

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: October 11, 2015-November 7, 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	MOR-1	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1 (CONT)	X	
Copies of bank statements			X
Cash disbursements journals			X
Statement of Operations	MOR-2	X	
Balance Sheet	MOR-3	X	
Status of Post-petition Taxes	MOR-4	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	MOR-4	X	
Listing of Aged Accounts Payable			
Accounts Receivable Reconciliation and Aging	MOR-5	X	
Taxes Reconciliation and Aging	MOR-5	X	
Payments to Insiders and Professional	MOR-6	X	
Post Petition Status of Secured Notes, Leases Payable	MOR-6	X	
Debtor Questionnaire	MOR-7	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 12/21/2015

Printed Name of Authorized Individual Timothy J. Carnahan

Date 12/21/2015

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**"),¹ 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,² 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

¹ 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.

² 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 this MOR, the last date for the filing or assertion of all claims against the Debtors had not yet passed. 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.

Bank Account Reconciliations

MOR 1

(Unaudited)

Case No.	Debtors	Bank Account	Account Name	Bank Name	Balance per GL ¹	Balance Per Bank
15-23007	The Great A&P Tea Co, Inc	38230178	Cigna Impess Recovery	Citibank	\$ 1,146	\$ 1,000
15-23007	The Great A&P Tea Co, Inc	38357048	Funding Citibank 38357048 Ci	Citibank	222,510	240,144
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	8,788,341	8,788,341
15-23007	The Great A&P Tea Co, Inc	4123996605	Wells Fargo Direct Deposit	Wells Fargo	153,845,281	153,845,281
15-23007	The Great A&P Tea Co, Inc	4559609433	Wells Fargo Utility Assurance	Wells Fargo	2,787,086	2,786,861
15-23007	The Great A&P Tea Co, Inc	4580395895	PACA/PASA Cash	Wells Fargo	20,302,218	20,302,218
15-23007	The Great A&P Tea Co, Inc	4124046996	Store Deposits - Waldbaums	Wells Fargo	186,240	-
15-23007	The Great A&P Tea Co, Inc	4124047002	Paypal Food Emporium	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	4124047002/4137939732 & all sub accts	Store Deposits Food Emporium	Wells Fargo	88,125	-
15-23007	The Great A&P Tea Co, Inc	4124047028	Store Deposits Pathmark	Wells Fargo	194,155	-
15-23007	The Great A&P Tea Co, Inc	4124056912	Store Deposits A&P	Wells Fargo	144,142	-
15-23007	The Great A&P Tea Co, Inc	4124056938	Paypal A&P	Wells Fargo	160	-
15-23007	The Great A&P Tea Co, Inc	4123996613	Wells Fargo - EFT	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	4124056938	Store Debit Credit A&P	Wells Fargo	5,521,808	-
15-23007	The Great A&P Tea Co, Inc	4124056946	Paypal Waldbaums	Wells Fargo	2,085	-
15-23020	Pathmark Stores, Inc	4124056946	Store Debit Credit Parthmark	Wells Fargo	3,709,786	-
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	131,546	-
15-23007	The Great A&P Tea Co, Inc	4123996621	Wells Fargo - Store Sales Tax	Wells Fargo	(6,153)	-
15-23007	The Great A&P Tea Co, Inc	4123996597	Bank of America 442716358	Wells Fargo	(59,046)	-
15-23007	The Great A&P Tea Co, Inc	4127145472	JP Morgan Chase - NY Bottle	Wells Fargo	(13,566)	115,193
15-23007	The Great A&P Tea Co, Inc	4127145480	JP Morgan Chase - CT Bottle	Wells Fargo	(656)	331
15-23007	The Great A&P Tea Co, Inc	9665451465	Wells Fargo Payroll	Wells Fargo	(2,028,366)	(2,068,002)
15-23007	The Great A&P Tea Co, Inc	9667451364	Wells Fargo Payables	Wells Fargo	(5,989,149)	(5,933,391)
15-23007	The Great A&P Tea Co, Inc	000154104381	Bank of America 154104381	Bank of America	285,144	285,144
15-23007	The Great A&P Tea Co, Inc	001054023973	Standard Federal NA / Lockbox	Bank of America	15,529	15,529
15-23007	The Great A&P Tea Co, Inc	4692907462	Bid Deposit	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	4793210790	Future Use	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	4793211004	Future Use	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	381038767018	DIP Financing Account	Bank of America	-	-
15-23007	The Great A&P Tea Co, Inc	455646-F	Lake Region Bank - Returned	Lake Region Bank	4,839	24,839
15-23007	The Great A&P Tea Co, Inc	xxxx3936	Bank of America	Bank of America	-	-
15-23007	The Great A&P Tea Co, Inc	xxxx652C	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	xxxx7004/699E	Lottery Accts	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	xxxx703E	NY Transit Acct	Wells Fargo	-	-
15-23007	The Great A&P Tea Co, Inc	xxxx6912	Aetna Insurance payments	Wells Fargo	-	-
Subtotal					\$ 188,133,904	\$ 178,404,186

