

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
THE GREAT ATLANTIC & PACIFIC TEA :
COMPANY, INC., et al., : **Case Nos. 15-23007 (RDD)**
: **Through 15-23026 (RDD)**
Debtors.¹ : **(Jointly Administered)**
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**ORDER PURSUANT TO 11 U.S.C. § 502(b)(9),
FED. R. BANKR. P 2002 AND 3003(c)(3), AND LOCAL
RULE 3003-2 FOR ENTRY OF ORDER (I) ESTABLISHING
DEADLINE FOR FILING PROOFS OF CLAIM AND (II) APPROVING
THE FORM AND MANNER OF NOTICE THEREOF**

Upon the application of The Great Atlantic & Pacific Tea Company, Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502(b)(9) of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order fixing deadlines and establishing procedures for filing proofs of claim and approving the form and manner of service thereof, and it appearing that the relief requested is in the best interests of the Debtors, their estates, and creditors and that adequate notice has been given in accordance with the *Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures* (ECF No. 62), and that no

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

further notice is necessary; and after due deliberation and good and sufficient cause appearing therefor, it is hereby

ORDERED, that except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that assert a claim, as defined in Section 101(5) of the Bankruptcy Code, against the Debtors which arose on or prior to the commencement of these chapter 11 cases on July 19, 2015 (the “**Filing Date**”), shall file a proof of such claim in writing or electronically on the Court’s website at www.nysb.uscourts.gov so that it is received on or before **November 30, 2015 at 5:00 p.m. (Eastern Time)** (the “**Bar Date**”); and it is further

ORDERED, that notwithstanding any other provision hereof, proofs of claim filed by governmental units (as defined in section 101(27) of the Bankruptcy Code) must be filed on or before **January 19, 2016 at 5:00 p.m. (Eastern Time)** (the “**Governmental Bar Date**,” and, together with the Bar Date, the “**Bar Dates**”); and it is further

ORDERED, that the following procedures for the filing of proofs of claim shall apply:

- (a) proofs of claim must conform substantially to Official Bankruptcy Form No. 10;²
- (b) proofs of claim either must be filed (i) electronically through the website of the Debtors’ Court-approved claims and noticing agent, Prime Clerk LLC (“**Prime Clerk**”), using the interface available on such website located at <https://cases.primeclerk.com/aptea> under the link entitled “Submit a Claim;” (ii) by mailing the original proof of claim form either by U.S. Postal Service

² Official Bankruptcy Form No. 10 can be found at www.uscourts.gov/bkforms, the Official Website for the United States Bankruptcy Courts. A customized Proof of Claim Form also can be obtained on the website established in these chapter 11 cases, <https://cases.primeclerk.com/aptea>.

mail or overnight delivery on or before the applicable Bar Date to The Great Atlantic & Pacific Tea Company, Inc., Claims Processing Center, c/o Prime Clerk LLC, 830 3rd Avenue, 3rd Floor, New York, New York 10022; or (iii) by delivering the original proof of claim by hand to the United States Bankruptcy Court, Southern District of New York, 300 Quarropas Street, White Plains, New York 10601;

- (c) proofs of claim will be deemed filed only when received by Prime Clerk or by the Clerk of the Bankruptcy Court on or before the applicable Bar Date;
- (d) proofs of claim must (i) be signed by the claimant, or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury; (ii) set forth with specificity the legal and factual bases for the alleged claim; (iii) include supporting documentation (if voluminous, attach a summary) or explain as to why documentation is not available; (iv) be in the English language; and (v) be denominated in United States currency (using the exchange rate, if applicable, as of the Filing Date); and
- (e) proofs of claim must specify by name and case number the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor; and it is further

ORDERED, that the following persons or entities need not file a proof of claim on or prior to the applicable Bar Date:

- (a) any person or entity that already has filed a proof of claim against the Debtors in the above-captioned chapter 11 cases in a form substantially similar to Official

