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		08/17/2012	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: 33

Property Type	Number	Word Mark
Registration Number:	3802023	DISCOVER MORE. SPEND LESS.
Registration Number:	3861726	FAIRWAY
Registration Number:	4150646	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:	3641829	FAIRWAY CAFÉ
Registration Number:	3763826	FAIRWAY CAFÉ & STEAKHOUSE
Serial Number:	85537212	FAIRWAY COMO NINGÚN OTRO MERCADO
Serial Number:	85537181	FAIRWAY COMO NINGÚN OTRO MERCADO
Registration Number:	3951466	FAIRWAY LIKE NO OTHER MARKET
Serial Number:	85539729	FAIRWAY MARKETPLACE
Serial Number:	85538544	FAIRWAY MARKETPLACE
Registration Number:	3931255	FAIRWAY NEW YORK

900231622 REEL: 004846 FRAME: 0978

Registration Number:	3931254	FAIRWAY OF NEW YORK
Registration Number:	4038669	FAIRWAY WINES & SPIRITS
Registration Number:	4176613	FAIRWAY WINES & SPIRITS
Registration Number:	4052364	FAIRWAY WINES & SPIRITS
Registration Number:	4168891	FAIRWAY WINES & SPIRITS
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
Registration Number:	3931256	NEW YORK FAIRWAY
Registration Number:	4052375	LIKE NO OTHER WINES & SPIRITS STORE
Registration Number:	3808727	THE WORLD'S GREATEST FOOD STORE
Registration Number:	3693296	FAIRWAY
Registration Number:	3641831	FAIRWAY
Registration Number:	3552603	FAIRWAY
Serial Number:	85539735	CALLING ALL FOODIES
Registration Number:	3928817	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK
Registration Number:	3931279	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK

CORRESPONDENCE DATA

Fax Number: 8668265420

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

via US Mail.

Phone: 301-638-0511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: attn: Penelone J. A. Address Line 3: attn: Penelone J. A. Addres

Address Line 2: attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	38093
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	08/19/2012

Total Attachments: 11 source=38093#page1.tif

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY		
To the Director of the U. S. Patent and Trademark Office: Plea	se record the attached documents or the new address(es) below.	
1. Name of conveying party(ies): FAIRWAY GROUP ACQUISITION COMPANY, a Delaware Corporation Individual(s) Association General Partnership Limited Partnership Corporation- State: DELAWARE Other Citizenship (see guidelines) Additional names of conveying parties attached? Yes No. 3. Nature of conveyance)/Execution Date(s): Execution Date(s) August 17, 2012 Assignment Merger Security Agreement Change of Name Other 4. Application number(s) or registration number(s) and A. Trademark Application No.(s) PLEASE SEE ATTACHED SCHEDULE C. Identification or Description of Trademark(s) (and Filing	General Partnership Citizenship Limited Partnership Citizenship Corporation Citizenship Cotizenship Cother BANK Citizenship SWITZERLAND If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) didentification or description of the Trademark. B. Trademark Registration No.(s) PLEASE SEE ATTACHED SCHEDULE Additional sheet(s) attached? Yes No	
5. Name & address of party to whom correspondence concerning document should be mailed: Name: IP Research Plus	6. Total number of applications and registrations involved:	
Internal Address:	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$	
Attn: Penelope J.A. Agodoa Street Address:	Authorized to be charged by credit card Authorized to be charged to deposit account Enclosed	
City:Waldorf	8. Payment Information:	
State: MD Zip: 20602	a. Credit Card Last 4 Numbers	
Phone Number: <u>301-638-0511</u>	Expiration Date	
Fax Number: 866-826-5420	b. Deposit Account Number	
Email Address: <u>orders@ipresearchplus.com</u>	Authorized User Name	
9. Signature:	August 17, 2012	
Signature	Date	
DongHwa Kim Name of Person Signing	Total number of pages including cover sheet, attachments, and document:	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK SECURITY AGREEMENT, dated as of August 17, 2012 (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 August 17, 2012 (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 August, 2012 (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. <u>Terms.</u> 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. <u>Security Agreement</u>. 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. <u>Counterparts</u>. 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.

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

> FAIRWAY GROUP ACQUISITION COMPANY,

Name: William Sanford

Name: William Santoro Title: President + Chief Firancial Chica

[Signature Page to Trademark Security Agreement]

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent,

by

Name:

Title:

DOREEN BARR DIRECTOR

Oneon Bur

by

Name: Title:

VIPUL DHADDA ASSOCIATE

Fairway Group Acquisition Active Trademark List

Schedule I

Trademark	Status	Goods/Services
XXXVIX WWE SENDLES	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,
SN:77-736031 RN:3,802,023		organic eggs, beer, wine, distilled spirits, alcoholic beverages, wine accessories and
FAIRWAY	Registered October 12, 2010	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations
SN:77-755048 RN:3,861,726		
FAIRWAY	Registered May 29, 2012	(Int'l Class: 33) Wine
SN:77-966177 RN:4,150,646		
FAIRWAY 1884 100 100 100 100 100 100 100 100 100 10	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
FA RWAY "Elker Mes Offbare Microbiant" 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 The No Other Market 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

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Trademark	Status	Goods/Services
FAIRWAY CAFÉ	Registered June 23, 2009	(Int'l Class: 43) Cafe-restaurants; restaurant services
SN:77-338189 RN:3,641,829 Disclaimer: "CAFE"		
SANWAY CAFÉ & STEAKISKUN	Registered March 23, 2010	(Int'l Class: 43) Cafe-restaurants; restaurant services
SN:77-338182 RN:3,763,826 Disclaimer: "CAFE & STEAKHOUSE"		
FARWAY (YAN) NOW (NO YOU) MENCAIN	Pending	(Int'l Class: 35) Supermarket services
SN:85-537212		
FAIRWAY	Pending -	(Int'l Class: 35) Supermarket services
SN:85-537181		
FAIRWAY	Registered April 26, 2011	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations
SN:77-755062 RN:3,951,466		
	Published July 17, 2012	(Int'l Class: 35) Supermarket services
SN:85-539729 Disclaimer: "MARKETPLACE"		

