

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement for the Lenders under the Revolving Credit Facility Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Barney's, Inc		09/06/2007	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	Citicorp USA, Inc.
<b>Street Address:</b>	388 Greenwich Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10013
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 41**

Property Type	Number	Word Mark
Registration Number:	1371828	BARNEYS
Registration Number:	1332229	BARNEYS NEW YORK
Registration Number:	1620003	BARNEYS NEW YORK
Registration Number:	0434297	DI GRAZZO
Registration Number:	0740068	BARNEY'S
Registration Number:	1328560	BARNEYS CHELSEA PASSAGE
Registration Number:	1337912	BARNEYS
Registration Number:	1678142	SELECT, DON'T SETTLE.
Registration Number:	1793956	CHELSEA PASSAGE
Registration Number:	1535382	CO/OP BARNEYS NEWYORK
Registration Number:	2073088	BARNEYS NEW YORK
Registration Number:	2130404	CO/OP
Registration Number:	2571696	BARNEYS NEW YORK
Registration Number:	2144170	FRED'S AT BARNEYS NEW YORK

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Registration Number:	2294407	THE BOOK OF KNOWLEDGE
Registration Number:	2802702	CO-OP BARNEYS NEW YORK
Registration Number:	3057991	CO-OP
Registration Number:	2847733	CO-OP
Registration Number:	2847734	CO-OP
Registration Number:	2847693	BARNEYS NEW YORK PROCREATION
Registration Number:	2559933	
Registration Number:	2583246	BARNEYS NEW YORK
Registration Number:	2608036	BARNEYS NEW YORK FREE STUFF
Registration Number:	2535904	
Registration Number:	2501785	GET IT RIGHT
Registration Number:	2479769	GIVE GOOD GIFT
Registration Number:	2634574	GET IT RIGHT
Registration Number:	2552600	TASTE, LUXURY, HUMOR
Registration Number:	2744455	THE FOUNDATION
Registration Number:	2782869	THE FOUNDATION
Registration Number:	2766664	BARNEYS NEW YORK
Registration Number:	2766665	CHELSEA PASSAGE
Registration Number:	3220382	COOP BARNEYS NEW YORK
Registration Number:	2867636	COOP BARNEYS NEW YORK
Registration Number:	3088067	
Registration Number:	2927627	
Registration Number:	3088046	BARNEYS NEW YORK
Registration Number:	2963769	BARNEYS NEW YORK
Registration Number:	3033624	COURAGEOUS, OUTRAGEOUS, CONTAGIOUS
Registration Number:	2991547	QUALITY, FASHION, TASTE
Registration Number:	2991548	OUR BEST LABEL MAY BE OUR OWN

**CORRESPONDENCE DATA**

Fax Number: (212)310-8007  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: barbara.vining@weil.com, phyllis.depaola@weil.com  
Correspondent Name: Weil, Gotshal & Manges c/o Barbara Vining  
Address Line 1: 767 5th Avenue  
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER: 35899.0352

NAME OF SUBMITTER:	Barbara Vining
Signature:	/Barbara Vining/
Date:	09/11/2007

**Total Attachments: 10**

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## Trademark Security Agreement

**TRADEMARK SECURITY AGREEMENT**, dated as of September 6, 2007, by each of the entities listed on the signature pages hereof (each a "*Grantor*" and, collectively, the "*Grantors*"), in favor of Citicorp USA, Inc. ("*CUSA*"), as agent for the Secured Parties (as defined in the Credit Agreement referred to below) (in such capacity, the "*Administrative Agent*").

### Witnesseth:

WHEREAS, pursuant to the Revolving Credit Facility Agreement, dated as of September 6, 2007 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), among ISTITHMAR BENTLEY ACQUISITION CO. (when merged with and into Barneys New York, Inc., the "*Borrower*"), the Lenders party thereto and CUSA, as agent for the Lenders, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantors other than the Borrower are party to the Guaranty pursuant to which they have guaranteed the Obligations; and

WHEREAS, all the Grantors are party to a Pledge and Security Agreement of even date herewith in favor of the Administrative Agent (the "*Security Agreement*") pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders and the Administrative Agent to enter into the Credit Agreement and to induce the Lenders to make their respective extensions of credit to the Borrower thereunder, each Grantor hereby agrees with the Administrative Agent as follows:

#### ***Section 1. Defined Terms***

Unless otherwise defined herein, terms defined in the Credit Agreement or in the Security Agreement and used herein have the meaning given to them in the Credit Agreement or the Security Agreement.

