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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Citicorp USA, Inc., as
Administrative Agent

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other (Filing to correct 002558/0256)
- Merger
- Change of Name

Execution Date: July 12, 2002

2. Name and address of receiving party(ies)

Name: Bameys 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

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

A. Trademark Application No.(s) see Schedule I
to attached original filing

B. Trademark Registration No.(s) see Schedule I
to attached original filing

Additional number(s) attached Yes No

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

Name: Elisabeth Falaleev

Internal Address: Paul, Hastings, Janofsky &

Walker LLP

Street Address: 1055 Washington Boulevard

City: Stamford State: CT Zip: 06901

6. Total number of applications and registrations involved: _____

26

7. Total fee (37 CFR 3.41).....\$ 665.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Elisabeth Falaleev

Name of Person Signing

Signature

07/20/2005

TRADEMARK

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FORM

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SCHEDULE I**BARNEY'S, INC.
TRADEMARKS**

TRADEMARK	SERIAL NUMBER	REGISTRATION NUMBER
THE BOOK OF KNOWLEDGE	75/555,824	2,294,407
Design Only (Baby Logo)		2,163,999
BARNEY'S NEW YORK	75/273,941	2,571,686
COOP (stylized)		2,130,404
FRED'S AT BARNEY'S NEW YORK		2,144,170
BARNEY'S NEW YORK MADISON AVENUE	75/011,348	
BARNEY'S NEW YORK (stylized)		2,073,068
LOOK (stylized)		1,992,444
& SONS		1,848,803
SELECT, DON'T SETTLE (stylized)		1,683,409
CHELSEA PASSAGE		1,793,956
SELECT, DON'T SETTLE		1,678,142
BARNEY'S NEW YORK (stylized)		1,620,003
COOP BARNEY'S NEW YORK		1,535,382
BARNEY'S CHELSEA PASSAGE		1,328,560
THE R.S.V.P. ROOM AT BARNEY'S		1,290,486
BARNEY'S CORPORATE PROGRAM		1,321,351
BARNEY'S		1,337,912
BARNEY'S NEW YORK		1,332,229
ENGLISH ROOM		1,323,820
BARNEY'S		1,371,828
AMERICA HOUSE		1,323,819
INTERNATIONAL HOUSE		1,348,017
OAK ROOM		1,290,484
BARNEY'S (stylized)		740,068
DI GRAZZO (stylized)		434,297

FORM 001/017

06-15-2005



Form PTO-1594 (Rev. 03/01) OMB No. 0851-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Citicorp USA, Inc., as Administrative Agent. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, and Other.

2. Name and address of receiving party(ies): Name: Bameys Inc. Internal Address: Street Address: 575 Fifth Avenue. City: New York State: NY Zip: 10017. Includes checkboxes for citizenship and designation.

3. Nature of conveyance: Includes checkboxes for Assignment, Merger, Security Agreement, Change of Name, and Other (Termination & Release of Interest). Execution Date: July 12, 2002.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See attached Schedule I.

B. Trademark Registration No.(s) See attached Schedule I.

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Elisabeth Falaleev. Internal Address: Paul, Hastings, Janofsky & Walker LLP. Street Address: 1055 Washington Boulevard. City: Stamford State: CT Zip: 06901.

6. Total number of applications and registrations involved: 26. 7. Total fee (37 CFR 3.41): \$ 665.00. Includes checkboxes for Enclosed and Authorized to be charged to deposit account.

9. Signature. Elisabeth Falaleev Name of Person Signing. Elisabeth Falaleev Signature. 12/07/2004 Date. Total number of pages including cover sheet, attachments, and documents: 13.

12-14-05

12/29/2004 NECTACHE 0000130 7535824 01 FC:0521 02 FC:0522 40.00 IP 625.00 IP

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

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FROM

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TERMINATION AND RELEASE OF SECURITY INTEREST

Citicorp USA, Inc. in its capacity as administrative agent (in such capacity, the "Administrative Agent") under the Credit Agreement, dated as of January 28, 1999, by and among Barcoy's, Inc., BNY Licensing Corp., the lenders party thereto and the Administrative Agent, and pursuant to that certain Trademark Security Agreement, dated as of January 28, 1999 (the "Security Agreement"), by and among Barcoy's, Inc., BNY Licensing Corp. and the Administrative Agent, a copy of which Security Agreement was recorded with the Patent and Trademark Office on February 8, 1999, at Reel 1853, Frame 0800, hereby releases and terminates the security interest granted pursuant to the Security Agreement in each of the trademark registrations and applications, service marks and tradenames set forth on Schedule A hereto.

