

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
	Chapter 11
FAIRWAY GROUP HOLDINGS	:
CORP., et al.,	:
	Case No. 16-11241 (MEW)
	:
Debtors.¹	(Joint Administration Pending)
	:
	:
-----X	

**ORDER PURSUANT TO 11 U.S.C. §§ 362
AND 105(a) ESTABLISHING NOTIFICATION
PROCEDURES AND APPROVING RESTRICTIONS ON CERTAIN
TRANSFERS OF INTERESTS IN THE DEBTORS**

Upon the motion (the “**Motion**”)² of Fairway Group Holdings Corp. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a) and 362 of title 11 of the United States Code (the “**Bankruptcy Code**”), for an order to approve notification procedures and restrictions on certain transfers of interests in the Debtors’ estates as more fully described in the Motion; Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28. U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Fairway Group Holdings Corp. (2788); Fairway Group Acquisition Company (2860); Fairway Bakery LLC (4129); Fairway Broadway LLC (8591); Fairway Chelsea LLC (0288); Fairway Construction Group, LLC (2741); Fairway Douglaston LLC (2650); Fairway East 86th Street LLC (3822); Fairway eCommerce LLC (3081); Fairway Georgetowne LLC (9609); Fairway Greenwich Street LLC (6422); Fairway Group Central Services LLC (7843); Fairway Group Plainview LLC (8643); Fairway Hudson Yards LLC (9331); Fairway Kips Bay LLC (0791); Fairway Nanuet LLC (9240); Fairway Paramus LLC (3338); Fairway Pelham LLC (3119); Fairway Pelham Wines & Spirits LLC (3141); Fairway Red Hook LLC (8813); Fairway Stamford LLC (0738); Fairway Stamford Wines & Spirits LLC (3021); Fairway Staten Island LLC (1732); Fairway Uptown LLC (8719); Fairway Westbury LLC (6240); and Fairway Woodland Park LLC (9544). The location of the Debtors’ corporate headquarters is 2284 12th Avenue, New York, New York 10027.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given to the Notice Parties as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided other than as provided herein; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the Declaration of Dennis Stogsdill Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Stogsdill Declaration**”), filed contemporaneously with the Motion, the record of the Hearing and all of the proceedings had before the Court; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having found and determined that the Debtors’ net operating loss carryforwards and certain other tax attributes (the “**Tax Attributes**”) are property of the Debtors’ estates and are protected by section 362(a) of the Bankruptcy Code; and the Debtors’ evidence presented at the Hearing being sufficient to demonstrate that unrestricted trading in Holdings Stock (as hereinafter defined) could severely limit the Debtors’ ability to use the Tax Attributes for purposes of the Internal Revenue Code of 1986, as amended (the “**Tax Code**”), as set forth in the Motion; and the Court having found and determined that the Procedures (as hereinafter defined) are necessary and proper to preserve the Tax Attributes and are therefore in the best interests of the Debtors, their estates, and their creditors; and this Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein on a final basis; and it is further

ORDERED that the provisions of this Order shall be effective, *nunc pro tunc*, to the date on which the Debtors commenced their chapter 11 cases; and it is further

ORDERED that the procedures and restrictions annexed hereto as “**Exhibit 1**” (the “**Procedures**”) are approved and shall apply; and it is further

ORDERED that any acquisitions, dispositions, or trading of Holdings Stock (including by claiming a worthlessness deduction that would invoke section 382(g)(4)(D) of the Tax Code) in violation of the Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to this Court’s equitable powers under section 105(a) of the Bankruptcy Code; and it is further

ORDERED that any person or Entity acquiring (including by exercising any right of conversion) and/or disposing of Holdings Stock in violation of this Order or the Procedures, or otherwise failing to comply with their requirements, shall be subject to such sanctions as this Court may consider appropriate pursuant to this Court’s equitable power prescribed in section 105(a) of the Bankruptcy Code; and it is further

ORDERED that the notices substantially in the form annexed to this Order as **Exhibit 2**, **Exhibit 3** and **Exhibit 4** are approved; and it is further

ORDERED that the Debtors shall publish a notice substantially in the form annexed to the Motion as “**Exhibit B**” (the “**Publication Notice**”) in the national edition of *The Wall Street Journal*, and also post the Procedures to a website established by the Debtors’ proposed claims agent for their chapter 11 cases, Prime Clerk which website shall be identified in the Publication Notice), such notice being reasonably calculated to provide notice to all parties

that may be affected by the Procedures, whether known or unknown, and no further notice of the Procedures being necessary; and it is further

