

OMB No. 0651-0011 (exp. 4/94)

MRD



Tab settings 11-19-98

100908816

original documents or copy thereof.

1. Name of conveying party(ies):

Bankers Trust Company as Collateral Agent for the Secured Creditors

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

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

2. Name and address of receiving party(ies)

Name: Dominick's Finer Foods, Inc.

Internal Address:

Street Address: 333 Northwest Avenue

City: Northlake State: IL ZIP: 60164

- 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

3. Nature of conveyance:

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

Execution Date: 11/17/98

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

A. Trademark Application No.(s) 75239199

B. Trademark Registration No.(s)

1037040 1545838 2098759
1452601 2011275 2054344
1735977 1366046 1451443
1048722 1543099 2090429

Additional numbers attached? Yes No

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

Name: Gregory P. Rodgers

Internal Address:

11/20/1998 JSHBAZZ 00000101 75239199

FC:481 40.00 DP
FC:482 300.00 DP

Street Address: White & Case LLP
633 West Fifth Street, 19th Floor

City: Los Angeles State: CA ZIP: 90071

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41) \$ 340.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Gregory P. Rodgers
Name of Person Signing

Signature

11/12/98
Date

Total number of pages including cover sheet, attachments, and document: 4

**TERMINATION OF
TRADEMARK COLLATERAL SECURITY AGREEMENT
AND CONDITIONAL ASSIGNMENT**

KNOW ALL MEN BY THESE PRESENTS, That BANKERS TRUST COMPANY, a New York banking corporation, whose principal place of business is located at One Bankers Trust Plaza, 130 Liberty Street, 14th Floor, New York, New York, for and in consideration of the sum of Ten Dollars, the receipt whereof is hereby acknowledged, does hereby REMISE and RELEASE unto DOMINICK'S FINER FOODS, INC., a Delaware corporation, and their successors, legal representatives and assigns, all the right, title and interest whatsoever they may have acquired in, through or by a certain Trademark Collateral Security Agreement and Conditional Assignment dated October 28, 1997, and recorded November 14, 1997 with the United States Department of Commerce, Patent and Trademark Office, as Reel/Frame No. 1660/0709, to the trademarks therein described as follows:

See Schedule A attached hereto and made a part hereof.

Together with all the appurtenances and privileges thereunto belonging or appertaining.

Witness our hand and seal, as of this 12th day of November, 1998.

BANKERS TRUST COMPANY, a New York
banking corporation

By: *Mary Kay Coyle*
Name: MARY KAY COYLE
Its: Managing Director

**SCHEDULE A
TO
TRADEMARK COLLATERAL
SECURITY AGREEMENT AND
CONDITIONAL ASSIGNMENT**

1.

<u>Registered Owner</u>	<u>United States Trademark Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
Dominick's Finer Foods, Inc.	Dominick's	1,037,040	03/30/76
Dominick's Finer Foods, Inc.	Dominick's Finer Foods	1,048,722	09/21/76
Dominick's Finer Foods, Inc.	Dominick's	1,366,046	10/15/85
Dominick's Finer Foods, Inc.	Neptune's Cove	1,452,601	08/11/87
Dominick's Finer Foods, Inc.	Dominick's (Color)	1,545,838	06/27/89
Dominick's Finer Foods, Inc.	Dominick's (Black & White)	1,543,099	06/06/89
Dominick's Finer Foods, Inc.	Dominick's and Design	1,735,977	12/01/92
Dominick's Finer Foods, Inc.	Omni Superstore	2,011,275	10/29/96
Dominick's Finer Foods, Inc.	Lunch Combinations	2,098,759	09/23/97
Dominick's Finer Foods, Inc.	For People Who Know Their Food!	2,054,344	04/22/97
Dominick's Finer Foods, Inc.	Neptune's Cove & Design	1,451,443	08/04/87
Dominick's Finer Foods, Inc.	Fresh Report	2,090,429	08/26/97
Dominick's Finer Foods, Inc.	Fresh Values	Pending	

2.

