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14 UNITED STATES BANKRUPTCY COURT  
15 DISTRICT OF ARIZONA

16 In re:

17 PRM FAMILY HOLDING COMPANY, L.L.C.,   
18 PRODIGIO MERCADO, L.L.C.,   
19 PRO'S ABQ RANCH MARKETS, L.L.C.,   
20 PRO'S ELP RANCH MARKETS, L.L.C.,   
21 PRO'S ELP RANCH MARKETS BEVERAGE  
22 COMPANY, L.L.C.,   
23 PRO & SON'S, L.L.C.,   
24 PRO'S RANCH MARKETS (CA), L.L.C.,   
25 PROVENZANO'S, L.L.C.,

26 Debtors.

Chapter 11 Proceedings

Case Nos. 2:13-bk-09026-SSC  
2:13-bk-09028-SSC  
2:13-bk-09030-SSC  
2:13-bk-09033-SSC  
2:13-bk-09034-SSC  
2:13-bk-09036-SSC  
2:13-bk-09037-SSC  
2:13-bk-09039-SSC  
(Joint Administration)

This Filing Applies to:

- All Debtors  
 Specified Debtors

**NOTICE OF TERM SHEET AND  
AMENDMENT TO TERMS RE:  
MOTION TO OBTAIN POST-PETITION  
FINANCING PURSUANT TO 11 U.S.C.  
§364(b) (DE 142)**

PRM FAMILY HOLDING COMPANY, LLC, a Delaware limited liability company,  
PRODIGIO MERCADO, LLC, an Arizona limited liability company, PRO'S ABQ RANCH  
MARKETS, LLC, a New Mexico limited liability company, PRO'S ELP RANCH

1 MARKETS, LLC, a Texas limited liability company, PRO'S ELP RANCH MARKETS  
2 BEVERAGE COMPANY, LLC, a Texas limited liability company, PRO AND SON'S,  
3 LLC, a California limited liability company, PRO'S RANCH MARKETS (CA), LLC, a  
4 California limited liability company and PROVENZANO'S LLC, an Arizona limited  
5 liability company, (collectively referred to as the "Debtors"), provide notice of the Term  
6 Sheet related to the Debtors' previously filed *Motion to Obtain Post-Petition Financing*  
7 *pursuant to 11 U.S.C. §364(b)* filed at Docket No. 142. The Term Sheet containing all terms  
8 related to the proposed loan is attached to this Notice as Exhibit A.

9 In addition, The Debtors provide notice of certain terms, which are an amendment to  
10 the proposed terms outlined in the Debtors' Motion.

11 The Amended Terms are as follows:

- 12 • The loan amount is increased from \$700,000 to \$1,000,000. The loan is still  
13 being made on an unsecured basis that is entitled to an administrative priority.
- 14 • The loan proceeds are restrict as to their use—limited to payment of approved  
15 administrative expenses of the Debtors' Professionals, Mesch, Clark &  
16 Rothschild, P.C., and HG Capital.
- 17 • Interest due, in the event of a default is clarified as an additional 3.0% per  
18 annum. The original Motion was silent as to this deal point.

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1           **NOTICE IS HEREBY GIVEN** that any party objecting to the term sheet or the  
2 amended DIP Loan terms must file such objection on or before **November 6, 2013 at 5:00**  
3 **p.m.**

4 DATED: October 31, 2013.

MESCH, CLARK & ROTHSCHILD, P.C.

6 By s/Isaac D. Rothschild, #25726

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s/Tammy L. Dahl  
20G5877

# EXHIBIT A

## Non-Binding Term Sheet re: Debtor-In-Possession Financing

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Lender	Pro and Son Holding, Inc., Pro's Ranch Markets Holding, Inc., Michael A. Provenzano, Jr., individually and as Trustee of the Survivor's Trust, Michael A. Provenzano, III, individually and as trustee of the MAP III Trust, Steven R. Provenzano, individually and as trustee of the SRP 2003 Trust, Richard S. Provenzano, individually and as trustee of the RSP 2003 Trust, and Jeffrey C. Provenzano, individually and as trustee of the JCP 2003 Trust ["DIP Lender"]
Borrowers	PRM FAMILY HOLDING COMPANY, LLC, a Delaware limited liability company, PRODIGIO MERCADO, LLC, an Arizona limited liability company, PRO'S ABQ RANCH MARKETS, LLC, a New Mexico limited liability company, PRO'S ELP RANCH MARKETS, LLC, a Texas limited liability company, PRO'S ELP RANCH MARKETS BEVERAGE COMPANY, LLC, a Texas limited liability company, PRO AND SON'S, LLC, a California limited liability company, PRO'S RANCH MARKETS (CA), LLC, a California limited liability company and PROVENZANO'S LLC, an Arizona limited liability company, (collectively referred to as the "Debtors")
Chapter 11 Cases	Debtors' cases which are being jointly administered before the United States Bankruptcy Court for the District of Arizona ("Bankruptcy Court") under Case No. 2:13-bk-09026-SSC (collectively referred to as the "Reorganization Cases") .
Loan Commitment	\$1,000,000 ("DIP Loan")
Origination Points	0.0%
Commitment Fee	\$0.00
Interest Rate	6.5% per annum calculated on 360 day year. Accruing during pendency of the Reorganization Cases
Default Interest	+3.0% per annum calculated on 360 day year.
Maturity	All principal and interest must be repaid on the earlier of (a) the effective date of Debtors' plan of reorganization; (b) a sale of substantially all of the Debtors' assets under 11 U.S.C. § 363(f); (c) entry of an order under 11 U.S.C. § 1104 appointing of a trustee in the Reorganization Cases; (d) entry of an order under 11 U.S.C. § 1112 converting or dismissing the Reorganization Cases; (e) entry of an order under 11 U.S.C. § 362 granting relief from the automatic stay to Bank of America, Unified Grocers, Inc., Grocers' Capital , 97531 Lending LLC, or any of the Debtors' landlords.; or (f) December 31, 2014.

