

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

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: **Chapter 11**
: **Case No. 20-10161 (JLG)**
: **(Jointly Administered)**
: **(ECF No. 131)**
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**ORDER ESTABLISHING
DEADLINE FOR FILING PROOFS OF CLAIM AND PROCEDURES RELATING
THERE TO AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the application 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 section 502(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), and the United States Bankruptcy Court for the Southern District of New York Procedural Guidelines for Filing Requests for Orders to Set the Last Date for Filing Proofs of Claim (the “**Guidelines**”), for entry of an order fixing deadlines and establishing procedures for filing proofs of claim and approving the form and manner of service thereof; and it

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); FN Store 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. Fairway Community Foundation Inc., a charitable organization, owned by Fairway Group Holdings Corp., is not a debtor in these proceedings.

appearing that the relief requested is in the best interests of the Debtors, their estates, and creditors and that adequate notice has been given and that no further notice is necessary; and after due deliberation and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. Except as otherwise provided herein, pursuant to section 502(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”), Bankruptcy Rules 2002 and 3003(c)(3), Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), and the United States Bankruptcy Court for the Southern District of New York’s Procedural Guidelines for Filing Requests for Orders to Set the Last Date for Filing Proofs of Claim, updated as of December 1, 2015 (the “**Guidelines**”), all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a claim, as defined in Section 101(5) of the Bankruptcy Code, against the Debtors which arose on or prior to the filing of the Chapter 11 petitions on January 23, 2020 (the “**Commencement Date**”), including claims asserted under section 503(b)(9) of the Bankruptcy Code, shall file a proof of such claim in writing or electronically in accordance with the procedures below so that it is received on or before **March 27, 2020** (the “**General Bar Date**”).

2. Notwithstanding any other provision hereof, proofs of claim filed by governmental units (as defined in section 101(27) of the Bankruptcy Code) must be filed on or before **August 17, 2020** (the date that is one hundred eighty (180) days after the date of the order for relief as calculated in accordance with Bankruptcy Rule 9006 (a)(i)) (the “**Governmental Bar Date**”).

3. Notwithstanding any other provision hereof, claimants must file proofs of claim with respect to amendments or supplements to the Debtors’ schedules of assets and liabilities (the “**Schedules**”) on or before the later of (i) the General Bar Date or the Governmental Bar Date, as

applicable and (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is thirty (30) days from the date on which the Debtors provide notice of previously unfiled Schedules (as defined herein) or an amendment or supplement to the Schedules (the “**Amended Schedules Bar Date**”).

4. Notwithstanding any other provision hereof, any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection on or before the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is thirty (30) days after entry of the order authorizing such rejection (the “**Rejection Damages Bar Date**”, and together with the General Bar Date, the Governmental Bar Date, and the Amended Schedules Bar Date, the “**Bar Dates**”). For the avoidance of doubt, a counterparty to an executory contract or unexpired lease is permitted to file a single proof of claim on account of its claims arising under the applicable contract or lease agreement (including claims for prepetition defaults and rejection damages) by the Rejection Damages Bar Date.

5. The (i) proposed notice of the Bar Dates, substantially in the form annexed hereto as **Exhibit 1** (the “**Bar Date Notice**”) and (ii) model proof of claim form (the “**Claim Form**”), substantially in the form annexed hereto as **Exhibit 2**, are approved.

6. The following procedures for the filing of proofs of claim (the “**Procedures**”) shall apply:

- (a) Proofs of claim must conform substantially to the Claim Form or Official Bankruptcy Form No. 410 (the “**Official Form**”);²
- (b) Proofs of Claim must be filed (i) electronically through the Omni’s Proof of Claim website for these cases at <http://omniagentsolutions.com/fairway> by following instructions for filing proofs of claim electronically; (ii) by

² The Official Form can be found at www.uscourts.gov/forms/bankruptcy-forms, the official website for the United States Bankruptcy Courts. The Claim Form can be found at <http://omniagentsolutions.com/fairway>, the website established by Omni for the Debtors’ chapter 11 cases.

mailing the original proof of claim either by U.S. Postal Service mail or overnight delivery to Omni's Claims Processing Centers for the Debtors at 5955 De Soto Avenue, Suite 100, Woodland Hills, CA 91367; or (iii) by delivering the original Proof of Claim by hand to the United States Bankruptcy Court for the Southern District of New York at One Bowling Green, Room 511, New York, NY 10004-1408;

