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**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)**
 :
 : **(Jointly Administered)**
 :
Debtors.¹ :
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NOTICE OF OMNIBUS HEARING ON MAY 31, 2016 AT 2:00 P.M.

PLEASE TAKE NOTICE that a hearing to consider entry of final orders approving the Motions and Applications set forth on **Exhibit A** hereto 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**”), will take place on **May 31, 2016 at 2:00 p.m. (Prevailing Eastern Time)** (the “**Hearing**”), or as soon thereafter as counsel may be

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. (1087); Fairway Group Acquisition Co. (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 Greenwich Street LLC (6422); Fairway Group Central Services LLC (7843); Fairway Hudson Yards LLC (9331); Fairway Georgetowne LLC (9609); Fairway Group Plainview LLC (8643); 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.

heard. The Hearing will be held before the Honorable Michael E. Wiles, in the United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, located at One Bowling Green, Room 617, New York, New York 10004 (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that any responses or objections (the “**Objections**”) to the Motions or Applications set forth on **Exhibit A** hereto shall be in writing, conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted pro hac vice, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 on (i) the proposed attorneys for the Debtors, 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.); (ii) the Office of the U.S. Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Greg Zipes, Esq. and Andy Velez-Rivera, Esq.); (iii) 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) administrative agent and collateral agent under that certain Credit Agreement, dated as of February 14, 2013 and amended as of May 3, 2013, and (b) agent under the Debtors’ proposed postpetition debtor-in-possession financing facility; and, (iv) in

addition to the foregoing, any particularized notice parties set forth in the orders granting such Motions or Applications, so as to be so filed and received no later than **May 24, 2016 at 4:00 p.m. (Prevailing Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motions or Applications, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court orders substantially in the form of the proposed orders annexed to the Motions and Applications, which orders may be entered with no further notice or opportunity to be heard.

Dated: May 5, 2016
New York, New York

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EXHIBIT A

I. Motions for Which Interim Authority Has Been Granted

1. Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 361, 362m 363, and 364 and Fed. R. Bankr. P. 4001(b)-(c) for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Schedule a Final Hearing **[ECF No. 5]**

a. Interim Order **[ECF No. 55]**

2. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, 364, 503, and 507 for Authorization to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Continue Intercompany Transactions, and (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and Related Relief **[ECF No. 6]**

a. Interim Order **[ECF No. 35]**

3. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, and 507(a) for Authority to (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits, and (C) Continue Employee Benefits Programs, and for Related Relief **[ECF No. 9]**

a. Interim Order **[ECF No. 36]**

4. Motion of Debtors for Authority to Pay Prepetition Trade Claims in the Ordinary Course of Business Pursuant to Sections 105, 362, 363, and 503 of the Bankruptcy Code **[ECF No. 10]**

a. Interim Order **[ECF No. 53]**

5. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b) for Authority to (I) Continue to Maintain Their Insurance Policies and (II) Honor All Insurance Obligations **[ECF No. 11]**

a. Interim Order **[ECF No. 52]**

6. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507(a) for Authority to (I) Maintain and Administer Prepetition Customer Programs, Promotions, and Practices, and (II) Pay and Honor Related Prepetition Obligations **[ECF No. 12]**

a. Interim Order **[ECF No. 37]**

7. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a), and 541 for Authority to Pay Certain Prepetition Taxes and Fees **[ECF No. 13]**

- a. Interim Order **[ECF No. 56]**

II. Other Motions and Applications to Be Heard

1. Motion of Debtors Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c), 2002(m), and 9007 for Entry of Order Implementing Certain Notice and Case Management Procedures **[ECF No. 8]**
2. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a) and 366 Requesting Entry of an Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, and (III) Prohibiting Utility Service Providers from Altering, Refusing, or Discontinuing Utility Service **[ECF No. 19]**
3. Application of Debtors Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014 and 2016 and Local Rules 2014-1 and 2016-1 for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors Nunc Pro Tunc to Commencement Date **[ECF No. 34]**
4. Application of Debtors Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code to Retain Alvarez & Marsal North America, LLC to Provide a Chief Restructuring Officer and Certain Additional Personnel for the Debtors Nunc Pro Tunc to the Commencement Date **[ECF No. 40]**
5. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor Nunc Pro Tunc to the Commencement Date **[ECF No. 41]**
6. Application of Debtors Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014 and 2016 and Local Rules 2014-1 and 2016-1 for Authority to Retain and Employ Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel for Debtors Nunc Pro Tunc to Commencement Date **[ECF No. 42]**
7. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 327, and 330 for Authority to Employ Professionals Used in the Ordinary Course of Business **[ECF No. 45]**