<u>Registered Owner</u>	<u>Illinois Trademark Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
Dominick's Finer Foods, Inc.	Dominick's	35492	11/20/61
Dominick's Finer Foods, Inc.	Nancy Martin	41520	12/28/71
Dominick's Finer Foods, Inc.	Naturally Sweet	51712	07/23/82
Dominick's Finer Foods, Inc.	Neptune's Cove	52281	12/14/82
Dominick's Finer Foods, Inc.	Elite	55663	11/14/84
Dominick's Finer Foods, Inc.	OMNI Superstore (Misc.)	63843	02/02/89
Dominick's Finer Foods, Inc.	OMNI Superstore (Ads & Bus)	63842	02/02/89
Dominick's Finer Foods, Inc.	Dominick's Drug (Ads & Bus)	64089	03/15/89
Dominick's Finer Foods, Inc.	Dominick's Drug (Misc.)	64090	03/15/89
Dominick's Finer Foods, Inc.	Sample Station (Misc.)	64334	04/18/89
Dominick's Finer Foods, Inc.	Sample Station (Ads & Bus)	64338	04/18/89
Dominick's Finer Foods, Inc.	Frozen Yogurt (Food)	66615	05/22/90

(Borrower TM Agt)

**TRADEMARK
REEL: 1817 FRAME: 0928**

<u>Registered Owner</u>	<u>Illinois Trademark Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
Dominick's Finer Foods, Inc.	The Bookstop (Misc.)	67946	01/23/91
Dominick's Finer Foods, Inc.	The Bookstop (Misc.)	67947	01/23/91
Dominick's Finer Foods, Inc.	Lean Cut by Dominick's & Design (Ads & Bus)	70119	03/23/91
Dominick's Finer Foods, Inc.	Lean Cut by Dominick's & Design (Misc.)	70120	03/23/92
Dominick's Finer Foods, Inc.	Step Saver by Dominick's & Design (Misc.)	70116	03/23/92
Dominick's Finer Foods, Inc.	Step Saver by Dominick's & Design (Ads & Bus)	70115	03/23/92
Dominick's Finer Foods, Inc.	Traditional by Dominick's & Design (Misc.)	70114	03/23/92
Dominick's Finer Foods, Inc.	Traditional by Dominick's & Design (Ads & Bus)	70113	03/23/92
Dominick's Finer Foods, Inc.	Maximum Value Pricing Not for Members Only (Misc.)	70122	03/23/92
Dominick's Finer Foods, Inc.	Maximum Value Pricing Not for Members Only (Ads & Bus)	70123	03/23/92
Dominick's Finer Foods, Inc.	Custom Cut by Dominick's & Design (Misc.)	70118	03/23/92
Dominick's Finer Foods, Inc.	Custom Cut by Dominick's & Design (Ads & Bus)	70117	03/23/92
Dominick's Finer Foods, Inc.	Lower Prices Overall & Design (Misc.)	70372	04/24/92
Dominick's Finer Foods, Inc.	Lower Prices Overall & Design (Ads & Bus)	70371	04/24/92
Dominick's Finer Foods, Inc.	Dominick's Fit 'n Trim Skinless Fresh Chicken All Natural (Food)	74019	02/07/94
Dominick's Finer Foods, Inc.	Dominick's Fresh Store (Adds & Bus)	74194	03/14/94
Dominick's Finer Foods, Inc.	Dominick's Fresh Store (Misc.)	74195	03/14/94

3. "Heritage House" trademark, licensed to Dominick's Finer Foods, Inc. pursuant to that certain Trademark License Agreement, dated as of December 29, 1981, between Dominick's Finer Foods, Inc. and Fisher Foods, Inc., an Ohio corporation (Fisher Foods, Inc. subsequently assigned its rights in such trademark to Kroger Company).

(Borrower TM Agt)