

FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Tops Markets, LLC

- Individual(s)
 - General Partnership
 - Corporation-State
 - Other New York limited liability company
- Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Tops Brands, Inc.
Street Address: 300 Delaware Ave., Suite 1202
Wilmington, Delaware 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 28, 2001

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

A. Trademark Application No.(s) 76/169962

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Anne F. Downey, Esq.

Internal Address: Downey & Downey

Street Address: 8999 Rockwood Rd.

City: Boston State: NY ZIP: 14025

6. Total number of applications and registrations involved

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501511

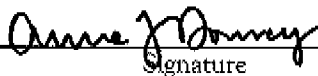
(Attach duplicate copy of this page if paying by deposit account)

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.

Anne F. Downey, Esq.
Name of Person Signing


Signature

9-12-01
Date

Total number of pages including cover sheet, attachments, and document: 3

OMB No.: 0651-0011

TRADEMARK

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ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT given by **TOPS MARKETS, LLC**, a New York limited liability company with an address at 6363 Main Street, Williamsville, New York 14221 ("Assignor"), to **TOPS BRANDS, INC.**, a Delaware corporation having an address at 300 Delaware Avenue, Suite 1202, Wilmington, Delaware 19801 ("Assignee").

WHEREAS, Assignor has filed US Trademark Application No. 76/169962 (the "Application", as described in more detail in **Exhibit A** annexed hereto) for TOPS XPRESS and design (the "Mark"), and the US Patent and Trademark Office has approved applicant's Amendment to Allege Use with respect to said application; and

WHEREAS, the parties desire that Assignor assign to Assignee, a wholly-owned subsidiary of Assignor, all right, title and interest in and to the Mark and the Application, together with the goodwill of Assignor's business in connection with which the Mark is used;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby transfers and assigns unto Assignee all of its right, title and interest in and to the Mark and the Application, together with the goodwill of Assignor's business in connection with which the Mark is used and which is symbolized by the Mark, and the right to sue for past, present or future infringements thereof and to recover damages and other amounts related thereto.

TO HAVE AND TO HOLD the same unto said Assignee, its successors and assigns, forever.

TOPS MARKETS, LLC

By:  _____

Print Name: John Mineo

Print Title: Vice President, General Counsel & S

Date: 8-28-01

EXHIBIT A

<u>Mark</u>	<u>App. No.</u>	<u>Filing Date</u>
TOPS XPRESS (and design)	76/169962	Nov. 22, 2000