

**Presentment Date: March 19, 2020 at 12:00 p.m. (Eastern Time)**  
**Objection Deadline: March 16, 2020 at 4:00 p.m. (Eastern Time)**

Robert J. Feinstein, Esq.  
Bradford J. Sandler, Esq.  
PACHULSKI STANG ZIEHL & JONES LLP  
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Telephone: (212) 561-7700  
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*Proposed Counsel to the Official Committee of  
Unsecured Creditors*

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

-----X  
:  
**In re** : **Chapter 11**  
:  
**FAIRWAY GROUP HOLDINGS CORP., et al.,<sup>1</sup>** : **Case No. No. 20-10161 (JLG)**  
:  
: **(Jointly Administered)**  
:  
**Debtors.** :  
-----X

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
THE DEBTORS TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL &  
JONES LLP AS COUNSEL EFFECTIVE AS OF FEBRUARY 4, 2020**

The Official Committee of Unsecured Creditors (the “Committee”) of Fairway Group Holdings Corp. and its affiliated debtors (collectively, the “Debtors”) hereby submits its application (the “Application”) for the entry of an order, pursuant to sections 328(a) and 1103(a)

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<sup>1</sup> 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.

of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) as counsel to the Committee in connection with the Debtors’ jointly administered chapter 11 cases, effective as of February 4, 2020. In support of the Application, the Committee submits the declaration of Robert J. Feinstein (the “Feinstein Declaration”), a partner of the Firm, attached hereto as Exhibit A and incorporated herein by reference and the declaration of Committee Co-Chairs attached hereto as Exhibit B and incorporated herein by reference. In further support of the Application, the Committee respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

### **BACKGROUND**

3. On January 23, 2020 (the “Petition Date”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

4. On February 4, 2020, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following seven (7) members: (i) CBA Industries, Inc.; (ii) DHH Realty Company LLC and 2828 on Twelfth, LLC; (iii) U.F.C.W. Local 1500 Pension Fund; (iv) United Natural Foods, Inc.; (v) U.F.C.W. Local 1500; (vi) Maplebear, Inc.; and (vii) 7 Yale & Towne LLC. *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 105].

5. On February 4, 2020, the Committee held its initial meeting and, among other things, voted to retain the Firm as its counsel, subject to Court approval.

6. The Firm's retention is requested as of February 4, 2020, insofar as that is the date the Committee first requested PSZJ to render legal services on behalf of the Committee, and the Firm has been actively advising the Committee since that date.

7. The Firm has approximately 65 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm's attorneys have comprehensive experience representing creditors' committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors' committees in complex chapter 11 cases in this District and others, including Ditech, Hollander, Barneys, BCBG Max Azria, Aéropostale, The Great Atlantic & Pacific Tea Company, Inc., Payless ShoeSource, ShopKo, The Sports Authority, Inc., Circuit City Stores, Inc., The Wet Seal, Ashley Stewart, Neff Corp, Salander O'Reilly Galleries, AMF Bowling Worldwide, and Fresh & Easy Neighborhood Market, Inc. The Firm has also served as conflicts counsel to the official committees of unsecured creditors in Residential Capital and Old Carco LLC (f/k/a Chrysler LLC). Based on these facts, the Committee believes that the Firm is well-qualified to render the services described below.

**RELIEF REQUESTED**

8. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit C, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its bankruptcy counsel in these chapter 11 cases.

9. The Committee has selected PSZJ as its counsel in furtherance of the efficient administration of the estates on behalf of the Committee. The Committee seeks to retain the Firm effective as of February 4, 2020 because the Firm began providing services to the Committee as of such date. The Committee believes that such retention is appropriate in these chapter 11 cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these chapter 11 cases, and the Firm has been providing services to the Committee since February 4, 2020.

**SERVICES TO BE RENDERED**

10. Subject to further order of this Court, the Firm is expected to render, among other services, the following services to the Committee:

- a. Assisting, advising, and representing the Committee in its consultations with the Debtors regarding the administration of these cases;
- b. Assisting, advising, and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;
- c. Assisting, advising, and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;
- d. Assisting, advising, and representing the Committee in investigating the acts, conduct, assets, liabilities, and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion

of those operations, and any other matters relevant to these cases or to the formulation of a plan;

- e. Assisting, advising, and representing the Committee in its participation in the negotiation, formulation, and drafting of a plan of liquidation or reorganization;
- f. Advising the Committee on the issues concerning the appointment of a trustee or examiner under section 1104 of the Bankruptcy Code;
- g. Assisting, advising, and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;
- h. Assisting, advising, and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions and claims against directors and officers and any other party; and
- i. Providing such other services to the Committee as may be necessary in these cases.