[SIGNATURE PAGE FOLLOWS]

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FAX

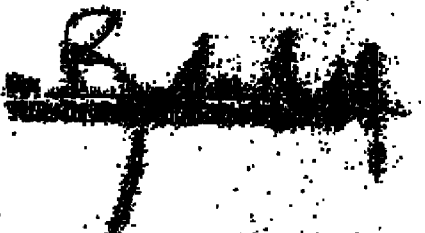
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FAX SERVER

WHEREAS, the Administrator has cancelled this Termination
on this 12th day of July, 2002.

Accepted by the Administrator

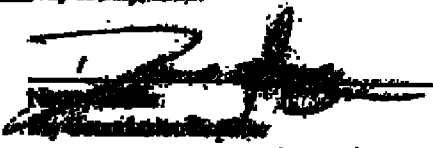


STARTER)

)

CONTRACTOR)

WHEREAS my husband died on this 12 day of July, 2002:



TERMINATION AND RELEASE OF SECURITY INTEREST -- SIGNATURE PAGE

TRADEMARK
REEL: 002558 FRAME: 0259

TRADEMARK
REEL: 003282 FRAME: 0706

SCHEDULE A

REGISTERED TRADEMARKS, SERVICE MARKS & PENDING APPLICATIONS

TRADEMARK	COUNTRY	SERIAL NUMBER	REGISTRATION NUMBER
THE BOOK OF KNOWLEDGE	US	75/555,824	2,294,407
Design Only (Baby Logo)	US		2,163,999
BARNEYS NEW YORK	US	75/273,941	2,571,696
COOP (stylized)	US		2,190,404
FRED'S AT BARNEYS NEW YORK	US		2,144,170
MADISON AVENUE	US	75/011,349	
BARNEYS NEW YORK MADISON AVENUE	US	75/011,348	
EASY LINE	US	75/011,321	
BARNEYS NEW YORK EASY LINE	US	75/011,150	
BARNEYS NEW YORK (stylized)	US		2,073,088
LOOK (stylized)	US		1,992,444
& SONS	US		1,848,803
SELECT, DON'T SETTLE (stylized)	US		1,683,409
CHELSEA PASSAGE	US		1,793,956
SELECT, DON'T SETTLE	US		1,678,142
BARNEYS NEW YORK (stylized)	US		1,620,003
COOP BARNEYS NEW YORK	US		1,535,382
BARNEY'S CHELSEA PASSAGE	US		1,328,560
THE R.S.V.P. ROOM AT BARNEYS	US		1,290,496

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TRADEMARK	COUNTRY	SERIAL NUMBER	REGISTRATION NUMBER
BARNEY'S CORPORATE PROGRAM	US		1,321,351
BARNEY'S	US		1,337,912
BARNEY'S NEW YORK	US		1,332,229
ENGLISH ROOM	US		1,323,820
BARNEYS	US		1,371,828
AMERICA HOUSE	US		1,323,819
INTERNATIONAL HOUSE	US		1,348,017
OAK ROOM	US		1,290,494
BARNEY'S (stylized)	US		740,068
DI GRAZZO (stylized)	US		434,297
BARNEYS	China		669267
BARNEYS	China		663885
BARNEYS	China		664723
BARNEYS	China		663808
BARNEYS	China		664760
BARNEYS	China		664768
BARNEYS	China		675785
BARNEYS	China		662948
BARNEYS	China		1097445
LA ROUTE DU THEE	France		1251066
BARNEYS NEW YORK (stylized)	Hong Kong	88/98	

REEL: 003282

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TRADEMARK	COUNTRY	SERIAL NUMBER	REGISTRATION NUMBER
BARNEYS NEW YORK (stylized)	Hong Kong	89/98	
BARNEYS NEW YORK (stylized)	Hong Kong	90/98	
BARNEYS NEW YORK (stylized)	Hong Kong	91/98	
BARNEYS NEW YORK (stylized)	Hong Kong	92/98	
BARNEYS NEW YORK (stylized)	Hong Kong	93/98	
BARNEYS NEW YORK (stylized)	Hong Kong	94/98	
BARNEYS NEW YORK (stylized)	Hong Kong	95/98	
BARNEYS NEW YORK (stylized)	Hong Kong	96/98	
BARNEYS NEW YORK (stylized)	Hong Kong	98/98	
BARNEYS	India		536891B
BARNEYS	India	536892	
BARNEYS	India		537050B
BARNEYS	India		536888
BARNEYS	India	536894	
BARNEYS	India	536889	
BARNEYS	India	536893B	
BARNEYS	India	536890B	
BARNEYS	Indonesia		283879
BARNEYS	Indonesia		283880
BARNEYS	Indonesia		327608
BARNEYS	Indonesia		328818