- (c) Proofs of claim will be deemed filed only when received by the Clerk of the Bankruptcy Court or by Omni on or before the applicable Bar Date;
- (d) Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and, (iv) be denominated in United States currency;
- (e) Proofs of claim must specify by name and case number the Debtor against which the claim is filed. If the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor. If the holder files a proof of claim without identifying a Debtor, such proof of claim will be deemed as filed only against Fairway Group Holdings Corp.; and
- (f) Proofs of claim sent by facsimile, telecopy, or electronic mail transmission **will not** be accepted.

7. The following persons or entities need not file a proof of claim on or prior to the

Bar Dates:

- (a) Any claim as to which the holder has already filed a proof of claim against the Debtors in the above-captioned case in a form substantially similar to the Claim Form or the Official Form and otherwise in compliance with these Procedures;
- (b) Any claim that is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as "disputed", "contingent" or "unliquidated"; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (c) Any claim that heretofore has been allowed by Order of this Court;
- (d) Any claim that has been paid in full by any of the Debtors;
- (e) Any claim for which different specific deadlines have previously been fixed by this Court;

- (f) Any claim by a Debtor against another Debtor;
- (g) Any claim that asserts an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred units, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided that if any holder asserts such a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of claim must be filed on or before the applicable Bar Date pursuant to the Procedures;
- (h) Any claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than a claim arising under section 503(b)(9) of the Bankruptcy Code);
- (i) Any holder of a claim limited exclusively to the repayment of principal, interest, fees, expenses, and any other amounts owing under any agreements governing any equity or other debt (collectively, the “**Debt Securities**”) (x) secured by assets of any of the Debtors or agreements with respect to such assets, or (y) secured by assets leased to any of the Debtors (a “**Debt Claim**”) pursuant to a credit agreement, as applicable (together, the “**Debt Instruments**”) if the relevant, administrative agent, paying agent, loan or collateral agent, or any other entity serving in a similar capacity however designated (each, a “**Debt Agent**”) under the applicable Debt Instruments files a single Proof of Claim in the Debtors’ lead chapter 11 case *In re Fairway Group Holdings Corp.* (Case No. 20-10161) (JLG), on or before the applicable Bar Date, against all Debtors under the applicable Debt Instrument on account of all Debt Claims; provided that any holder of a Debt Claim wishing to assert a claim arising out of or relating to a Debt Instrument, other than a Debt Claim, must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; provided, further, that in lieu of attaching voluminous documentation, including documentation for compliance with Bankruptcy Rule 3001(d), the Debt Agent under the Debt Instrument may include a summary of the operative documents with respect to the Debt Claims; or
- (j) Any other person or entity that is not required to file a proof of claim pursuant to a final order approving *Debtors’ Motion for Interim and Final Orders Granting (I) Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Liens and Provide Superpriority Administrative Expense Status, (D) Grant Adequate Protection, (E) Modify the Automatic Stay, and (F) Schedule a Final Hearing and (II) Related Relief*, as may be amended or superseded from time to time (the “**Final DIP Order**”), solely with respect to the claims set forth in the Final DIP Order.

7. Claims arising under section 503(b)(9) of the Bankruptcy Code must be filed by the deadlines set forth in this Order.

8. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules.

9. Pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order by timely filing a proof of claim in appropriate form shall not be treated as a creditor with respect to such claim for purposes of voting and distribution.

10. The Debtors shall cause to be mailed (i) the Claim Form and (ii) the Bar Date Notice which shall be deemed adequate and sufficient if served by first-class mail at least thirty-five (35) days prior to the applicable Bar Date upon:

- (a) The United States Trustee;
- (b) counsel to each official committee;
- (c) counsel to the Ad Hoc Group and DIP Lenders;
- (d) all persons or entities that have filed claims;
- (e) all known creditors and other known holders of potential claims as of the date of this order; including all persons listed in the schedules as holding claims;
- (f) all counterparties to the Debtors' executory contracts and unexpired leases at the addresses stated therein or as updated pursuant to a request by the counterparty or by returned mail from the post office with a forwarding address;
- (g) all parties to pending litigation against the Debtors (as of the date of the entry of the Proposed Order);
- (h) all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of the entry of this Order);
- (i) the Internal Revenue Services for the district in which the case is pending and, if required by Bankruptcy Rule 2002(j), any other required

governmental units (a list of such agencies is available from the Office of the Clerk of the Court); and

(j) such additional persons and entities as deemed appropriate by the Debtors.

