

**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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**ORDER GRANTING DEBTORS' SIXTH OMNIBUS MOTION PURSUANT  
TO SECTIONS 363(b) AND 365(a) OF THE BANKRUPTCY CODE  
AUTHORIZING THE DEBTORS TO ASSUME CERTAIN UNEXPIRED  
LEASES AND RELATED SUBLEASES OF NON-RESIDENTIAL REAL PROPERTY**

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Upon the motion (the "**Motion**") of The Great Atlantic & Pacific Tea Company, Inc. ("**A&P**") and certain of its affiliates, as debtors and debtors in possession (collectively, the "**Debtors**") for entry of an order pursuant to sections 363 and 365 of title 11 of the United States Code (the "**Bankruptcy Code**") authorizing the Debtors to (a) to assume the Assumed Leases<sup>1</sup> as amended in certain instances and (b) pay related Cure Costs; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and upon the record of the hearing held by the Court on the Motion on December 22, 2011 (the "**Hearing**"); and the relief set forth herein being wholly consensual, any objections thereto having been withdrawn or resolved as set forth herein; and it appearing that the relief requested in the Motion will benefit the Debtors' estates, their creditors

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them as set forth in the Motion.



and all other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is **ORDERED** that:

1. The Motion is granted to the extent provided herein.
2. The applicable Debtors are authorized to assume the Assumed Leases, as set forth on **Exhibit 1** attached hereto, pursuant to section 365 of the Bankruptcy Code, to the extent such Assumed Leases are governed by section 365(d)(4) of the Bankruptcy Code.
3. The applicable Debtors are authorized to amend the Assumed Leases (in consultation with the official committee of unsecured creditors (the “*Creditors’ Committee*”) and the Debtors’ postpetition secured lenders (the “*DIP Lenders’ Agent*”)) and enter into such amendments prior to assumption of such Assumed Leases, pursuant to sections 363 and 365 of the Bankruptcy Code, provided that the Assumed Lease counterparty has agreed in writing to such amendment.
4. The Debtors’ assumption of the Assumed Leases is an exercise of their sound business judgment and is in the best interest of their estate and creditors.
5. The applicable Debtors are authorized to pay in full the Cure Costs set forth on **Exhibit 1**, provided that payment of such Cure Costs to a landlord shall not constitute a waiver of any disputed Cure Costs.
6. Assumption of the Assumed Leases shall be effective upon entry of this Order notwithstanding timely objections to the proposed Cure Costs, which objections are hereby preserved. The applicable Debtors shall pay the undisputed portion of the proposed Cure Costs (in the amounts set forth on **Exhibit 1** attached hereto) promptly after entry of this Order. Any remaining disputed cure amount must be paid by the earlier of (a) when the Debtors and the Assumed Lease counterparty agree to an amount or (b) the date specified in a final and

non-appealable order entered by the Bankruptcy Court determining such amount pursuant to a hearing(s) to be held within 60 days of entry of this Order, subject to further adjournment as consented to by the applicable parties or as ordered by the Bankruptcy Court. The Debtors shall consult with the Creditors' Committee and the DIP Lenders' Agent in connection with resolving disputed cure amounts.

7. Upon the entry of this Order, and other than with respect to Cure Costs disputes governed by paragraph 6 of this Order, the counterparties of the Assumed Leases shall be forever barred and enjoined from asserting against the Debtors any defaults, claims, interest or other default penalties under the Assumed Leases arising before December 15, 2011, provided, however, that the Debtors shall remain responsible for continuing obligations under the Assumed Leases, *cum onere*, including, without limitation: (a) obligations to pay adjustment amounts for the most recent prior period (e.g. end of calendar year adjustments); (b) obligations that have accrued prior to the date of this Order but are not yet fixed, liquidated or payable; and (c) indemnity and defense obligations, regardless of whether events or circumstances that give rise to such indemnity and defense obligations occurred prior to December 15, 2011.

8. The lessors set forth in **Exhibit 2**, attached hereto, have granted, in writing pursuant to section 365(d)(4)(B)(ii) of the Bankruptcy Code, extensions to the Debtors of the time whereby the Debtors may decide to assume their applicable lease(s), and such extensions, including any unlisted extensions obtained by the Debtors on or before December 31, 2011 (the "***Unlisted Extensions***"), and all such extensions are approved.

