

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. : (Jointly Administered)
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**NOTICE OF (I) COMMENCEMENT OF CHAPTER 11 CASES
OF FAIRWAY GROUP HOLDINGS CORP. AND CERTAIN
AFFILIATES, SUMMARY OF JOINT PREPACKAGED PLAN OF
REORGANIZATION OF FAIRWAY GROUP HOLDINGS CORP. *ET AL.*,
AND (II) COMBINED HEARING ON (A) ADEQUACY OF THE DISCLOSURE
STATEMENT AND SOLICITATION PROCEDURES, (B) CONFIRMATION OF
THE PLAN OF REORGANIZATION AND (III) RELATED MATTERS**

NOTICE IS HEREBY GIVEN as follows:

On May 2, 2016 (the “**Commencement Date**”),¹ Fairway Group Holdings Corp. and its affiliated debtors identified below (collectively, the “**Debtors**”) filed voluntary petitions commencing cases under chapter 11 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). On the Commencement Date, the Debtors filed the *Joint Chapter 11 Plan of Reorganization of Fairway Group Holdings Corp. and Its Affiliated Debtors*, dated as of May 2, 2016, (as may be amended or modified, the “**Plan**”) and the *Disclosure Statement for Joint Chapter 11 Plan of Fairway Group Holdings Corp. and Its Affiliated Debtors*, dated as of May 2, 2016 (as may be amended or modified, the “**Disclosure Statement**”).

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 Plan provides that holders of allowed prepetition general unsecured claims, including trade, landlord and employees claims against the Debtors, will be paid, or otherwise treated, in the ordinary course as if

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan.

the Debtors had not commenced these chapter 11 cases. The Debtors' Senior Secured Lenders shall receive their pro-rata share of (i) 90% of new common stock in reorganized Holdings, (ii) a \$45 million last out exit term loan, and (iii) a \$39 million unsecured subordinated loan. All existing shares of Class A Common Stock and Class B Common Stock in Fairway Group Holdings Corp. shall be cancelled under the Plan and holders of these interests will not receive any distributions.

The Plan is a "prepackaged" plan of reorganization. Only holders of Class 3 Claims, the Secured Loan Claims arising under the Debtors' prepetition Credit Agreement, are entitled to vote to accept or reject the Plan. All other classes of claims are either deemed to accept or deemed to reject the Plan. On May 2, 2016, the Debtors commenced solicitation of votes to accept the Plan from the holders of Class 3 Claims (Secured Loan Claims) of record as of April 29, 2016. **The deadline for the submission of votes to accept or reject the Plan is May 12, 2016 at 5:00 p.m. (Prevailing Eastern Time).**

The Plan and Disclosure Statement may be obtained (a) by written request to the Debtors' Claims and Noticing Agent, Prime Clerk at the following address: 830 3rd Avenue, 3rd Floor, New York, New York 10022; (b) by phone at 844-597-1421 (toll free) and + 1 917-258-6101 (international); (c) by accessing the Debtors' restructuring website at <http://cases.primeclerk.com/fairway>; (d) through the Bankruptcy Court's website www.nysb.uscourts.gov; or (e) at the office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004, between 9:00am – 4:30pm (Prevailing Eastern Time).

The Combined Hearing to consider, among other things, the adequacy of the Disclosure Statement and confirmation of the Plan will be held before the Honorable Michael E. Wiles, United States Bankruptcy Judge, in Court room 617 of the United States Bankruptcy Court, One Bowling Green, New York, NY 10004, on June 7, 2016 at 10:00 a.m. (Prevailing Eastern Time). The Combined Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open court or at the Combined Hearing and notice of such adjourned date(s) will be available on the case website free of charge at <http://cases.primeclerk.com/fairway>.

Any objections to the approval of the Disclosure Statement, the solicitation procedures, or confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; (d) conform to the Bankruptcy Rules and the Local Rules; (e) be filed with the Bankruptcy Court (i) by registered users of the Bankruptcy Court's case filing system, electronically in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>) and (ii) by all other parties in interest, on a 3.5 inch disk, 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 (f) be served in accordance with General Order M-399 **no later than 5:00 p.m. (Prevailing Eastern Time) on May 31, 2016** (the "**Objection Deadline**"), on the following parties: (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 United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Greg Zipes, Esq. and Andy Velez-Rivera, Esq.); and (iii) 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, (1) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036 (Attn: Michael Rupe, Esq. and Christopher G. Boies, Esq.), and (2) King & Spalding LLP, 1180 Peachtree Street, Atlanta, Georgia 30309 (Attn: W. Austin Jowers, Esq.).

UNLESS AN OBJECTION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE DISCHARGE, INJUNCTION, RELEASE, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED.

Section 341(a) Meeting

A meeting of creditors pursuant to section 341(a) of the Bankruptcy Code (the “**Section 341(a) Meeting**”) will be deferred until confirmation of the Plan. **The Section 341(a) Meeting will not be convened if the Plan is confirmed within sixty (60) days after the Petition Date.** If the Section 341(a) Meeting is convened, the Debtors will file, serve on the parties on whom it served this notice, and post on the Website at <http://cases.primeclerk.com/fairway>, not less than seven (7) days before the date scheduled for such meeting, a notice of the date, time, and place of the Section 341(a) Meeting. The Debtors’ representative, as specified in Rule 9001(5) of the Federal Rules of Bankruptcy Procedure, is required to appear at the Section 341(a) Meeting for the purpose of being examined under oath. Attendance by creditors at the meeting is welcomed, but not required. The meeting may be adjourned or continued from time to time by notice at the Section 341(a) Meeting, without further notice to the creditors.

BY ORDER OF THE COURT.

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Matthew S. Barr
Sunny Singh

*Proposed Attorneys for Debtors
and Debtors in Possession*