

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM344406

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Release of Trademark Security Agreement (Reel: 4962/ Frame: 0832)		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
U.S. Bank National Association, as Collateral Agent		06/10/2015	Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Tops Markets, LLC		
<b>Street Address:</b>	6363 Main Street		
<b>City:</b>	Williamsville		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14221		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEW YORK		
<b>Name:</b>	Tops PT, LLC, a New York limited liability company		
<b>Street Address:</b>	6363 Main Street		
<b>City:</b>	Williamsville		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14221		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEW YORK		
<b>PROPERTY NUMBERS Total: 40</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	991019		
<b>Registration Number:</b>	922571	B-KWIK	
<b>Registration Number:</b>	1047798	BAKER'S OVEN	
<b>Registration Number:</b>	959600	FINAST	
<b>Registration Number:</b>	557127	FINAST	
<b>Registration Number:</b>	3602029	NYGROWN FRESH PICKED FOR TOPS	
<b>Registration Number:</b>	3907824	NY/PA GROWN FRESH PICKED FOR TOPS	
<b>Registration Number:</b>	2529733	THE SAVINGS CART	
<b>Registration Number:</b>	3446451	TOPS	
<b>Registration Number:</b>	2963913	TOPS	
<b>Registration Number:</b>	3001996	TOPS	
<b>Registration Number:</b>	2856078	TOPS	

OP \$1015.00 991019

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	763677	TOPS
Registration Number:	1433101	TOPS
Registration Number:	1465722	TOPS
Registration Number:	2326658	TOPS
Registration Number:	2326652	TOPS
Registration Number:	4231348	TOPS BONUS PLUS
Registration Number:	4243364	TOPS COUPON CENTRAL
Registration Number:	4142117	TOPS E-BONUS SAVER
Registration Number:	1094076	TOPS FRIENDLY MARKETS
Registration Number:	4028330	TOPS GAS BONUSPOINTS
Registration Number:	4142759	TOPS GASPOINTS
Registration Number:	1499050	TOPS NEVER STOPS
Registration Number:	3858371	TOPSMART
Registration Number:	3951305	TOPSMART
Registration Number:	3929019	TOPSTIPS
Registration Number:	3993400	TOPS YOUR NEIGHBORHOOD STORE WITH MORE
Registration Number:	2551177	TOPS XPRESS
Registration Number:	981376	BIG BEAR
Registration Number:	1217929	BIG BEAR
Registration Number:	3636274	BIG SMILES. FRESH FOOD. LOW PRICES.
Registration Number:	2540369	GARDEN FRESH PRODUCE NOW THAT'S FRESH!
Registration Number:	2588134	GLOUCESTER PIER
Registration Number:	739090	P & C
Registration Number:	1577082	P&C
Registration Number:	1693854	P&C
Registration Number:	2021018	P&C FOODS
Serial Number:	85629649	GLOUCESTER PIER SEAFOOD CO.
Serial Number:	85629622	ORCHARD FRESH

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Email:** marina.kelly@thomsonreuters.com

**Correspondent Name:** Ken Tan, Legal Assistant

**Address Line 1:** 80 Pine Street

**Address Line 2:** c/o Cahill Gordon & Reindel LLP

**Address Line 4:** New York, NEW YORK 10005

**NAME OF SUBMITTER:** Ken Tan, Legal Assistant

<b>SIGNATURE:</b>	/Marina Kelly, Thomson Reuters/
<b>DATE SIGNED:</b>	06/12/2015
<b>Total Attachments: 10</b> source=25 Intellectual Property Termination (US Bank) pdf#page1.tif source=25 Intellectual Property Termination (US Bank) pdf#page2.tif source=25 Intellectual Property Termination (US Bank) pdf#page3.tif source=25 Intellectual Property Termination (US Bank) pdf#page4.tif source=25 Intellectual Property Termination (US Bank) pdf#page5.tif source=25 Intellectual Property Termination (US Bank) pdf#page6.tif source=25 Intellectual Property Termination (US Bank) pdf#page7.tif source=25 Intellectual Property Termination (US Bank) pdf#page8.tif source=25 Intellectual Property Termination (US Bank) pdf#page9.tif source=25 Intellectual Property Termination (US Bank) pdf#page10.tif	

