

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM323205

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Great Atlantic & Pacific Tea Company, Inc.		10/31/2014	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	One Boston Place
Internal Address:	18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2156236	B
Registration Number:	2422415	BEST CELLARS
Registration Number:	2643503	BEYOND THE BEST
Registration Number:	3191120	BIG
Registration Number:	2154639	
Registration Number:	2263938	
Registration Number:	2260200	
Registration Number:	2156290	
Registration Number:	3119391	FIZZY
Registration Number:	3119390	FRESH
Registration Number:	2271317	
Registration Number:	3032255	GREAT WINES FOR EVERY DAY
Registration Number:	3050162	JUICY
Registration Number:	3350671	
Registration Number:	2156235	
Registration Number:	2133522	SMOOTH
Registration Number:	3032256	SOFT
Registration Number:	2156289	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2258387	

CORRESPONDENCE DATA

Fax Number: 6172484000

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: tmadmin@choate.com

Correspondent Name: Elizabeth A. Walker

Address Line 1: Two International Place

Address Line 2: Choate Hall & Stewart LLP

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2009985-0076
NAME OF SUBMITTER:	Elizabeth A. Walker
SIGNATURE:	/Elizabeth A. Walker/
DATE SIGNED:	11/13/2014

Total Attachments: 6

source=A&P - Supplemental Grant in TM (Best Cellars)#page1.tif

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SUPPLEMENTAL GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

October 31, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., a Maryland corporation with its principal address at 2 Paragon Drive, Montvale, NJ 07645 (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association with offices at One Boston Place, 18th Floor, Boston, Massachusetts 02108 (the "Grantee"), a continuing security interest in all trademarks (including service marks), slogans, logos, certification marks, trade dress, uniform resource locations (URLs), domain names, corporate names and trade names, whether registered or unregistered, owned by or assigned to Grantor and all registrations and applications for the foregoing (whether statutory or common Law and whether established or registered in the United States or any other country or any political subdivision thereof), including, without limitation, the registrations and applications listed in Schedule A hereto (the "Trademarks"), together with any and all (a) goodwill of the business connected with the use of, and symbolized by the Trademarks, (b) rights and privileges arising under applicable Law with respect to Grantor's use of any trademarks, (c) reissues, continuations, extensions and renewals thereof, (d) income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including, without limitation, damages, claims and payments for past, present or future infringements thereof, (e) rights corresponding thereto throughout the world and (f) rights to sue for past, present and future infringements thereof.

THIS SUPPLEMENTAL 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 Amended and Restated Security Agreement by, among others, the Grantor and the Grantee, dated as of September 17, 2014 (as amended, modified, restated and/or supplemented 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.

THIS SUPPLEMENTAL GRANT is a supplemental filing to that certain Grant of Security Interest in United States Trademarks, dated March 13, 2012, recorded on March 13, 2012 with the United States Patent and Trademark Office (the “USPTO”) at Reel 4735, Frame 0963, which was assigned by JPMorgan Chase Bank, N.A. to Grantee pursuant to the Assignment of Grant of Security Interest in United States Trademarks on September 17, 2014, which was delivered to the USPTO on October 6, 2014 for recordation.

THIS SUPPLEMENTAL GRANT is one of several documents being filed with the United States Patent and Trademark Office on this date, and should be recorded as document one (1) of two (2).

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IN WITNESS WHEREOF, the undersigned have executed this Supplemental Grant as of the date first above written.

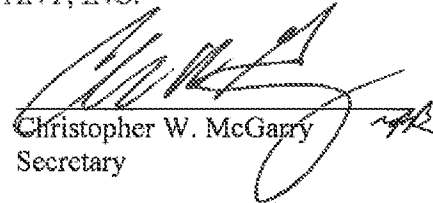
GRANTOR:

THE GREAT ATLANTIC & PACIFIC TEA
COMPANY, INC.

By:


Name: Christopher W. McGarry



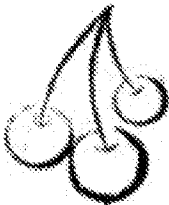
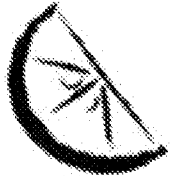

Title: Secretary




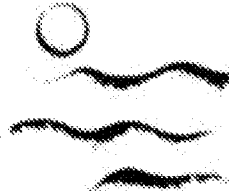
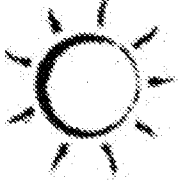
A handwritten signature in black ink, appearing to read "Christopher W. McGarry", is written over a horizontal line. The signature is stylized and includes a large flourish at the end.

GRANTEE:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: 
Name: William Chan
Title: Director

NO.	MARK	REGISTERED OWNER/ APPLICANT	REGIS. DATE (FILING DATE)	REGIS. # / Appl. # /
1	B Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 5/12/98	2156236 (75/182,649)
2	BEST CELLARS	The Great Atlantic & Pacific Tea Company, Inc.	® 1/23/01	2422415 (75/058,148)
3	BEYOND THE BEST	The Great Atlantic & Pacific Tea Company, Inc.	® 10/29/02	2643503 (75/861,646)
4	BIG	The Great Atlantic & Pacific Tea Company, Inc.	® 1/02/07	3191120 (75/861,646)
5	Bubbles Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 5/5/98	2154639 (75/182,643)
6	Cherries Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 7/27/99	2263938 (75/182,602)
7	Citrus Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 7/13/99	2260200 (75/182,604)
8	Clouds Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 5/12/98	2156290 (75/193,043)
9	FIZZY	The Great Atlantic & Pacific Tea Company, Inc.	® 7/25/06	3119391
10	FRESH	The Great Atlantic & Pacific Tea Company, Inc.	® 7/25/06	3119390 (78/538,848)

11	Grapes Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 8/24/99	2271317 (75/193,042)
12	GREAT WINES FOR EVERY DAY	The Great Atlantic & Pacific Tea Company, Inc.	® 12/20/05	3,032,255 (78/538,850)
13	JUICY	The Great Atlantic & Pacific Tea Company, Inc.	® 1/24/06	3050162 (78/538,852)
14	Lips Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 12/11/07	3350671 (76/661,658)
15	Lollipop Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 5/12/98	2156235 (75/182,603)
16	SMOOTH	The Great Atlantic & Pacific Tea Company, Inc.	Filed: 10/11/96 ® 1/27/98	2133522 (75/182,645)
17	SOFT	The Great Atlantic & Pacific Tea Company, Inc.	® 12/20/05	3032256 (78/538,856)
18	Sun and Hills  Device	The Great Atlantic & Pacific Tea Company, Inc.	® 5/12/98	2,156,289 (75/193,041)
19	Sun Device 	The Great Atlantic & Pacific Tea Company, Inc.	® 7/06/99	2258387 (75/182,600)