

B1 (Official Form 1 (04/13))

United States Bankruptcy Court District of Delaware				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Fresh & Easy, LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Y-Opco, LLC			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 46-3848906			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 20101 Hamilton Avenue, Suite 350 Torrance, CA 90502			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP CODE			ZIP CODE		
County of Residence or of the Principal Place of Business: Los Angeles			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):			ZIP CODE		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Retail		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 9 Recognition of a Foreign <input checked="" type="checkbox"/> Chapter 11 Main Proceeding <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 13 Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding or against debtor is pending		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D) Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b)		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input checked="" type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Fresh & Easy, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: SEE ATTACHED SCHEDULE I	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor – Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s) Fresh & Easy, LLC
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>X _____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p>Norman L. Pernick (No. 2290) J. Kate Stickles (No. 2917) David W. Giattino (No. 5614) COLE SCHOTZ P.C. 500 Delaware Avenue, Suite 1410 Wilmington, Delaware 19801 Telephone: (302) 652-3131 Facsimile: (302) 652-3117 Date: October 30, 2015</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p>Peter McPhee Chief Financial Officer Date: October 30, 2015</p>	

SCHEDULE I

On September 30, 2013, Fresh & Easy Neighborhood Market Inc. and Fresh & Easy Property Company LLC commenced voluntary cases (Case Nos. 13-12569 (KJC) and 13-12570 (KJC)) under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101 – 1532, in the United States Bankruptcy Court for the District of Delaware. The cases were procedurally consolidated and jointly administered, and the lead case was Case No. 13-12569 (KJC). The Debtor's assets were acquired in a sale in these previous bankruptcy cases.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRESH & EASY, LLC,¹

Debtor.

Chapter 11

Case No. 15-____ (____)

LIST OF CREDITORS HOLDING THE 30 LARGEST UNSECURED CLAIMS

Fresh & Easy, LLC, the above-captioned debtor and debtor in possession (the “Debtor”) has commenced a voluntary case under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 – 1532, by filing a petition with this Court. Following is a list of creditors holding the 30 largest unsecured claims. The list, which is prepared in accordance with FED. R. BANKR. P. 1007(d), does not include

1. persons who come within the definition of “insider” set forth in Section 101(31) of the Bankruptcy Code or
2. secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

The information herein is not an admission of liability. Nothing herein, including the failure to list any claim as contingent, unliquidated, or disputed, binds the Debtor or its estate or waives the Debtor’s right to contest the validity, amount, or priority of any claim.

¹ The last four digits of the Debtor’s federal taxpayer identification number are 8906, and the Debtor’s mailing address is 20101 Hamilton Avenue, Suite 350, Torrance, California 90502.

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim
1	DPI West 601 Rockefeller Avenue Ontario, California 91761	Daniel Mercado (818) 896-1101 Ext. 263 danielmercado@pmcglobalinc.com DPI West 601 Rockefeller Avenue Ontario, California 91761	Trade Debt		\$1,858,071.92
2	United Natural Food West Inc. P.O. Box 742930 Los Angeles, California 90074-2930	Payments Department (800) 679-8735 Ext. 53450 payments_unfiw@unfi.com United Natural Food West Inc. P.O. Box 742930 Los Angeles, California 90074-2930	Trade Debt		\$1,797,900.55
3	Ignited LLC 2221 Park Place El Segundo, California 90245	W. Stephenson wstephenson@ignitedusa.com Ignited LLC 2221 Park Place El Segundo, California 90245	Trade Debt		\$1,429,838.32
4	Prologis USLV-Exchange 14800 Meridian Parkway LLC 2817 East Cedar Street, Suite 200 Ontario, California 91761	K. Osborne kosborne@prologis.com Prologis USLV-Exchange 14800 Meridian Parkway LLC 2817 East Cedar Street, Suite 200 Ontario, California 91761	Lease		\$1,303,767.34
5	Hidden Villa Ranch 310 North Harbor Boulevard Fullerton, California 92832	Richard Schmidt (800) 326-3220 rschmidt@hiddenvilla.com Hidden Villa Ranch 310 North Harbor Boulevard Fullerton, California 92832	Trade Debt		\$909,006.48
6	Snak King Corp. 16150 East Stephens Street Industry, California 91745	Bob Hallden (626) 336-7711 bhallen@snakking.com Snak King Corp. 16150 East Stephens Street Industry, California 91745	Trade Debt		\$842,459.24
7	Niagara Bottling, LLC 2560 East Philadelphia Avenue Ontario, California 91761	Misty (909) 230-5034 misty@niagarawater.com Niagara Bottling, LLC 2560 East Philadelphia Avenue Ontario, California 91761	Trade Debt		\$721,357.33

