

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Correction to error in conveying party entity type in previously recorded cover sheet (Reel #1716, Frame #0835)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GPS (Delaware), Inc.		01/31/1998	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Old Navy (Apparel)
Street Address:	2 Folsom Street
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 45

Property Type	Number
Registration Number:	2109844
Registration Number:	2122327
Registration Number:	2116837
Registration Number:	2122326
Registration Number:	2109847
Registration Number:	1800385
Registration Number:	2092890
Registration Number:	2055345
Registration Number:	2121187
Registration Number:	2090918
Registration Number:	2090916
Registration Number:	2090917
Registration Number:	2055346
Registration Number:	2006872

CH \$1140.00 2109844

Registration Number:	1928001
Registration Number:	2075837
Registration Number:	2084710
Registration Number:	2055348
Registration Number:	2055347
Registration Number:	2121013
Registration Number:	1965488
Registration Number:	1931339
Registration Number:	2120512
Registration Number:	1931382
Registration Number:	2104203
Registration Number:	2122325
Registration Number:	2105945
Registration Number:	2093651
Serial Number:	75071482
Serial Number:	75279696
Serial Number:	75101312
Serial Number:	75151689
Serial Number:	75151677
Serial Number:	75151164
Serial Number:	75249536
Serial Number:	75151700
Serial Number:	75151165
Serial Number:	75151701
Serial Number:	75414168
Serial Number:	75158974
Serial Number:	75333045
Serial Number:	75391844
Serial Number:	75368692
Serial Number:	75101300
Serial Number:	75082198

CORRESPONDENCE DATA

Fax Number: (415)427-2166

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 415-427-5575
Email: cynthia_lee@gap.com
Correspondent Name: Julie H. Kanberg
Address Line 1: 2 Folsom Street
Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:

Cynthia Lee

Total Attachments: 10
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GENERAL ASSIGNMENT

Trademarks, Service Marks, & Trade Names

GPS (Delaware), Inc. ("Assignor") hereby assigns for good and valuable consideration to Old Navy (Apparel) Inc. ("Assignee"), all of its right, title, and interest to the following:

The trademarks, service marks, and trade names owned by Assignor (whether registered or unregistered) in connection with the business conducted under and/or in connection with the name and trademark "Old Navy" and/or the business associated therewith, including the trademarks, service marks, and trade names, and applications for registration and registrations thereof in respect of all goods and services covered by the specifications thereof, and all logos and stylized and design marks, shown on the attached list, together with the goodwill associated therewith and all common law rights thereto, and any and all tangible media relating to the ownership thereof (including, without limitation, all documents, records, ledgers, journals, and other recorded materials in whatever form (including but not limited to written records, electronic records, magnetic records, optical records, etc.)), in the United States of America and its states, territories, and/or possessions (the "Territory") (excluding in all cases any and all liabilities attached or otherwise related to any such property as of the date of this General Assignment).

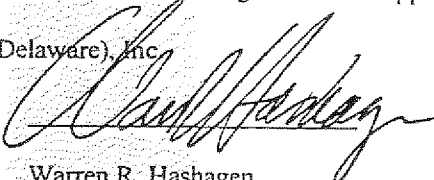
Assignor agrees to execute any additional documents for recordation purposes or other documents that may be required subsequent to the signing of this General Assignment in order to record or evidence the assignment of ownership to Assignee of any trademarks, service marks, and/or trade names in the individual jurisdictions concerned in the Territory, including any trademark, service mark, and/or trade name registrations or applications for registration.

ASSIGNOR:

GPS (Delaware), Inc.

Place: San Francisco, California
Date: January 31, 1998

By:

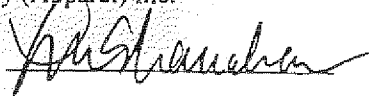

Name: Warren R. Hashagen
Title: Senior Vice President and
Chief Financial officer

ASSIGNEE:

Old Navy (Apparel) Inc.

Place: San Francisco, California
Date: January 31, 1998

By:


Name: Lauri Sharahan
Title: Vice President and
Associate General Counsel

RECORDATION FORM C /R SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

GPS (Delaware), Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: 01/31/98

2. Name and address of receiving party(ies):

Name: OLD NAVY (APPAREL) INC.