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

U.S. Bank National Association, as Collateral Agent

- Individual(s)
- Partnership
- Corporation- State: \_\_\_\_\_
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance/Execution Date(s) :**

Execution Date(s) June 10, 2015

- Assignment
- Security Agreement
- Other (Reel: 4926/ Frame: 0832)
- Merger
- Change of Name
- Release of Trademark Security Agreement

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Tops Markets, LLC

Street Address: 6363 Main Street

City: Williamsville

State: New York

Country: USA Zip: 14221

- Individual(s) Citizenship \_\_\_\_\_
- Association Citizenship \_\_\_\_\_
- Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other Limited Liability Company Citizenship USA - New York

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) \_\_\_\_\_

See Schedule I

B. Trademark Registration No.(s) \_\_\_\_\_

See Schedule I

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Ken Tan, Legal Assistant

Internal Address: \_\_\_\_\_

Street Address: c/o Cahill Gordon & Reindel LLP  
80 Pine Street

City: New York

State: New York Zip: 10005

Phone Number: (212) 701-3804

Docket Number: 08061.0937

Email Address: KTan@cahill.com

**6. Total number of applications and registrations involved:**

40

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

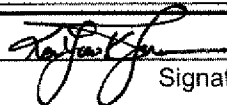
- Authorized to be charged to deposit account
- Enclosed

**8. Payment information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**



Signature

Ken Tan

6/11/2015

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

10

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK**  
**REEL: 005550 FRAME: 0869**

Addendum to Cover Page of Trademarks Form Cover Sheet

2. Name of receiving party(ies)

Tops PT, LLC, a New York limited liability company  
Citizenship – USA – NY  
6363 Main Street  
Williamsville, New York 14221

## RELEASE OF TRADEMARK SECURITY AGREEMENT

**THIS RELEASE OF TRADEMARK SECURITY AGREEMENT** (this “Release”) is made as of June 10, 2015 (the “Effective Date”) by U.S. Bank National Association, in its capacity as collateral agent (together with its successors, “Collateral Agent”) for the benefit of Tops Markets, LLC, a New York limited liability company, and Tops PT, LLC, a New York limited liability company (together, the “Grantors”).

**WHEREAS**, pursuant to the terms and conditions of (i) that certain Security Agreement, dated December 20, 2012, among Tops Holding Corporation, a Delaware corporation, the Grantors, the guarantors party thereto, and the Collateral Agent, and (ii) the Trademark Security Agreement, dated December 20, 2012, between the Grantors and the Collateral Agent (the “Trademark Security Agreement”), each Grantor pledged, assigned and granted to the Collateral Agent a continuing security interest in all of its right, title and interest in and to certain collateral including, without limitation, the trademark registrations and applications set forth on Schedule I to the Trademark Security Agreement, along with the goodwill associated therewith (collectively, the “Trademarks”);

**WHEREAS**, the Trademark Security Agreement was recorded with the Trademark Division of the United States Patent and Trademark Office on December 21, 2012 at Reel 4926 and Frame 0832;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby terminates the Trademark Security Agreement, and hereby terminates, cancels and releases any and all security interests it has against the Trademarks listed under Schedule I attached hereto, including the goodwill exclusively symbolized thereby, all renewals of the foregoing, and all proceeds of the foregoing, including any claims against third parties for past, present or future infringement or dilution of those Trademarks.

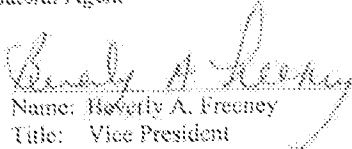
If and to the extent the Collateral Agent has acquired any right, title or interest to any of the Trademarks, it hereby re-assigns and re-transfers such rights, title or interest to the Grantors.

The Collateral Agent shall take all further actions, and provide to the Grantors and their respective successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantors to more fully and effectively effectuate the purposes of this Release, all at the expense of the Grantors.

This Release shall be governed by and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date.