**NO ADVERSE INTEREST OF PROFESSIONALS**

11. To the best of the Committee's knowledge, and based upon the Feinstein Declaration attached hereto, neither the Firm nor any of its attorneys have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Feinstein Declaration.

12. To the best of the Committee's knowledge, except as provided in the Feinstein Declaration, neither the Firm, nor any of its attorneys represent any interest adverse to that of the Committee in the matters on which they are to be retained.

13. While the Firm has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should the Firm, through its continuing efforts or as these cases progress, learn of any new connections of the nature described above, the Firm will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

14. The Firm represents many debtors and committees in other bankruptcy cases, and those debtors, the members of those committees, or those estates may be creditors of the Debtors. However, the Firm will not represent any members of those debtors, committees or their members with respect to any claims that they may have collectively or individually against the Debtors.

**PROFESSIONAL COMPENSATION**

15. Subject to Court approval and in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The Firm's current standard hourly rates are:

Partners	\$750.00 to \$1,495.00 per hour
Counsel	\$675.00 to \$1,125.00 per hour
Associates	\$625.00 to \$725.00 per hour
Paralegals	\$395.00 to \$425.00 per hour

16. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. PSZJ intends to provide ten (10) business days' notice to the Debtors, the Committee, and the U.S. Trustee before implementing any increases in PSZJ's rates for professionals working on these chapter 11 cases.

17. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including,

without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm’s other clients and within the guidelines set forth in Local Rule 2014-1, and all amendments and supplemental standing orders of the Court. PSZJ believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

**NOTICE**

18. Notice of this Application has been provided to (i) the Debtors, Fairway Group Holdings Corp., 2284 12th Avenue, New York, New York 10027; (ii) proposed counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C. and Sunny Singh, Esq.); (iii) the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Greg Zipes, Esq. and Paul Schwartzberg, Esq.); (iv) counsel to the Ad Hoc Group and DIP Lenders, King & Spalding LLP, 1185 Avenue of the Americas, New York, NY 10036 (Attn: W. Austin Jowers, Esq., Michael Rupe, Esq., and Michael R. Handler, Esq.); and (v) all parties who have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

**NO PRIOR REQUEST**

19. No previous request for the relief sought herein has been made to this or any other Court.

**WHEREFORE**, the Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZJ as counsel effective as of February 4, 2020, and granting such other and further relief as is just and proper.

Date: March 2, 2020

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF FAIRWAY  
GROUP HOLDINGS CORP., et al.**



\_\_\_\_\_  
DHH Realty Company LLC  
By: Dan Glickberg

Solely in its capacity as Co-Chair of the Official Committee of Unsecured Creditors of Fairway Group Holdings Corp., et al., and not in any other capacity

\_\_\_\_\_  
U.F.C.W. Local 1500  
By: Robert Newell

Solely in its capacity as Co-Chair of the Official Committee of Unsecured Creditors of Fairway Group Holdings Corp., et al., and not in any other capacity

Filed By:

**PACHULSKI STANG ZIEHL & JONES LLP**

/s/ Robert J. Feinstein  
Robert J. Feinstein  
780 Third Avenue, 34th Floor  
New York, NY 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777  
Email: rfeinstein@pszjlaw.com

*Proposed Counsel to the Official Committee of Unsecured Creditors*



**WHEREFORE**, the Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZJ as counsel effective as of February 4, 2020, and granting such other and further relief as is just and proper.

Date: March 2, 2020

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF FAIRWAY  
GROUP HOLDINGS CORP., *et al.***

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DHH Realty Company LLC  
By: Dan Glickberg

Solely in its capacity as Co-Chair of the Official Committee of Unsecured Creditors of Fairway Group Holdings Corp., *et al.*, and not in any other capacity



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U.F.C.W. Local 1500  
By: Robert Newell

Solely in its capacity as Co-Chair of the Official Committee of Unsecured Creditors of Fairway Group Holdings Corp., *et al.*, and not in any other capacity

Filed By:

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Robert J. Feinstein*

Robert J. Feinstein  
780 Third Avenue, 34th Floor  
New York, NY 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777  
Email: rfeinstein@pszjlaw.com

