

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GPS (EDT), INC.		01/31/1997	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GAP (APPAREL), INC.		
Street Address:	2 Folsom Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number		
Registration Number:	2169760		
CORRESPONDENCE DATA			
Fax Number:	(415)427-2166		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-427-5575		
Email:	cynthia_lee@gap.com		
Correspondent Name:	Julie H. Kanberg		
Address Line 1:	2 Folsom Street, 13th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94105		
NAME OF SUBMITTER:	Cynthia Lee		
Total Attachments: 2			
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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 ("GPS"), 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.

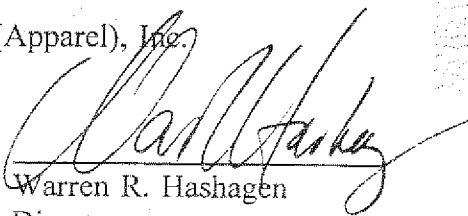
GPS (Delaware), Inc.

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

TRADEMARK

REEL: 002677 FRAME: 0074

EXHIBIT A

TO

ASSIGNMENT AND CONVEYANCE AGREEMENT

Trademarks

HEAVEN

Registration Number

2,169,760

Good/Services

Bath salts and hair conditioner