

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., et al.,  
Debtors

Case No. 15-23007 (RDD)  
Reporting Period: August 15, 2015 - September 12, 2015

Federal Tax I.D. # xx-xxx0974

**CORPORATE MONTHLY OPERATING REPORT**

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CONT)</a>	X	
Copies of bank statements			X
Cash disbursements journals			X
Statement of Operations	<a href="#">MOR-2</a>	X	
Balance Sheet	<a href="#">MOR-3</a>	X	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	X	
Copies of IRS Form 6123 or payment receipt			X
Copies of tax returns filed during reporting period			X
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>	X	
Listing of Aged Accounts Payable			
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Payments to Insiders and Professional	<a href="#">MOR-6</a>	X	
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>	X	
Debtor Questionnaire	<a href="#">MOR-7</a>	X	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor \_\_\_\_\_

Date \_\_\_\_\_

Signature of Authorized Individual /s/ Timothy J. Carnahan

Date 10/26/2015

Printed Name of Authorized Individual Timothy J. Carnahan

Date 10/26/2015

**Bank Account Reconciliations**

MOR 1

(Unaudited)

Case No.	Debtors	Bank Account	Account Name	Bank Name	Balance per GL <sup>1</sup>	Balance Per Bank
15-23007	The Great A&P Tea Co, Inc	38230178	Cigna Impess Recovery	Citibank	\$ 1,000	\$ 1,000
15-23007	The Great A&P Tea Co, Inc	38357048	Funding Citibank 38357048 Ci	Citibank	295,671	208,089
15-23007	The Great A&P Tea Co, Inc	38370613	Cigna Impess Disbursement	Citibank	700	700
15-23007	The Great A&P Tea Co, Inc	4123996555	Wells Fargo- Concentration	Wells Fargo	12,456,112	12,456,112
15-23007	The Great A&P Tea Co, Inc	4123996605	Wells Fargo Direct Deposit	Wells Fargo	130,610,222	130,610,222
15-23007	The Great A&P Tea Co, Inc	4559609433	Wells Fargo Utility Assurance	Wells Fargo	1,923,813	1,923,813
15-23007	The Great A&P Tea Co, Inc	4124046996	Store Deposits - Waldbaums	Wells Fargo	289,659	-
15-23007	The Great A&P Tea Co, Inc	4124047002	Paypal Food Emporium	Wells Fargo	18,208	-
15-23007	The Great A&P Tea Co, Inc	4124047002/4137939732 & all sub accts	Store Deposits Food Emporium	Wells Fargo	105,047	-
15-23007	The Great A&P Tea Co, Inc	4124047028	Store Deposits Pathmark	Wells Fargo	1,317,976	-
15-23007	The Great A&P Tea Co, Inc	4124056912	Store Deposits A&P	Wells Fargo	390,139	-
15-23007	The Great A&P Tea Co, Inc	4124056938	Paypal A&P	Wells Fargo	14,768	-
15-23007	The Great A&P Tea Co, Inc	4123996613	Wells Fargo - EFT	Wells Fargo	(106,014)	-
15-23007	The Great A&P Tea Co, Inc	4124056938	Store Debit Credit A&P	Wells Fargo	15,957,862	-
15-23007	The Great A&P Tea Co, Inc	4124056946	Paypal Waldbaums	Wells Fargo	31,314	-
15-23020	Pathmark Stores, Inc	4124056946	Store Debit Credit Parthmark	Wells Fargo	8,043,128	-
15-23007	The Great A&P Tea Co, Inc	4124056979	Cash Deposits	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	4126815489	Store Deposits Superfresh	Wells Fargo	57,602	-
15-23007	The Great A&P Tea Co, Inc	4123996621	Wells Fargo - Store Sales Tax	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	4123996597	Bank of America 442716358	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	4127145472	JP Morgan Chase - NY Bottle	Wells Fargo	-	351,753
15-23007	The Great A&P Tea Co, Inc	4127145480	JP Morgan Chase - CT Bottle	Wells Fargo	-	8,310
15-23007	The Great A&P Tea Co, Inc	9665451465	Wells Fargo Payroll	Wells Fargo	(2,855,075)	(2,897,943)
15-23007	The Great A&P Tea Co, Inc	9667451364	Wells Fargo Payables	Wells Fargo	(6,122,655)	(6,147,320)
15-23007	The Great A&P Tea Co, Inc	000154104381	Bank of America 154104381	Bank of America	381,809	381,809
15-23007	The Great A&P Tea Co, Inc	001054023973	Standard Federal NA / Lockbox	Bank of America	4,331	4,331
15-23007	The Great A&P Tea Co, Inc	455646-F	Lake Region Bank - Returned	Lake Region Bank	(5,435)	14,565
15-23007	The Great A&P Tea Co, Inc	xxxx3938	Bank of America	Bank of America	-	-
15-23007	The Great A&P Tea Co, Inc	xxxx6520	Wells Fargo	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	xxxx6156/6169/0681/2030/3932	Bank of America	Bank of America	-	-
15-23007	The Great A&P Tea Co, Inc	xxxx7004/6998	Lottery Accts	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	xxxx7036	NY Transit Acct	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	xxxx6912	Aetna Insurance payments	Wells Fargo	-	-
<b>Subtotal</b>					<b>\$ 162,810,179</b>	<b>\$ 136,915,442</b>
			Cash Carried In Store Div	CASH HELD IN ALL STORES		
			Cash Carried In Store Div	CASH HELD IN ALL STORES	494,040	-
			Cash Carried In Store Div	CASH HELD IN ALL STORES	1,142,579	-
			Cash Carried In Store Div	CASH HELD IN ALL STORES	4,294,800	-
			Cash Carried In Store Div	CASH HELD IN ALL STORES	275,510	-
			Cash Carried In Store Div	CASH HELD IN ALL STORES	26,799	-
			Cash Carried In Store Div	CASH HELD IN ALL STORES	3,662,652	-
			Cash Carried In Store Div	CASH HELD IN ALL STORES	530,049	-
			Cash Carried In Store Div	CASH HELD IN ALL STORES	6,741,123	-
			Cash Carried In Store Div	CASH HELD IN ALL STORES	368,523	-
			Amex Vendor Paymt Adv Cas	Western Union	12	-
			Outstanding checks period end	JE	9,045,262	-
			Cash Deposits		2,157	-
		4124056995	JP Morgan Chase - A&P Berm	Wells Fargo	175,245	175,245
		32904	Investment Securities short Term	Mitsubishi UFJ fund Services (Bermuda Ltd)	661,289	663,862
<b>Total Cash &amp; Cash Equivalents</b>					<b>\$ 190,230,220</b>	<b>\$ 137,754,549</b>
15-23007	The Great A&P Tea Co, Inc	21003255004	Valley Nat'l - Tenafly Remediation	Valley National Bank	\$ 310,714	\$ 310,714
15-23011	APW Supermarkets, Inc	12571-29742	Restricted Cash - Escrow - SL	Commonwealth Land Title Insurance Co	165,764	165,805
15-23007	The Great A&P Tea Co, Inc	12571-29648 / 29662	Restricted Cash - Escrow - SL	Commonwealth Land Title Insurance Co	477,710	477,829
15-23014	Food Basics, Inc	12571 - 29780	Restricted Cash - Escrow - SL	Commonwealth Land Title Insurance Co	84,595	84,616
<b>Total Restricted Cash</b>					<b>\$ 1,038,783</b>	<b>\$ 1,038,964</b>

<sup>1</sup> Cash and Cash Equivalents contains amounts for which there is not a physical bank account including store cash, and amounts due from debt/credit card processors.