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The Debtor reserves its rights to object to any claim on this list on any basis.

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim
8	Coca Cola 1334 South Central Avenue Los Angeles, California 90021	Robert Macias (213) 744-8316 romacias@na.cokecce.com Coca Cola 1334 South Central Avenue Los Angeles, California 90021	Trade Debt		\$718,395.18
9	JBS USA, LLC 1770 Promontory Circle Greeley, Colorado 80634	Alicia Cameron (970) 506-7556 alicia.cameron@jbssa.com JBS USA, LLC 1770 Promontory Circle Greeley, Colorado 80634	Trade Debt		\$544,647.60
10	Andrew Williamson Fresh Produce 9940 Marconi Drive San Diego, California 92154	Mark Munger (831) 763-4630 markmunger@yahoo.com Andrew Williamson Fresh Produce 9940 Marconi Drive San Diego, California 92154	Trade Debt		\$400,975.77
11	Frito Lay 740 Oro-Chico Highway Durham, California 95938	Wykita Toombs (530) 895-5410 wykita.toombs@fritolay.com Frito Lay 740 Oro-Chico Highway Durham, California 95938	Trade Debt		\$400,692.62
12	Santa Monica Seafood Company 18531 South Broadwick Street Rancho Dominguez, California 90220	Michael Cigliano (310) 886-7950 michael@smseafood.com Santa Monica Seafood Company 18531 South Broadwick Street Rancho Dominguez, California 90220	Trade Debt		\$400,570.81
13	Unified Grocers, Inc. 15015 Valley View Avenue Santa Fe Springs, California 90670	Tim Myers (800) 679-8735 Ext. 53450 payments_unfiw@unfi.com Unified Grocers, Inc. 15015 Valley View Avenue Santa Fe Springs, California 90670	Trade Debt		\$373,724.40
14	Ryder Integrated Logistics, Inc. 11690 NW 105th Street Miami, Florida 33178-1103	Marlene Ortiz (305) 500-5892 marlene.ortiz@ryder.com Ryder Integrated Logistics, Inc. 11690 NW 105th Street Miami, Florida 33178-1103	Trade Debt		\$369,773.37

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim
15	Pak West Paper and Packaging 4042 West Garry Avenue Santa Ana, California 92704	Ryan M. ryanm@pakwest.com Pak West Paper and Packaging 4042 West Garry Avenue Santa Ana, California 92704	Trade Debt		\$328,911.83
16	AMC Direct Inc. d/b/a AMC Fazio 2500 South Fowler Avenue Fresno, California 93725	Paige Parsley (559) 486-3030 cwilliamson@faziomarketing.com AMC Direct Inc. d/b/a AMC Fazio 2500 South Fowler Avenue Fresno, California 93725	Trade Debt		\$328,579.93
17	Overhill Farms, Inc. 2727 East Vernon Avenue Vernon, California 90058	Aleen DeVore (323) 582-9977 Overhill Farms, Inc. 2727 East Vernon Avenue Vernon, California 90058	Trade Debt		\$327,243.70
18	Two Chefs 18201 Central Avenue Carson, California 90746	K. Yamamoto (310) 436-1628 kyamamoto@twochefsonaroll.com Two Chefs 18201 Central Avenue Carson, California 90746	Trade Debt		\$326,338.00
19	Stremicks Heritage Foods, LLC 997 North Airport Road Cedar City, Utah 84721-8408	J. Haberkorn (435) 586-6577 jhaberkorn@@wqfoods.com Stremicks Heritage Foods, LLC 997 North Airport Road Cedar City, Utah 84721-8408	Trade Debt		\$325,337.75
20	C.H. Robinson P.O. Box 9121 Minneapolis, Minnesota 55480-9121	Coy Williams (831) 333-5886 coy.williams@chrobinson.com C.H. Robinson P.O. Box 9121 Minneapolis, Minnesota 55480-9121	Trade Debt		\$300,865.24
21	Fuji Food Product, Inc. 14420 Bloomfield Avenue Santa Fe Springs, California 90670	Tracey Schram (562) 404-2590 Ext. 140 tracey.schram@fujifood.com Fuji Food Product, Inc. 14420 Bloomfield Avenue Santa Fe Springs, California 90670	Trade Debt		\$267,209.35