			Cash Carried In Store Div	CASH HELD IN ALL STORES		
			Cash Carried In Store Div	CASH HELD IN ALL STORES	146,249	
			Cash Carried In Store Div	CASH HELD IN ALL STORES	571,231	
			Cash Carried In Store Div	CASH HELD IN ALL STORES	915,505	
			Cash Carried In Store Div	CASH HELD IN ALL STORES	247,274	
			Cash Carried In Store Div	CASH HELD IN ALL STORES	-	
			Cash Carried In Store Div	CASH HELD IN ALL STORES	1,157,561	
			Cash Carried In Store Div	CASH HELD IN ALL STORES	357,366	
			Cash Carried In Store Div	CASH HELD IN ALL STORES	3,002,577	
			Cash Carried In Store Div	CASH HELD IN ALL STORES	202,456	
			Amex Vendor Paymt Adv Cas	Western Union	12	
			Outstanding checks period end	JE	8,001,393	
			Cash Deposits		2,332	
		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	661,289
Total Cash & Cash Equivalents					\$ 203,574,393	\$ 179,240,720

15-23007	The Great A&P Tea Co, Inc	21003255004	Valley Nat'l - Tenafly Remediation	Valley National Bank	\$ 311,180	\$ 311,180
15-23011	APW Supermarkets, Inc	12571-29742	Restricted Cash - Escrow - SL	Commonwealth Land Title Insurance Co	165,764	165,764
15-23007	The Great A&P Tea Co, Inc	12571-29648 / 29662	Restricted Cash - Escrow - SL	Commonwealth Land Title Insurance Co	477,710	477,710
15-23014	Food Basics, Inc	12571 - 29780	Restricted Cash - Escrow - SL	Commonwealth Land Title Insurance Co	84,595	84,595
Total Restricted Cash					\$ 1,039,249	\$ 1,039,249

15-23007	The Great A&P Tea Co, Inc	159005	Rent Cure Account	Wells Fargo	\$ 4,456,350	\$ 4,456,350
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¹ 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. Differences between the GL and bank balances are reconciling items typically cleared in the following period. 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. The Rent Cure Account was reported in Other Current Assets on the balance sheets during this reporting period. In the subsequent period, the amounts increased to \$16.0 million

Disbursements for the 4 Weeks Ending November 07, 2015

MOR 1

(Unaudited - \$ in 000s)

Case No.	Debtors	For the 4 Weeks Ending 11/7/2015
15-23006	2008 Broadway, Inc.	\$ -
15-23007	The Great A&P Tea Co. Inc.	72,794
15-23008	A&P Live Better, LLC	1,382
15-23009	A&P Real Property, LLC	-
15-23010	APW Supermarket Corporation	-
15-23011	APW Supermarkets Inc.	12,557
15-23012	Borman's, Inc.	8
15-23013	Delaware County Dairies, Inc.	-
15-23014	Food Basics, Inc.	3,166
15-23015	Kwik Save Inc.	-
15-23016	McLean Avenue Plaza Corp.	-
15-23017	Montvale Holdings, Inc.	-
15-23018	Montvale-Para Holdings, Inc.	-
15-23019	Onpoint, Inc.	-
15-23020	Pathmark Stores, Inc.	29,203
15-23021	Plainbridge LLC	58,341
15-23022	Shopwell, Inc.	4,362
15-23023	Super Fresh Food Markets, Inc.	4,943
15-23024	The Wine Emporium of Westport, Inc.	146
15-23025	Tradewell Foods of Conn., Inc	162
15-23026	Waldbaums, Inc.	937
Total		\$ 188,001

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	\$ 183,535
Cost of merchandise sold	(138,066)
Gross margin	45,469
Store operating, general and administrative expense	134,003
(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes	179,472
Interest expense	(22,869)
Reorganization items, net	(140)
Interest and dividend income	-
(Loss) income from continuing operations before income taxes	156,463
Provision for income taxes	(7)
(Loss) income from continuing operations	156,456
(Loss) income from operations of discontinued businesses, net of tax benefit	-
Loss on disposal of discontinued operations, net of tax benefit	-
Reorganization items, net of tax provision	-
Income (loss) from discontinued operations	-
Net (loss) income	156,456

Reorganization items include US Trustee fees
 Payments to professionals are included in general and administrative expense

