

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

In re:))	Chapter 11
))	
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., <i>et al.</i>))	Case No. 10-24549 (RDD)
))	
Debtors.))	Joint Administration Requested

**ORDER AUTHORIZING REJECTION OF CERTAIN UNEXPIRED
NONRESIDENTIAL REAL PROPERTY LEASES**

Upon the motion (the “*Motion*”)¹ of The Great Atlantic & Pacific Tea Company, Inc. (“*A&P*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”),² for entry of an order (this “*Order*”) authorizing the Debtors to reject certain unexpired leases of nonresidential real property, set forth on **Exhibit 1** attached hereto (collectively, the “*Dark Store Leases*”) pursuant to the proposed rejection notice procedures as

¹ All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: The Great Atlantic & Pacific Tea Company, Inc. (0974); 2008 Broadway, Inc. (0986); AAL Realty Corporation (3152); Adbrett Corporation (5661); Amsterdam Trucking Corporation (1165); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Bergen Street Pathmark, Inc. (1604); Best Cellars DC Inc. (2895); Best Cellars Inc. (9550); Best Cellars Licensing Corp. (2896); Best Cellars Massachusetts, Inc. (8624); Best Cellars VA Inc. (1720); Bev, Ltd. (9046); Borman's Inc. (9761); Bridge Stuart, Inc. (8652); Clay-Park Realty Co., Inc. (0902); Compass Foods, Inc. (0653); East Brunswick Stuart, LLC (9149); Farmer Jack's of Ohio, Inc. (5542); Food Basics, Inc.(1210); Gramatan Foodtown Corp. (5549); Grape Finds At DuPont, Inc. (9455); Grape Finds Licensing Corp. (7091); Greenlawn Land Development Corp. (7062); Hopelawn Property I, Inc. (6590); Kohl's Food Stores, Inc. (2508); Kwik Save Inc. (8636); Lancaster Pike Stuart, LLC (9158); LBRO Realty, Inc. (1125); Lo-Lo Discount Stores, Inc. (8662); Mac Dade Boulevard Stuart, LLC (9155); McLean Avenue Plaza Corp. (5227); Milik Service Company, LLC (0668); Montvale Holdings, Inc. (6664); North Jersey Properties, Inc. VI (6586); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge, LLC (5965); SEG Stores, Inc. (4940); Shopwell, Inc. (3304); Shopwell, Inc. (1281); Spring Lane Produce Corp. (5080); Super Fresh/Sav-A-Center, Inc. (0228); Super Fresh Food Markets, Inc. (2491); Super Market Service Corp. (5014); Super Plus Food Warehouse, Inc. (9532); Supermarkets Oil Company, Inc. (4367); The Food Emporium, Inc. (3242); The Old Wine Emporium of Westport, Inc. (0724); The South Dakota Great Atlantic & Pacific Tea Company, Inc (4647); Tradewell Foods of Conn., Inc. (5748); Upper Darby Stuart, LLC (9153); and Waldbaum, Inc. (8599). The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.



set forth herein (the “**Rejection Procedures**”); and upon the Brace Declaration; and the Court having found that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this case and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; and notice of the Motion appearing adequate and appropriate under the circumstances, and the Court having found that no other or further notice need be provided, except as set forth herein; and the Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the “**Hearing**”); and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and there being no objections to the relief granted herein; and after due deliberation and sufficient cause appearing, it is hereby ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Rejection Procedures are approved in connection with the rejection of any

lease of the Debtors as follows:

- a. Within three (3) business days of the entry of this Order, the Debtors shall serve a notice (the “**Notice**”) in the form of **Exhibit 2** attached hereto to each Counterparty. The Notice shall set forth the following information, to the best of the Debtors’ knowledge, as applicable: (i) the street address of the real property underlying the lease; (ii) the Debtors’ monthly payment obligation, if any, under the lease; (iii) the remaining term of the lease; (iv) the name and address of the landlord; (v) a general description of the terms of the lease; and (vi) a disclosure describing the procedures for filing objections. The Notice shall be accompanied by a copy of the Order granting the relief requested in this motion.
- b. Should a party in interest object to the proposed rejection by the Debtors of a lease, such party must file and serve a written objection so that such objection is filed with this Court and is actually received by the following parties no later than 15 calendar days after the date the Debtors serve the

Notice: (i) counsel for the Debtors, Kirkland & Ellis LLP, 600 Lexington Avenue, New York, New York 10022, Attn.: Nikki R. Thomas; (ii) counsel to any committee appointed in these chapter 11 cases, and until such appointment, the entities listed on the Consolidated List of Creditors Holding the 40 Largest Unsecured Claims filed pursuant to Rule 1007(d) of the Federal Rules of Bankruptcy Procedure; (iii) counsel to the administrative agent for the Debtors' proposed postpetition secured lenders, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York, 10017, Attn.: Donald S. Bernstein; and (iv) the Office of the United States Trustee for the Southern District of New York at 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn.: Susan D. Golden.

