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

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In re:)	Chapter 11
)	
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., <i>et al.</i>)	Case No. 10-24549 (RDD)
)	
Debtors.)	Jointly Administered
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**DECLARATION OF MATTHEW G. WILLIAMS IN SUPPORT OF DEBTORS’
OMNIBUS REPLY IN SUPPORT OF SALE MOTION**

I, Matthew G. Williams, hereby declare under penalty of perjury:

1. I am the President and Chief Executive Officer of Natural Market Restaurants Corp. (“NMRC” or the “Company”) and Mrs. Greens Management Corp. (“Mrs. Greens”).

I received my degree in economics from Manchester University in England in 1990. I have 28 years of retail grocery and restaurant industry experience. In 1992, I began working for the predecessor of Richtree Market Restaurants Inc. (“Richtree”). After being promoted through a variety of management positions, in 1995 I transferred to a joint venture between Richtree and Loblaw (a 1400-plus store grocery chain in Canada). In 2005, I was promoted to Vice-President and Chief Operating Officer of Richtree. In 2006, I succeeded the CEO and assumed the top



leadership position of Richtree. In September of 2010, I was promoted to President and CEO of NMRC.

2. NMRC owns, directly or through its subsidiaries, (a) eleven retail grocery stores under the “Mrs. Green’s Natural Market” banner in the United States, (b) eight retail grocery stores under the “Planet Organic Market” banner in Canada, and (c) six “market-style” open concept restaurants under the “Richtree Market Restaurants” banner. Mrs. Greens, a 100% owned subsidiary of NMRC, owns and operates all of the “Mrs. Green’s Natural Market” locations. In addition, NMRC owns an approximately 30,000 square foot location in the Chicago metropolitan area (as described below), to be opened next month.

3. NMRC is 100% owned by The Catalyst Capital Group Inc., on behalf of funds managed by it (“Catalyst”), a private equity firm founded in 2002 with approximately \$2.5 billion dollars in assets under management.

Management Team

4. Our management team includes several industry veterans with experience in both natural food and conventional food retail. Our team includes Mark Pec, who has 35 years of conventional food retail experience and is the head of NMRC’s US food retail operations. Alan Thompson, who is head of NMRC’s Canadian food retail operations, has 19 years of industry experience, including 15 years in conventional food retail with Thrifty Foods. Both Mark Pec and Alan Thompson are actively involved in the management of NMRC and Mrs. Greens. It is the Company’s philosophy to employ an innovative and fluid management structure in order to ensure best practices are constantly being improved and shared throughout the entire organization. Kerise Burton, head of human resources for all of NMRC, has 15 years of conventional food retail experience with Loblaw. Kerise is involved in hiring decisions for

store-level management for all Mrs. Greens locations. These are only a few members of our experienced and capable management team, which is well-qualified to oversee and manage the Stores.

The Auction

5. As set forth in the Sale Motion, at the auction held by the Debtors on May 17-18, 2011, Mrs. Greens was selected as the successful bidder for certain assets of eight Super Fresh locations in two separate lots (the “Stores”). All negotiations with the Debtors at the auction and over the terms of the Asset Purchase Agreements covering the Stores were at arms’ length and in good faith. There are no agreements between Mrs. Greens and any of the Debtors or their insiders with respect to the purchase of the Stores other than those set forth in the Asset Purchase Agreements. Nor are there any relationships of any sort (except as retail food industry competitors) between the Debtors and the Company or its subsidiaries other than as set forth in the Asset Purchase Agreements with Mrs. Greens.

Plan for the Stores

6. The Company believes that with its strong management team and balance sheets, it can take what are currently underperforming, yet profitable, Super Fresh locations and substantially strengthen their revenue and EBITDA generation through proper investment, operational and financial oversight and focus.

7. The Company plans to make sizable capital-improvement expenditures in a number of the Stores to rejuvenate their tired appearance and make them more appealing to the local customer base, all while ensuring continuity of service for customers. We will also increase the Stores’ focus on the growing number of customers requesting natural foods and prepared take-home meals, while not losing focus on the conventional grocery offerings

currently provided. We will focus on product optimization and complete product mix to ensure that local demands are being met while improving price perception to ensure a competitive product offering with a focus on driving customer and revenue volume.

8. Through the Company's due diligence, a total EBITDA increase of 50% is expected at the Stores as the Company renegotiates and consolidates existing vendors, improves financial controls, optimizes sales mix, improves inventory management, improves labor productivity and team empowerment, increases same store sales and increases operational efficiencies.

9. Based on our team's experience, this strategy will improve margins, enhance our offering for each location's customer demographics, and drive increased repeat visits while increasing average basket size, thereby increasing retail grocery revenues.

10. We will also leverage our team's expertise with high-tech marketing strategies, including social media (such as Facebook and Twitter), digital in-store displays (for increased visual impact), increased availability of self-checkout systems (for added customer convenience) and by implementing and leveraging a loyalty card program.