ORDERED that nothing in this Order shall preclude any party in interest from seeking appropriate relief from the provisions of this Order; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion; and it is further

ORDERED that the requirements set forth in this Order are in addition to the requirements of Bankruptcy Rule 3001(e), applicable stock, corporate and other laws, and do not excuse compliance therewith; and it is further

ORDERED that the relief granted in this Order is intended solely to permit the Debtors to protect, preserve and maximize the value of their Tax Attributes. Accordingly, except to the extent that the Order expressly conditions or restricts trading in interests in the Debtors, nothing in this Order or in the Motion shall or shall be deemed to prejudice, impair or otherwise alter or affect rights of any holders of interests in, or claims against, the Debtors, including in connection with the treatment of any such interests or claims under any chapter 11 plan or any applicable bankruptcy court order; and it is further

ORDERED that, notwithstanding anything herein to the contrary, entry of this Order shall not prejudice the rights of any party in interest to request additional relief; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: May 5, 2016
New York, New York

/s/Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
 : **Chapter 11**
FAIRWAY GROUP HOLDINGS :
CORP., et al., : **Case No. 16-11241 (___)**
 :
Debtors.¹ : **(Joint Administration Pending)**
 :
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**PROCEDURES, NOTICES, AND RESTRICTIONS REGARDING OWNERSHIP
AND TRANSFERS OF INTERESTS IN THE DEBTORS**

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN THE DEBTORS:²

On May 2, 2016 (the “**Commencement Date**”), Fairway Group Holdings Corp. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) commenced a case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

On [___], 2016, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), having jurisdiction over this chapter 11 case, upon motion of the Debtors (the “**Motion**”), entered an order (with all exhibits thereto, the “**Order**”) (i) finding that the Debtors’ net operating loss carryforwards and certain other tax attributes (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Fairway Group Holdings Corp. (2788); Fairway Group Acquisition Company (2860); Fairway Bakery LLC (4129); Fairway Broadway LLC (8591); Fairway Chelsea LLC (0288); Fairway Construction Group, LLC (2741); Fairway Douglaston LLC (2650); Fairway East 86th Street LLC (3822); Fairway eCommerce LLC (3081); Fairway Georgetowne LLC (9609); Fairway Greenwich Street LLC (6422); Fairway Group Central Services LLC (7843); Fairway Group Plainview LLC (8643); Fairway Hudson Yards LLC (9331); Fairway Kips Bay LLC (0791); Fairway Nanuet LLC (9240); Fairway Paramus LLC (3338); Fairway Pelham LLC (3119); Fairway Pelham Wines & Spirits LLC (3141); Fairway Red Hook LLC (8813); Fairway Stamford LLC (0738); Fairway Stamford Wines & Spirits LLC (3021); Fairway Staten Island LLC (1732); Fairway Uptown LLC (8719); Fairway Westbury LLC (6240); and Fairway Woodland Park LLC (9544). The location of the Debtors’ corporate headquarters is 2284 12th Avenue, New York, New York 10027.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Order.

“**Tax Attributes**”) are property of the Debtors’ estates and are protected by section 362(a) of the Bankruptcy Code (which operates as a stay of any act to obtain possession of property of the Debtors’ estates or of property from the Debtors’ estates or to exercise control over property of the Debtors’ estates); (ii) finding that trading in Holdings Stock (as defined herein) could severely limit the Debtors’ ability to use the Tax Attributes for purposes of the Internal Revenue Code of 1986, as amended (the “**Tax Code**”), and (iii) approving the procedures contained herein (these “**Procedures**”) to preserve the Tax Attributes pursuant to sections 362(a) and 105(a) of the Bankruptcy Code *retroactively effective as of the Commencement Date*.

