

# The Depository Trust Company

# IMPORTANT

**B#:** 0171  
**DATE:** June 14, 2000  
**TO:** All Participants  
**CATEGORY:** Reorganization  
**FROM:** DTC Proxy Department  
**ATTENTION:** Proxy/Reorganization Manager  
**SUBJECT:** Pathmark

<u>Securities</u>	<u>CUSIP #'s</u>
Pathmark Stores Sub Note 11.625% Due 06/15/02	70321B AA 8
Pathmark Stores Sr. Notes 9.625% Due 05/01/03	70321B AB 6
Pathmark Stores Jr. Notes 10.75% Due 11/01/03	70321B AC 4
Pathmark Stores Sub. Deb. 12.625% Due 06/15/02	70321B AD 2

Pathmark Stores, Inc., is soliciting acceptances of its Joint Prepackaged Plan of Reorganization, dated June 7, 2000 (the "Plan"). Holders of Pathmark Stores, Inc., Securities listed above and of record on June 6, 2000 (the "Securities"), are eligible to vote by ballot to accept or reject the Plan. DTC also received the attached Letter and Ballots. Participants may obtain copies of the materials for voting on the Plan by contacting:

D.F. King  
At: 212-269-5550

DTC will provide Pathmark Stores, Inc., with a listing of the Participants which had the Securities on deposit with DTC at the close of business on June 6, 2000, so that Participants may vote on the Plan.

Participants are referred to the Joint Prepackaged Disclosure Statement dated June 7, 2000 for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by the Ballot Agent no later than July 7, 2000. Executed ballots should be returned to:

D.F. King & Company, Inc.  
77 Water Street, 20<sup>th</sup> Floor  
New York, NY 10005

The Securities will remain eligible at DTC during the solicitation

Participants are referred to RIPS Envelope 93 and LENP for details of the Plan.

Karl Baker

Manager

Attachments



# PATHMARK STORES, INC.

Jim Donald  
Chairman, President and Chief Executive Officer

June 6, 2000

**TO the Holders of the 9 5/8% Senior Subordinated Notes due 2003, the 11 5/8% Subordinated Notes due 2002, the 12 5/8% Subordinated Debentures due 2002 and the 10 3/4% Junior Subordinated Deferred Coupon Notes due 2003 (collectively, the "Pathmark Notes") issued by Pathmark Stores, Inc. ("Pathmark") and the Holders of the 11 5/8% Subordinated Notes due 2002 (the "Holdings Bonds") issued by Supermarkets General Holdings Corporation ("Holdings"; the Holders of the Pathmark Notes and the Holders of the Holdings Bonds, collectively, the "Bondholders"):**

I write this letter in support of Pathmark's proposed Joint Plan of Reorganization (the "Plan"), and to urge all Bondholders to cast their ballots in favor of confirming the Plan.

We have been working hard over the last several months on developing a financial restructuring plan for Pathmark and certain of its affiliates to be implemented through prepackaged Chapter 11 cases. Among other things, Pathmark and its legal and financial advisors have been negotiating with an ad hoc bondholders committee (the "Bondholders Committee"), the members of which hold approximately 46% of the aggregate amount of outstanding debt securities of Pathmark. The restructuring that has been agreed upon between Pathmark and the Bondholders Committee would create a financially stronger company by significantly reducing our debt. The reduced level of debt will enable us to compete more effectively in the very challenging marketplace in which we operate.

A key element of the proposed financial restructuring is that our vendors and other trade creditors would be unaffected by the Plan and the prepackaged Chapter 11 cases.

Enclosed are several documents related to our planned financial restructuring. We are asking Bondholders to vote to accept the terms of the Plan under the United States Bankruptcy Code. If the financial restructuring is completed, our Bondholders will receive the following distributions:

- holders of our 9 5/8% Senior Subordinated Notes due 2003 will receive an aggregate of 77.57% of new common stock of reorganized Pathmark.
- holders of our 11 5/8% Subordinated Notes due 2002 will receive an aggregate of 13.0% of new common stock of reorganized Pathmark.
- holders of our 12 5/8% of Subordinated Debentures due 2002 will receive an aggregate of 6.29% of new common stock of reorganized Pathmark, plus warrants; and
- holders of our 10 3/4% Junior Subordinated Deferred Coupon Notes due 2003 will receive an aggregate of 2.97% of new common stock of reorganized Pathmark, plus warrants; and
- holders of Holdings' 11 5/8% Subordinated Notes due 2002 will receive an aggregate of 0.17% of new common stock of reorganized Pathmark.