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	\$ 32,855	\$ -	\$ 10,475	\$ -	\$ -	\$ -	\$ -	\$ 12,927	\$ 49,145	\$ 206	\$ 244
Cost of merchandise sold	(22,322)	-	(6,238)	-	-	-	-	(9,030)	(41,662)	(166)	(176)
Gross margin	10,533	-	4,236	-	-	-	-	3,898	7,483	41	68
Store operating, general and administrative expense	18,385	-	31,543	-	-	-	-	(5,223)	72,921	(36)	2,659
(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes	28,918	-	35,779	-	-	-	-	(1,325)	80,404	5	2,727
Interest expense	(165)	-	-	-	-	-	-	(41)	(14,241)	-	-
Reorganization items, net	-	-	-	-	-	-	-	-	(140)	-	-
Interest and dividend income	-	-	-	-	-	-	-	-	-	-	-
(Loss) income from continuing operations before income taxes	28,753	-	35,779	-	-	-	-	(1,366)	66,022	5	2,727
Provision for income taxes	-	-	-	-	-	-	-	-	(1)	-	-
(Loss) income from continuing operations	28,753	-	35,779	-	-	-	-	(1,366)	66,021	5	2,727
(Loss) income from operations of discontinued businesses, net of tax benefit	-	-	-	-	-	-	-	-	-	-	-
Loss on disposal of discontinued operations, net of tax benefit	-	-	-	-	-	-	-	-	-	-	-
Reorganization items, net of tax provision	-	-	-	-	-	-	-	-	-	-	-
Income (loss) from discontinued operations	-	-	-	-	-	-	-	-	-	-	-
Net (loss) income	\$ 28,753	\$ -	\$ 35,779	\$ -	\$ -	\$ -	\$ -	\$ (1,366)	\$ 66,021	\$ 5	\$ 2,727

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	\$ 895	\$ 9,044	\$ 63,618	\$ -	\$ -	\$ 4,126	\$ -	\$ -	\$ -	\$ -	\$ 183,535
Cost of merchandise sold	(767)	(6,985)	(47,711)	-	-	(3,012)	-	-	-	-	(138,066)
Gross margin	130	2,060	15,906	-	-	1,114	-	-	-	-	45,469
Store operating, general and administrative expense	4,370	(2,389)	14,040	(85)	-	(2,177)	(5)	-	-	-	134,003
(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes	4,500	(329)	29,947	(85)	-	(1,064)	(5)	-	-	-	179,472
Interest expense	(220)	(135)	(613)	-	-	-	(7,453)	-	-	-	(22,869)
Reorganization items, net	-	-	-	-	-	-	-	-	-	-	(140)
Interest and dividend income	-	-	-	-	-	-	-	-	-	-	-
(Loss) income from continuing operations before income taxes	4,280	(464)	29,334	(85)	-	(1,064)	(7,458)	-	-	-	156,463
Provision for income taxes	(1)	-	-	-	-	-	(5)	-	-	-	(7)
(Loss) income from continuing operations	4,279	(464)	29,333	(85)	-	(1,064)	(7,463)	-	-	-	156,456
(Loss) income from operations of discontinued businesses, net of tax benefit	-	-	-	-	-	-	-	-	-	-	-
Loss on disposal of discontinued operations, net of tax benefit	-	-	-	-	-	-	-	-	-	-	-
Reorganization items, net of tax provision	-	-	-	-	-	-	-	-	-	-	-
Income (loss) from discontinued operations	-	-	-	-	-	-	-	-	-	-	-
Net (loss) income	\$ 4,279	\$ (464)	\$ 29,333	\$ (85)	\$ -	\$ (1,064)	\$ (7,463)	\$ -	\$ -	\$ -	\$ 156,456

Consolidated Balance Sheet

MOR 3

(Unaudited - \$ in 000s)

	All Legal Entities
ASSETS	
Current Assets:	
Cash And Cash Equivalents	\$ 203,574
Restricted Cash	1,039
Accounts Receivable, Net	64,971
Inventories, Net	107,564
Prepaid Expenses And Other Current Assets	38,010
Total Current Assets	415,158
Non-Current Assets:	
Property	
Property Owned, Net	399,257
Property Leased Under Capital Leases, Net	18,956
Property, Net	418,213
Intangible Assets, Net	39,015
Other Assets	56,213
Total Assets	\$ 928,600
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	
Current Liabilities:	
Debtor-In-Possession Financing Agreement	\$ 67,457
Current Portion Of Long-Term Debt	80
Current Portion Of Obligations Under Capital Leases	8,203
Accounts Payable	36,829
Book Overdrafts	8,001
Accrued Salaries, Wages And Benefits	42,885
Accrued Taxes	14,687
Other Accrued Liabilities	106,511
Total Current Liabilities	284,653
Liabilities Subject To Compromise ¹	85,655
Non-Current Liabilities:	
Long-Term Debt	721,293
Long-Term Obligations Under Capital Leases	33,532
Long-Term Real Estate Liabilities	114,139
Deferred Real Estate Income	11,393
Other Financial Liabilities	10,923
Other Non-Current Liabilities	380,423
Intercompany, Net	0
Total Liabilities Not Subject To Compromise	1,556,357
Total Liabilities	\$ 1,642,012
Stockholders' Equity (Deficit):	
Common Stock	\$ 8
Additional Paid-In Capital	83,614
Accumulated Other Comprehensive Loss	(51,234)
Retained Earnings (Accumulated Deficit)	(745,800)
Total Stockholders' Equity (Deficit)	(713,412)
Total Liabilities And Stockholders' Equity (Deficit)	\$ 928,600

