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

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

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

1. Name of conveying party(ies):

GPS (EDT), Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other See Attached

Execution Date: 1/31/1997

2. Name and address of receiving party(ies)

Name: GPS (Delaware), Inc.

Internal Address:

Address:

Street Address: One Harrison St.

City: San Francisco State: CA Zip: 94105

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,007,211; 2,026,109; 1,958,050; 1,958,049

Additional number(s) attached Yes No

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

Name: Julie H. Kanberg

Internal Address:

Street Address: 2 Folsom St., 13th Fl.

City: San Francisco State: CA Zip: 94105

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41) \$160

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500512

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

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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.

Julie H. Kanberg Name of Person Signing

Signature

1/11/02

Date

Total number of pages including cover sheet, attachments, and document: 11

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

01/28/2002 6TOM11 00000040 500512 2007211

01 FC:481 40.00 CH 02 FC:482 75.00 CH

TRADEMARK REEL: 002436 FRAME: 0671

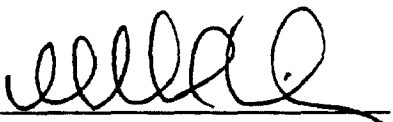
ASSIGNMENT AND CONVEYANCE AGREEMENT

GPS (EDT), Inc., a Delaware corporation ("EDT") hereby assigns and transfers to GAP (APPAREL), Inc. ("GAI"), a California corporation, all of its rights, title and interest in the United States trademarks and service marks listed in Exhibit A hereto (the "Exhibit A Marks"), including the goodwill of the business symbolized by the Exhibit A Marks.

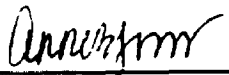
EDT hereby assigns and transfers to GPS (Delaware), Inc., a Delaware corporation ("GPSD"), all of its rights, title and interest in the United States trademarks and service marks listed in Exhibit B hereto (the "Exhibit B Marks"), including the goodwill of the business symbolized by the Exhibit B Marks.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this 31st day of January, 1997.

GPS (Delaware), Inc.

By: 
Richard S. McKinley
Vice President, Finance - Treasurer

GPS (EDT), Inc.

By: 
Anne B. Gust
Senior Vice President, General Counsel

GAP (Apparel), Inc.

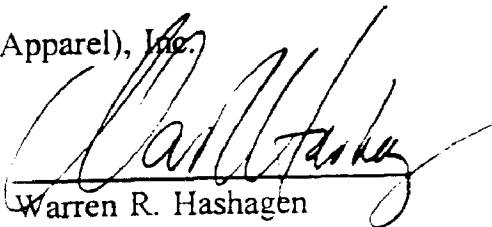
By: 
Warren R. Hashagen
Director

EXHIBIT A

TO

ASSIGNMENT AND CONVEYANCE AGREEMENT

<u>Trademarks</u>	<u>Registration/Serial Number</u>	<u>Goods/Services</u>
DAY	1,921,415	Shampoo, shower gel, toilet water, body and skin lotion and skin soap.
DESIGN ONLY (DAY)	1,929,779	Shampoo, shower gel, toilet water, body and skin lotion and skin soap.
DESIGN ONLY (EARTH)	1,945,295	Shampoo, shower gel, toilet water, body and skin lotion and skin soap and aromatic candles.
DESIGN ONLY (GRASS)	1,945,294	Shampoo, shower gel, toilet water, body and skin lotion, and skin soap and aromatic candles.
DESIGN ONLY (HEAVEN)	1,925,003	Shampoo, shower gel, toilet water, body and skin lotion, and skin soap and aromatic candles.
EARTH	N/A	Shampoo, conditioner, soap, burn sticks, eau de toilette, lotion, shower gel, bath salts, pot pourri, shave gel and candles.
GRASS	N/A	Shampoo, conditioner, soap, burn sticks, eau de toilette, lotion, shower gel, bath salts, pot pourri, shave gel and candles.

