

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

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In re : **Chapter 11**
:
THE GREAT ATLANTIC & PACIFIC TEA : **Case No. 15-23007 (RDD)**
COMPANY, INC., et al., :
: **(Jointly Administered)**
:
Debtors.¹ :
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**NOTICE OF SUCCESSFUL BIDDERS AND BACK-UP BIDDERS
FOR STORES INCLUDED IN THE SECOND AUCTION HELD ON OCTOBER 8, 2015**

PLEASE TAKE NOTICE THAT:

1. The Great Atlantic & Pacific Tea Company, Inc. and its affiliates in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) conducted an auction (the “**Second Auction**”) for certain of their stores and related assets (each, a “**Store**”) on October 8, 2015 pursuant to an order of the Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), dated August 11, 2015 [ECF No. 495] (the “**Global Bidding Procedures Order**”).²
2. Exhibit A attached hereto sets forth:
 - a. the Successful Bidders and Back-Up Bidders for each Store sold at the Second Auction;
 - b. the leases, including any subleases, to be assumed and assigned to each of the Successful Bidders or, in certain instances, terminated (each, a “**Lease**”); and
 - c. the property locations subject to each Lease.

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: 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Global Bidding Procedures Order. The Global Bidding Procedures Order is available for download at: <https://cases.primeclerk.com/aptea/Home-Index>

3. The Debtors will seek entry of orders (“**Sale Orders**”) approving the sale of the Stores and/or Leases identified on Exhibit A to the Successful Bidders free and clear of liens, claims, encumbrances and other interests, to the extent permissible by law (or the free and clear sale and termination of such Leases), at a sale hearing (the “**Sale Hearing**”) scheduled for **October 19, 2015 at 10:00 a.m. (Eastern Time)**.³
4. The deadline to file an objection (each, an “**Objection**”) to the proposed sale, assignment, and/or termination of any of the Stores and/or Leases, including an objection to the provisions of adequate assurance of future performance under a Lease (but excluding an objection to the proposed Cure Amount) shall be **October 15, 2015 at 4:00 p.m. (Eastern Time)**. Objections must be filed and served in accordance with the Global Bidding Procedures Order. Objections, if any, will be heard at the Sale Hearing.
5. The terms of each sale will be governed by a Sale Order and either a lease sale agreement or asset purchase agreement (each a “**Sale Agreement**”). The proposed Sale Orders and Sale Agreements will be filed with the Bankruptcy Court prior to the applicable sale hearing.
6. The Debtors certify that Adequate Assurance Information related to the Stores is being served upon non-Debtor Lease counterparties contemporaneously herewith (unless previously provided). The proposed assignee of each Lease is identified in the Adequate Assurance Information and/or in the Sale Agreement.

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

³ The sale hearing with respect to the sale of certain Stores may be adjourned to a later date as determined by the Debtors.

EXHIBIT A¹

Store Number	Store Address	Successful Bidder	Back-up Bidder	Contract Counterparty	Contract Description
72611	492 E. ATLANTIC AVENUE, EAST ROCKAWAY, NY	Best Yet Market, Inc.	LG Other Associates, LLC	JOSEPH KLEIN FAMILY, LLC	Amendment and Restatement of Lease dated December 4, 1995 originally between Joseph Klein Family LLC, as Landlord, and Pathmark Stores Inc., as Tenant.
				NEW YORK COMMUNITY BANK	License Agreement, dated March 19, 1998, originally between Pathmark Stores, Inc., as Licensor, and Columbia Federal Savings Bank, as Licensee.
70203	84 JERICHO TURNPIKE, COMMACK, NY	Best Yet Market, Inc.	N/A	ARLONA LIMITED PARTNERSHIP	Lease Agreement dated October 23, 1997 originally between Arlona Limited Partnership, as Landlord, and APW Supermarkets, Inc., as Tenant.
70208	230 SAW MILL RIVER ROAD, MILLWOOD, NY, 10546	Ruben Luna	PSK Supermarkets, Inc.	MILLWOOD CENTER, LLC	Lease dated March 31, 1969 between Millwood Center, LLC, as Landlord, and A&P Real Property, LLC, successor in interest to The Great Atlantic & Pacific Tea Company, Inc., as Tenant, as the same has been amended.
70769	87 MAIN STREET, HASTINGS, NY	Shanghai Enterprises, LLC	N/A	HASTINGS GROCERY OWNERS, LLC	Lease dated February 27, 2004 originally between Hastings Grocery Owners, LLC, as Landlord, and Shopwell, Inc., as Tenant.
72550	176-82 WEST CHELTEN AVENUE, PHILADELPHIA, PA	Norristown Thriftway Inc.	N/A	WEST CHELTEN LLC	Lease dated August 24, 1999 originally between West Cheltenham LLC, as Landlord, and Pathmark Stores, Inc., as Tenant.
72198	2200 MAPLE AVENUE, FAIRLAWN, NJ	Oster Fairlawn Properties, LLC	N/A	OSTER FAIRLAWN PROPERTIES, LLC	Lease dated July 3, 1974 originally between Maple Avenue Shopping Center, Inc., as Landlord, and Supermarkets General Corporation, as Tenant.
70924	1002 STATE ROUTE 36, NAVESINK, NJ	Navesink Center, LLC	N/A	NAVESINK CENTER, LLC	Lease dated August 17, 1970 originally between Dennis C. Rinzler, Samuel Weinstein, Lawrence Weinstein and Alvin H. Sauer, as Landlord, and The Great Atlantic and Pacific Tea Company, Inc., as Tenant.

¹ 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.

Store Number	Store Address	Successful Bidder	Back-up Bidder	Contract Counterparty	Contract Description
70151	805 MAMARONECK AVENUE, MAMARONEK, NY	CW A & P Mamaroneck LLC	CVS Pharmacy, Inc., and CVS Albany, L.L.C.	CW A&P MAMARONECK LLC	Lease dated July 17, 1974 originally between Bernard J. Rosenshein, as Landlord, and The Great Atlantic & Pacific Tea Company, as Tenant.