2001 UNIFORM BUSINESS REPORT (UBR) FILED Feb 19, 2001 8:00 am **DOCUMENT #807970** Secretary of State 1. Entity Name TOPCO ASSOCIATES INC. (COOPERATIVE) 02-19-2001 90005 041 ***150.00 Mailing Address Principal Place of Business 7711 GROSS POINT RD 7711 GROSS POINT RD SKOKIE IL 60077 SKOKIE IL 60077 2. Principal Place of Business 3. Mailing Address DO NOT WRITE IN THIS SPACE Suite, Apt. #, etc. Suite, Apt. #, etc. Applied For City & State 4. FFI Number City & State 36-2025892 Not Applicable Country \$8.75 Additional Zip Country Certificate of Status Desired Fee Required 7. Name and Address of New Registered Agent 6. Name and Address of Current Registered Agent Name CT CORPORATION SYSTEM Street Address (P.O. Box Number is Not Acceptable) 1200 S. PINE ISLAND ROAD PLANTATION FL 33324 Zip Code City 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. SIGNATURE Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) FILE NOW!!! FEE IS \$150.00 9. This corporation is eligible to satisfy its Intangible 10. Election Campaign Financing \$5.00 May Be After MAY 1, 2001 Fee will be \$550.00 Tax filing requirement and elects to do so. Added to Fees Trust Fund Contribution. (See criteria on back) Make Check Payable to Department of State ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 OFFICERS AND DIRECTORS 12. 11. Change ☐ Addition TITLE President ■ Delete Steve Laner But Rad LAUER, STEVE NAME NAME STREET ADDRESS 7711 GROSS POINT RD STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP SKOKIE IL ☐ Change Addition ☐ Delete TITLE TITLE Wolfe, e r NAME Grass Point Road NAME 7711 GROSS POINT RD STREET ADDRESS STREET ADDRESS CITY-ST-7IP CITY-ST-ZIP SKOKIE IL ☐ Change Addition Michael Riccardi 1711 Giross Point Road Skokie, 166077 ☐ Delete TITLE TITLE GUY, KEN NAME NAME STREET ADDRESS 7711 GROSS POINT RD STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP SKOKIE IL See Attached **Addition** ☐ Change ☐ Delete TITLE TITI F mazur, dan NAME NAME 7711 GROSS POINT ROAD STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP SKOKIE IL ☐ Addition Change Delete TILE TITLE FICKS, RONALD NAME NAME 7711 GROSS POINT ROAD STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP SKOKIE IL Change Addition Delete TITLE TITLE NAME NAME STREET ADDRESS STREET ADDRESS CITY-ST-7IP CITY-ST-ZIP

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Steven K. Luner President

Daytime Phone #

623960 TOPCO CORPORATE OFFICERS

OFFICER	POSITION	ADDRESS
Steven Lauer	President, CEO Assistant Secretary	7711 Gross Point Rd. Skokie, IL 60077
Dan Mazur	Senior Vice-President	66
E. Russel Wolfe	Senior Vice-President	"
Ken Guy	Senior Vice-President	
Michael Ricciardi	Senior Vice-President	
Ian Grossman	Senior Vice-President	. 46
Laird Snelgrove	Vice-President	
Rick Findlay	Vice-President	
Curt Maki	Vice-President	
Bert Boyd	Vice-President	3330 W. Mineral King Visalia, CA 93291



Schedule A

DIRECTORS

As of December, 2000

263960 +800900

MEMBER	DIRECTOR
ALEX LEE, INC.	CURTIS OLDENKAMP
BIG Y FOODS, INC.	CHARLES L. D'AMOUR
DILLON COMPANIES, INC.	PAUL SCUTT
-EAGLE FOOD CENTERS, INC.	JEFFILITTLE
F.A.B., INC.	TIMOTHY A. CARPER
FURR'S SUPERMARKETS, INC.	TOM DAHLEN*
GENUARDI'S FAMILY MARKETS, INC.	CHARLES GENUARDI
GIANT EAGLE, INC.	RAYMOND BURGO
HAGGEN, INC.	DAVE NORTON
JITNEY JUNGLE STORES OF AMERICA, INC.	RONALD JOHNSON
K-VA-T FOOD STORES, INC.	STEVEN SMITH
KINGS SUPER MARKETS, INC.	ALAN C. LEVITAN
MEIJER, INC.	DAVE PERRON
PREMIER FOODSERVICE DIST. OF AMER., INC.	TED D. PERALTA
PUEBLO XTRA INTERNATIONAL, INC.	CHUCK NEWSOM
QUALITY FOOD CENTERS, INC.	
RALEY'S SUPERMARKETS & DRUG CENTERS, INC.	DAVID STEITZ
SCHNUCK MARKETS, INC.	SCOTT C. SCHNUCK
SCHULTZ SAV-O STORES, INC.	JAMES H. DICKELMAN
SHAW'S SUPERMARKETS, INC.	ROSS McLAREN
THE FRED W. ALBRECHT GROCERY CO.	STEVE ALBRECHT
THE PENN TRAFFIC COMPANY	JOSEPH FISHER
TOPCO ASSOCIATES, INC.	STEVEN K. LAUER
UKROP'S SUPERMARKETS, INC.	ROBERT UKROP

^{*}Proposed changes