¹ Liabilities subject to compromise consists of pre-petition accounts payable and certain other accruals
 Other accruals can be pre-petition and post-petition that are still being analyzed

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
ASSETS														
Current Assets:														
Cash And Cash Equivalents	\$ 1,160	\$ -	\$ 146	\$ -	\$ -	\$ -	\$ -	\$ 519	\$ 197,137	\$ 17	\$ -	\$ -	\$ 357	\$ 3,197
Restricted Cash	166	-	-	-	-	-	-	-	789	-	-	-	85	-
Accounts Receivable, Net	(1,562)	36	12	-	-	-	-	957	69,608	-	3	1,014	(331)	(4,780)
Inventories, Net	18,261	-	1,635	-	-	-	-	14,474	23,582	439	65	(5)	3,499	39,505
Prepaid Expenses And Other Current Assets	3,898	-	2,008	-	-	-	-	844	23,535	6	84	866	248	6,327
Total Current Assets	21,923	36	3,801	-	-	-	-	16,794	314,650	462	151	1,875	3,858	44,249
Non-Current Assets:														
Property														
Property Owned, Net	73,783	2,894	13,826	-	-	-	-	38,493	80,517	319	-	15,605	35,873	122,572
Property Leased Under Capital Leases, Net	-	-	-	-	-	-	-	-	2,694	-	-	-	-	16,261
Property, Net	73,783	2,894	13,826	-	-	-	-	38,493	83,211	319	-	15,605	35,873	138,832
Intangible Assets, Net	3,831	-	638	-	-	-	-	1,132	11,274	-	-	-	873	8,286
Other Assets	122	2,279	37	-	-	-	-	144	52,794	-	-	48	119	427
Total Assets	\$ 99,658	\$ 5,209	\$ 18,303	\$ -	\$ -	\$ -	\$ -	\$ 56,563	\$ 461,929	\$ 781	\$ 151	\$ 17,529	\$ 40,722	\$ 191,795
Liabilities & Stockholders' Equity (Deficit)														
Current Liabilities:														
Debtor-In-Possession Financing Agreement ¹	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 67,457	\$ -	\$ -	\$ -	\$ -	\$ -
Current Portion Of Long-Term Debt	-	-	-	-	-	-	-	-	-	-	-	-	80	-
Current Portion Of Obligations Under Capital Leases	853	-	-	-	-	-	-	125	1,791	-	-	-	135	5,298
Accounts Payable	2,044	1	374	-	-	-	-	281	27,122	64	34	128	(586)	3,263
Book Overdrafts	-	-	-	-	-	-	-	-	8,001	-	-	-	-	-
Accrued Salaries, Wages And Benefits	7,411	-	1,770	-	-	-	-	3,101	14,199	1	35	32	542	14,891
Accrued Taxes	2,163	-	1,125	-	-	-	-	129	6,612	18	5	39	371	4,084
Other Accrued Liabilities	3,760	(36)	874	-	-	-	-	1,650	189,666	17	9	40	569	7,721
Total Current Liabilities	23,187	(34)	5,780	-	-	-	-	8,496	340,774	179	181	975	3,237	46,931
Liabilities Subject To Compromise ¹	7,162	1	1,672	-	-	-	-	3,243	33,269	79	99	737	2,133	12,032
Non-Current Liabilities:														
Long-Term Debt	-	-	-	-	-	-	-	-	23,553	-	-	-	302	-
Long-Term Obligations Under Capital Leases	-	-	-	-	-	-	-	-	6,027	-	-	-	-	27,504
Long-Term Real Estate Liabilities	38,180	-	-	-	-	-	-	8,882	21,332	-	-	-	13,173	32,573
Deferred Real Estate Income	-	-	11,393	-	-	-	-	-	-	-	-	-	-	-
Other Financial Liabilities	-	-	-	-	-	-	-	-	1,632	-	-	-	-	-
Other Non-Current Liabilities	23,244	-	6,099	-	-	-	-	4,329	298,949	25	10	348	819	4,745
Intercompany, Net	(533,073)	(413)	(420,913)	-	-	-	-	(9,051)	1,288,211	(389)	(2,165)	(59,696)	(492)	(233,173)
Total Liabilities Not Subject To Compromise	(448,463)	(447)	(397,640)	-	-	-	-	12,656	1,980,479	(185)	(1,974)	(58,373)	17,040	(121,421)
Total Liabilities	(448,258)	(447)	(397,605)	-	-	-	-	12,689	1,987,822	(185)	(1,974)	(58,372)	17,048	(121,061)
Stockholders' Equity (Deficit):														
Common Stock	-	-	-	-	-	-	-	-	361,954	-	-	-	-	-
Additional Paid-In Capital	-	119	-	-	-	-	-	14,677	(77,584)	-	-	-	-	6,221
Accumulated Other Comprehensive Loss	-	-	-	-	-	-	-	-	(51,234)	-	-	-	-	-
Retained Earnings (Accumulated Deficit)	547,916	5,537	415,908	-	-	-	-	29,198	(1,759,028)	966	2,125	75,901	23,674	306,636
Total Stockholders' Equity (Deficit)	547,916	5,656	415,908	-	-	-	-	43,874	(1,525,893)	966	2,125	75,901	23,674	312,856
Total Liabilities And Stockholders' Equity (Deficit)	\$ 99,658	\$ 5,209	\$ 18,303	\$ -	\$ -	\$ -	\$ -	\$ 56,563	\$ 461,929	\$ 781	\$ 151	\$ 17,529	\$ 40,722	\$ 191,795