Procedures

I. Holdings Stock Ownership, Acquisition, and Disposition.

A. Notice of Substantial Ownership.

Any person or Entity (as such term is defined in section 1.382-3(a) of the U.S. Department of Treasury Regulations promulgated under the Tax Code (“**Treasury Regulations**”), including persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition) that beneficially owns, at any time on or after the Commencement Date, Holdings Stock in an amount sufficient to qualify such person or Entity as a Substantial Stockholder (as hereinafter defined) shall file with the Bankruptcy Court, and serve upon (A) the Debtors, c/o Fairway Group Holdings Corp., 2284 12th Ave, New York, NY 10027 (Attn: Dennis Stogsdill); (B) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Matthew S. Barr, Esq. and Sunny Singh, Esq.), proposed attorneys for the Debtors; and (C) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036 (Attn: Michael Rupe, Esq. and Christopher G. Boies, Esq.) and 1180 Peachtree Street, Atlanta, Georgia 30309 (Attn: W. Austin Jowers, Esq.), the

attorneys for Credit Suisse AG, Cayman Islands Branch, as (a) Prepetition Agent and (b) as DIP Agent (the Debtors, the attorneys for the Debtors and the attorneys for Prepetition Agent and the DIP Agent, the “**Disclosure Parties**”), a Notice of Substantial Ownership (a “**Substantial Ownership Notice**”), in substantially the form annexed to the Order as **Exhibit 2**, which describes specifically and in detail the Holdings Stock ownership of such person or Entity, on or before the date that is the later of: (i) twenty (20) calendar days after the entry of the Order, and (ii) ten (10) business days after that person or Entity qualifies as a Substantial Stockholder. At the discretion of a holder that is an individual, the Substantial Ownership Notice to be filed with the Bankruptcy Court (but not such notice served upon the Disclosure Parties) shall be redacted to exclude such holder’s taxpayer identification number.

B. Acquisition of Holdings Stock.

At least ten (10) calendar days prior to the proposed date of any transfer of Holdings Stock (including Options, as hereinafter defined, to acquire such stock) that would result in an increase in the amount of Holdings Stock beneficially owned by any person or Entity that currently is or that would result in a person or Entity becoming a Substantial Stockholder (a “**Proposed Acquisition Transaction**”), such person, Entity or Substantial Stockholder (a “**Proposed Transferee**”) shall file with the Bankruptcy Court, and serve upon the Disclosure Parties, a Notice of Intent to Purchase, Acquire, or Otherwise Accumulate Holdings Stock (an “**Acquisition Notice**”), in the form annexed to the Order as **Exhibit 3**, which describes specifically and in detail the proposed transaction in which Holdings Stock are to be acquired. At the discretion of a holder that is an individual, the Acquisition Notice that is filed with the Bankruptcy Court (but not such Acquisition Notice served upon the Disclosure Parties) may be redacted to exclude such holder’s taxpayer identification number.

C. Disposition of Holdings Stock.

At least ten (10) calendar days prior to the proposed date of (A) any transfer or other disposition of Holdings Stock (including Options to acquire such stock) that would result in a decrease in the amount of Holdings Stock beneficially owned by a Substantial Stockholder or that would result in a person or Entity ceasing to be a Substantial Stockholder or (B) a “50-percent shareholder” within the meaning of section 382(g)(4)(D) of the Tax Code filing any tax return, or any amendment to any tax return, claiming a worthlessness deduction with respect to Holdings Stock for a tax year ending before the Debtors’ emergence from chapter 11 protection (each a “**Proposed Disposition Transaction**,” and together with a Proposed Acquisition Transaction, a “**Proposed Transaction**”), such person, Entity, or Substantial Stockholder (a “**Proposed Transferor**”) shall file with the Bankruptcy Court, and serve upon the Disclosure Parties, a Notice of Intent to Sell, Trade, or Otherwise Transfer Holdings Stock (a “**Disposition Notice**,” and together with an Acquisition Notice, an “**Trading Notice**”), in the form annexed to the Order as **Exhibit 4**, which describes specifically and in detail the proposed transaction in which Holdings Stock would be transferred and, in the case of a Proposed Disposition Transaction described in clause (B) above, such notice shall include a statement that a 50-percent shareholder intends to claim a worthlessness deduction. At the discretion of a holder that is an individual, the Disposition Notice that is filed with the Bankruptcy Court (but not such Disposition Notice served upon the Disclosure Parties) may be redacted to exclude such holder’s taxpayer identification number.

D. Conversion of Class B Common Stock.

No holder of Class B Common Stock (as hereinafter defined) shall convert any of the Class B Common Stock into Class A Common Stock (as hereinafter defined).

