

EXHIBIT A TO MOTION

PROPOSED ORDER

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

	:	Chapter 11
In re:	:	
	:	Case No. 15-12220 (CSS)
FRESH & EASY, LLC, ¹	:	
	:	
Debtor.	:	Docket Ref. No. _____
	:	

ORDER, PURSUANT TO SECTIONS 105(a), 365(a), AND 554 OF THE BANKRUPTCY CODE, AND BANKRUPTCY RULE 6004, AUTHORIZING THE DEBTOR TO REJECT CERTAIN UNEXPIRED LEASES AND SUBLEASES OF NONRESIDENTIAL REAL PROPERTY, *NUNC PRO TUNC* TO THE PETITION DATE, AND ABANDON ANY PROPERTY THAT REMAINS ON THE PREMISES COVERED BY SUCH LEASES AND SUBLEASES

Upon consideration of the motion (the "Motion")² of the above-captioned debtor and debtor in possession (the "Debtor") for entry of an order authorizing the Debtor (a) to reject certain Leases, *nunc pro tunc* to the Petition Date, and (b) to reject certain Subleases, *nunc pro tunc* to the Petition Date, and (c) abandon, effective as of the Petition Date, any personal property that remains on the premises subject to the Leases or Subleases, all as more fully described in the Motion; and upon consideration of the First Day Declaration; and it appearing that the relief requested is in the best interests of the Debtor’s estate, its creditors and other parties in interest; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and consideration of the Motion and the relief requested therein being a core

¹ The last four digits the Debtor’s federal taxpayer identification number are 8906. The Debtor’s mailing address is 20101 Hamilton Avenue, Suite 350, Torrance, CA 90502.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

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 under the particular circumstances, and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Leases listed in Schedule 1 hereto, are deemed rejected, *nunc pro tunc* to the Petition Date.
3. The Subleases listed in Schedule 2 hereto, are deemed rejected, *nunc pro tunc* to the Petition Date.
4. Nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtor may have to dispute or contest the amount of or basis for any claims asserted against the Debtor arising in connection with the rejection of the Leases and Subleases, or as an admission as to the validity or priority of any claim against the Debtor.
5. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any contract pursuant to section 365 of the Bankruptcy Code and all such rights are reserved.
6. Notice of the Motion as provided therein shall be deemed good and sufficient notice, and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice or otherwise deemed waived to the extent applicable.
7. Notwithstanding Bankruptcy Rule 6004(h) to the extent applicable, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

9. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Dated: November __, 2015
Wilmington, Delaware

The Honorable Christopher S. Sontchi
United States Bankruptcy Judge

SCHEDULE 1

REJECTED LEASES

Fresh & Easy, LLC
 Schedule 1 to Order - Rejected Leases

Store Location	Primary Contact	Address	Secondary Contact
1002 - Imperial & Santa Gertrudes 15745 Imperial Hwy La Mirada, CA 90638	SORAYA, LLC, ATTN: Dr. Ruben Melamed	4801 W Jefferson Blvd. Los Angeles, CA 90016	
1009 - Valley View & La Palma 7880 Valley View St. Buena Park, CA 90620	Ethanson Investments, LLC	46 E. Peninsula Center #366 Rolling Hills Estates, CA 90274	
1011 - Tropicana & Jones 6115 W. Tropicana Ave., #P-100 Las Vegas, NV 89103	Trop & Jones, LLC	16126 Sherman Way Van Nuys, CA 91406	
1016 - Foothill Blvd & Second Ave 133 E Foothill Arcadia, CA 91006	Highlander Center LLC, c/o Globe Properties/DHM Development	9320 Wilshire Blvd., Suite 208 Beverly Hills, CA 90212	
1050 - Perris & Iris 16100 Perris Boulevard Moreno Valley, CA 92551	IRIS Partners, LLC, c/o Wes Fifield	2005 Winston Court Upland, CA 91784	Bill Buckner 3146 Redhill Ave., Suite 200 Costa Mesa, CA 92626
1051 - Centennial & Simmons 6305 Simmons St. North Las Vegas, NV 89031	Net Lease Partners, Inc. ATTN: Ronald Max	381 Half Day Road, #321 Buffalo Grove, IL 60089	Katherine L. Bishop, Esq. 25 Black Reach Rehoboth Beach, DE 19971 George G. Roberts Inter Vivos Trust, c/o David G. Emmert, Trustee 218 Kriders Church Road Westminster, MD 21158
1064 - Beck Ave & W Texas St 649 Beck Ave. Fairfield, CA 94533	Tallen Keshen Bay Area Retail, LLC, ATTN: Terrence Tallen	2136 Glasgow Ave. Cardiff By The Sea, CA 92007	Mary Anne Keshen, Esq 6219 Ramirez Mesa Dr. Malibu, CA 90265
1077 - Wendy Drive & Old Conejo Rd 727 N Wendy Drive Newbury Park, CA 91320	Wendy-Veto, LLC, c/o Toibb Enterprises, Inc., ATTN: Don Kinder	6355 Topanga Canyon Blvd., Suite 335 Woodland Hills, CA 91367	RL Fein Inc., A Prof. Corp. 6355 Topanga Canyon Blvd., Suite 335 Woodland Hills, CA 91367
1082 - Warner & Bushard 9380 Warner Avenue Fountain Valley, CA 92708	R&R Management, LLC	3415 S. Sepulveda Blvd., Suite #650 Los Angeles, CA 90034	
1093 - Scottsdale Rd & Shea Blvd 7127 E. Shea Blvd Scottsdale, AZ 85253	B & L Realty Associates VI, LLC, ATTN: Basil Christopoulos	43 Panoramic Way Walnut Grove, CA 94595	

