

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Release		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. Bank National Association, as Collateral Agent		12/20/2012	Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Tops Markets, LLC		
Street Address:	6363 Main Street		
City:	Williamsville		
State/Country:	NEW YORK		
Postal Code:	14221		
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK		
PROPERTY NUMBERS Total: 21			
Property Type	Number	Word Mark	
Registration Number:	1047798	BAKER'S OVEN	
Registration Number:	922571	B-KWIK	
Registration Number:	991019		
Registration Number:	959600	FINAST	
Registration Number:	557127	FINAST	
Registration Number:	3602029	NYGROWN FRESH PICKED FOR TOPS	
Registration Number:	2529733	THE SAVINGS CART	
Registration Number:	3001996	TOPS	
Registration Number:	3446451	TOPS	
Registration Number:	2856078	TOPS	
Registration Number:	2963913	TOPS	
Registration Number:	2326658	TOPS	
Registration Number:	2326652	TOPS	
Registration Number:	1465722	TOPS	

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Registration Number:	1433101	TOPS
Registration Number:	763677	TOPS
Registration Number:	1094076	TOPS FRIENDLY MARKETS
Registration Number:	1499050	TOPS NEVER STOPS
Registration Number:	2551177	TOPS XPRESS
Serial Number:	77608040	TOPSMART
Serial Number:	77624308	TOPSTIPS

**CORRESPONDENCE DATA**

Fax Number:

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

Email: daniel.cote@thomsonreuters.com  
 Correspondent Name: James P. Murphy, Legal Assistant  
 Address Line 1: 80 Pine Street  
 Address Line 2: Cahill Gordon & Reindel LLP  
 Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	James P. Murphy, Legal Assistant
Signature:	/daniel cote thomsonreuters/
Date:	12/20/2012

Total Attachments: 4

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## RELEASE OF TRADEMARK SECURITY AGREEMENT

**THIS RELEASE OF TRADEMARK SECURITY AGREEMENT** (this “Release”) is made as of December 20, 2012 (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 (the “Grantor”)

**WHEREAS**, pursuant to the terms and conditions of (i) that certain Guarantee and Collateral Agreement, dated as of dated October 9, 2009 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the “Security Agreement”), among Tops Holding Corporation, a Delaware corporation, the Grantor, the guarantors party thereto, and the Collateral Agent, and (ii) the Trademark Security Agreement, between the Grantor and the Collateral Agent, dated as of October 9, 2009 (the “Trademark Security Agreement”), the 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 U.S. Patent & Trademark Office on October 9, 2009 at Reel 4076 and Frame 0299;

**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 Grantor.

The Collateral Agent shall take all further actions, and provide to the Grantor and its 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 Grantor to more fully and effectively effectuate the purposes of this Release, all at the expense of the Grantor.

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: Beverly A. Freney  
Name: Beverly A. Freney  
Title: Vice President

[Signature to Release of Trademark Security Agreement (Tops Markets, LLC)]

**TRADEMARK**  
**REEL: 004925 FRAME: 0802**

SCHEDULE I  
to  
RELEASE OF TRADEMARK SECURITY AGREEMENT

U.S. Trademarks and Applications for Registration

<b>Grantor</b>	<b>Registration No.</b>	<b>Trademark</b>
Tops Markets, LLC	1,047,798	BAKER'S OVEN
Tops Markets, LLC	922,571	B-KWIK
Tops Markets, LLC	991,019	Design only
Tops Markets, LLC	959,600	FINAST
Tops Markets, LLC	557,127	FINAST
Tops Markets, LLC	3,602,029	NYGROWN FRESH PICKED FOR TOPS
Tops Markets, LLC	2,529,733	THE SAVINGS CART
Tops Markets, LLC	3,001,996	TOPS
Tops Markets, LLC	3,446,451	TOPS
Tops Markets, LLC	2,856,078	TOPS
Tops Markets, LLC	2,963,913	TOPS
Tops Markets, LLC	2,326,658	TOPS
Tops Markets, LLC	2,326,652	TOPS
Tops Markets, LLC	1,465,722	TOPS
Tops Markets, LLC	1,433,101	TOPS
Tops Markets, LLC	763,677	TOPS
Tops Markets, LLC	1,094,076	TOPS FRIENDLY MARKETS
Tops Markets, LLC	1,499,050	TOPS NEVER STOPS
Tops Markets, LLC	2,551,177	TOPS XPRESS

<b>Grantor</b>	<b>Application No.</b>	<b>Trademark</b>
Tops Markets, LLC	77-608,040	TOPSMART
Tops Markets, LLC	77-624,308	TOPSTIPS