E. Objection Procedures.

The Debtors shall have seven (7) calendar days after the filing of a Trading Notice (the “**Objection Deadline**”) to file with the Bankruptcy Court and serve on a Proposed Transferee or a Proposed Transferor, as the case may be, an objection (an “**Objection**”) to any proposed transfer of Holdings Stock (including Options to acquire such stock described in such Trading Notice on the grounds that such transfer may adversely affect the Debtors’ ability to utilize the Tax Attributes) as a result of an ownership change under section 382 or 383 of the Tax Code. If the Debtors file an Objection by the Objection Deadline, then the Proposed Transaction shall not be effective unless approved by a final and nonappealable order of the Bankruptcy Court. If the Debtors do not file an Objection by the Objection Deadline, or if the Debtors provide written authorization to the Proposed Transferee or the Proposed Transferor, as the case may be, approving the Proposed Transaction, prior to the Objection Deadline, then such Proposed Transaction may proceed solely as specifically described in the Trading Notice. Any further Proposed Transaction must be the subject of additional Trading Notices and objection procedures set forth in these Procedures.

F. Unauthorized Transactions in Holdings Stock.

Effective as of the Commencement Date and until further order of the Bankruptcy Court to the contrary, any acquisition, disposition or other transfer of Holdings Stock (including Options to acquire such stock) in violation of the procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay pursuant to sections 105(a) and 362 of the Bankruptcy Code.

II. Debtors' Right to Waive.

The Debtors may waive, in writing, any and all restrictions, stays, and notification procedures contained in the Order.

III. Definitions.

For purposes of these Procedures, the following terms have the following meanings:

"Beneficial ownership" (and any variation thereof including "beneficially owns") of Holdings Stock and Options to acquire Holdings Stock shall be determined in accordance with applicable rules under section 382 of the Tax Code, Treasury Regulations and rulings issued by the IRS, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (i) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (ii) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (iii) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire Holdings Stock.

"Class A Common Stock" shall mean Class A common stock issued by Holdings.

"Class B Common Stock" shall mean Class B common stock issued by Holdings.

"Holdings" shall mean Fairway Group Holdings Corp.

"Holdings Stock" shall mean (i) the Class A Common Stock and (ii) the Class B Common Stock. For the avoidance of doubt, by operation of the definition of beneficial ownership, an owner of an Option to acquire Holdings Stock may be treated as the owner of such Holdings Stock.

"Option" shall mean any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

"Substantial Stockholder" shall mean any person or Entity that beneficially owns at least (i) 675,000 shares of Class B Common Stock (representing 4.75% of all issued and outstanding shares of Class B Common Stock) or (ii) 2,095,000 shares of Holdings Stock (representing approximately 4.75% of all issued and outstanding shares of all Holdings Stock), without regard to class.

Exhibit 2

Notice of Substantial Ownership

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

For Holdings Stock and/or Options to acquire Holdings Stock that are owned directly by the Filer, the following table sets forth (i) the number of such shares, and/or the number of shares subject to Options beneficially owned by such Filer, and (ii) the date(s) on which such shares and/or Options were acquired (broken out by class, as applicable).

In the case of Holdings Stock and/or Options to acquire Holdings Stock that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer, the table sets forth (i) the name(s) of each record or legal owner of such shares of Class A Common Stock, shares of Class B Common Stock and/or Options to acquire shares of Class A Common Stock and Class B Common Stock beneficially owned by the Filer, (ii) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock, and/or the number of shares of Class A Common Stock or Class B Common Stock subject to Options beneficially owned by such Filer and (iii) the date(s) on which such Class A Common Stock, Class B Common Stock and/or Options were acquired (broken out by class, as applicable).

<i>Class</i>	<i>Name of Owner</i>	<i>Shares Owned</i>	<i>Shares Subject to Options Owned</i>	<i>Date(s) Acquired</i>
Class A Common Stock				
Class B Common Stock				

(Attach additional pages if necessary)

[[IF APPLICABLE] The Filer is represented by [name of the law firm], [address], [phone], (Attn: [name]).]

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit 3

Notice of Intent to Purchase, Acquire or Otherwise Accumulate Holdings Stock

number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options proposed to be purchased or acquired, and (ii) the date(s) of such Proposed Transfer (broken out by class, as applicable).