*Proposed Counsel to the Official Committee of Unsecured Creditors*

# **EXHIBIT A**

## **Declaration of Robert J. Feinstein**

Robert J. Feinstein, Esq.  
Bradford J. Sandler, Esq.  
PACHULSKI STANG ZIEHL & JONES LLP  
780 Third Avenue, 34<sup>th</sup> Floor  
New York, NY 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777

*Proposed Counsel to the Official Committee of  
Unsecured Creditors*

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

-----X	
<b>In re</b>	: <b>Chapter 11</b>
	:
<b>FAIRWAY GROUP HOLDINGS CORP., et al.,<sup>1</sup></b>	: <b>Case No. No. 20-10161 (JLG)</b>
	:
	: <b>(Jointly Administered)</b>
	:
<b>Debtors.</b>	:
-----X	

**DECLARATION IN SUPPORT OF APPLICATION OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
OF THE DEBTORS TO RETAIN AND EMPLOY PACHULSKI STANG  
ZIEHL & JONES LLP AS COUNSEL EFFECTIVE AS OF TO FEBRUARY 4, 2020**

I, Robert J. Feinstein, declare under penalty of perjury pursuant to 28 U.S.C.  
§ 1746, and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy

<sup>1</sup> 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.

Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York, that the following is true and correct:

1. I am a partner with the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), with offices located at 780 Third Avenue, 34th Floor, New York, New York 10017. I am duly admitted to practice law in, among other places, the State of New York and the United States District Court for the Southern District of New York.

2. I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors of the Debtors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of February 4, 2020*.

3. The Firm has approximately 65 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm’s attorneys have comprehensive experience representing creditors’ committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors’ committees in complex chapter 11 cases in this District and others, including Ditech, Hollander, Barneys, BCBG Max Azria, Aéropostale, The Great Atlantic & Pacific Tea Company, Inc., Payless ShoeSource, ShopKo, The Sports Authority, Inc., Circuit City Stores, Inc., The Wet Seal, Ashley Stewart, Neff Corp, Salander O’Reilly Galleries, AMF Bowling Worldwide, and Fresh & Easy Neighborhood Market, Inc. The Firm has also served as conflicts counsel to the official committees of unsecured creditors in Residential Capital and Old Carco LLC (f/k/a Chrysler LLC). Accordingly, the Firm is well-qualified to render the services described below.

4. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or

any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the United States Trustee (the “U.S. Trustee”) or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of New York, except as set forth herein.

5. The Debtors have retained various professionals, including Weil Gotschal & Manges LLP, Mackinac Partners, LLC, and PJ Solomon. The Firm has previously worked with and will continue to work with these referenced professionals on various representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

6. Section 1103(b) of the Bankruptcy Code does not incorporate the general “disinterestedness” standard of section 327(a) on proposed counsel to an official committee of unsecured creditors. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, their estates, professionals, and the U.S. Trustee.

7. The Firm has made the following investigation of its connections prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties in interest in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, entered the names of parties provided by the Debtors through

the Firm's database. The categories of the parties entered in the Firm's database with respect to the Firm's conflicts check in these cases are set forth on Schedule 1 annexed hereto.

8. Based on the Firm's conflict check within its database, the Firm has not encountered any creditors of the Debtors in which an actual conflict exists between the Firm and such creditors. If, at any time during the course of this proceeding, the Firm learns of any representation which may give rise to a conflict, the Firm will promptly file with the Court an amended declaration identifying and specifying such involvement.

9. PSZJ and certain of its attorneys have represented and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases.

10. PSZJ represented, represents, and in the future will likely represent committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or Committee members in these cases. For the avoidance of doubt, the Firm has not represented any members of the Committee in the twelve (12) months preceding the Petition Date.

11. The Firm has not received any retainer or payment from the Debtors or the Committee. Nor has the Firm received any promise of payment in connection with these cases during the one-year period prior to the filing of the Debtors' petitions. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these cases. No promises have been received by the Firm nor by any attorneys thereof as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these cases, except among the

partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

12. The Firm intends to apply for compensation for professional services rendered in connection with these cases subject to approval of this Court as stated in the Application, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of this Court. The Firm's current standard hourly rates are:

Partners	\$750.00 to \$1,495.00 per hour
Counsel	\$675.00 to \$1,125.00 per hour
Associates	\$625.00 to \$725.00 per hour
Paralegals	\$395.00 to \$425.00 per hour

13. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. PSZJ intends to provide ten (10) business days' notice to the Debtors, the Committee, and the U.S. Trustee before implementing any increases in PSZJ's rates for professionals working on these chapter 11 cases.

14. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as

secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm’s other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

15. Subject to Court approval, the Committee may seek to retain various professionals during the pendency of these cases. PSZJ intends to work closely with any such professionals retained by the Committee, to ensure that there is no unnecessary duplication of services performed on behalf of the Committee or charged to the Debtors’ estates.

16. The Firm provides the following responses to the questions set forth in Part D of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”):

<b>Questions Required by Part D1 of Revised UST Guidelines:</b>	<b>Answer:</b>	<b>Further explanation:</b>
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	N/A
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No.	N/A
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial	N/A	N/A



<b>Questions Required by Part D1 of Revised UST Guidelines:</b>	<b>Answer:</b>	<b>Further explanation:</b>
terms have changed postpetition, explain the difference and reasons for the difference.		
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	N/A	As Committee counsel, PSZJ anticipates that the budget for Committee professionals will be governed by the <i>Motion of Debtors for (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</i> [ECF No. 7], subject to any rights that the Committee may have to object if an agreement cannot be reached between the Debtors and the Committee. The Committee and its professionals reserve all rights to seek approval of Committee professional fees.

17. PSZJ intends to make a reasonable effort to comply with the UST’s requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by PSZJ in these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 6, 2020

/s/ Robert J. Feinstein

Robert J. Feinstein

# Schedule 1

## Categories

- Debtors and Affiliates
- Officers and Directors and affiliations
- Equity Ownership 5% or More
- Professional Service Providers to the Debtors
- Known Professional Service Providers to the non-debtor Parties-in-Interest
- Debtors' Trade Names and Aliases
- 363 Sale Parties
- RSA Parties/Ad Hoc Group
- Banks – Lenders
- Stalking Horse Bidder
- Top 5 Secured Creditors
- Top 40 Unsecured Creditors (on a consolidated basis)
- United States Trustee, Judges, and Court Contacts for the Southern District of New York (and Key Staff Members)
- Landlords
- Utilities Provider
- Premium Finance Agreements, Major Insurers, Insurance Brokers, and other Insurance Service Providers
- Noteholders
- Surety Bonds
- Vendors
- Unions
- Significant Competitors of the Debtors
- Counsel to Parties to Litigation
- Regulatory Agencies (Federal, State, and Local)
- Taxing Authorities (Federal, State, and Local)
- Contract Counterparties

# **EXHIBIT B**

## **Declarations of Committee Co-Chairs**

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

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**In re** : **Chapter 11**
  
:
  
**FAIRWAY GROUP HOLDINGS CORP., et al.,<sup>1</sup>** : **Case No. No. 20-10161 (JLG)**
  
:
  
: **(Jointly Administered)**
  
:
  
**Debtors.** :
  
-----X

**DECLARATION OF COMMITTEE CO-CHAIR IN SUPPORT OF APPLICATION OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
THE DEBTORS TO RETAIN AND EMPLOY PACHULSKI STANG  
ZIEHL & JONES LLP AS COUNSEL EFFECTIVE AS OF FEBRUARY 4, 2020**

I, DAN GLICKBERG, as authorized representative of the Committee, declare under penalty of perjury as follows:

1. I, Dan Glickberg, am an Advisor for DHH Realty Company LLC (“DHH”). DHH was elected Co-Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-captioned debtors (collectively the “Debtors”). I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors of the Debtors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of February 4, 2020* (the “Application”) on behalf of the Committee.<sup>2</sup>

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

**The Committee's Selection of PSZJ as Counsel**

2. Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On February 4, 2020, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following seven (7) members: (i) CBA Industries, Inc.; (ii) DHH; (iii) U.F.C.W. Local 1500 Pension Fund; (iv) United Natural Foods, Inc.; (v) U.F.C.W. Local 1500; (vi) Maplebear, Inc.; and (vii) 7 Yale & Towne LLC.

4. On February 4, 2020, the Committee held a meeting and, among other things, voted to retain the Firm as its counsel, subject to Court approval. The Committee believes that PSZJ's extensive experience in corporate reorganizations, both out of court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to continue to retain PSZJ as the Committee's counsel during these Cases.

**Rate Structure**

5. In my capacity as Committee Co-Chair, I am responsible for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the

Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZJ.