- c. If a timely objection is filed that cannot be resolved, the Court will schedule a hearing to consider the objection only with respect to the rejection of any lease as to which an objection is properly filed and served. If the Court upholds the objection, and the subject of the objection is the proper effective date of rejection, and the Court determines the effective date of rejection of such lease, that date shall be the rejection date. If such objection is overruled or withdrawn or the Court does not determine the date of rejection, the rejection date of such lease shall be deemed to have occurred on the Rejection Date (as defined herein).
- d. Absent an objection being filed in compliance with subparagraph c of this paragraph, the rejection of such lease shall become effective as December 12, 2010 (the "**Rejection Date**") without further notice, hearing or order of this Court.
- e. If the Debtors have deposited monies with a lessor as a security deposit or other arrangement, such lessor may not set off or otherwise use such deposit without the prior authority of the Court.

3. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order, including the rejection of the Dark Store Leases. Any property of the Debtors' estate in the leased premises will be deemed abandoned under section 554 of the Bankruptcy Code.

4. The Debtors' rejection of the Dark Store Leases pursuant to section 365(a) of the Bankruptcy Code is an exercise of the Debtors' sound business judgment and is in the best interest of the Debtors' estates and creditors.

5. The requirements set forth in Local Rule 9013-1(b) are satisfied by the contents of the Motion.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

White Plains, New York
Date: December 14, 2010

/s/ Robert D. Drain
United States Bankruptcy Judge

EXHIBIT 1
Rejection Schedule

Rejection Schedule

COUNTERPARTY	DEBTOR	PROPERTY ADDRESS	LEASE EXPIRATION DATE
DOMINION SQUARE-CULPEPER, LLC, C/O ASTON PROPERTIES, INC.	A&P	ROUTE 15 & 29 NORTH CULPEPPER VA	8/31/2011
OSTER YORKTOWN PROPERTIES, LLC,	A&P	629 DOWNING DRIVE, YORKTOWN HEIGHTS, NY	7/31/2019
HELLER DESIGNS, INC. PROFIT SHARING PLAN & TRUST	A&P	MONTAUK HIGHWAY AND PANTIAGO ROAD EAST HAMPTON, NY	7/1/2022
PLAINFIELD ASSOCIATES, C/O SKYLINE MANAGEMENT CORP.	A&P	3600 PARK AVENUE SOUTH PLAINFIELD, NJ	4/30/2018
S&S INVESTMENTS	A&P	2333 WELSH ROAD ANSDALE, PA	6/2/2015
STREET RETAIL, INC, C/O FEDERAL REALTY INVESTMENT TRUST	A&P	WASHINGTON STREET & BEALL AVE ROCKVILLE, MD	1/31/2028
BEL AIR PLAZA INC, C/O HILL MANAGEMENT	A&P	599 W. BALTIMORE NATIONAL PIKE BEL AIR, MD	1/31/2015
INLAND RETAIL REAL ESTATE LIMITED PARTNERSHIP, C/O DEVELOPERS DIVERSIFIED REALTY CORP.	A&P	2825 GLENN DALE RD. BOWIE, MD	9/30/2020
LDG, INC.	A&P	3901 ASPEN HILL ROAD WHEATON, MD	6/30/2011
HC SPECTRUM PARTNERS, LP, C/O TREMARK MANAGEMENT, INC.	A&P	616 E. MAIN ST. LANSDALE PA	9/30/2016
DAVIDSON REALTY ASSOCIATES, LLC	A&P	52 WESTFIELD AVENUE CLARK, NJ	12/31/2018
WOODBIDGE REALTY ASSOCIATES, LLC, C/O MYRON D. VOGEL	A&P	789 ST. GEORGES AVE. WOODBRIDGE NJ	9/30/2025
MAPLE CORPORATION, C/O PETER NALITT	A&P	453 VALLEY STREET MAPLEWOOD NJ	6/30/2011
NB REALTY, LLC	A&P	445 PLEASANT WAY WEST ORANGE, NJ	7/31/2018
CV SUMMERHILL LLC, C/O ONYX MANAGEMENT GROUP, LLC	A&P	647 ROUTE 18 EAST BRUNSWICK NJ	1/31/2016
VORNADO LODI DELAWARE, LLC, C/O VORNADO REALTY TRUST	A&P	4 MEMORIAL DRIVE LODI NJ	4/30/2019
BELLEVILLE CENTER, LLC	PATHMARK STORES, INC.	726 WASHINGTON AVENUE BELLEVILLE, NJ	2/28/2011
HRI - NORTH BERGEN, LLC, C/O THE HUTENSKY GROUP	PATHMARK STORES, INC.	2115 69TH STREET NORTH BERGEN, NJ	6/30/2021