Bankruptcy Form No. 10;

- (b) any person or entity whose claim is listed on the schedules of assets and liabilities filed by the Debtors (collectively, the “**Schedules**”); provided that
 - (i) the claim is not scheduled as “disputed,” contingent,” or “unliquidated;” and
 - (ii) the claimant does not disagree with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (c) any holder of a claim that heretofore has been allowed by Order of this Court;
- (d) any person or entity whose claim has been paid in full by any of the Debtors;
- (e) any holder of a claim for which specific deadlines previously have been fixed by this Court;
- (f) any holder of a claim allowable under § 503(b) and § 507(a)(2) of the Bankruptcy Code as an administrative expense (other than a holder of a claim under § 503(b)(9));
- (g) any person or entity whose claim will be paid in full under an agreement entered into by any of the Debtors pursuant to the Final Critical Vendors Order;³ and
- (h) pursuant to paragraph 38 of the Final DIP Order;⁴

³ See Final Order Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(b)(9) Authorizing the Debtors to Pay Certain Prepetition Obligations to Critical Vendors, Approving Related Procedures, and Granting Related Relief (ECF No. 503) (the “**Final Critical Vendors Order**”).

⁴ See Final Order Authorizing Debtors to (a) Obtain Third Lien Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), and 364(e), (b) Use Cash Collateral Pursuant to 11 U.S.C. § 363(c)(2) and (c) Grant Certain Protections to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364 (ECF No. 531) (the “**Final DIP Order**”).

- i. any person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**ABL Credit Agreement Obligations**”) under or in connection with that certain Amended and Restated Senior Secured Revolving Credit Agreement, dated September 17, 2014 (as thereafter amended, supplemented, or modified from time to time, the “**ABL Credit Agreement**”); provided, that any person or entity wishing to assert a claim arising out of or relating to the ABL Credit Agreement, other than a claim for the ABL Credit Agreement Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies;
- ii. any person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Term Loan Agreement Obligations**”) under or in connection with that certain Amended and Restated Senior Secured Term Credit Agreement, dated September 17, 2014 (as thereafter amended, supplemented, or modified from time to time, the “**Term Loan Agreement**”); provided, that any person or entity wishing to assert a claim arising out of or relating to the Term Loan Agreement, other than a claim for the Term Loan Agreement Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies;
- iii. any person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**PIK Notes Obligations**”) under that certain Indenture for Senior Secured PIK Toggle Notes due 2017, dated March 13, 2012 (as thereafter amended, supplemented, or modified from time to time, the “**PIK Notes Indenture**”); provided, that any person or entity wishing to assert a claim arising out of or relating to the PIK Notes Indenture, other than a claim for the PIK Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies; and
- iv. any person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Convertible Notes Obligations**”) under or in connection with that certain Indenture for Senior Secured Convertible Notes due 2018, dated March 13, 2012 (as thereafter amended, supplemented or modified from time to time, the “**Convertible Notes Indenture**”); provided, that any person or entity wishing to assert a claim arising out of or relating to the Convertible Note Indenture, other than a claim for the Convertible Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies; and it is further

ORDERED, that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which the order authorizing such rejection is dated on or before the date of entry of this Order, must file a proof of claim based on such rejection on or before the applicable Bar Date, and any person or entity that holds a claim that

arises from the rejection of an executory contract or unexpired lease, as to which an order authorizing such rejection is dated after the date of entry of this Order, must file a proof of claim on or before such date as the Court may fix in the applicable order authorizing such rejection; and it is further

ORDERED, that holders of equity security interests in the Debtors need not file proofs of interest with respect to the ownership of such equity interests; provided, that if any such holder asserts a claim against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of such claim must be filed on or prior to the Bar Date pursuant to the procedures set forth in this Order; and it is further

ORDERED, that if the Debtors amend or supplement the Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded thirty (30) days from the date of such notice to file proofs of claim in respect of their claims and shall be given notice of such deadline; and it is further

