

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

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

NOTICE OF DISCLOSURE STATEMENT HEARING

TO: ALL KNOWN CREDITORS OF THE DEBTORS AND OTHER PARTIES IN INTEREST IN THE ABOVE-CAPTIONED CHAPTER 11 CASES

PLEASE TAKE NOTICE that, The Great Atlantic & Pacific Tea Company, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”),¹ filed the *Debtors' Disclosure Statement for the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code* [Docket No. 2867] (as may be amended, modified or supplemented, the “*Disclosure Statement*”) with the United States Bankruptcy Court for the Southern District of New York (the “*Court*”). The Debtors are submitting their Disclosure Statement pursuant to section 1125 of the Bankruptcy Code for use in the solicitation of votes to accept the *Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code* [Docket No. 2868] (as may be amended, supplemented or modified, the “*Plan*”), a copy of which is annexed as **Exhibit A** to the Disclosure Statement and was filed with the Court concurrently therewith. The Debtors expect to file an amended Plan and Disclosure Statement and reserve the right to amend, supplement or modify such documents further. Capitalized terms used but not defined in this notice have the meanings set forth in the Disclosure Statement.

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); Grapefinds, Inc. (4053); 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.



PLEASE TAKE FURTHER NOTICE that, a hearing is currently scheduled before the Honorable Robert D. Drain, United States Bankruptcy Judge, for **10:00 a.m. prevailing Eastern Time on December 15, 2011** (the “*Hearing*”) at the Court, 300 Quarropas Street, White Plains, New York 10601-4140, to consider, among other things, entry of an order (i) approving the adequacy of the Disclosure Statement, (ii) establishing certain procedures for soliciting and tabulating votes on the Plan and (iii) fixing important dates and deadlines with respect to voting on, and filing objections to, the Plan (the “*Order*”). The Debtors will file and serve a motion seeking approval of the Order (the “*Motion*”) with the Court on or before November 30, 2011, pursuant to the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 75] (the “*Case Management Order*”).

PLEASE TAKE FURTHER NOTICE that, if you would like a copy of the Disclosure Statement, the Plan or related documents, please contact Kurtzman Carson Consultants LLC, the Debtors’ noticing and claims agent retained in these chapter 11 cases, by (i) calling (877) 660-6625, emailing APTeaInfo@kccllc.com, visiting <http://www.kccllc.net/APTea> and/or (ii) writing The Great Atlantic & Pacific Tea Company, Inc. Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at <http://www.nysb.uscourts.gov/>.

PLEASE TAKE FURTHER NOTICE that, any written objections to the adequacy of the Disclosure Statement, the Motion, or entry of the Order **must**: (i) conform to the applicable provisions of the Federal Rules of Bankruptcy Procedures (the “*Bankruptcy Rules*”), the Local Bankruptcy Rules for the Southern District of New York (the “*Local Bankruptcy Rules*”) and the Case Management Order; (ii) include the name of the objector, the nature and amount of the claims against or interests in the Debtors held thereby; (iii) state with particularity the legal and factual basis for the objection and the specific grounds therefor; (iv) be filed electronically with the Court in accordance with General Order M-399, with a hard copy delivered to chambers pursuant to Local Bankruptcy Rule 9070-1(b); and (v) be served in accordance with the Case Management Order so it is **actually received no later than 4:00 p.m. prevailing Eastern Time on December 8, 2011** (the “*Objection Deadline*”), by the Master Service List, the 2002 List and any Affected Party (as each is defined in the Case Management Order). A hard copy of any objection to the adequacy of the Disclosure Statement or the Motion must also be delivered via first class mail to the Office of the United States Trustee for the Southern District of New York, Attn: Richard Morrissey, 33 Whitehall Street, 21st Floor, New York, New York 10004, within one business day of the Objection Deadline.²

PLEASE TAKE FURTHER NOTICE that, except as otherwise ordered by the Court, upon entry of the Order, the Debtors will cause the Disclosure Statement (and exhibits thereto, including the Plan) and the documents approved by the Court for soliciting votes on the Plan to all parties in interest entitled to vote on the Plan as set forth in the Order.

² Copies of the Motion, the Case Management Order, the Master Service List, the 2002 List and all papers filed in these chapter 11 cases may be obtained, free of charge, from Kurtzman Carson Consultants LLC.

PLEASE TAKE FURTHER NOTICE that, the Disclosure Statement Hearing may be continued from time to time by the Court or the Debtors without further notice, other than by such adjournment being announced in open court and/or by filing and service, as applicable, of a notice of adjournment pursuant to the Case Management Order.

PLEASE TAKE FURTHER NOTICE that, if an objection to the Disclosure Statement, the Motion or the Order is not filed and served in accordance with this notice, the objecting party shall be barred from objecting to the approval of the adequacy of the Disclosure Statement, the Motion or the Order and shall not be heard at the Hearing to the fullest extent permitted under the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules.

New York, New York
Dated: November 16, 2011

/s/ Ray C. Schrock
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**IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
PLEASE CONTACT THE RESTRUCTURING HOTLINE AT (877) 660-6625**