

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		08/17/2012	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: 24			
Property Type	Number	Word Mark	
Serial Number:	77172472	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK	
Serial Number:	77172484	"LIKE NO OTHER MARKET" FAIRWAY NEW YORK	
Registration Number:	3802023	DISCOVER MORE. SPEND LESS.	
Registration Number:	3552603	FAIRWAY	
Registration Number:	3641831	FAIRWAY	
Registration Number:	3693296	FAIRWAY	
Registration Number:	3861726	FAIRWAY	
Serial Number:	77966177	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"	
Serial Number:	77755062	FAIRWAY LIKE NO OTHER MARKET	
Registration Number:	3641829	FAIRWAY CAFÉ	

OP \$615.00 77172472

Registration Number:	3763826	FAIRWAY CAFÉ & STEAKHOUSE
Serial Number:	77135559	FAIRWAY NEW YORK
Serial Number:	77135544	FAIRWAY OF NEW YORK
Serial Number:	77966119	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
Serial Number:	77135577	NEW YORK FAIRWAY
Registration Number:	3808727	THE WORLD'S GREATEST FOOD STORE

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:	38092
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	08/19/2012

Total Attachments: 11

source=38092#page1.tif

source=38092#page2.tif

source=38092#page3.tif

source=38092#page4.tif

source=38092#page5.tif

source=38092#page6.tif

source=38092#page7.tif

source=38092#page8.tif

source=38092#page9.tif

source=38092#page10.tif

source=38092#page11.tif

RELEASE OF TRADEMARK SECURITY INTEREST

THIS RELEASE OF TRADEMARK SECURITY INTEREST dated as of August 17, 2012 (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 March 3, 2011 (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 March 3, 2011 (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 March 3, 2011 (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 March 5, 2011 at Reel/Frame 004491/0541.

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.

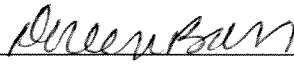
THIS RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK AND SHALL BE BINDING UPON THE COLLATERAL AGENT'S REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFEREES.

[Remainder of this page intentionally left blank]

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:

Title:

DOREEN BARR
DIRECTOR

by



Name:



Title:

VIPUL DHADDA
ASSOCIATE

Schedule I

See attached.




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

US	<p>"LIKE NO OTHER MARKET" FAIRWAY NEW YORK and Design</p>  <p>SN:77-172472</p>	<p>Statement of Use Accepted: February 5, 2011</p>	<p>(Int'l Class: 35) Supermarkets</p>	<p>Fairway Group Acquisition Company (Delaware Corp.)</p>
US	<p>"LIKE NO OTHER MARKET" FAIRWAY NEW YORK and Design</p>  <p>SN:77-172484</p>	<p>Statement of Use Accepted: February 2, 2011</p>	<p>(Int'l Class: 35) Supermarkets</p>	<p>Fairway Group Acquisition Company (Delaware Corp.)</p>
US	<p>DISCOVER MORE. SPEND LESS.</p> <p>DISCOVER MORE SPEND LESS</p> <p>SN:77-736031 RN:3,802,023</p>	<p>Registered June 15, 2010</p>	<p>(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...</p>	<p>Fairway Group Acquisition Company (Delaware Corp.)</p>

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


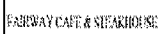

	Trademark	Status	Goods/Services	Owner
US	FAIRWAY FAIRWAY SN:77-195995 RN:3,552,603	Registered December 30, 2008	(Int'l Class: 29) Meats and processed foods, namely, prepared entrees consisting of cooked and combined meats, fish, poultry and vegetables; meats; fish; preserved,... (Int'l Class: 30) Staple 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.)
US	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.)
US	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.)
US	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

	Trademark	Status	Goods/Services	Owner
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  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  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  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

	Trademark	Status	Goods/Services	Owner
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 FAIRWAY CAFÉ 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**

	Trademark	Status	Goods/Services	Owner
US	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.)
US	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.)
US	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.)
US	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**

	Trademark	Status	Goods/Services	Owner
US	NEW YORK FAIRWAY SN:77-135577	Statement of Use Accepted: February 5, 2011	(Int'l Class: 35) Supermarkets	Fairway Group Acquisition Company (Delaware Corp.)
US	THE WORLD'S GREATEST FOOD STORE THE WORLD'S GREATEST FOOD STORE 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.)