

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM499212

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ankura Trust Company, LLC		11/19/2018	Limited Liability Company: NEW HAMPSHIRE

RECEIVING PARTY DATA

Name:	Tops Markets, LLC
Street Address:	1760 Wehrle Drive
City:	Williamsville
State/Country:	NEW YORK
Postal Code:	14221
Entity Type:	Limited Liability Company: NEW YORK

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	991019	
Registration Number:	922571	B-KWIK
Registration Number:	1047798	BAKER'S OVEN
Registration Number:	4362323	GLOUCESTER PIER SEAFOOD CO.
Registration Number:	3602029	NYGROWN FRESH PICKED FOR TOPS
Registration Number:	3907824	NY/PA GROWN FRESH PICKED FOR TOPS
Registration Number:	4415615	ORCHARD FRESH
Registration Number:	4435683	ORCHARDFRESH TASTEFULLY DONE
Registration Number:	2529733	THE SAVINGS CART
Registration Number:	3446451	TOPS
Registration Number:	2963913	TOPS
Registration Number:	3001996	TOPS
Registration Number:	2856078	TOPS
Registration Number:	0763677	TOPS
Registration Number:	1433101	TOPS
Registration Number:	1465722	TOPS
Registration Number:	2326658	TOPS
Registration Number:	2326652	TOPS
Registration Number:	4231348	TOPS BONUS PLUS

TRADEMARK

Property Type	Number	Word Mark
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
Serial Number:	86319686	TOPS BUSINESS PLUS

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: rpancholi@paulweiss.com, lfranco@paulweiss.com, aspoto@paulweiss.com

Correspondent Name: Rima Pancholi

Address Line 1: Paul Weiss Rifkind Wharton & Garrison LLP

Address Line 2: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER: 22177-001

NAME OF SUBMITTER: Rima Pancholi

SIGNATURE: /Rima Pancholi/

DATE SIGNED: 11/21/2018

Total Attachments: 11

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NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS

This NOTICE OF RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release"), effective as of November 19, 2018 is made by Ankura Trust Company, LLC (as successor in interest to U.S. Bank National Association), in its capacity as collateral agent (referred to herein as the "Agent"), in favor of Tops Markets, LLC, a New York limited liability company (the "Company"), pursuant to that certain Security Agreement, dated as of June 10, 2015 (as amended, restated, supplemented or otherwise modified prior to the date hereof, the "Security Agreement"), among the Company, the Agent and other parties thereto.

W I T N E S S E T H:

WHEREAS, in connection with the Security Agreement, the Company executed and delivered the Trademark Security Agreement, dated as of June 10, 2015, in favor of the Agent (the "Trademark Security Agreement");

WHEREAS, pursuant to the Trademark Security Agreement, the Company pledged and granted to the Agent for the benefit of the other Secured Parties a lien on and security interest in all of the right, title and interest of the Company in, to and under the Trademark Collateral (as defined in the Trademark Security Agreement), including the Trademarks (as defined in the Security Agreement) set forth on Schedule A attached hereto, together with the goodwill of the business symbolized thereby (collectively, the "Released Trademarks");

WHEREAS, the Agent recorded its security interest in the Released Trademarks with the United States Patent and Trademark Office (the "USPTO") on June 17, 2015, at Reel/Frame No. 5552/0688; and

WHEREAS, the Agent has duly authorized the execution, delivery and performance of this Release.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Agent agrees, for the benefit of the Company, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Release, including its preamble and recitals, have the meanings provided or provided by reference in the Indenture and the Security Agreement, as applicable (it being understood that, in the event of any conflict, such terms shall have the meanings provided or provided by reference in the Security Agreement).

SECTION 2. Release of Security Interest. The Agent does hereby release, relinquish and discharge its lien on and security interest in, and right of setoff against, all of the Company's right, title and interest in, to and under the Released Trademarks.

SECTION 3. Termination. The Agent, without any recourse, representation or warranty, hereby terminates and cancels the Trademark Security Agreement.

