

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, a Delaware Corporation		02/14/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent		
Street Address:	11 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:	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:	CRS1-38482
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	03/19/2013

Total Attachments: 13

TRADEMARK
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TRADEMARK SECURITY AGREEMENT, dated as of February 14, 2013 (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 February 14, 2013 (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 February 14, 2013 (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.

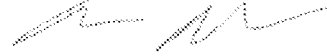
SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement 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

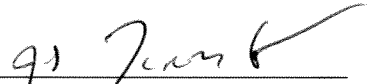


Name: *Hebebe Rutsch*

Title: *Chief Executive Officer*

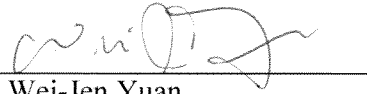
CREDIT SUISSE AG, CAYMAN
ISLANDS BRANCH, as Collateral Agent,

by



Name: John Toronto
Title: Managing Director

by



Name: Wei-Jen Yuan
Title: Associate


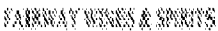
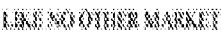

[Signature Page to Trademark Security Agreement]



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Schedule I



**Fairway Group Acquisition Company Trademark Active List Report
As of January 2013**


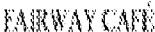


Trademark	Status	Goods/Services
 RN:3,808,727	Registered Supplemental Register June 22, 2010	(Int'l Class: 35) Supermarket services; on-line retail store services and on-line ordering services in the field of supermarkets, international and other foods, groceries, bakery, meats, delicatessen, cheeses, fresh juices, fruits and vegetables, milk, organic milk, eggs, organic eggs, beer, wine, distilled spirits, alcoholic beverages, wine accessories and gift items, natural organic beauty care products
 RN:4,038,669	Registered October 11, 2011	(Int'l Class: 35) Retail and online retail store services featuring wines and spirits (Int'l Class: 43) Catering services
 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
	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,

Trademark	Status	Goods/Services
RN:3,641,830		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 gift items, natural organic beauty care products; gift baskets; computerized on-line gift ordering service which matches the gift giver's requirements with the gift recipient's wants and needs (Int'l Class: 43) Catering
 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 gift items, natural organic beauty care products
FAIRWAY 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
NEW YORK FAIRWAY RN:3,931,256	Registered March 15, 2011	(Int'l Class: 35) Supermarkets
 RN:4,052,375	Registered November 8, 2011	(Int'l Class: 35) Retail and online retail store services featuring wines and spirits



Trademark	Status	Goods/Services
<p>LIKE NO OTHER MARKET</p> <p>RN:3,861,727</p>	<p>Registered October 12, 2010</p>	<p>(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations</p>
<p>LIKE NO OTHER MARKET</p> <p>RN:3,571,345</p>	<p>Registered February 10, 2009</p>	<p>(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, cheeses, fresh juices, fruits and vegetables, milk, organic milk, eggs, organic eggs, beer, wine, distilled spirits, alcoholic beverages, wine accessories and gift items, natural organic beauty care products; gift baskets; computerized on-line gift ordering service which matches the gift giver's requirements with the gift recipient's wants and needs (Int'l Class: 43) Catering</p>
<p>LIKE NO OTHER MARKET</p> <p>RN:2,431,510</p>	<p>Renewed February 27, 2011</p>	<p>(Int'l Class: 29) Meats and processed foods, namely, prepared entries consisting of cooked and combined meats, fish, poultry and vegetables; meats; fish; preserved, dried and cooked fruits and vegetables; cheeses, pickles, coleslaw, potato salad, smoked bacon, frozen meat patties, and olive oil (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, sauces, salsa, pasta, puddings, salad dressing, rice, couscous, kasha, vinegar, capers, mustard, spices, and extracts used as flavoring for food (Int'l Class: 31) Fresh fruits and vegetables, and herbs (Int'l Class: 32) Fruit and vegetable juices</p>
<p>LIKE NO OTHER MARKET</p>	<p>Renewed August 8, 2010</p>	<p>(Int'l Class: 35) Supermarkets</p>

Trademark	Status	Goods/Services
RN:2,375,537		
FAIRWAY WINES & SPIRITS RN:4,168,891	Registered July 3, 2012	(Int'l Class: 33) Wine
 RN:4,052,364	Registered November 8, 2011	(Int'l Class: 35) Online retail store services featuring wines and spirits (Int'l Class: 43) Catering services
 RN:4,176,613	Registered July 17, 2012	(Int'l Class: 33) Wine
FAIRWAY OF NEW YORK RN:3,931,254	Registered March 15, 2011	(Int'l Class: 35) Supermarkets
FAIRWAY NEW	Registered	(Int'l Class: 35) Supermarkets