1 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
ASSETS											
Current Assets:											
Cash And Cash Equivalents	\$ -	\$ -	\$ 202	\$ -	\$ -	\$ -	\$ -	\$ 202,736	\$ 838	\$ -	\$ 203,574
Restricted Cash	-	-	-	-	-	-	-	1,039	-	-	1,039
Accounts Receivable, Net	264	-	(247)	-	-	-	-	64,971	-	-	64,971
Inventories, Net	484	-	5,627	-	-	-	-	107,564	-	-	107,564
Prepaid Expenses And Other Current Assets	25	-	167	-	-	-	-	38,010	-	-	38,010
Total Current Assets	773	-	5,748	-	-	-	-	414,320	838	-	415,158
Non-Current Assets:											
Property											
Property Owned, Net	4,279	-	10,997	-	-	100	-	399,257	-	-	399,257
Property Leased Under Capital Leases, Net	-	-	-	-	-	-	-	18,956	-	-	18,956
Property, Net	4,279	-	10,997	-	-	100	-	418,212	-	-	418,213
Intangible Assets, Net	-	-	12,980	-	-	-	-	39,015	-	-	39,015
Other Assets	-	-	244	-	-	-	-	56,213	-	-	56,213
Total Assets	\$ 5,052	\$ -	\$ 29,969	\$ -	\$ -	\$ 100	\$ -	\$ 927,761	\$ 838	\$ -	\$ 928,600
Liabilities & Stockholders' Equity (Deficit)											
Current Liabilities:											
Debtor-In-Possession Financing Agreement ¹	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 67,457	\$ -	\$ -	\$ 67,457
Current Portion Of Long-Term Debt	-	-	-	-	-	-	-	80	-	-	80
Current Portion Of Obligations Under Capital Leases	-	-	-	-	-	-	-	8,203	-	-	8,203
Accounts Payable	3,841	-	249	-	-	-	-	36,815	15	-	36,829
Book Overdrafts	-	-	-	-	-	-	-	8,001	-	-	8,001
Accrued Salaries, Wages And Benefits	197	-	707	-	-	-	-	42,885	-	-	42,885
Accrued Taxes	65	-	56	20	-	-	-	14,687	-	-	14,687
Other Accrued Liabilities	39	-	461	-	-	-	-	204,769	(98,258)	-	106,511
Total Current Liabilities	28,567	-	2,267	20	-	-	-	460,549	(98,243)	-	362,305
Liabilities Subject To Compromise 1	24,417	-	811	-	-	-	-	85,655	-	-	85,655
Non-Current Liabilities:											
Long-Term Debt	-	-	-	697,438	-	-	-	721,293	-	-	721,293
Long-Term Obligations Under Capital Leases	-	-	-	-	-	-	-	33,532	-	-	33,532
Long-Term Real Estate Liabilities	-	-	-	-	-	-	-	114,139	-	-	114,139
Deferred Real Estate Income	-	-	-	-	-	-	-	11,393	-	-	11,393
Other Financial Liabilities	10	-	632	40,653	-	-	-	10,923	-	-	10,923
Other Non-Current Liabilities	-	-	-	-	-	-	-	379,862	561	-	380,423
Intercompany, Net	2,242	811	(32,575)	(493,575)	-	-	-	(494,250)	-	494,250	-
Total Liabilities Not Subject To Compromise	30,810	811	(29,677)	253,826	-	-	-	1,237,442	(97,683)	494,250	1,634,009
Total Liabilities	30,810	811	(29,659)	253,826	-	-	-	1,245,445	(97,683)	494,250	1,642,012
Stockholders' Equity (Deficit):											
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	-	-	-	-	-	-	-	(51,234)	-	-	(51,234)
Retained Earnings (Accumulated Deficit)	(42,801)	(811)	25,272	(278,449)	-	100	-	(647,858)	(2)	(97,941)	(745,800)
Total Stockholders' Equity (Deficit)	(25,759)	(811)	59,627	(253,826)	-	100	-	(317,684)	98,521	(494,250)	(713,412)
Total Liabilities And Stockholders' Equity (Deficit)	\$ 5,052	\$ -	\$ 29,969	\$ -	\$ -	\$ 100	\$ -	\$ 927,761	\$ 838	\$ -	\$ 928,600

