

01-10-2005

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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DEPARTMENT OF COMMERCE
S. Patent and Trademark Office

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

1-10-05

1. Name of conveying party(ies):

General Electric Capital Corporation

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

Additional name(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: NY Zip: 10017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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

Execution Date: 12/22/2004

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

A. Trademark Application No.(s)
see attached

B. Trademark Registration No.(s)
see attached

Additional number(s) attached Yes No

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

Name: Penelope Agodoa

Internal Address: Federal Research Corporation

Street Address: 1030 15th Street, NW

Suite 920

City Washington State: DC Zip: 20005

6. Total number of applications and registrations involved:

47

7. Total fee (37 CFR 3.41).....\$ 1190⁰⁰

- 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.

Andrea Conis

Name of Person Signing

Andrea Conis
Signature

12/22/04

Date

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

12

01/11/2005 ECOOPER 00000013 397423

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

01 FC:0521
02 FC:0522

40.00 DP
1150.00 DP

TRADEMARK
REEL: 003102 FRAME: 0290

Country List

Wednesday, July 10, 2002

Client: BARNE BARNEY'S, INC.

387001

15

Country: US United States of America

AMERICA HOUSE	Registered	BARNEY092	397423	30-Sep-1982 1323819	05-Mar-1985 05-Mar-2005	CLM
Owner: BARNEY'S, INC.						
BABY LOGO	Registered	BARNEY184	75/297335	23-May-1997 2163999	09-Jun-1998 09-Jun-2008	CLM
Owner: BARNEY'S, INC.						
BARNEY'S	Renewed	BARNEY072	136187	22-Jan-1962 740068	30-Oct-1962 30-Oct-2002	CLM
Owner: BARNEY'S, INC.						
BARNEY'S	Registered	BARNEY097	397428	30-Sep-1982 1337912	28-May-1985 28-May-2005	CLM
Owner: BARNEY'S, INC.						
BARNEY'S CHELSEA PASSAGE	Registered	BARNEY096	397708	30-Sep-1982 1328560	02-Apr-1985 02-Apr-2005	CLM
Owner: BARNEY'S, INC.						
BARNEY'S CORPORATE PROGRAM	Registered	BARNEY095	397429	30-Sep-1982 1321351	19-Feb-1985 19-Feb-2005	CLM
Owner: BARNEY'S, INC.						
BARNEY'S NEW YORK	Registered	BARNEY058	397427	30-Sep-1982 1332279	23-Apr-1985 23-Apr-2005	CLM
Owner: BARNEY'S, INC.						
BARNEY'S	Registered	BARNEY045	397425	30-Sep-1982 1371828	09-Jul-1985 19-Nov-2005	CLM
Owner: BARNEY'S, INC.						
BARNEY'S NEW YORK	Registered	BARNEY176	74/698082	06-Jul-1995 2073088	24-Jun-1997 24-Jun-2007	CLM
Owner: BARNEY'S, INC.						
BARNEY'S NEW YORK	Registered	BARNEY182	75/273941	14-Apr-1997 2571696	21-May-2002 21-May-2012	CLM
Owner: BARNEY'S, INC.						

Country List

Wednesday, July 10, 2002

Client: BARNE BARNEY'S, INC.

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Attorney
BARNEY'S NEW YORK & LION DESIGN	Published	BARNEY210	76007053	22-Mar-2000				CLM
Owner: BARNEY'S, INC.								
BARNEY'S NEW YORK & LION DESIGN	Registered	BARNEY210A	75981426	22-Mar-2000	2583246	18-Jun-2002	18-Jun-2012	CLM
Classes: 18, 24, 25, 28								
BARNEY'S NEW YORK (STYLIZED)	Renewed	BARNEY066	792604	28-Mar-1989	1620003	30-Oct-1990	30-Oct-2010	CLM
Owner: BARNEY'S, INC.								
BARNEY'S NEW YORK FREE STUFF	Published	BARNEY211	76050007	17-May-2000				MJI CLM
Classes: 25, 42								
BARNEY'S NEW YORK MADISON AVENUE	Published	BARNEY216	76143228	10-Oct-2000				ARM CLM
Classes: 35								
BARNEY'S NEW YORK OFFSPRING	Published	BARNEY217	76210450	15-Feb-2001				CLM
Classes: 25								
BARNEY'S NEW YORK PROCREATION	Published	BARNEY206	75876415	21-Dec-1999				ARM CLM
Classes: 35								
BARNEY'S NEW YORK PROCREATION	Registered	BARNEY206A	75981207	21-Dec-1999	2526032	01-Jan-2002	01-Jan-2012	CLM
Classes: 25								
CHEEKY, HAPPY, HIP	Registered	BARNEY220	76254052	09-May-2001	2520141	18-Dec-2001	18-Dec-2011	CLM
Classes: 25								
Owner: BARNEY'S, INC.								

