

05-31-2002



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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): Esprit de Corp. 5-28-02 900 N. Minnesota Street San Francisco, CA 94107

2. Name and address of receiving party(ies) Name: Esprit IP 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: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other

[] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [X] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [X] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

Execution Date: April 23, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/435,730, 75/772,318 75/302,661

Additional number(s) attached Yes No

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

6. Total number of applications and registrations involved: 3

Name: Paula J. Krasny

7. Total fee (37 CFR 3.41) \$ 90.00

Internal Address: One Prudential Plaza

[] Enclosed [X] Authorized to be charged to deposit account

Street Address: 130 E. Randolph Drive

8. Deposit account number: 501-649

City: Chicago State: IL Zip: 60601

(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

Date

5/14/02

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. 20231

05/30/2002 BTOM11 00000186 501649 75435730

01 FC:481 40.00 CH

02 FC:482 50.00 CH

TRADEMARK REEL: 002516 FRAME: 0029

OFFICE OF PUBLIC RECORDS 2002 MAY 28 PM 2:07 FINANCE SECTION

75 435 70

POWER OF ATTORNEY AND APPOINTMENT
OF DOMESTIC REPRESENTATIVE

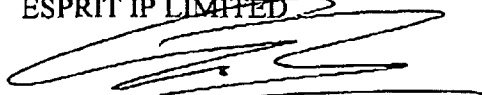
Esprit IP Limited hereby appoints BAKER & McKENZIE, and Paula J. Krasny, Leslie A. Bertagnolli, David I. Roche, David J. Davis, John A. Bacon, Annette Honan, Colin J. Sawdy and Patricia Y. Song, with the power to appoint associate attorneys, with full power of revocation, to prosecute the applications and/or registrations on Exhibit A to the attached assignment, to transact all business in the U.S. Patent and Trademark Office and in the courts in connection these marks and to receive the Certificate of Registration.

Applicant hereby appoints Paula J. Krasny of the law firm of Baker and McKenzie as its domestic representative upon whom notice or process in proceedings affecting the mark may be served.

Please address all correspondence and telephone inquiries to:

Paula J. Krasny, Esq.
BAKER & McKENZIE
130 East Randolph Drive
One Prudential Plaza
Chicago, IL 60601
312/861-8000

For and on behalf of
ESPRIT IP LIMITED



By: _____

Name: John C. Poon

Title: Director

Dated: May 14, 2002

CHIDOC501.333791.2

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as 1st class mail in an envelope addressed to:
Assistant Commissioner for Trademarks
2000 Crystal Drive Arlington, VA 22202

On 5/14/02

PAULA J. KRASNY



TRADEMARK

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: J. E. Heild

Name: J. E. HEILD

Title: Pres + CEO

Dated: April 13, 2002

Acknowledged by:

Esprit IP Limited

By: [Signature]

Name: John C. Poon

Title: Director

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as 1st class mail in an envelope addressed to:
Assistant Commissioner for Trademarks
2900 Crystal Drive Arlington, VA 22212

On 5/14/02
BY [Signature]
BRILA J. KROTT

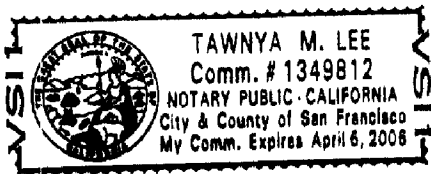
[Signature]

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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