**Note:**

All bank accounts are reconciled each period when statements are received. The reconciliations are not attached to this Monthly Operating Report, however if the U.S. Trustee requests copies, the Debtors will provide all reconciliations as soon as possible

**Disbursements for the 4 Weeks Ending September 12, 2015**

MOR 1

(Unaudited - \$ in 000s)

Case No.	Debtors	For the 4 Weeks Ending 9/15/2015
15-23006	2008 Broadway, Inc.	\$ -
15-23007	The Great A&P Tea Co. Inc.	114,527
15-23008	A&P Live Better, LLC	1,207
15-23009	A&P Real Property, LLC	-
15-23010	APW Supermarket Corporation	-
15-23011	APW Supermarkets Inc.	14,032
15-23012	Borman's, Inc.	7
15-23013	Delaware County Dairies, Inc.	-
15-23014	Food Basics, Inc.	3,571
15-23015	Kwik Save Inc.	-
15-23016	McLean Avenue Plaza Corp.	-
15-23017	Montvale Holdings, Inc.	-
15-23018	Montvale-Para Holdings, Inc.	12
15-23019	Onpoint, Inc.	-
15-23020	Pathmark Stores, Inc.	33,637
15-23021	Plainbridge LLC	174,630
15-23022	Shopwell, Inc.	4,245
15-23023	Super Fresh Food Markets, Inc.	5,603
15-23024	The Wine Emporium of Westport, Inc.	186
15-23025	Tradewell Foods of Conn., Inc	212
15-23026	Waldbaums, Inc.	1,107
<b>Total</b>		<b>\$ 352,976</b>

**Note:**

Disbursements are shown based on the entity for which they are attributed to, not the entity which made the payment.

**Consolidated Statement of Operations**  
 MOR 2  
 (Unaudited - \$ in 000s)

	All Legal Entities
Sales	\$ 345,476
Cost of merchandise sold	(245,395)
<b>Gross margin</b>	<b>100,081</b>
Store operating, general and administrative expense	(119,893)
<b>(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes</b>	<b>(19,812)</b>
Interest expense	(14,975)
Reorganization items, net	(128)
Interest and dividend income	-
<b>(Loss) income from continuing operations before income taxes</b>	<b>(34,915)</b>
Provision for income taxes	(7)
<b>(Loss) income from continuing operations</b>	<b>(34,922)</b>
(Loss) income from operations of discontinued businesses, net of tax benefit	-
Loss on disposal of discontinued operations, net of tax benefit	(4)
Reorganization items, net of tax provision	-
<b>Income (loss) from discontinued operations</b>	<b>-</b>
<b>Net (loss) income</b>	<b>(34,926)</b>

Consolidated Statement of Operations By Legal Entity

MOR 2

(Unaudited - \$ in 000s)

	APW Supermarkets 15-23011	Bormans Inc 15-23012	Shopwell 15-23022	A&P Real Property, LLC 15-23009	APW Supermarket Corp 15-23010	McLean Avenue Plaza Corp 15-23016	OnPoint, Inc 15-23019	Super Fresh Food Markets 15-23023	The Great A&P Tea Co 15-23007	Wine Emporium 15-23024	Tradewell Food of Conn 15-23025
Sales	\$ 61,612	\$ -	\$ 11,834	\$ -	\$ -	\$ -	\$ -	\$ 24,278	\$ 101,252	\$ 214	\$ 971
Cost of merchandise sold	(42,227)	-	(6,766)	-	-	-	-	(18,082)	(70,621)	(172)	(643)
<b>Gross margin</b>	<b>19,385</b>	<b>-</b>	<b>5,068</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,196</b>	<b>30,631</b>	<b>42</b>	<b>328</b>
Store operating, general and administrative expense	(18,294)	5	(4,862)	-	-	-	-	(7,672)	(38,154)	(40)	(297)
<b>(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes</b>	<b>1,091</b>	<b>5</b>	<b>206</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,475)</b>	<b>(7,523)</b>	<b>2</b>	<b>30</b>
Interest expense	(245)	-	-	-	-	-	-	(125)	(5,754)	-	-
Reorganization items, net	-	-	-	-	-	-	-	-	(128)	-	-
Interest and dividend income	-	-	-	-	-	-	-	-	-	-	-
<b>(Loss) income from continuing operations before income taxes</b>	<b>846</b>	<b>5</b>	<b>206</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,601)</b>	<b>(13,405)</b>	<b>2</b>	<b>30</b>
Provision for income taxes	-	(1)	-	-	-	-	-	-	(1)	-	-
<b>(Loss) income from continuing operations</b>	<b>846</b>	<b>5</b>	<b>206</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,601)</b>	<b>(13,406)</b>	<b>2</b>	<b>30</b>
(Loss) income from operations of discontinued businesses, net of tax benefit	-	-	-	-	-	-	-	-	-	-	-
Loss on disposal of discontinued operations, net of tax benefit	-	(4)	-	-	-	-	-	-	-	-	-
Reorganization items, net of tax provision	-	-	-	-	-	-	-	-	-	-	-
<b>Income (loss) from discontinued operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net (loss) income</b>	<b>\$ 846</b>	<b>\$ -</b>	<b>\$ 206</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (1,601)</b>	<b>\$ (13,406)</b>	<b>\$ 2</b>	<b>\$ 30</b>