**Cost Supervision**

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will review the invoices that PSZJ regularly submits, and, together with PSZJ, periodically amend any budget and staffing plans, as the case develops.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: March 2, 2020

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF FAIRWAY  
GROUP HOLDINGS CORP., *et al.***

  
\_\_\_\_\_  
DHH Realty Company LLC  
By: Dan Glickberg

Solely in its capacity as Co-Chair of the Official  
Committee of Unsecured Creditors of Fairway  
Group Holdings Corp., *et al.*, and not in any other  
capacity

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

-----X  
:
  
**In re** : **Chapter 11**
  
:
  
**FAIRWAY GROUP HOLDINGS CORP., et al.,<sup>1</sup>** : **Case No. No. 20-10161 (JLG)**
  
:
  
: **(Jointly Administered)**
  
:
  
**Debtors.** :
  
-----X

**DECLARATION OF COMMITTEE CO-CHAIR IN SUPPORT OF APPLICATION OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
THE DEBTORS TO RETAIN AND EMPLOY PACHULSKI STANG  
ZIEHL & JONES LLP AS COUNSEL EFFECTIVE AS OF FEBRUARY 4, 2020**

I, ROBERT NEWELL, as authorized representatives of the Committee, declare under penalty of perjury as follows:

1. I, Robert Newell, am President of U.F.C.W. Local 1500 (“Local 1500”). Local 1500 was elected Co-Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-captioned debtors (collectively the “Debtors”). I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors of the Debtors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of February 4, 2020* (the “Application”) on behalf of the Committee.<sup>2</sup>

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.



**The Committee's Selection of PSZJ as Counsel**

2. Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On February 4, 2020, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following seven (7) members: (i) CBA Industries, Inc.; (ii) DHH Realty Company LLC; (iii) U.F.C.W. Local 1500 Pension Fund; (iv) United Natural Foods, Inc.; (v) Local 1500; (vi) Maplebear, Inc.; and (vii) 7 Yale & Towne LLC.

4. On February 4, 2020, the Committee held a meeting and, among other things, voted to retain the Firm as its counsel, subject to Court approval. The Committee believes that PSZJ's extensive experience in corporate reorganizations, both out of court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to continue to retain PSZJ as the Committee's counsel during these Cases.

**Rate Structure**

5. In my capacity as Committee Co-Chair, I am responsible for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the

Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZJ.

**Cost Supervision**

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will review the invoices that PSZJ regularly submits, and, together with PSZJ, periodically amend any budget and staffing plans, as the case develops.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: March 2, 2020

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF FAIRWAY  
GROUP HOLDINGS CORP., *et al.***



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U.F.C.W. Local 1500

By: Robert Newell

Solely in its capacity as Co-Chair of the Official  
Committee of Unsecured Creditors of Fairway  
Group Holdings Corp., *et al.*, and not in any other  
capacity

# **EXHIBIT C**

## **Proposed Order**

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

-----X  
: **Chapter 11**  
: **Case No. No. 20-10161 (JLG)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **Chapter 11**  
: **Case No. No. 20-10161 (JLG)**  
: **(Jointly Administered)**  
: **Debtors.**  
-----X

**ORDER AUTHORIZING AND APPROVING  
THE EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES  
LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF THE DEBTORS EFFECTIVE AS OF FEBRUARY 4, 2020**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors of the Debtors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of February 4, 2020* (the “Application”),<sup>2</sup> pursuant to sections 328(a) and 1103(a) Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), for an order authorizing and approving the retention and employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (collectively, the “Debtors”) in these chapter

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

11 cases; and upon consideration of the declarations of Robert J. Feinstein and Committee Co-Chairs in support of the Application filed by the Committee; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED**.
2. The Committee is authorized to retain and employ PSZJ as counsel to the Committee effective as of February 4, 2020. Subject to Court approval, PSZJ may be compensated for services rendered and reimbursed for expenses incurred beginning on February 4, 2020.
3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' cases as set forth in the Application and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.
4. Before implementing any increases in PSZJ's rates for professionals working on these cases, PSZJ shall provide ten (10) business days' notice to the Debtors, the Committee, and the U.S. Trustee. The U.S. Trustee retains all rights to object to any rate increases on all grounds including, but not limited to, the reasonableness standard provided for in

section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. PSZJ is authorized to sign and file electronically all notices, orders, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such documents and all objections and responses related to any such documents filed by any party in these chapter 11 cases.

7. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2020

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