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1103 - Baseline Rd & Kyrene Rd 425 W. Baseline Rd. Tempe, AZ 85283	VFR&P Properties, LLC, ATTN: Nancy Fagan, Administrator	PO Box 10570 Phoenix, AZ 85064-0570	
1108 - Chino Hills Pkwy & Eucalyptus Ave 2569 Chino Hills Pkwy, Suite A Chino Hills, CA 91709	Gordan Ranch Market Place, LLC	1100 E. Orangethorpe Ave., Suite 250 Anaheim, CA 92801	
1111 - Grand Ave & Gladstone 1321 South Grand Avenue Glendora, CA 91740	Special Services Asset Management Company	333 S. Hope Street, 14th Floor Los Angeles, CA 90071	
1122 - Winter Gardens & Woodside 9720 Wintergardens Blvd. Lakeside, CA 92040	MAR, LLC dba Central Lakeside Shopping Center	331 N. Atlantic Blvd., #200 Monterey Park, CA 91754	
1146 - 12th St & Bell Rd 1209 E Bell Rd Phoenix, AZ 85022	German Dobson CVS, L.L.C., CVS#0785151C (F&E#1146)	CVS, c/o Lease Administration, One CVS Drive, Mail Code 1105; Woonsocket, RI 02895	
1147 - H St & North Ave 1009 North H Street, Suite A Lompoc, CA 93436	Jewelry Center, LLC, ATTN: Alon Hakakian	410 South Beverly Drive Beverly Hills, CA 90212	Refoua LLC, ATTN: Maurice Refoua 410 South Beverly Drive Beverly Hills, CA 90212 Law Offices of Robert P. Friedman, ATTN: Robert P. Friedman 827 Moraga Drive Bel Air, CA 90049
1153 - Diablo Rd & Hwy 680 460 Diablo Blvd. Danville, CA 94526	Green Valley Shopping Center Limited, , c/o Asset Management Group	7855 Ivanhoe Ave., Suite 333 La Jolla, CA 92037	La Jolla Management Company, ATTN: Nancy J. Casale, Property Manager 440-B Sycamore Valley Road West Danville, CA 94526
1155 - Limonite Ave & Clay St 8082 LIMONITE AVE Jurupa Valley, CA 92509	Kite Family LP Etal	2 Renata Newport Beach, CA 92657	
1157 - Cedar Ave & Nees Ave 8059 North Cedar Avenue Fresno, CA 93720	Ponder LLC	339 El Portal Drive Pismo Beach, CA 93449	
1167 - Ontario & Rimpau 1215 E. Ontario Ave Corona, CA 92881	PRIJL-Corona, LLC, c/o Pacific Retail Partners	5225 Canyon Crest Drive, Suite 355 Riverside, CA 92507	Freeman, Freeman & Smiley LLP, ATTN: Glenn Sherman 1888 Century Park East, Suite 1900 Los Angeles, CA 90067