Internal Address: _____

Street Address: 900 Cherry Avenue

City: San Bruno State: CA ZIP: 94066

Individual(s) citizenship: _____

Association: _____

General Partnership: _____

Limited Partnership: _____

Corporation-State: California

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHMENTS

Additional numbers attached? Yes No

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

Name: JULIE KANBERG

Internal Address: The GAP, INC.

Street Address: ONE HARRISON STREET
San

City: Francisco State: CA ZIP: 94105

6. Total number of applications and registrations involved: 85

7. Total fee (37 CFR 3.41): \$ 2,140.00

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)

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.

JULIE KANBERG
Name of Person Signing

Julie H Kanberg
Signature

2/2/98
Date

Total number of pages comprising cover sheet: 12

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

EI 792217950US

SCHEDULE A

Mark	Registration/Serial Number	Goods/Services
100% BABY	75/071486	Baby oil, baby powder, shampoo, non-medicated diaper cream, skin and toilet soap, body lotion, shampoo, eau de toilette, cologne and perfume.
100% BATH	75/071485	Cosmetic and body scrubbing sponges for personal use, back brushes, hair combs, hair brushes, nail brushes, shaving brushes, loofah mitts, agave fiber cosmetic and scrubbing cloths for personal use, toothbrushes, toothbrush holders, soap holders, waste baskets, cotton swab holders, and wash cloths, bath towels and shower curtains
100% BODY CARE	75/041959	Parfum, eau de parfum, bath oil, shampoo, shower gel, bubble bath, bath powder, bath salt, toilet water, skin cleansing cream, facial scrub, facial scrub mask, face cream, skin toner, astringents for cosmetic purposes, non-medicated lip balm, soothing non-medicated eye balm, eye gel, eye cream, hair conditioner, hair gel, moisturizing body lotion, hand and foot lotion, aftershave, after shave moisturizing lotion, shaving cream, shaving soap, talcum powder, skin soap, suntan lotion, sunscreen, toothpaste, deodorant for personal use, essential oils for personal use, massage oil, pot pourri, unscented body lotion, exfoliating skin cream.
00% BODY CARE & DESIGN	75/123085	Parfum, eau de parfum, bath oil, shampoo, shower gel, bubble bath, bath powder, bath salt, toilet water, skin cleansing cream, facial scrub, facial scrub mask, face cream, skin toner, astringent, lip balm, soothing non-medicated eye balm, eye gel, eye cream, hair conditioner, hair gel, moisturizing body lotion, hand and foot lotion, aftershave, after shave moisturizing lotion, shaving cream, shaving soap, talcum powder, skin soap, suntan lotion, sunscreen, toothpaste, deodorant for personal use, essential oils for personal use, massage oil, unscented body lotion, exfoliating skin cream
00% BODY CARE & DESIGN	75/041958	Parfum, eau de parfum, bath oil, shampoo, shower gel, bubble bath, bath powder, bath salt, toilet water, skin cleansing cream, facial scrub, facial scrub mask, face cream, skin toner, astringents for cosmetic purposes, non-medicated lip balm, soothing non-medicated eye balm, eye gel, eye cream, hair conditioner, hair gel, moisturizing body lotion, hand and foot lotion, aftershave, after shave moisturizing lotion, shaving cream, shaving soap, talcum powder, skin soap, suntan lotion, sunscreen, toothpaste, deodorant for personal use, essential oils for personal use, massage oil, pot pourri, unscented body lotion, exfoliating skin cream

100% BODY CARE FOR KIDS 75/123115
 100% BODY CARE FOR KIDS & DESIGN 75/123079
 100% BODY SCENT 75/071418
 100% COLOR 75/071419
 100% EYES 75/071421
 100% FACE 75/071489
 00% FLAME 75/071481
 00% FOR KIDS 75/071420
 00% HOME SCENT 75/071467
 00% LIPS 75/071482
 00% SPORT 75/071480

Bubble bath, soap, shampoo, hair conditioner, novelty soaps, body lotion, fragrances, lip balm.