SECTION 4. Further Assurances. The Agent hereby authorizes the Company or the Company's authorized representative to (i) record this Release with the USPTO, (ii) file UCC financing statement amendments with the applicable filing office in order to memorialize the release of the security interest of the Agent in the Released Trademarks and/or (iii) otherwise record or file this Release in the applicable governmental office or agency. The Agent further agrees to execute and deliver to the Company any and all further documents and instruments, and do any and all further acts which the Company (or its agents or designees) reasonably requests (at the Company's sole cost and expense) in order to confirm this Release and the Company's right, title and interest in, to and under the Released Trademarks.

SECTION 5. Choice of Law. This Release shall be governed by, and construed in accordance with, the laws of the state of New York.

SECTION 6. Counterparts. This Release may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[Signatures Follow On Next Page.]

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date set forth above.

**Ankura Trust Company, LLC,
not in its individual capacity but solely in
its capacity as Agent**

By: 

Name: Ryan M. Koy


Title: Managing Director


[Signature Page – Notice of Release of Security Interest in Trademark Rights in Favor of Tops Market, LLC]

**TRADEMARK
REEL: 006487 FRAME: 0579**




SCHEDULE A


U.S. Trademark Applications and Registrations


<u>Owner</u>	<u>Jurisdiction</u>	<u>Mark/Class/No.</u> <u>Date/Goods</u>	<u>Status</u>
	Federal:		
Tops Markets, LLC	US/REG	Tops Logo (Design only) Class 42 Reg. No. 0991019 Reg. Date 8/13/1974 Service: Supermarket grocery store services.	Renewed 2013. Next renewal due 8/13/2024
Tops Markets, LLC	US/REG	B-KWIK Class 35 Reg. No. 922571 Reg. Date 10/19/1971 Service: Supermarket grocery store services.	Renewed 2012. Next renewal due 10/19/2021
Tops Markets, LLC	US/REG	BAKER'S OVEN Class 30 Reg. No. 1047798 Reg. Date 9/7/1976 Goods: Baked goods.	Renewed 2006. Next renewal due 9/7/2016
Tops Markets, LLC	US/REG	GLOUCESTER PIER SEAFOOD CO. Class 35 Reg. No. 4362323 Reg. Date: 7/2/2013 Services: Supermarket services featuring a seafood department	Disclaimer of GLOUCESTER and SEAFOOD CO. Section 8 due between 7/2/2018 and 7/2/2019
Tops Markets, LLC	US/REG	 NY GROWN FRESH PICKED FOR TOPS & Design Class 35 Reg. No. 3602029 Reg. Date 4/7/2009 Goods/services: retail grocery store services featuring fresh produce	Section 8 due 4/7/2015 (with grace period ending 10/7/2015) Renewal due 4/7/2019

<u>Owner</u>	<u>Jurisdiction</u>	<u>Mark/Class/No.</u> <u>Date/Goods</u>	<u>Status</u>
Tops Markets, LLC	US/REG 	NY/PA GROWN FRESH PICKED FOR TOPS & Design Class 35 Reg. No. 3907824 Reg. Date 1/18/2011 Goods/services: retail grocery store services featuring fresh produce	Section 8 due between 1/18/2016 and 1/18/2017 Renewal due 1/18/2021
Tops Markets, LLC	US/REG	ORCHARD FRESH Class 35 Reg. No. 4415615 Reg. Date: 10/8/2013 Services: Retail store services featuring groceries, gasoline and convenience store items	Disclaimer of FRESH. Section 8 due between 10/8/2018 and 10/8/2019
Tops Markets, LLC	US/REG	ORCHARD FRESH TASTEFULLY DONE Class 35 Reg. No. 4435683 Reg. Date: 11-19-2013 Services: Retail supermarket services	Section 8 due between 11/19/2018 and 11/19/2019
Tops Markets, LLC	US/REG	THE SAVINGS CART Class 35 Reg. No. 2529733 Reg. Date 1/15/2002 Services: retail supermarket services	Renewed 2012. Next renewal due 1/15/2022
Tops Markets, LLC	US/REG	TOPS Classes 1,3,4,6,8,16,20,21,31,32 Reg. No. 3446451 Reg. Date 6/10/2008 Goods: long list of grocery store products	Section 8/15 approved. Renewal due 6/10/2018
Tops Markets, LLC	US/REG	TOPS Class 29 Reg. No. 2963913 Reg. date: 6/28/2005 Goods: Cheese, milk, etc.	Section 8/15 filed 2010. Renewed 2014. Next renewal due 6/28/2025