#### ***Section 2. Grant of Security Interest in Trademark Collateral***

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to the Administrative Agent for the benefit of itself and the Secured Parties, and grants to the Administrative Agent for the benefit of itself and the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor, whether presently existing or hereafter created or acquired (the "*Trademark Collateral*"):

(a) all of its Trademarks and Trademark Licenses to which it is a party, including, without limitation, those referred to on *Schedule I* hereto;

(b) all goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(c) all Proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

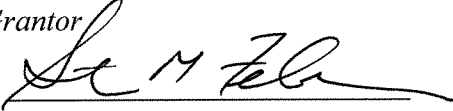
***Section 3. Security Agreement***

The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent on behalf of itself and the Secured Parties pursuant to the Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

BARNEY'S, INC.,  
*as Grantor*

By: 

Name:

Title:

[Signature Page to Trademark Security Agreement (ABL)]

ACCEPTED AND AGREED  
as of the date first above written:

CITICORP USA, INC.,  
*as Administrative Agent*

By: 

Name: **MARCUS WUNDERLICH**  
Title: Vice President

**Schedule I  
to  
Trademark Security Agreement**

*Trademark Registrations*

**A. REGISTERED TRADEMARKS**

Country	Mark	Appln. No.	Reg. No.	Filing Date	Reg. Date	Class	Status
China	BARNEYS	92061022	669267	9/19/1992	12/14/1993	3	Renewed
China	BARNEYS	92061023	663885	9/19/1992	10/28/1993	14	Renewed
China	BARNEYS	92061024	664723	9/19/1992	11/7/1993	16	Renewed
China	BARNEYS	92061026	663808	9/19/1992	10/28/1993	18	Renewed
China	BARNEYS	92061026	664760	9/19/1992	11/7/1993	20	Renewed
China	BARNEYS	92061027	664768	9/19/1992	11/7/1993	21	Renewed
China	BARNEYS	92079397	675785	11/28/1992	1/28/1994	24	Renewed
China	BARNEYS	92061029	662948	9/19/1992	10/20/1993	25	Renewed
China	BARNEYS	960066691	1097445	6/5/1996	9/7/1997	40	Registered
China	BARNEYS	960066690	1097745	6/5/1996	9/7/1997	35	Registered
European Union	BARNEYS NEW YORK (STYLIZED)	004846721		12/28/2005		18 25 30 35	Pending
Hong Kong	BARNEYS NEW YORK (STYLIZED)	88/98	199912269	1/5/1998	1/5/1998	8 14 18 20 21 24	Renewed
Hong Kong	BARNEYS NEW YORK (STYLIZED)	89/98	199912270AA	1/5/1998	1/5/1998	3	Renewed
India	BARNEYS	536891	536891	9/13/1990	9/13/1990	3	Renewed
India	BARNEYS	536892	536892	9/13/1990	9/13/1990	14	Renewed
India	BARNEYS	537050	537050	9/17/1990	9/17/1990	16	Renewed
India	BARNEYS	536888	536888	9/13/1990	9/11/1990	18	Renewed
India	BARNEYS	536894	536894	9/13/1990	9/13/1990	20	Renewed
India	BARNEYS	536889	536889	9/13/1990	9/13/1990	21	Renewed
India	BARNEYS	536893	536893	9/13/1990	9/13/1990	24	Renewed
India	BARNEYS	536890	536890	9/13/1990	9/13/1990	25	Renewed
Japan	BARNEY'S	99906/81	2131984		4/29/1989	17 24 25 26	Renewed
Japan	BARNEY'S	2006-519701	1932216		2/25/1987	14 18	Renewed



