

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
OLD FENM INC., <i>et al.</i> , ¹	:	Case No. 13-12569 (KJC)
	:	
Debtors.	:	(Jointly Administered)
	:	

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE
STATEMENT FOR JOINT CHAPTER 11 PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Plan and Disclosure Statement. On April 21, 2014, the above-captioned debtors (collectively, the "Debtors") filed the Joint Chapter 11 Plan of Reorganization of Old FENM Inc. and Old FEPC LLC, dated April 21, 2014 [Docket No. 728] (as it may be amended or modified, the "Plan") and on April 25, 2014, the Debtors filed the related Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code With Respect to the Joint Plan of Reorganization of Old FENM Inc. and Old FEPC LLC, dated April 25, 2014 (as it may be amended or modified, the "Disclosure Statement") under section 1125 of title 11 of the United States Code (the "Bankruptcy Code").

2. Disclosure Statement Hearing. A hearing (the "Disclosure Statement Hearing") will be held before the Honorable Kevin J. Carey, United States Bankruptcy Court Judge, in Courtroom 5 of the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 Market Street, 5th Floor, Wilmington, Delaware 19801 on May 30, 2014 at 11:00 a.m., Eastern Time to consider the entry of an order finding, among other things,

¹ The Debtors are the following two entities (the last four digits of their respective taxpayer identification numbers follow in brackets): Old FENM Inc. (f/k/a Fresh & Easy Neighborhood Market Inc.) [7028] and Old FEPC LLC (f/k/a Fresh & Easy Property Company LLC) [9636]. The address of each of the Debtors is 2120 Park Place, Suite 200, El Segundo, California 90245.

that the Disclosure Statement contains "adequate information" within the meaning of section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

3. Copies of Plan and Disclosure Statement. Copies of the Disclosure Statement and the Plan are available for review via the Internet on the website <http://cases.primeclerk.com/FreshAndEasy>. In addition, copies of the Disclosure Statement and the Plan are available upon written request to the Debtors' voting agent at Prime Clerk, LLC, Attn: Old FENM Inc. (13-12569), c/o Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, New York 10022.

4. Objections to Disclosure Statement. Responses and objections, if any, to the approval of the Disclosure Statement, or the other relief sought by the Debtors in connection with approval of the Disclosure Statement, must (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response; and (d) **before 4:00 p.m. (Eastern Time) on May 23, 2014**, be filed, together with proof of service, with the Court and served on the following parties:

- the Debtors, Old FENM Inc., 2120 Park Place, Suite 200, El Segundo, California 90245 (Attn: Mary Kasper);
- counsel to the Debtors, Jones Day, 222 East 41st Street, New York, New York 10017 (Attn: Lisa Laukitis and Paul D. Leake) and Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins and John H. Knight);
- the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (Attn: Tiiara Patton); and

- counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, California 90067-4100 (Attn: Jeffrey Pomerantz) and 919 N. Market Street, 17th Floor, Wilmington, Delaware 19801 (Attn: Bradford J. Sandler).

5. **IF ANY OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.**

6. **THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN.**

7. Continuance of Disclosure Statement Hearing. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Dated: Wilmington, Delaware
April 25, 2014

/s/ Amanda R. Steele

Mark D. Collins (DE 2981)

John H. Knight (DE 3848)

Amanda R. Steele (DE 5530)

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