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Country List

Wednesday, July 10, 2002

Client: BARNE BARNEY'S, INC.

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Attorney
CHEEKY, HAPPY, HIP & DOUBLE PARAKHET DESIGN	Registered	BARNEY221	76761420	24-May-2001	12520176	18-Dec-2001	18-Dec-2011	CLM
Owner: BARNEY'S, INC.								
CHELSEA PASSAQB	Registered	BARNEY156	74139558	15-Feb-1991	1793956	21-Sep-1993	21-Sep-2003	CLM
Owner: BARNEY'S, INC.								
CO-OP	Published	BARNEY205	75865764	07-Dec-1999				MJC
Classes: 42								
CO-OP BARNEY'S NEW YORK	Published	BARNEY204	75865763	07-Dec-1999				CLM
Classes: 3, 18, 25, 35								
CO/OP (STYLIZED)	Registered	BARNEY181	75722841	08-Jan-1997	2130404	20-Jan-1998	20-Jan-2008	CLM
Classes: 3, 18, 25, 35								
Owner: BARNEY'S, INC.								
CO/OP BARNEY'S NEW YORK	Registered	BARNEY157	685577	21-Sep-1987	1535382	18-Apr-1989	18-Apr-2009	CLM
Classes: 25								
Owner: BARNEY'S, INC.								
DI GRAZZO (SCRIPT)	Renewed	BARNEY071	503277	05-Jun-1946	434297	18-Nov-1947	18-Nov-2007	CLM
Classes: 25								
Owner: BARNEY'S, INC.								
ENGLISH ROOM	Registered	BARNEY091	397426	30-Sep-1982	1323820	05-Mar-1985	05-Mar-2005	CLM
Classes: 42								
Owner: BARNEY'S, INC.								
FRED'S AT BARNEY'S NEW YORK	Registered	BARNEY185	75172667	26-Sep-1996	2144170	17-Mar-1998	17-Mar-2008	CLM
Classes: 42								
Owner: BARNEY'S, INC.								
GET IT RIGHT	Registered	BARNEY213	76084625	06-Jul-2000	2501785	30-Oct-2001	30-Oct-2011	CLM
Classes: 35, 40								
Owner: BARNEY'S, INC.								
GET IT RIGHT & SILHOUETTE DESIGN	Published	BARNEY219	76761421	24-May-2001				CLM
Classes: 35, 40								
Owner: BARNEY'S, INC.								

Wednesday, July 10, 2002 Country List

Client: BARNE BARNEY'S, INC.