COUNTERPARTY	DEBTOR	PROPERTY ADDRESS	LEASE EXPIRATION DATE
LEVCO ROUTE 46 ASSOCIATES	PATHMARK STORES, INC.	1510 ROUTE 46 WEST PATERSON, NJ	5/31/2013
PAL-PIKE ASSOCIATES	PATHMARK STORES, INC.	KMART PLAZA 1410 ROUTE 10 WEST RANDOLPH, NJ	7/31/2011
NORTH PLAINFIELD VF, LLC	PATHMARK STORES, INC.	1188 ROUTE 22 EAST NORTH PLAINFIELD, NJ	10/30/2011
OTR ASSOCIATES	PATHMARK STORES, INC.	1665 OAK TREE ROAD EDISON, NJ	12/31/2020
OSTER LINDEN PROPERTIES LLC	PATHMARK STORES, INC.	1151 WEST ST. GEORGES AVENUE LINDEN, NJ	12/31/2013
NOBRUN REALTY CORP.	PATHMARK STORES, INC.	1345 ROUTE 1 NORTH BRUNSWICK, NJ	8/31/2013
HK NEW PLAN BRISTOL PLAZA, LP, C/O NEW PLAN EXCEL REALTY TRUST, INC.	PATHMARK STORES, INC.	2671 DURHAM ROAD BRISTOL, PA	3/31/2014
MARLBORO PLAZA ASSOCIATES LLC	PATHMARK STORES, INC.	MARLBORO PLAZA 120 ROUTE 9 ENGLISHTOWN, (MARLBORO), NJ	2/28/2013
ACP CUMBERLAND ASSOCIATES	PATHMARK STORES, INC.	2225 NORTH 2ND ST. MILLVILLE, NJ	12/31/2019
PARK EAST LLC	PATHMARK STORES, INC.	2305 JERICHO TURNPIKE GARDEN CITY, NY	3/31/2011
RIVEROAK/COFINANCE-CARTERET, LLC	PATHMARK STORES, INC.	200 MILIK STREET CARTERET, NJ	12/31/2011
J.H.W. CONSTRUCTION CORP., C/O GARDEN HOMES	PATHMARK STORES, INC.	945 BALD HILL WARWICK, RI	5/31/2011
BELLEVILLE SQUARE LIMITED PARTNERSHIP, C/O CANVASSER DEVELOPMENT	BORMAN'S, INC.	10900 BELLEVILLE BELLEVILLE MI	8/31/2011
NOVOGRODER/CARO LLC, NOVOGRODER COMPANIES, INC	BORMAN'S, INC.	1085 E. CARO ROAD CARO, MI	1/31/2017
KIMCO WHITE LAKE 667, INC.	BORMAN'S, INC.	7121 DIXIE HIGHWAY CLARKSTON, MI	8/31/2015
ADAMS WATERFORD, LLC	BORMAN'S, INC.	4998 DIXIE HIGHWAY WATERFORD MI	4/30/2024
WALLED LAKE STATION, INC.	BORMAN'S, INC.	730 N. PONTIAC TRAIL WALLED LAKE, MI	1/31/2016
SOUTHGATE PARTNERS LLC, C/O MICHAEL S. SISSKING & CO.	BORMAN'S, INC.	13777 EUREKA ROAD SOUTHGATE MI	10/31/2013
HARVARD ROW INVESTMENTS	BORMAN'S, INC.	21800 W 11 MILE RD SOUTHFIELD MI	4/30/2015
CANTON CENTER PORTFOLIO, L.P.	BORMAN'S, INC.	225 CANTON CENTER SOUTH CANTON MI	12/31/2019
G/W JEFFERSON-ST. JEAN LLC	BORMAN'S, INC.	12250 EAST JEFFERSON DETROIT MI	6/30/2023

