

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent		02/14/2013	BANK: SWITZERLAND

RECEIVING PARTY DATA	
Name:	FAIRWAY GROUP ACQUISITION COMPANY
Street Address:	2284 12TH AVENUE
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10027
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 33		
Property Type	Number	Word Mark
Registration Number:	2375537	LIKE NO OTHER MARKET
Registration Number:	2431510	LIKE NO OTHER MARKET
Registration Number:	3931254	FAIRWAY OF NEW YORK
Registration Number:	3931255	FAIRWAY NEW YORK
Registration Number:	3931256	NEW YORK FAIRWAY
Registration Number:	3931279	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK
Registration Number:	3928817	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK
Registration Number:	3552603	FAIRWAY
Registration Number:	3545835	FAIRWAY "LIKE NO OTHER MARKET"
Registration Number:	3763826	FAIRWAY CAFÉ & STEAKHOUSE
Registration Number:	3641829	FAIRWAY CAFÉ
Registration Number:	3571345	LIKE NO OTHER MARKET
Registration Number:	3641830	FAIRWAY "LIKE NO OTHER MARKET"

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Registration Number:	3641831	FAIRWAY
Registration Number:	3693294	LIKE NO OTHER MARKET
Registration Number:	3693295	FAIRWAY "LIKE NO OTHER MARKET"
Registration Number:	3693296	FAIRWAY
Registration Number:	3802023	DISCOVER MORE. SPEND LESS.
Registration Number:	3861726	FAIRWAY
Registration Number:	3861727	LIKE NO OTHER MARKET
Registration Number:	3951466	FAIRWAY LIKE NO OTHER MARKET
Registration Number:	3808727	THE WORLD'S GREATEST FOOD STORE
Registration Number:	4150646	FAIRWAY
Registration Number:	4168891	FAIRWAY WINES & SPIRITS
Registration Number:	4052364	FAIRWAY WINES & SPIRITS
Registration Number:	4176613	FAIRWAY WINES & SPIRITS
Registration Number:	4038669	FAIRWAY WINES & SPIRITS
Registration Number:	4052375	LIKE NO OTHER WINES & SPIRITS STORE
Serial Number:	85537181	FAIRWAY COMO NINGÚN OTRO MERCADO
Serial Number:	85537212	FAIRWAY COMO NINGÚN OTRO MERCADO
Serial Number:	85538544	FAIRWAY MARKETPLACE
Serial Number:	85539729	FAIRWAY MARKETPLACE
Serial Number:	85539735	CALLING ALL FOODIES

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:	CRS1-38481
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	03/19/2013

Total Attachments: 22

TRADEMARK
REEL: 004984 FRAME: 0967

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RELEASE OF TRADEMARK SECURITY INTEREST

THIS RELEASE OF TRADEMARK SECURITY INTEREST dated as of February 14, 2013 (this "**Release**") is made by Credit Suisse AG, as collateral agent (the "**Collateral Agent**") acting for the benefit of the Secured Parties. Capitalized terms used in this Release and not otherwise defined herein have the meanings specified in the Credit Agreement or the Guarantee and Collateral Agreement, as applicable, referred to below.

A. Reference is made to the Credit Agreement dated as of August 17, 2012 (as amended, supplemented or otherwise modified through the date hereof, the "**Credit Agreement**"), among Fairway Group Acquisition Company, a Delaware corporation (the "**Borrower**"), Fairway Group Holdings Corp., a Delaware corporation ("**Holdings**"), the Lenders from time to time party thereto, and Credit Suisse AG, as administrative agent and Collateral Agent.

B. Reference is made to the Guarantee and Collateral Agreement dated as of August 17, 2012 (the "**Security Agreement**"), among the Borrower, Holdings, the Subsidiaries of the Borrower from time to time party thereto and the Collateral Agent.

C. Reference is made to the Trademark Security Agreement dated as of August 17, 2012 (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "**Trademark Security Agreement**"), between the Borrower (the "**Trademark Grantor**") and the Collateral Agent, pursuant to which the Trademark Grantor granted a security interest to the Collateral Agent, for the benefit of the Secured Parties, in, among other things, all right, title and interest of the Trademark Grantor in the trademarks, trademark applications and trademark licenses set forth on Schedule I hereto (the "**Released Trademarks**"), which security interest was recorded with the United States Patent & Trademark Office as of August 21, 2012 at Reel/Frame 004846/0978.

WHEREAS, in connection with the repayment of all Indebtedness and the termination of all Commitments under the Credit Agreement, and the release of security interests under the Loan Documents, the Trademark Grantor has informed the Collateral Agent of its desire to obtain the release of all right, title and interest of the Collateral Agent, for the benefit of the Secured Parties and each other grantee or beneficiary, in and to the Released Trademarks granted under the Trademark Security Agreement.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby terminates, releases and discharges all right, title and interest (including, without limitation, security interests) of the Collateral Agent in and to the Released Trademarks. The Collateral Agent hereby assigns, transfers and sets over to the Trademark Grantor all right, title and interest that the Collateral Agent has in or to the Released Trademarks under the Security Agreement and the Trademark Security Agreement.

The Collateral Agent agrees to perform all further acts and execute and deliver, at the Borrower's sole expense, all further documents and/or instruments that may be necessary to carry out the provisions of this Release. The execution and delivery of documents or instruments, including this Release, shall be without recourse to, or representation or warranty by, the Collateral Agent.

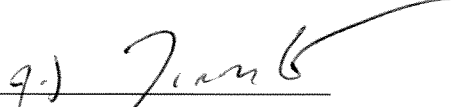
THIS RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK AND SHALL BE BINDING UPON THE COLLATERAL AGENT'S REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFEREES.

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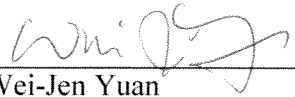
IN WITNESS WHEREOF, the Collateral Agent has duly executed this Release as of the day and year first above written.

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

by


Name: John Toronto
Title: Managing Director

by


Name: Wei-Jen Yuan
Title: Associate

Schedule I

See attached.

IP Research Plus, Inc.

IPRPlus

21 Tadcaster Circle

Waldorf, MD 20602

301-638-4511 phone

866-826-8420 fax



Trademark

FILING RECEIPT

DATE FILED: 8/21/2012

JURISDICTION: U.S. Trademark Office

TYPE OF DOCUMENT: Security Agreement

PARTIES: **FAIRWAY GROUP ACQUISITION COMPANY
CREDIT SUISSE AG, CAYMAN ISLANDS...**

FILING FEE: \$840.00

TRADEMARK NUMBER: 3802023 and 32 others

REEL / FRAME: **4846/978**

ORDER DATE: 8/17/2012

CONTACT: Ms. DongHwa Kim

COMPANY: Cravath, Swaine & Moore LLP

ORDER NUMBER: 5865-826

Preparing Researcher: Penelope J.A. Agodoa

The information herein is believed by IP Research Plus, Inc. to be reliable and has been obtained from public sources believed to be reliable, but no representation is made as to the accuracy or completeness of such information. This report is provided for informational purposes only and is not to be construed as a legal opinion or advisement. IP Research Plus, Inc. hereby expressly disclaims all warranty of merchantability for a particular purpose; liability is limited to the amount paid by you for applicable service(s).





Thank you for your business!





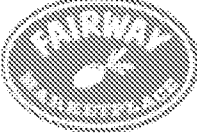
TRADEMARK



REEL: 004984 FRAME: 0973

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>