We realize that the enclosed documents are lengthy. We urge you to read them carefully, however, because they describe our planned restructuring.

To vote on the restructuring, each Bondholder should:

- (i) fill in the enclosed Ballot;
- (ii) Check the box entitled "Accepts the Prepackaged Plan" or "Rejects the Prepackaged Plan";
- (iii) sign the Ballot; and
- (iv) return the Ballot either to the Solicitation Agent or to the Bondholder's bank, broker or nominee, as directed in the enclosed disclosure statement.

If you hold debt securities in "street name" through a brokerage

firm, bank, trust company or other sources, return the Ballot to the nominee as promptly as possible so that the nominee may complete a Master Ballot that will reflect your vote.

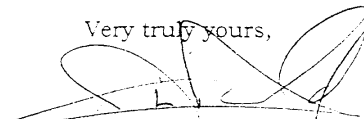
Once the voting period has ended, we will determine, based on the results of the voting, whether we can finalize the restructuring. Acceptance of the Plan requires the affirmative vote of a majority in number and 66 2/3% in amount of Bondholders who cast votes under each class of the Plan.

We believe that the current restructuring will minimize the disruption to our business and ultimately result in a larger distribution for creditors than would occur under other alternatives.

Again, we urge you to read all of the enclosed documents carefully and to follow the instructions for participating in the restructuring before the expiration date on July 7, 2000.

We believe the restructuring provides the best alternative for creating a capital structure that is appropriate given our operational capabilities. As we work toward completing the restructuring, we thank you for your continued support.

Very truly yours,



Jim Donald  
Chairman, President and  
Chief Executive Officer

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**IMPORTANT: A BANKRUPTCY CASE HAS NOT BEEN COMMENCED  
AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT**

**THIS BALLOT MUST BE RECEIVED BY 5:00 PM EASTERN DAYLIGHT TIME  
ON JULY 7, 2000**

**BALLOT FOR ACCEPTING OR REJECTING  
JOINT PLAN OF REORGANIZATION OF**

**PATHMARK STORES, INC.  
SMG-II HOLDINGS CORPORATION  
SUPERMARKETS GENERAL HOLDINGS CORPORATION  
PTK HOLDINGS, INC.  
PLAINBRIDGE, INC.  
PATHMARK RISK MANAGEMENT CORPORATION**

**PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS BEFORE  
COMPLETING THE BALLOT. PLEASE CHECK THE APPROPRIATE BOX BELOW  
TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN**

**Pathmark Class 5—Senior Subordinated Note Claims**

If you are a beneficial owner of the 9 5/8 % Senior Subordinated Notes due 2003 (the "Notes") issued by Pathmark Stores, Inc. ("Pathmark"), please use this Ballot to cast your vote to accept or reject the Joint Plan of Reorganization of Pathmark, SMG-II Holdings Corporation, Supermarkets General Holdings Corporation, PTK Holdings, Inc., Plainbridge, Inc., and Pathmark Risk Management Corporation (as may be amended, modified or supplemented from time to time, the "Plan").

The Plan can be confirmed by the United States Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**HOW TO VOTE**

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.

- 3. SIGN THE BALLOT (unless your Ballot has already been signed or "prevalidated" by your nominee).
- 4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
- 5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO BE VOTED UNDER THE PLAN.
- 6. YOU MUST VOTE *ALL YOUR NOTES EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.*

**Item 1. Principal Amount of Notes Voted.**

The undersigned certifies that as of *the June 6, 2000 voting record date*, the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of Notes in the following aggregate unpaid principal amount (insert amount in the applicable box below). If your Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately.

A. Name of Holder \_\_\_\_\_ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

**B. Principal Amount of 9 5/8% Pathmark Senior Subordinated Notes Voted.**

\$	
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**Item 2. Vote.**

The beneficial owner of the Notes identified in Item 1 votes as follows (check one box only, if you do not check a box your vote will not be counted):

- |                          |                          |
|--------------------------|--------------------------|
| Accept the Plan          | Reject the Plan:         |
| <input type="checkbox"/> | <input type="checkbox"/> |

**Item 3. Authorization.**

By returning this Ballot, the beneficial owner of the Notes listed in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the beneficial owner of the Notes listed in Item 1 on June 6, 2000, (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and (d) understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name: \_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_  
(Optional)

Signature: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_

Date Completed: \_\_\_\_\_

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

**YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY D. F. KING & CO., INC., BY 5:00 P.M., EASTERN DAYLIGHT TIME, ON JULY 7, 2000, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT BEFORE THE VOTING DEADLINE.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ANOTHER BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL D. F. KING & CO., INC.

