


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings \leftrightarrow \leftrightarrow \leftrightarrow	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. 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): <u>Tops Markets, LLC</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>NY Limited Liability Company</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Drug Emporium of Michigan, Inc.</u> Internal Address: _____ Street Address: <u>155 Hidden Ravines Drive</u> City: <u>Powell</u> State: <u>OH</u> Zip: <u>43065</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: _____	4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>1,924,232</u> <u>1,929,181</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Vanessa R. Harmon</u> Internal Address: _____ <u>Kegler, Brown, Hill & Ritter</u> Street Address: <u>65 E. State St., 18th Floor</u> City: <u>Columbus</u> State: <u>OH</u> Zip: <u>43215</u>	6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41).....\$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>050960</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i> <u>Vanessa R. Harmon</u>  <u>9/25/01</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: 3		

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

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of the 25th day of SEPTEMBER, 2001, by and between Tops Markets, LLC, a New York limited liability company located at 6363 Main Street, Williamsville, NY 14221 ("Assignor") and Drug Emporium of Michigan, Inc., a Delaware corporation located at 155 Hidden Ravines Drive, Powell, Ohio 43065 ("Assignee").

WITNESSETH:

WHEREAS, pursuant to purchase agreement dated DECEMBER 31, 1998, between Tops Markets, Inc. and Drug Emporium, Inc., Drug Emporium, Inc. has purchased, adopted, used and is using the trademarks VIX which is the subject of registration no. 1924232, VIX (design) which is the subject of registration no. 1929181 and all other derivations including the mark VIX (hereinafter, collectively, the "Marks");

WHEREAS, Tops Markets, Inc. caused the record of ownership to reflect an assignment to Tops Markets, LLC, Assignor;

WHEREAS, Drug Emporium, Inc. has since transferred its rights in all trademarks owned by it to its subsidiary Drug Emporium of Michigan, Inc., Assignee;

WHEREAS, in order to settle each parties' rights with regard to the ownership of the Marks, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to registration nos. 1924232 and 1929181, and the Marks, together with the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor assigns to Assignee all of its right, title and interest in and to the Marks and registration nos. 1924232 and 1929181 (including, without limitation, the right to sue for past infringements), together with the goodwill symbolized by said Marks.

1. Assignor represents and warrants to Assignee that it shall not oppose or seek to cancel the registration of the Marks. Assignor represents and warrants to Assignee that it shall cooperate with Assignee by executing any documents necessary to permit Assignee in its efforts to register and maintain registration of the Marks.