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim
22	C & F Foods, Inc. 15620 East Valley Boulevard Industry, California 91744	J. Ramirez (972) 709-1000 jramirez@cnf-foods.com C & F Foods, Inc. 15620 East Valley Boulevard Industry, California 91744	Trade Debt		\$265,378.31
23	Bunzl Distribution California, LLC 3310 East Miraloma Avenue Anaheim, California 92806	Joe Weant (714) 688-1900 joe.weant@bunzlusa.com Bunzl Distribution California, LLC 3310 East Miraloma Avenue Anaheim, California 92806	Trade Debt		\$262,048.99
24	Foster Farms Dairy 529 Kansas Avenue Modesto, California 95351	L. Diggory (209) 576-2321 ldiggory@ffdairy.com Foster Farms Dairy 529 Kansas Avenue Modesto, California 95351	Trade Debt		\$262,017.87
25	Youngs Market Co. CA 500 South Central Avenue Los Angeles, California 90013	T. Ammons (213) 612-1223 tammons@youngsmarket.com Youngs Market Co. CA 500 South Central Avenue Los Angeles, California 90013	Trade Debt		\$246,496.69
26	National Steak & Poultry 301 East 5th Avenue Owasso, Oklahoma 74055	General Information (918) 274-0046 info@nationalsteak.com National Steak & Poultry 301 East 5th Avenue Owasso, Oklahoma 74055	Trade Debt		\$245,650.50
27	Johanna Beverage Company 5625 West Thorpe Road Spokane, Washington 99224	R. Lilly (908) 788-2267 rlilly@johannafoods.com Johanna Beverage Company 5625 West Thorpe Road Spokane, Washington 99224	Trade Debt		\$245,585.80
28	iTEK Services, Inc. Dept LA 22650 Pasadena, CA 91185-2650	Jean (949) 770-4835 Ext. 229 jean@itekservice.com iTEK Services, Inc. Dept LA 22650 Pasadena, CA 91185-2650	Trade Debt		\$233,183.57

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim
29	Elite Flower Services 1665 NW 102nd Avenue, Suite 101 Miami, Florida 33172	L. Willett (949) 289-7575 lwillett@eliteflower.com Elite Flower Services 1665 NW 102nd Avenue, Suite 101 Miami, Florida 33172	Trade Debt		\$215,871.40
30	Clement Pappas & Co. Inc. One Collins Drive, Suite 200 Carneys Point, New Jersey 08069	N. Kapral (952) 500-9628 nkapral@clementpapps.com Clement Pappas & Co. Inc. One Collins Drive, Suite 200 Carneys Point, New Jersey 08069	Trade Debt		\$210,073.96

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

FRESH & EASY, LLC,¹

Debtor.

Chapter 11

Case No. 15-____ (____)

**DECLARATION OF PETER MCPHEE IN SUPPORT OF THE LIST OF
CREDITORS HOLDING THE 30 LARGEST UNSECURED CLAIMS**

I, Peter McPhee, the Chief Financial Officer of Fresh & Easy, LLC, declare under penalty
of perjury that

1. I have read the List of Creditors Holding the 30 Largest Unsecured Claims
(the "List") and
2. the List is true and correct to the best of my information and belief.