11. Finally, we will implement a number of operational upgrades – such as just-in-time inventory, improved receiving policy and better security technology – which our team has used to improve product freshness and customer perception of same, while also reducing inventory loss due to theft and spoilage. These and other enhancements at the acquired stores are based on proven strategies which our team has repeatedly executed with strong favorable results.

12. We believe that Mrs. Greens' assumption of the Stores' operations will improve the tenant mix, and the balance in any shopping centers in which the Stores may be located, with

the recapitalization and renovation of the stores and the revitalization of employee morale.

Landlords consider us the anchor tenant in most of our locations.

Successful Partnerships

13. The Company has built long-term relationships with some of the largest landlords in North America. The Company has developed asset enhancing partnerships with its landlords always looking to improve asset value while driving significant cash flow generation at all its retail locations.

14. For example, the Company has been working hand-in-hand with Westfield Group (approximately \$58.2 billion in assets under management and landlord to 119 properties) on a new, approximately 30,000 square foot, \$12 million mixed use development opening in July 2011 in the Old Orchard Shopping Center, in Skokie, Illinois.

15. Additionally, the Company has a successful relationship with Cadillac Fairview (approximately \$19.0 billion in assets under management and landlord to 87 properties), and is developing a new approximately 17,500 square foot, \$10 million location opening in March 2012 in Toronto Eaton Centre, Canada – the most important mall in Canada in terms of sales per square foot and gross leasable area. Cadillac Fairview is also landlord to a number of other current NMRC locations.

16. The Company also has a successful working relationship with Oxford Properties (approximately \$17.0 billion in assets under management and landlord to 109 properties), who is a current landlord to NMRC and we are working with them on future development and location projects.

17. It is a core tenet of the Company's philosophy and practice to treat landlords as partners. In the near term, we will focus on continuity by retaining many employees and product

offerings, which will lead to continuity of customer base and help continue driving volume of both customers and revenue at the Stores, and create stability for adjacent and neighbor tenants. In addition, as we do with all our stores and developments, we will work with all our landlords to develop a concept that will be successful over the long term to ensure we are enhancing their asset value and generating substantial revenue improvements.

Financial Health

18. The Company is highly profitable, has a pristine balance sheet, and is in excellent financial condition. NMRC has adjusted sales of \$137 million, adjusted EBITDA of approximately \$13 million, third-party debt of less than \$6 million, and adjusted assets will be \$121 million.

19. In 2010, Mrs. Greens had sales of more than \$44.5 million, EBITDA of more than \$4 million, no third-party debt, and adjusted assets will be approximately \$57 million.

20. Catalyst will be making at least a \$40 million cash infusion into Mrs. Greens to support Mrs. Greens' purchase of the Stores (the purchase price was approximately \$30 million). Catalyst is an extremely strong equity sponsor with a proven track record. Its long-term strategies have consistently yielded industry leading returns for its investors. On top of the \$40 million Catalyst is investing in connection with the purchase of the Stores, Catalyst has already invested more than \$50 million in NMRC and Mrs. Greens to date. Catalyst has every incentive to dedicate the necessary resources to ensure this is a successful investment.

21. Following the implementation and execution of the initiatives for the Stores, we project the Company's revenue and EBITDA will be approximately \$254 million and \$22 million, respectively. This EBITDA exceeds the EBITDA of the entire twenty-five store Super Fresh chain by a substantial amount. In addition, the EBITDA margins are greater than Super

Fresh has historically been able to generate, which will create sustainable long-term locations that drive both customer and revenue volume at the Stores. Finally, the amount of cash flow generated by the Company and Mrs. Greens provides substantial coverage for all the Stores.

22. Based on our projections, any “percentage rent” component of the Store leases will not decline substantially after the Stores are assigned to Mrs. Greens. Indeed, we expect such “percentage rent” payments will increase.

Landlord Discussions

23. We have had discussions with each of the objecting landlords and have resolved the objections of all landlords except for Apex Real Estate and Regency Centers, L.P. All negotiations were conducted in good faith, with the goal of consensual resolution.

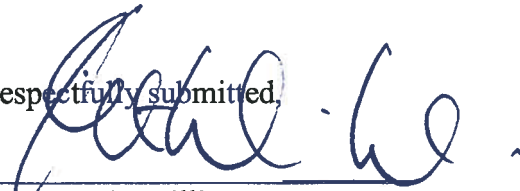
24. We have repeatedly expressed our commitment to building strong and mutually beneficial working relationships with all the Store landlords. Combining the increased cash flow potential of the locations with the Company’s experienced management, strong balance sheet, and cash generation, we present an enviable and long-term partner for all landlords.

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I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 13, 2011

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Matthew G. Williams", written over a horizontal line.

Matthew G. Williams
President & CEO, Natural Market Restaurants
Corp. and Mrs. Greens Management Corp.