

**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

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 $\rightarrow \Rightarrow \Rightarrow$

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

1. Name of conveying party(ies):
 Esprit de Corp.
 900 N. Minnesota Street
 San Francisco, CA 94107

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

2. Name and address of receiving party(ies)
 Name: Esprit LP Limited
 Internal Address: P.O. Box 957
 Street Address: Offshore Incorporations Centre
Tortola British Virgin Islands, Road Town
 City: _____ State: _____ Zip: _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 23, 2002

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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)
75/435,730, 75/772,318
75/302,661

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Paula J. Krasny
 Internal Address: One Prudential Plaza

 Street Address: 130 E. Randolph Drive

 City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ _____
 Enclosed **FEE ENCLOSED WITH 5/14/02 SUBMISSION.**
 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.

Paula J. Krasny
 Name of Person Signing


 Signature

5/14/02
 Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20531

ASSIGNMENT OF UNITED STATES INTENT TO USE TRADEMARKS

WHEREAS, Esprit de Corp., a company organized and existing under the laws of California, and having its principal place of business at 900 Minnesota Street, San Francisco, California 94107 ("Assignor") filed the trademark applications set forth in Schedule A attached hereto (the "Trademarks") with a *bona fide* intent to use the Trademarks in conjunction with its business;

WHEREAS, Esprit IP Limited, a company organized and existing under the laws of the British Virgin Islands, and having its principal place of business at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands ("Assignee"), is desirous of acquiring Assignor's entire right, title and interest in and to the Trademarks, including the right to bring actions for infringement of the Trademarks occurring prior to the date of this Assignment; and

WHEREAS, Assignee has acquired the material assets of the ongoing and existing Esprit business of Assignor, to which each of the Trademarks pertains.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for valuable and legally sufficient consideration, the receipt and legal sufficiency of which are hereby acknowledged by the Assignor, the Assignor has sold, assigned, and transferred, and by these presents do sell, assign, and transfer unto the Assignee, the Assignor's entire right, title and interest in and to the Trademarks to be used in conjunction with the Assignor's Esprit business, including but not limited to the Trademarks identified in Schedule A attached to this Assignment, and including the right to bring actions for infringements of said Trademarks occurring prior to

the date of this Assignment, together with that part of the goodwill of the Assignor's business connected with and symbolized by the Trademarks.

IN TESTIMONY WHEREOF, the Assignor has caused this Assignment of United States Intent to Use Trademarks to be executed by its authorized representative.

Esprit de Corp.

By: [Signature]
Name: A E HEID
Title: Pres + CEO

Dated: April 13, 2002

Acknowledged by:

Esprit IP Limited
By: [Signature]
Name: John C. Pan
Title: Director

I hereby certify that this communication is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to Assistant Commissioner for Trademarks 2500 Crystal Drive Arlington VA 22202

[Signature]
EMILIA J. KRASNY

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

CERTIFICATE OF ACKNOWLEDGMENT

I, TAWNYA M. LEE a Notary Public, in and for the County and State aforesaid, do hereby certify that JOSEPH E. HEID, known to be the President/CEO of Esprit de Corp., appeared before me this day, in person, and acknowledged that he signed, sealed and delivered the foregoing instrument on behalf of Esprit de Corp. as of his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 23rd day of April, 2002.



Tawnya M. Lee
Notary Public

My Commission Expires:

April 6, 2006

SCHEDULE A

U.S. TRADEMARK INTENT TO USE APPLICATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
E ² and Design	75/435,730	02/17/98
ESPRIT (Stylized)	75/302,661	06/03/97
ESPRIT WORLDWIDE and Design (center globe)	75/772,318	08/10/99

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