

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 - Delaware
 - Other New York limited liability company
- Additional name(s) of conveying party(ies) attached? Yes No

- Association
- Limited Partnership

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

Name: Tops Brands, Inc.

Street Address: 300 Delaware Avenue, Suite 1202
Wilmington, Delaware 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- State of 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: December 31, 2000

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

SEE EXHIBIT I

Additional numbers attached? Yes No

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

Name: Anne F. Downey

Internal Address: Downey & Downey

Street Address: 8999 Rockwood Road

City: Boston State: NY ZIP: 14025

6. Total number of applications and registrations involved

28

7. Total fee (37 CFR 3.41) \$ 715.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501511

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

Anne F. Downey Esq
Signature

June 22, 2001
Date

Total number of pages including cover sheet, attachments, and document: 10

OMB No.: 0651-0011

TRADEMARK

700005970

REEL: 002273 FRAME: 0796

EXHIBIT I - Trademark Registrations
Assigned by Tops Markets, LLC to Tops Brands, Inc.

Reg. 763677	TOPS
Reg. 991019	Design miscellaneous
Reg. 922571	B-KWIK
Reg. 1047798	BAKER'S OVEN
Reg. 1092993	TOPS FINER FOODS (and design)
Reg. 1094076	TOPS FRIENDLY MARKETS (and design)
Reg. 1141213	OUR PEOPLE MAKE US TOPS
Reg. 1238642	FERRANTE'S
Reg. 1256270	PORK NIBLETS
Reg. 1262551	FERRANTE'S
Reg. 1266002	WILSON FARMS
Reg. 1360617	TOPS
Reg. 1360855	COUNTRY FRESH FARMS
Reg. 1364802	TOPS
Reg. 1364827	TOPS
Reg. 1375008	TOPS FOOD & NUTRITION EXPO (and design)
Reg. 1433101	TOPS
Reg. 1465722	TOPS
Reg. 1499050	TOPS NEVER STOPS
Reg. 1544007	SUGAR CREEK STORES (and design)
Reg. 1928247	TOPS NY DELI FRESHNESS & QUALITY GUARANTEED (and design)
Reg. 1929921	NY DELI (and design)
Reg. 2148359	WIL'S
Reg. 2220383	MORE GOOD CHOICES NATURALLY
Reg. 2252073	HERBS NUTRITIONAL CENTER
Reg. 2280552	TOPS INTERNATIONAL SUPER CENTER
Reg. 2326652	TOPS (and design)
Reg. 2326658	TOPS (stylized)

ASSIGNMENT AGREEMENT

This Assignment Agreement is made and entered into effective as of the 31st day of December, 2000, between Tops Markets, LLC, a New York limited liability company, with its principal offices at 6363 Main Street, Williamsville, NY 14221 ("Markets") and Tops Brands, Inc., a Delaware corporation, with its only office at 300 Delaware Avenue, Suite 1202, Wilmington, Delaware 19801 ("Brands").

BACKGROUND

The background of this Assignment Agreement is that Brands is a wholly-owned subsidiary of Markets. Brands has accepted the proposed capital contribution by Markets to transfer to Brands all of its right, title and interest in and to certain intangible property, including but not limited to trademarks, service marks and trade names, whether now owned or existing or hereafter acquired, and as may be more particularly described in Schedule A, attached hereto and made a part hereof, (collectively referred to as the "Property").

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises and covenants made herein, the parties hereto, intending to be legally bound, hereby agree as follows:

(A) Markets hereby assigns, transfers and conveys to Brands all right, title and interest in and to the Property, together with the goodwill of the business symbolized thereby.

(B) Brands hereby assumes all liabilities and obligations, and acknowledges existing encumbrances, if applicable, existing or arising in connection with the assignment described in Paragraph (A) hereof, except as otherwise agreed in writing by the parties.

(C) Without limiting the foregoing provisions, Markets agrees to take whatever further action is deemed necessary or appropriate by Brands to properly and completely effect the transfer to Brands of the Property and to establish full custody and ownership of such property by Brands.

(D) This Agreement shall be governed by the laws of the State of Delaware, without reference to its conflict of laws principles.

IN WITNESS WHEREOF the parties hereto, through their respective authorized officers, have executed this Assignment Agreement as of the 31st day of December, 2000 and affixed their respective corporate seals hereto.

[Seal]
Attest:

TOPS BRANDS, INC.

By: *Victoria L. Corbett*

Name: Victoria L. Corbett

Title: Assistant Treasurer & Asst. Sec.

By: *Joan L. Dobzynski*

Name: JOAN L. DOBZYNSKI

Title: PRESIDENT

[Seal]
Attest:

TOPS MARKETS, LLC

By: *Bradley W. Bacon*

Name: Bradley W. Bacon

Title: Executive Vice President

By: *Amy J. Parker*

Name: Amy J. Parker

Title: Executive Vice President

SCHEDULE A

U.S. REGISTRATION NUMBER	TRADEMARK	REGISTRATION DATE
922,571	B-KWIK	10/19/71
1,047,798	BAKER'S OVEN	9/7/76
1,360,855	COUNTRY FRESH FARMS	9/17/85
991,019	DESIGN MISCELLANEOUS	6/13/74
1,238,642	FERRANTE'S	5/17/83
1,262,551	FERRANTE'S	12/27/83
2,252,073	HERBS NUTRITIONAL CENTER	6/8/99
2,220,383	MORE GOOD CHOICES NATURALLY	1/26/99
1,929,921	NY DELI	10/17/95
1,928,247	NY DELI FRESHNESS & QUALITY GUARANTEED	10/17/95
1,141,213	OUR PEOPLE MAKE US TOPS	11/4/80
1,256,270	PORK NIBLETS	11/1/83
1,544,007	SUGAR CREEK STORES	6/13/89
763,677	TOPS	1/21/64
1,360,617	TOPS	9/17/85
1,364,802	TOPS	10/8/85
1,364,827	TOPS	10/8/85
1,433,101	TOPS	3/17/87
1,465,722	TOPS	11/17/87
2,326,658	TOPS	3/7/00
2,326,652	TOPS	3/7/00
1,092,993	TOPS FINER FOODS	6/6/78
1,375,008	TOPS FOOD & NUTRITION EXPO	12/10/85

SCHEDULE A

REGISTRATION NUMBER	TRADEMARK	REGISTRATION DATE
1,094,076	TOPS FRIENDLY MARKETS AND DESIGN	6/20/78
2,280,552	TOPS INTERNATIONAL SUPER CENTER	9/28/99
1,499,050	TOPS NEVER STOPS	8/2/88
2,148,359	WIL'S	3/31/98
1,266,002	WILSON FARMS	1/31/84
1,204,082	NUTRI-SCAN	8/3/82
1,242,225	GOLDEN GLAZED	6/14/83
925,182	EDWARDS	12/7/71
1,457,095	FINAST	9/15/87
1,449,161	FINAST	7/28/87
1,411,781	FINAST	9/30/86
1,415,359	FINAST	10/28/86
791,795	FINAST	6/29/85
638,553	FINAST	12/11/76
557,127	FINAST	4/8/72
234,594	FINAST	11/1/87
1,784,278	SIMPLE-PEEL	7/27/93
959,600	FINAST	5/29/73
959,601	FINAST	5/29/73