

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
FAIRWAY GROUP ACQUISITION COMPANY		03/03/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, AS COLLATERAL AGENT
Street Address:	ONE MADISON AVENUE
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	BANK: SWITZERLAND

**PROPERTY NUMBERS Total: 24**

Property Type	Number	Word Mark
Registration Number:	3802023	DISCOVER MORE. SPEND LESS.
Registration Number:	3552603	FAIRWAY
Registration Number:	3641831	FAIRWAY
Registration Number:	3693296	FAIRWAY
Registration Number:	3861726	FAIRWAY
Registration Number:	3545835	FAIRWAY "LIKE NO OTHER MARKET"
Registration Number:	3641830	FAIRWAY "LIKE NO OTHER MARKET"
Registration Number:	3693295	FAIRWAY "LIKE NO OTHER MARKET"
Registration Number:	3763826	FAIRWAY CAFÉ & STEAKHOUSE
Registration Number:	2375537	LIKE NO OTHER MARKET
Registration Number:	2431510	LIKE NO OTHER MARKET
Registration Number:	3571345	LIKE NO OTHER MARKET
Registration Number:	3693294	LIKE NO OTHER MARKET
Registration Number:	3861727	LIKE NO OTHER MARKET

**TRADEMARK**

**900185615**

**REEL: 004491 FRAME: 0541**

**OP \$615.00 3802023**

Registration Number:	3808727	THE WORLD'S GREATEST FOOD STORE
Serial Number:	77172472	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK
Serial Number:	77172484	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK
Serial Number:	77966177	FAIRWAY
Serial Number:	77755062	FAIRWAY LIKE NO OTHER MARKET
Serial Number:	77135559	FAIRWAY NEW YORK
Serial Number:	77135544	FAIRWAY OF NEW YORK
Serial Number:	77966119	FAIRWAY WINES & SPIRITS
Serial Number:	77135577	NEW YORK FAIRWAY
Registration Number:	3641829	FAIRWAY CAFÉ

**CORRESPONDENCE DATA**

Fax Number: (866)826-5420  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 3016380511  
Email: ipresearchplus@comcast.net  
Correspondent Name: IP Research Plus, Inc.  
Address Line 1: 21 Tadcaster Circle  
Address Line 2: Attn: Penelope J.A. Agodoa  
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	36710
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	03/04/2011

Total Attachments: 12  
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TRADEMARK SECURITY AGREEMENT, dated as of March 3, 2011 (this "Agreement"), among FAIRWAY GROUP ACQUISITION COMPANY, a Delaware corporation (the "Borrower"), and CREDIT SUISSE AG, as collateral agent (in such capacity, including any successor thereto, the "Collateral Agent") for the Lenders.

Reference is made to the Guarantee and Collateral Agreement dated as of March 3, 2011 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), among Fairway Group Holdings Corp., the Borrower, the subsidiaries of 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 Credit Agreement dated as of March 3, 2011 (as amended, supplemented or otherwise modified from time to time (the "Credit Agreement")). 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, Borrower, 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 Borrower or in which Borrower now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I (the "Trademarks");

(b) all goodwill associated with or symbolized by the Trademarks; and

(c) all assets, rights and interests that uniquely reflect or embody the Trademarks.

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. Borrower hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark 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

Tod Nestor

Name: Tod Nestor

Title: Chief Financial Officer

CREDIT SUISSE AG, CAYMAN  
ISLANDS BRANCH, AS COLLATERAL  
AGENT,

by

\_\_\_\_\_  
Name:

Title:

by

\_\_\_\_\_  
Name:

Title:

[Signature Page to Trademark Security Agreement]

[3268465]

**TRADEMARK**  
**REEL: 004491 FRAME: 0545**

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

\_\_\_\_\_  
Name:

Title:

CREDIT SUISSE AG, CAYMAN  
ISLANDS BRANCH, AS COLLATERAL  
AGENT,

by

\_\_\_\_\_  
Name:

Title: **John D. Toronto**  
**Managing Director**

by

\_\_\_\_\_  
Name:

Title: **VIPUL DHADDA**  
**ASSOCIATE**

[Signature Page to Trademark Security Agreement]

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**TRADEMARK**  
**REEL: 004491 FRAME: 0546**

Schedule I

[[3268465]]

**TRADEMARK**  
**REEL: 004491 FRAME: 0547**

Schedule I - Trademark Security Agreement  
**FAIRWAY GROUP ACQUISITION COMPANY**  
**STATE & FEDERAL TRADEMARKS**

	Trademark	Status	Goods/Services	Owner
US	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK and Design  SN:77-172472	Statement of Use Accepted: February 5, 2011	(Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)
US	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK and Design  SN:77-172484	Statement of Use Accepted: February 2, 2011	(Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)
US	DISCOVER MORE. SPEND LESS.  SN:77-736031 RN:3,802,023	Registered June 15, 2010	(Int'l Class: 35) Supermarkets, on-line retail store services and on-line ordering services, all featuring international and other foods, groceries, bakery, meats, delicatessen, cheeses, fresh juices, fruits and vegetables, milk, organic milk, eggs, organic eggs, beer, wine, distilled spirits, alcoholic beverages, wine accessories and...	Fairway Group Acquisition Company (Delaware Corp.)




