

**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 DEADLINES FOR FILING OF PROOFS OF CLAIM

A HOLDER OF A POSSIBLE 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.

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST EITHER OF THE DEBTOR ENTITIES LISTED HEREIN:

On December 11, 2013, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of Old FENM Inc. (f/k/a Fresh & Easy Neighborhood Market Inc.), Case Number 13-12569, and Old FEPC LLC (f/k/a Fresh & Easy Property Company LLC), Case Number 13-12570 (collectively, the "Debtors").

Under the Bar Date Order, January 22, 2014 at 4:00 p.m., Eastern Time (the "General Bar Date") has been established as the general claims bar date for filing proofs of claim in the Debtors' cases.

For your convenience, enclosed with this Notice is a proof of claim form for the filing of claims that arose prior to September 30, 2013, which identifies on its face the amount, nature and classification of your claim(s), if any, listed in the Debtors' schedules of assets and liabilities and statements of financial affairs filed in these cases (collectively, the "Schedules"). Copies of the Schedules may be obtained free of charge at: <http://cases.primeclerk.com/FreshAndEasy/EPOC-Index>.

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code"), and includes all persons, estates, trusts, governmental units and the United States Trustee. In

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.

addition, the terms "persons" and "governmental units" are defined as set forth in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (i) any 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 (ii) any 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.

THE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claim in these cases (the collectively, the "Bar Dates"):

The General Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose, or are deemed to have arisen prior to the commencement of these cases on September 30, 2013 (the "Petition Date") must file proofs of claim by the General Bar Date (i.e., by January 22, 2014 at 4:00 p.m., Eastern Time). The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 503(b)(9), 507(a)(4) and 507(a)(5) of the Bankruptcy Code), and unsecured nonpriority claims.

The Governmental Bar Date. Pursuant to the Bar Date Order, except as described below, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date must file proofs of claim by the Governmental Bar Date (i.e., by March 31, 2014 at 4:00 p.m., Eastern Time). The Governmental 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 with claims against a Debtor for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtor was a party.

The Rejection Bar Date. Any entity whose claims arise out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in the applicable Debtor's chapter 11 case, must file a proof of claim on or before the later of (i) the General Bar Date and (ii) thirty (30) days after the claimant is served with notice of the applicable Rejection Order (the "Rejection Bar Date").

The Amended Schedule Bar Date. If, subsequent to the date of this Notice, a Debtor amends or supplements its Schedules to reduce the undisputed, noncontingent and liquidated amount of a claim listed in the Schedules, to change

the nature or classification of a claim against a Debtor reflected in the Schedules or to add a new claim to the Schedules, the affected claimant must file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of (i) the General Bar Date and (ii) thirty (30) days after the date that notice of the applicable amendment or supplement to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the "Amended Schedule Bar Date."

FILING PREPETITION CLAIMS

1. WHO MUST FILE A PROOF OF CLAIM

Except where the Rejection Bar Date or the Amended Schedule Bar Date applies to establish a different deadline or one of the exceptions in Section 4 below applies, you **MUST** file a proof of claim to vote on a chapter 11 plan or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose or is deemed to have arisen prior to the Petition Date, except that you shall be able to vote upon, and receive distributions under, any plan or plans of reorganization or liquidation in the Debtors' bankruptcy cases to the extent, and in such amount, as any undisputed, noncontingent and liquidated claims of yours that are identified in the Schedules. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the General 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 Petition Date.

2. WHAT TO FILE (PROOF OF CLAIM FORM)

The Debtors are enclosing a proof of claim form for use in these cases, or you may use another proof of claim form that conforms substantially to Official Bankruptcy Form No. 10. If your claim is scheduled by the Debtors, the attached proof of claim form also sets forth: (i) the amount of your claim (if any) as scheduled; (ii) the specific Debtor against which the claim is scheduled; (iii) whether your claim is scheduled as disputed, contingent or unliquidated; and (iv) whether your claim is listed as a secured, unsecured priority or unsecured nonpriority claim. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim, and you may correct any information contained in such form that you believe to be incorrect. Additional proof of claim forms may be obtained at the following websites:

<http://cases.primeclerk.com/FreshAndEasy/EPOC-Index>

http://www.uscourts.gov/uscourts/RulesAndPolicies/rules/BK_Forms_Current/B_010.pdf

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. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Any entity asserting claims against both Old FENM Inc. (f/k/a Fresh & Easy Neighborhood Market Inc.) and Old FEPC LLC (f/k/a Fresh & Easy Property Company LLC) must file a separate proof of claim with respect to each Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which the entity asserts its claim. Any claim filed under the joint administration case number (Old FENM Inc. (f/k/a Fresh & Easy Neighborhood Market Inc.), Case No. 13-12569 (KJC)) or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor Old FENM Inc. (f/k/a Fresh & Easy Neighborhood Market Inc.). If an entity lists more than one Debtor on its form(s), the proof(s) of claim will be treated as filed only against the first listed Debtor.