9. The Unlisted Extensions shall be deemed removed from **Exhibit 1**, attached hereto, and added to **Exhibit 2**, attached hereto.

10. The relief granted herein shall be binding upon any chapter 11 trustee appointed in these chapter 11 cases and upon any chapter 7 trustee appointed in the event of a subsequent conversion of these chapter 11 cases to cases under chapter 7.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Motion.

12. This Order shall be deemed to constitute a separate order with respect to each lease governed hereby.

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

Dated: White Plains, New York  
December 23, 2011

/s/Robert D. Drain  
Honorable Robert D. Drain  
United States Bankruptcy Judge

**Exhibit 1**

**The Assumed Leases**

#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
<b>ASSUMED LEASES AND RELATED SUBLEASES<sup>1</sup></b>						
1.	POMPTON LAKES HYE PARTNERS	A&P	LEASE	3638	47 WANAQUE AVE., POMPTON LAKES, NJ	\$0.00
2.	POSEL STATION ASSOCIATES	PATHMARK	LEASE	6557	2900 N. BROAD ST. & GLENWOOD AVE., PHILADELPHIA, PA	\$8,668.66
3.	NATIONAL SHOPPING CENTER ASSOCIATES, LLC	A&P	LEASE	3951	7 NUGHBRIGHT RD., MT. OLIVE, NJ	\$31,883.79
4.	DANPAR ASSOCIATES	A&P	LEASE	3074	1 PADANARAM RD., DANBURY, CT	\$0.00
(a)	JP MORGAN CHASE	A&P	SUBLEASE	3074T	1 PADANARAM RD., DANBURY, CT	\$0.00
5.	S. CARPENTER, LLC	LIQUOR	LEASE	3104	767 PINE ST., BRISTOL, CT	\$0.00
6.	JCJ ASSOCIATES, LLC	LIQUOR	LEASE	1119	2400 BERLIN TURNPIKE, NEWINGTON, CT	\$0.00
7.	ATLANTIC HYLAN CORP.	PATHMARK	LEASE	6171	2660 HYLAN BLVD., STATEN ISLAND, NY	\$33,143.65

<sup>1</sup> The Debtors reserve the right to amend or supplement this exhibit by, among other things, removing or adding certain Assumed Leases from or to the exhibit, or amending proposed cure amounts prior to the hearing on the Motion.

#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
8.	MCLEAN AVENUE ASSOCIATES	A&P	LEASE	7624	660 MCLEAN AVE., YONKERS, NY	\$0.00
9.	EDGEWATER RETAIL PARTNERS, LLC	PATHMARK	LEASE	6190	481 RIVER RD., BERGENFIELD, NJ	\$3,918.81
(a)	BANK OF AMERICA	PATHMARK	SUBLEASE	6190T	481 RIVER RD., EDGEWATER, NJ	\$0.00
10.	STEPHEN R. CIPES	A&P	LEASE	9207	ROUTES 22 & 138, GOLDENS BRIDGE, NY	\$76,211.00
11.	BIT INVESTMENT TWENTY-SEVEN, LLC	WALDBAUMS	LEASE	7212	1510 OLD COUNTRY RD., RIVERHEAD, NY	\$18,965.67
12.	NEW COMMUNITY MANOR URBAN RENEWAL CORPORATION	PATHMARK	LEASE	6223	167 BERGEN ST., NEWARK, NJ	\$64,332.33
(a)	RS HAIR CONCEPT INC.	PATHMARK	SUBLEASE	6223T	167 BERGEN ST., NEWARK, NJ	\$0.00
13.	VNO AP 195 N. BEDFORD ROAD LLC	A&P	LEASE	3226	195 N. BEDFORD, MT. KISCO, NY	\$2,624.20
14.	KIMCO OF PENNSYLVANIA TRUST	SUPERFRESH	LEASE	5252	CROSS RDS PL, RICHBORO, PA	\$2,482.70
15.	WHITESTONE GROCERY OWNERS, LLC & ABA PARTNERS, LTD.; A CALIFORNIA L.P.	WALDBAUMS	LEASE	7270	153-01 10TH AVE., WHITESTONE, NY	\$0.00
(a)	ASTORIA FEDERAL SAVINGS & LOAN ASSOCIATION	WALDBAUMS	SUBLEASE	7270T	153-01 10TH AVE., WHITESTONE, NY	\$0.00
(b)	BEECHURST EXECUTIVE SUITES, LLC	WALDBAUMS	SUBLEASE	7270T	153-01 10TH AVE., WHITESTONE, NY	\$0.00