Bubble bath, soap, shampoo, hair conditioner, novelty soaps, body lotion, fragrances, lip balm.

Fragrances, namely cologne, perfume, eau de toilette, essential oils for personal use.

Makeup, lipstick, nail polish, face powder, mascara, eye shadow, eye make-up, eyeliner, eyeliner pencil, eyebrow pencil

Mascara, eye shadow, eye cream, eye make-up, liquid eyeliner, eyeliner pencil, eyebrow pencil, eye mask, eye makeup removed and non-medicated eye balm and eyelash brushes and eyeliner pencil

Beauty mask, cold cream, face cream, facial scrub, facial soap, night cream, face powder, rouge, blusher, shave cream, shave gel, skin clarifier, skin cleansing cream, skin moisturizer, astringents for cosmetic purposes, skin toner, wrinkle removing skin care preparation, non-medicated SPF face lotion.

Candles

Bubble bath, skin and toilet soap, hair conditioner, novelty skin and toilet soaps, body lotion, eau de toilette, cologne, and perfume, non-medicated lip balm.

Potpouri, incense and aromatic candles and scented room spray

Lip gloss, lipstick, lip pencils, lip liner, SPF lip balm, non-medicated lip balm.

Aftershave lotion, antiperspirant, baby oil, bath salts, cold cream, cologne, cotton swabs for cosmetic purposes, eye cream, deodorant, facial scrub, hair conditioner, hair rinse, hair spray, hand cream, massage oil, mouthwash, body oil, perfume, body powder, hair shampoo, shave cream, shave gel, bath and shower gel, skin cleansing cream, skin moisturizer, skin toner, deodorant soap, skin soap, toilet soap, liquid soap for hand, face and body, talcum powder, toilet water, tooth gel, tooth paste, non-medicated SPF face lotion, suntan oil, suntan lotion, sun block, sunscreen, SPF lip balm, non-medicated lip balm, after sun lotion, after sun moisturizer.

100% SUNCARE	75/071488	Non-medicated SPF face lotion, suntan oil, suntan lotion, sun block, sunscreen, SPF lip balm, non-medicated lip balm, after sun lotion, after sun moisturizer.
A WHOLE NEW WAY OF SHOPPING FOR YOUR FAMILY	1897882	Retail store services featuring clothing and clothing accessories
BE GREEN	2109844	Bubble bath, hair conditioner, hair shampoo, shower gel, skin moisturizer, skin soap, liquid soap for hands, face and body, toilet water
BLUSH FOR THE CHEEKS & DESIGN	75/392608	Blush
SUNNY HOP	2122327	Bubble bath, skin soap and lip gloss.
DEEP SEA	2116837	Bubble bath, hair conditioner, hair shampoo, shower gel, skin moisturizer, skin soap, liquid soap for hand, face and body and toilet water
FINGER PRINTS	75/279696	Nail polish
BUTTER BY	2122326	Bubble bath, skin soap and lip gloss
LOSS FOR THE LIPS & DESIGN	75/392776	Lip gloss
ROOBY GRAPEFRUIT	2109847	Bubble bath, hair conditioner, lip gloss, hair shampoo, shower gel, skin moisturizer, skin soap, liquid soap for hand, face and body, toilet water, candles and aromatic candles
ITEM OF THE WEEK A SPECIAL ITEM AT A SPECIAL PRICE & DESIGN	75/333287	Retail store services in the field of clothing
JST DUCKY	75/101312	Bubble bath, skin soap and lip gloss
JST DUCKY & FRIENDS	1800385	Bath and beauty products, namely bubble bath
LIPSTICK FOR THE LIPS & DESIGN	75/392610	Lipstick
MASCARA FOR THE LASHES	75/392624	Mascara
ISCELLANEOUS DESIGN (SUNNY HOP)	75/151689	Bubble bath, skin soap and lip gloss

