

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TOPS MARKETS, LLC		12/14/2012	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	100 Federal Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	77980270	TOPSMART
Serial Number:	85448953	TOPS GASPOINTS
Serial Number:	85475378	TOPS BONUS PLUS
Serial Number:	85462267	TOPS COUPON CENTRAL
Serial Number:	85237588	TOPS GAS BONUSPOINTS
Serial Number:	85420865	TOPS E-BONUS SAVER
Serial Number:	85189257	TOPS YOUR NEIGHBORHOOD STORE WITH MORE
Serial Number:	85056951	NY/PA GROWN FRESH PICKED FOR TOPS
Serial Number:	85629622	ORCHARD FRESH
Serial Number:	85629649	GLOUCESTER PIER SEAFOOD CO.

CORRESPONDENCE DATA

Fax Number: 8004947512

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

**TRADEMARK**

OP \$265.00 77980270

*via US Mail.*

Phone: 2023704761  
Email: tfahey@nationalcorp.com  
Correspondent Name: Thomas Fahey  
Address Line 1: 1100 G Street NW, Suite 420  
Address Line 2: National Corporate Research, Ltd.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F142673
NAME OF SUBMITTER:	ANDREW NASH
Signature:	/ANDREW NASH/
Date:	12/17/2012

**Total Attachments: 4**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

December 14, 2012

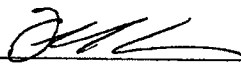
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TOPS MARKETS, LLC, a New York limited liability company (the "Grantor"), hereby grants to BANK OF AMERICA, N.A. (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, (iv) all renewals of the Marks, and (v) all causes of action arising prior to or after the date hereof for infringement or dilution of any of the Marks or unfair competition regarding the same.

THIS GRANT (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Guarantee and Security Agreement by, among others, the Grantor and the Grantee, dated as of October 9, 2009 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

TOPS MARKETS, LLC, as Grantor

By:   
Name: Frank Curci  
Title: President and Chief Executive Officer

Signature Page to Grant of Security Interest in United States Trademarks

**TRADEMARK**  
**REEL: 004920 FRAME: 0584**

BANK OF AMERICA, N.A.,  
as Grantee

By: 

Name: Roger Malouf

Title: Vice President

Signature Page to Grant of Security Interest in United States Trademarks

**TRADEMARK**  
**REEL: 004920 FRAME: 0585**

SCHEDULE A

<b>Trademark</b>	<b>Application Number</b>	<b>Owner</b>
TOPSMART	77-980,270	TOPS MARKETS, LLC
TOPS GASPOINTS	85-448,953	TOPS MARKETS, LLC
TOPS BONUS PLUS	85-475,378	TOPS MARKETS, LLC
TOPS COUPON CENTRAL	85-462,267	TOPS MARKETS, LLC
TOPS GAS BONUSPOINTS	85-237,588	TOPS MARKETS, LLC
TOPS E-BONUS SAVER	85-420,865	TOPS MARKETS, LLC
TOPS YOUR NEIGHBORHOOD STORE WITH MORE	85-189,257	TOPS MARKETS, LLC
NY/PA GROWN FRESH PICKED FOR TOPS	85-056,951	TOPS MARKETS, LLC
ORCHARD FRESH	85-629,622	TOPS MARKETS, LLC
GLOUCESTER PIER SEAFOOD CO.	85-629,649	TOPS MARKETS, LLC

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