ORDERED, that nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order by timely filing a proof of claim in appropriate form shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution; and it is further

ORDERED, that a copy of the notice substantially in the form annexed hereto as **Exhibit "1"** (the "**Bar Date Notice**") hereby is approved and shall be deemed adequate and

sufficient if served by first-class mail at least thirty-five (35) days prior to the Bar Date on:

- (a) the Office of the United States Trustee;
- (b) counsel for the Official Committee of Unsecured Creditors;
- (c) all persons or entities that have requested notice of the proceedings in these chapter 11 cases;
- (d) all persons or entities that have filed claims against the Debtors in these chapter 11 cases;
- (e) all creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding claims;
- (f) all parties to executory contracts and unexpired leases of the Debtors;
- (g) all parties to pending litigation with the Debtors;
- (h) the Internal Revenue Service, the United States Attorney's Office for the Southern District of New York, and all other applicable governmental units; and
- (i) such additional persons and entities deemed appropriate by the Debtors; and it is further

ORDERED, that with regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the proof of claim form annexed hereto as **Exhibit "2"** (the "**Proof of Claim Form**") indicating on the form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim, and whether the claim has been scheduled as "contingent," "unliquidated," or "disputed"); and it is further

ORDERED, that the Debtors shall cause Prime Clerk to post the Bar Date Notice and the Proof of Claim Form on the website established by Prime Clerk for these chapter 11 cases:

<https://cases.primeclerk.com/aptea>; and it is further

ORDERED, that the administrative agent under each of the ABL Credit Agreement and Term Loan Agreement, respectively, may, but shall not be required to, file a single proof of claim in the lead chapter 11 case, *In re The Great Atlantic & Pacific Tea Company, Inc.*, Case No. 15-23007(RDD) (the “**Lead Case**”), on behalf of all holders of claims based on the ABL Credit Agreement Obligations and the Term Loan Agreement Obligations, respectively, and which proofs of claim automatically shall be deemed filed in the bankruptcy case of each and every Debtor; and it is further

ORDERED, that the indenture trustee under each of the PIK Notes Indenture and the Convertible Notes Indenture, respectively, may, but shall not be required to, file a single proof of claim in the Lead Case on behalf of all holders of claims based on the PIK Notes Obligations and the Convertible Notes Obligations, respectively, which proofs of claim automatically shall be deemed filed in the bankruptcy case of each and every Debtor; and it is further

ORDERED, that pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish the Bar Date Notice, with any necessary modifications for ease of publication, once in the national edition of *The New York Times*, subject to applicable publication deadlines, at least twenty-eight (28) days prior to the Bar Date, which publication hereby is approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Dates; and it is further

ORDERED, that the Debtors and Prime Clerk are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that entry of this Order is without prejudice to the right of the Debtors to seek further order of this Court fixing a date by which holders of claims or interests not subject

to the Bar Dates established herein must file such proofs of claim or interest or be forever barred
from so doing.

Dated: October 21, 2015
White Plains, New York

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Bar Date Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
THE GREAT ATLANTIC & PACIFIC TEA :
COMPANY, INC., et al., : **Case Nos. 15-23007 (RDD)**
: **Through 15-23026 (RDD)**
Debtors.¹ : **(Jointly Administered)**
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NOTICE OF DEADLINES REQUIRING FILING OF PROOFS OF CLAIM

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE DEBTORS SET FORTH BELOW:

Name of Debtor	Case Number	Tax Identification Number
The Great Atlantic & Pacific Tea Company, Inc.	15-23007 (RDD)	13-1890974
2008 Broadway, Inc.	15-23006 (RDD)	22-2340986
A&P Live Better, LLC	15-23008 (RDD)	45-4700799
A&P Real Property, LLC	15-23009 (RDD)	45-4700973
APW Supermarket Corporation	15-23010 (RDD)	11-2857132
APW Supermarkets, Inc	15-23011 (RDD)	22-3119509
Borman's, Inc.	15-23012 (RDD)	38-1339761
Delaware County Dairies, Inc.	15-23013 (RDD)	15-0287090
Food Basics, Inc.	15-23014 (RDD)	22-3821210
Kwik Save Inc.	15-23015 (RDD)	23-1658636
McLean Avenue Plaza Corp.	15-23016 (RDD)	11-2555227
Montvale Holdings, Inc.	15-23017 (RDD)	22-3486664
Montvale-Para Holdings, Inc.	15-23018 (RDD)	45-4712947
Onpoint, Inc.	15-23019 (RDD)	22-3596589
Pathmark Stores, Inc.	15-23020 (RDD)	22-2879612
Plainbridge, LLC	15-23021 (RDD)	22-3225965
Shopwell, Inc.	15-23022 (RDD)	13-1703304
Super Fresh Food Markets, Inc.	15-23023 (RDD)	22-2402491
The Old Wine Emporium of Westport, Inc.	15-23024 (RDD)	13-2650724
Tradewell Foods of Conn., Inc.	15-23025 (RDD)	06-0565748
Waldbaum, Inc.	15-23026 (RDD)	11-1448599

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman's, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

OTHER NAMES USED BY THE DEBTORS IN THE LAST 8 YEARS

A&P; A&P Beverage Center; A&P Fresh; A&P Fresh Market; A&P Super Foodmart; A&P Warehouse Liquors; A&P Wines & Liquors; A&P Wines & Spirits; Best Cellars; Best Cellars At A&P; Best Cellars By A&P; Community Supermarket Corporation; Dominion; Farmer Jack; Food Basics; Food Emporium; Food Mart; Glenholden Stuart, Inc.; Hamilton Property I, Inc.; Kohl's; Liquor Basics; Live Better! Pharmacy; Lo-Lo Discount Stores, Inc.; New Pathmark Central Corp.; Pathmark; Pathmark Food & Drug; Pathmark Food And Drugs; Pathmark Sav-A-Center; Pathmark Super Center; Sav-A-Center; Save A Center Pathmark; Shopwell Liquors, Inc.; Sumarserve, Inc; Super Foodmart; Super Fresh; Super Fresh Food Market; Super Fresh Super Store; Superfresh; Supermarket General Corp.; The A&P Tea Co., Inc.; The Barn Markets; The Food Emporium; The Wine Emporium, Inc.; Ultra Food & Drug; Waldbaum, Inc.; Waldbaums; Waldbaum's; Walbaums Fresh; and Waldbaums Fresh Market

The United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) has entered an Order establishing **November 30, 2015 at 5:00 p.m. (Eastern Time)** (the “**Bar Date**”) as the last date and time for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts, but not governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim against any of the above-listed debtors (collectively, the “**Debtors**”).

The Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose prior to July 19, 2015 (the “**Filing Date**”), the date on which the Debtors commenced cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), except for those holders of the claims listed in Section 4 below that specifically are excluded from the Bar Date filing requirement. Governmental units may have until **January 19, 2015 at 5:00 p.m. (Eastern Time)** (the “**Governmental Bar Date,**” and, together with the Bar Date, the “**Bar Dates**”) to file proofs of claim against the Debtors.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim that arose prior to the Filing Date, and it is not one of the types of claims described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Filing Date must be filed on

or prior to the Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Filing Date.

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim form for use in these cases; if your claim is listed on the schedules of assets and liabilities filed by the Debtors (collectively, the “**Schedules**”), the proof of claim form also sets forth the amount of your claim as listed on the Schedules, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as “disputed,” “contingent,” or “unliquidated.” You will receive a different proof of claim form for each claim listed under your name on the Schedules. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at (i) the website established by the Debtors’ Court-approved claims and noticing agent, Prime Clerk LLC (“**Prime Clerk**”), located at <https://cases.primeclerk.com/aptea/> or (ii) the Court’s website located at www.uscourts.gov/forms/bankruptcy-forms.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be

denominated in United States currency (using the exchange rate, if applicable, as of the Filing Date). You must set forth with specificity the legal and factual bases for your claim. You also should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or explanation as to why the documents are not available.

Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four (4) digits), a complete birth date (only the year), the name of a minor (only the minor's initials), or a financial account number (only the last four (4) digits of such account number).

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. A list of the Debtors and their respective case numbers is set forth above on the first page of this Notice.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be received **on or before November 30, 2015 at 5:00 p.m. (Eastern Time)** as follows:

IF BY FIRST CLASS MAIL OR OVERNIGHT DELIVERY:

The Great Atlantic & Pacific Tea Company, Inc.
Claims Processing Center
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, New York 10022

IF DELIVERED BY HAND:

United States Bankruptcy Court
Southern District of New York
300 Quarropas Street
White Plains, New York 10601

IF ELECTRONICALLY:

The website established by Prime Clerk, using the interface available on such website located at <https://cases.primeclerk.com/aptea/> under the linked entitled “Submit a Claim” (the “**Electronic Filing System**”).

Proofs of claim will be deemed filed only when received at the addresses listed above or via the Electronic Filing System on or before the Bar Date. Proofs of claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do **not** need to file a proof of claim on or prior to the Bar Date if you are:

- (a) a person or entity that already has filed a proof of claim against the Debtors in the above-captioned chapter 11 cases with Prime Clerk or the Clerk of the Bankruptcy Court in a form substantially similar to Official Bankruptcy Form No. 10;
- (b) a person or entity whose claim is listed on the Schedules; provided that (i) the claim is not scheduled as “disputed,” contingent,” or “unliquidated;” and (ii) you do not disagree with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) you do not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (c) a holder of a claim that heretofore has been allowed by Order of this Court;
- (d) a person or entity whose claim has been paid in full by any of the Debtors;
- (e) a holder of a claim for which specific deadlines previously have been fixed by this Court;

- (f) a holder of a claim allowable under § 503(b) and § 507(a)(2) of the Bankruptcy Code as an administrative expense (other than a holder of a claim under § 503(b)(9));
- (g) a person or entity whose claim will be paid in full under an agreement entered into by any of the Debtors pursuant to the Final Critical Vendors Order,³ and
- (h) pursuant to paragraph 38 of the Final DIP Order:⁴
 - i. a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**ABL Credit Agreement Obligations**”) under or in connection with that certain Amended and Restated Senior Secured Revolving Credit Agreement, dated September 17, 2014 (as thereafter amended, supplemented, or modified from time to time, the “**ABL Credit Agreement**”); provided, that any person or entity wishing to assert a claim arising out of or relating to the ABL Credit Agreement, other than a claim for the ABL Credit Agreement Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies;
 - ii. a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Term Loan Agreement Obligations**”) under or in connection with that certain Amended and Restated Senior Secured Term Credit Agreement, dated September 17, 2014 (as thereafter amended, supplemented, or modified from time to time, the “**Term Loan Agreement**”); provided, that any person or entity wishing to assert a claim arising out of or relating to the Term Loan Agreement, other than a claim for the Term Loan Agreement Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies;
 - iii. a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**PIK Notes Obligations**”) under that certain Indenture for Senior Secured PIK Toggle Notes due 2017, dated March 13, 2012 (as thereafter amended, supplemented, or modified from time to time, the “**PIK Notes Indenture**”); provided, that any person or entity wishing to assert a claim arising out of or relating to the PIK Notes Indenture, other than a claim for the PIK Notes Obligations, shall

³ See Final Order Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(b)(9) Authorizing the Debtors to Pay Certain Prepetition Obligations to Critical Vendors, Approving Related Procedures, and Granting Related Relief (ECF No. 503) (the “**Final Critical Vendors Order**”).