2. If the Proposed Transfer involves the purchase or acquisition of Holdings Stock and/or Options to acquire Holdings Stock by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or number of shares of Class A Common Stock or Class B Common Stock underlying Options that are beneficially owned by the Filer, the table sets forth (i) the name(s) of each such person or Entity that proposes to purchase or acquire such shares of Class A Common Stock, shares of Class B Common Stock and/or Options, (ii) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options proposed to be purchased or acquired, and (iii) the date(s) of such Proposed Transfer (broken out by class, as applicable).

<i>Class</i>	<i>Name of Purchaser or Acquirer</i>	<i>Shares to be Purchased or Acquired</i>	<i>Shares Subject to Options to be Purchased or Acquired</i>	<i>Date(s) of Proposed Transfer</i>
Class A Common Stock				
Class B Common Stock				

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer's beneficial ownership of Holdings Stock and/or Options to acquire Holdings Stock assuming the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the Proposed Transfer, (i) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that would be owned directly by the Filer and (ii) in the case of any beneficial ownership by the Filer of Holdings Stock and/or Options that would be owned by another person or Entity as record/legal owner, the name(s) of each prospective record/legal owner and the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that would be owned by each such record/legal owner (broken out by class, as applicable):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to be Owned</i>	<i>Shares Underlying Options to be Owned</i>
Class A Common			

Stock			
Class B Common Stock			

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a purchase or acquisition of Holdings Stock and/or Options to acquire Holdings Stock directly by the Filer and such Proposed Transfer would result in (i) an increase in the beneficial ownership of Holdings Stock and/or Options to acquire Holdings Stock by a person or Entity (other than the Filer) that currently is a Substantial Stockholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (i) the name of each such person or Entity, (ii) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that are beneficially owned by such person or Entity prior to the Proposed Transfer, and (iii) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that would be beneficially owned by such person or Entity immediately following the Proposed Transfer (broken out by class, as applicable).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares Owned prior to Proposed Transfer</i>	<i>Shares to be Owned Following Proposed Transfer</i>	<i>Shares Underlying Options prior to Proposed Transfer</i>	<i>Shares Underlying Options Following Proposed Transfer</i>
Class A Common Stock					
Class B Common Stock					

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this Notice is being filed with the Bankruptcy Court and served upon the Debtors, the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE that if the Debtors file an objection to the Proposed Transfer within **seven (7) calendar days** after the filing of this Notice, the Proposed Transfer described herein shall not be effective, unless approved by a final and nonappealable order of the Bankruptcy Court. If the Proposed Transfer is approved by the Debtors, then such Proposed Transfer may proceed solely as specifically described in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions that may result in the Filer increasing its beneficial ownership of Holdings Stock and/or Options to acquire Holdings Stock will each require an additional notice filed with the Bankruptcy Court to be served in the same manner as this Notice.

[[IF APPLICABLE] The Filer is represented by [name of the law firm], [address], [phone], (Attn: [name]).]

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit 4

**Notice of Intent to Sell, Trade or Otherwise Transfer Holdings Stock or to Claim a
Worthlessness Deduction under Section 382(g)(4)(D)**

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Transfer involves the sale, transfer or disposition directly by the Filer of Holdings Stock and/or Options to acquire Holdings Stock, the table sets forth (i) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options proposed to be sold, transferred or disposed of, and (ii) the date(s) of such Proposed Transfer (broken out by class, as applicable).

2. If the Proposed Transfer involves the sale, transfer or disposition of Holdings Stock and/or Options to acquire Holdings Stock by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would decrease the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that are beneficially owned by the Filer, the table sets forth (i) the name(s) of each such person or Entity that proposes to sell, transfer or dispose of such Holdings Stock and/or Options, (ii) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options proposed to be so sold, transferred or disposed of, and (iii) the date(s) of such Proposed Transfer (broken out by class, as applicable).

<i>Class</i>	<i>Name of Transferor</i>	<i>Shares to be Sold, Transferred or Disposed</i>	<i>Shares to be Sold, Transferred or Disposed</i>	<i>Date(s) of Proposed Transfer</i>
Class A Common Stock				
Class B Common Stock				

(Attach additional page if necessary)

3. If the Proposed Transfer involves the claiming of a worthlessness deduction with respect to Holdings Stock by the Filer, the table sets forth (i) the name(s) of each such person or Entity that proposes to claim a worthlessness deduction and (ii) the number of shares of Class A Common Stock or Class B Common Stock with respect to which such worthlessness deduction is proposed to be made.