#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
(c)	EMPEROR HOUSE RESTAURANT CORP.	WALDBAUMS	SUBLEASE	7270T	153-01 10TH AVE., WHITESTONE, NY	\$0.00
(d)	JJM PIZZA CORP. D/B/A CASCARINO'S PIZZERIA	WALDBAUMS	SUBLEASE	7270T	153-01 10TH AVE., WHITESTONE, NY	\$0.00
(e)	MATHEW DEMETRIOU	WALDBAUMS	SUBLEASE	7270T	153-01 10TH AVE., WHITESTONE, NY	\$0.00
(f)	SUNSHINE SPA OF NY, INC.	WALDBAUMS	SUBLEASE	7270T	153-01 10TH AVE., WHITESTONE, NY	\$0.00
(g)	TOOL BAGEL LLC	WALDBAUMS	SUBLEASE	7270T	153-01 10TH AVE., WHITESTONE, NY	\$0.00
16.	COLLEGE POINT GROCERY OWNERS LLC, 1907 VENTURES LLC, AND 1411 VENTURES LLC	WALDBAUMS	LEASE	7275	133-11 20TH AVE., COLLEGE POINT, NY	\$1,458.95
(a)	CPEOA LIMITED PARTNERSHIP	WALDBAUMS	SUBLEASE	7275T	133-11 20TH AVE., COLLEGE POINT, NY	\$0.00
17.	KIOP MERRICK, L.P.	WALDBAUMS	LEASE	7279	1686 MERRICK RD., MERRICK, NY	\$157,415.17
18.	NEWKIRK SUPERWEST, L.P.	PATHMARK	LEASE	6297	130 MIDLAND AVE., PORT CHESTER, NY	\$0.00
(a)	GABBINO PIZZA CORP.	PATHMARK	SUBLEASE	6297T	130 MIDLAND AVE., PORT CHESTER, NY	\$0.00
(b)	KEE LUNG KIM	PATHMARK	SUBLEASE	6297T	130 MIDLAND AVE., PORT CHESTER, NY	\$0.00



#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/ SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
(c)	LICARE CORPORATION D/B/A VACCAROS WINES & SPIRITS	PATHMARK	SUBLEASE	6297T	130 MIDLAND AVE., PORT CHESTER, NY	\$0.00
19.	WALNUTPORT ASSOCIATES	PATHMARK	LEASE	5363	300 S. BEST AVE., WALNUTPORT, PA	\$0.00
20.	NAVAL CREST ASSOCIATES, LLC	PATHMARK	LEASE	6436	242 LINCOLN BLVD., MIDDLESEX, NJ	\$0.00
(a)	O.K. LIQUORS, INC. T/A CUB LIQUOR	PATHMARK	SUBLEASE	6436T	242 LINCOLN BLVD., MIDDLESEX, NJ	\$0.00
21.	WASHINGTON TOWN CENTER, LLC	A&P	LEASE	3651	315 PASACK RD., WASHINGTON TOWNSHIP, NJ	\$1,705.84
22.	HOWARD PLAZA REALTY, LLC	WALDBAUMS	LEASE	7668	83-25 153RD AVE., HOWARD BEACH, NY	\$219.93
23.	SACCO OF MASSAPEQUA, LLC	WALDBAUMS	LEASE	7688	702 HICKSVILLE, MASSAPEQUA, NY	\$0.00
24.	KIMCO WESTMONT 614, INC.	SUPERFRESH	LEASE	2468	CUTHBERT & MACARTHY, WESTMONT, NJ	\$28,524.81
25.	BCR REALTY INVESTMENTS II, LLC	SUPERFRESH	LEASE	5471	609 E. BAY AVE., MANAHAWKIN, NJ	\$7,131.78
26.	YFP OCEAN CITY, LLC	SUPERFRESH	LEASE	5477	WEST AVE. & 9TH, OCEAN CITY, NJ	\$0.00
27.	BROOKLYN GROCERY OWNERS, LLC & BROOKLYN MARKET OWNERS, LLC	FOOD BASICS	LEASE	7646	2185 COYLE ST., BROOKLYN, NY	\$0.00

