

Bench Filed
on 7/27/09

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
DRUG FAIR GROUP, INC., <i>et al.</i> , ¹)	Case No. 09-10897 (BLS)
)	
Debtors.)	Jointly Administered
)	
)	Re: Docket No. 326

ORDER AUTHORIZING THE DEBTORS TO ESTABLISH BAR DATES FOR FILING PROOFS OF CLAIM AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF, AND (II) ESTABLISHING BAR DATE FOR FILING POSTPETITION ADMINISTRATIVE EXPENSE CLAIMS INCURRED PRIOR TO JULY 31, 2009 AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF

Upon consideration of the motion (the "Motion") of the above-captioned debtors and debtors in possession (the "Debtors"), for entry of an order pursuant to sections 501, 503(b) and 507(a)(2) of title 11 of the United States Code, (the "Bankruptcy Code"), and Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for the entry of an order establishing bar dates for the filing of proofs of claim, asserting postpetition administrative expense claims and approving the form and manner of notice thereof; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (c) notice of the Motion was sufficient under the circumstances and in accordance with Local Rule 2002-1(e); and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

¹ The Debtors in these cases, together with the last four digits of the federal tax identification number of each Debtor, are Drug Fair Group, Inc. f/k/a Community Distributors, Inc. (3660) and CDI Group, Inc. (9976).

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Capitalized terms not otherwise defined herein have the meanings given to them in the Motion. In addition, as used herein, (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, and (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code.
3. The forms of the Bar Dates Notice, the Administrative Expense Request Form, and the Publication Notice, and the manner of providing notice of the Bar Dates proposed in the Motion, are approved in all respects pursuant to Rules 2002(a)(7) and 2002(1) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2002-1 (e) of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"). The form and manner of notice of the Bar Dates approved herein are deemed to fulfill the notice requirements of the Bankruptcy Rules and the Local Bankruptcy Rules, and notice of the Bar Dates in the form and manner as proposed by the Debtor herein is fair and reasonable and will provide good, sufficient, and due notice to all creditors and equity interest holders of their rights and obligations in connection with claims they may assert against the Debtor's estate in this chapter 11 case. Accordingly, the Debtor is authorized to serve the Bar Dates Notice Package in the manner described in paragraph 4 below.
4. As soon as practicable, but in any event no later than five (5) business days after the date that the Court enters this Order, the Debtor, through Epiq Bankruptcy Solutions, LLC ("Epiq"), shall serve the Bar Dates Notice Package by first-class United States mail, postage prepaid, on all known entities holding potential claims and their counsel (if known), all parties that have requested notice in this case, all equity security holders, the U.S. Trustee and all taxing authorities for the jurisdictions in which the Debtor does business. Copies of the Bar Dates Notice Package, proof of claim and Administrative Expense Request Form shall be posted to Epiq's dedicated web page related to this case (<http://chapter11.epiqsystems.com/Drugfair>).
5. Except as provided in paragraphs 7 and 8 of this Order, any entity holding a prepetition claim against the Debtor must file a proof of claim in accordance with the procedures described herein on or before **5:00 p.m., prevailing Eastern Time, on September 8, 2009** (the "Prepetition Claims Bar Date"). The Prepetition Claims Bar Date shall be identified in the Bar Date Notice and the Publication Notice. Except as provided in paragraphs 7 and 8 of this Order, the Prepetition Claims Bar Date applies to all entities, other than governmental units, holding claims, including claims pursuant to section 503(b)(9) of the Bankruptcy Code, against the Debtor (whether secured, unsecured priority or unsecured nonpriority) that arose prior to the Petition Date.
6. Except as provided in paragraphs 7 and 8 of this Order, in accordance with section 502(b)(9) of the Bankruptcy Code, any governmental unit holding a prepetition claim against the Debtor must file a proof of claim in accordance with the procedures described herein on or before **5:00 p.m., prevailing Eastern Time, on September 18, 2009** (the "Government

Bar Date”). The Government Bar Date shall be identified in the Bar Date Notice and the Publication Notice. Except as provided in paragraphs 7 and 8 of this Order, the Government Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to the Petition Date, including governmental units holding claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors was a party.

