

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5119094

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	PATENT SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
FAIRWAY GROUP ACQUISITION COMPANY	08/28/2018
RECEIVING PARTY DATA	
Name:	ANKURA TRUST COMPANY, LLC, AS COLLATERAL AGENT
Street Address:	60 STATE STREET
Internal Address:	SUITE 700
City:	BOSTON
State/Country:	MASSACHUSETTS
Postal Code:	02109
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	8635238
CORRESPONDENCE DATA	
Fax Number:	(800)494-7512
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	800-494-5225
Email:	ipteam@cogencyglobal.com
Correspondent Name:	STEWART WALSH
Address Line 1:	1025 VERMONT AVE NW, SUITE 1130
Address Line 2:	COGENCY GLOBAL INC.
Address Line 4:	WASHINGTON, D.C. 20005
ATTORNEY DOCKET NUMBER:	F179058 PAT
NAME OF SUBMITTER:	SONYA JACKMAN
SIGNATURE:	/Sonya Jackman/
DATE SIGNED:	08/30/2018
Total Attachments: 5	
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PATENT SECURITY AGREEMENT dated as of August 28, 2018 (this "Agreement"), among FAIRWAY GROUP ACQUISITION COMPANY, a Delaware corporation (the "Borrower") and Collateral Agent (as defined below).

Reference is made to the Super Senior Guarantee and Collateral Agreement dated as of August 28, 2018 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), among Fairway Group Holdings Corp. ("Holdings"), the Borrower, the subsidiaries of the Borrower party thereto and the Collateral Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Super Senior Credit Agreement dated as of August 28, 2018 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement") among the Borrower, Holdings, the lenders from time to time party thereto and Ankura Trust Company, LLC, as administrative agent and collateral agent (in such capacity, the "Collateral Agent"). The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01(b) of the Security Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Borrower or in which the Borrower now has or at any time in the future may acquire any right, title or interest (collectively, the "Patent Collateral"):

(a) all letters patent of the United States or the equivalent thereof, all registrations and recordings thereof, and all applications for letters patent of the United States, including registrations, recordings and pending applications in the United States Patent and Trademark Office (or any successor office) including those listed on Schedule I, and all reissues, continuations, divisions, continuations-in-part, renewals or extensions thereof, and the inventions disclosed or claimed therein, including the right to make, use and/or sell the inventions disclosed or claimed therein (the "Patents").

SECTION 3. Security Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. The Borrower hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Patent Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any

conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile transmission or other customary means of electronic transmission (e.g., "pdf") shall be effective as delivery of a manually signed counterpart of this Agreement.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

FAIRWAY GROUP ACQUISITION
COMPANY

By: Abel T. Porter
Name: Abel T. Porter
Title: President & Chief Executive Officer

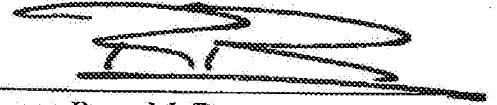
ANKURA TRUST COMPANY, LLC, as
Collateral Agent,

By: _____
Name:
Title:

By: _____
Name:
Title:

ANKURA TRUST COMPANY, LLC, as
Collateral Agent,

by



Name: Ryan M. Roy
Title: Managing Director

by

Name:
Title:

Schedule I

Patents

Apparatus, System and Method For An Automated Stock Ledger
U.S. Patent No. 8,635,238
Issued: January 21, 2014
Expires: May 17, 2030 (20 year term plus extension of 126 days)

Description:

The patent covers the apparatus and computer programs implementing the method for maintaining an automated stock ledger for a grocery store having a computer system with distinct operational databases. Among other things, the computer programs allow for the extraction of sales, inventory and margin information from multiple operational databases, the recording of new and enhanced data sets with the extracted information and the loading of the extracted information within a central database.