U.S. BANK NATIONAL ASSOCIATION,  
as Collateral Agent




By:   
Name: Beverly A. Freaney  
Title: Vice President

[Signature Page to Trademark Release]




SCHEDULE I  
to  
RELEASE OF TRADEMARK SECURITY AGREEMENT

U.S. Trademarks and Applications for Registration






**United States Trademarks:**

Owner	Jurisdiction	Title	Application No.	Application Date	Reg. No.	Reg. Date
Tops Markets, LLC	U.S. Federal	<b>Tops Logo (Design only)</b> 	72455277	04/23/1973	0991019	8/13/1974
Tops Markets, LLC	U.S. Federal	<b>B-KWIK</b>	72372624	10/06/1970	922571	10/19/1971
Tops Markets, LLC	U.S. Federal	<b>BAKER'S OVEN</b>	73075799	01/30/1976	1047798	9/7/1976
Tops Markets, LLC	U.S. Federal	<b>FINAST</b>	72398783	07/30/1971	0959600	5/29/1973
Tops Markets, LLC	U.S. Federal	<b>FINAST</b>	71549431	02/16/1948	0557127	04/08/1952
Tops Markets, LLC	U.S. Federal	<b>NY GROWN FRESH PICKED FOR TOPS &amp; Design</b> 	77557586	08/28/2008	3602029	04/07/2009
Tops Markets, LLC	U.S. Federal	<b>NY/PA GROWN FRESH PICKED FOR TOPS &amp; Design</b> 	85056951	06/08/2010	3907824	01/18/2011
Tops Markets, LLC	U.S. Federal	<b>THE SAVINGS CART</b>	76222301	03/06/2001	2529733	01/15/2002



Owner	Jurisdiction	Title	Application No.	Application Date	Reg. No.	Reg. Date
Tops Markets, LLC	U.S. Federal	<b>TOPS</b>	78469922	08/19/2004	3446451	06/10/2008
Tops Markets, LLC	U.S. Federal	<b>TOPS</b>	78271445	07/08/2003	2963913	06/28/2005
Tops Markets, LLC	U.S. Federal	<b>TOPS</b>	78498370	10/12/2004	3001996	09/27/2005
Tops Markets, LLC	U.S. Federal	<b>TOPS</b>	78271448	07/08/2003	2856078	06/22/2004
Tops Markets, LLC	U.S. Federal	<b>TOPS</b>	72138221	02/19/1962	0763677	01/21/1964
Tops Markets, LLC	U.S. Federal	<b>TOPS</b>	73526091	03/11/1985	1433101	03/17/1987
Tops Markets, LLC	U.S. Federal	<b>TOPS</b>	73617550	09/02/1986	1465722	11/17/1987
Tops Markets, LLC	U.S. Federal	<b>TOPS (Stylized)</b> 	75696852	05/03/1999	2326658	03/07/2000
Tops Markets, LLC	U.S. Federal	<b>TOPS (Stylized letters and logo)</b> 	75696508	05/03/1999	2326652	03/07/2000
Tops Markets, LLC	U.S. Federal	<b>TOPS BONUS PLUS</b>	85475378	11/17/2011	4231348	10/23/2012
Tops Markets, LLC	U.S. Federal	<b>TOPS COUPON CENTRAL &amp; Design</b> 	85462267	11/02/2011	4243364	11/13/2012