1 Liabilities subject to compromise consists of pre-petition account

Consolidated Cash Flow

MOR 3

(Unaudited - \$ in 000s)

	For the 4 Weeks Ended 11/7/2015	
Cash Flows From Operating Activities:		
Net Income/(Loss)	\$	156,454
Adjustments To Reconcile Net Loss To Net Cash (Used In) Provided By Operating Activities:		
Depreciation And Amortization		4,349
Loss on disposal of property and write-down of property, net		(23,579)
Finite-Lived Intangible Asset And Long-Lived Asset Impairment		(57,924)
Non-Cash Interest Expense		(138,986)
Other Changes In Assets And Liabilities:		
(Increase) Decrease In Receivables		23,257
Increase (Decrease) In Inventories		98,885
(Increase) In Prepaid Expenses And Other Current Assets		(6,695)
(Increase) In Other Assets		17,702
Increase (Decrease) In Accounts Payable		(24,095)
(Decrease) In Bank Overdrafts		(4,441)
Increase (Decrease) In Accrued Salaries, Wages And Benefits, And Taxes		(14,929)
(Decrease) Increase In Other Accruals		(3,789)
(Decrease) In Other Non-Current Liabilities		14,717
Other Operating Activities, Net		(72)
Net Cash (Used In) Provided By Operating Activities		\$ 40,854
Cash Flows From Investing Activities:		
Proceeds From Disposal Of Property	\$	337,054
Proceeds From Sale of Pharmacy Assets		22,332
Net Cash Used In Investing Activities		\$ 359,386
Cash Flows From Financing Activities:		
Principal Payments On Long-Term Debt	\$	(266,996)
Proceeds Under Debtor In Possession Financing		(20,987)
Principal Payments On Revolving Lines Of Credit		(104,456)
Principal Payments On Long-Term Real Estate Liabilities		-
Principal Payments On Capital Leases		(574)
Net Cash (Used In) Provided By Financing Activities		(393,013)
Net (Decrease) Increase In Cash And Cash Equivalents		7,227
Cash And Cash Equivalents At Beginning Of The Period		196,347
Cash And Cash Equivalents At End Of The Period		\$ 203,574

