

U.S. Department of Justice
Office of the U.S. Trustee
Southern District of New York
U.S. Federal Office Building
201 Varick Street, Rm. 1006
New York, NY 10014
Telephone: 212.510.0500
USTPRegion02.NYECF@usdoj.gov

In re:

FAIRWAY GROUP HOLDINGS CORP., et al.,
Case No. 20-10161 (JLG)
(Joint Administration Pending)

**Notice of Formation Meeting for
Official Committee(s) of Unsecured Creditors**

The above-named debtor filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code. Section 1102(b) authorizes the United States Trustee to appoint a committee of unsecured creditors. The debtor's petition or other information sources indicate that you may be eligible for appointment to the Official Committee(s) of Unsecured Creditors in these cases.

This is to notify you that the United States Trustee will hold a meeting to form one or more unsecured creditors' committees on **February 4, 2020 at 11:00 a.m. (EST)**, at the following location:

**United States Bankruptcy Court
For the Southern District of New York
One Bowling Green, Room 511
New York, New York 10004**

A representative of the debtor will attend to provide information regarding the statuses of the cases. If you wish to be considered for membership on any official committee that is appointed, please complete the enclosed questionnaire and return it to: Office of the U.S. Trustee, U.S. Federal Office Building, 201 Varick Street, Rm. 1006, New York, NY 10014 **no later than January 31, 2020, at 12:00 Noon (EST)**. Emails sent to USTPRegion02.NYECF@usdoj.gov by this date and time will be accepted. If you do not wish to serve on an official committee, your presence at the meeting is not required.

If you wish to be considered for membership on a committee but are unable to attend, you immediately should notify this Office. If you do not attend the meeting

and do not affirmatively indicate your willingness to serve, you will not be considered. If you send an individual to represent you at the meeting, that representative must present your written proxy authorizing him or her to act on your behalf. Official Committees of Unsecured Creditors perform a vital role in Chapter 11 proceedings, and for that reason your interest and consideration are solicited.

WILLIAM K. HARRINGTON
UNITED STATES TRUSTEE

/s/ Greg M. Zipes
Greg M. Zipes
Trial Attorney

Official Committee of Unsecured Creditors' Committee Information Sheet

Purpose of Unsecured Creditors' Committees. To increase participation in the chapter 11 proceeding, section 1102 of the Bankruptcy Code requires that the United States Trustee appoint a committee of unsecured creditors (the "Committee") as soon as practicable after the order for relief has been entered. The Committee ordinarily consists of the persons, willing to serve, who hold the seven (7) largest unsecured claims of the kinds represented on such committee. The debtor has filed a list indicating that your claim may be among the largest unsecured claims against the debtor, and for that reason, you may be eligible to serve on the Committee. There must be at least three (3) unsecured creditors willing to serve in order to form the Committee.

Powers and Duties of Unsecured Creditors' Committees. Members of the Committee are fiduciaries who represent all unsecured creditors as a group without regard to the types of claims which individual unsecured creditors hold against the debtor. Section 1103 of the Bankruptcy Code provides that the Committee may consult with the debtor, investigate the debtor and its business operations and participate in the formulation of a plan of reorganization. The Committee may also perform such other services as are in the interests of the unsecured creditors whom it represents.

Employment of Professionals. Section 1103 of the Bankruptcy Code provides that the Committee may, subject to the bankruptcy court's approval, employ one or more attorneys, accountants or other professionals to represent or perform services for the Committee. The decision to employ particular professionals should occur at a scheduled meeting of the Committee where a majority of the Committee is present. All professionals retained by the Committee may be compensated from assets of the debtor's estate pursuant to section 330 of the Bankruptcy Code. Please note however that professional fees incurred by individual Committee members' seeking advice related to their committee work or for work performed for the Committee, unless such professionals are formally retained by the Committee, may not be compensated and by executing the attached questionnaire creditors agree to refrain from making any such claim for reimbursement of their individual professional fees. Applications for the payment of professional fees may be monitored by the Office of the United States Trustee and are subject to the Court's approval. However, the Committee should carefully review all applications and not rely on the Court or the United States Trustee to discover and object to excessive professional fees or costs.

Other Matters - The Committee should elect a chairperson and may adopt bylaws. As a party in interest, the Committee may be heard on any issue in the bankruptcy proceeding. Federal Bankruptcy Rule 2002(i) requires that the Committee (or its authorized agent) receive all notices concerning motions and hearings in the bankruptcy proceeding.

In the event you are appointed to an official committee of creditors, the United States Trustee may require periodic certifications of your claims while the bankruptcy case is pending. Creditors wishing to serve as fiduciaries on any official committee are advised that they may not purchase, sell or otherwise trade in or transfer claims against the Debtor while they are committee members absent an order of the Court. By submitting the enclosed Questionnaire and accepting membership on an official committee of creditors, you agree to this prohibition. The United States Trustee reserves the right to take appropriate action, including removing a creditor from any committee, if the information provided in the Questionnaire is inaccurate, if the foregoing prohibition is violated, or for any other reason the United States Trustee believes is proper in the exercise of her discretion. You are hereby notified that the United States Trustee may share this information with the Securities and Exchange Commission if deemed appropriate.