Country	Mark	Appln. No.	Reg. No.	Filing Date	Reg. Date	Class	Status
Japan	BARNEY'S	134468/1988	2302529	11/29/1988	2/27/1991	8 14 24	Renewed
Japan	BARNEY'S	134470/1988	2345246	11/29/1988	10/30/1991	16	Renewed
Japan	BARNEYS	96253/89	2385046	8/24/1989	2/28/1992	24	Renewed
Japan	BARNEYS	96254/89	2423786	8/24/1989	6/30/1992	9 14	Renewed
Japan	BARNEYS	105038/1989	2426232	9/14/1989	6/30/1992	6 9 16 19 20	Renewed
Japan	BARNEYS	96257/89	2423787	8/24/1989	6/30/1992	34	Renewed
Japan	BARNEYS	96260/89	2429666	8/24/1989	6/30/1992	30	Renewed
Japan	BARNEYS NEW YORK (STYLIZED)	95891/1993	3231024	9/20/1993	11/29/1996	3	Renewed
Japan	BARNEYS NEW YORK (STYLIZED)	95892/1993	3273487	9/20/1993	4/4/1997	14	Renewed
Japan	BARNEYS NEW YORK (STYLIZED)	95893/1993	3273488	9/20/1993	4/4/1997	18	Renewed
Japan	BARNEYS NEW YORK (STYLIZED)	95894/1993	3234685	9/20/1993	12/25/1996	21	Renewed
Japan	BARNEYS NEW YORK (STYLIZED)	95895/1993	3320653	9/20/1993	6/13/1997	25	Renewed
Japan	BARNEYS NEW YORK (STYLIZED)	95896/1993	3330933	9/20/1993	7/11/1997	35	Renewed
Japan	BARNEYS NEW YORK (STYLIZED)	95897/1993	3265540	9/20/1993	2/24/1997	40	Renewed
Japan	BARNEYS NEW YORK (STYLIZED)	95898/1993	3345087	9/20/1993	9/5/1997	42	Renewed
Japan	BARNEYS	57967/1994	3234686	6/10/1994	12/25/1996	3	Renewed
Japan	BARNEYS	57968/1994	3250070	6/10/1994	1/31/1997	18	Renewed
Japan	BARNEYS	88498/1994	4021432	8/31/1994	7/4/1997	20	Renewed
Japan	BARNEYS	88499/1994	3296543	8/31/1994	4/25/1997	27	Renewed
Japan	BARNEYS	2007-031169		4/2/2007		35	Pending
Japan	BARNEYS NEW YORK	2007-031170		4/2/2007		35	Pending
Japan	BARNEYS	2006-119202		12/25/2006		16 20 21 24 30	Pending
Japan	CO/OP BARNEYS NEW YORK (BOX STYLE)	2007-000104		1/5/2007		3 18 25	Pending
Japan	CO/OP BARNEYS NEW YORK (BOX STYLE)	2007-031171		4/2/2007		35	Pending

Country	Mark	Appln. No.	Reg. No.	Filing Date	Reg. Date	Class	Status
Japan	BARNEYS	2007-013857		2/20/2007		21 24	Pending
Japan	BARNEY'S SHOP	S62-086503	2210376	7/30/1987	2/23/1990	21	Renewed
Malaysia	BARNEYS	MA/2907/89	MA/2907/89	5/23/1989	5/23/1989	3	Renewed
Malaysia	BARNEYS	MA/2906/89	89/02906	5/23/1989	7/23/1994	14	Renewed
Malaysia	BARNEYS	MA/2905/89	89/02905	5/23/1989	12/8/1994	16	Renewed
Malaysia	BARNEYS	MA/2904/89	89002904	5/23/1989	8/9/1994	18	Renewed
Malaysia	BARNEYS	MA/2902/89	89/02902	5/23/1989	9/15/1995	20	Renewed
Malaysia	BARNEYS	MA/2903/89	2903/89	5/23/1989	5/23/1989	21	Renewed
Malaysia	BARNEYS	MA/2908/89	MA/2908/89	5/23/1989	5/23/1989	24	Renewed
Malaysia	BARNEYS	MA/2909/89	89002909	5/23/1989	5/23/1989	25	Renewed
Philippines	BARNEY'S	4-1997- 121779	4-1997- 121779	6/18/1997	2/10/2003	42	Registered
Philippines	BARNEY'S	4-1997- 121775	4-1997- 121775	6/18/1997	8/24/2003	18	Registered
Philippines	BARNEY'S	4-1997- 121776	4-1997- 121776	6/18/1997	8/24/2003	21	Registered
Philippines	BARNEY'S	4-1997- 121777	4-1997- 121777	6/18/1997	8/24/2003	25	Registered
Philippines	BARNEYS	04-2007- 002418		3/8/2007		40	Pending
Republic of Korea	BARNEYS	89-10929	195072	5/4/1989	6/29/1990	14	Renewed
Republic of Korea	BARNEYS	89-10926	199446	5/4/1989	8/31/1990	14 18	Renewed
Republic of Korea	BARNEYS	89-10927	199586	5/4/1989	9/3/1990	20 21 24	Renewed
Republic of Korea	BARNEYS	89-10930	199696	5/4/1989	9/3/1990	25	Renewed
Republic of Korea	BARNEYS	2000659	12978	5/4/1989	11/27/1990	36 40 42	Renewed
Republic of Korea	BARNEYS.CO.KR	D2007-A003			5/25/2007		Registered
Republic of Korea	BARNEYS NEW YORK (STYLIZED)	45-2007- 0000565		2/8/2007		3 9 14 18 20 21 25 35	Pending
Singapore	BARNEYS	6883/89	6883/89	10/19/1989	10/19/1989	8	Renewed
Singapore	BARNEYS	S/2710/89	T89/02710B	5/3/1989	5/3/1989	3	Renewed
Singapore	BARNEYS	S/2711/89	T89/02711J	5/3/1989	5/3/1989	14	Renewed
Singapore	BARNEYS	S/2713/89	T89/02713G	5/3/1989	5/3/1989	18	Renewed