HEAVEN	74/707064	Aromatic candles.
HEAVEN	74/975403	Bath salts and hair conditioner.
HEAVEN	74/541148	Shampoo, shower gel, eau de toilette, body and skin lotion and soap.
HEAVEN & DESIGN	74/540921	Shampoo, shower gel, eau de toilette, body and skin lotion and soap.
HEAVEN & DESIGN	75/975118	Bath salts and hair conditioner.

EXHIBIT B

TO

ASSIGNMENT AND CONVEYANCE AGREEMENT

<u>Trademarks</u>	<u>Registration/Serial Number</u>	<u>Goods/Services</u>
BEACH HOUSE	2,007,211	Aromatic candles.
BEACH HOUSE	2,026,109	Incense, and air fresheners.
GREEN VINE	1,958,050	Sink soap and aromatic candles.
WHITE FLOWER	1,958,049	Skin soap and aromatic candles.

4. ATTACHMENT TO RECORDATION FORM COVER SHEET (TRADEMARKS ONLY)

Registration Numbers

1,921,415
1,929,779
1,945,295
1,945,294
1,925.003
2,007,211
2,026,109
1,958,050
1,958,049

Application Numbers

74/707064
74/975403
74/541148
74/540921
75/975118

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APPLICATION NUMBER: 74541148
REGISTRATION NUMBER:

FILING DATE: 06/22/1994
ISSUE DATE:

MARK: HEAVEN

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74540921
REGISTRATION NUMBER:

FILING DATE: 06/22/1994
ISSUE DATE:

MARK: HEAVEN

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75975118
REGISTRATION NUMBER: 2046171

FILING DATE: 06/22/1994
ISSUE DATE: 03/18/1997

MARK: HEAVEN

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74577400
REGISTRATION NUMBER: 1921415

FILING DATE: 09/23/1994
ISSUE DATE: 09/26/1995

MARK: DAY

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74589604
REGISTRATION NUMBER: 1929779

FILING DATE: 10/24/1994
ISSUE DATE: 10/24/1995

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74577392
REGISTRATION NUMBER: 1945295

FILING DATE: 09/23/1994
ISSUE DATE: 01/02/1996

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74577356
REGISTRATION NUMBER: 1945294

FILING DATE: 09/23/1994
ISSUE DATE: 01/02/1996

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74588101
REGISTRATION NUMBER: 1925003

FILING DATE: 10/20/1994
ISSUE DATE: 10/10/1995

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74662328
REGISTRATION NUMBER: 2007211

FILING DATE: 04/17/1995
ISSUE DATE: 10/08/1996

MARK: BEACH HOUSE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74697970
REGISTRATION NUMBER: 2026109

FILING DATE: 07/07/1995
ISSUE DATE: 12/24/1996

MARK: BEACH HOUSE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74662327
REGISTRATION NUMBER: 1958050

FILING DATE: 04/17/1995
ISSUE DATE: 02/20/1996

MARK: GREEN VINE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74662326
REGISTRATION NUMBER: 1958049

FILING DATE: 04/17/1995
ISSUE DATE: 02/20/1996

MARK: WHITE FLOWER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

DOROTHY RILEY, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

ORIGINAL

04-16-1997

U.S. DEPARTMENT OF COMMERCE



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original documents or copy thereof

MRD 04-07-97

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To the Honorable Commissioner of

1. Name of conveying party(ies):
GPS (EDT), Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other

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

2. Name and address of receiving party(ies):
Name: GAP (Apparel) Inc.
Internal Address: _____
Street Address: One Harrison Street
San Francisco State: CA ZIP: 94105
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 Other: _____

If assignee is not domiciled in the United States, a domestic representative 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: January 31, 1997

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE ATTACHMENT
B. Trademark Registration No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Julie Henderson Kanberg
Internal Address: The Gap, Inc.
Street Address: One Harrison Street
San Francisco State: CA ZIP: 94105

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41): \$ 365
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 07-1753
(Attach duplicate copy of this page if paying by deposit account)

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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.

Julie Henderson Kanberg Julie Henderson Kanberg 4/3/97
Name of Person Signing Signature Date

Total number of pages comprising cover sheet:

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, RMX-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

TRADEMARK