11. Pursuant to Bankruptcy Rule 2002(l) and the Guidelines, the Debtors shall publish the Bar Date Notice, once in the national edition of *The New York Times* at least twenty-eight (28) days prior to the General Bar Date, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates and the Procedures for filing proofs of claim in these chapter 11 cases.

12. Any person or entity who desires to rely on the Schedules will have the responsibility for determining that the claim is accurately listed in the Schedules.

13. The Debtors and Omni are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

14. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so.

Dated: February 21, 2020
New York, New York

/s/ James L. Garrity, Jr.

THE HONORABLE JAMES L. GARRITY, JR.
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Bar Date Notice

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

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	:
In re	:
	:
FAIRWAY GROUP HOLDINGS CORP., et al.,	:
	:
Debtors.¹	:
	:
-----X	

Chapter 11
Case No. 20-10161 (JLG)
(Jointly Administered)
(ECF No. 131)

NOTICE OF DEADLINES
REQUIRING FILING OF PROOFS OF CLAIM

The United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) has entered an order (the “**Bar Date Order**”) establishing **March 27, 2020 at 5:00 p.m. (Prevailing Eastern Time)** as the last date and time for each person (excluding “governmental units,” as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim (such deadline, the “**General Bar Date**”) against any of the debtors listed below (collectively, the “**Debtors**”).

The General Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose before **January 23, 2020** (the “**Commencement Date**”), the date on which the Debtors commenced cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), including claims arising under section 503(b)(9) of the Bankruptcy Code, and excluding claims held by those listed in Section 4 below that are specifically excluded from the Bar Date filing requirement. “Governmental Units” (as defined in section 101(27) of the Bankruptcy Code) have until **August 17, 2020 at 5:00 p.m. (Prevailing Eastern Time)**, the date that is one-hundred and eighty (180) days after the order for relief (the “**Governmental Bar Date**”), to file proofs of claim against the Debtors.

Counterparties to the Debtors’ executory contracts and unexpired leases have until the later of (i) the General Bar Date and (ii) thirty (30) days after entry of the order authorizing the

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rejection of such contract or lease (the “**Rejection Damages Bar Date**”), to file proofs of claim for rejection damages against the Debtors.

With respect to amendments or supplements to the Debtors’ schedules of assets and liabilities (the “**Schedules**”), claimants have until the later of (i) the General Bar Date or the Governmental Bar Date, as applicable and (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is thirty (30) days from the date on which the Debtors provide notice of previously unfiled Schedules (as defined herein) or an amendment or supplement to the Schedules (the “**Amended Schedules Bar Date**”), and together with the General Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, the “**Bar Dates**”), to file proofs of claim against the Debtors.

The Bar Date Order, the Bar Dates, and the procedures set forth below for filing proofs of claim apply to claims against any of the Debtors, as listed in the following table:

NAME OF DEBTOR AND LAST FOUR DIGITS OF FEDERAL TAX IDENTIFICATION NUMBER	CASE NUMBER
Fairway Group Holdings Corp. (2788)	20-10161
Fairway Group Acquisition Company (2860)	20-10162
Fairway Bakery LLC (4129)	20-10163
Fairway Broadway LLC (8591)	20-10164
Fairway Chelsea LLC (0288)	20-10165
Fairway Construction Group, LLC (2741)	20-10166
Fairway Douglaston LLC (2650)	20-10167
Fairway East 86th Street LLC (3822)	20-10168
Fairway eCommerce LLC (3081)	20-10169
Fairway Georgetowne LLC (9609)	20-10170
Fairway Greenwich Street LLC (6422)	20-10171
Fairway Group Central Services LLC (7843)	20-10172
Fairway Group Plainview LLC (8643)	20-10173
Fairway Hudson Yards LLC (9331)	20-10174
Fairway Kips Bay LLC (0791)	20-10175
FN Store LLC (9240)	20-10176
Fairway Paramus LLC (3338)	20-10177
Fairway Pelham LLC (3119)	20-10178
Fairway Pelham Wines & Spirits LLC (3141)	20-10179
Fairway Red Hook LLC (8813)	20-10180
Fairway Stamford LLC (0738)	20-10181
Fairway Stamford Wines & Spirits LLC (3021)	20-10182
Fairway Staten Island LLC (1732)	20-10183
Fairway Uptown LLC (8719)	20-10184
Fairway Westbury LLC (6240)	20-10185
Fairway Woodland Park LLC (9544)	20-10186
OTHER NAMES USED BY THE DEBTORS IN THE LAST 8 YEARS	
Fairway	Fairway Wines
Fairway Market	Fairway Wines & Spirits
Fairway - Like No Other Market	Sur la Route
Fairway Como Ningún Otro Mercado	Sur la Route Café by Fairway Market
The World’s Greatest Food Store	The Cooking Place at Fairway Market
The World’s Greatest Wines & Spirits Store	FWM Fresh
Fairway Café	Sur la Route
Fairway Café & Steakhouse	

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose before the Commencement Date, and it is not one of the types of claims described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Commencement Date must be filed on or before the Bar Dates, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Commencement Date.

Under section 101(5) of the Bankruptcy Code and as used in this notice, the word "claim" means a right to (a) payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHAT TO FILE

Your filed proof of claim must conform substantially to Official Form 410 (the "**Official Form**"). The Debtors are enclosing a case-specific proof of claim form for use in these cases (the "**Claim Form**"). If your claim is listed on the schedules of assets and liabilities filed by the Debtors (collectively, the "**Schedules**"), the proof of claim form also sets forth the amount of your claim as listed on the Schedules, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as "disputed," "contingent," or "unliquidated." You will receive a different proof of claim form for each claim listed in your name on the Schedules. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms and instructions may be obtained at (a) the website established by the Debtors' Court-approved claims and noticing agent, Omni Agent Solutions, located at <http://omniagentsolutions.com/fairway> or (b) the Bankruptcy Court's website located at www.uscourts.gov/forms/bankruptcy-forms.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency (using the exchange rate, if applicable, as of the Commencement Date). You also should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or explanation as to why the documents are not available.

Your proof of claim form must **not** contain complete social security numbers or taxpayer identification numbers (only the last four (4) digits), a complete birth date (only the year), the name of a minor (only the minor's initials), or a financial account number (only the last four (4) digits of such account number).

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR OR HAVE CLAIMS AGAINST DIFFERENT DEBTORS, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR AND YOU MUST IDENTIFY ON YOUR PROOF OF

CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR'S BANKRUPTCY CASE. IF YOU FILE A PROOF OF CLAIM WITHOUT IDENTIFYING A DEBTOR, SUCH PROOF OF CLAIM WILL BE DEEMED AS FILED ONLY AGAINST FAIRWAY GROUP HOLDINGS CORP. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE.

3. WHEN AND WHERE TO FILE

All proofs of claim must be filed so as to be received on or before **March 27, 2020 at 5:00 p.m. (Prevailing Eastern Time)** (for all persons except Governmental Units) or **August 17, 2020 at 5:00 p.m. (Prevailing Eastern Time)** (for all Governmental Units) as follows:

IF BY U.S. POSTAL SERVICE MAIL OR OVERNIGHT DELIVERY:

Fairway Group Holdings Corp., Claims Processing Center
c/o Omni Agent Solutions
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

IF DELIVERED BY HAND:

Fairway Group Holdings Corp., Claims Processing Center
c/o Omni Agent Solutions
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

United States Bankruptcy Court
for the Southern District of New York
One Bowling Green, Room 511
New York, NY 1004-1408

IF ELECTRONICALLY:

The website established by Omni, using the interface available on such website located at <http://omniagentsolutions.com/Fairway> (the "**Electronic Filing System**") and following the instructions provided.