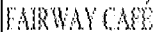


**FAIRWAY GROUP ACQUISITION COMPANY  
STATE & FEDERAL TRADEMARKS**

	<b>Trademark</b>	<b>Status</b>	<b>Goods/Services</b>	<b>Owner</b>
<b>US</b>	FAIRWAY  FAIRWAY  SN:77-195995 RN:3,552,603	Registered December 30, 2008	(Int'l Class: 29) Meats and processed foods, namely, prepared entrees consisting of cooked and combined meats, fish, poultry and vegetables; meats; fish; preserved,... (Int'l Class: 30) Staple foods, namely, prepared entrees consisting of rice and/or pasta, bakery goods, breads, candy, coffee, tea, frozen confections, sandwiches, burritos,... (Int'l Class: 31) Fresh fruits and vegetables, and herbs (Int'l Class: 32) Fruit and vegetable juices (Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)
<b>US</b>	FAIRWAY  FAIRWAY  SN:77-338193 RN:3,641,831	Registered June 23, 2009	(Int'l Class: 29) Organic milk, organic eggs (Int'l Class: 35) Computerized on-line retail store services, on-line ordering services and supermarkets, all featuring international and other foods, groceries, bakery, meats, delicatessen,... (Int'l Class: 43) Catering	Fairway Group Acquisition Company (Delaware Corp.)
<b>US</b>	FAIRWAY  FAIRWAY  SN:77-339365 RN:3,693,296	Registered October 6, 2009	(Int'l Class: 3) Natural organic beauty care products, namely, bar soap, cream soaps, liquid soaps for hands, face and body, skin soap, soaps for personal use	Fairway Group Acquisition Company (Delaware Corp.)
<b>US</b>	FAIRWAY  FAIRWAY  SN:77-755048 RN:3,861,726	Registered October 12, 2010	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations	Fairway Group Acquisition Company (Delaware Corp.) 2284 Twelfth Avenue New York, New York 10027

**FAIRWAY GROUP ACQUISITION COMPANY  
STATE & FEDERAL TRADEMARKS**

	<b>Trademark</b>	<b>Status</b>	<b>Goods/Services</b>	<b>Owner</b>
US	FAIRWAY  FAIRWAY  SN:77-966177	Allowed - Intent to Use Notice of Allowance Issued October 5, 2010	(Int'l Class: 33) Wine	Fairway Group Acquisition Company (Delaware Corp.) 2284 Twelfth Avenue New York, New York 10027
US	FAIRWAY "LIKE NO OTHER MARKET" and Design  <b>FAIRWAY</b> <small>"Like No Other Market"</small>  SN:77-196002 RN:3,545,835	Registered December 16, 2008	(Int'l Class: 29) Meats and processed foods, namely, prepared entrees consisting of cooked and combined meats, fish, poultry and vegetables; meats; fish; preserved,... (Int'l Class: 30) Staple foods, namely, prepared entrees consisting of rice and/or pasta, bakery goods, breads, candy, coffee, tea, frozen confections, sandwiches, burritos,... (Int'l Class: 31) Fresh fruits and vegetables, and herbs (Int'l Class: 32) Fruit and vegetable juices (Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)
US	FAIRWAY "LIKE NO OTHER MARKET" and Design  <b>FAIRWAY</b> <small>"Like No Other Market"</small>  SN:77-338192 RN:3,641,830	Registered June 23, 2009	(Int'l Class: 29) Organic milk, organic eggs (Int'l Class: 35) Computerized on-line retail store services, on-line ordering services and supermarkets, all featuring international and other foods, groceries, bakery, meats, delicatessen,... (Int'l Class: 43) Catering	Fairway Group Acquisition Company (Delaware Corp.)
US	FAIRWAY "LIKE NO OTHER MARKET" and Design  <b>FAIRWAY</b> <small>"Like No Other Market"</small>  SN:77-339361 RN:3,693,295	Registered October 6, 2009	(Int'l Class: 3) Natural organic beauty care products, namely, bar soap, cream soaps, liquid soaps for hands, face and body, skin soap, soaps for personal use	Fairway Group Acquisition Company (Delaware Corp.)