Trademark	Status	Goods/Services
YORK RN:3,931,255	March 15, 2011	
FAIRWAY MARKETPLACE RN:4,217,271	Registered October 2, 2012	(Int'l Class: 35) Supermarket services
 RN:4,217,302	Registered October 2, 2012	(Int'l Class: 35) Supermarket services
FAIRWAY <small>Like No Other Market</small> RN:3,951,466	Registered April 26, 2011	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations
 RN:4,278,448	Registered January 22, 2013	(Int'l Class: 35) Supermarket services
FAIRWAY MARKETPLACE <small>MARKETPLACE</small>	Published November 20, 2012	(Int'l Class: 35) Supermarket services

Trademark	Status	Goods/Services
SN:85-537212		
 RN:3,763,826	Registered March 23, 2010	(Int'l Class: 43) Cafe-restaurants; restaurant services
 RN:3,641,829	Registered June 23, 2009	(Int'l Class: 43) Cafe-restaurants; restaurant services
 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
 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, dried and cooked fruits and vegetables; cheeses, pickles, coleslaw, potato salad, smoked bacon, frozen meat patties, and olive oil (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, sauces, salsa, pasta, puddings, salad dressing, rice, couscous, kasha, vinegar, capers, mustard, spices, and extracts used as flavoring for food (Int'l Class: 31) Fresh fruits and vegetables, and herbs

Trademark	Status	Goods/Services
		(Int'l Class: 32) Fruit and vegetable juices (Int'l Class: 35) Supermarkets
FAIRWAY RN:4,150,646	Registered May 29, 2012	(Int'l Class: 33) Wine
FAIRWAY RN:3,861,726	Registered October 12, 2010	(Int'l Class: 5) Dietary supplements; vitamins and vitamin preparations
FAIRWAY 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, cheeses, fresh juices, fruits and vegetables, milk, organic milk, eggs, organic eggs, beer, wine, distilled spirits, alcoholic beverages, wine accessories and gift items, natural organic beauty care products; gift baskets; computerized on-line gift ordering service which matches the gift giver's requirements with the gift recipient's wants and needs (Int'l Class: 43) Catering

Trademark	Status	Goods/Services
<p data-bbox="191 457 342 499">FAIRWAY</p> <p data-bbox="191 533 342 575">RN:3,552,603</p>	<p data-bbox="412 428 625 512">Registered December 30, 2008</p>	<p data-bbox="639 428 1403 653">(Int'l Class: 29) Meats and processed foods, namely, prepared entrees consisting of cooked and combined meats, fish, poultry and vegetables; meats; fish; preserved, dried and cooked fruits and vegetables; cheeses, pickles, coleslaw, potato salad, smoked bacon, frozen meat patties, and olive oil</p> <p data-bbox="656 663 1386 888">(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, sauces, salsa, pasta, puddings, salad dressing, rice, couscous, kasha, vinegar, capers, mustard, spices, and extracts used as flavoring for food</p> <p data-bbox="753 898 1289 940">(Int'l Class: 31) Fresh fruits and vegetables, and herbs</p> <p data-bbox="818 951 1224 993">(Int'l Class: 32) Fruit and vegetable juices</p> <p data-bbox="867 1003 1175 1045">(Int'l Class: 35) Supermarkets</p>
<p data-bbox="191 1079 342 1100">CALCULUS AND PERFORMS</p> <p data-bbox="191 1150 342 1192">SN:85-539735</p>	<p data-bbox="428 1045 592 1129">Published January 1, 2013</p>	<p data-bbox="834 1045 1208 1087">(Int'l Class: 35) Supermarket services</p>
 <p data-bbox="191 1360 342 1402">RN:3,928,817</p>	<p data-bbox="428 1251 592 1335">Registered March 8, 2011</p>	<p data-bbox="867 1251 1175 1293">(Int'l Class: 35) Supermarkets</p>
 <p data-bbox="191 1675 342 1717">RN:3,931,279</p>	<p data-bbox="428 1509 592 1593">Registered March 15, 2011</p>	<p data-bbox="867 1509 1175 1551">(Int'l Class: 35) Supermarkets</p>