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
Withholding					
11-1448599 -Waldbaums (case #15-23026)	\$ 237,992	\$ 963,693	\$ 1,018,759		\$ 172,927
13-1703304 - Shopwell (case #15-23027)	69,778	210,011	248,642		31,147
13-1890974 - A & P (case #15-23007)	541,025	1,680,427	1,858,736		342,717
22-2402491 - Superfresh (case #15-23023)	60,217	246,629	251,393		55,453
22-2879612 - Pathmark (case #15-23020)	477,358	1,707,435	1,859,388		325,405
22-3225965 - Plainsbridge (case #15-23021)	7,341	64,305	28,109		43,537
22-3821210 - Food Basics (case #15-23014)	20,541	87,231	87,918		19,854
45-4700799 - A&P Live Better (case #1523008)	23,929	84,579	92,508		16,000
FICA-Employee					
11-1448599 -Waldbaums (case #15-23026)	158,236	574,142	622,750		109,629
13-1703304 - Shopwell (case #15-23027)	111,785	150,870	239,182		23,473
13-1890974 - A & P (case #15-23007)	319,633	852,915	1,005,310		167,238
22-2402491 - Superfresh (case #15-23023)	43,266	169,189	172,236		40,219
22-2879612 - Pathmark (case #15-23020)	312,687	1,080,909	1,171,221		222,374
22-3225965 - Plainsbridge (case #15-23021)	5,733	34,809	21,532		19,011
22-3821210 - Food Basics (case #15-23014)	17,794	71,621	72,363		17,052
45-4700799 - A&P Live Better (case #1523008)	16,183	56,156	61,037		11,303
FICA-Employer					
11-1448599 -Waldbaums (case #15-23026)	98,252	574,142	562,765		109,629
13-1703304 - Shopwell (case #15-23027)	51,832	150,870	179,229		23,472
13-1890974 - A & P (case #15-23007)	318,454	851,746	1,001,972		168,228
22-2402491 - Superfresh (case #15-23023)	43,266	169,189	172,236		40,219
22-2879612 - Pathmark (case #15-23020)	312,687	1,080,909	1,171,221		222,375
22-3225965 - Plainsbridge (case #15-23021)	5,733	34,809	21,532		19,011
22-3821210 - Food Basics (case #15-23014)	17,794	71,621	72,363		17,052
45-4700799 - A&P Live Better (case #1523008)	16,183	56,156	61,037		11,303
Unemployment					
11-1448599 -Waldbaums (case #15-23026)	92,298	5,153	(14,879)		112,330
13-1703304 - Shopwell (case #15-23027)	22,897	1,375	(3,773)		28,044
13-1890974 - A & P (case #15-23007)	141,773	5,746	10,542		136,976
22-2402491 - Superfresh (case #15-23023)	35,698	1,708	(43,001)		80,407
22-2879612 - Pathmark (case #15-23020)	198,769	8,136	(68,673)		275,578
22-3225965 - Plainsbridge (case #15-23021)	3,467	87	36		3,518
22-3821210 - Food Basics (case #15-23014)	15,158	1,662	(4,918)		21,738
45-4700799 - A&P Live Better (case #1523008)	8,841	752	(2,568)		12,161
Other:	(0)				(0)
Total Federal Taxes	3,806,599	11,018,979	11,926,203		2,899,375
State and Local					
Withholding					
11-1448599 -Waldbaums (case #15-23026)	99,360	402,865	429,922		72,304
13-1703304 - Shopwell (case #15-23027)	33,782	110,620	127,795		16,607
13-1890974 - A & P (case #15-23007)	149,753	483,577	533,403		99,927
22-2402491 - Superfresh (case #15-23023)	25,250	99,593	101,752		23,090
22-2879612 - Pathmark (case #15-23020)	177,339	671,974	719,655		129,657
22-3225965 - Plainsbridge (case #15-23021)	1,486	13,976	6,031		9,431
22-3821210 - Food Basics (case #15-23014)	7,027	29,376	29,829		6,574
45-4700799 - A&P Live Better (case #1523008)	8,691	31,386	34,063		6,014
Unemployment					
11-1448599 -Waldbaums (case #15-23026)	7,921	23,107	27,342		3,686
13-1703304 - Shopwell (case #15-23027)	3,502	8,634	11,019		1,118
13-1890974 - A & P (case #15-23007)	6,136	81,471	77,424		10,183
22-2402491 - Superfresh (case #15-23023)	7,344	26,703	27,224		6,823
22-2879612 - Pathmark (case #15-23020)	27,226	73,047	(66,692)		166,965
22-3225965 - Plainsbridge (case #15-23021)	802	5,360	2,883		3,279
22-3821210 - Food Basics (case #15-23014)	3,552	13,634	13,829		3,357
45-4700799 - A&P Live Better (case #1523008)	1,686	5,925	6,512		1,103
Other:	-				-
Sales					
13-1890974 - A & P (case #15-23007)	1,933,753	1,071,607.57	1,757,745.95		1,247,615
45-4700799 - A&P Live Better (case #1523008)	195,688	56,471.38	69,729.61		182,430
22-3119509 - APW Supermarkets, Inc.	435,394	1,134,938.06	1,172,563.61		397,769
22-3821210 - Food Basics (case #15-23014)	167,804	101,733.61	137,175.42		132,362
13-2650724 - The Old Wine Emporium of Westport, Inc.	18,027	13,266.76	13,150.69		18,143
22-2879612 - Pathmark (case #15-23020)	1,343,057	1,537,186.11	1,920,767.19		959,476
13-1703304 - Shopwell (case #15-23027)	165,875	364,551.92	340,312.82		190,115
22-2402491 - Superfresh (case #15-23023)	158,241	111,546.44	184,625.85		85,161
06-0565748 - Tradewell Foods of CT., Inc.	15,405	3,659.82	11,321.91		7,743
11-1448599 - Waldbaum, Inc.	13,973	6,608.27	9,260.39		11,320
Other	1,859,053		51,407		1,807,646
Real Property	8,038,487	1,954,937	3,739,940		6,253,484
Personal Property	(59,784)	(5,901)			(65,685)
Total State and Local	14,844,924	8,431,858	11,489,992		11,787,698
Total Taxes	\$ 18,651,523	\$ 19,450,837	\$ 23,416,195		\$ 14,687,073

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.

Summary of Unpaid Post Petition Debts

	Current	Number of Days Past Due				Total
		1-30	31-60	61-90	Over 91	
Accounts Payable, including Rent/Leases for Buildings & Equip and Professional Fees	\$ 21,659,888	\$ 3,868,240	\$ (945,491)	\$ (492,003)	\$ 333,941	24,414,576.13
Wages Payable	6,056,707					6,056,707.06
Taxes Payable	14,687,073					14,687,072.97
Total Post Petition Debts						45,158,356.16

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
 1-30 days primarily consist of one vendor for which there were settlement discussions in progress and paid in Period 10
 Over 91 includes mainly stub rent related to dark 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	\$ 91,573,488
Plus: Amounts billed during the period	34,913,665
Less: Amounts collected during the period	(58,575,788)
Total Accounts Receivable at the end of the reporting period	\$ 67,911,365