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1187 - Arlington & Madison 4090 Madison St. Riverside, CA 92504	Arlington Square L.P., c/o Newmark Merrill Companies, LLC, ATTN: Sanford D. Sigal	5850 Canoga Ave., Suite 650 Woodland Hills, CA 91367	Arlington Square L.P., c/o Newmark Merrill Companies, LLC, ATTN: James Patton 5850 Canoga Ave., Suite 650 Woodland Hills, CA 91367
1221 - Ygnacio Valley & San Carlos Dr 1827 Ygnacio Valley Rd. Walnut Creek, CA 94598	FW CA-YGNACIO PLAZA, LLC, c/o Regency Centers Corporation, ATTN: Lease Administration	One Independent Drive, Suite 114 Jacksonville, FL 32202	Freeman, Freeman & Smiley LLP, ATTN: Glenn Sherman 1888 Century Park East, Suite 1900 Los Angeles, CA 90067
1224 - Camino Del Norte & Dove Canyon Rd 16617 Dove Canyon Rd San Diego, CA 92127	Buie 4-S Center 2, LLC, c/o Pacific West Asset Management Corp	PO Box 19068 Irvine, CA 92623-9068	FW CA-YGNACIO PLAZA, LLC, c/o Regency Centers Corporation, ATTN: Legal Department One Independent Drive, Suite 114 Jacksonville, FL 32202
1225 - Rose Ave. & Gonzales Rd. 1710 E Gonzales Rd Oxnard, CA 93036	John McGrath Family Partnership, c/o Parkstone Companies, ATTN: Mike Penrod	860 Hampshire Road, Suite U Westlake, CA 91361	Buie 4-S Center 2, LLC, ATTN: Ann Forella, CSM 28281 Crown Valley Parkway, Suite 200 Laguna Niguel, CA 92677
1252 - Charleston Blvd & Sloan Ln 5755 E. Charleston Blvd. Las Vegas, NV 89142	Daniel J. DiCarlo, Successor Trustee of the Salvador S. Sanchez 2008 Trust	3675 Ruffin Road, Ste 110 San Diego, CA 92123	Lowthorpe, Richards, McMillan, Miller & Templeman, P.C., ATTN: Kenneth M. High, Esq. 300 Esplanade Drive, Suite 850 Oxnard, CA 93030
1254 - Shaw Ave & West Ave 2047 W Shaw Ave Fresno, CA 93711	Hinds Investment, L.P., c/o Daytom Enterprises	9720 Wilshire Blvd., Suite 204 Beverly Hills, CA 90212	Musick, Peeler and Garrett LLP, ATTN: Laura K. McAvoy 2801 Townsgate Road, Suite 200 Westlake Village, CA 91361
1268 - Herndon Ave & Fowler Ave 1725 Herndon Avenue Clovis, CA 93611	Buchanan Crossroads II, LP	7090 N. Marks Avenue, Suite 102 Fresno, CA 93711	Beberman, Stoffel & Beberman, ATTN: James Jay Stoffel 7676 Hazard Center Dr., Suite 500 San Diego, CA 92108
1271 - Rosewood & Santa Rita 3903 Santa Rita Rd. Pleasanton, CA 94588	Birmor Rose Pavilion, LP, c/o Brixmor Property Group, ATTN: Legal Department	420 Lexington Ave., 7th Floor New York, NY 10170	Brixmor Rose Pavilion, LP, c/o Brixmor Property Group, ATTN: Regional Counsel 40 Skokie Blvd., Suite 600 Northbrook, IL 60062
1287 - California Ave & Stockdale Hwy 5190 Stockdale Highway Bakersfield, CA 93309	Stockdale Plaza LLC	555 Twin Dolphin Drive, Suite 600 Redwood City, CA 94065	