Executed on this 30th day of October, 2015



Peter McPhee
Chief Financial Officer
Fresh & Easy, LLC

The last four digits of the Debtor's federal taxpayer identification number are 8906, and
the Debtor's mailing address is 20101 Hamilton Avenue, Suite 350, Torrance, California 90502.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
FRESH & EASY, LLC, ¹	Case No. 15-____ (____)
Debtor.	

CORPORATE OWNERSHIP STATEMENT

I, Peter McPhee, the Chief Financial Officer of Fresh & Easy, LLC, hereby state under penalty of perjury that, to the best of my information and belief, YFE Holdings, Inc. owns, directly or indirectly, 100% of the outstanding equity interests in Fresh & Easy, LLC.

Executed on this 30th day of October, 2015

Keta M. Allen

Peter McPhee
Chief Financial Officer
Fresh & Easy, LLC

The last four digits of the Debtor's federal taxpayer identification number are 8906, and the Debtor's mailing address is 20101 Hamilton Avenue, Suite 350, Torrance, California 90502.

FRESH & EASY, LLC

Secretary's Certificate

October 29, 2015

The undersigned, Catherine Schneider, hereby certifies that she is the duly appointed and acting Secretary of Fresh & Easy, LLC, a Delaware limited liability company (the "Company"), that as such she is authorized to execute this certificate on behalf of the Company, and does hereby further certify as follows:

Attached hereto as Exhibit A is a true, correct, and complete copy of the resolutions adopted by the Independent Managers of the Company appointed under Section 5.1.9 of the Amended and Restated Limited Liability Company Agreement of Fresh & Easy, LLC, as last amended effective as of July 8, 2015, at a meeting of the Independent Managers held on October 29, 2015. The resolutions attached hereto as Exhibit A have been duly adopted by the Independent Managers, have not been amended or modified, and are in full force and effect in the form adopted.

IN WITNESS WHEREOF, I, in the capacity stated and not individually, have signed this Secretary's Certificate as of the date first written above.


By: 
Name: Catherine Schneider
Title: Secretary

EXHIBIT A

WHEREAS, each of the Independent Managers (each such individual, an “Independent Manager,” and together, the “Independent Committee”) of Fresh & Easy, LLC, a Delaware limited liability company (the “Company”) appointed under Section 5.1.9 of the Amended and Restated Limited Liability Company Agreement of Fresh & Easy, LLC, as last amended effective as of July 8, 2015 (the “LLC Agreement”), have evaluated the Company’s strategic alternatives in connection with a possible restructuring or liquidation of the Company, and have determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), is in the best interests of the Company and its stakeholders; and

WHEREAS, the Independent Committee now wishes to adopt and approve the following resolutions in furtherance of the foregoing transactions.

NOW THEREFORE, BE IT:

RESOLVED, that the Independent Committee has determined that it is in the best interests of the Company, its creditors, and all other interested parties that the Company seek relief under the Bankruptcy Code;

RESOLVED, that the Independent Committee has determined that it is in the best interests of the Company, its creditors, and all other interested parties that Mr. Amir Agam of FTI Consulting, Inc. (“FTI”) be, and he hereby is, appointed as Chief Restructuring Officer of the Company (the “CRO”), effective as of the date set forth in the Company’s engagement letter with FTI providing for the appointment of Mr. Agam as the CRO (the “FTI Engagement Letter”), with all rights, powers, and privileges attendant to appointment as an executive officer of the Company (including provision of the indemnification terms as have been made available to any other officer of the Company), and such powers as necessary to perform the tasks specified in the FTI Engagement Letter, including the supervision of additional personnel as set forth therein;

RESOLVED, that the CRO or any other officer of the Company be, and hereby is, authorized to file a voluntary petition (the “Petition”) for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”), in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effectuate the purpose and intent of the foregoing;