BANKS AND BROKERS CALL COLLECT: (212) 269-5550; ALL OTHERS CALL TOLL-FREE: (800) 347-4750.

IF YOU ARE MAILING THIS BALLOT DIRECTLY TO D.F. KING AND NOT TO YOUR NOMINEE, PLEASE MAIL TO:

D.F. KING & CO., INC.  
77 WATER STREET  
20<sup>TH</sup> FLOOR  
NEW YORK, NEW YORK 10005

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BALLOT FOR ACCEPTING OR REJECTING  
JOINT PLAN OF REORGANIZATION OF

PATHMARK STORES, INC.  
SMG-II HOLDINGS CORPORATION  
SUPERMARKETS GENERAL HOLDINGS CORPORATION  
PTK HOLDINGS, INC.  
PLAINBRIDGE, INC.  
PATHMARK RISK MANAGEMENT CORPORATION

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TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN

**Pathmark Class 7—Junior Subordinated Note Claims**

If you are a beneficial owner of the 10 3/4 % Junior Subordinated Deferred Coupon Notes due 2003 (the "Notes") issued by Pathmark Stores, Inc. ("Pathmark"), please use this Ballot to cast your vote to accept or reject the Joint Plan of Reorganization of Pathmark, SMG-II Holdings Corporation, Supermarkets General Holdings Corporation, PTK Holdings, Inc., Plainbridge, Inc., and Pathmark Risk Management Corporation (as may be amended, modified or supplemented from time to time, the "Plan").

The Plan can be confirmed by the United States Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**HOW TO VOTE**

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2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.

- 3. SIGN THE BALLOT (unless your Ballot has already been signed or "prevalidated" by your nominee).
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- 5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO BE VOTED UNDER THE PLAN.
- 6. YOU MUST VOTE *ALL YOUR NOTES EITHER* TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.

**Item 1. Principal Amount of Notes Voted.**

The undersigned certifies that as of *the June 6, 2000 voting record date*, the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of Notes in the following aggregate unpaid principal amount (insert amount in the applicable box below). If your Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately.

A. Name of Holder \_\_\_\_\_ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

B. Principal Amount of 10 3/4 % Pathmark Junior Subordinated Deferred Coupon Notes Voted.

\$	
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**Item 2. Vote.**

The beneficial owner of the Notes identified in Item 1 votes as follows (check one box only, if you do not check a box your vote will not be counted):

Accept the Plan

Reject the Plan

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**Pathmark Class 6—Subordinated Indebtedness Note Claims**

If you are a beneficial owner of the 11 5/8 % Subordinated Notes due 2002 or the 12 5/8% Subordinated Debentures due 2002 (collectively, the "Notes") issued by Pathmark Stores, Inc. ("Pathmark"), please use this Ballot to cast your vote to accept or reject the Joint Plan of Reorganization of Pathmark, SMG-II Holdings Corporation, Supermarkets General Holdings Corporation, PTK Holdings, Inc., Plainbridge, Inc. and Pathmark Risk Management Corporation (as may be amended, modified or supplemented from time to time, the "Plan").

The Plan can be confirmed by the United States Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

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**Item 1. Principal Amount of Notes Voted.**

The undersigned certifies that as of *the June 6, 2000 voting record date*, the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of Notes in the following aggregate unpaid principal amount (insert amount in the applicable box below). If your Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately.

**A. Name of Holder** \_\_\_\_\_ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

**B. Principal Amount of 11 5/8% Pathmark Subordinated Notes Voted.**

\$

**C. Principal amount of 12 5/8% Pathmark Subordinated Debentures Voted.**

\$

**Item 2. Vote.**

The beneficial owner of the Notes identified in Item 1 votes as follows (check one box only. if you do not check a box your vote will not be counted):

Accept the Plan

Reject the Plan

**Item 3. Authorization.**

By returning this Ballot, the beneficial owner of the Notes listed in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the beneficial owner of the Notes listed in Item 1 on June 6, 2000, (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and (d) understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name: \_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_  
(Optional)

Signature: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_

Date Completed: \_\_\_\_\_

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