

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	

OP \$840.00 3802023

TRADEMARK

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: 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
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TRADEMARK
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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. 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.

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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,

by



Name: William Sanford

Title: President + Chief Financial
Officer

[Signature Page to Trademark Security Agreement]

[[3362863]]

TRADEMARK
REEL: 004846 FRAME: 0984

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

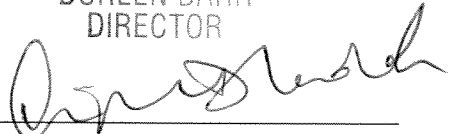
by



Name:

Title: DOREEN BARR
DIRECTOR

by











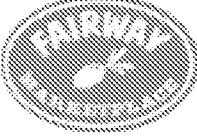
Name:



Title: VIPUL DHADDA
ASSOCIATE

Schedule I



Fairway Group Acquisition Active Trademark List



Trademark	Status	Goods/Services
 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 SN:77-755048 RN:3,861,726	Registered October 12, 2010	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations
FAIRWAY SN:77-966177 RN:4,150,646	Registered May 29, 2012	(Int'l Class: 33) Wine
 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
 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
 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

Trademark	Status	Goods/Services
FAIRWAY CAFÉ SN:77-338189 RN:3,641,829 Disclaimer: "CAFE"	Registered June 23, 2009	(Int'l Class: 43) Cafe-restaurants; restaurant services
 SN:77-338182 RN:3,763,826 Disclaimer: "CAFE & STEAKHOUSE"	Registered March 23, 2010	(Int'l Class: 43) Cafe-restaurants; restaurant services
 SN:85-537212	Pending	(Int'l Class: 35) Supermarket services
 SN:85-537181	Pending -	(Int'l Class: 35) Supermarket services
 SN:77-755062 RN:3,951,466	Registered April 26, 2011	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations
 SN:85-539729 Disclaimer: "MARKETPLACE"	Published July 17, 2012	(Int'l Class: 35) Supermarket services

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

Trademark	Status	Goods/Services
& SPIRITS"		
FAREWAY WINES & SPIRITS SN:85-269482 RN:4,168,891 Disclaimer: "WINES & SPIRITS"	Registered July 3, 2012	(Int'l Class: 33) Wine
LIKE NO OTHER MARKET SN:75-844619 RN:2,375,537 Disclaimer: MARKET	Renewed August 8, 2010	(Int'l Class: 35) Supermarkets
LIKE NO OTHER MARKET SN:75-933762 RN:2,431,510 Disclaimer: "MARKET"	Renewed February 27, 2011	(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
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
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
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
NEW YORK	Registered	(Int'l Class: 35) Supermarkets

Trademark	Status	Goods/Services
FAIRWAY SN:77-135577 RN:3,931,256 Disclaimer: "NEW YORK"	March 15, 2011	
 SN:85-270252 RN:4,052,375	Registered November 8, 2011	(Int'l Class: 35) Retail and online retail store services featuring wines and spirits
 SN:77-821826 RN:3,808,727 Disclaimer: "FOOD STORE"	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 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 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 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

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