Country	Mark	Appl. No.	Reg. No.	Filing Date	Reg. Date	Class	Status
Singapore	BARNEYS	S/2714/89	T89/02714E	5/3/1989	5/3/1989	20	Renewed
Singapore	BARNEYS	2715/89	T89/02715C	5/3/1989	5/3/1989	21	Renewed
Singapore	BARNEYS	S/2344/91	2344/91	5/4/1989	3/1/1991	24	Renewed
Singapore	BARNEYS	S/2709/89	T89/02709I		5/3/1989	25	Renewed
Singapore	BARNEYS	S/5907/91	T91/05907E	6/19/1991	6/19/1991	40	Renewed
Singapore	BARNEYS	S/5908/91	T91/05908C	6/19/1991	6/19/1991	42	Renewed
Taiwan	BARNEYS	78-33385	479715	7/18/1989	4/1/1990	3	Renewed
Taiwan	BARNEYS	78-33386	481485	7/18/1989	4/16/1990	3	Renewed
Taiwan	BARNEYS	78-33387	478052	7/18/1989	3/16/1990	3	Renewed
Taiwan	BARNEYS	78-33388	481894	7/18/1989	4/16/1990	20	Renewed
Taiwan	BARNEYS	78-33389	480266	7/18/1989	4/1/1990	24 25	Renewed
Taiwan	BARNEYS	78-33390	478411	7/18/1989	3/16/1990	25	Renewed
Taiwan	BARNEYS	78-33391	476988	7/18/1989	3/1/1990	25	Renewed
Taiwan	BARNEYS	78-33392	478716	7/18/1989	3/16/1990	25	Renewed
Taiwan	BARNEYS	78-33393	480528	7/18/1989	4/1/1990	18	Renewed
Taiwan	BARNEYS	78-33394	483398	7/18/1989	5/1/1990	14	Renewed
Taiwan	BARNEYS	78-33395	487664	7/18/1989	6/16/1990	25	Renewed
Taiwan	BARNEYS	78-33396	487733	7/18/1989	6/16/1990	8 21	Renewed
Taiwan	BARNEYS	78-33397	44347	7/18/1989	4/16/1990	42	Renewed
Taiwan	BARNEYS	78-33398	44460	7/18/1989	4/16/1990	35	Renewed
Taiwan	BARNEYS	78-33399	44237	7/18/1989	4/1/1990	40	Renewed
Thailand	BARNEYS	389643	TM96015	6/15/1989	6/15/1989	8	Renewed
Thailand	BARNEYS	389644	TM96006	6/15/1989	6/15/1989	14	Renewed
Thailand	BARNEYS	389645	TM99718	6/15/1989	6/15/1989	21	Renewed
Thailand	BARNEYS	389646	TM96038	6/15/1989	6/15/1989	24	Renewed
Thailand	BARNEYS	389647	TM97798	6/15/1989	6/15/1989	18	Renewed
Thailand	BARNEYS	389648	TM96039	6/15/1989	6/15/1989	25	Renewed
Thailand	BARNEYS	389649	TM115683	6/15/1989	7/20/2000	16	Renewed
Thailand	BARNEYS	389650	TM106729	6/15/1989	6/15/1989	20	Renewed
Thailand	BARNEYS	389651	TM96040	6/15/1989	6/15/1989	3	Renewed
USA	BARNEYS	73/397,425	1,371,828	9/30/1982	11/19/1985	42	Registered
USA	BARNEY'S NEW YORK	73/397,427	1,332,229	9/30/1982	4/23/1985	21 25 40 42	Registered
USA	BARNEYS NEW YORK (STYLIZED)	73/792,604	1,620,003	3/28/1989	10/30/1990	25 42	Registered
USA	DI GRAZZO (SCRIPT)	71/503,277	434,297	6/5/1946	11/18/1947	25	Registered
USA	BARNEY'S	72/136,187	740,068	1/22/1962	10/30/1962	25	Registered
USA	BARNEY'S CHELSEA PASSAGE	73/397,708	1,328,560	9/30/1982	4/2/1985	42	Registered