MISCELLANEOUS DESIGN (FLUTTER BY)	75/151677	Bubble bath, skin soap and lip gloss
MISCELLANEOUS DESIGN (JUST DUCKY)	75/151164	Bubble bath, skin soap and lip gloss
MISCELLANEOUS DESIGN (OLD NAVY GIRL)	75/249713	Alarm clocks, watches and jewelry.
MISCELLANEOUS DESIGN (OLD NAVY GIRL)	75/249536	Stationery, address books, notecards, diaries and pencil cases
MISCELLANEOUS DESIGN (OLD NAVY GIRL)	75/249537	Purses, tote bags, luggage, backpacks and wallets
MISCELLANEOUS DESIGN (OLD NAVY GIRL)	75/249535	Clothing, namely, beachwear, t-shirts, shirts, sweaters, jackets, hats, socks, scarves, sleepwear, rainwear and underwear
MISCELLANEOUS DESIGN (OLD NAVY GIRL)	75/250752	Dolls and accessories therefor, jigsaw puzzles and jump ropes.
MISCELLANEOUS DESIGN (ORANGE POP)	75/151700	Bubble bath, skin soap and lip gloss
MISCELLANEOUS DESIGN (PUPPY LOVE)	75/151165	Bubble bath, skin soap, lip gloss
MISCELLANEOUS DESIGN (SEA MONSTER)	75/151701	Bubble bath, skin soap and lip gloss
LD NAVY	2092890	Flash lights, book lights, candle lanterns, electric fans
LD NAVY	2055345	Clocks, watches, and jewelry
LD NAVY	2121187	Stationery products, namely, pens, address books, recipe books, wrapping paper, cardboard containers, cardboard photograph albums and paper table liners

OLD NAVY

2090918

All purpose sport bags, tote bags, umbrellas, handbags, backpacks, dog collars and dog leashes

OLD NAVY

2090916

Mugs, dishes, containers for drinking water, watering cans, serving trays not of precious metal, and dog bowls.

OLD NAVY

2090917

Table linens, towels, oven mitts, and bed blankets.

OLD NAVY

2055346

Aprons and underwear

OLD NAVY

2006872

Clothing, namely, shirts, t-shirts, shorts, pants, skirts, sweaters, jackets, dresses, belts, hats, socks, gloves, vests, scarves, sleepwear, bathing suits, tights, leggings, rompers, overalls and shoes

OLD NAVY

1928001

Clothing, namely jeans

OLD NAVY

75/414168

Clothing, namely, jeans, pants, shorts, overalls, shortalls, leggings, rompers, khakis, jackets, coats, anoraks, sweatshirts, sweat pants, fleece tops and pants, sweaters, t-shirts, shirts, vests, skirts, dresses, scarves, gloves, caps, hats, socks, belts, shoes, boots, sneakers, tights, hosiery, neckties, sleepwear, aprons, bathing suits, beachwear, bathrobes, underwear, layettes, cloth bibs and infantwear

OLD NAVY

2075837

Hair accessories, namely, hair bands, hair twists, hair ornaments, hair pins and barrettes

OLD NAVY

75/158974

Stuffed toys, sporting goods, namely sport balls, beach balls, golf tees, bath toys, toy vehicles, toy model train sets, hand exercise weights, toy snow globes, Christmas tree ornaments, swimming equipment, namely goggles, fins and snorkels and jump ropes

OLD NAVY

2084710

Candy and coffee beans and restaurant services

OLD NAVY

2055348

Candles

OLD NAVY

2055347

Retail store services in the field of clothing, shoes, accessories, toys and sporting goods, electronics, cameras, sunglasses, lights, watches, clocks, jewelry, paper products, tote and sport bags, umbrellas, housewares and candles