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28.	VALLEY CIRCLE INC.	PATHMARK	LEASE	6512	651 N. STILES ST., LINDEN, NJ	\$0.00
29.	NORTH BERGEN VF LLC	FOOD BASICS	LEASE	3512	1425 KENNEDY BLVD., NORTH BERGEN, NJ	\$0.00
30.	909 GROUP L.P.	PATHMARK	LEASE	6522	3399 ARAMINGO AVE., PHILADELPHIA, PA	\$51,676.00
31.	ASSOCIATED GENERAL BUILDERS, INC.	PATHMARK	LEASE	6527	95-100 NEW BRUNSWICK AVE., HOPELAWN, NJ	\$0.00
(a)	F.R.I. ENTERPRISES D/B/A SAN REMO PIZZA #2	PATHMARK	SUBLEASE	6527T	95-100 NEW BRUNSWICK AVE., HOPELAWN, NJ	\$0.00
(b)	NAGESH & SONS, INC.	PATHMARK	SUBLEASE	6527T	95-100 NEW BRUNSWICK AVE., HOPELAWN, NJ	\$0.00
(c)	NBI FOOD SERVICES	PATHMARK	SUBLEASE	6527T	95-100 NEW BRUNSWICK AVE., HOPELAWN, NJ	\$0.00
(d)	THE PROVIDENT BANK	PATHMARK	SUBLEASE	6527T	95-100 NEW BRUNSWICK AVE., HOPELAWN, NJ	\$0.00
32.	EARLE W. KAZIS ASSOCIATES, INC.	PATHMARK	LEASE	6529	500 LINCOLN HWY., FAIRLESS HILLS, PA	\$13,643.84
33.	GARNAT CO.	PATHMARK	LEASE	6567	420 MACDADE BLVD., FOLSOM, PA	\$0.00
(a)	BANK OF AMERICA	PATHMARK	SUBLEASE	6567T	420 MACDADE BLVD., FOLSOM, PA	\$0.00
34.	CAPANO GROUP, LLC	SUPERFRESH	LEASE	5584	MARSH & SILVERSIDE, WILMINGTON, DE	\$0.00

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35.	BELLEVUE PROPERTIES GROUP VENTNOR PLAZA, LLC	PATHMARK	LEASE	6587	5100 WELLINGTON AVE., VENTOR, NJ	\$16,466.18
36.	FUSCO ENTERPRISES L.P.	PATHMARK	LEASE	6590	100 COLLEGE SQUARE, NEWARK, DE	\$11,839.62
37.	2085 REALTY PARTNERS, LLC	LIQUOR	LEASE	3602	ROUTE 46, HACKETTSTOWN, NJ	\$6,621.32
38.	EAST HARLEM ABYSSINIAN TRIANGLE LIMITED PARTNERSHIP	PATHMARK	LEASE	6609	160 E. 125TH ST., NEW YORK, NY	\$3,917.24
(a)	CARVER FEDERAL SAVINGS BANK	PATHMARK	SUBLEASE	6609T	160 E. 125TH ST., NEW YORK, NY	\$0.00
(b)	RAINBOW USA, INC.	PATHMARK	SUBLEASE	6609T	160 E. 125TH ST., NEW YORK, NY	\$0.00
39.	FIRST RE INVESTMENT TRUST NJ	PATHMARK	LEASE	6614	399 ROUTE 112, PATCHOGUE, NY	\$55,910.07
(a)	NYCB	PATHMARK	SUBLEASE	6614T	399 ROUTE 112, PATCHOGUE, NY	\$0.00
40.	FEINROSE ASSOCIATES	PATHMARK	LEASE	6622A	3106 FARRINGTON ST., WHITESTONE, NY	\$0.00
(a)	EMSTAR PIZZA, INC. D/B/A PAPA JOHN'S PIZZA	PATHMARK	SUBLEASE	6622AT	3106 FARRINGTON ST., WHITESTONE, NY	\$0.00
(b)	MARPAT LIQUOR	PATHMARK	SUBLEASE	6622AT	3106 FARRINGTON ST., WHITESTONE, NY	\$0.00