Accounts Receivable Aging	0-30 Days	31-60 Days	61-90 Days	91+ Days ¹	Total
0 - 30 days old	\$ 19,374,492				\$ 19,374,492
31 - 60 days old		10,053,059			10,053,059
61 - 90 days old			4,610,729		4,610,729
91+ days old				33,873,085	33,873,085
Total Accounts Receivable	19,374,492	10,053,059	4,610,729	33,873,085	67,911,365
Less: Bad Debts (Amount considered uncollectible)	-	(47,841)	(642,018)	(2,250,278)	(2,940,136)
Net Accounts Receivable	\$ 19,374,492	\$ 10,005,219	\$ 3,968,711	\$ 31,622,807	\$ 64,971,229

\$28M of the \$33.8M in the 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	\$ 14,687,073				\$ 14,687,073
31 - 60 days old					-
61 - 90 days old					-
91+ days old					-
Total Taxes Payable					-
Total Taxes Payable	\$ 14,687,073	\$ -	\$ -	\$ -	\$ 14,687,073

Payments To Insiders And Professionals
 MOR 6
 (Unaudited)

Payments to Insiders

Insider Payment Summary (Period 9 Only)	
Payroll and Benefits	\$ 343,459

[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 9	AMOUNT PAID Period 9	TOTAL INCURRED & UNPAID*
Prime Clerk LLC	September 2, 2015	-	529,963	7,063
Evercore Group LLC	September 2, 2015	197,320	180,000	242,320
Weil, Gotshal & Manges	September 2, 2015	5,219,431	5,219,431	4,991,721
FTI Consulting	September 2, 2015	-	-	1,268,296
Zolfo Cooper, LLC	September 2, 2015	691,996	420,434	339,027
Pachulski, Stang Zeihl & Jones	September 2, 2015	403,916	403,916	268,924
TOTAL PAYMENTS TO PROFESSIONALS		\$ 6,512,663	\$ 6,753,744	\$ 7,117,350

[1] "Amount Approved" represents the amounts approved for payment during the reporting period pursuant to the order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated September 2, 2015 (ECF No. 765) (the "Interim Comp. Order").

[2] "Amount Paid" represents the amounts disbursed during the reporting period and includes amounts approved in the prior period. Any payments made by the Debtors to estate professional are in accordance with the terms and conditions of the Interim Comp. Order.

[3] Amounts listed as "Total Incurred & Unpaid" are based on invoices filed and received during the reporting period. Additional amounts are owed, and invoices have been or will be filed on the docket. Portions of amounts listed may have been paid after the reporting period in accordance with the Interim Comp. Order.

Payments to DIP - YTD

DIP Financing	
	As of 11/07/15
DIP Financing (Fortress)	
Opening Balance	100,000,000
Total Draws	
Paid Down	(32,543,473)
Ending Balance	\$ 67,456,527
Interest Paid (11.25% + LIBOR)	4,002,947
Fees Paid	\$ 2,525,000

* Subsequent event: DIP was paid off on November 13, 2015

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

Period 9 FY2015 - Rent

MOR 6A

(Unaudited)

Leases Payable

The debtors have paid an aggregate of \$11 Million in rental obligations in accordance with the terms of certain leases for November 2015.

Operating leases for October have also been paid.

Adequate Protection

Adequate Protection Payments	
Name of Creditor	Amount Paid - P9
Wells Fargo - ABL Agent	
Principal	110,543,534
Interest	-
Advisor Fees & Costs	
Wells Fargo - Term Agent	
Principal	266,997,342
Interest	2,152,402
Advisor Fees & Costs	755,000
Fortress	
Principal	20,987,251
Interest	791,329
Advisor Fees & Costs	
Prepetition PIK Notes	
Advisor Fees & Costs	
Prepetition Convertible Notes	
Advisor Fees & Costs	
Total Payments	\$ 402,226,858

* Subsequent Event: The term and ABL loans were paid off on November 7th and November 10th respectively.

Debtor Questionnaire
 MOR 7
 (Unaudited)

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.		
	Yes	No
1	<input checked="" type="checkbox"/> (f)	
2	<input checked="" type="checkbox"/> (h)	
3		<input checked="" type="checkbox"/>
4		<input checked="" type="checkbox"/>
5		<input checked="" type="checkbox"/>
6	<input checked="" type="checkbox"/> (a)	
7	<input checked="" type="checkbox"/> (b)	
8		<input checked="" type="checkbox"/>
9		<input checked="" type="checkbox"/>
10	<input checked="" type="checkbox"/> (c)	
11		<input checked="" type="checkbox"/>
12	<input checked="" type="checkbox"/> (d)	
13		<input checked="" type="checkbox"/> (g)
14		<input checked="" type="checkbox"/>
15	<input checked="" type="checkbox"/> (e)	
16		<input checked="" type="checkbox"/>
17		<input checked="" type="checkbox"/>
18		<input checked="" type="checkbox"/>

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
- h A&P maintains an account with PNC (#810269035) for a charity called "We Care" which had some disbursements during this Reporting Period. This account is comprised exclusively of non-estate funds that are funded by employees for other employees in need. The disbursements made were expenses exclusively for their intended purposes and not for any Debtor-related