

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tops Brands, Inc.		12/23/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Tops Markets, LLC
Street Address:	6363 Main Street
City:	Williamsville
State/Country:	NEW YORK
Postal Code:	14221
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	0557127	FINAST
Registration Number:	0922571	B-KWIK
Registration Number:	1047798	BAKER'S OVEN
Registration Number:	1433101	TOPS
Registration Number:	1465722	TOPS
Registration Number:	1094076	TOPS FRIENDLY MARKETS
Registration Number:	1499050	TOPS NEVER STOPS
Registration Number:	2551177	TOPS XPRESS
Registration Number:	2529733	THE SAVINGS CART
Registration Number:	2963913	TOPS
Serial Number:	77557586	NYGROWN FRESH PICKED FOR TOPS
Registration Number:	2856078	TOPS
Registration Number:	3001996	TOPS

OP \$490.00 0557127

Registration Number:	3446451	TOPS
Registration Number:	2326658	TOPS
Registration Number:	2326652	TOPS
Registration Number:	0991019	
Registration Number:	0959600	FINAST
Registration Number:	0763677	TOPS

CORRESPONDENCE DATA

Fax Number: (716)941-6382
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 716-941-5423
Email: adowney@downeyslaw.com
Correspondent Name: Anne F. Downey, Esq.
Address Line 1: 8999 Rockwood Rd.
Address Line 4: Boston, NEW YORK 14025

ATTORNEY DOCKET NUMBER:	TOPSMERGER
NAME OF SUBMITTER:	Anne F. Downey, Esq.
Signature:	/anne f. downey, esq./
Date:	03/09/2009

Total Attachments: 8
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TOPS BRANDS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TOPS MARKETS, LLC" UNDER THE NAME OF "TOPS MARKETS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2008, AT 3:04 O'CLOCK P.M.

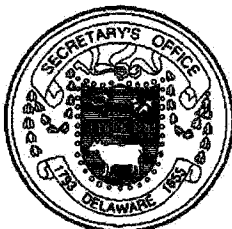
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2008.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4637586 8100M

081225310

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7051902

DATE: 12-30-08

TRADEMARK
REEL: 003948 FRAME: 0147

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
A FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264 of the Delaware General Corporation Law (the "DGCL"), the undersigned executes the following Certificate of Merger:

FIRST: The name and state of organization of each of the constituent entities contemplated by the Merger Agreement (as defined below) are as follows:

<u>Name</u>	<u>Domicile</u>
Tops Brands, Inc.	Delaware
Tops Markets, LLC	New York

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of Tops Brands, Inc. and Tops Markets, LLC in accordance with subsection (b) of Section 264 of the DGCL.

THIRD: The merger is to become effective on December 26, 2008.

FOURTH: The name of the surviving limited liability company is Tops Markets, LLC (the "Surviving Company").

FIFTH: The executed Merger Agreement is on file at the following office of the Surviving Company:

Tops Markets, LLC
6363 Main Street
Williamsville, New York 14221

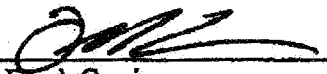
SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Company on request and without cost to any member of Tops Markets, LLC or to any stockholder of Tops Brands, Inc.

SEVENTH: The Surviving Company hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Tops Brands, Inc., as well as for enforcement of any obligation of the Surviving Company arising from the merger contemplated by the Merger Agreement, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL.

EIGHTH: The Secretary of State of the State of Delaware is hereby irrevocably appointed as agent of the Surviving Company upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the Surviving Company is: 124 Taylor Road, Depew, New York 14043 (Attn: Legal Department).

IN WITNESS WHEREOF, said Surviving Company has caused this certificate to be signed by an authorized person, the 23~~40~~ day of December, 2008.

TOPS MARKETS, LLC

By: 
Name: Frank Curci
Title: Chief Executive Officer and
Authorized Person

STATE OF NEW YORK

DEPARTMENT OF STATE

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 official seal of the
Department of State, at the City of Albany, on
December 23, 2008.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CERTIFICATE OF MERGER
OF
TOPS BRANDS, INC.
(a Delaware corporation)
INTO
TOPS MARKETS, LLC
(a New York limited liability company)

Under Section 1003 of the New York Limited Liability Company Law

The undersigned, for the purpose of merging a foreign corporation with and into a domestic limited liability company under the Limited Liability Company Law of the State of New York, do hereby certify as follows:

FIRST: The name and state of organization of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>Domicile</u>
Tops Brands, Inc.	Delaware
Tops Markets, LLC	New York

SECOND: The initial articles of organization of Tops Markets, LLC were filed with the New York Department of State on September 15, 2000.

THIRD: The initial certificate of incorporation of Tops Brands, Inc. was filed with the Delaware Secretary of State on December 15, 2000.

FOURTH: An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by each of Tops Brands, Inc. and Tops Markets, LLC.

FIFTH: The name of the surviving limited liability company is Tops Markets, LLC (the "Surviving Company").

SIXTH: The merger shall become effective on December 26, 2008.

SEVENTH: Tops Brands, Inc. has not filed an application for authority with the New York Department of State.

EIGHTH: The Secretary of State of the State of New York is designated as agent of each of the constituent companies of the merger upon whom process against it may be served in the manner set forth in Article 3 of the New York Limited Liability Company Law in any action or special proceeding. The address to which the Secretary of State shall mail a copy of any process served upon him or her is Tops Markets, LLC, 124 Taylor Road, New York, New York 14043 (Attn: Legal Department).

NINTH: The merger is permitted by the State of Delaware, pursuant to the Delaware General Corporation Law and is in compliance therewith.

TENTH: The Merger Agreement is on file at the following place of business of the Surviving Company:

Tops Markets, LLC
6363 Main Street
Williamsville, New York 14221

ELEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company on request and without cost to any member of Tops Markets, LLC or to any stockholder of Tops Brands, Inc.

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IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to
be signed as of this 23rd day of December, 2008.

TOPS BRANDS, INC.

By: 

Name: Frank Curci

Title: Chief Executive Officer

TOPS MARKETS, LLC

By: 

Name: Frank Curci

Title: Chief Executive Officer and
Authorized Person

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CERTIFICATE OF MERGER
OF
TOPS BRANDS, INC.
(a Delaware limited liability company)
INTO
TOPS MARKETS, LLC
(a New York limited liability company)

Under Section 1003 of the Limited Liability Company Law

Filed by: Manuel Abascal / Nixon Peabody LLP
(Name)
437 Madison Avenue
(Mailing Address)
New York, New York 10022
(City, State and Zip Code)

For DOS Use Only

FILED

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Drawdown

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 23 2008

TAX S _____
BY: MMR

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