

**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.** : **(Jointly Administered)**  
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**NOTICE OF DEADLINE TO FILE ADMINISTRATIVE EXPENSE CLAIM AGAINST THE  
DEBTORS**

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax Identification Number</b>
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
<b>OTHER NAMES USED BY THE DEBTORS IN THE LAST 8 YEARS</b>		
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 “**Court**”) has entered an Order establishing **January 20, 2016 at 5:00 p.m. (Eastern Time)** (the “**Administrative Claims Bar Date**”) as the last date and time for each person or entity to file an administrative expense claim (an “**Administrative Expense Claim**”) against any of the debtors (the “**Debtors**”).

The Administrative Claims Bar Date and the procedures set forth below apply to all Administrative Expense Claims against the Debtors that arose on or after July 19, 2015 (the “**Commencement Date**”), except for those holders of the claims listed in Section 4 below.

### **1. WHO MUST FILE AN ADMINISTRATIVE EXPENSE CLAIM**

You **MUST** file an Administrative Expense Claim to share in distributions from the Debtors’ bankruptcy estates for a claim that arose on or after the Commencement Date, and it is not one of the types of claims described in Section 4 below, whether such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Commencement 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**

Enclosed is an Administrative Expense Claim form for use in these cases. Additional forms may be obtained at <https://cases.primeclerk.com/aptea/>.

All Administrative Expense Claims must be **signed** by the claimant or by an authorized agent of the claimant, written in English, and be denominated in United States currency (using the exchange rate, if applicable, as of the Commencement Date). It must set forth with specificity the legal and factual bases for the Administrative Expense Claim and contain any documents on which the Administrative Expense Claim is based.

Do not put your full social security numbers or taxpayer identification numbers, a complete birth date, the name of a minor, or a financial account number (only the last four (4) digits of such account number) on an Administrative Expense Claim form.

Holders of Administrative Expense Claims against more than one Debtor must file separate Administrative Expense Claims against each Debtor. 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**

All Administrative Expense Claims must be filed or delivered so as to be received **on or before January 20, 2016 at 5:00 p.m. (Eastern Time)** as follows:

<p><b>IF BY HAND, FIRST CLASS MAIL, OR OVERNIGHT DELIVERY:</b></p> <p>The Great Atlantic &amp; Pacific Tea Company, Inc. Claims Processing Center c/o Prime Clerk LLC 830 Third Avenue, 3rd Floor New York, New York 10022</p>	<p><b>IF DELIVERED BY HAND:</b></p> <p>United States Bankruptcy Court Southern District of New York 300 Quarropas Street White Plains, New York 10601</p>
<p align="center"><b>IF ELECTRONICALLY:</b></p> <p align="center"><a href="https://cases.primeclerk.com/aptea/">https://cases.primeclerk.com/aptea/</a> under the linked entitled “Submit a Claim.”</p>	

Administrative Expense Proofs of Claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

**4. WHO NEED NOT FILE AN ADMINISTRATIVE EXPENSE CLAIM**

The following persons or entities need not file an Administrative Expense Proof of Claim on or prior to the Administrative Claims Bar Date:

- a. any person or entity that already has filed an Administrative Expense Proof of Claim against the Debtors in the above-captioned chapter 11 cases in a form substantially similar to the Administrative Expense Proof of Claim Form;
- b. any holder of an Administrative Expense Claim that heretofore has been allowed by Order of this Court;
- c. any person or entity whose Administrative Expense Claim has been paid in full by any of the Debtors;
- d. any holder of an Administrative Expense Claim for which specific deadlines previously have been fixed by this Court;
- e. any counterparty to a lease of nonresidential real property that asserted an Administrative Expense Claim for a cure amount in connection with an objection to the assumption and assignment of a lease by the Debtors;<sup>1</sup> provided that, any counterparty that previously asserted unliquidated cure amount that has become liquidated or that seeks to assert amounts accrued subsequent to the filing of the cure objection must file an Administrative Expense Proof of Claim asserting an Administrative Expense Claim for such additional amount;
- f. any person or entity that has an Administrative Expense Claim arising from professional services (i) for which such person or entity has been retained by an express order of the Court pursuant to section 327, 328, 363 or 1103 of the Bankruptcy Code, (ii) the Administrative Expense Claim is for services performed or reimbursement of expenses incurred; and (iii) such person or entity is seeking compensation for such services through timely filed monthly fee

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<sup>1</sup> See **Exhibit “3”** to the Proposed Order for a schedule that sets forth the amounts that have been asserted. All rights of the Debtors and parties in interest to dispute such claims are reserved.

statements asserted in accordance with the Interim Compensation Order<sup>2</sup> or through similar reporting mechanisms;

- g. any Debtor, or affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor, having an Administrative Expense Claim against another Debtor or any affiliate of another Debtor; and
- h. secured parties identified in paragraph 38 of the Final DIP Order.<sup>3</sup>

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 an Administrative Expense Claim or any other type of claim or that the Debtors or the Court believe that you have a claim against the Debtors.

