481-4862 EMAIL: lstreeter@realtyincome.com	Landlord				\$279,282.60
27 Treasurer of Delaware County Attn: Edward E. Carroll Jr. 100 West Main Street Muncie, IN 47305	Treasurer of Delaware County Attn: Edward E. Carroll Jr. PHONE: (765) 747-7808 FAX: (765) 213-1275 EMAIL: ecarroll@co.delaware.in.us	Tax				\$277,360.73

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
28 Lafayette Grocery Holdings, LLC Attn: Brett Carille, Registered Agent 2439 Kuser Road Hamilton, NJ 08690	Lafayette Grocery Holdings, LLC Attn: Brett Carille, Registered Agent PHONE: (609) 570-1066 FAX: (609) 245-7662 EMAIL: jvogel@genesis-ip.com	Landlord				\$267,803.10
29 Kite West 86th Street, LLC Attn: Lance Angle 30 S. Meridian Street Suite 1100 Indianapolis, IN 46204	Kite West 86th Street, LLC Attn: Lance Angle PHONE: (317) 577-5600 FAX: (317) 577-5605 EMAIL: langle@kite Realty.com	Landlord				\$266,813.12
30 Cinergy/Duke Attn: Shawn South 550 South Tryon Street Charlotte, NC 28202	Cinergy/Duke Attn: Shawn South PHONE: (317) 776-5337 FAX: EMAIL: shawn.south@duke-energy.com	Utility				\$258,439.70

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

In re:	)	
	)	Chapter 11
	)	
MARSH SUPERMARKETS HOLDING, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. __-____ (____)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT  
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT TO  
FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), and 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) hereby state as follows:

1. Debtor Marsh Merger Sub, LLC is owned by the following non-Debtor entities:

Entity	Ownership Percentage	Voting Rights
VPS Convenience Store Group, LLC	99.75%	Yes
Laura Gretencord	0.25%	No

2. The Debtor listed below is 100% owned by Marsh Merger Sub, LLC:
  - Marsh Supermarkets Holding, LLC
3. The Debtor listed below is 100% owned by Debtor Marsh Supermarkets Holding, LLC:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Marsh Supermarkets Holding, LLC (1568); Marsh Merger Sub, LLC (8837); Marsh Supermarkets Company, LLC (8179); A.L. Ross & Sons, LLC (3470); Contract Transport Holding, LLC (5675); Contract Transport, LLC (3718); CT Logistics, LLC (9775); LoBill Foods, LLC (9461); Marsh Drugs Holding, LLC (5755); Marsh Drugs, LLC (3717); Marsh International, LLC (0875); Marsh RE Property, LLC (0641); Marsh Supermarkets, LLC (7924); MS Property, LLC (9199); Marsh Supermarkets of Illinois, LLC (6423); and O’Malia Food Markets, LLC (5222). The mailing address for each of the Debtors is 9800 Crosspoint Blvd., Indianapolis, Indiana 46256.



- Marsh Supermarkets Company, LLC

4. The Debtors listed below are each 100% owned by Debtor Marsh Supermarkets Company, LLC:

- A.L. Ross & Sons, LLC
- Contract Transport Holding, LLC
- LoBill Foods, LLC
- Marsh Drugs Holding, LLC
- Marsh International, LLC
- Marsh RE Property, LLC
- Marsh Supermarkets, LLC
- Marsh Supermarkets of Illinois, LLC
- O'Malia Food Markets, LLC

5. The Debtor listed below is 100% owned by Debtor Contract Transport Holding, LLC:

- Contract Transport, LLC

6. The Debtor listed below is 100% owned by Debtor Contract Transport, LLC:

- CT Logistics, LLC

7. The Debtor listed below is 100% owned by Debtor Marsh Drugs Holding, LLC:

- Marsh Drugs, LLC

8. The Debtor listed below is 100% owned by Debtor Marsh Supermarkets, LLC:

- MS Property, LLC

**Fill in this information to identify the case and this filing:**Debtor Name Marsh Supermarkets Holding, LLCUnited States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (If known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05 / 11 / 2017  
MM / DD / YYYY

✕

Lee A. Diercks  
Signature of individual signing on behalf of debtor

Lee A. Diercks  
Printed name

Chief Restructuring Officer  
Position or relationship to debtor