**Consolidated Statement of Operations By Legal En**  
MOR 2  
(Unaudited - \$ in 000s)

	Waldbaums Inc 15-23026	US Food Basics 15-23014	Pathmark Inc 15-23020	Plainbridge 15-23021	Delaware County Dairy 15-23013	A&P LiveBetter LLC 15-23008	Montvale-Para Holdings, Inc 15-23018	Kwik Save Inc 15-23015	2008 Broadway 15-23006	Montvale Holdings, Inc 15-23017	TOTAL
Sales	\$ 1,376	\$ 11,861	\$ 126,316	\$ -	\$ -	\$ 5,762	\$ -	\$ -	\$ -	\$ -	\$ 345,476
Cost of merchandise sold	(897)	(9,548)	(92,375)	-	-	(4,064)	-	-	-	-	(245,395)
<b>Gross margin</b>	<b>479</b>	<b>2,313</b>	<b>33,941</b>	<b>-</b>	<b>-</b>	<b>1,698</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100,081</b>
Store operating, general and administrative expense	(525)	(2,430)	(43,686)	(121)	-	(3,812)	(5)	-	-	-	(119,893)
<b>(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes</b>	<b>(46)</b>	<b>(116)</b>	<b>(9,746)</b>	<b>(121)</b>	<b>-</b>	<b>(2,114)</b>	<b>(5)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(19,812)</b>
Interest expense	(548)	(135)	(1,126)	-	-	-	(7,042)	-	-	-	(14,975)
Reorganization items, net	-	-	-	-	-	-	-	-	-	-	(128)
Interest and dividend income	-	-	-	-	-	-	-	-	-	-	-
<b>(Loss) income from continuing operations before income taxes</b>	<b>(594)</b>	<b>(251)</b>	<b>(10,871)</b>	<b>(121)</b>	<b>-</b>	<b>(2,114)</b>	<b>(7,047)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(34,915)</b>
Provision for income taxes	-	-	-	-	-	-	(5)	-	-	-	(7)
<b>(Loss) income from continuing operations</b>	<b>(594)</b>	<b>(251)</b>	<b>(10,871)</b>	<b>(121)</b>	<b>-</b>	<b>(2,114)</b>	<b>(7,052)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(34,922)</b>
(Loss) income from operations of discontinued businesses, net of tax benefit	-	-	-	-	-	-	-	-	-	-	-
Loss on disposal of discontinued operations, net of tax benefit	-	-	-	-	-	-	-	-	-	-	(4)
Reorganization items, net of tax provision	-	-	-	-	-	-	-	-	-	-	-
<b>Income (loss) from discontinued operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net (loss) income</b>	<b>\$ (594)</b>	<b>\$ (251)</b>	<b>\$ (10,871)</b>	<b>\$ (121)</b>	<b>\$ -</b>	<b>\$ (2,114)</b>	<b>\$ (7,052)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (34,926)</b>

**Consolidated Balance Sheet**

MOR 3

(Unaudited - \$ in 000s)

	All Legal Entities
<b>ASSETS</b>	
<b>Current Assets:</b>	
Cash And Cash Equivalents	\$ 190,230
Restricted Cash	1,039
Accounts Receivable, Net	94,847
Inventories, Net	249,475
Prepaid Expenses And Other Current Assets	32,722
<b>Total Current Assets</b>	<b>568,313</b>
<b>Non-Current Assets:</b>	
Property	
Property Owned, Net	780,483
Property Leased Under Capital Leases, Net	28,129
<b>Property, Net</b>	<b>808,612</b>
Intangible Assets, Net	65,985
Other Assets	73,383
<b>Total Assets</b>	<b>\$ 1,516,293</b>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY (DEFICIT)</b>	
<b>Current Liabilities:</b>	
Debtor-In-Possession Financing Agreement	\$ 100,000
Current Portion Of Long-Term Debt	10,080
Current Portion Of Obligations Under Capital Leases	11,410
Accounts Payable	64,115
Book Overdrafts	9,045
Accrued Salaries, Wages And Benefits	57,790
Accrued Taxes	22,747
Other Accrued Liabilities	111,535
<b>Total Current Liabilities</b>	<b>386,722</b>
<b>Liabilities Subject To Compromise <sup>1</sup></b>	<b>81,827</b>
<b>Non-Current Liabilities:</b>	
Long-Term Debt	1,076,959
Long-Term Obligations Under Capital Leases	53,780
Long-Term Real Estate Liabilities	296,020
Deferred Real Estate Income	11,509
Other Financial Liabilities	10,923
Other Non-Current Liabilities	439,770
Intercompany, Net	0
<b>Total Liabilities Not Subject To Compromise</b>	<b>2,355,294</b>
<b>Total Liabilities</b>	<b>\$ 2,357,511</b>
<b>Stockholders' Equity (Deficit):</b>	
Common Stock	\$ 8
Additional Paid-In Capital	83,614
Accumulated Other Comprehensive Loss	(51,090)
Retained Earnings (Accumulated Deficit)	(873,750)
<b>Total Stockholders' Equity (Deficit)</b>	<b>(841,218)</b>
<b>Total Liabilities And Stockholders' Equity (Deficit)</b>	<b>\$ 1,516,293</b>

<sup>1</sup> Liabilities subject to compromise consists of pre-petition accounts payable and certain other accruals