7. The following entities whose claims otherwise would be subject to the Prepetition Claims Bar Date shall not be required to file proofs of claim in this chapter II case by the Prepetition Claims Bar Date:

a. any entity that has already properly filed a Proof of Claim against the Debtors with either Epiq or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;

b. any entity (i) whose claim is listed in the Schedules or any amendments thereto, and (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or classification of its claim as set forth in the Schedules;

c. professionals retained by the Debtors or the Committee pursuant to orders of this Court, including Epiq, who assert administrative claims for payment of fees and expenses subject to the Court's approval pursuant to sections 330, 331(a) and 503(b) of the Bankruptcy Code;

d. any entity that asserts an administrative expense claim against the Debtor pursuant to sections 503(b)(1) through (8) of the Bankruptcy Code;

e. current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or postpetition services to the Debtor;

f. any direct or indirect non-debtor subsidiary of the Debtors asserting a claim against the Debtor;

g. any person or entity whose claim against the Debtors has been allowed by an order of the Court entered on or before the applicable Bar Date; and

h. any person or entity whose claim has been paid by the Debtors.

8. Any entity holding a Rejection Damages Claim arising from the rejection of an executory contract or unexpired lease pursuant to an order entered prior to the confirmation of a chapter 11 plan in the Debtors' chapter 11 cases shall be required to file a proof of claim in respect of such Rejection Damages Claim in accordance with the procedures described herein by the Rejection Bar Date. The Rejection Bar Date shall be the later of (i) the Prepetition Claims Bar Date, (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after entry of an order approving the rejection of an executory contract or unexpired lease pursuant to which

the entity asserting the Rejection Damages Claim is a party or (iii) such other date as the Court may fix (the "Rejection Bar Date").

9. The Debtors shall retain the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification or otherwise; and (b) subsequently designate any claim as disputed, contingent or unliquidated.

10. Subject to the provisions of paragraph 8 of this Order with respect to holders of claims subject to the Rejection Bar Date, the following entities must file a proof of claim on or before the Prepetition Claims Bar Date or, with respect to claims of governmental units, on or before the Government Bar Date:

a. any entity whose prepetition claim against the Debtor is not listed in the Debtors' Schedules whose prepetition claim is listed in the Schedules as disputed, contingent or unliquidated and that desires to participate in these chapter 11 case or share in any distribution in this chapter 11 case; and

b. any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

11. Any entity holding an interest in the Debtors (an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a general or limited partner interest in a limited partnership, a membership interest in a limited liability company or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to herein as an "Interest"), need not file a proof of interest on or before the Prepetition Claims Bar Date; provided, however, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of such Interest, must file proofs of claim on or before the Prepetition Claims Bar Date, unless another exception contained herein applies.

12. Except as provided in paragraph 13 of this Order, any entity that asserts postpetition administrative expense claim against the Debtors related to or incurred during the period from March 18, 2009 through and including July 31, 2009 (the "Designated Postpetition Period"), pursuant to sections 503(b)(1) through (8) of the Bankruptcy Code must file an Administrative Expense Request Form in accordance with the procedures described herein **on or before 5:00 p.m., prevailing Eastern Time, on September 8, 2009** (the "Administrative Claim Bar Date"). The Administrative Claim Bar Date shall be identified in the Bar Dates Notice and the Publication Notice. Except as provided in paragraph 13 of this Order, the Administrative Claim Bar Date applies to all entities, holding or asserting a postpetition administrative expense claim against the Debtors related to or incurred during the Postpetition Period.

13. The following entities whose claims otherwise would be subject to the Administrative Claim Bar Date shall not be required to file Administrative Expense Request Forms by the Administrative Claim Bar Date:

a. any entity that has already properly filed a motion requesting allowance of an administrative expense claim pursuant to section 503(b) related to the Postpetition Period;

b. a holder of a postpetition administrative expense claim related to or incurred during the Postpetition Period that previously has been allowed by order of the Court;

c. a holder of a postpetition administrative expense claim that has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court; and

d. professionals retained by the Debtors or the Committee pursuant to orders of this Court, including Epiq, who assert administrative claims for payment of fees and expenses subject to the Court's approval pursuant to sections 330, 331(a) and 503(b) of the Bankruptcy Code.

14. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in this chapter 11 case pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against the Debtor, but that fails to do so by the applicable Bar Date, shall NOT be treated as a creditor with respect to such Claim, including treated as a creditor for the purposes of voting on and distribution under any chapter 11 plan proposed and/or confirmed in this case.

15. Any entity that is required to file an Administrative Expense Request Form for a claim related to, incurred within or arising during the Postpetition Period, but fails to do so by the Administrative Claim Bar Date shall be forever barred, estopped and enjoined from (i) asserting any postpetition administrative expense claim against the Debtor related to, incurred within, or arising during the Postpetition Period or (ii) receiving distributions, including distributions under any chapter 11 plan in the Debtors' chapter 11 cases in respect of such postpetition administrative claim. Consistent with any confirmed chapter 11 plan, the Debtors proposes that they be forever discharged from any and all indebtedness or liability with respect to such unfiled postpetition administrative expense claims.

16. If the Debtors amend their Schedules as originally filed, the Debtors will provide prompt notice of such amendment to any creditor whose claim is affected thereby, and notice that each such creditor will be required to file any proof of such claim, if necessary, on or before the later of (i) the applicable Bar Date, or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty (20) days after the date of the notice of such amendment, pursuant to Local Rule 1009-2.

17. The Debtors shall serve all known entities holding potential prepetition claims and postpetition claims related to the Postpetition Period with : (a) the Bar Dates Notice substantially in the form attached to the Motion as Exhibit A and incorporated herein by reference; (b) a proof of claim form substantially in the form of Official Form No. 10 (the "Proof

of Claim Form") and (c) an Administrative Expense Request Form substantially in the form attached to the Motion as Exhibit B.

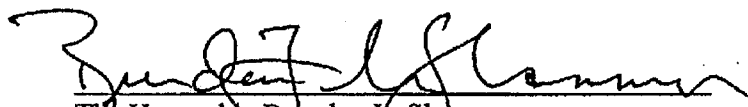
18. The Debtors shall state on each Proof of Claim Form whether the entity's claim is listed in the Schedules. Assuming that the entity's claim is listed in the Schedules, the Proof of Claim Form will also state: (a) the Debtor against which the entity's claim is scheduled, (b) whether the entity's claim is listed as disputed, contingent or unliquidated, and (c) if a claim is listed in the Schedules in a liquidated amount that is not disputed or contingent, the dollar amount of the claim (as listed in the Schedules). Any entity that relies on the information in the Schedules shall bear responsibility for determining that its claim is accurately listed therein.

19. For any claim to be validly and properly filed, a signed original of a completed (i) Proof of Claim Form, together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d), or (ii) Administrative Expense Request Form, together with documentation to support such request, must be delivered to Epiq at the address identified on the Bar Dates Notice so as to be received **no later than 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date**. Claimants shall be permitted to submit proofs of claim or Administrative Expense Request Forms in person or by courier service, hand delivery or mail. Proofs of claim or Administrative Expense Request Forms submitted by facsimile or e-mail shall not be accepted. Proofs of claim and Administrative Expense Request Forms shall be deemed filed when actually received by Epiq. If a claimant wishes to receive acknowledgement of Epiq's receipt of a proof of claim or Administrative Expense Request Form, the claimant also must submit to Epiq by the applicable Bar Date and concurrently with submitting its original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope.

20. The Debtors shall cause the Publication Notice to be published once in a newspaper in the northern New Jersey area selected by the Debtors within ten (10) business days of the date of entry of this Order.

21. This Court shall retain jurisdiction over any and all matters arising from or relating to the implementation or interpretation of this Order.

Dated: July 27, 2009


The Honorable Brendan L. Shannon
United States Bankruptcy Judge