

12-18-2000

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U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

11.20.00



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Patent and Trademark Office

To the Honorable Commissioner of

101553866

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Tops Markets, Inc.

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

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

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

Name: Tops Markets, LLC

Street Address: 6363 Main Street

City: Williamsville State: NY ZIP: 14221

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of 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

3. Nature of conveyance:

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

Execution Date: November 3, 2000

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

A. Trademark Application No.(s)

B. Trademark No.(s)

74597536

See Attached Exhibit A

See Attached Exhibit A

Additional Numbers attached? Yes No

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

Name: Kevin D. McCarthy

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: 14205-2391

6. Total number of applications and registrations involved: /31/

7. Total fee (37 CFR 3.41) \$790.00

- 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.

Kevin D. McCarthy, Reg. No. 24,926

Name of Person Signing

Kevin D. McCarthy
Signature

November 16, 2000

Date

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

7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks, Box Assignments

Washington, D.C. 20231

12/15/2000 GT0M11 00000149 74597536

01 FC:401 LODOC

40.00 OP

02 FC:402

750.00 OP

TRADEMARK

REEL: 002196 FRAME: 0237

Exhibit A

U.S. Trademark Applications and Registrations

74/597,536	1,929,921	NY DELI and design
74/597,641	1,928,247	NY DELI FRESHNESS & QUALITY GUARANTEED and design
74/496,641	1,929,181	VIX and design
74/496,640	1,924,232	VIX
138,221	763,677	TOPS
372,624	922,571	B-KWIK
455,277	991,019	DESIGN MISCELLANEOUS
075,799	1,047,798	BAKER'S OVEN
129,971	1,092,993	TOPS FINER FOODS
129,973	1,094,076	TOPS FRIENDLY MARKETS AND DESIGN
201,802	1,141,213	OUR PEOPLE MAKE US TOPS
275,498	1,238,642	FERRANTE'S
272,529	1,256,270	PORK NIBLETS
277,960	1,262,551	FERRANTE'S
297,764	1,266,002	WILSON FARMS
526,095	1,360,617	TOPS
443,035	1,360,855	COUNTRY FRESH FARMS
526,336	1,364,802	TOPS
526,362	1,364,827	TOPS
526,996	1,375,008	TOPS FOOD & NUTRITION EXPO
526,091	1,433,101	TOPS
617,550	1,465,722	TOPS
695,959	1,499,050	TOPS NEVER STOPS
75/192,849	2,148,359	WIL'S
75/244,796	2,252,073	HERBS NUTRITIONAL CENTER
75/388,067	2,280,552	TOPS INTERNATIONAL SUPER CENTER
75/389,714	2,220,383	MORE GOOD CHOICES NATURALLY
75/696,852	2,326,658	TOPS (Stylized)
75/696,508	2,326,652	TOPS (Stylized) and Design
76/037,445		JAVANA COFFEE and logo
73/756,685	1,544,007	SUGAR CREEK STORES and design

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on NOV 07 2000



A handwritten signature in black ink, appearing to read "J. Clark", with a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

AIDF-24

(3)

**CERTIFICATE OF MERGER
of
TOPS MARKETS, INC.
into
TOPS MARKETS, LLC**

F 001103000 323

Under Section 1003 of the
Limited Liability Company Law

The undersigned, John Mineo, being the Vice President of Tops Markets, Inc., a New York Corporation ("TMI") and New Tops Markets, Inc., being the sole member of Tops Markets, LLC, a New York limited liability company ("LLC"), do hereby certify:

1. The Articles of Organization of LLC were filed by the Department of State of the State of New York on September 15, 2000. The Certificate of Incorporation of TMI was filed by the Department of State of the State of New York on July 8, 1953. TMI was originally incorporated under the name T.A. Buscaglia Equipment Co., Inc.

2. The surviving company shall be LLC, and such company shall not change its name as a result of the merger.

3. The merger shall be effective as of three o'clock in the afternoon (3:00 p.m.) eastern time on November 4, 2000.

4. A Plan of Merger was approved by unanimous written consent of the board of directors of TMI followed by the unanimous written consent of the shareholders of TMI, and by the written consent of the sole member of LLC, and has been properly executed by the constituent entities.

5. The Plan of Merger between TMI and LLC is on file at the principal place of business of the surviving company at 6363 Main Street, Williamsville, New York 14221 Attn: John Mineo, Esq., and will be furnished upon request, without charge, to any officer, director, shareholder or other person holding an interest in TMI in addition to any member of LLC.

6. There shall be no changes in the Articles of Organization of LLC as a result of the merger and the Articles of Organization and Operating Agreement of LLC shall govern the surviving company and shall continue in full force and effect until the same shall be altered, amended or repealed as therein provided.

7. The Secretary of State is designated as agent of LLC 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 LLC served upon it is 6363 Main Street, Williamsville, New York 14221 Attn: John Mineo, Esq.

|

IN WITNESS WHEREOF, the undersigned hereby sign this Certificate and affirm the statements made herein as true under penalties of perjury this 3rd day of November, 2000.

TOPS MARKETS, INC.

By: 

Name: John Mineo

Title: Vice President

TOPS MARKETS, LLC

By: New Tops Markets, Inc., its sole member

By: 

Name: John Mineo

Title: Vice President

BFLODOCS:446886_1 (9KT801)

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CERTIFICATE OF **F 001103000** 323

MERGER

OF

TOPS MARKETS, INC.
into
TOPS MARKETS, LLC

Pursuant to Section 3003 of the Limited Liability Company Law

FILED

Nov 3 10 50 AM '00

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STATE OF NEW YORK
DEPARTMENT OF STATE

NOV 03 2000

FILED
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RECORDED: 11/20/2000

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