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1296 - Elmira & Nut Tree 615 Elmira Rd. Vacaville, CA 95687	General Counsel c/o Lewis Operating Corp.	1156 N. Mountain Ave. Upland, CA 91786-3633	
1307 - Hesperian & A 19691 Hesperian Blvd Hayward, CA 94541	BDC Skywest LP, c/o Browman Development, Co., Inc.	1556 Parkside Drive Walnut Creek, CA 94596	
1312 - California Blvd. & Lake Ave. 603 S Lake Ave Pasadena, CA 91106	Furst Enterprises, ATTN: Matthew Rodman	8955 National Blvd. Los Angeles, CA 90034	
1329 - 91st Ave & Union Hills Dr. 9093 W Union Hills Dr Peoria, AZ 85382	CVS, c/o Lease Administration, CVS#0006451B (F&E#1329)	One CVS Drive, Mail Code 1105 Woonsocket, RI 02895	
1331 - 48th St & Ray Rd 4816 E Ray Road Phoenix, AZ 85044	TSA Stores, Inc., ATTN: Legal Department	1050 West Hampden Ave Englewood, CO 80110	TSA Stores, Inc., ATTN: Property Management 1050 West Hampden Ave Englewood, CO 80110
1343 - El Toro Rd & Trabuco Rd 22475 El Toro road Lake Forest, CA 92630	Walgreen Co., ATTN: Robert Silverman, Div. VP	104 Wilmot Rd MS #1420 Deerfield, IL 60015	Walgreen Co., ATTN: Jennifer Mulcrone, Dir. Of RE Law 104 Wilmot Rd MS #1420 Deerfield, IL 60015
1356 - Telegraph Rd & Day Rd 5101 Telegraph Rd Ventura, CA 93003	MJL Capital Partners, LLC	315 South Beverly Drive, Suite 310 Beverly Hills, CA 90212	
1409 - Tampa Ave & Nordhoff St 19350-A W Nordhoff Street Los Angeles, CA 91324	TKG Nordhoff-Tampa Plaza, LLC, c/o TKG Management, Inc.	211 North Stadium Blvd., Suite 201 Columbia, MO 65203	
1435 - College Blvd & Oceanside Blvd 4131 Oceanside Blvd. Oceanside, CA 92056	College/Oceanside Southwest, LLC, c/o Commercial Facilities, Inc.	10951 Sorrento Valley Road, Suite 2A San Diego, CA 92121	
1444 - Alameda St & Florence Ave 7600 S. Alameda St. Walnut Park, CA 90255	La Alameda, LLC, c/o Primestore Development, Inc.	201 S. Figueroa Street, Suite 300 Los Angeles, CA 90012	
1472 - 6th St & Gaffey St 603 S. Gaffey Street San Pedro, CA 90731	Rich Development, LLC, c/o JW Rich Investment Company	1000 N. Western Ave., Suite 200 San Pedro, CA 90732	Buckner, Alani & Mirkovich, ATTN: William D. Buckner, Esq. 3146 Redhill Ave., Suite 200 Costa Mesa, CA 92626

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1477 - Pacific Coast Hwy & Main St 800 Pacific Coast Highway Seal Beach, CA 90740	Victoria Land Partners, LP, c/o The Midtown Niki Group, ATTN: David Trakman	9171 Towne Centre Drive, Suite 335 San Diego, CA 92122	
1491 - Ventura Blvd & Haskell Ave 15630 Ventura Blvd. Encino, CA 91436	Capri Global Management LLC, ATTN: Luz Quinones	115 Jensen Court, Suite 104 Thousand Oaks, CA 91360	Explica Law Group, ATTN: Manny J. Diaz, Esq. 16130 Ventura Blvd., Suite 500 Encino, CA 91436

SCHEDULE 2

REJECTED SUBLEASES

Fresh & Easy, LLC
 Schedule 2 to Order - Rejected Subleases

Store Location	Subtenant	Subtenant Address	Secondary Contact
21016 - Dollar Tree 133 E Foothill Arcadia, CA 91006	Dollar Tree Stores, Inc.	500 Volvo Parkway Chesapeake, VA 23320	Hofheimer Gartlir & Gross, LLP c/o Scott Kipnis, Esq. 530 5th Avenue, 9th Floor New York, NY 10036
21221 - General Nutrition Corp 1821 Ygnacio Valley Rd. Walnut Creek, CA 94598	General Nutrition Corporation	300 Sixth Avenue Attn: Real Estate Counsel Pittsburgh, PA 15222	
21307 - Carter's Retail, Inc. 19681 Hesperian Blvd Hayward, CA 94541	Carter's Retail, Inc.	1170 Peachtree Street Suite 900 Attn: Retail Lease Administration Atlanta, GA 30309	Carter's Retail, Inc. One Waterview Drive Attn: President Shelton, CT 06484