Security Interest      DIP Lender will not have a security interest in any assets of the Debtors, but will be entitled to an administrative expense claim pursuant to 11 U.S.C. §364(b).

Purpose                      The purpose of this loan is to fund the reorganization efforts of the Debtors' professionals: Mesch, Clark, & Rothschild P.C. and HG Capital Partners.

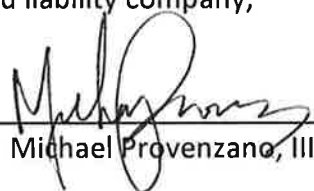
Conditions Precedent      The Debtors' and Lender's obligation to enter the DIP Loan transaction will not become binding unless:

- (1) Lender determines, in its sole and absolute discretion, after due diligence (which must be completed by November 4, 2013 unless extended by the parties) to make the DIP Loan to the Debtors.
- (2) Debtors determine in the exercise of their sound business judgment that this DIP Loan is in the best interests of their Chapter 11 estates, after soliciting alternative transactions with different lenders, including, without limitation, Bank of America, Unified Grocers, Inc., Grocers' Capital, and 97531 Lending, LLC.
- (3) Debtors obtain an order from the Bankruptcy Court authorizing the DIP Loan pursuant to 11 U.S.C. §364(b) and the proceeds of the loan are used to pay the administrative expense of the Debtors' professionals only.

Dated: October 21, 2013

PRM FAMILY HOLDING COMPANY, LLC, a Delaware limited liability company, PRODIGIO MERCADO, LLC, an Arizona limited liability company, PRO'S ABQ RANCH MARKETS, LLC, a New Mexico limited liability company, PRO'S ELP RANCH MARKETS, LLC, a Texas limited liability company, PRO'S ELP RANCH MARKETS BEVERAGE COMPANY, LLC, a Texas limited liability company, PRO AND SON'S, LLC, a California limited liability company, PRO'S RANCH MARKETS (CA), LLC, a California limited liability company and PROVENZANO'S LLC, an Arizona limited liability company,

By: \_\_\_\_\_

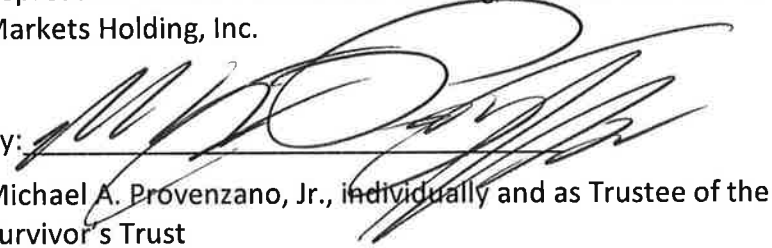
  
Michael Provenzano, III

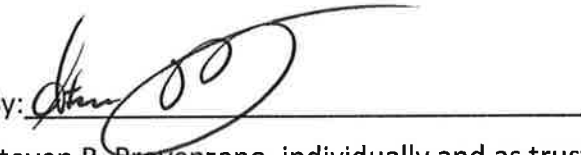
Authorized Representative

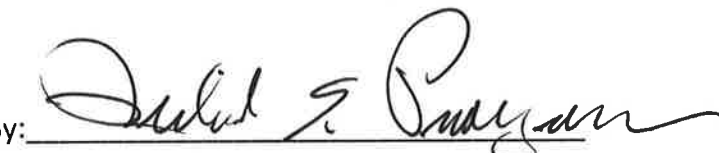
Pro and Son Holding, Inc., Pro's Ranch Markets Holding, Inc., Michael A. Provenzano, Jr., individually and as Trustee of the Survivor's Trust, Michael A. Provenzano, III, individually and as trustee of the MAP III Trust, Steven R. Provenzano, individually and as trustee of the SRP 2003 Trust, Richard S. Provenzano, individually and as trustee of the RSP 2003 Trust, and Jeffrey C. Provenzano, individually and as trustee of the JCP 2003 Trust

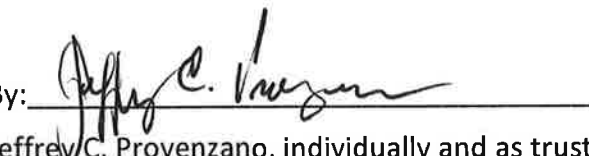
By:   
Michael Provenzano, III

Individually, as Trustee of the MAP III Trust, and as Authorized Representative for Pro and Son Holding, Inc. and Pro's Ranch Markets Holding, Inc.

By:   
Michael A. Provenzano, Jr., individually and as Trustee of the Survivor's Trust

By:   
Steven R. Provenzano, individually and as trustee of the SRP 2003 Trust

By:   
Richard S. Provenzano, individually and as trustee of the RSP 2003 Trust

By:   
Jeffrey C. Provenzano, individually and as trustee of the JCP 2003 Trust