Should you have any additional questions concerning the Committee or your membership on the Committee, please contact the Office of the United States Trustee.

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**QUESTIONNAIRE FOR
OFFICIAL COMMITTEE OF UNSECURED CREDITORS¹**

Case(s): **FAIRWAY GROUP HOLDINGS CORP., et al.,
Case No. 20-10161 (JLG)
(Joint Administration Pending)**

PLEASE RETURN QUESTIONNAIRE BY MAIL OR EMAIL SO
THAT IT IS RECEIVED ***NO LATER THAN:***
February 3, 2020, by 12:00 Noon (EST)

Please Type or Print Clearly.

I am willing to serve on a Committee of Unsecured Creditors. Yes () No ()

A. Unsecured Creditor's Name and Contact Information:

Name: _____ Phone: _____

Address: _____ Fax: _____

_____ E-mail: _____

B. Counsel (If Any) for Creditor and Contact Information:

Name: _____ Phone: _____

Address: _____ Fax: _____

_____ E-mail: _____

¹ Note: This is not a proof of claim form. Proof of claim forms are filed with the Clerk of the Bankruptcy Court, not with the United States Trustee.

C. If you have been contacted by a professional person(s) (e.g. attorney, accountant, or financial advisor) regarding the formation of this committee, please provide the individual's name and/or contact information:

D. Amount of Unsecured Claim (U.S. \$) _____

E. Name of debtor against which you assert your claim. If more than one debtor, list all debtors: _____

F. Describe the nature of your claim(s), *i.e.*, whether arising from goods or services provided; loans made; litigation; *etc.*, including whether any portion is secured. If secured, please describe the collateral securing the claim. If any portion of the claim(s) arises from litigation, please state the nature of the claim, the case number and jurisdiction (if applicable) and the status.

G. Amount of Unsecured Claim (1) entitled to 11 U.S.C. § 503(b) as an administrative expense or (2) entitled to **Article 3-A Lien Status**:

H. Would your schedule permit you to actively participate on the committee by attending weekly meetings (either by telephone or in person)? Yes () No ()

Representations:

1. Are you or the company you represent in any way "affiliated" with any of the debtors within the meaning of Section 101(2) of the Bankruptcy Code, or an insider or a shareholder of, or related to, the debtor(s)? Yes () No ()

If a shareholder, state the number of shares: _____

2. Do you, or the company you represent, engage in a business which directly or indirectly competes with any of the businesses of the debtor(s)? Yes () No ()
3. Have you ever been or are you an officer, director, agent, representative or employee of the debtor(s)? Yes () No () Does your claim arise from this relationship? Yes () No ()
4. State when you acquired the claim, the amount paid, and the face amount of the claim: _____
5. Have you or your attorney entered into a settlement agreement with the debtor regarding resolution of your claim? Yes () No ()
6. Do you have a claim against any entity affiliated with the debtor? Yes () No () State the name of the entity and the nature and amount of the claims:

7. Do you or any affiliated entities have any other claims against, or debt or equity securities of, the debtors(s)? Yes () No ()
8. Do you or any affiliated entities have any financial arrangement that may affect the value of your claim(s) against or interest(s) in the debtor(s) (e.g., personal guarantees, credit insurance, etc.)? Yes () No ()
9. If you have given a proxy to a third party either to represent you at the creditors' committee formation meeting, or in connection with your claim, please attach a copy of the written proxy. If a professional person has arranged for someone to hold a proxy on your behalf, please identify that individual: _____

10. Have you voted, or agreed to support, a restructuring support agreement, a plan of reorganization or liquidation in this case? Yes () No ()

You may attach a written statement to explain or supplement any responses.

Creditors wishing to serve as fiduciaries on an official committee are advised that they may not purchase, sell or otherwise trade in or transfer claims against the debtor while they are committee members absent an order of the court on application of the creditor.

Please be advised that once a committee is formed, the United States Trustee will file a notice of appointment in the court record that contains contact information for any creditor appointed, including the creditor's name, address and telephone number.

Privacy Act Statement. 11 U.S.C. § 1102 authorizes the collection of this information. The information will be used by the United States Trustee to determine your qualifications for appointment to the Committee. Disclosure of this information may be to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office of the United States Trustee's system of records, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Your disclosure of information is voluntary; however, failure to provide the requested information may result in the rejection of your application to be appointed to the Committee.

I hereby certify that, to the best of my knowledge and belief, the answers to this Questionnaire are true and correct. By executing this Questionnaire, I also agree to the restrictions and conditions set forth in the preceding paragraphs and in the Committee Information Sheet, and I agree to provide the periodic certifications upon the request of the United States Trustee.

Date: _____

Signature¹

Print Name

Title

¹ Questionnaires signed by counsel as opposed to the requesting creditor will not be accepted.