

12-22-1998

FORM PTO-1594  
1-31-92



OVER SHEET  
3 ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

100930947

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Bankers Trust Company, as Agent

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

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

3. Nature of conveyance:

12-17-98

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Termination and Release of Security Interest in Trademarks

Execution Date: \_\_\_\_\_

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

Name: The Grand Union Company

Internal Address: \_\_\_\_\_

Street Address: 201 Willowbrook Boulevard

City: Wayne State: NJ ZIP: 07470

- 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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s) See Attached Schedule A

B. Trademark Registration No.(s) See Attached Schedule A

Additional numbers attached?  Yes  No

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

Name: Lori E. Lesser, Esq.

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

12/21/1998 DNGUYEN 00000200 1904000

01 FC:481

40.00 OP

02 FC:482

500.00 OP

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41): ..... \$540.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

540E

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.

Lori E. Lesser, Esq.  
Name of Person Signing

[Signature]  
Signature

12-14-98  
Date

Total number of pages comprising cover sheet: 5

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

TRADEMARK  
REEL: 1830 FRAME: 0912

**SCHEDULE A: SCHEDULE OF U.S. TRADEMARKS**

<b>MARK</b>	<b>APPL. NO/ REG. NO.</b>	<b>DATE OF REG.</b>	<b>STATUS</b>	<b>OWNER/ ASSIGNEE</b>	<b>ENCUMBRANCES</b>
Aisle of Values	1,904,000	07/04/95	Registered	Grand Union Co.	Bankers Trust Co.
The Big Freezer	1,847,154	07/26/94	Registered	Grand Union Co.	Bankers Trust Co.
Big Gold Top	1,893,249	05/09/95	Registered	Grand Union Co.	Bankers Trust Co.
Clean, Fresh & Good	1,851,804	08/30/94	Registered	Grand Union Co.	Bankers Trust Co.
Colonial and Design	390,269	09/16/41	Renewed	Grand Union Co.	Bankers Trust Co.
Date-Line Dairy	1,891,492	04/25/95	Registered	Grand Union Co.	Bankers Trust Co.
Grand Classics	1,866,538	12/06/94	Registered	Grand Union Co.	Bankers Trust Co.
Grand Premium	2,016,181	11/12/96	Registered	Grand Union Co.	Bankers Trust Co.
Grand Savings Plus and Design	1,899,331	06/13/95	Registered	Grand Union Co.	Bankers Trust Co.
Grand Union and Design	1,834,134	05/03/94	Registered	Grand Union Co.	Bankers Trust Co.
Grand Union	1,930,501	10/31/95	Registered	Grand Union Co.	Bankers Trust Co.
Grand Union G and Design	817,567	10/25/66	Renewed	Grand Union Co.	Bankers Trust Co.
Holland Hall	2,007,331	10/15/96	Registered	Grand Union Co.	Bankers Trust Co.
Penguin	855,169	08/20/68	Renewed	Grand Union Co.	Bankers Trust Co.
Red Dot Design Only	1,936,312	11/21/95	Registered	Grand Union Co.	Bankers Trust Co.
Red Dot Special	1,943,359	12/26/95	Registered	Grand Union Co.	Bankers Trust Co.
The Taste Place	1,854,767	09/20/94	Registered	Grand Union Co.	Bankers Trust Co.
Today's Catch	1,887,313	04/04/95	Registered	Grand Union Co.	Bankers Trust Co.

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Grand Union USDA Choice A Cut Above and Design	1,876,769	01/31/95	Registered	Grand Union Co.	Bankers Trust Co.
Warehouse Buy	1,841,076	06/21/94	Registered	Grand Union Co.	Bankers Trust Co.
When You See The Dot, You Save a Lot	1,860,129	10/25/94	Registered	Grand Union Co.	Bankers Trust Co.

**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

TERMINATION AND RELEASE dated as of December 8, 1998, from Bankers Trust Company, as Agent, a New York banking corporation, located at One Bankers Trust Plaza, New York, New York 10006 (the "Secured Party") to The Grand Union Company, a Delaware corporation, located at 201 Willowbrook Boulevard, Wayne, New Jersey 07470 (the "Borrower").

**WITNESSETH:**

WHEREAS, pursuant to that certain Amended And Restated Borrower Security Agreement, dated June 15, 1995, among the Borrower, the Bank Creditors and Secured Party, as Agent for the Bank Creditors (the "Security Agreement"), a first priority security interest (the "Security Interest") was granted by the borrower to the Secured Party in certain Collateral (as hereinafter defined); and

WHEREAS, an executed copy of the Security Agreement was recorded, along with other related schedules and documents, in the Trademark Division of the United States Patent & Trademark Office on November 1, 1995, at Reel 1405, Frame 0535; and

WHEREAS, the Secured Party now desires to terminate and release the entirety of its Security Interest in the Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Collateral pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Secured Party hereby terminates and releases the Security Interest in the Collateral as follows:

1. Collateral: The term "Collateral," as used herein, shall mean all of the Borrower's right, title and interest of every kind and nature in and to all of its now-owned or existing and hereafter acquired or arising:


(a) United States, state or foreign trademarks, service marks, trade names and brand names, and (i) all registrations, applications, recordings and common-law rights relating thereto, including, without limitation, the registrations and applications (and registrations resulting therefrom) set forth on Schedule A attached hereto; (ii) all renewals thereof; (iii) all income, license royalties, damages and payments now and hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for past, present and/or future infringements thereof; (iv) the right to sue for past, present and future infringements thereof; (v) all rights corresponding thereto throughout the world; and (vi)

the goodwill of Borrower's business connected with and symbolized by the foregoing; and

2. Further Assurances: The Secured Party hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interests contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

BANKERS TRUST COMPANY,  
as Agent

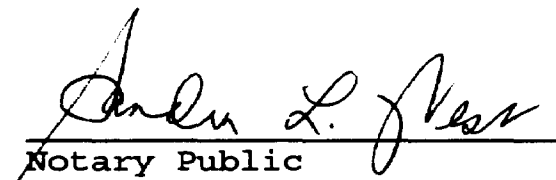
By:   
Name: Keith C. Braun  
Title: Assistant Vice-President

STATE OF NEW YORK    )  
                                  )  
COUNTY OF NEW YORK  )

SS.:

On this 8<sup>th</sup> day of DECEMBER, 1998, before me personally appeared Keith C. Brown, to me known who, being by me duly sworn, did depose and say that he is ASSISTANT VICE PRESIDENT of The Bankers Trust Company, described herein and which executed the foregoing instrument, and that he signed his name thereto pursuant to the authority granted by The Banker Trust Company.

SANDRA L WEST  
Notary Public State of New York  
No 31-4942401  
Qualified in New York County  
Commission Expires September 19, 2000

  
\_\_\_\_\_  
Notary Public

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