#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
(c)	NYCB	PATHMARK	SUBLEASE	6622AT	3106 FARRINGTON ST., WHITESTONE, NY	\$0.00
(d)	PAYLESS SHOESOURCE, INC.	PATHMARK	SUBLEASE	6622AT	3106 FARRINGTON ST., WHITESTONE, NY	\$0.00
(e)	QWICK CONVENIENCE AND CARDS, INC.	PATHMARK	SUBLEASE	6622AT	3106 FARRINGTON ST., WHITESTONE, NY	\$0.00
41.	FEINROSE ASSOCIATES	PATHMARK	OTHER LEASE	6622B	3106 FARRINGTON ST., WHITESTONE, NY	\$0.00
42.	SHERADEL ASSOCIATES	PATHMARK	LEASE	6634	111-10 FLATLANDS AVE., BROOKLYN, NY	\$4,870.75
(a)	NYCB	PATHMARK	SUBLEASE	6634T	111-10 FLATLANDS AVE., BROOKLYN, NY	\$0.00
43.	M & K REAL ESTATE ASSOCIATES, LLC	PATHMARK	LEASE	6637	1525 ALBANY AVE., BROOKLYN, NY	\$6,120.06
44.	HAMILTON PLAZA ASSOCIATES	PATHMARK	LEASE	6642	1-37 12TH ST., BROOKLYN, NY	\$848.25
(a)	NYCB	PATHMARK	SUBLEASE	6642T	1-37 12TH ST., BROOKLYN, NY	\$0.00
45.	MAJESTIC PROPERTY MANAGE CO.	PATHMARK	LEASE	6646	800 MONTAUK HWY., SHIRLEY, NY	\$10,950.23
(a)	NYCB	PATHMARK	SUBLEASE	6646T	800 MONTAUK HWY., SHIRLEY, NY	\$0.00
46.	CEDAR-CARMANS, LLC	PATHMARK	LEASE	6652	941 CARMANS RD., MASSAPEQUA, NY	\$93,360.10

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47.	HOLMDEL TOWNE CENTER LLC	A&P	LEASE	3656	2101 ROUTE 35, HOLMDEL, NJ	\$62,093.34
48.	LONG BEACH GROCERY OWNERS, LLC & LONG BEACH MARKET OWNERS, LLC	WALDBAUMS	LEASE	7658A	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(a)	B.B. JEWELERS CORP.	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(b)	CAPITAL ONE, N.A.	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(c)	DELTA CLEANERS INC.	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(d)	ECKERD CORPORATION	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(e)	JIAN HAI ZHENG D/B/A NUMBER 1 CHINESE RESTAURANT	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(f)	JPMORGAN CHASE BANK, N.A.	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(g)	LONG BEACH DONUT SYSTEM, LLC	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(h)	LONG BEACH LIQUOR CORP.	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(i)	SOOK JA OF N.Y., INC. AND GOLDEN EGG LTD. D/B/A ANGEL TIP NAIL SPA	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00

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(j)	SUBWAY REAL ESTATE CORP.	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
(k)	US GOVERNMENT GSA REGION 2	WALDBAUMS	SUBLEASE	7658AT	85 W. PARK AVE., LONG BEACH, NY	\$0.00
49.	KIMCO CENTEREACH, LLC	PATHMARK	LEASE	6663	2150 MIDDLE COUNTY RD., CENTEREACH, NY	\$56,163.38
(a)	NYCB	PATHMARK	SUBLEASE	6663T	2150 MIDDLE COUNTRY RD., CENTEREACH, NY	\$0.00
50.	INWOOD REALTY GROUP, LLC AND 615 WEST 173RD STREET REALTY, LLC	A&P	LEASE	3677	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(a)	BRUCE J. PINES, DDS PC	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(b)	CHUCKERSLOOT, INC. D/B/A MAHWAH LIQUORS	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(c)	COMPANY TWENTY TWO LLC D/B/A WIRELESS ZONE	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(d)	EVERWIN ENTERPRISES, INC.	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(e)	FUNG CHUEN CORPORATION	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(f)	GENERAL NUTRITION CORPORATION	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00