**Consolidated Balance Sheets**  
MOR 3  
(Unaudited - \$ in 000s)

	APW Supermarkets 15-23011	Bormans Inc 15-23012	Shopwell 15-23022	A&P Real Property, LLC 15-23009	APW Supermarket Corp 15-23010	McLean Avenue Plaza Corp 15-23016	Onpoint, Inc Choice 15-23019	Super Fresh Food Markets 15-23023	The Great A&P Tea Co 15-23007	Wine Emporium 15-23024	Tradewell Food of Conn 15-23025	Waldbaums Inc 15-23026	US Food Basics 15-23014	Pathmark Inc 15-23020
<b>ASSETS</b>														
<b>Current Assets:</b>														
Cash And Cash Equivalents	\$ 3,694	\$ -	\$ 520	\$ -	\$ -	\$ -	\$ -	\$ 1,030	\$ 175,101	\$ 15	\$ 27	\$ 47	\$ 530	\$ 8,059
Restricted Cash	166	-	-	-	-	-	-	-	788	-	-	-	85	-
Accounts Receivable, Net	1,621	34	41	-	-	-	-	1,909	83,205	-	25	1,008	(153)	5,664
Inventories, Net	40,730	-	4,441	-	-	-	-	19,586	82,061	462	643	1,027	5,038	87,009
Prepaid Expenses And Other Current Assets	3,630	-	1,508	-	-	-	-	882	19,719	6	79	479	294	5,959
<b>Total Current Assets</b>	<b>49,840</b>	<b>34</b>	<b>6,510</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,407</b>	<b>360,874</b>	<b>483</b>	<b>774</b>	<b>2,561</b>	<b>5,794</b>	<b>106,691</b>
<b>Non-Current Assets:</b>														
Property														
Property Owned, Net	114,838	2,936	24,583	-	-	-	-	45,286	261,623	322	473	46,520	36,294	229,457
Property Leased Under Capital Leases, Net	-	-	-	-	-	-	-	-	2,763	-	-	-	-	25,366
<b>Property, Net</b>	<b>114,838</b>	<b>2,936</b>	<b>24,583</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45,286</b>	<b>264,386</b>	<b>322</b>	<b>473</b>	<b>46,520</b>	<b>36,294</b>	<b>254,823</b>
Intangible Assets, Net	3,923	-	654	-	-	-	-	1,160	11,493	-	-	-	889	8,488
Other Assets	122	2,629	37	-	-	-	-	145	69,056	-	-	67	119	868
<b>Total Assets</b>	<b>\$ 168,724</b>	<b>\$ 5,600</b>	<b>\$ 31,784</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 69,998</b>	<b>\$ 705,810</b>	<b>\$ 806</b>	<b>\$ 1,246</b>	<b>\$ 49,147</b>	<b>\$ 43,095</b>	<b>\$ 370,870</b>
<b>Liabilities &amp; Stockholders' Equity (Deficit)</b>														
<b>Current Liabilities:</b>														
Debtor-In-Possession Financing Agreement	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 100,000	\$ -	\$ -	\$ -	\$ -	\$ -
Current Portion Of Long-Term Debt	-	-	-	-	-	-	-	-	10,000	-	-	-	80	-
Current Portion Of Obligations Under Capital Leases	852	-	-	-	-	-	-	125	1,779	-	-	-	135	8,518
Accounts Payable	7,873	1	1,482	-	-	-	-	2,014	24,580	45	112	345	391	14,854
Book Overdrafts	-	-	-	-	-	-	-	-	9,045	-	-	-	-	-
Accrued Salaries, Wages And Benefits	9,117	-	2,074	-	-	-	-	2,604	23,581	-	94	124	452	18,751
Accrued Taxes	2,721	-	762	-	-	-	-	510	12,978	22	8	64	506	4,979
Other Accrued Liabilities	4,305	(12)	663	-	-	-	-	2,132	191,569	18	28	33	1,414	9,001
<b>Total Current Liabilities</b>	<b>24,868</b>	<b>(11)</b>	<b>4,981</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,385</b>	<b>373,532</b>	<b>85</b>	<b>242</b>	<b>566</b>	<b>2,978</b>	<b>56,103</b>
<b>Liabilities Subject To Compromise <sup>1</sup></b>	<b>8,539</b>	<b>1</b>	<b>1,997</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,694</b>	<b>22,647</b>	<b>47</b>	<b>134</b>	<b>703</b>	<b>2,326</b>	<b>16,717</b>
<b>Non-Current Liabilities:</b>														
Long-Term Debt	-	-	-	-	-	-	-	-	398,997	-	-	-	316	-
Long-Term Obligations Under Capital Leases	-	-	-	-	-	-	-	-	6,138	-	-	-	-	47,642
Long-Term Real Estate Liabilities	78,153	-	-	-	-	-	-	12,333	103,170	-	-	-	13,144	89,221
Deferred Real Estate Income	-	-	11,509	-	-	-	-	-	-	-	-	-	-	-
Other Financial Liabilities	-	-	-	-	-	-	-	-	1,632	-	-	-	-	-
Other Non-Current Liabilities	33,416	-	11,646	-	-	-	-	7,867	325,385	25	2,021	783	823	10,859
Intercompany, Net	(502,443)	(41)	(378,654)	-	-	-	-	2,439	1,038,901	(314)	(567)	(25,231)	(1,022)	(125,362)
<b>Total Liabilities Not Subject To Compromise</b>	<b>(357,774)</b>	<b>(51)</b>	<b>(348,586)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33,557</b>	<b>2,269,488</b>	<b>(156)</b>	<b>1,808</b>	<b>(23,180)</b>	<b>18,516</b>	<b>94,551</b>
<b>Total Liabilities</b>	<b>(357,468)</b>	<b>(51)</b>	<b>(348,520)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33,718</b>	<b>2,270,403</b>	<b>(156)</b>	<b>1,829</b>	<b>(23,179)</b>	<b>18,565</b>	<b>95,180</b>
<b>Stockholders' Equity (Deficit):</b>														
Common Stock	-	-	-	-	-	-	-	-	361,954	-	-	-	-	-
Additional Paid-In Capital	-	119	-	-	-	-	-	14,677	(77,584)	-	-	-	-	6,221
Accumulated Other Comprehensive Loss	-	-	-	-	-	-	-	-	(51,090)	-	-	-	-	-
Retained Earnings (Accumulated Deficit)	526,192	5,532	380,304	-	-	-	-	21,604	(1,797,872)	962	(583)	72,326	24,530	269,469
<b>Total Stockholders' Equity (Deficit)</b>	<b>526,192</b>	<b>5,651</b>	<b>380,304</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36,281</b>	<b>(1,564,593)</b>	<b>962</b>	<b>(583)</b>	<b>72,326</b>	<b>24,530</b>	<b>275,690</b>
<b>Total Liabilities And Stockholders' Equity (Deficit)</b>	<b>\$ 168,724</b>	<b>\$ 5,600</b>	<b>\$ 31,784</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 69,998</b>	<b>\$ 705,810</b>	<b>\$ 806</b>	<b>\$ 1,246</b>	<b>\$ 49,147</b>	<b>\$ 43,095</b>	<b>\$ 370,870</b>

<sup>1</sup> Liabilities subject to compromise consists of pre-petition accounts payable and certain other accruals

Consolidated Balance Sheets

MOR 3

(Unaudited - \$ in 000s)