⁴ See Final Order Authorizing Debtors to (a) Obtain Third Lien Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), and 364(e), (b) Use Cash Collateral Pursuant to 11 U.S.C. § 363(c)(2) and (c) Grant Certain Protections to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364 (ECF No. 531) (the “**Final DIP Order**”).

be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies; and

- iv. a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Convertible Notes Obligations**”) under or in connection with that certain Indenture for Senior Secured Convertible Notes due 2018, dated March 13, 2012 (as thereafter amended, supplemented or modified from time to time, the “**Convertible Notes Indenture**”); provided, that any person or entity wishing to assert a claim arising out of or relating to the Convertible Note Indenture, other than a claim for the Convertible Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies.

If you are a holder of equity security interests in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time; provided, that if any such holder asserts a claim against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of such claim must be filed on or prior to the Bar Date pursuant to the procedures set forth in this Notice.

This Notice may be sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before _____, the date of entry of the Bar Date Order, you must file a proof of claim by the Bar Date. Any person or entity that has a claim arising from the rejection of an executory contract or unexpired lease, as to which the order is dated after the date of entry of the Bar Date Order, you must file a proof of claim with respect to such claim by the date fixed by the Court in the applicable order authorizing rejection of such contract or lease.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as a holder of a claim against one or more of the Debtors in the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim form(s) regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim(s), the enclosed proof of claim form will reflect the net amount of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules and/or the enclosed proof of claim form(s), it is your responsibility to determine that the claim accurately is listed on the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim only is against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the Bar Date, in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on (i) the website established by Prime Clerk for the Debtors' cases at <https://cases.primeclerk.com/aptea/> and (ii) on the Court's website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.gov>. Copies of the Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, located at 300 Quarropas Street, Room 248, White Plains, New York 10601. Copies of the Debtors' Schedules also may be obtained by request to Prime Clerk, at the address and telephone number set forth below:

The Great Atlantic & Pacific Tea Company, Inc.

c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, New York 10022
Toll Free: (844) 239-9273

A holder of a potential claim against the Debtors should consult an attorney regarding any matters not covered by this Notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
October 21, 2015

BY ORDER OF THE COURT

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

Exhibit 2

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM	
List the name and case number of the Debtor against which you assert a claim below. List only one Debtor per claim form. Please refer to the enclosed notice for a list of all Debtors in these cases.		COURT USE ONLY	
Name of creditor and address where notices should be sent:		Name and address where payment should be sent (if different from left):	
Telephone number: Email:		Telephone number: Email:	
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.			
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	
2. Basis for Claim: _____ (See instruction #2)		3. Last four digits of any number by which creditor identifies debtor: _ _ _ _	3a. Debtor may have scheduled account as: _____ (See instruction #3a)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim from the value of any goods received by the Debtor 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____ (See instruction #6)		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7). <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____). Amount entitled to priority: \$ _____ *Amounts are subject to adjustment on 4/1/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)			
8. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, mortgages, or security agreements. (See instruction #8, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____			
9. Signature: (See instruction #9). Check the appropriate box. <input type="checkbox"/> I am the creditor. <input type="checkbox"/> I am the creditor's authorized agent. <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.) I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: _____ Title: _____ Company: _____ Address and telephone number (if different from notice address above): _____ Telephone number: _____ Email: _____ _____ (Signature) _____ (Date)			
		COURT USE ONLY	

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Claim Pursuant to 11 U.S.C. § 503(b)(9):

Check this box if you have a claim arising from the value of any goods received by the Debtor 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

8. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

9. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

****DEFINITIONS****

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

****INFORMATION****

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access Prime Clerk's website at <https://cases.primeclerk.com/aptea> to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

The Great Atlantic & Pacific Tea Company, Inc.
Claims Processing Center
c/o Prime Clerk LLC
830 3rd Ave, 9th Floor
New York, NY 10022