#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
(g)	HAIRCARE INTERNATIONAL, LLC D/B/A FANTASTIC SAM'S	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(h)	HANS CLEANERS LLC	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(i)	HUDSON CITY SAVINGS BANK	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(j)	I CARE EYEWEAR, LLC	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(k)	JG SPORTS ENTERPRISES, LLC T/A FLEET FEET SPORTS	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(l)	JJJP ENTERPRISES LLC D/B/A UPS STORE	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(m)	KILIMINJARO GROUP, LLC D/B/A DOLLAR PLANET	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(n)	KRES-NJ, LLC D/B/A BLIMPIES	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(o)	KRISHNA SHRAY GAMES, LLC D/B/A PLAY N TRADE VIDEO GAMES	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(p)	KRISMEL CORP. D/B/A DAIRY QUEEN	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(q)	LAWRENCE CAMINNECI	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00

#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
(r)	MAHWAH LAUNDRY CORP., 142 MORNINGSIDE ROAD, VERONA, NJ 07044	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(s)	PRYOSHA MAHWAH DONUT LLC D/B/A DUNKIN' DONUTS	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(t)	SAFA RESTAURANT LLC	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(u)	TFJA, INC. D/B/A FRAN'S HALLMARK	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
(v)	VINH DANG D/B/A PRO NAILS	A&P	SUBLEASE	3677T	117 FRANKLIN TURNPIKE, MAHWAH, NJ	\$0.00
51.	NBM DEVELOPMENT, LLC	PATHMARK	LEASE	6679	3501 AMBOY RD., STATEN ISLAND, NY	\$0.00
(a)	NYCB	PATHMARK	SUBLEASE	6679T	3501 AMBOY RD., STATEN ISLAND, NY	\$0.00
52.	FOX HILL II, INC.	PATHMARK	LEASE	6682	2875 RICHMOND AVE., STATEN ISLAND, NY	\$9,444.11
(a)	NYCB	PATHMARK	SUBLEASE	6682T	2875 RICHMOND AVE., STATEN ISLAND, NY	\$0.00
53.	DOWNES REALTY, LLC	A&P	LEASE	3687	110 WASHINGTON, MORRISTOWN, NJ	\$0.00
(a)	WASHINGTON CLEANERS	A&P	SUBLEASE	3687T	110 WASHINGTON, MORRISTOWN, NJ	\$0.00



#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
54.	VALERAY REAL ESTATE COMPANY, INC.	FOOD EMPORIUM	LEASE	9706	1450 THIRD AVE., NEW YORK, NY	\$22,808.67
55.	AC I SOUTHWEST BROADWAY, LLC	FOOD EMPORIUM	LEASE	9708	2415 BROADWAY (250 W. 90TH ST.), NEW YORK, NY	\$0.00
56.	BUSTLETON PARTNERS	PATHMARK	LEASE	2710	2101-41 COTTMAN, PHILADELPHIA, PA	\$38,234.95
(a)	CITIZENS BANK OF PENNSYLVANIA	PATHMARK	SUBLEASE	2710T	2101-41 COTTMAN, PHILADELPHIA, PA	\$0.00
57.	360 EAST 72ND STREET OWNERS, INC.	FOOD EMPORIUM	LEASE	9711	1331 FIRST AVE., NEW YORK, NY	\$5,786.68
58.	AMILI INC.	FOOD EMPORIUM	LEASE	9717	2008 BROADWAY, NEW YORK, NY	\$12,721.53
59.	MARKET SQUARE PLAZA I, LLC	PATHMARK	LEASE	2725	MERMAID & CITIZEN, PHILADELPHIA, PA	\$2,454.50
60.	RIVERWALK A URBAN RENEWAL ASSOCIATES, LLC	A&P	LEASE	9761	RIVEREDGE, WEST NEW YORK, NJ	\$0.00
61.	BALD EAGLE URBAN RENEWAL AT WANAQUE, LLC	LIQUOR	LEASE	3905	1069 RINGWOOD AVE., HASKELL, NJ	\$0.00
62.	PLAZA 23 ASSOCIATES JOINT VENTURE	A&P	LEASE	3990	A&P 500 ROUTE 23, POMPTON PLAINS, NJ	\$36,402.81
63.	BOULEVARD EAST ASSOCIATES LTD.	LIQUOR	LEASE	3995	534 BERGEN BLVD., PALISADE PARK, NJ	\$0.00