RESOLVED, that the CRO or any other officer of the Company be, and hereby is, authorized and directed, in the name and on behalf of the Company, to: (a) execute, acknowledge, deliver, and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as the CRO or other officer of the Company deems necessary, desirable, or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify, and file or cause to

be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver, and verify any and all other documents necessary, desirable, or appropriate in connection therewith and to administer the Company's Chapter 11 Case in such form or forms as the CRO or other officer of the Company may deem necessary or advisable and in order to effectuate the purpose and intent of the foregoing resolutions; and (d) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, or brokers as the CRO or other officer of the Company deems necessary, desirable, or appropriate to accomplish the purposes of these resolutions; that the CRO or other officer of the Company's authority to act under these resolutions shall be conclusively evidenced by the CRO or other officer of the Company's so acting; and that any and all such actions heretofore taken on behalf of the Company in such respects contemplated thereby are hereby ratified, approved, and confirmed as the acts and deeds of the Company;

RESOLVED, that the CRO or any other officer of the Company shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver, and perform on behalf of, and take such actions and execute, acknowledge, deliver, and verify such agreements, certificates, instruments, guaranties, notices, and any and all other documents as the CRO or other officer of the Company may deem necessary or appropriate to facilitate the transactions contemplated by the resolutions contained herein, and as otherwise may be deemed necessary, desirable, or appropriate, and direct professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, or brokers, to effectuate the same;

RESOLVED, that the engagement by the Company of (a) Cole Schotz P.C. ("Cole Schotz") as general bankruptcy counsel, (b) Young Conaway Stargatt & Taylor, LLP ("YCST") as special counsel, (c) Epiq Bankruptcy Solutions, LLC ("Epiq") as claims, noticing and balloting agent, (d) DJM Realty Services, LLC and CBRE Group, Inc. or its affiliate to jointly serve as real estate consultants and (e) FTI as the provider of the CRO and other restructuring personnel are each hereby ratified, adopted, and approved in all respects;

RESOLVED, that without limiting the scope or authority provided by the other resolutions set forth herein, Cole Schotz shall be, and hereby is, authorized, empowered, and directed to represent the Company, as debtor and debtor in possession, in connection with any Chapter 11 Case commenced by or against it under the Bankruptcy Code, and to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as the CRO or any other officer of the Company deems necessary, desirable, or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute, acknowledge, deliver, and verify any and all other documents necessary, desirable, or appropriate in connection therewith and to administer the Company's Chapter 11 Case in such form or forms as the CRO or any other officer of the Company may deem necessary or advisable and in order to effectuate the purpose and intent of the foregoing resolutions;

RESOLVED, that without limiting the scope or authority provided by the other resolutions set forth herein, the CRO or any other officer of the Company shall be, and hereby is, authorized and directed in the name of and on behalf of the Company to effectuate the terms of that certain Letter Agreement Governing Inventory Disposition by and among the Company and Hilco Merchant Resources, LLC (the "Hilco Agreement"), and to negotiate one or more purchase agreements for some, substantially all, or all of the assets of the Company not sold under the Hilco Agreement, with such purchase agreements subject to later approval by the Independent Committee and subject to approval of the Bankruptcy Court;

RESOLVED, that without limiting the scope or authority provided by the other resolutions set forth herein, the CRO or any other officer of the Company shall be, and hereby is, authorized in the name of and on behalf of the Company to negotiate, finalize and enter into a debtor-in-possession credit agreement with the Company as borrower, subject to approval of the Bankruptcy Court;

RESOLVED, that all acts lawfully done or actions lawfully taken prior to the date hereof by any officer of the Company (including the CRO) or any professionals engaged by the Company with respect to any transactions contemplated by the foregoing resolutions, or otherwise in preparation for or in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company as if such acts and deeds took place after the date of these resolutions; and

RESOLVED, that each Independent Manager and any proper officer of the Company hereby is authorized and directed to certify these resolutions, a certificate of incumbency, and such other documents or instruments that the Secretary of the Company may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification shall not be required for any document, instrument, or agreement to be valid and binding on the Company.