**FAIRWAY GROUP ACQUISITION COMPANY  
STATE & FEDERAL TRADEMARKS**

	<b>Trademark</b>	<b>Status</b>	<b>Goods/Services</b>	<b>Owner</b>
US	FAIRWAY "LIKE NO OTHER MARKET" and Design  SN:77-755062	Response to Final Refusal filed- February 10, 2011.	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations	Fairway Group Acquisition Company (Delaware Corp.)
US	FAIRWAY CAFE  SN:77-338189 RN:3,641,829	Registered June 23, 2009	(Int'l Class: 43) Cafe-restaurants; restaurant services	Fairway Group Acquisition Company (Delaware Corp.)
US	FAIRWAY CAFE & STEAKHOUSE  SN:77-338182 RN:3,763,826	Registered March 23, 2010	(Int'l Class: 43) Cafe-restaurants; restaurant services	Fairway Group Acquisition Company (Delaware Corp.)
US	FAIRWAY NEW YORK SN:77-135559	Statement of Use Accepted: February 5, 2011	(Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)
US	FAIRWAY OF NEW YORK SN:77-135544	Statement of Use Accepted: February 5, 2011	(Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)
US	FAIRWAY WINES & SPIRITS  SN:77-966119	Allowed - Intent to Use Notice of Allowance Issued November 16, 2010	(Int'l Class: 35) Retail store services featuring wines and spirits	Fairway Group Acquisition Company (Delaware Corp.) 2284 Twelfth Avenue New York, New York 10027
US	LIKE NO OTHER MARKET SN:75-844619 RN:2,375,537	Renewed August 8, 2010	(Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)

**FAIRWAY GROUP ACQUISITION COMPANY  
STATE & FEDERAL TRADEMARKS**

	<b>Trademark</b>	<b>Status</b>	<b>Goods/Services</b>	<b>Owner</b>
<b>US</b>	LIKE NO OTHER MARKET  SN:75-933762 RN:2,431,510	Registered 8 & 15 June 23, 2007	(Int'l Class: 29) Meats and processed foods, namely, prepared entries consisting of cooked and combined meats, fish, poultry and vegetables; meats; fish; preserved,... (Int'l Class: 30) Staple foods, namely, prepared entrees consisting of rice and/or pasta, bakery goods, breads, candy, coffee, tea, frozen confections, sandwiches, burritos,... (Int'l Class: 31) Fresh fruits and vegetables, and herbs (Int'l Class: 32) Fruit and vegetable juices	Fairway Group Acquisition Company (Delaware Corp.)
<b>US</b>	LIKE NO OTHER MARKET  SN:77-338190 RN:3,571,345	Registered February 10, 2009	(Int'l Class: 29) Organic milk, organic eggs (Int'l Class: 35) Computerized on-line retail store services, on-line ordering services and supermarkets, all featuring international and other foods, groceries, bakery, meats, delicatessen,... (Int'l Class: 43) Catering	Fairway Group Acquisition Company (Delaware Corp.)
<b>US</b>	LIKE NO OTHER MARKET  SN:77-339355 RN:3,693,294	Registered October 6, 2009	(Int'l Class: 3) Natural organic beauty care products, namely, bar soap, cream soaps, liquid soaps for hands, face and body, skin soap, soaps for personal use	Fairway Group Acquisition Company (Delaware Corp.)
<b>US</b>	LIKE NO OTHER MARKET  SN:77-755054 RN:3,861,727	Registered October 12, 2010	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations	Fairway Group Acquisition Company (Delaware Corp.) 2284 Twelfth Avenue New York, New York 10027

**FAIRWAY GROUP ACQUISITION COMPANY  
STATE & FEDERAL TRADEMARKS**

	<b>Trademark</b>	<b>Status</b>	<b>Goods/Services</b>	<b>Owner</b>
<b>US</b>	NEW YORK FAIRWAY SN:77-135577	Statement of Use Accepted: February 5, 2011	(Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)
<b>US</b>	THE WORLD'S GREATEST FOOD STORE  <small>THE WORLD'S GREATEST FOOD STORE</small>  SN:77-821826 RN:3,808,727	Registered Supplemental Register June 22, 2010	(Int'l Class: 35) Supermarket services; on-line retail store services and on-line ordering services in the field of supermarkets, international and other foods, groceries, bakery, meats, delicatessen, cheeses, fresh juices, fruits and vegetables, milk, organic milk, eggs, organic eggs, beer, wine, distilled spirits, alcoholic...	Fairway Group Acquisition Company (Delaware Corp.)