

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	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**

<b>Name:</b>	Tops PT, 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

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	2547294	BAKERY FRESH NOW THAT'S FRESH!
Registration Number:	981376	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:	2522584	GOLD LABEL
Registration Number:	1217929	BIG BEAR
Registration Number:	739090	P & C
Registration Number:	1577082	P&C
Registration Number:	1693854	P&C
Registration Number:	2021018	P&C FOODS
Registration Number:	2996879	PERFECT CHOICE

**CORRESPONDENCE DATA**

OP \$315.00 2547294

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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### 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) US - Fed

Additional names of conveying parties attached?  Yes  No

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

Execution Date(s) 12/20/2012

- Assignment
- Security Agreement
- Other Trademark Release
- Merger
- Change of Name

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: Tops PT, LLC

Street Address: 6363 Main Street

City: Williamsville

State: NY

Country: USA Zip: 14221

- Individual(s) Citizenship \_\_\_\_\_
- Association Citizenship \_\_\_\_\_
- Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other NY LLC Citizenship US - NY

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) \_\_\_\_\_ Text \_\_\_\_\_

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

SEE SCHEDULE I

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: James P. Murphy, Legal Assistant

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 314-2392

Docket Number: \_\_\_\_\_

Email Address: jmurphy@cahill.com

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

12

**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

December 20, 2012

Date

JAMES P. MURPHY

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:  4

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

## 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 PT, LLC, a New York limited liability company (the “Grantor”)

**WHEREAS**, pursuant to the terms and conditions of (i) that certain Supplement No. 1, dated as of January 29, 2010, to the 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, Tops Markets, LLC, a New York limited liability company, the guarantors party thereto, and the Collateral Agent, and (ii) the Trademark Security Agreement, between the Grantor and the Collateral Agent, dated as of January 29, 2010 (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 February 3, 2010 at Reel 4143 and Frame 0035;

**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. Freeney  
Name: Beverly A. Freeney  
Title: Vice President

[Signature Page to Trademark Security Agreement (Tops PT, LLC)]

**TRADEMARK**  
**REEL: 004925 FRAME: 0808**

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 PT, LLC	2,547,294	BAKERY FRESH NOW THAT'S FRESH! & DESIGN
Tops PT, LLC	981,376	BIG BEAR
Tops PT, LLC	3,636,274	BIG SMILES. FRESH FOOD. LOW PRICES.
Tops PT, LLC	2,540,369	GARDEN FRESH PRODUCE NOW THAT'S FRESH! & DESIGN
Tops PT, LLC	2,588,134	GLOUCESTER PIER
Tops PT, LLC	2,522,584	GOLD LABEL
Tops PT, LLC	1,217,929	OUTLINE OF BEAR WITH THE WORDS "BIG BEAR"
Tops PT, LLC	739,090	P&C
Tops PT, LLC	1,577,082	P&C&DESIGN
Tops PT, LLC	1,693,854	P&C & DESIGN
Tops PT, LLC	2,021,018	P&C FOODS & DESIGN
Tops PT, LLC	2,996,879	PERFECT CHOICE