COUNTERPARTY	DEBTOR	PROPERTY ADDRESS	LEASE EXPIRATION DATE
TAYLOR COMMONS LIMITED PARTNERSHIP, C/O C.O. MANAGEMENT SERVICES INC.	BORMAN'S, INC.	21592 ECORSE ROAD TAYLOR MI	7/31/2011
MT. CLEMENS INVESTMENT GROUP, LLC, C/O DR. MOSTAFA A. AFR	BORMAN'S, INC.	50 N. GROESBECK HWY. MT. CLEMENS MI	4/30/2018
MILFORD INVESTORS, LLC	BORMAN'S, INC.	161 S. MILFORD ROAD MILFORD, MI	9/30/2023
CHESTERFIELD DEVELOPMENT COMPANY LLC, C/O DAMICO DEVELOPMENT INC.	BORMAN'S, INC.	51328 GRATIOT AVENUE CHESTERFIELD TWP., MI	12/31/2016
COLONY PARK-DEARBORN, L.L.C.	BORMAN'S, INC.	20601 WEST WARREN STREET DEARBORN HEIGHTS, MI	6/30/2024
PMF STERLING HEIGHTS PROPERTIES, LLC	BORMAN'S, INC.	13255 15 MILE ROAD STERLING HEIGHTS MI	7/31/2020
FORUM AT GATEWAYS, LLC	BORMAN'S, INC.	44777 MOUND ROAD STERLING HEIGHTS MI	5/31/2019
SANTIA FAMILY - RAINBOW PLAZA, LLC	BORMAN'S, INC.	54750 SHELBY ROAD SHELBY TOWNSHIP MI	3/31/2020
MARROCCO INVESTMENTS AND VALENTI INVESTMENTS, LLC	BORMAN'S, INC.	14601 E. TWELVE MILE ROAD WARREN, MI	1/25/2011
PONTIAC MALL LIMITED PARTNERSHIP	BORMAN'S, INC.	9050 HIGHLAND ROAD WHITE LAKE, MI	11/30/2019
FJ LIVONIA PORTFOLIO, L.P.	BORMAN'S, INC.	29751 SEVEN MILE ROAD LIVONIA, MI	10/31/2020
RIVERBEND COMMONS, LLC	BORMAN'S, INC.	407 S. TELEGRAPH ROAD MONROE, MI	5/31/2022
VIENNA POINTE, LLC	BORMAN'S, INC.	4270 W. VIENNA ROAD CLIO, MI	2/29/2020
YPSILANTI REAL ESTATE HOLDINGS, LLC, C/O DR. IMAD A. AL-AZEM	BORMAN'S, INC.	3020 WASHTENAW AVE. YPSILANTI, MI	2/28/2019
F.W. SANDUSKY LIMITED PARTNERSHIP, C/O RD MANAGEMENT CO.	BORMAN'S, INC.	605 WEST SANILAC SANDUSKY, MI	11/30/2014
RAMCO GERSHENSON PROPERTIES LP, C/O RAMCOGERSHENSON, INC.	BORMAN'S, INC.	3711 LAPEER ROAD FLINT, MI	3/31/2017
18718 BORMAN LLC	BORMAN'S, INC.	18718 BORMAN AVENUE DETROIT, MI	4/30/2025
BRE REALTY LLC	WALDBAUM INC.	207 WEBSTER SQUARE ROAD BERLIN, CT	9/30/2016
LEVITOWN MEWS ASSOCIATES, LP	WALDBAUM INC.	3377 HEMPSTEAD TURNPIKE LEVITTOWN, NY	3/31/2014
655 MONTAUK LLC	WALDBAUM INC	655 MONTAUK HIGHWAY EAST PATCHOGUE, NY	6/26/2020