Under the Bar Date Order, the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with sections 503(a) of the Bankruptcy Code and will be deemed improper if made by proof of claim. Claims under section 503(b)(9) of the Bankruptcy Code must be filed by the General Bar Date.

3. WHEN AND WHERE TO FILE PROOFS OF CLAIM

Entities must file proofs of claim so they are received **on or before the applicable Bar Date**, at the following address:

Old FENM Inc. (13-12569) Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022

Proofs of claim will be deemed filed when **actually received** by the Debtors' claims agent, Prime Clerk LLC ("Prime Clerk"), on or before the applicable Bar Date. **Proofs of claim may not be delivered via facsimile or electronic mail transmission.** Any facsimile or electronic mail submissions will not be accepted and will not be deemed filed until a proof of claim is submitted by the method described above.

Proofs of claim will be collected, docketed and maintained by Prime Clerk. If you want to receive acknowledgement of Prime Clerk's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (i) a copy of the original proof of claim and (ii) a self-addressed, postage prepaid return envelope.

4. ENTITIES NOT REQUIRED TO FILE A PROOF OF CLAIM

The Bar Date Order further provides that the following entities, who otherwise would be subject to the General Bar Date or the Governmental Bar Date, need not file proofs of claim in these cases:

- (a) any entity that already has filed a signed proof of claim against the applicable Debtor(s) in a form substantially similar to Official Bankruptcy Form No. 10 with

- (i) the Clerk of the Bankruptcy Court for the District of Delaware or (ii) the Debtors' claims and noticing agent (Prime Clerk);
- (b) any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as "disputed", "contingent", or "unliquidated"; (ii) such entity agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- (c) a holder of a claim that previously has been allowed by order of the Court;
- (d) a holder of a claim that has been paid in full by either of the Debtors in accordance with the Bankruptcy Code or an order of the Court;
- (e) any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); or
- (f) any Debtor having a claim against one or more of the other Debtors.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

As described above, any entity that has a claim arising out of the rejection of an executory contract or unexpired lease prior to the confirmation of a plan of reorganization must file a proof of claim for damages caused by such rejection by the Rejection Bar Date.

6. THE DEBTORS' SCHEDULES

You may be listed as the holder of a claim against one or both of the Debtors in their 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, the information on the enclosed proof of claim form may not reflect the net remaining amount of your claims. If the Debtors believe that you may hold claims against both Debtors, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against the applicable Debtor, as listed in the applicable Debtor's Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. You may rely on the enclosed form, however, which sets forth the amount of your claim (if any) as scheduled, identifies the Debtor against which it is scheduled, specifies whether your claim is listed in the Schedules as disputed, contingent or unliquidated and identifies whether your claim is scheduled as a secured, unsecured priority or unsecured nonpriority claim.

As described 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 is only 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 General Bar Date in accordance with the procedures set forth in this Notice.

INTEREST HOLDERS

No Bar Date for Proofs of Interest. Any entity holding an interest in either Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of: (i) a membership interest in a limited liability company, (ii) common or preferred stock in a corporation or (iii) warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to in this Notice as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, Interest Holders who want to assert claims against either of 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 the Interest, must file proofs of claim on or before the General Bar Date, unless another exception identified in this Notice applies. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such bar date is established, Interest Holders will be notified of the bar date for filing of proofs of interest at the appropriate time.

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

Any entity that must file a proof of claim but that fails to file a proof of claim by the applicable Bar Date described in this Notice, is forever barred, estopped and enjoined from the following: (i) asserting any claim against the Debtors that such entity may possess and that (a) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (b) is of a different nature, classification or priority than any claim identified in the Schedules on behalf of such entity (any such claim under this subparagraph (i) being referred to herein as an "Unscheduled Claim"); and (ii) voting upon, or receiving distributions under, any chapter 11 plan in these cases in respect of an Unscheduled Claim.

RESERVATION OF RIGHTS

The Debtors reserve the right to: (i) dispute, or to assert setoff rights or other defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (ii) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (iii) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

ADDITIONAL INFORMATION

Copies of the Bar Date Order and other information regarding the Debtors' chapter 11 cases, including copies of the Schedules, are available for inspection free of charge on

Prime Clerk's website at: <http://cases.primeclerk.com/FreshAndEasy/Home-Index>. The Schedules and other filings in the Debtors' chapter 11 cases also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Electronic Records ("PACER") are necessary to access the information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 4:00 p.m., Eastern Time, Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information, you may contact the Debtors' claims and noticing agent, Prime Clerk, directly by calling (855) 410-7361 or submitting an inquiry at the following address: <http://cases.primeclerk.com/FreshAndEasy/Home-SubmitInquiry>

Prime Clerk cannot advise you how to file, or whether you should file, a proof of claim. You should consult your attorney for assistance regarding any inquiries, such as questions concerning whether you must file a proof of claim, whether you should file a proof of claim and the proper completion or filing of a proof of claim.

Dated: Wilmington, Delaware

December 11, 2013

BY ORDER OF THE COURT