	Plainbridge 15-23021	Delaware County Dairy 15-23013	A&P LiveBetter LLC 15-23008	Montvale-Para Holdings, Inc 15-23018	Kwik Save Inc 15-23015	2008 Broadway 15-23006	Montvale Holdings, Inc 15-23017	TOTAL	Foreign	INTERCOMPANY ELIMINATION	All Legal Entities
<b>ASSETS</b>											
<b>Current Assets:</b>											
Cash And Cash Equivalents	\$ -	\$ -	\$ 369	\$ -	\$ -	\$ -	\$ -	\$ 189,392	\$ 838	\$ -	\$ 190,230
Restricted Cash	-	-	-	-	-	-	-	1,039	-	-	1,039
Accounts Receivable, Net	1,463	-	31	-	-	-	-	94,847	-	-	94,847
Inventories, Net	484	-	7,994	-	-	-	-	249,475	-	-	249,475
Prepaid Expenses And Other Current Assets	19	-	147	-	-	-	-	32,722	-	-	32,722
<b>Total Current Assets</b>	<b>1,966</b>	<b>-</b>	<b>8,539</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>567,474</b>	<b>838</b>	<b>-</b>	<b>568,313</b>
<b>Non-Current Assets:</b>											
Property											
Property Owned, Net	4,693	-	13,358	-	-	100	-	780,483	-	-	780,483
Property Leased Under Capital Leases, Net	-	-	-	-	-	-	-	28,129	-	-	28,129
<b>Property, Net</b>	<b>4,693</b>	<b>-</b>	<b>13,358</b>	<b>-</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>808,612</b>	<b>-</b>	<b>-</b>	<b>808,612</b>
Intangible Assets, Net	-	-	39,378	-	-	-	-	65,985	-	-	65,985
Other Assets	-	-	244	98	-	-	-	73,383	-	-	73,383
<b>Total Assets</b>	<b>\$ 6,659</b>	<b>\$ -</b>	<b>\$ 61,518</b>	<b>\$ 98</b>	<b>\$ -</b>	<b>\$ 100</b>	<b>\$ -</b>	<b>\$ 1,515,455</b>	<b>\$ 838</b>	<b>\$ -</b>	<b>\$ 1,516,293</b>
<b>Liabilities &amp; Stockholders' Equity (Deficit)</b>											
<b>Current Liabilities:</b>											
Debtor-In-Possession Financing Agreement	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 100,000	\$ -	\$ -	\$ 100,000
Current Portion Of Long-Term Debt	-	-	-	-	-	-	-	10,080	-	-	10,080
Current Portion Of Obligations Under Capital Leases	-	-	-	-	-	-	-	11,410	-	-	11,410
Accounts Payable	11,638	-	767	-	-	-	-	64,101	15	-	64,115
Book Overdrafts	-	-	-	-	-	-	-	9,045	-	-	9,045
Accrued Salaries, Wages And Benefits	231	-	761	-	-	-	-	57,790	-	-	57,790
Accrued Taxes	67	-	130	(1)	-	-	-	22,747	-	-	22,747
Other Accrued Liabilities	54	-	587	-	-	-	-	209,793	(98,258)	-	111,535
<b>Total Current Liabilities</b>	<b>11,990</b>	<b>-</b>	<b>2,245</b>	<b>(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>484,966</b>	<b>(98,243)</b>	<b>-</b>	<b>386,722</b>
<b>Liabilities Subject To Compromise <sup>1</sup></b>	<b>24,181</b>	<b>-</b>	<b>841</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>81,827</b>	<b>-</b>	<b>-</b>	<b>81,827</b>
<b>Non-Current Liabilities:</b>											
Long-Term Debt	-	-	-	677,646	-	-	-	1,076,959	-	-	1,076,959
Long-Term Obligations Under Capital Leases	-	-	-	-	-	-	-	53,780	-	-	53,780
Long-Term Real Estate Liabilities	-	-	-	-	-	-	-	296,020	-	-	296,020
Deferred Real Estate Income	-	-	-	-	-	-	-	11,509	-	-	11,509
Other Financial Liabilities	-	-	-	9,290	-	-	-	10,923	-	-	10,923
Other Non-Current Liabilities	10	-	637	45,739	-	-	-	439,210	561	-	439,770
Intercompany, Net	(3,935)	811	(5,257)	(493,574)	-	-	-	(494,250)	-	494,250	-
<b>Total Liabilities Not Subject To Compromise</b>	<b>32,204</b>	<b>811</b>	<b>(1,562)</b>	<b>239,100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,958,727</b>	<b>(97,683)</b>	<b>494,250</b>	<b>2,355,294</b>
<b>Total Liabilities</b>	<b>32,247</b>	<b>811</b>	<b>(1,534)</b>	<b>239,100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,960,944</b>	<b>(97,683)</b>	<b>494,250</b>	<b>2,357,511</b>
<b>Stockholders' Equity (Deficit):</b>											
Common Stock	-	-	34,356	8	-	-	-	396,317	-	(396,309)	8
Additional Paid-In Capital	17,043	-	-	24,615	-	-	-	(14,909)	98,523	-	83,614
Accumulated Other Comprehensive Loss	-	-	-	-	-	-	-	(51,090)	-	-	(51,090)
Retained Earnings (Accumulated Deficit)	(42,630)	(811)	28,696	(263,625)	-	100	-	(775,807)	(2)	(97,941)	(873,750)
<b>Total Stockholders' Equity (Deficit)</b>	<b>(25,588)</b>	<b>(811)</b>	<b>63,052</b>	<b>(239,002)</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>(445,489)</b>	<b>98,521</b>	<b>(494,250)</b>	<b>(841,218)</b>
<b>Total Liabilities And Stockholders' Equity (Deficit)</b>	<b>\$ 6,659</b>	<b>\$ -</b>	<b>\$ 61,518</b>	<b>\$ 98</b>	<b>\$ -</b>	<b>\$ 100</b>	<b>\$ -</b>	<b>\$ 1,515,455</b>	<b>\$ 838</b>	<b>\$ -</b>	<b>\$ 1,516,293</b>

<sup>1</sup> Liabilities subject to compromise consists of pre-petition accounts.

**Consolidated Cash Flow**

MOR 3

(Unaudited - \$ in 000s)

	For the 4 Weeks Ended 9/12/2015	
<b>Cash Flows From Operating Activities:</b>		
Net Loss	\$	(34,926)
Adjustments To Reconcile Net Loss To Net Cash (Used In) Provided By Operating Activities:		
Depreciation And Amortization		8,392
Loss on disposal of property and write-down of property, net		(108)
Finite-Lived Intangible Asset And Long-Lived Asset Impairment		4,442
Non-Cash Interest Expense		1,587
Other Changes In Assets And Liabilities:		
(Increase) Decrease In Receivables		(1,547)
Increase (Decrease) In Inventories		21,106
(Increase) In Prepaid Expenses And Other Current Assets		(2,209)
(Increase) In Other Assets		(1,767)
Increase (Decrease) In Accounts Payable		(90,200)
(Decrease) In Bank Overdrafts		835
Increase (Decrease) In Accrued Salaries, Wages And Benefits, And Taxes		(349)
(Decrease) Increase In Other Accruals		2,844
(Decrease) In Other Non-Current Liabilities		84,684
Other Operating Activities, Net		(73)
<b>Net Cash (Used In) Provided By Operating Activities</b>	<b>\$</b>	<b>(7,289)</b>
<b>Cash Flows From Investing Activities:</b>		
Proceeds From Disposal Of Property		1,239
Proceeds From Sale of Pharmacy Assets		8,047
<b>Net Cash Used In Investing Activities</b>	<b>\$</b>	<b>9,286</b>
<b>Cash Flows From Financing Activities:</b>		
Principal Payments On Long-Term Debt	\$	(602)
Proceeds Under Debtor In Possession Financing		-
Principal Payments On Revolving Lines Of Credit		(12,052)
Principal Payments On Long-Term Real Estate Liabilities		(214)
Principal Payments On Capital Leases		(570)
<b>Net Cash (Used In) Provided By Financing Activities</b>		<b>(13,438)</b>
Net (Decrease) Increase In Cash And Cash Equivalents		(11,441)
Cash And Cash Equivalents At Beginning Of The Period		201,671
<b>Cash And Cash Equivalents At End Of The Period</b>	<b>\$</b>	<b>190,230</b>