**5. CONSEQUENCES OF FAILURE TO FILE AN ADMINISTRATIVE EXPENSE CLAIM BY THE ADMINISTRATIVE CLAIMS BAR DATE**

ANY HOLDER OF AN ADMINISTRATIVE EXPENSE CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE ADMINISTRATIVE CLAIMS BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE AN ADMINISTRATIVE EXPENSE PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS AN ADMINISTRATIVE 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.

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

Dated: New York, New York  
\_\_\_\_\_, 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

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<sup>2</sup> See Order Pursuant to 11 U.S.C. §§ 105(a), 330, and 331, Fed. R. Bankr. P. 2016, and Local Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (ECF No. 765) (the "Interim Compensation Order").

<sup>3</sup> 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").

**Exhibit 2**

**Administrative Expense Proof of Claim Form**

<b>UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK</b>	<b>ADMINISTRATIVE EXPENSE PROOF OF CLAIM</b>	<b>Administrative Expense Claims Bar Date January 20, 2016 at 5:00 p.m. (ET)</b>
<div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> The Great Atlantic &amp; Pacific Tea Company, Inc. (Case No. 15-23007)  <input type="checkbox"/> 2008 Broadway, Inc. (Case No. 15-23006)  <input type="checkbox"/> A&amp;P Live Better, LLC (Case No. 15-23008)  <input type="checkbox"/> A&amp;P Real Property, LLC (Case No. 15-23009)  <input type="checkbox"/> APW Supermarket Corporation (Case No. 15-23010)  <input type="checkbox"/> APW Supermarkets, Inc. (Case No. 15-23011)  <input type="checkbox"/> Borman's Inc. (Case No. 15-23012)  <input type="checkbox"/> Delaware County Dairies, Inc. (Case No. 15-23013)  <input type="checkbox"/> Food Basics, Inc. (Case No. 15-23014)  <input type="checkbox"/> Kwik Save Inc. (Case No. 15-23015)  <input type="checkbox"/> McLean Avenue Plaza Corp. (Case No. 15-23016) </div> <div style="width: 48%;"> <input type="checkbox"/> Montvale Holdings, Inc. (Case No. 15-23017)  <input type="checkbox"/> Montvale-Para Holdings, Inc. (Case No. 15-23018)  <input type="checkbox"/> Onpoint, Inc. (Case No. 15-23019)  <input type="checkbox"/> Pathmark Stores, Inc. (Case No. 15-23020)  <input type="checkbox"/> Plainbridge, LLC (Case No. 15-23021)  <input type="checkbox"/> Shopwell, Inc. (Case No. 15-23022)  <input type="checkbox"/> Super Fresh Food Markets, Inc. (Case No. 15-23023)  <input type="checkbox"/> The Old Wine Emporium of Westport Inc. (Case No. 15-23024)  <input type="checkbox"/> Tradewell Foods of Conn., Inc. (Case No. 15-23025)  <input type="checkbox"/> Waldbaum, Inc. (Case No. 15-23026) </div> </div> <p>Note: This form should only be used by claimants asserting an Administrative Expense Claim against one of the above Debtors arising on or after July 19, 2015.</p>		
Name of Creditor (The person or entity to whom the debtor owes money or property)	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your administrative expense claim. Attach copy of statement giving particulars.	Check here if this claim: <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed administrative expense claim.  Claim Number (if known): _____
Name and Addresses Where Notices Should be Sent:	Name and Addresses Where Payment Should be Sent (if different):	Dated: _____
1. BASIS FOR CLAIM: <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Personal Injury/Wrongful Death <input type="checkbox"/> Wages (Dates): _____ <input type="checkbox"/> Money loaned <input type="checkbox"/> Taxes <input type="checkbox"/> Retiree Benefits as Defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Other(Specify): _____		
2. DATE DEBT WAS INCURRED (IF KNOWN):		
3. DESCRIPTION OF CLAIM (IF KNOWN):		
4. TOTAL AMOUNT OF CLAIM:                      \$ _____ (Total)		
5. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.  6. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. Do not send original documents. If the documents are not available, explain. If the documents are voluminous, attach a summary.  7. TIME-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		<b>THIS SPACE IS FOR COURT USE ONLY</b>
Date:	Sign and print the name and title, if any, of the creditor or other person authorized to file this Claim (attach copy of power of attorney, if any)	