Proofs of claim will be deemed filed only when **actually received** at the addresses listed above or via the Electronic Filing System on or before the applicable Bar Date. Proofs of claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM

The following persons or entities need **not** file a proof of claim on or prior to the applicable Bar Date:

- (a) any claim that has already been asserted in a proof of claim against the Debtors in the above-captioned case in a form substantially similar to the Claim Form or the Official Form and otherwise in compliance with the procedures set forth in this notice;
- (b) any claim that is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as “disputed”, “contingent” or “unliquidated”; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (c) any claim that heretofore has been allowed by Order of the Court;
- (d) any claim that has been paid in full by any of the Debtors;
- (e) any claim for which a different deadline has previously been fixed by the Court;
- (f) any claim by a Debtor against another Debtor;
- (g) any claim that asserts an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred units, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided that if any holder asserts such a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of claim must be filed on or before the applicable Bar Date pursuant to the procedures set forth in this notice;
- (h) any claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of the administration (other than a claim arising under section 503(b)(9) of the Bankruptcy Code);
- (i) any holder of a claim limited exclusively to the repayment of principal, interest, fees, expenses, and any other amounts owing under any agreements governing any equity or other debt (collectively, the “**Debt Securities**”) (x) secured by assets of any of the Debtors or agreements with respect to such assets, or (y) secured by assets leased to any of the Debtors (a “**Debt Claim**”) pursuant to a credit agreement, as applicable (together, the “Debt Instruments”) if the relevant, administrative agent, paying agent, loan or collateral agent, or any other entity serving in a similar capacity however designated (each, a “**Debt Agent**”) under the applicable Debt Instruments files a single Proof of Claim in the Debtors’ lead chapter 11 case *In re Fairway Group Holdings Corp.* (Case No. 20-10161) (JLG), on or before the applicable Bar Date, against all Debtors under the applicable Debt Instrument on account of all Debt Claims; provided that any holder of a Debt Claim wishing to assert a claim arising out of or

relating to a Debt Instrument, other than a Debt Claim, must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; provided, further, that in lieu of attaching voluminous documentation, including documentation for compliance with Bankruptcy Rule 3001(d), the Debt Agent under the Debt Instrument may include a summary of the operative documents with respect to the Debt Claims; or

- (j) Any claim held by the DIP Lenders, the Prepetition Secured Parties, or any other person or entity that is not required to file a proof of claim pursuant to a final order approving the *Debtors' Motion for Interim and Final Orders Granting (I) Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Liens and Provide Superpriority Administrative Expense Status, (D) Grant Adequate Protection, (E) Modify the Automatic Stay, and (F) Schedule a Final Hearing and (II) Related Relief*, as may be amended or superseded from time to time (the "**Final DIP Order**"), arising from or relating to any of the Super Senior Facilities, as applicable (each of the foregoing as defined in the Final DIP Order).

This notice may be sent to many persons that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this notice does not mean that you have a claim or that the Debtors or the Bankruptcy Court believe that you have a claim against the Debtors.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising out of the rejection of an executory contract or unexpired lease, you must file a proof of claim on or before the Rejection Damages Bar Date. For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Commencement Date pursuant to such executory contract or unexpired lease is permitted to file a single proof of claim for such amounts and rejection damages on or before the Rejection Damages Bar Date.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL **NOT** BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as a holder of a claim against one or more of the Debtors in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim form(s) regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Bankruptcy Court) on account of your claim(s), the enclosed proof of claim form(s) should reflect the net amount of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

IF YOU RELY ON THE DEBTORS' SCHEDULES OR THE ENCLOSED PROOF OF CLAIM FORM(S), IT IS YOUR RESPONSIBILITY TO DETERMINE THAT THE CLAIM ACCURATELY IS LISTED ON THE SCHEDULES.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim only is against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need **not** file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date, in accordance with the procedures set forth in this notice.

Copies of the Debtors' Schedules are available for inspection on the Bankruptcy Court's electronic docket for the Debtors' chapter 11 cases, which is posted on (a) the website established by Omni for the Debtors' cases at <http://omniagentsolutions.com/fairway> and (b) on the Court's website at <http://www.nysb.uscourts.gov>. A login and password to the Bankruptcy Court's Public Access to Electronic Records ("**PACER**") are required to access this information on the Court's website and can be obtained through the PACER Service Center at <http://www.pacer.gov>. Copies of the Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, located at One Bowling Green, New York, NY 10004-1408. Copies of the Debtors' Schedules also may be obtained by request to Omni:

Fairway Group Holdings Corp., Claims Processing Center
c/o Omni Agent Solutions
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367
Toll Free: (866) 662-2295
E-mail: Fairway@omniagnt.com

A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

Dated: February 21, 2020
New York, New York

BY ORDER OF THE COURT

Exhibit 2

Claim Form

Fill in the information to identify the case (Select only one Debtor per form):

<input type="checkbox"/> Fairway Group Holdings Corp. Case No 20-10161	<input type="checkbox"/> Fairway Georgetowne LLC Case No. 20-10170	<input type="checkbox"/> Fairway Pelham Wines & Spirits LLC Case No. 20-10179
<input type="checkbox"/> Fairway Group Acquisition Company Case No 20-10162	<input type="checkbox"/> Fairway Greenwich Street LLC Case No. 20-10171	<input type="checkbox"/> Fairway Red Hook LLC Case No. 20-10180
<input type="checkbox"/> Fairway Bakery LLC Case No 20-10163	<input type="checkbox"/> Fairway Group Central Services LLC Case No. 20-10172	<input type="checkbox"/> Fairway Stamford LLC Case No. 20-10181
<input type="checkbox"/> Fairway Broadway LLC Case No. 20-10164	<input type="checkbox"/> Fairway Group Plainview LLC Case No. 20-10173	<input type="checkbox"/> Fairway Stamford Wines & Spirits LLC Case No. 20-10182
<input type="checkbox"/> Fairway Chelsea LLC Case No. 20-10165	<input type="checkbox"/> Fairway Hudson Yards LLC Case No 20-10174	<input type="checkbox"/> Fairway Staten Island LLC Case No. 20-10183
<input type="checkbox"/> Fairway Construction Group, LLC Case No. 20-10166	<input type="checkbox"/> Fairway Kips Bay LLC Case No 20-10175	<input type="checkbox"/> Fairway Uptown LLC Case No. 20-10184
<input type="checkbox"/> Fairway Douglaston LLC Case No 20-10167	<input type="checkbox"/> FN Store LLC Case No 20-10176	<input type="checkbox"/> Fairway Westbury LLC Case No. 20-10185
<input type="checkbox"/> Fairway East 86th Street LLC Case No 20-10168	<input type="checkbox"/> Fairway Paramus LLC Case No. 20-10177	<input type="checkbox"/> Fairway Woodland Park LLC Case No. 20-10186
<input type="checkbox"/> Fairway eCommerce LLC Case No 20-10169	<input type="checkbox"/> Fairway Pelham LLC Case No. 20-10178	

Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?

Name of the current creditor (the person or entity to be paid for this claim) _____

Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else? No Yes From whom? _____

3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	Name _____	Name _____
	Number _____ Street _____	Number _____ Street _____
	City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____
	Contact Phone _____	Contact Phone _____
	Contact email _____	Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one) _____

4. Does this claim amend one already filed? No Yes Claim Number on court claims registry (if known) _____ Filed On _____ MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim? No Yes Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No Yes Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ _____ Does this amount include interest or other charges? No Yes Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information

9. Is all or part of the claim secured? No Yes The claim is secured by a lien on property

Nature of property:

Real Estate If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*

Motor Vehicle

Other Describe: _____

Basis for perfection: _____

Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded).

Value of Property: \$ _____

Amount of the claim that is secured: \$ _____

Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7).

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate: (when case was filed) _____%

Fixed Variable

10. Is this claim based on a lease? No Yes **Amount necessary to cure any default as of the date of the petition.** \$ _____

11. Is this claim subject to a right of setoff? No Yes Identify the property: _____

12. Is this claim for the value of goods received by the debtor within 20 days before the commencement date of this case (11 U.S.C. §503(b)(9)).? No Yes Amount of 503(b)(9) Claim: \$ _____

13. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

- No
 Yes *Check all that apply*

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____
- Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____
- Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____
- Contributions to an employee benefit plan 11 U.S.C. § 507(a)(5). \$ _____
- Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies. \$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it.

FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am the guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____
 MM / DD / YYYY

 Signature

Print the name of the person who is completing and signing this claim:

Name _____
 First Name Middle Name Last Name

Title _____

Company _____
 Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
 Number Street

City State ZIP Code

Contact Phone _____ Email _____