Owner	Jurisdiction	Title	Application No.	Application Date	Reg. No.	Reg. Date
Tops Markets, LLC	U.S. Federal	<b>TOPS E-BONUS SAVER</b>	85420865	09/12/2011	4142117	05/15/2012
Tops Markets, LLC	U.S. Federal	<b>TOPS FRIENDLY MARKETS (and design)</b> 	73129973	06/10/1977	1094076	06/20/1978
Tops Markets, LLC	U.S. Federal	<b>TOPS GAS BONUSPOINTS</b>	85420865	02/09/2011	4028330	09/20/2011
Tops Markets, LLC	U.S. Federal	<b>TOPS GASPOINTS</b>	85448953	10/17/2011	4142759	05/15/2012
Tops Markets, LLC	U.S. Federal	<b>TOPS NEVER STOPS</b>	73695959	11/13/1987	1499050	08/2/1988
Tops Markets, LLC	U.S. Federal	<b>TOPSMART</b>	77980270	11/05/2008	3858371	10/05/2010
Tops Markets, LLC	U.S. Federal	<b>TOPSMART</b>	77608040	11/05/2008	3951305	04/26/2011
Tops Markets, LLC	U.S. Federal	<b>TOPSTIPS</b>	77624308	12/02/2008	3929019	03/8/2011
Tops Markets, LLC	U.S. Federal	<b>TOPS YOUR NEIGHBORHOOD STORE WITH MORE</b>	85189257	12/02/2010	3993400	07/12/2011
Tops Markets, LLC	U.S. Federal	<b>TOPS XPRESS (and design)</b> 	76169962	11/22/2000	2551177	03/19/2002
Tops PT, LLC	U.S. Federal	<b>BIG BEAR</b>	72420126	03/31/1972	0981376	03/26/1974
Tops PT, LLC	U.S. Federal	<b>BIG BEAR &amp; De-</b>	73309693	05/11/1981	1217929	11/23/1982

Owner	Jurisdiction	Title	Application No.	Application Date	Reg. No.	Reg. Date
		sign 				
Tops PT, LLC	U.S. Federal	<b>BIG SMILES. FRESH FOOD. LOW PRICES.</b>	77403663	02/22/2008	3636274	06/09/2009
Tops PT, LLC	U.S. Federal	<b>GARDEN FRESH PRODUCE NOW THAT'S FRESH!</b> 	76261675	05/23/2001	2540369	02/19/2002
Tops PT, LLC	U.S. Federal	<b>GLOUCESTER PIER</b>	76267281	06/05/2001	2588134	07/02/2002
Tops PT, LLC	U.S. Federal	<b>P&amp;C</b>	72119410	05/05/1961	0739090	10/09/1962
Tops PT, LLC	U.S. Federal	<b>P&amp;C (stylized letters)</b> 	73799860	05/15/1989	1577082	01/09/1990
Tops PT, LLC	U.S. Federal	<b>P&amp;C (stylized letters)</b> 	74123156	12/03/1990	1693854	06/16/1992
Tops PT, LLC	U.S. Federal	<b>P&amp;C FOODS &amp; Design</b> 	75049379	01/29/1996	2021018	12/03/1996
Tops Markets,	New York	<b>RX YOUR</b>	N/A	N/A	S-19539	3/29/2006

<b>Owner</b>	<b>Jurisdiction</b>	<b>Title</b>	<b>Application No.</b>	<b>Application Date</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
LLC		<b>NEIGHBORHOOD DRUGSTORE AT TOPS &amp; Design</b>				
Tops Markets, LLC	New York	<b>TOPS</b>	N/A	N/A	R-27276 (now R-30181)	7/12/1993
Tops Markets, LLC	New York	<b>TOPS</b>	N/A	N/A	R-27278 (now R-30182)	7/12/1993
Tops Markets, LLC	Ohio	<b>RX YOUR NEIGHBORHOOD DRUGSTORE AT TOPS &amp; Design</b>	N/A	N/A	2006089 03034	3/29/2006

**Applications:**

<b>Owner</b>	<b>Jurisdiction</b>	<b>Title</b>	<b>Application No.</b>	<b>Application Date</b>
Tops Markets, LLC	U.S. Federal	<b>GLOUCESTER PIER SEAFOOD CO.</b>	85629649	05/18/2012
Tops Markets, LLC	U.S. Federal	<b>ORCHARD FRESH</b>	85629622	05/18/2012

**Licenses:**

<b>Agreement</b>	<b>Licensee</b>	<b>Licensor</b>	<b>Date</b>
Perpetual Sublicense Agreement	Tops Markets LLC	Ahold IP, Inc.	December 1, 2007
License Agreement	Tops Markets, LLC	C&S Wholesale Grocers, Inc.	September 24, 2012
IP License Agreement	Tops Markets, LLC	GU Markets LLC	September 24, 2012

A number of trademarks are licensed to Tops Markets LLC pursuant to the Bylaws of Topco Holdings, Inc., dated March 1, 2012.

**OTHER TRADEMARKS:**

Registrations:

**None.**

Applications:

**None.**

Licenses:

**None.**