

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE GREAT ATLANTIC & PACIFIC TEA COMPANY		03/13/2012	CORPORATION: MARYLAND
BORMAN'S INC.		03/13/2012	CORPORATION: DELAWARE
PATHMARK STORES, INC.		03/13/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Bank National Association
Street Address:	100 Wall Street
Internal Address:	Suite 1600
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	National Association: MINNESOTA

PROPERTY NUMBERS Total: 84

Property Type	Number	Word Mark
Registration Number:	1304288	A&P
Registration Number:	2713141	A&P
Registration Number:	3118336	AMAZE AWAY
Registration Number:	2019444	AMERICA'S CHOICE
Registration Number:	1861428	AMERICA'S CHOICE
Registration Number:	1860494	AMERICA'S CHOICE
Registration Number:	2425385	AMERICA'S CHOICE
Registration Number:	1384513	AMERICA'S CHOICE
Registration Number:	3007194	AMERICA'S CHOICE
Registration Number:	4040782	A C AMERICA'S CHOICE RESERVE
Registration Number:	3522886	AMERICA'S COFFEE PROVIDER SINCE 1859

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Registration Number:	3158364	A TASTE OF ELEGANCE
Registration Number:	3189114	AW'SOME O'S
Registration Number:	2884450	BASICS
Registration Number:	3172122	BEEF BEYOND BELIEF
Registration Number:	4049312	BETTER STORE. BETTER LIVING.
Registration Number:	1922594	BIG DEALS
Registration Number:	2808673	BRILLIANT BUBBLES
Registration Number:	3691490	CHEFMARK
Registration Number:	2680997	EXPRESS YOURSELF
Serial Number:	85133623	FEXPRESS
Registration Number:	3958792	FLAVOR N SERVE
Registration Number:	2726744	FOOD BASICS
Registration Number:	3951940	FOOD BASICS
Registration Number:	2942219	FRESH CHALLENGE
Registration Number:	2989404	GIVE YOURSELF ANOTHER CHOICE
Serial Number:	77349246	GREEN WAY
Serial Number:	77409725	GREEN WAY
Registration Number:	3544867	G
Registration Number:	3842003	G
Serial Number:	77408926	HARTFORD RESERVE
Serial Number:	85426927	HARTFORD RESERVE DELI
Registration Number:	1232381	HEALTH PRIDE
Serial Number:	77959095	HOME BASICS
Serial Number:	85425775	HUDSON & WELLS
Registration Number:	3081109	I LOVE THIS STORE!
Registration Number:	3363303	JANE PARKER
Registration Number:	4094111	LIVE BETTER
Serial Number:	85504994	LIVE BETTER
Registration Number:	4089723	LIVE BETTER
Registration Number:	3452346	LIVE BETTER WELLNESS CLUB
Registration Number:	3491210	LIVE BETTER! WELLNESS CLUB
Registration Number:	3750450	MARKET SPA
Registration Number:	2073501	MASTER CHOICE MC
Registration Number:	1182561	
Registration Number:	3684590	MORE

	3723905	MORE.
Registration Number:	3486531	MORE.
Registration Number:	3867726	MORSEL MEDLEY
Registration Number:	1196041	NO FRILLS
Registration Number:	3842091	ONPOINT
Registration Number:	0854358	PATHMARK
Registration Number:	2677310	PATHMARK
Registration Number:	0919137	PATHMARK
Registration Number:	1034492	PATHMARK
Registration Number:	3789447	PATHMARK GOSPEL CHOIR COMPETITION
Registration Number:	3240786	PATHMARK. HELPING HANDS IN THE COMMUNITY
Registration Number:	3596521	PATHMARK HELPING HANDS IN THE COMMUNITY
Registration Number:	3655878	PREFERRED PET
Registration Number:	3951754	READY PORTIONS
Registration Number:	1412706	SAV-A-CENTER
Serial Number:	85394699	SIERRA RANCH
Registration Number:	3835077	SUPERFRESH
Registration Number:	3467757	S SUPERFRESH
Registration Number:	3062628	SPLISH SPLASH
Registration Number:	2085126	SUPER FRESH
Registration Number:	2685875	THE FOOD EMPORIUM
Serial Number:	85297398	THE BEST VALUE IN THE NEIGHBORHOOD.
Registration Number:	2741163	THE FOOD EMPORIUM
Serial Number:	77956667	THE FOOD EMPORIUM TRADING COMPANY
Serial Number:	77956662	THE FOOD EMPORIUM NEW YORK TRADING COMPANY
Registration Number:	3435064	THE GREAT ATLANTIC & PACIFIC TEA COMPANY
Serial Number:	85408356	THE GREAT ATLANTIC & PACIFIC SEAFOOD COMPANY
Registration Number:	3902055	THE LOWER PRICE PROJECT
Registration Number:	4049311	THE SAVINGS NEVER STOP
Registration Number:	3115079	TORNADO SPLASH
Serial Number:	85420074	TWO FORKS BAKERY
Registration Number:	3132890	ULTRA XTREME
Registration Number:	3690140	VIA ROMA
Registration Number:	3471095	WALDBAUM'S
Serial Number:	85508503	WELLNESS FACTOR

