

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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 In re : Chapter 11
 :
 AFA INVESTMENT INC., *et al.*,¹ : Case No. 12-11127 (MFW)
 :
 Debtors. : Jointly Administered
 :
 : Re: Docket Nos. 1393, 1394
 :
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**NOTICE OF COMMITTEE SUPPORT LETTER
REGARDING FIRST AMENDED JOINT CHAPTER 11
PLAN OF LIQUIDATION OF DEBTORS AND DEBTORS IN POSSESSION**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On January 18, 2014, the above-captioned debtors (collectively, the "Debtors") filed the First Amended Joint Chapter 11 Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 1393) (the "Plan") and the Disclosure Statement with Respect to First Amended Joint Chapter 11 Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 1394) (the "Disclosure Statement").

2. On January 16, 2014, the Court entered the Order (A) Scheduling Combined Hearing on Approval of Disclosure Statement and Confirmation of Plan of Liquidation, (B) Establishing Procedures for Solicitation and Tabulation of Votes on Plan and (C) Approving Related Dates, Forms and Procedures (Docket No. 1387) (the "Solicitation Procedures Order").

¹ The Debtors are the following nine entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): AFA Investment Inc. (0331); American Foodservice Corporation (1780); American Fresh Foods, Inc. (7389); American Fresh Foods, L.P. (7302); AFA Foods, Inc. (0429); American Fresh Foods, LLC (7301); Fairbank Reconstruction Corporation (2405); American Foodservice Investment Company, LLC (9525); and United Food Group LLC (7584). Each of the Debtors was formerly located at 860 First Avenue, Suite 9A, King of Prussia, Pennsylvania 19406.



3. Pursuant to paragraph 3 of the Solicitation Procedures Order, the Court approved the contents of the Solicitation Packages (as defined in the Solicitation Procedures Order), which include "any letter(s) from the Debtors, the Committee or the other Global Settlement Parties setting forth their recommendations with respect to the Plan" Solicitation Procedures Order, at Exhibit B .

4. Consistent with the authority granted in the Solicitation Procedures Order, the Official Committee of Unsecured Creditors prepared a letter in support of the Plan for inclusion in the Solicitation Packages (the "Committee Support Letter"). The Committee Support Letter encourages holders of claims in Class 4 under the Plan to vote to accept the Plan. The Committee Support Letter was included in Solicitation Packages sent to holders of claims in Class 4 under the Plan.

5. A copy of the Committee Support Letter is attached hereto as Exhibit A.

Dated: February 12, 2014
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Peter J. Keane

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ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

January 20, 2014

To: Holders of Class 4 Claims of AFA Investment Inc., *et al.*

Re: *AFA Investment Inc., et al.*

(Case No. 12-11127) (Jointly Administered)

Statement of Official Committee of Unsecured Creditors in Support of First Amended Joint Chapter 11 Plan of Liquidation of Debtors and Debtors in Possession filed on January 18, 2014

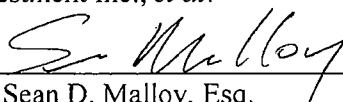
Dear Creditor:

We are counsel to the Official Committee of Unsecured Creditors (the "Committee") of AFA Investment Inc., *et al.* (collectively, the "Debtors") in their chapter 11 cases pending before Judge Walrath in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On April 12, 2012, the Committee was appointed by the Office of the United States Trustee for the District of Delaware. We write in connection with the solicitation of ballots to accept or reject the First Amended Joint Chapter 11 Plan of Liquidation of Debtors and Debtors in Possession filed on January 18, 2014 (the "Plan").

From the onset of the bankruptcy cases, the amounts owed by the Debtors to their secured creditors greatly exceeded the funds available for distribution to creditors. Accordingly, in June 2013, the Committee and the Debtors, among other parties, entered into a Global Settlement,¹ which provides for the secured creditors to give up certain rights, thus making funds available for other creditors of the estates. As set forth in the Debtors' Disclosure Statement, it is anticipated that the Global Settlement will result in a distribution to holders of claims who are creditors that supplied goods within the 20 days before the Debtors filed their bankruptcy petitions ("Class 4 Claims"). Although the projected distribution to holders of Allowed Class 4 Claims is modest, and it is unlikely that the Global Settlement will provide a distribution to general unsecured creditors, in the absence of such agreement there would be no prospect for any creditor other than the secured creditors to receive a distribution. Accordingly, the Committee supports confirmation of the Plan as it helps facilitate the Global Settlement, which the Committee believes provides for the best possible result for both general unsecured creditors and holders of Allowed Class 4 Claims. The Committee recommends that holders of Class 4 Claims review the Plan and Disclosure Statement enclosed herewith and vote to accept the Plan.

The voting deadline is February 21, 2014. Please complete and submit your ballots in accordance with the instructions contained in this solicitation package so that they are received no later than the voting deadline. Please contact the undersigned with any questions regarding this matter.

Official Committee of Unsecured Creditors of AFA Investment Inc., *et al.*

By:  _____

Sean D. Malloy, Esq.

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¹ Capitalized terms not defined herein have the meanings provided in the First Amended Joint Chapter 11 Plan of Liquidation of Debtors and Debtors in Possession filed on January 18, 2014.