<u>Owner</u>	<u>Jurisdiction</u>	<u>Mark/Class/No. Date/Goods</u>	<u>Status</u>
Tops Markets, LLC	US/REG	TOPS Class 29 Reg. No. 3001996 Reg. Date: 9/27/2005 Goods: Cheese and cracker combinations etc.	Section 8/15 filed 2010. Renewed 2014. Next renewal due 9/27/2025
Tops Markets, LLC	US/REG	TOPS Class 30 Reg. No. 2856078 Reg. Date: 6/22/2004 Goods: Bread, bagels, etc.	Section 8/15 filed 2009. Renewal due 6/22/2024
Tops Markets, LLC	US/REG	TOPS Class 35 Reg. No. 0763677 Reg. Date 1/21/1964 Services: Supermarket grocery store services.	Renewal due 1/21/2024
Tops Markets, LLC	US/REG	TOPS Class 29 Reg. No. 1433101 Reg. Date 3/17/1987 Goods: Canned tuna fish; luncheon meats, namely bacon, bologna, salami, ham, wieners, sausage and luncheon meat loaves comprising olives, pickles and spices combined with luncheon meats; non-dairy whipped topping, and potato chips.	Renewal due 3/17/2017
Tops Markets, LLC	US/REG	TOPS Class 30 Reg. No. 1465722 Reg. Date 11/17/1987 Goods: Pasta products - namely spaghetti, egg noodles, macaroni and lasagna.	Renewal due 11/17/2017

<u>Owner</u>	<u>Jurisdiction</u>	<u>Mark/Class/No.</u> <u>Date/Goods</u>	<u>Status</u>
Tops Markets, LLC	US/REG 	TOPS (Stylized) Class 35 Reg. No. 2326658 Reg. Date 3/7/2000 Services: Retail supermarket services.	Renewed 2009. Next renewal due 3/7/2020
Tops Markets, LLC	US/REG 	TOPS (Stylized letters and logo) Class 35 Reg. No. 2326652 Reg. Date 3/7/2000 Services: Retail supermarket services.	Renewed 2009. Next renewal due 3/7/2020
Tops Markets, LLC	US/REG	TOPS BONUS PLUS Class 35 Reg. No. 4231348 Reg. Date 10/23/2012. Services: Retail store services in the field of groceries, gasoline and convenience store items featuring a bonus incentive program for customers	Disclaimer of BONUS. Section 8 due between 10-23-2017 and 10-23-2018
Tops Markets, LLC	US/REG 	TOPS COUPON CENTRAL & Design Class 35 Reg. No. 4243364 Reg. Date 11/13/2012. Services: Retail store services in the field of groceries, gasoline and convenience store items featuring a coupon redemption program	Disclaimer of COUPON. Section 8 due between 11/13/2017 and 11/13/2018

<u>Owner</u>	<u>Jurisdiction</u>	<u>Mark/Class/No.</u> <u>Date/Goods</u>	<u>Status</u>
Tops Markets, LLC	US/REG	TOPS E-BONUS SAVER Class 35 Reg. 4142117 Reg. Date: 5/15/2012 Services: Retail store services in the field of groceries featuring a bonus incentive program for customers	Disclaimer of E-BONUS. Section 8 due between 5/15/2017 and 5/15/2018 Renewal due 5/15/2022
Tops Markets, LLC	US/REG 	TOPS FRIENDLY MARKETS (and design) Class 42 Reg. No. 1094076 Reg. Date 6/20/1978 Services: Retail supermarket services.	Renewed 2008. Next renewal due 6/20/2018 Disclaimer of FRIENDLY MARKETS.
Tops Markets, LLC	US/REG	TOPS GAS BONUSPOINTS Class 35 Reg. 4028330 Reg. Date 9/20/2011 Services: Retail store services in the field of groceries and gasoline featuring a bonus incentive program for customers.	Disclaimer of GAS and BONUSPOINTS. Section 8 due between 9/20/2016 and 9/20/2017 Renewal due 9/20/2021
Tops Markets, LLC	US/REG	TOPS GASPOINTS Class 35 Reg. 4142759 Reg. Date: 5/15/2012 Services: Retail store services in the field of groceries and gasoline featuring a bonus incentive program for customers	Disclaimer of GAS POINTS. Section 8 due between 5/15/2017 and 5/15/2018 Renewal due 5/15/2022