Status of Post Petition Taxes and Unpaid Post Petition Debts  
 MOR 4  
 (Unaudited)

Status of Post Petition Taxes

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Date Paid	Ending Tax
<b>Withholding</b>					
11-1448599 - Waldbaums (case #15-23026)	\$ 259,854	\$ 1,086,258	\$ 1,037,290	9/9/15	\$ 308,822
13-1703304 - Shopwell (case #15-23027)	70,365	303,216	284,427	9/9/15	89,154
13-1890974 - A & P (case #15-23007)	596,710	1,974,841	1,886,787	9/9/15	684,764
22-2402491 - Superfresh (case #15-23023)	93,624	429,724	363,235	9/9/15	160,113
22-2879612 - Pathmark (case #15-23020)	602,882	2,575,641	2,383,011	9/9/15	795,513
22-3225965 - Plainsbridge (case #15-23021)	8,944	36,377	36,303	9/9/15	9,018
22-3821210 - Food Basics (case #15-23014)	20,427	84,364	81,771	9/9/15	23,020
45-4700799 - A&P Live Better (case #1523008)	24,175	104,566	98,111	9/9/15	30,631
<b>FICA-Employee</b>					
11-1448599 - Waldbaums (case #15-23026)	173,270	704,359	685,933	9/9/15	191,695
13-1703304 - Shopwell (case #15-23027)	53,366	222,736	215,073	9/9/15	61,028
13-1890974 - A & P (case #15-23007)	359,814	1,239,943	1,198,328	9/9/15	401,430
22-2402491 - Superfresh (case #15-23023)	65,911	273,709	255,855	9/9/15	83,765
22-2879612 - Pathmark (case #15-23020)	401,532	1,645,331	1,583,368	9/9/15	463,496
22-3225965 - Plainsbridge (case #15-23021)	7,021	28,264	28,294	9/9/15	6,991
22-3821210 - Food Basics (case #15-23014)	18,421	74,559	73,224	9/9/15	19,756
45-4700799 - A&P Live Better (case #1523008)	16,586	68,749	66,301	9/9/15	19,033
<b>FICA-Employer</b>					
11-1448599 - Waldbaums (case #15-23026)	173,270	704,359	685,933	9/9/15	191,695
13-1703304 - Shopwell (case #15-23027)	53,366	222,736	215,073	9/9/15	61,028
13-1890974 - A & P (case #15-23007)	358,786	1,228,341	1,196,287	9/9/15	390,840
22-2402491 - Superfresh (case #15-23023)	65,911	273,491	255,855	9/9/15	83,548
22-2879612 - Pathmark (case #15-23020)	401,532	1,645,308	1,583,367	9/9/15	463,473
22-3225965 - Plainsbridge (case #15-23021)	7,021	28,264	28,294	9/9/15	6,991
22-3821210 - Food Basics (case #15-23014)	18,421	74,559	73,224	9/9/15	19,756
45-4700799 - A&P Live Better (case #1523008)	16,586	68,749	66,301	9/9/15	19,033
<b>Unemployment</b>					
11-1448599 - Waldbaums (case #15-23026)	4,473	162,085	15,394	9/9/15	151,165
13-1703304 - Shopwell (case #15-23027)	1,116	30,682	3,944	9/9/15	27,853
13-1890974 - A & P (case #15-23007)	6,549	368,950	22,986	9/9/15	352,513
22-2402491 - Superfresh (case #15-23023)	1,860	172,872	6,255	9/9/15	168,478
22-2879612 - Pathmark (case #15-23020)	9,269	403,275	33,148	9/9/15	379,396
22-3225965 - Plainsbridge (case #15-23021)	21	8,691	69	9/9/15	8,643
22-3821210 - Food Basics (case #15-23014)	951	58,712	3,302	9/9/15	56,361
45-4700799 - A&P Live Better (case #1523008)	416	17,545	1,462	9/9/15	16,499
<b>Other:</b>					
Total Federal Taxes	3,892,448	16,327,213	14,468,199		5,751,459
<b>State and Local</b>					
<b>Withholding</b>					
11-1448599 - Waldbaums (case #15-23026)	113,887	467,745	456,148	9/9/15	125,484
13-1703304 - Shopwell (case #15-23027)	35,597	150,562	144,798	9/9/15	41,361
13-1890974 - A & P (case #15-23007)	167,512	550,735	531,544	9/9/15	186,704
22-2402491 - Superfresh (case #15-23023)	39,788	166,901	154,141	9/9/15	52,548
22-2879612 - Pathmark (case #15-23020)	233,994	968,291	926,777	9/9/15	275,508
22-3225965 - Plainsbridge (case #15-23021)	1,776	7,197	7,199	9/9/15	1,775
22-3821210 - Food Basics (case #15-23014)	7,474	30,248	29,693	9/9/15	8,029
45-4700799 - A&P Live Better (case #1523008)	9,185	38,078	36,640	9/9/15	10,623
<b>Unemployment</b>					
11-1448599 - Waldbaums (case #15-23026)	13,785	101,134	52,271	9/9/15	62,648
13-1703304 - Shopwell (case #15-23027)	4,847	34,499	18,608	9/9/15	20,738
13-1890974 - A & P (case #15-23007)	51,700	256,801	169,852	9/9/15	138,649
22-2402491 - Superfresh (case #15-23023)	18,253	23,054	65,288	9/9/15	(23,981)
22-2879612 - Pathmark (case #15-23020)	67,577	356,221	231,007	9/9/15	192,791
22-3225965 - Plainsbridge (case #15-23021)	2,105	8,770	7,645	9/9/15	3,230
22-3821210 - Food Basics (case #15-23014)	4,175	25,339	16,385	9/9/15	13,129
45-4700799 - A&P Live Better (case #1523008)	2,588	15,676	9,790	9/9/15	8,475
<b>Other:</b>					
<b>Sales</b>					
13-1890974 - A & P (case #15-23007)	2,883,855	1,736,302	2,000,291		2,619,866
45-4700799 - A&P Live Better (case #1523008)	120,667	162,151	79,425		203,392
22-3119509 - APW Supermarkets, Inc.	1,184,101	1,276,094	1,491,187		969,009
22-3821210 - Food Basics (case #15-23014)	248,011	128,415	153,637		222,789
13-2650724 - The Old Wine Emporium of Westport, L	23,407	13,724	14,513		22,618
22-2879612 - Pathmark (case #15-23020)	2,365,634	2,072,057	2,270,887		2,066,804
13-1703304 - Shopwell (case #15-23027)	248,150	244,450	324,856		167,745
22-2402491 - Superfresh (case #15-23023)	342,380	238,794	272,096		309,078
06-0565748 - Tradewell Foods of CT., Inc.	18,213	11,246	12,081		17,378
11-1448599 - Waldbaum, Inc.	20,004	5,980	9,792		16,192
<b>Other</b>					
Real Property	3,412,577	6,501,330	2,529,255		7,384,652
Personal Property	(59,784)	-	-		(59,784)
Total State and Local	11,481,459	17,334,251	12,015,804		16,799,907
<b>Total Taxes</b>	<b>\$ 15,373,905</b>	<b>\$ 33,661,464</b>	<b>\$ 26,484,003</b>		<b>\$ 22,551,366</b>