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TRADEMARK	COUNTRY	SERIAL NUMBER	REGISTRATION NUMBER
BARNEY'S	Japan		1731248
BARNEY'S	Japan		2131984
BARNEY'S	Japan		1932216
BARNEY'S	Japan		2302529
BARNEY'S	Japan		2311290
BARNEY'S	Japan		2345246
BARNEYS	Japan		2343046
BARNEYS	Japan		2423786
BARNEYS	Japan		2426232
BARNEYS	Japan		2423787
BARNEYS	Japan		2413374
BARNEYS	Japan		2409029
BARNEYS	Japan		2429666
BARNEYS	Japan		2452229
BARNEYS	Japan		3234686
BARNEYS	Japan		3250070
BARNEYS	Japan		4021432
BARNEYS	Japan		3296543
BARNEYS NEW YORK (stylized)	Japan		3231024
BARNEYS NEW YORK (stylized)	Japan		3273487
BARNEYS NEW YORK (stylized)	Japan		3273488

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TRADEMARK	COUNTRY	SERIAL NUMBER	REGISTRATION NUMBER
BARNEYS NEW YORK (stylized)	Japan		3234685
BARNEYS NEW YORK (stylized)	Japan		3320653
BARNEYS NEW YORK (stylized)	Japan		3330933
BARNEYS NEW YORK (stylized)	Japan		3265540
BARNEYS NEW YORK (stylized)	Japan		3345087
BARNEYS	South Korea		195072
BARNEYS	South Korea		199446
BARNEYS	South Korea		199586
BARNEYS	South Korea		191674
BARNEYS	South Korea		199696
BARNEYS	South Korea		12978
BARNEYS	Malaysia		MA/2907/89
BARNEYS	Malaysia		89/02906
BARNEYS	Malaysia		89/02905
BARNEYS	Malaysia		013182
BARNEYS	Malaysia		89/02902
BARNEYS	Malaysia		2903/89
BARNEYS	Malaysia		MA/2908/89
BARNEYS	Malaysia		89002909
BARNEYS	Philippines	121779	
BARNEYS	Philippines	121775	

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TRADEMARK	COUNTRY	SERIAL NUMBER	REGISTRATION NUMBER
BARNEYS	Philippines	121778	
BARNEYS	Philippines	121776	
BARNEYS	Philippines	121777	
BARNEYS	Singapore		6683/89
BARNEYS	Singapore		2710/89
BARNEYS	Singapore		2711/89
BARNEYS	Singapore		2713/89
BARNEYS	Singapore		2714/89
BARNEYS	Singapore		2715/89
BARNEYS	Singapore		S/2344/91
BARNEYS	Singapore		2709/89
BARNEYS	Singapore		S/5907/91
BARNEYS	Singapore		9908/91
BARNEYS	Taiwan		479715
BARNEYS	Taiwan		481485
BARNEYS	Taiwan		478052
BARNEYS	Taiwan		481894
BARNEYS	Taiwan		480266
BARNEYS	Taiwan		478716
BARNEYS	Taiwan		478411
BARNEYS	Taiwan		476988

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TRADEMARK	COUNTRY	SERIAL NUMBER	REGISTRATION NUMBER
BARNEYS	Taiwan		480528
BARNEYS	Taiwan		483398
BARNEYS	Taiwan		487664
BARNEYS	Taiwan		487733
BARNEYS	Taiwan		44347
BARNEYS	Taiwan		44460
BARNEYS	Taiwan		44237
BARNEYS	Thailand		132610
BARNEYS	Thailand		135604
BARNEYS	Thailand		133001
BARNEYS	Thailand		133003
BARNEYS	Thailand		133008
BARNEYS	Thailand		136033
BARNEYS	Thailand		136036
BARNEYS	Thailand		135676
BARNEYS	Thailand		135719
BARNEYS	Thailand		135738
BARNEYS	Thailand		133200
BARNEYS	Thailand		136218

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SCHEDULE A**TRADE NAMES & CORPORATE NAMES**

TRADE NAME/CORPORATE NAME	COUNTRY
BARNEYS NEW YORK (Stylized)	Hong Kong
BARNEYS NEW YORK (Stylized)	Japan
BARNEYS INTERNATIONAL SHOP	US
BARNEYS NEW YORK & Design	US
MADISON ROOM	US
MADISON ROOM	US
FRED'S AT BARNEY'S NEW YORK	US

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