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Attorney
GIVE GOOD GIFT	Registered	BARNEY214	76086488	11-Jul-2000	2479769	21-Aug-2001	21-Aug-2011	CLM
Owner: BARNEY'S, INC.								
INTERNATIONAL HOUSE	Registered	BARNEY098	397422	30-Sep-1982	1348017	09-Jul-1985	09-Jul-2005	CLM
Owner: BARNEY'S, INC.								
LION DESIGN	Published	BARNEY209	76007054	22-Mar-2000				CLM
Classes: 25, 42								
LION DESIGN	Registered	BARNEY209A	75981502	22-Mar-2000	2559931	09-Apr-2002	09-Apr-2012	CLM
Classes: 18, 24, 25, 28								
MADISON ROOM	Authorized	BARNEY201						MJI
Owner: BARNEY'S, INC.								
MADISON ROOM	Authorized	BARNEY202						CLM
Classes: 25								
OAK ROOM	Registered	BARNEY093	397420	30-Sep-1982	1290494	14-Aug-1984	14-Aug-2004	CLM
Classes: 35, 42								
SELECT, DONT SETTLE.	Registered	BARNEY135	74030677	16-Feb-1990	1678142	03-Mar-1992	03-Mar-2012	CLM
Owner: BARNEY'S, INC.								
SELECT, DONT SETTLE. (STYLIZED)	Registered	BARNEY160	74173714	07-Jun-1991	1683409	14-Apr-1992	14-Apr-2002	CLM
Classes: 42								
SILHOUETTE OF MAN DESIGN	Registered	BARNEY212	76086496	11-Jul-2000	2535904	05-Feb-2002	05-Feb-2012	CLM
Classes: 42								
TASTE, LUXURY, HUMOR	Registered	BARNEY222	767283654	12-Jul-2001	2552600	26-Mar-2002	26-Mar-2012	CLM
Classes: 35, 40								
THE BOOK OF KNOWLEDGE	Registered	BARNEY203	75555824	21-Sep-1998	2294407	23-Nov-1999	23-Nov-2009	CLM
Classes: 35								
THE BOOK OF KNOWLEDGE	Registered	BARNEY203	75555824	21-Sep-1998	2294407	23-Nov-1999	23-Nov-2009	CLM
Classes: 16								
Owner: BARNEY'S, INC.								

Country List

Wednesday, July 10, 2002

Client: BARNE BARNEY'S, INC.

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Attorney
THE FOUNDATION	Pending	BARNEY224	767368542	08-Feb-2002				CLM
Owner: BARNEY'S, INC.								
THE FOUNDATION (STYLIZED)	Pending	BARNEY225	767389133	01-Apr-2002				CLM
Owner: BARNEY'S, INC.								
THE R.S.V.P. ROOM AT BARNEY'S	Registered	BARNEY089	397431	30-Sep-1982	1290496	14-Aug-1984	14-Aug-2004	CLM
Owner: BARNEY'S, INC.								
Classes: 42								
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BARNEY'S INC. TRADEMARKS
CLIENT NO. 6100

Country	Trademark	Case No.	Appn. No.	Filing Date	Reg. No.	Reg. Date	Status
Japan	BARNEY'S SHOP	BARN-0810010022	62-086503	30-Jul-1987	2,210,376	23-Feb-1990	Registered
United States of America	DI GRAZZO	BARN-0810010028	503,277	05-Jun-1948	494,297	18-Nov-1947	Registered ✓
United States of America	LOOK	BARN-0810010043	74579,035	27-Sep-1994	1,992,444	13-Aug-1996	Registered ✓

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BARCUTIVE OFFICE

07/10/02 12:25 FAX 212 450 8480

TRADEMARK
REEL: 003102 FRAME: 0296

TOTAL P. 83

Thursday, June 20, 2002

Page 1 of 1

RELEASE OF GRANT OF SECURITY INTEREST
IN CERTAIN INTELLECTUAL PROPERTY

This Release of Grant of Security Interest in Certain Intellectual Property (this "Release") is made and entered into this 20th day of December, 2004, by and among BARNEY'S INC., A NEW YORK CORPORATION, AND THE OTHER BORROWER SIGNATORIES HERETO and GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as administrative agent (in such capacity, the "Administrative Agent") for itself and the lenders from time to time party to the Credit Agreement described below (collectively, the "Lenders").

W I T N E S S E T H :

WHEREAS, pursuant to that certain Intellectual Property Security Agreement dated as of July 15, 2002 recorded at the United States Patent and Trademark Office at Reel 002561 and Frame 0053 on July 23, 2002 (the "Security Agreement"), made by Barney's, Inc., ("Barneys"), Barneys America, Inc., a Delaware corporation ("BAI"), Barneys (CA) Lease Corp., a Delaware corporation ("CA Lease"), Barneys (NY) Lease Corp., a Delaware corporation ("NY Lease"), Basco All-American Sportswear Corp., a New York corporation ("Basco"), BNY Licensing Corp., a Delaware corporation ("BNY"), and Barneys America (Chicago) Lease Corp., a Delaware corporation ("Chicago Lease", and together with Barneys, BAI, CA Lease, NY Lease, Basco and BNY, collectively, the "Borrowers" and each individually a "Borrower"), the Lenders and Administrative Agent, and pursuant to which, *inter alia*, the Borrowers granted to Administrative Agent a security interest in the Borrowers' right, title, and interest into the intellectual property registrations and applications listed on Schedule A hereto (the "Intellectual Property"); and