Note:  
 Post Petition taxes for the Debtors, which are not subject to dispute or reconciliation, and are authorized to be paid under the relief granted by the Bankruptcy Court are current. There are no national tax disputes or reconciliations.  
 Other was not included in MOR Per 6.

Summary of Unpaid Post Petition Debts

	Number of Days Past Due					Total
	Current	1-30	31-60	61-90	Over 91	
Accounts Payable, including Rent/Leases for Buildings & Equip and Professional Fees	\$ 39,792,800	\$ 4,801,639	\$ 1,760,101			46,354,540.42
Wages Payable	11,804,179					11,804,178.69
Taxes Payable	22,551,366					22,551,366.06
<b>Total Post Petition Debts</b>						<b>80,710,085.17</b>

Note:  
 Support to these items may be made available upon request  
 Aging is based on vouchered invoices only, all other amounts are shown as current  
 Aged items include certain locations where occupancy has not been paid in closed stores

**Accounts Receivable and Taxes Reconciliation and Aging**  
 MOR 5  
 (Unaudited)

**Accounts Receivable Reconciliation and Aging**

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	\$ 96,083,582
Plus: Amounts billed during the period	77,709,202
Less: Amounts collected during the period	(75,988,041)
Total Accounts Receivable at the end of the reporting period	<b>\$ 97,804,743</b>

Accounts Receivable Aging	0-30 Days	31-60 Days	61-90 Days	91+ Days <sup>1</sup>	Total
0 - 30 days old	\$ 50,197,787				\$ 50,197,787
31 - 60 days old		13,028,880			13,028,880
61 - 90 days old			7,099,247		7,099,247
91+ days old				27,478,829	27,478,829
Total Accounts Receivable	50,197,787	13,028,880	7,099,247	27,478,829	97,804,743
Less: Bad Debts (Amount considered uncollectible)	(49)	(116,611)	(590,941)	(2,250,278)	(2,957,878)
Net Accounts Receivable	<b>\$ 50,197,738</b>	<b>\$ 12,912,269</b>	<b>\$ 6,508,306</b>	<b>\$ 25,228,552</b>	<b>\$ 94,846,865</b>

<sup>1</sup> \$28M over 90 days represents excess WC/GL insurance as recorded according to the year end actuarial report, offset by corresponding liability.

**Taxes Reconciliation and Aging**

Taxes Payable	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
0 - 30 days old	\$ (22,746,876)				\$ (22,746,876)
31 - 60 days old					-
61 - 90 days old					-
91+ days old					-
Total Taxes Payable					-
Total Taxes Payable	<b>\$ (22,746,876)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (22,746,876)</b>

**Payments To Insiders And Professionals**  
 MOR 6  
 (Unaudited)

**Payments to Insiders**

Insider Payment Summary (Period 7 Only)	
Payroll and Benefits	\$ 389,158

[1] Represents payments made by the debtors to persons considered to be "insiders" under the Bankruptcy Code during the reporting period. The total is shown on a cash basis, reflecting the actual amounts received, net of any applicable taxes, withholdings or other deductions. The total includes regular payroll, fees and expense reimbursements.

[2] Persons included as "insiders" have been included for informational purposes only. The Debtors do not concede or take any position with respect to: (a) such person's influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws or with respect to any theories of liability or for any other purpose. Further, the inclusion of a party as an "insider" in not an acknowledgement or concession that such party is an "insider" under applicable bankruptcy law.

[3] Certain Employee-related obligations, including certain pension contributions, are not being paid by the Debtors on a current basis, as permitted by the Bankruptcy Code.

**Payments to Estate Professionals**

PROFESSIONALS				
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED Period 7	AMOUNT PAID Period 7	TOTAL INCURRED & UNPAID*
Prime Clerk LLC	August 11, 2015	-		
Evercore Group LLC	August 11, 2015	1,000,000	1,000,000	
<b>TOTAL PAYMENTS TO PROFESSIONALS</b>		<b>\$ 1,000,000</b>	<b>\$ 1,000,000</b>	<b>\$ -</b>

[1] As of the date of this MOR, the Debtors have made payments to only the above professionals. On September 2, 2015, the Bankruptcy Court entered the order establishing procedures for interim compensation and reimbursement of expenses of professionals (ECF No. 765). Any payments made by the Debtors to estate professionals will be in accordance with the terms and conditions set forth therein.

**Payments to DIP**

DIP Financing	
	As of 09/12/15
<b>DIP Financing (Fortress)</b>	
Opening Balance	100,000,000
Total Draws	
Paid Down	-
<b>Ending Balance</b>	<b>\$ 100,000,000</b>
Interest Paid (11.25% + LIBOR)	<b>1,020,833</b>
Fees Paid	<b>\$ 2,525,000</b>

**Post-Petition Status Of Secured Notes, Leases Payable And Adequate Protection Payments**

**Period 7 FY2015 - Rent**

MOR 6A

(Unaudited)

**Leases Payable**

The debtors have paid an aggregate of \$13.5 Million in rental obligations in accordance with the terms of certain leases for September 2015.

Operating leases for September have also been paid.

