

07-14-1999

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attached original documents or copy thereof.

1. Name of conveying party(ies):

Penn Traffic Acquisition Corporation
(Delaware Corporation)

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: April 14, 1993

2. Name and address of receiving party(ies)

Name: The Penn Traffic Company

Internal Address: _____

Street Address: 319 Washington Street

City: Johnstown State: PA ZIP: 15901

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

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

Name: David S. Berlin

Internal Address: _____

Paul, Weiss, Rifkind, Wharton & Garrison

Street Address: _____

1285 Avenue of the Americas

City: New York State: NY ZIP: 10019

07/13/1999 DNGUYEN 00000153 1209305

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0706

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

01 FC:481
02 FC:482

40:00 DP
75:00 DP

DO NOT USE THIS SPACE

all OK

3. 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.

David S. Berlin

David S. Berlin

7/8/99

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 6

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

Schedule

Trademarks

Mark	Class	Registration No./Application No.	Registration Date Filing Date
HARTS and design	42	1,209,305	09/14/1982
HARTS BRINGS VALUE HOME TO YOU	42	1,209,304	09/14/1982
HARTS and design	35	893,463	06/23/1970
HARTS	35	916,474	07/13/1971

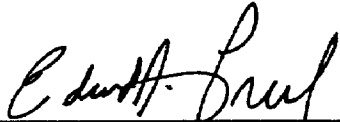
State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PENN TRAFFIC ACQUISITION CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "THE PENN TRAFFIC COMPANY" UNDER THE NAME OF "THE PENN TRAFFIC COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF APRIL, A.D. 1993, AT 8:31 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2295289 8100M

991212747

AUTHENTICATION: 9771473

DATE: 05-27-99

TRADEMARK
REEL: 001926 FRAME: 0844

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
PENN TRAFFIC ACQUISITION CORPORATION
INTO
THE PENN TRAFFIC COMPANY**

**Under Section 253 of the General Corporation
Law of the State of Delaware**

Pursuant to Section 253(a) of the General Corporation Law of the State of Delaware, The Penn Traffic Company, a Delaware corporation, hereby certifies the following information relating to the merger of Penn Traffic Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of The Penn Traffic Company, with and into The Penn Traffic Company.

1. The Penn Traffic Company owns 100% of the issued and outstanding shares of common stock of Penn Traffic Acquisition Corporation, a Delaware corporation, which common stock is the only class of capital stock of Penn Traffic Acquisition Corporation outstanding.

2. Attached as Annex I hereto is a copy of the resolutions of the Board of Directors of The Penn Traffic Company, adopted as of February 22, 1993, approving the merger of Penn Traffic Acquisition Corporation with and into The Penn Traffic Company (the "Merger").

3. The surviving corporation of the Merger is The Penn Traffic Company.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on this 14th day of April, 1993.

THE PENN TRAFFIC COMPANY

By:

Martin A. Fox
Name: Martin A. Fox
Title: Vice Chairman

Attest:

Robert M. Hart
Name: Robert M. Hart
Title: Assistant Secretary

The Penn Traffic Company
Board of Director Resolutions
Authorizing Merger of Penn Traffic Acquisition Corporation
into The Penn Traffic Company
Adopted February 22, 1993

Approval of the Mergers and Merger Agreements

BE IT RESOLVED, that the Board of Directors hereby declares that the proposed merger of Big Bear Stores Company, a Delaware corporation ("Big Bear") and a subsidiary of the Corporation, into Penn Traffic Acquisition Corporation, a Delaware corporation ("PTAC") and a wholly owned subsidiary of the Corporation (the "Big Bear Merger"), on substantially the terms and conditions set forth in the form of Agreement and Plan of Merger attached hereto as Exhibit A (the "Big Bear Merger Agreement"), is advisable and is hereby approved; and be it further

RESOLVED, that the Board of Directors hereby declares that the proposed merger of PTAC into the Corporation immediately following consummation of the Big Bear Merger (the "Subsequent Merger"), is advisable and is hereby approved; and be it further

RESOLVED, that the Board of Directors hereby declares that the proposed merger of P & C Food Markets, Inc., a New York corporation ("P & C") and a wholly owned subsidiary of the Corporation, into the Corporation immediately following consummation of the Big Bear Merger (the "P & C Merger"), is advisable and is hereby approved; and be it further

RESOLVED, that the "Exchange Value" of one share of common stock, par value \$1.25 per share, of the Corporation (the "Common Stock") for purposes of the Big Bear Merger Agreement shall be the closing price of the Common Stock on the American Stock Exchange on the trading day prior to the execution of the Big Bear Merger Agreement; and be it further

RESOLVED, that the Board of Directors hereby authorizes each of the officers of the Corporation to execute, attest and deliver on behalf of the Corporation agreements, certificates or other documents (the "Merger Documents") providing for the Big Bear Merger, the Subsequent Merger and the P & C Merger, on terms and conditions set forth in the foregoing resolutions, such Merger Documents to contain such provisions as such

officers may determine necessary or appropriate, the execution, attestation and delivery of the Merger Documents by any such officers to constitute conclusive proof of said determination by said officer or officers; and be it further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized to vote the shares of common stock, par value \$0.01 per share, of Big Bear held by the Corporation or PTAC in favor of the adoption of the Big Bear Merger and the Big Bear Merger Agreement.

Ratification

BE IT RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to take all such further action and to execute and deliver all such instruments and documents, and to do or cause to be done all such acts and things (including the payment of all necessary fees and expenses), in the name of and on behalf of the Corporation and under its corporate seal or otherwise, as they or any of them may deem necessary or desirable to carry out the purposes and intent of the foregoing resolutions; and be it further

RESOLVED, that any action authorized by any of the foregoing resolutions which has been taken prior to the date hereof be, and the same hereby is, ratified and confirmed in all respects.