



To the Honorable Commis

101460348

ord the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sugar Creek Stores, LLC

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

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 1, 2000

2. Name and address of receiving party(ies):

Name: Tops Markets, Inc.

Street Address: 6363 Main Street

City: Williamsville State: NY ZIP: 14221

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

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) Additional name(s) and address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark No.(s) 1,544,007

Additional Numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kevin D. McCarthy, Esq.

Hodgson, Russ, Andrews, Woods & Goodyear, LLP

Internal Address: Intellectual Property Law Section

Street Address: One M&T Plaza, Suite 2000

City: Buffalo State: NY ZIP: 14203-2391

6. Total number of applications and registrations involved: 1/1

7. Total fee (37 CFR 3.41)..... \$80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2442

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

John W. Crowe, Jr.  
Name of Person Signing

Signature

8/3/00  
Date

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

09/15/2000 MTHA11 00000455 1544007

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MTHA11

Refund Ref: 09/15/2000

\$40.00

Refund Total:

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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments  
Washington, D.C. 20231

**TRADEMARK ASSIGNMENT**

**WHEREAS**, Sugar Creek Stores, LLC, a New York limited liability company having its office at 760 Brooks Avenue, Rochester, New York 14619 successor by merger to Sugar Creek Stores, Inc. ("Sugar Creek") has adopted, used, is using and is the owner of the trademarks now registered in, or with a registration application pending with, the United States Patent and Trademark Office as set forth in Schedule A attached hereto and hereby made a part hereof; and

**WHEREAS**, Tops Markets, Inc., a New York corporation, having its office at 6363 Main Street, Williamsville, New York 14221 ("Tops") is desirous of acquiring said trademarks and said registrations thereof.

**NOW, THEREFORE**, for good and valuable consideration, the receipt of which is hereby acknowledged, Sugar Creek hereby assigns to Tops all right, title and interest in and to said trademarks and said registrations thereof together with the goodwill of the business symbolized by said trademarks and the registrations thereof.

Signed this 15 day of May, 2000.

*as of*

**SUGAR CREEK STORES, LLC**

By: *Ralph B. Jacklin*

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**Ralph B. Jacklin, President**

STATE OF )  
                  ) SS.:  
COUNTY OF )

On the 18<sup>th</sup> day of ~~May~~<sup>April</sup>, in the year 2000, before me, the undersigned, a notary public in and for said state, personally appeared RALPH B. JACKLIN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her capacity, and that by his on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Geraldine A. Zamber  
Notary Public

GERALDINE A. ZAMBER  
Notary Public, State of New York  
Qualified in Erie County  
Commission Expires March 30, 192001

SCHEDULE A

Registered Trademark

Mark

Registration No.

Issue Date

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Sugar Creek Stores and Design

1,544,007

June 13, 1989

CERTIFICATE OF MERGER  
OF

F980730000746

SUGAR CREEK STORES, INC.

AND

SC STORES, LLC

INTO

SC STORES, LLC.

CSC 45

Under Section 1003 of the Limited Liability Company Law

FIRST: Sugar Creek Stores, Inc.\* a New York corporation, is to merge into SC Stores, LLC, a New York limited liability company. The Certificate of Incorporation of Sugar Creek Stores, Inc. was filed with the Secretary of State on November 16, 1981. The Articles of Organization of SC Stores, LLC was filed with the Secretary of State on July 27, 1998.

SECOND: The name of the surviving domestic limited liability company is SC Stores, LLC.

~~THIRD: An Agreement of Merger has been approved and executed by each of the domestic limited liability companies or other business entities that is a party thereto.~~

FOURTH: The future effective date or time of the merger is July 31, 1998.

FIFTH: The secretary of state is designated as agent of the surviving limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is 760 Brooks Avenue, Rochester, New York 14619.

SIXTH: The Articles of Organization of SC Stores, LLC are hereby amended to effect one or more amendments authorized by this chapter as follows:


Article "First" of the Articles of Organization dealing with the name of the limited liability company is hereby amended to read as follows:

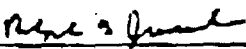
\*FIRST: The name of the limited liability company is: Sugar Creek Stores, LLC."


SEVENTH: The agreement of merger is on file at the place of business of the surviving domestic limited liability company. The address of such domestic limited liability company is 760 Brooks Avenue, Rochester, New York 14619.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

IN WITNESS WHEREOF, this certificate has been subscribed this 1<sup>st</sup> day of July, 1998, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

  
\_\_\_\_\_  
Ralph B. Jacklin  
President and Director of Sugar  
Creek Development Corporation

  
\_\_\_\_\_  
Ralph B. Jacklin, President of Sugar  
Creek Stores, Inc., - member  
of SC Development, LLC

  
\_\_\_\_\_  
Robert J. Sant, Secretary  
of Sugar Creek Development  
Corporation

2

CERTIFICATE OF MERGER

OF

SUGAR CREEK STORES, INC.

AND

SC STORES, LLC

INTO

SC STORES, LLC.

F980730000746

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1cc

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 30 1998

TAXS

BY:

SAC

JUL 30 1998

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**BILLED**

Filer:

Robert J. Sant, Esq.  
760 Brooks Avenue  
Rochester, NY 14619

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