WHEREAS, the Borrowers have requested that Administrative Agent release all of Administrative Agent's security interests in the Intellectual Property, and Administrative Agent has agreed to do so.

NOW THEREFORE, in consideration of the foregoing, the parties to this Release intending to be legally bound, agree as follows.

1. The Administrative Agent hereby releases in its entirety any and all security interests it has against the Intellectual Property, and the Administrative Agent hereby agrees, at the expense of the Borrowers, to take any actions and to execute any further documents necessary or reasonably requested by the Borrowers to effectuate or evidence such release, including, but not limited to, the execution and delivery of those documents necessary under Article 9 of the Uniform Commercial Code or other applicable law.
2. The parties hereto authorize and request the Commissioner of Patents and Trademarks of the United States to record this Release against the Intellectual Property.
3. This Release shall be governed by and construed in accordance with the laws of the State of New York without regard to the conflict of law principles thereof.

4. This Release may not be modified, nor may any provision hereof be waived, orally or in any manner other than by an agreement in writing signed by the parties hereto or their respective successors and assigns.

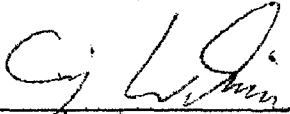
5. All rights hereunder shall accrue to, and all obligations hereunder shall be binding upon, the heirs, representatives, successors, assigns and transferees of the parties hereto.

6. This Release may be executed in any number of separate counterparts, each of which, when so executed, shall be deemed an original, and all of said counterparts taken together shall be deemed to constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have entered into this Release as of the date first above written, intending to be legally bound.

**GENERAL ELECTRIC CAPITAL
CORPORATION**
as Administrative Agent and as a Lender

By: 
Name: *Craig Winston*
Title: Duly Authorized Signatory

ACCEPTED and AGREED:

**BARNEY'S, INC.
BARNEYS AMERICA, INC.
BARNEYS (CA) LEASE CORP.
BARNEYS (NY) LEASE CORP.
BASCO ALL-AMERICAN SPORTSWEAR CORP.
BNY LICENSING CORP.
BARNEYS AMERICA (CHICAGO) LEASE CORP.**

By: _____
Name: Steven M. Feldman
Title: Executive Vice President and
Chief Financial Officer

STM/286888

TRADEMARK
REEL: 003102 FRAME: 0299

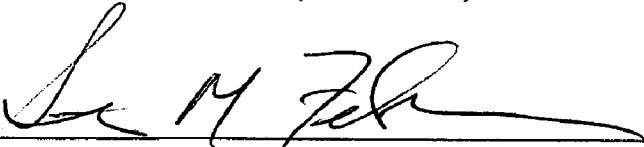
IN WITNESS WHEREOF, the undersigned have entered into this Release as of the date first above written, intending to be legally bound.

**GENERAL ELECTRIC CAPITAL
CORPORATION
as Administrative Agent and as a Lender**

By: _____
Name:
Title: Duly Authorized Signatory

ACCEPTED and AGREED:

- BARNEY'S, INC.
- BARNEYS AMERICA, INC.
- BARNEYS (CA) LEASE CORP.
- BARNEYS (NY) LEASE CORP.
- BASCO ALL-AMERICAN SPORTSWEAR CORP.
- BNY LICENSING CORP.
- BARNEYS AMERICA (CHICAGO) LEASE CORP.

By: 
Name: Steven M. Feldman
Title: Executive Vice President and
Chief Financial Officer

SCHEDULE A

STM/286888.6

RECORDED: 01/10/2005

**TRADEMARK
REEL: 003102 FRAME: 0301**