<i>Class</i>	<i>Name of Person or Entity Claiming a Worthlessness Deduction</i>	<i>Shares in Respect of Which a Worthlessness Deduction Would Be Made</i>

Class A Common Stock		
Class B Common Stock		

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer’s beneficial ownership of Holdings Stock and/or Options to acquire Holdings Stock assuming the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the Proposed Transfer, (i) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that would be owned directly by the Filer and (ii) in the case of any beneficial ownership by the Filer of Holdings Stock and/or Options that would be owned by another person or Entity as record/legal owner, the name(s) of each prospective record/legal owner and the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that would be owned by each such record/legal owner (broken out by class, as applicable):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to be Owned</i>	<i>Shares Underlying Options to be Owned</i>
Class A Common Stock			
Class B Common Stock			

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a sale, transfer or disposition of Holdings Stock and/or Options to acquire Holdings Stock directly by the Filer and such Proposed Transfer would result in (i) a decrease in the beneficial ownership of Holdings Stock and/or Options to acquire Holdings Stock by a person or Entity (other than the Filer) that currently is a Substantial Stockholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (i) the name of each such person or Entity, (ii) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that were beneficially owned by such person or Entity prior to the Proposed Transfer, and (iii) the number of shares of Class A Common Stock, the number of shares of Class B Common Stock and/or the number of shares of Class A Common Stock or Class B Common Stock underlying Options that would be beneficially owned by such person or Entity immediately following the Proposed Transfer (broken out by class, as applicable).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares owned prior to Proposed Transfer</i>	<i>Shares Owned Following Proposed Transfer</i>	<i>Shares Underlying Options Owned prior to Proposed Transfer</i>	<i>Shares Underlying Options to be Owned Following Proposed Transfer</i>
Class A Common Stock					
Class B Common Stock					

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this Notice is being filed with the Court and served upon the Debtors and the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE that if the Debtors file an objection to the Proposed Transfer within **seven (7) calendar days** after the filing of this Notice, the Proposed Transfer described herein shall not be effective, unless approved by a final and nonappealable order of the Court. If the Proposed Transfer is approved by the Debtors then such Proposed Transfer may proceed solely as specifically described in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions that may result in the Filer decreasing its beneficial ownership of Holdings Stock and/or Options to acquire Holdings Stock will each require an additional notice filed with the Court to be served in the same manner as this Notice.

[[IF APPLICABLE] The Filer is represented by [name of the law firm], [address], [phone], (Attn: [name]).]

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit B

Proposed Publication Notice

ATTENTION DIRECT AND INDIRECT HOLDERS OF STOCK ISSUED BY FAIRWAY GROUP HOLDINGS CORP.:

On [_____, 2016], the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), having jurisdiction over the chapter 11 cases of Fairway Group Holdings Corp. (“**Holdings**”), and certain of its affiliates, captioned as *In re Fairway Group Holdings Corp., et al.*, Case No. 16 ____ (____) (the “**Chapter 11 Cases**”), entered an order establishing procedures (the “**Procedures**”) that, in certain circumstances, restrict transactions involving, and require notices of the holdings of and proposed transactions by, any person or group of persons that is or, as a result of such a transaction, would become a Substantial Stockholder of common stock issued by Holdings. For purposes of the Procedures, a “**Substantial Stockholder**” is any person or entity (within the meaning of applicable U.S. Treasury regulations, including certain persons making a coordinated acquisition) that beneficially owns, directly or indirectly, at least 2,095,000 shares of any class of such common stock (representing approximately 4.75% of all issued and outstanding common shares) or at least 675,000 shares of Class B common shares of Holdings (representing 4.75% of all issued and outstanding Class B common shares). The Procedures are available on the website of the Debtors’ Court-approved claims agent, located at <http://cases.primeclerk.com/fairway>, and also on docket of the Chapter 11 Cases, Docket No. [____], which can be accessed via PACER at <https://www.pacer.gov>.

A direct or indirect holder of stock issued by Holdings that may be or become a Substantial Stockholder should consult the Procedures.

Dated: New York, New York
[_____, 2016

BY ORDER OF THE COURT