COUNTERPARTY	DEBTOR	PROPERTY ADDRESS	LEASE EXPIRATION DATE
BASSER KAUFMAN OF CENTEREACH, LLC	APW SUPERMARKETS, INC.	1934 MIDDLE COUNTRY RD. CENTEREACH, NY	10/31/2026
DRR, L.L.C	SUPER FRESH FOOD MARKETS, INC.	4301 MARKET STREET WILMINGTON, DE	11/30/2014
GENERAL AUTO OUTLET, L.P., C/O GOODMAN PROPERTIES	SUPER FRESH FOOD MARKETS, INC.	3070 WELSH ROAD & TWINING ROADS WILLOW GROVE, PA	12/31/2010
COVENTRY RETAIL, LP, C/O STOLTZ MANAGEMENT	SUPER FRESH FOOD MARKETS, INC.	RT 100 & 724, NORTH COVENTRY (POTTSTOWN), PA	12/31/2012
ACP PENNSVILLE ASSOCIATES, C/O AMERICAN CONTINENTAL PROPERTIES, LLC	SUPER FRESH FOOD MARKETS, INC.	ROUTE 49 AND HOOK PENNSVILLE, NJ	1/31/2014
QUINTESSA HUEY & CARYN L. FONG, AS TRUSTEES OF THE HUEY & FONG TRUST	SUPER FRESH/SAVA-CENTER, INC.	8301 WEST JUDGE PEREZ DRIVE CHALMETTE, LA	8/31/2024
2424 MANHATTAN BOULEVARD, LLC	SUPER FRESH/SAVA-CENTER, INC.	2424 MANHATTAN BOULEVARD HARVEY, LA	12/31/2017
SUNSET & PRAIRIE, LLC, C/O GENERAL CAPITAL GROUP	KOHL'S FOOD STORES, INC.	S20 W24836 SUNSET WAUKESHA, WI	9/30/2020
CENTRO NP RESIDUAL POOL 1 SPE LLC	FARMER JACK'S OF OHIO, INC.	5700 MONROE STREET SYLVANIA, OH	2/28/2021
FLYING TIGER PROPERTIES II, LLC/FLYING TIGER PROPERTIES III, LLC	FARMER JACK'S OF OHIO, INC.	7041 ORCHARD CENTRE HOLLAND, OH	3/31/2021
ISAAC FARMER JACK LASKEY, LLC	FARMER JACK'S OF OHIO, INC.	2630 LASKEY ROAD TOLEDO, OH	6/30/2021
DOROTHY ENTERPRISES, LTD.	FARMER JACK'S OF OHIO, INC.	2150 S. BYRNE ROAD TOLEDO, OH	2/28/2022
ADAMS RUN SHOPPING CENTER ASSOCIATES, L.P., C/O K&C MANAGEMENT CO.	FOOD BASICS, INC.	6201-6231 N. FRONT PHILADELPHIA, PA	9/30/2016
WHITE III, LLC	HOPELAWN PROPERTY I, INC.	6001 BULLARD AVENUE NEW ORLEANS, LA	6/30/2017

EXHIBIT 2

James H.M. Sprayregen, P.C.
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- and -

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Proposed Counsel to the Debtors and Debtors in Possession

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

In re:)	
)	Chapter 11
)	
THE GREAT ATLANTIC & PACIFIC TEA)	Case No. 10-_____ (___)
COMPANY, INC., <i>et al.</i>)	
)	
)	
Debtors.)	Joint Administration Requested
)	

**NOTICE OF REJECTION OF
CERTAIN UNEXPIRED NONRESIDENTIAL REAL PROPERTY LEASES**

PLEASE TAKE NOTICE that, on December 12, 2010 (the “*Commencement Date*”), The Great Atlantic & Pacific Tea Company, Inc. (“*A&P*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”),¹ filed chapter 11 petitions commencing