TRADEMARK

REEL: 004736 FRAME: 0024

	3111361	WE'RE THINKING FRESH
Registration Number:	4049313	WOODSON & JAMES
Serial Number:	85297395	YOUR NEW YORK MARKET

CORRESPONDENCE DATA

Fax Number: (212)806-6006
 Email: jmann@stroock.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Jeffrey Mann
 Address Line 1: 180 Maiden Lane
 Address Line 2: Stroock & Stroock & Lavan
 Address Line 4: New York, NEW YORK 10038

ATTORNEY DOCKET NUMBER:	003101/0017
NAME OF SUBMITTER:	Jeffrey Mann
Signature:	/Jeffrey Mann/
Date:	03/13/2012

Total Attachments: 17
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., a Maryland Corporation (the "Company") and each subsidiary of the Company listed on Schedule A hereto (individually, a "Grantor" and together with the Company, the "Grantors"), with principal offices at 2 Paragon Drive, Montvale, New Jersey 07645, hereby each grant to U.S. BANK NATIONAL ASSOCIATION as Collateral Agent, with principal offices at 100 Wall Street, Suite 1600, NY, NY 10005 (the "Grantee"), a continuing security interest in all of such Grantor's Trademarks (as defined in the Convertible Security Agreement referred to below), including those set forth on Schedule B attached hereto (the "Grant"); *provided* that any United States intent-to-use trademark applications are excluded to the extent and for so long as creation by a Grantor of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications or any registration that issues therefrom.

This Grant is made to secure the payment or performance, as the case may be, in full of the Obligations (as defined in the Convertible Security Agreement) under that certain Convertible Security Agreement among the Grantors, other grantors from time to time party thereto and the Grantee, dated as of March 13, 2012 (as amended, modified, restated and/or supplemented from time to time, the "Convertible Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Convertible Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Convertible 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 Convertible Security Agreement, the provisions of the Convertible Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 13th day
of March 2012.

THE GREAT ATLANTIC & PACIFIC
TEA COMPANY, INC.

By: 

Name: Christopher McGarry

Title: Senior Vice President, General
Counsel and Secretary

EACH OF THE OTHER GRANTORS
LISTED ON SCHEDULE A

By: 

Name: Christopher McGarry

Title: Secretary; except for Onpoint, Inc.,
as President

[Signature Page to Trademark Security Agreement (Convertible Notes)]

U.S. BANK NATIONAL ASSOCIATION, as
Collateral Agent and Grantee

By 

Name:

Title:


WILLIAM G. KEENAN
VICE PRESIDENT

[Signature Page to Trademark Security Agreement (Convertible Notes)]

TRADEMARK
REEL: 004736 FRAME: 0028



GRANTOR	TYPE OF ENTITY	JURISDICTION OF ORGANIZAITON
BORMAN'S INC.	Corporation	Delaware
PATHMARK STORES, INC.	Corporation	Delaware

Trademarks



NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
1.	A&P (Design & Color) 	The Great Atlantic & Pacific Tea Company, Inc.	1,304,288 (73/454,363)	11/6/1984 (11/25/83)
2.	A&P (Block Letters)	The Great Atlantic & Pacific Tea Company, Inc.	2,713,141 (76/390,443)	5/6/2003 (4/3/02)
3.	AMAZE AWAY	The Great Atlantic & Pacific Tea Company, Inc.	3,118,336 (78/549,806)	7/18/2006 (1/19/05)
4.	AMERICA'S CHOICE (Stylized)	The Great Atlantic & Pacific Tea Company, Inc.	2,019,444 (74/234,200)	11/26/1996 (12/30/91)
5.	AMERICA'S CHOICE (Stylized)	The Great Atlantic & Pacific Tea Company, Inc.	1,861,428 (74/801,783)	11/1/1994 (12/30/91)
6.	AMERICA'S CHOICE (Stylized)	The Great Atlantic & Pacific Tea Company, Inc.	1,860,494 (74/801,784)	10/25/1994 (12/30/91)
7.	AMERICA'S CHOICE	The Great Atlantic & Pacific Tea Company, Inc.	2,425,385 (74/332,876)	1/30/2001 (11/19/92)





NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
8.	AMERICA'S CHOICE	The Great Atlantic & Pacific Tea Company, Inc.	1,384,513 (73/514,986)	2/25/1986 (12/24/84)
9.	AMERICA'S CHOICE	The Great Atlantic & Pacific Tea Company, Inc.	3,007,194 (78/218,486)	10/18/2005 (2/25/2003)
10.	A C AMERICA'S CHOICE RESERVE	The Great Atlantic & Pacific Tea Company, Inc.	4,040,782 (85/143,032)	10/18/2011 (Filed: 10/01/10)
11.	AMERICA'S COFFEE PROVIDER SINCE 1859	The Great Atlantic & Pacific Tea Company, Inc.	3,522,886 (77/398,541)	9/9/2008 (Supplemental) 10/21/08 (Federal) (2/15/08)
12.	A TASTE OF ELEGANCE	Pathmark Stores, Inc.	3,158,364 (78/759,275)	10/17/2006 (11/22/05)
13.	AW'SOME O'S	The Great Atlantic & Pacific Tea Company, Inc.	3,189,114 (78/731,611)	12/26/2006 (10/12/05)
14.	BASICS	The Great Atlantic & Pacific Tea Company, Inc.	2,884,450 (78/311,001)	9/14/2004 (10/8/03)
15.	BEEF BEYOND BELIEF	The Great Atlantic & Pacific Tea Company, Inc.	3,172,122 (78/437,260)	11/14/2006 (6/17/04)


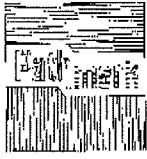

NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
16.	BETTER STORE. BETTER LIVING.	The Great Atlantic & Pacific Tea Company, Inc.	4,049,312 (85/297,401)	11/1/2011 (4/18/2011)
17.	BIG DEALS	Pathmark Stores, Inc.	1,922,594 (74/176,206)	9/26/1995 (6/14/91)
18.	BRILLIANT BUBBLES	The Great Atlantic & Pacific Tea Company, Inc.	2,808,673 (78/202,468)	1/27/2004 (1/13/03)
19.	CHEFMARK	Pathmark Stores, Inc.	3,691,490 (77/578,894)	10/6/2009 (9/25/08)
20.	EXPRESS YOURSELF	The Great Atlantic & Pacific Tea Company, Inc.	2,680,997 (76/406,160)	1/28/2003 (5/13/02)
21.	FEXPRESS	The Great Atlantic & Pacific Tea Company, Inc.	(85/133,623)	(Filed: 09/20/10) ITU
22.	FLAVOR N SERVE	The Great Atlantic & Pacific Tea Company, Inc.	3,958,792 (77/845,532)	5/10/2011 (10/9/09)
23.	FOOD BASICS	The Great Atlantic & Pacific Tea Company, Inc.	2,726,744 (76/386,404)	6/17/2003 (3/25/02)
24.	FOOD BASICS	The Great Atlantic & Pacific Tea Company, Inc.	3,951,940 (77/914,849)	4/26/2011 (1/19/10)

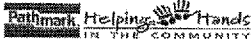

NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
25.	FRESH CHALLENGE	The Great Atlantic & Pacific Tea Company, Inc.	2,942,219 (78/503,093)	4/19/2005 (10/20/04)
26.	GIVE YOURSELF ANOTHER CHOICE	The Great Atlantic & Pacific Tea Company, Inc.	2,989,404 (78/431,546)	8/30/2005 (6/8/04)
27.	GREEN WAY	The Great Atlantic & Pacific Tea Company, Inc.	(77/349,246)	(Filed: 12/11/07) ITU
28.	GREEN WAY	The Great Atlantic & Pacific Tea Company, Inc.	(77/409,725)	Filed: 2/29/08 ITU
29.	G 	The Great Atlantic & Pacific Tea Company, Inc.	3,544,867 (77/388,984)	12/9/2008 (2/5/08)
30.	G 	The Great Atlantic & Pacific Tea Company, Inc.	3,842,003 (77/409,787)	8/31/2010 (2/29/08)


NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
31.	HARTFORD RESERVE	The Great Atlantic & Pacific Tea Company, Inc.	(77/408,926)	(Filed: 2/28/08) ITU
32.	HARTFORD RESERVE DELI	The Great Atlantic & Pacific Tea Company, Inc.	85/426,927)	(Filed: 9/20/2011) ITU
33.	(Stylized) health pride	Borman's, Inc.	1,232,381 (73/277,359)	3/29/1983 (9/10/80)
34.	HOME BASICS	The Great Atlantic & Pacific Tea Company, Inc.	(77/959,095)	(Filed: 3/15/10) ITU
35.	HUDSON & WELLS	The Great Atlantic & Pacific Tea Company, Inc.	(85/425,775)	(Filed: 9/19/2011) ITU
36.	I LOVE THIS STORE!	The Great Atlantic & Pacific Tea Company, Inc.	3,081,109 (76/424,332)	4/18/2006 (6/24/02)
37.	JANE PARKER	The Great Atlantic & Pacific Tea Company, Inc.	3,363,303 (78/692,338)	1/1/2008 (8/15/05)



NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
38.	LIVE BETTER	The Great Atlantic & Pacific Tea Company, Inc.	4,094,111 (77/813,448)	1/31/2012 (8/26/09)
39.	LIVE BETTER	The Great Atlantic & Pacific Tea Company, Inc.	(85/504,994)	(Filed: 12/28/2011) ITU
40.	LIVE BETTER (& Design) 	The Great Atlantic & Pacific Tea Company, Inc.	4,089,723 (85/131,981)	1/24/2012 (9/17/10)
41.	LIVE BETTER WELLNESS CLUB	The Great Atlantic & Pacific Tea Company, Inc.	3,452,346 (77/185,924)	6/24/2008 (5/21/07)
42.	LIVE BETTER! WELLNESS CLUB (& Design) 	The Great Atlantic & Pacific Tea Company, Inc.	3,491,210 (77/185,766)	8/26/2008 (5/21/07)
43.	MARKET SPA	The Great Atlantic & Pacific Tea Company, Inc.	3,750,450 (77/543,985)	2/16/2010 (8/11/08)

NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
44.	MASTER CHOICE MC (Stylized) 	The Great Atlantic & Pacific Tea Company, Inc.	2,073,501 (75/070,346)	6/24/1997 (3/11/96)
45.	(Miscellaneous Design) 	Borman's, Inc.	1,182,561 (73/276,030)	12/15/1981 (8/29/80)
46.	MORE	The Great Atlantic & Pacific Tea Company, Inc.	3,684,590 (78/942,221)	9/15/2009 (8/1/06)
47.	MORE 	The Great Atlantic & Pacific Tea Company, Inc.	3,723,905 (78/953,659)	12/8/2009 (8/16/06)
48.	MORE 	The Great Atlantic & Pacific Tea Company, Inc.	3,486,531 (78/953,732)	8/12/2008 (8/16/06)

NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
49.	MORSEL MEDLEY	The Great Atlantic & Pacific Tea Company, Inc.	3867726 (85/040,029)	10/26/2010 (5/17/10)
50.	NO FRILLS (& Design) 	Pathmark Stores, Inc.	1,196,041 (73/165,881)	5/25/1982 (4/11/78)
51.	ONPOINT	The Great Atlantic & Pacific Tea Company, Inc.	3,842,091 (77/476,914)	8/31/2010 (5/16/08)
52.	PATHMARK	Pathmark Stores, Inc.	854,358 (72/285,701)	8/6/1968 (11/28/67)
53.	PATHMARK	Pathmark Stores, Inc.	2,677,310 (76/361,018)	1/21/2003 (1/18/02)
54.	PATHMARK (& Design) 	Pathmark Stores, Inc.	919,137 (72/324,945)	8/24/1971 (4/18/69)
55.	PATHMARK (& Design) 	Pathmark Stores, Inc.	1,034,492 (73/055,400)	2/24/1976 (6/17/75)

NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
56.	PATHMARK GOSPEL CHOIR COMPETITION	Pathmark Stores, Inc.	3,789,447 (77/715,300)	5/18/2010 (4/16/09)
57.	PATHMARK HELPING HANDS IN THE COMMUNITY (& Design) 	Pathmark Stores, Inc.	3,240,786 (78/978,145)	5/8/2007 (11/10/04)
58.	PATHMARK HELPING HANDS IN THE COMMUNITY (& Design) 	Pathmark Stores, Inc.	3,596,521 (78/514,359)	3/24/2009 (11/10/04)
59.	PREFERRED PET	The Great Atlantic & Pacific Tea Company, Inc.	3,655,878 (77/977,324)	7/14/2009 (3/31/08)
60.	READY PORTIONS	The Great Atlantic & Pacific Tea Company, Inc.	3,951,754 (77/853,090)	4/26/2011 (10/20/09)
61.	SAV-A-CENTER	The Great Atlantic & Pacific Tea Company, Inc.	1,412,706 (73/583,389)	10/7/1986 (2/18/86)
62.	SIERRA RANCH	The Great Atlantic & Pacific Tea Company, Inc.	(85/394,699)	(Filed: 8/10/2011)

NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
63.	S SUPER FRESH 	The Great Atlantic & Pacific Tea Company, Inc.	3,467,757 (77/378,422)	7/15/2008 (1/23/08)
64.	SPLISH SPLASH	The Great Atlantic & Pacific Tea Company, Inc.	3,062,628 (78/481,891)	2/28/2006 (9/10/04)
65.	SUPERFRESH	The Great Atlantic & Pacific Tea Company, Inc.	3,835,077 (77/952,029)	8/17/2010 (3/5/10)
66.	SUPER FRESH	The Great Atlantic & Pacific Tea Company, Inc.	2,085,126 (73/732,662)	8/5/1997 (6/6/88)
67.	(Styli <i>the Food Emporium</i>)	The Great Atlantic & Pacific Tea Company, Inc.	2,685,875 (76/346,252)	2/11/2003 (12/6/01)
68.	THE BEST VALUE IN THE NEIGHBORHOOD.	The Great Atlantic & Pacific Tea Company, Inc.	(85/297,398)	(Filed: 4/18/2011)
69.	THE FOOD EMPORIUM	The Great Atlantic & Pacific Tea Company, Inc.	2,741,163 (76/360,323)	7/29/2003 (1/16/02)
70.	THE FOOD EMPORIUM TRADING COMPANY	The Great Atlantic & Pacific Tea Company, Inc.	(77/956,667)	(Filed: 3/11/10) ITU

NO.	MARK	REGISTERED OWNER/APPLI CANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
71.	<p>THE FOOD EMPORIUM NEW YORK TRADING COMPANY Logo</p> 	The Great Atlantic & Pacific Tea Company, Inc.	(77/956,662)	(Filed: 3/11/10) ITU
72.	THE GREAT ATLANTIC & PACIFIC TEA COMPANY	The Great Atlantic & Pacific Tea Company, Inc.	3,435,064 (77/282,376)	5/27/2008 (9/18/07)
73.	THE GREAT ATLANTIC & PACIFIC SEAFOOD COMPANY	The Great Atlantic & Pacific Tea Company, Inc.	(85/408,356)	(Filed: 8/26/2011) ITU
74.	<p>THE LOWER PRICE PROJECT (Stylized/Design)</p> 	The Great Atlantic & Pacific Tea Company, Inc.	3,902,055 (77/962,391)	1/4/2011 (3/18/10)

NO.	MARK	REGISTERED OWNER/APPLICANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
75.	THE SAVINGS NEVER STOP	The Great Atlantic & Pacific Tea Company, Inc.	4,049,311 (85/297,399)	11/1/2011 (04/18/2011)
76.	TORNADO SPLASH	The Great Atlantic & Pacific Tea Company, Inc.	3,115,079 (78/435,495)	7/11/2006 (6/15/04)
77.	TWO FORKS BAKERY	The Great Atlantic & Pacific Tea Company, Inc.	(85/420,074)	(Filed: 9/12/2011) ITU
78.	ULTRA XTREME	The Great Atlantic & Pacific Tea Company, Inc.	3,132,890 (78/715,736)	8/22/2006 (9/15/05)
79.	VIA ROMA	The Great Atlantic & Pacific Tea Company, Inc.	3,690,140 (77/435,941)	9/29/2009 (3/31/08)
80.	WALDBAUM'S	The Great Atlantic & Pacific Tea Company, Inc.	3,471,095 (77/323,811)	7/22/2008 (11/7/07)
81.	WELLNESS FACTOR	The Great Atlantic & Pacific Tea Company, Inc.	(85/508,503)	(Filed: 1/4/2012) ITU
82.	WE'RE THINKING FRESH	The Great Atlantic & Pacific Tea Company, Inc.	3,111,361 (78/533,406)	7/4/2006 (12/16/04)

NO.	MARK	REGISTERED OWNER/APPLI CANT	REGIS. # (SERIAL #)	REGIS. DATE (FILING DATE)
83.	WOODSON & JAMES	The Great Atlantic & Pacific Tea Company, Inc.	4,049,313 (85/297,411)	11/1/2011 (4/18/2011)
84.	YOUR NEW YORK MARKET	The Great Atlantic & Pacific Tea Company, Inc.	(85/297,395)	(Filed: 4/18/2011) Use Based