Country	Mark	Appln. No.	Reg. No.	Filing Date	Reg. Date	Class	Status
USA	BARNEY'S	73/397,428	1,337,912	9/30/1982	5/28/1985	18 21 25 40 42	Registered
USA	SELECT, DON'T SETTLE.	74/030,677	1,678,142	2/16/1990	3/3/1992	42	Registered
USA	CHELSEA PASSAGE	74/139,558	1,793,956	2/15/1991	9/21/1993	42	Registered
USA	CO/OP BARNEYS NEW YORK	73/685,577	1,535,382	9/21/1987	4/18/1989	25	Registered
USA	BARNEYS NEW YORK	74/698,082	2,073,088	7/6/1995	6/24/1997	42	Registered
USA	CO/OP (STYLIZED)	75/222,841	2,130,404	1/8/1997	1/20/1998	25	Registered
USA	BARNEYS NEW YORK	75/273,941	2,571,696	4/14/1997	5/21/2002	24 25	Registered
USA	FRED'S AT BARNEYS NEW YORK	75/172,667	2,144,170	9/26/1996	3/17/1998	42	Registered
USA	THE BOOK OF KNOWLEDGE	75/555,824	2,294,407	9/21/1998	11/23/1999	16	Registered
USA	CO-OP BARNEYS NEW YORK	75/983,316	2,802,702	12/7/1999	1/6/2004	25 35	Registered
USA	CO-OP	75/865,764	3,057,991	12/7/1999	2/7/2006	25	Registered
USA	CO-OP	75/983,287	2,847,733	12/7/1999	6/1/2004	25	Registered
USA	CO-OP	75/983,420	2,847,734	12/7/1999	6/1/2004	35	Registered
USA	BARNEYS NEW YORK PROCREATION	75/876,415	2,847,693	12/21/1999	6/1/2004	25	Registered
USA	LION DESIGN	75/981,502	2,559,933	3/22/2000	4/9/2002	24 25	Registered
USA	BARNEYS NEW YORK & LION DESIGN	75/981,426	2,583,246	3/22/2000	6/18/2002	24 25	Registered
USA	BARNEYS NEW YORK FREE STUFF	76/050,007	2,608,036	5/17/2000	8/13/2002	35	Registered
USA	SILHOUETTE OF MAN DESIGN	76/086,496	2,535,904	7/11/2000	2/5/2002	35 40	Registered
USA	GET IT RIGHT	76/084,625	2,501,785	7/6/2000	10/30/2001	35 40	Registered
USA	GIVE GOOD GIFT	76/086,488	2,479,769	7/11/2000	8/21/2001	35	Registered
USA	GET IT RIGHT & SILHOUETTE DESIGN	76/261,421	2,634,574	5/24/2001	10/15/2002	35 40	Registered
USA	TASTE, LUXURY, HUMOR	76/283,654	2,552,600	7/12/2001	3/26/2002	35	Registered
USA	THE FOUNDATION	76/368,542	2,744,455	2/8/2002	7/29/2003	35	Registered
USA	THE FOUNDATION (STYLIZED)	76/389,133	2,782,869	4/1/2002	11/11/2003	35	Registered
USA	BARNEYS NEW YORK (STYLIZED)	76/471,826	2,766,664	11/26/2002	9/23/2003	30	Registered
USA	CHELSEA PASSAGE	76/471,827	2,766,665	11/26/2002	9/23/2003	30	Registered
USA	COOP BARNEYS NEW YORK (BOX STYLE)	76/487,628	3,220,382	2/5/2003	3/20/2007	25	Registered
USA	COOP BARNEYS NEW	76/976,610	2,867,636	2/5/2003	7/27/2004	35	Registered

Country	Mark	Appln. No.	Reg. No.	Filing Date	Reg. Date	Class	Status
	YORK (BOX STYLE)						
USA	CO-OP BARNEYS NEW YORK	76/567,787		12/30/2003		3 18 25	Allowed
USA	LION DESIGN	76/579,728	3,088,067	3/8/2004	5/2/2006	28	Registered
USA	LION DESIGN	76/579,727	2,927,627	3/8/2004	2/22/2005	25	Registered
USA	BARNEYS NEW YORK & LION DESIGN	76/570,839	3,088,046	1/20/2004	5/2/2006	28	Registered
USA	BARNEYS NEW YORK & LION DESIGN	76/580,230	2,963,769	3/10/2004	6/28/2005	25	Registered
USA	COURAGEOUS, OUTRAGEOUS, CONTAGIOUS	76/599,726	3,033,624	6/29/2004	12/27/2005	35	Registered
USA	QUALITY, FASHION, TASTE	76/602,983	2,991,547	7/19/2004	9/6/2005	35	Registered
USA	OUR BEST LABEL MAY BE OUR OWN	76/602,984	2,991,548	7/19/2004	9/6/2005	35	Registered