

BROWN RUDNICK LLP

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*Special Counsel to Wells Fargo Bank, N.A.,
in its capacity as successor Trustee and Collateral Agent
& Counsel to the Ad Hoc Consortium of Certain Holders of
A&P 11 3/8% Senior Secured Notes*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
THE GREAT ATLANTIC & PACIFIC TEA)	Case No. 10-24549 (RDD)
COMPANY, INC., et al.)	
)	(Jointly Administered)
Debtors.)	
)	

**AMENDED VERIFIED STATEMENT OF BROWN RUDNICK LLP
PURSUANT TO BANKRUPTCY RULE 2019(a)**

The law firm of Brown Rudnick LLP (“Brown Rudnick”) hereby submits this amended verified statement (the “Verified Statement”) pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and states as follows:

1. Brown Rudnick appears in the above-referenced chapter 11 cases (the “Chapter 11 Cases”) of The Great Atlantic & Pacific Tea Company, Inc. (“A&P”) and its affiliated debtors-in-possession (collectively, the “Debtors”) on behalf of (i) the *ad hoc* consortium (the



“Secured Noteholder Consortium”) of certain holders of 11 3/8% Senior Secured Notes due 2015 (the “Secured Notes”) issued by A&P identified on Exhibit A hereto and (ii) Wells Fargo Bank, N.A., in its capacity as successor Trustee and Collateral Agent in connection with the Secured Notes (the “Secured Notes Trustee”).

2. As of the date hereof, the members of the Secured Noteholder Consortium hold, or manage funds or accounts that hold, in the aggregate \$180,623,000.00 – or 69.5% – of the outstanding principal amount of the Secured Notes.

3. The Secured Noteholder Consortium initially retained Brown Rudnick as counsel on or about December 13, 2010. In addition, the Secured Notes Trustee initially retained Brown Rudnick as special counsel on or about March 11, 2011. As of the date hereof, Brown Rudnick does not hold any claims against or interests in the Debtors.

4. The undersigned hereby verifies under oath that this Verified Statement is true and accurate, to the best of the undersigned’s knowledge and belief. Brown Rudnick reserves the right to revise and supplement this statement.

[Remainder of page intentionally left blank.]

Dated: November 11, 2011
New York, New York

BROWN RUDNICK LLP

By: /s/ Edward S. Weisfelner

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Exhibit A

Secured Noteholder Consortium Members	
1.	ALJ Capital Management LLC
2.	AQR Capital Management, LLC
3.	Artio Global Management LLC
4.	Barclays Capital
5.	Capital Ventures International
6.	CNH Partners LLC
7.	Davidson Kempner Capital Management LLC
8.	Guggenheim Partners, LLC
9.	Royal Capital Management LLC
10.	Visium Asset Management, LP
11.	Whitebox Advisors, LLC

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