

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)/Execution Date(s):

The Great Atlantic & Pacific Tea Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Limited Liability Company
- Association
- Limited Partnership

Citizenship: MD

Execution Date(s) October 31, 2014

Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes

Yes

No

Name: Wells Fargo Bank, National Association

Internal Address:

Street Address: One Boston Place, 18<sup>th</sup> Floor

City: Boston

State: MA

Country: USA

Zip: 02108

Association Citizenship: USA

General Partnership Citizenship:

Limited Partnership Citizenship:

Corporation Citizenship:

Other \_\_\_ Citizenship:

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)

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Supplemental Grant of Security Interest in United States Trademarks
- Merger
- Change of Name

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s) See Attached Schedule A

B. Trademark Registration No.(s) See Attached Schedule A

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: Susan O'Brien

Internal Address: CT Lien Solutions

Street Address: 187 Wolf Road, Suite 101

City: Albany

State: NY

Zip: 12205

Phone Number: 800-342-3676

Fax Number: 800-962-7049

Email Address: cls.uds@albany@wolterskluwer.com

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 490.00

Authorized to be charged by credit card

Authorized to be charged to deposit account

Enclosed

8. Payment Information:

a. Credit Card

Last 4 Numbers 0974

Expiration Date 3/17

b. Deposit Account Number

Authorized User Name:

9. Signature:

Signature

November 13, 2014






Date




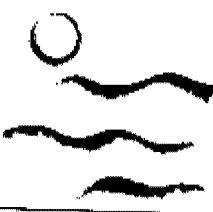

Joanne BL Arnold  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$490.00 2156236

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)

**SUPPLEMENTAL GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS**

October [3], 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, 18<sup>th</sup> 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 4736, Frame 0001, 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 9, 2014, which was delivered to the USPTO on September 18, 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 one (1).

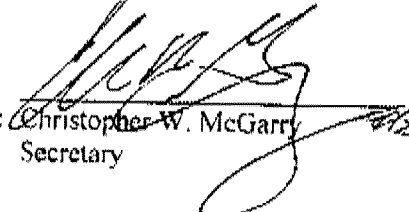
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IN WITNESS WHEREOF, the undersigned have executed this Supplemental Grant as of the date first above written.

GRANTOR:

THE GREAT ATLANTIC & PACIFIC TEA  
COMPANY, INC.

By:

Name:  Christopher W. McGarry

Title: Secretary

[Signature Page to Supplemental Grant of Security Interest in United States Trademarks - Term Loan]

**TRADEMARK**  
**REEL: 005401 FRAME: 0805**

GRANTEE:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: 

Name: Christian West

Title: Authorized Signatory