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: The Great Atlantic & Pacific Tea Company, Inc. (0974); 2008 Broadway, Inc. (0986); AAL Realty Corporation (3152); Adbrett Corporation (5661); Amsterdam Trucking Corporation (1165); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Bergen Street Pathmark, Inc. (1604); Best Cellars DC Inc. (2895); Best Cellars Inc. (9550); Best Cellars Licensing Corp. (2896); Best Cellars Massachusetts, Inc. (8624); Best Cellars VA Inc. (1720); Bev, Ltd. (9046); Borman's Inc. (9761); Bridge Stuart, Inc. (8652); Clay-Park Realty Co., Inc. (0902); Compass Foods, Inc. (0653); East Brunswick Stuart, LLC (9149); Farmer Jack's of Ohio, Inc. (5542); Food Basics, Inc.(1210); Gramatan Foodtown Corp. (5549); Grape Finds At DuPont, Inc. (9455); Grape Finds Licensing Corp. (7091); Greenlawn Land Development Corp. (7062); Hopelawn Property I, Inc. (6590); Kohl's Food Stores, Inc. (2508); Kwik Save Inc. (8636); Lancaster

chapter 11 cases under the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that, on December 12, 2010, the Debtors filed the *Debtors’ First Omnibus Motion for Entry of an Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases Nunc Pro Tunc to the Date Hereof* [Docket No. 18] (the “**Motion**”). On [____], the Bankruptcy Court entered the *Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases* [Docket No. ____] (the “**Order**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Order, the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby provide notice of their intent to reject the lease referenced below (the “**Lease**”):

Landlord Name and Address	
Real Property Lease Address	
Remaining Term on Lease	
Monthly Lease Obligation	
Lease Description	

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Order, the Lease shall become effective as of December 12, 2010 without further notice, hearing or order of this Court (the “**Rejection Date**”).

PLEASE TAKE FURTHER NOTICE that, should you object to the Debtors’ rejection of the Lease, you must file and serve a written objection so that such objection is filed with the Bankruptcy Court and **actually received** no later than 15 days after the date that the Debtors served this “Notice of Rejection of Unexpired Lease of Nonresidential Real Property Leases” (the “**Notice**”) by the following parties: (i) counsel for the Debtors, Kirkland & Ellis LLP, 600 Lexington Avenue, New York, New York 10022, Attn.: Nikki R. Thomas; (ii) counsel to any committee appointed in these chapter 11 cases, and until such appointment, the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims filed pursuant to

Pike Stuart, LLC (9158); LBRO Realty, Inc. (1125); Lo-Lo Discount Stores, Inc. (8662); Mac Dade Boulevard Stuart, LLC (9155); McLean Avenue Plaza Corp. (5227); Milik Service Company, LLC (0668); Montvale Holdings, Inc. (6664); North Jersey Properties, Inc. VI (6586); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge, LLC (5965); SEG Stores, Inc. (4940); Shopwell, Inc. (3304); Shopwell, Inc. (1281); Spring Lane Produce Corp. (5080); Super Fresh/Sav-A-Center, Inc. (0228); Super Fresh Food Markets, Inc. (2491); Super Market Service Corp. (5014); Super Plus Food Warehouse, Inc. (9532); Supermarkets Oil Company, Inc. (4367); The Food Emporium, Inc. (3242); The Old Wine Emporium of Westport, Inc. (0724); The South Dakota Great Atlantic & Pacific Tea Company, Inc (4647); Tradewell Foods of Conn., Inc. (5748); Upper Darby Stuart, LLC (9153); and Waldbaum, Inc. (8599). The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

Rule 1007(d) of the Federal Rules of Bankruptcy Procedure; (iii) counsel to the administrative agent for the Debtors' proposed postpetition secured lenders, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York, 10017, Attn.: Donald S. Bernstein; and (iv) the Office of the United States Trustee for the Southern District of New York at 33 Whitehall Street, 21st Floor, New York, New York 10004.

Absent such an objection being filed and served in compliance with the foregoing, the rejection of the Lease shall become effective on the Rejection Date without further notice, hearing or order of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that, if an objection is properly filed and served on the Objection Notice Parties as specified above, the Bankruptcy Court will schedule a hearing to consider that objection. If the Bankruptcy Court upholds the objection and determines the effective date of rejection of such lease, that date shall be the rejection date. If such objection is overruled or withdrawn or the Bankruptcy Court does not determine the date of rejection, the rejection date of such lease shall be deemed to have occurred on the Rejection Date.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Order, if the Debtors have deposited monies with a lessor as a security deposit or arrangement, such lessor or contract counter-party may not off-set or otherwise use such deposit without prior authorization from the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that copies of the Order and the Motion are available at www.kccllc.net/aptea. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at <https://ecf.nysb.uscourts.gov>.

New York, New York
Dated: _____, 2010

/s/

James H.M. Sprayregen, P.C.
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Proposed Counsel to the Debtors
and Debtors in Possession