#	LEASE/SUBLEASE COUNTERPARTY	STORE BANNER/DEBTOR	LEASE/SUBLEASE	STORE NUMBER	PROPERTY LOCATION	CURE AMOUNT
64.	EAST MARLBORO ASSOCIATES	SUPERFRESH	LEASE	5244	ROUTE 17 BAYARD RD., KENNETT SQUARE (AKA E. MARLBOROUGH), PA	\$900.85
65.	C'PIA, LLC	SUPERFRESH	LEASE	5562	2105 PHILADELPHIA TURNPIKE, CLAYMONT, DE	\$0.00
(a)	WILMINGTON SAVINGS FUND SOCIETY	SUPERFRESH	SUBLEASE	5562T	2105 PHILADELPHIA TURNPIKE, CLAYMONT, DE	\$0.00
66.	840 COTTMAN ASSOCIATES, LLC	PATHMARK	LEASE	6564	840 COTTMAN AVE., PHILADELPHIA, PA	\$0.00
(a)	SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY	PATHMARK	SUBLEASE	6564T	840 COTTMAN AVE., PHILADELPHIA, PA	\$0.00
67.	PHYLLIS REALTY COMPANY	WALDBAUMS	LEASE	7657	35-10 FRANCIS LEWIS BLVD., BAYSIDE, NY	\$0.00
68.	LIBERTY PLAZA LIMITED PARTNERSHIP	PATHMARK	LEASE	2723	85 FRANKLIN MILLS, PHILADELPHIA, PA	\$0.00
69.	PROLOGIS	PATHMARK GMDC	LEASE	0007	KILMER SOUTH INDUSTRIAL PARK, EDISON, NJ	\$0.00

**Exhibit 2**

**Section 365(d)(4) Extensions**

**Extension Schedule**

	STORE #	STORE ADDRESS	STORE CITY	STORE STATE	LESSOR	EXTENSION DATE
	027-7673	300 MONTAUK HWY	EAST ISLIP	NY	300 MONTAUK LLC	1/31/12
	070-3653A	59 OUTWATER LANE	GARFIELD	NJ	CASTEGA REALTY ASSOCIATES, C/O CEDAR MANAGEMENT CORP.	1/31/12
	027-7214	1235 VETERANS MEMORIAL HIGHWAY	HAUPPAUGE	NY	VETS & SPARTAN, LLC	1/31/12
	027-7647	399 OCEAN AVENUE	ROCKVILLE CENTRE	NY	SUNOCE PROPERTIES, INC.	1/31/12
	027-3812	2040 FOREST AVENUE	STATEN ISLAND	NY	VORNADO FOREST PLAZA L.L.C. C/O VORNADO REALTY TRUST	1/31/12
	027-7630	601 PORTION & CENACLE ROAD	LAKE RONKONKOMA	NY	SUNSHINE LAKE SHORE ASSOCIATES, LLC C/O MILLBROOK PROPERTIES LTD	1/31/12
	449	711 E. JERICHO TURNPIKE	HUNTINGTON STATION	NY	KIMCO REALTY CORPORATION	3/31/12
	072-6648	1 PATHMARK PLAZA	MOUNT VERNON	NY	VERNON ASSOCIATES I LLC	2/29/12
	076-5246	2100 COUNTRY LINE	UPPER MORELAND	PA	NEW CENTURY ASSOCIATES GROUP, L.P.	1/31/12
	027-3569	40 VANDERBILT PKWY	COMMACK	NY	VANDERBILT SHOPPING, CO-PARTNERSHIP	1/31/12
	070-3609	175 AVENUE A	BAYONNE	NJ	MORRIS BAYONNE ASSOCIATES I, LLC; MORRIS BAYONNE ASSOCIATES II, LLC; AND MORRIS BAYONNE ASSOCIATES III, LLC	1/31/12
	070-2094	ROUTE 44 & NORTH AVE.	PLEASANT VALLEY	NY	MILESTONE SQUARE EQUITIES GROUP L.P. AND FRANCIS GREENBURGER TENANCY IN COMMON	1/31/12
	6194	80 NEW BRIDGE RD.	BERGENFIELD	NJ	KLINGENSMITH ASSOCIATES, LLC	1/31/12