

02-04-1999

FORM PTO-1594

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks
thereof.

original documents or copy

1. Name of conveying party(ies):
GBFC, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation -- **Delaware**
 Other
 Additional names(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
 Name: **Barney's, Inc.**
 Internal Address: _____
 Street Address: **575 Fifth Avenue**
 City: **New York** State: **New York** Zip: **10017**
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation **New York**
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: Release and Termination of Security Agmt.
 Execution Date: **January 27, 1999**

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 registration number(s):
 A. Trademark Application No. (s)
75/297335 75/273941 75/011150 75/011348 75/222841
75/011321 75/011349 75/172667
 Additional numbers attached?

B. Trademark registration No. (s)
1620003 1290494 1348017 1323819 1371828 1323820
1332229 1337912 1321351 1328560 1535382 1848803
1992444 2073088 1678142 1683409 1793956 0740068
1052901 0434297 1039288 1290496
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Claudia Cantarella, Esq.**
 Internal Address: **Sidley & Austin**
 Street Address: **875 Third Avenue**
 City: **New York** State: **NY** Zip: **10022**

6. Total number of applications and registrations involved:..... **30**
 7. Total fee (37 CFR 3.41):\$ **765.00** **G**
 Enclosed
 Charge excess/credit overpayment to deposit account
 8. Authorized to be charged to Deposit account number:
50-0643
 (Attached 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.

Claudia Cantarella
 Name of Person Signing

Signature

January 29, 99
 Date

Total number of pages comprising cover sheet **1**

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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 FC:462

TRADEMARK
 REEL: 1847 FRAME: 0818

RELEASE AND TERMINATION OF
SECURITY AGREEMENT AND MORTGAGE - TRADEMARKS

WHEREAS, BARNEY'S, INC. ("Barney's") did execute and deliver GBFC, INC., AS COLLATERAL AGENT ("GBFC"), a certain Security Agreement and Mortgage - Trademarks, dated as of July 15, 1997 (the "Security Agreement"); and

WHEREAS, the Security Agreement was originally recorded on Reel 1629, Frame 0067 on August 21, 1997, in the United States Patent and Trademark Office; and

WHEREAS, the Security Agreement granted, assigned and conveyed to GBFC a security interest in Barney's right, title, and interest in and to certain trademarks, trademark registrations, tradenames, and trademark applications, appearing on Schedule A attached hereto, and as described in the Security Agreement (the "Trademarks"); and


WHEREAS, GBFC represents and warrants to Barney's that it has not sold, assigned, pledged or otherwise transferred or encumbered all or any part of its interest in the Trademarks, and that it has the full power and authority to make this Release and Termination;

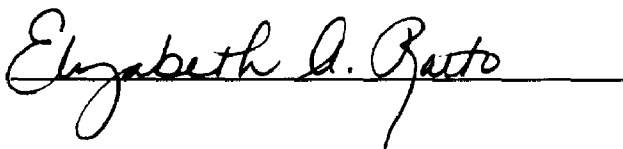
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GBFC does hereby cancel and terminate the Security Agreement, declare the same null and void, of no further force and effect, and further cancels and terminates its entire interest in all of the Trademarks described in the Security Agreement.

IN WITNESS WHEREOF, GBFC has caused this Release and Termination of Security Agreement and Mortgage - Trademarks to be duly executed as of this 27th day of January, 1999.

Witnesses:

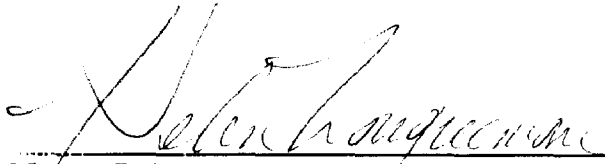
GBFC, INC., AS COLLATERAL AGENT, N/K/A
BANKBOSTON RETAIL FINANCE, INC.
as Secured Party



By: 

State of Massachusetts)
) ss.:
County of Suffolk)

On this 27th day of January, 1999, before me appeared Elizabeth Ratto,
the person who was authorized to sign on behalf of GBFC, Inc., as Collateral Agent
n/k/a/BankBoston Finance, Inc., who being sworn, acknowledged that he/she signed this
instrument as a free act and on behalf of said corporation.



Notary Public

My commission expires on 7/2/04

SCHEDULE A

TRADEMARKS

Barney's Inc.

<u>Trademark</u>	<u>Serial No.</u>	<u>Registration No.</u>	<u>Date Filed</u>	<u>Registration Date</u>
Barney's New York (Stylized)	73/792604	1620003	03/28/1989	10/30/1990
Oak Room	73/397420	1290494	09/30/1982	08/14/1984
International House	73/397422	1348017	09/30/1982	07/09/1985
America House	73/397423	1323819	09/30/1983	03/05/1985
Barneys	73/397425	1371828	09/30/1982	11/19/1985
English Room	73/397426	1323820	09/30/1982	03/05/1985
Barney's New York	73/397427	1332229	09/30/1982	04/23/1985
Barney's	73/397428	1337912	09/30/1982	05/28/1985
Barneys	73/397429	1321351	09/30/1982	02/19/1985
Corporate Program				
Barneys Chelsea Passage	73/397708	1328560	09/30/1982	04/02/1985
Co/Op Barneys	73/685577	1535382	09/21/1987	04/18/1989
New York and Design				
& Sons	74/444614	1848803	10/06/1993	08/09/1994
Look (Stylized)	74/579035	1992444	09/27/1994	08/13/1996
Barneys New York (LoGo)	74/698082	2073088	07/06/1995	06/24/1997
Select, Don't Settle	74/030677	1678142	02/16/1990	03/03/1992
Select, Don't Settle (Stylized)	74/173714	1683409	06/07/1991	04/14/1992
Chelsea Passage	74/139558	1793956	02/15/1991	09/21/1993
Barney's	72/136187	0740068	01/22/1962	10/30/1962
Baby Logo	75/297335	pending	05/23/1997	
Barneys New York	75/273941	pending	04/14/1997	
Barneys New York	75/011150	pending	10/27/1995	
Easy Line				
Barneys New York	75/011348	pending	10/27/1995	
Madison Ave@				
CO/OP (Stylized)	75/222841	pending	01/08/1997	
Easy Line	75/011321	pending	10/27/1995	
Madison Avenue	75/011349	pending	10/27/1995	
Kenneth Reed	73/065647	1052901	10/10/1975	11/16/76
Di Grazzo (Stylized)	71/503277	0434297	06/05/1946	11/18/47
Guy Michel (Stylized)	73/024882	1039288	06/21/1974	05/11/76
Fred's at Barneys New York	75/172667	pending	9/26/1996	
The R.S.V.P. Room at Barney's	397431	1290496	9/30/1982	08/14/1984