

12-22-1998

COVER SHEET
KS ONLY



100930948

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

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

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: December 8, 1998

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

Additional numbers attached? Yes No

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

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 BNHUYEN 00000199 1159551

FC:481 40.00 DP
FC:482 475.00 DP

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41): \$515.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

515E

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.

Lori E. Lesser, Esq. [Signature] 12-14-98

Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

SCHEDULE A: SCHEDULE OF U.S. TRADEMARKS

MARK	APPL. NO/ REG. NO.	DATE OF REG.	STATUS	OWNER/ ASSIGNEE	ENCUMBRANCES
Basics Food Warehouse	1,159,551	06/30/81	Registered	Grand Union Co.	Bankers Trust Co.
Consumer Price Finder	1,653,649	08/13/91	Registered	Grand Union Co.	Bankers Trust Co.
Consumer Price Finder	1,326,461	03/19/85	Registered	Grand Union Co.	Bankers Trust Co.
Dancers	1,191,747	03/09/82	Registered	Grand Union Co.	Bankers Trust Co.
Farm Charm	961,628	06/19/73	Renewed	Grand Union Co.	Bankers Trust Co.
Farm Charm	880,973	11/18/69	Renewed	Grand Union Co.	Bankers Trust Co.
Freshbake	875,718	08/26/69	Renewed	Grand Union Co.	Bankers Trust Co.
Grand Rx	927,516	01/18/72	Renewed	Grand Union Co.	Bankers Trust Co.
Grand Union	961,583	06/19/73	Renewed	Grand Union Co.	Bankers Trust Co.
Grand Union	872,242	07/01/69	Renewed	Grand Union Co.	Bankers Trust Co.
Grand Union	427,406	02/11/47	Renewed	Grand Union Co.	Bankers Trust Co.
Grand Union	64,732	08/20/07	Renewed	Grand Union Co.	Bankers Trust Co.
Grand Union G Stylized Letters	909,392	03/09/71	Renewed	Grand Union Co.	Bankers Trust Co.
G Grand Union and Design	817,482	10/25/66	Renewed	Grand Union Co.	Bankers Trust Co.
Grand Way	666,060	08/19/58	Renewed	Grand Union Co.	Bankers Trust Co.
Laurent	1,613,089	09/11/90	Registered	Grand Union Co.	Bankers Trust Co.
Laurent and Design	1,354,484	08/13/85	Registered	Grand Union Co.	Bankers Trust Co.
Redgate	696,545	04/19/60	Renewed	Grand Union Co.	Bankers Trust Co.
Sugar & Spice	859,005	10/22/68	Renewed	Grand Union Co.	Bankers Trust Co.
Ultra Trim	1,479,798	03/08/88	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 Borrower Security Agreement, dated as of July 22, 1992, among the Borrower, the lenders from time to time party thereto (the "Bank Creditors") and Secured Party, as Agent for the Bank Creditors (the "First Security Agreement"), a first priority security interest (the "First Security Interest") was granted by the Borrower to the Secured Party in certain Collateral (as hereinafter defined); and

WHEREAS, the Security Agreement was executed on July 22, 1992; and

WHEREAS, pursuant to that certain Assignment Of Security Interest In U.S. Trademarks, dated as of July 22, 1992, among the Borrower and the Secured Party (the "Assignment"), the Borrower, by reference to the First Security Agreement, reaffirmed its intent to grant a First Security Interest to the Secured Party in certain Collateral (as hereinafter defined); and

WHEREAS, the Assignment was recorded in the Trademark Division of the United States Patent & Trademark Office on July 23, 1992, at Reel 0886, Frame 0205; and

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 Amended Security Agreement"), a second priority security interest (the "Second Security Interest") was granted by the borrower to the Secured Party in the same Collateral (as hereinafter defined); and

WHEREAS, an executed copy of the Amended 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 First and Second Security Interests (collectively, the "Security Interests") 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 First and

Amended Security Agreements, 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 First and Second Security Interests in the Collateral as follows:

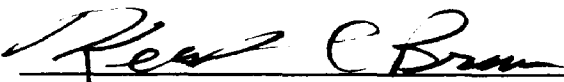
1. Collateral: The term "Collateral," as used herein, shall mean all of the Borrower's right, title and interest of every kind and nature in and to all of its now-owned or existing and hereafter acquired or arising:

(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 8th day of DECEMBER, 1998, before me personally appeared KEITH C. BRAUN, 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

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