<u>Owner</u>	<u>Jurisdiction</u>	<u>Mark/Class/No. Date/Goods</u>	<u>Status</u>
Tops Markets, LLC	US/REG	TOPS NEVER STOPS Class 42 Reg. No. 1499050 Reg. Date 8/2/1988 Services: Retail supermarket services.	Renewed 2008. Next renewal due 8/2/2018
Tops Markets, LLC	US/REG	TOPSMART Classes 30, 32 Reg. No. 3858371 Reg. Date 10/5/2010 Goods: candy, beverages, etc.	Section 8 due between 10/5/2015 and 10/5/2016 Renewal due 10/5/2020
Tops Markets, LLC	US/REG	TOPSMART Classes 29 Reg. No. 3951305 Reg. Date 4/26/2011 Goods: shrimp, etc.	Section 8 due between 4/26/2016 and 4/26/2017 Renewal due 4/26/2021
Tops Markets, LLC	US/REG	TOPSTIPS Classes 29, 30, 32 Reg. No. 3929019 Reg. Date 3/8/2011 Goods: shrimp, candy, beverages, etc.	Section 8 due between 3/8/2016 and 3/8/2017 Renewal due 3/8/2021
Tops Markets, LLC	US/REG	TOPS YOUR NEIGHBORHOOD STORE WITH MORE Class 35 Reg. No. 3993400 Reg. Date 7/12/2011 Services: retail grocery store services	Section 8 due between 7/12/2016 and 7/12/2017 Renewal due 7/12/2021
Tops Markets, LLC	US/REG 	TOPS XPRESS (and design) Class 35 Reg. No. 2551177 Reg. Date 3/19/2002 Services: Gasoline station and convenience store services.	Renewed 2011. Next renewal due 3/19/2022

<u>Owner</u>	<u>Jurisdiction</u>	<u>Mark/Class/No. Date/Goods</u>	<u>Status</u>
Tops Markets, LLC	US/APP	TOPS BUSINESS PLUS Class 36 App. No. 86319686 Filed: 6/25/2015 Services: charge card services	Statement of Use due 7/27/2015

<u>Owner</u>	<u>State:</u>	<u>Mark/ Reg No./Date/Goods</u>	<u>Status</u>
Tops Markets, LLC	NY/REG	RX YOUR NEIGHBORHOOD DRUGSTORE AT TOPS & Design Class 35 Registration in the name of Tops Brands, Inc. to be updated upon renewal Reg. No. S-19539 Reg. Date: 3/29/2006 Goods: retail pharmacy services	Renewal due 3/29/2016
Tops Markets, LLC	NY/REG	TOPS Class 52 Reg. No. R-27276 (now R-30181) Reg. Date 7/12/1993 Goods: Bleach, towelettes and bowl cleaner.	Renewed 2003. In 2013, renewed and assignment recorded from Tops Brands, Inc. to Tops Markets, LLC. Next renewal due 7/12/2023
Tops Markets, LLC	NY/REG	TOPS Class 46 Reg. No. R-27278 (now R-30182) Reg. Date 7/12/1993 Goods: Cheese, margarine, coffee, lightner, half and half, waffles, peanut butter,	Renewed 2003. In 2013, renewed and assignment recorded from Tops Brands, Inc. to Tops Markets, LLC.

		milk, butter, eggs, potato chips and coffee.	Next renewal due 7/12/2023
Tops Markets, LLC	OHIO/REG	RX YOUR NEIGHBORHOOD DRUGSTORE AT TOPS & Design Class 35 Registration in the name of Tops Brands, Inc. to be updated upon renewal Reg. No. 200608903034 Reg. Date 3/29/2006 Goods: retail pharmacy services	Renewal due 3/29/2016

Licenses: {No change to Licenses}

Agreement	Licensee	Licensor	Date
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.