**Adequate Protection**

Adequate Protection Payments	
Name of Creditor	Amount Paid
Wells Fargo - ABL Agent	
Principal	12,051,632
Interest	
Advisor Fees & Costs	212,021
Wells Fargo - Term Agent	
Principal	595,000
Interest	2,422,317
Advisor Fees & Costs	
Fortress	
Principal	
Interest	1,020,833
Advisor Fees & Costs	
Prepetition PIK Notes	
Advisor Fees & Costs	175,204
Prepetition Convertible Notes	
Advisor Fees & Costs	
<b>Total Payments</b>	<b>\$ 16,477,007</b>

**Debtor Questionnaire**  
 MOR 7  
 (Unaudited)

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>		
	Yes	No
1	X (f)	
2		X
3		X
4		X
5		X
6	X (a)	
7	X (b)	
8		X
9		X
10	X (c)	
11		X
12	X (d)	
13		X (g)
14		X
15	X (e)	
16		X
17		X
18		X

**Explanation to "Yes" answers:**

- a As authorized pursuant to various First-Day orders entered by the Court, the Debtors made certain payments on account of prepetition liabilities during the reporting period
- b Intercompany accounts are maintained in accordance with the order approving the Debtors' cash management system
- c Portions of unpaid prepetition real property lease payments may be related to real property taxes that have not been paid
- d As authorized pursuant to certain First-Day orders entered by the Court, the Debtors made certain payments on account of prepetition tax liabilities during the reporting period
- e Debtor-in-possession financing, as authorized by the Court
- f As authorized pursuant to various orders by the court, the Debtor has been selling off stores and assets in those stores
- g This does not include occupancy related costs for closed stores

## GLOBAL NOTES AND STATEMENTS OF LIMITATIONS AND DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORTS

On July 19, 2015 (the “**Commencement Date**”), The Great Atlantic & Pacific Tea Company, Inc. (“**Great Atlantic**”) and certain of its affiliates (collectively, the “**Debtors**” or “**A&P**”),<sup>1</sup> each commenced a voluntary case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 20, 2015, the Bankruptcy Court entered an order authorizing the joint administration of these cases pursuant to Bankruptcy Rule 1015(b). On July 24, 2015, the United States Trustee for Region 2 (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the “**Creditors’ Committee**”).

The Debtors are filing their consolidated monthly operating report (the “**MOR**”) solely for purposes of complying with the monthly operating requirements applicable in the Debtors’ chapter 11 cases. The MOR is in a format acceptable to the U.S. Trustee. The MOR should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

These following notes and statements and limitations should be referred to, and referenced in connection with, any review of the MOR.

1. **Basis of Presentation.** For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include information for Great Atlantic and its Debtor affiliates. The financial statements and information contained herein are unaudited and preliminary. The Debtors are maintaining their books and records in accordance with generally accepted accounting principles (“**GAAP**”) and the information furnished in this MOR uses the companies’ normal accrual method of accounting. In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the MOR.
2. **Reporting Period.** Unless otherwise noted herein, the MOR generally reflects the Debtors’ books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.
3. **Consolidated Entity Accounts Payable and Disbursement Systems.** As described in the Cash Management Motion,<sup>2</sup> the Debtors utilize an integrated, centralized cash management system, in the ordinary course of business, to collect, concentrate, and disburse funds generated by their operations (the “**Cash Management System**”). The Debtors maintain a consolidated accounts payable and disbursements system to pay operating and administrative expenses through various disbursement accounts. In the ordinary course of business, the Debtors maintain business relationships among each other, which result in intercompany receivables and payables (the “**Intercompany Claims**”) arising from intercompany transactions (the “**Intercompany Transactions**”). As set forth more fully in the Debtors’ Cash Management Motion, the primary Intercompany Transactions giving rise to Intercompany Claims are cash

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

<sup>2</sup> Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, 364, 503, and 507 Requesting Interim and Final Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Changes to the Cash Management System in the Ordinary Course of Business, (III) Continue Intercompany Transactions, (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and for Related Relief [ECF No. 5] (the “**Cash Management Motion**”).

receipts activities, disbursement activities, inventory purchases, and expense allocations. Historically, Intercompany Claims are not settled by actual transfers of cash among the Debtors. Instead, the Debtors track all Intercompany Transactions in their accounting system, which concurrently are recorded on the applicable Debtors' balance sheets. Virtually all payments of the Debtors are made by Great Atlantic and charged back to the appropriate Debtor entity. The Debtors have attempted to identify disbursements on an individual Debtor basis. However, because the Debtors generally track and report their financial information on a consolidated basis some errors may exist and adjustments in future reporting may be necessary.

4. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
5. **Debtor in Possession Financing.** On August 12, 2015, the Bankruptcy Court entered the *Final Order Authorizing the Debtors to (A) Obtain Third Lien Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Certain Protections to Prepetition Secured Parties* [ECF No. 531] (the "**DIP Order**"), which approved and authorized the Debtors to obtain \$100,000,000 in secured third priority postpetition financing and to provide the Debtors' prepetition secured parties adequate protection on the terms and conditions set forth in the DIP Order. Please see the DIP Order for additional detail. Descriptions of the Debtors' prepetition debt structure and the collateral relating to the bank debt are contained in the *Declaration of Christopher W. McGarry Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York* [ECF No. 4] (the "**McGarry Declaration**"). As described in the McGarry Declaration, the priority of the Debtors' prepetition bank debt is set forth in that certain intercreditor agreement, dated March 13, 2012 (the "**Intercreditor Agreement**"). The Intercreditor Agreement was superseded, in part, pursuant to the intercreditor arrangements set forth in the DIP Order. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens.
6. **Payment of Prepetition Claims Pursuant to First Day Orders.** Within the first two days of the Debtors' chapter 11 cases, the Bankruptcy Court entered orders (the "**First-Day Orders**") authorizing, but not directing, the Debtors to, among other things, pay certain prepetition (a) service fees and charges assessed by the Debtors' banks and debit and credit card companies; (b) claims of warehousemen and miscellaneous lien claimants; (c) certain insurance obligations; (d) obligations to "critical vendors;" (e) customer programs obligations; (f) employee wages, salaries, and related items, including employee benefit programs and independent contractor obligations; (g) taxes and assessments; and (h) amounts held in trust or on a consignment basis where the company has collected on behalf of a third party. To the extent any payments were made on account of such claims following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in the MOR unless otherwise noted.
7. **Liabilities Subject to Compromise.** As of the conclusion of the reporting period covered by the MOR, no bar date had been set for the filing or assertion of claims against the Debtors. Accordingly, the amounts currently classified as liabilities subject to compromise are estimates and are subject to future change and adjustment.
8. **Reservation of Rights.** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.