

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

-----X  
**In re** : **Chapter 11**  
:   
**THE GREAT ATLANTIC & PACIFIC TEA** : **Case No. 15-23007 (RDD)**  
**COMPANY, INC., et al.,** :   
: **(Jointly Administered)**  
**Debtors.**<sup>1</sup> :   
-----X

**NOTICE OF SUCCESSFUL BIDDERS AND BACK-UP  
BIDDERS FOR THE FOOD BAZAAR STALKING HORSE STORES**

PLEASE TAKE NOTICE THAT:

1. On September 25, 2015, 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**”), filed a *Notice of Auction Pursuant to Discrete Sale and Lease Rationalization Procedures* [ECF No. 1091] (the “**Auction Notice**”), designating Bogopa Service Corp. d/b/a Food Bazaar (“**Food Bazaar**”) as a stalking horse with respect to the following stores (collectively, the “**Food Bazaar Stalking Horse Stores**”):

Store	Banner	City	Address	State
72634	Pathmark	Brooklyn	111-10 Flatlands Avenue	NY
72288	Pathmark	Elizabeth	211 Elmora Avenue	NJ
70618	A&P	Fairview	425 Anderson Avenue	NJ
59512	Food Basics	North Bergen	1425 Kennedy Blvd.	NJ

2. Pursuant to the Auction Notice, the Debtors conducted an auction (the “**Auction**”) for the Food Bazaar Stalking Horse Stores on October 8, 2015.

3. **Exhibit A** attached hereto sets forth for each of the Food Bazaar Stalking Horse Stores:

a. the Successful Bidder<sup>2</sup> and Back-Up Bidder;

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: The Great Atlantic & Pacific Tea Company, Inc. (0974); Montvale-Para Holdings, Inc. (2947); 2008 Broadway, Inc. (0986); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corp. (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); 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 location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

- b. the leases, including any subleases, to be assumed and assigned to each of the Successful Bidders (each, a “**Lease**”); and
- c. the property locations subject to each Lease.

4. As set forth on **Exhibit A**, Food Bazaar is the Successful Bidder for Store No. 72288 (the “**Elizabeth Store**”) and Store No. 70618 (the “**Fairview Store**”).

5. On September 29, 2015, the Debtors filed a motion (the “**Food Bazaar Sale Motion**”) seeking entry of an order (the “**Food Bazaar Sale Order**”) approving of the sale of the Food Bazaar Stalking Horse Stores to Food Bazaar free and clear of liens, claims, encumbrances and other interests, to the extent permissible by law, pursuant to four lease sale agreements attached to the Sale Motion as Exhibits A-1-4 (the “**Food Bazaar Agreements**”) at a sale hearing scheduled for **October 16, 2015 at 10:00 a.m. (Eastern Time)** (the “**October 16 Hearing**”). The Debtors certify that Adequate Assurance Information for Food Bazaar was served on the Cure Notice Parties in accordance with the Discrete Procedures contemporaneously with the filing of the Food Bazaar Sale Motion.

6. The deadline to file an objection to the proposed sale of the Food Bazaar Stalking Horse Stores to Food Bazaar, including the assumption and assignment of certain of the Leases to Food Bazaar in connection therewith, was October 9, 2015 at 4:00 p.m.

7. At the October 16 Hearing, the Debtors will seek entry of an order (the “**Revised Food Bazaar Sale Order**”) approving the sale of the Elizabeth Store and the Fairview Store to Food Bazaar free and clear of liens, claims, encumbrances and other interests, to the extent permissible by law, pursuant to two revised lease sale agreements (the “**Revised Food Bazaar Agreements**”), which reflect the terms of Food Bazaar’s Successful Bids for the Elizabeth Store and the Fairview Store. The Debtors will file the Revised Food Bazaar Sale Order and the Revised Food Bazaar Agreements with the Bankruptcy Court prior to the October 16 Hearing.<sup>3</sup>

8. With respect to Store No. 72634 (the “**Elizabeth Store**”) and Store No. 59512 (the “**North Bergen Store**”), pursuant to the Discrete Procedures and the Bidding Procedures, the Debtors will file a motion (the “**Sale Motion**”) seeking entry of an order approving the sale of the Elizabeth Store and the North Bergen Store to the Successful Bidder set forth on **Exhibit A** free and clear of liens, claims, encumbrances and other interests, to the extent permissible by law at a sale hearing, the date of which will be set forth in the Sale Motion. The Debtors will serve Adequate Assurance Information for the Successful Bidder on the Cure Notice Parties in accordance with the Discrete Procedures contemporaneously with the filing of the Sale Motion. The deadline to file an objection to the proposed sale of the Elizabeth Store and the North Bergen Store to the Successful Bidder set forth on **Exhibit A**, including the

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Auction Notice or the bidding procedures attached thereto as Exhibit A (the “**Bidding Procedures**”).

<sup>3</sup> The October 16 Hearing with respect to the sale of the Elizabeth Store and the Fairview Store may be adjourned to a later date as determined by the Debtors.

assumption and assignment of certain of the Leases in connection therewith, will be set forth in the Sale Motion.

Dated: October 9, 2015

/s/ Garrett A. Fail  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Garrett A. Fail

*Attorneys for Debtors and Debtors in Possession*

**EXHIBIT A<sup>1</sup>**

Store Number	Store Address	Successful Bidder	Back-up Bidder	Contract Counterparty	Contract Description
72634	11110 FLATLANDS AVENUE, BROOKLYN, NY, 11207	Lee & Associates	Bogopa Service Corp.	SHERADEL ASSOCIATES	Lease dated February 15, 1979, originally between Sheradel Realty Corp., as Landlord, and Supermarkets General Corporation, as Tenant.
				NEW YORK COMMUNITY BANK	License Agreement, dated December 23, 1997, originally between Pathmark Stores, Inc., as Licensor, and Columbia Federal Savings Bank, as Licensee.
72288	211 ELMORA AVENUE, ELIZABETH, NJ, 07202	Bogopa Service Corp.	Lemes Supermarkets LLC	VESTAL DEVELOPMENT CO., LLC	Agreement dated April 29, 1966 between Vestal Development Co., L.L.C., as Landlord, and Pathmark Stores, Inc., as Tenant, as the same has been amended.
				LAUNDRY WAREHOUSE OF ELIZABETH, L.L.C.,	Lease dated September 7, 1999, originally between Pathmark Stores, Inc., as Landlord, and Laundry Warehouse of Elizabeth, L.L.C., as Tenant.
70618	425 ANDERSON AVENUE, FAIRVIEW, NJ, 07022	Bogopa Service Corp.	Key Food Stores Co-Operative, Inc.	HLF FAIRVIEW 2005, LLC & HLF PASSAIC 2005, LLC	Lease dated February 21, 1992, originally between Fairview 91 Associates, as Landlord, and The Great Atlantic & Pacific Tea Company, Inc., as Tenant.
59512	1425 KENNEDY BOULEVARD, NORTH BERGEN, NJ, 07047	Lee & Associates	Bogopa Service Corp.	URBAN EDGE PROPERTIES	Indenture of Lease dated March 15, 1989, originally between North Bergen Stores, Inc., Clementon Holding Corporation, and Vornado, Inc., as Landlord, and Waldbaum, Inc., as Tenant.

<sup>1</sup> The Debtors reserve all their rights in connection with the descriptions of the contracts contained herein, which shall not be controlling for any purpose or considered an admission.