TRADEMARK

REEL: 002709 FRAME: 0185

OLD NAVY	2121013	Pre-recorded compact discs featuring music; pre-recorded audio cassettes featuring music; radios, dictation machines, photographic cameras, calculators, pedometers, sunglasses, sunglass cases, signal whistles
OLD NAVY & DESIGN	75/332819	All purpose sport bags, tote bags, umbrellas, handbags, backpacks, wallets, key cases, cosmetic bags sold empty, dog collars and dog leashes
OLD NAVY & DESIGN	75/339084	Clothing, namely, jeans, pants, shorts, overalls, shortalls, leggings, rompers, jackets, coats, sweatshirts, sweaters, t-shirts, shirts, vests, skirts, dresses, scarves, gloves, caps, hats, gloves, socks, shoes, tights, hosiery, sleepwear, aprons, bathing suits and underwear
OLD NAVY & DESIGN	75/332803	Retail store services in the fields of clothing, clothing accessories, jewelry, toys, luggage, home and personal care products
OLD NAVY (STYLIZED)	1965488	Clothing namely, shirts, t-shirts, shorts, pants, skirts, sweaters, jackets, dresses, belts, hats, socks, gloves, vests, scarves, sleepwear, bathing suits, tights, leggings, rompers, overalls and shoes and retail clothing and accessory store services
OLD NAVY BLUE JEANS THE BEST IN DENIM & DESIGN	75/333045	Clothing, namely, jeans, pants, shirts, jackets, dresses, overalls, shortalls, shorts and t-shirts
OLD NAVY BODY CARE	75/391844	Bath beads
OLD NAVY CLOTHING CO.	1980043	Clothing namely, jeans, shirts, t-shirts, shorts, pants, khakis, skirts, sweaters, jackets, dresses, belts, hats, socks, gloves, vests, scarves, sleepwear, bathing suits, tights, leggings, rompers, overalls and shoes
OLD NAVY CLOTHING CO.	1931339	Retail clothing and accessories store services
OLD NAVY COFFEE SHOP	2046645	Restaurant services
OLD NAVY COFFEE SHOP & Design	2061273	Restaurant services
OLD NAVY DUNGAREES SAN FRANCISCO NEW YORK	2120512	Clothing, namely, jeans, pants, shorts and jackets
OLD NAVY JEANS	1931381	Clothing, namely jeans, shorts, jackets and overalls

OLD NAVY KHAKIS	1931382	Clothing, namely pants made of khakis cloth and shorts
OLD NAVY KIDS	1931457	Clothing namely, jeans, shirts, t-shirts, shorts, pants, pants made of khaki cloth, skirts, sweaters, jackets, dresses, belts, hats, socks, gloves, vests, scarves, sleepwear, bathing suits, leggings, rompers and overalls
OLD NAVY SAN FRANCISCO NEW YORK	75/368692	Clothing, namely, jeans, pants, shorts, overalls and jackets
OLD RED	2084821	Jeans and t-shirts
ORANGE POP	75/101300	Bubble bath, skin soap and lip gloss
PENCIL FOR THE EYES & DESIGN	75/392815	Eye pencils
POSITIVELY PURPLE	2104203	Bubble bath, hair conditioner, lip gloss, hair shampoo, shower gel, skin moisturizer, skin soap, liquid soap for hand, face and body, toilet water, candles and aromatic candles
PUPPY LOVE	75/101302	Cologne, perfume, toilet water, body oil, baby oil, body powder, baby powder, talcum powder, bubble bath, shower gel, bath gel, hair shampoo, baby shampoo, hair conditioner, skin soap, toilet soap, liquid soap for hand, face and body, body and skin lotion, skin moisturizer, hand cream, tooth gel, tooth paste, mouthwash, lip gloss, and suntan lotion
SEA MONSTER	2122325	Bubble bath, skin soap and lip gloss
SHADOW FOR THE EYES & DESIGN	75/392774	Eye shadow
SOME ARE PINK	75/082198	Antiperspirant, non-medicated bath salts, bubble bath, cologne, personal deodorant, facial scrub, bath gel, hair conditioner, hair rinse, hair spray, hand cream, incense, lip gloss, massage oil, body oil, perfume, body powder, hair shampoo, shave cream, shower gel, skin moisturizer, deodorant soap, skin soap, toilet soap, liquid soap for hand, face and body, suntan lotion, talcum powder, toilet water, room fragrance sprays, candles, aromatic candles
SPRING FORWARD	2105945	Bubble bath, hair conditioner, lip gloss, hair shampoo, shower gel, skin moisturizer, skin soap, liquid soap for hand, face and body, toilet water, candles and aromatic candles

TORPEDO JOE'S
TORPEDO JOE'S
WORTH ITS WEIGHT IN GOLD

75/384551
75/384552
2093651

Clothing, namely, t-shirts, sweatshirts, caps and aprons
Restaurant services
Candy