Two down and	Ctatura	Caada/Carriaga
Trademark	Status	Goods/Services
FAIRWAY MARKETPLACE	Published July 17, 2012	(Int'l Class: 35) Supermarket services
SN:85-538544 Disclaimer: "MARKETPLACE"		
FAIRWAY NEW YORK	Registered March 15, 2011	(Int'l Class: 35) Supermarkets
SN:77-135559 RN:3,931,255 Disclaimer: "NEW YORK"		
FAIRWAY OF NEW YORK	Registered March 15, 2011	(Int'l Class: 35) Supermarkets
SN:77-135544 RN:3,931,254 Disclaimer: "NEW YORK"		
FAIRWAY WINES & SPIRITS	Registered October 11, 2011	(Int'l Class: 35) Retail and online retail store services featuring wines and spirits (Int'l Class: 43) Catering services
SN:85-269954 RN:4,038,669 Disclaimer: "WINES & SPIRITS"		
	Registered July 17, 2012	(Int'l Class: 33) Wine
SN:85-269732 RN:4,176,613 Disclaimer: "WINES & SPIRITS"		
	Registered November 8, 2011	(Int'l Class: 35) Online retail store services featuring wines and spirits (Int'l Class: 43) Catering services
SN:85-269688 RN:4,052,364 Disclaimer: "WINES		

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Trademark	Status	Goods/Services
& SPIRITS"		Goods/Sci vices
FAIRWAY WINES & SPIRITS	Registered July 3, 2012	(Int'l Class: 33) Wine
SN:85-269482		
RN:4,168,891		
Disclaimer: "WINES		
& SPIRITS"		
LIKE NO OTHER	Renewed	(Int'l Class: 35) Supermarkets
MARKET	August 8, 2010	
SN:75-844619		
RN:2,375,537		
Disclaimer:		
MARKET		
LIKE NO OTHER	Renewed	(Int'l Class: 29) Meats and processed foods, namely,
MARKET	February 27,	prepared entries consisting of cooked and combined meats,
CN.75 022762	2011	fish, poultry and vegetables; meats; fish; preserved,
SN:75-933762 RN:2,431,510		(Int'l Class: 30) Staple foods, namely, prepared entrees consisting of rice and/or pasta, bakery goods, breads, candy,
Disclaimer:		coffee, tea, frozen confections, sandwiches, burritos,
"MARKET"		(Int'l Class: 31) Fresh fruits and vegetables, and herbs
		(Int'l Class: 32) Fruit and vegetable juices
		(int i class, 52) Frant and regetable jurious
	Registered	(Int'l Class: 29) Organic milk, organic eggs
LIKE NO OTHER MARKET	February 10,	(Int'l Class: 35) Computerized on-line retail store services,
	2009	on-line ordering services and supermarkets, all featuring
SN:77-338190		international and other foods, groceries, bakery, meats,
RN:3,571,345		delicatessen,
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		(Int'l Class: 43) Catering
	D : 4 1	(Tall Cl. 2) N. a. l. a. l. a. l.
LIKE NO OTHER MARKET	Registered October 6, 2009	(Int'l Class: 3) Natural organic beauty care products, namely,
6,000,000,000,000,000,000,000,000,000,0	October 6, 2009	bar soap, cream soaps, liquid soaps for hands, face and body, skin soap, soaps for personal use
		skin soap, soaps for personal use
SN:77-339355		
RN:3,693,294		
A VACON NOSA SOCIALISMA	Registered	(Int'l Class: 5) Dietary supplements; vitamins and vitamin
LOS NO OTISER MARKET	October 12,	preparations
	2010	
SN:77-755054		
RN:3,861,727		
NEW YORK	Registered	(Int'l Class: 35) Supermarkets

Trademark	Status	Goods/Services
FAIRWAY	March 15, 2011	Goods/Belvices
SN:77-135577 RN:3,931,256 Disclaimer: "NEW YORK"		
SEE NO OTHER WINES & SPERITS STORE	Registered November 8, 2011	(Int'l Class: 35) Retail and online retail store services featuring wines and spirits
SN:85-270252 RN:4,052,375		
HE WASHING AND STATE OF STATE	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,
SN:77-821826 RN:3,808,727 Disclaimer: "FOOD STORE"		wine, distilled spirits, alcoholic
FAIRWAY	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
SN:77-339365 RN:3,693,296		
FAIRWAY	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
SN:77-338193 RN:3,641,831		international and other foods, groceries, bakery, meats, delicatessen, (Int'l Class: 43) Catering
FAIRWAY	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
SN:77-195995 RN:3,552,603	1 2008	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

Trademark	Status	Goods/Services
		(Int'l Class: 35) Supermarkets
CALLING ALL FOODIES	Pending -	(Int'l Class: 35) Supermarket services
SN:85-539735		
213	Registered	(Int'l Class: 35) Supermarkets
	March 8, 2011	
SN:77-172484		
RN:3,928,817 Disclaimer: "NEW		
YORK"		
44.4	Registered	(Int'l Class: 35) Supermarkets
**************************************	March 15, 2011	
SN:77-172472		
RN:3,931,279 Disclaimer: "NEW		
YORK"		

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RECORDED: 08/21/2012