

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

3971163 Canada, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Banana Republic (Apparel) Inc.

Internal

Address: _____

Street Address: 2 Folsom Street

City San Francisco State: CA Zip: 94105

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 09/10/2003

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2738061

Additional number(s) attached Yes No

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

Name: Yvonne Nahin

Internal Address: Gap Inc.

GPS Brand Services, Inc.

Street Address: 2 Folsom Street, 13th

FLOOR

City: San Francisco State: CA Zip: 94105

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500512

DO NOT USE THIS SPACE

9. Signature.

Julie Henderson Kanberg
Name of Person Signing

Julie Henderson Kanberg
Signature

09/10/2003
Date

Total number of pages including cover sheet, attachments, and document: 8

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

CH \$40.00 500512 2738061

ASSIGNMENT OF REGISTRATION

WHEREAS, 3971163 Canada Inc. ("Assignor") is desirous of selling, assigning and transferring to Banana Republic (Apparel) Inc. ("Assignee"), all of its right, title and interest in and to the trademark registration issuing from the application listed in Schedule A ("Trademark Registration"), attached hereto and made a part hereof, the trademark described therein (the "Mark") and the good will of the business symbolized by the Mark;

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to the Trademark Registration, the Mark and the good will of the business symbolized by the Mark;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, it is hereby agreed as follows:

1. Assignor does hereby sell, assign, transfer, convey and set over to Assignee, its successors and assigns, all of its right, title and interest in and to the Trademark Registration, the Mark and the good will of the business symbolized by the Mark, including, but not limited to, the right to petition, sue or otherwise seek and recover damages, profits or any other remedy (monetary, injunctive, declaratory or other), for any past, present or future infringement, dilution, conversion or misappropriation of, or other injury, offense, violation, breach of duty or wrong relating to the Mark, or any license, agreement, contract or other matter relating thereto.
2. Assignor agrees that it will execute and deliver, or cause to be executed and delivered, to Assignee or Assignee's legal representatives, any other or additional assignments, powers or other appropriate documentation, and take all additional actions, necessary to effectuate, validate and record the assignment of the Trademark Registration to Assignee with the appropriate agencies and offices of all jurisdictions in which the Mark is or may be registered or in which applications for registration of the Mark are pending, including, but not limited to the United States Patent and Trademark Office, under the relevant laws of the United States or any other jurisdictions, within a reasonable time of execution hereof. Assignor also agrees to execute such additional documents as Assignee deems reasonably necessary to establish Assignee's rights in the Mark, including, but not limited to, such documents to establish the dates of first use for the Mark covered by the Trademark Registration, anywhere and in commerce, by Assignee through Assignor.

Executed at Montreal, Quebec, this 26th day of August, 2003.

Dated: August 26, 2003

Assignor
By: [Signature]
Name:

Title: President

SEAL

Province of _____)

Country of _____)

On this 26th day of August, 2003, before me personally appeared Michael Capito to me personally known, who being duly sworn, did say that he is the President of 3971163 Canada Inc. and that he duly executed the foregoing instrument on and behalf of 3971163 Canada Inc., being duly authorized to do so and that said individual acknowledged said instrument to be the free act and deed of said corporation.

7 Sept, 2003 Loyager
(LOUISE WAGNER)
Notary Public

Quebec Bar Member # 176 222-2

Schedule "A"



UNITED STATES PATENT AND TRADEMARK OFFICE

Trademark Electronic Search System (TESS)

TESS was last updated on Thu Aug 7 04:19:39 EDT 2003

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Start List At: OR **Jump** to record: **Record 1 out of 2**

Check Status (*TARR contains current status, correspondence address and attorney of record for this mark. Use the "Back" button of the Internet Browser to return to TESS*)

Typed Drawing

TESS - Document Display

8/7/03 12:10 PM

Word Mark BABY REPUBLIC

Goods and Services IC 025. US 022 039. G & S: Wearing apparel, namely, beachwear; underwear; lingerie and hosiery; loungewear and sleepwear; footwear; neckwear, namely, bandanas, ties and scarves; outerwear, namely, jackets, blazers, coats and rainwear; athletic uniforms, head and wrist bands, shorts, jumpsuits, jumpers, skirts, blouses, pants, sweaters, dresses, suits, jeans, jogging suits, t-shirts, tank tops, tuxedos, gowns, and vests; accessories, namely, suspenders, belts, gloves, shawls and headwear; maternity wear, namely, beachwear; underwear; lingerie and hosiery; loungewear and sleepwear; outerwear, namely, jackets, blazers, coats and rainwear; shorts, jumpsuits, jumpers, skirts, blouses, pants, sweaters, dresses, suits, jeans, jogging suits, t-shirts, tank tops, tuxedos, gowns and vests. FIRST USE: 20021115. FIRST USE IN COMMERCE: 20021115

Mark Drawing Code (1) TYPED DRAWING

Serial Number 76252381

Filing Date May 7, 2001

Filed ITU FILED AS ITU

Published for Opposition July 16, 2002

Registration Number 2738061

Registration Date July 15, 2003

Owner (REGISTRANT) 3971163 CANADA INC. CORPORATION CANADA 807A CURE-LABELLE LAVAL, QUEBEC CANADA H7V 2V2

Assignment Recorded ASSIGNMENT RECORDED

Attorney of Record CAROL L.B. MATTHEWS

Disclaimer NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "BABY" APART FROM THE MARK AS SHOWN

Type of Mark TRADEMARK

Register PRINCIPAL

Live/Dead Indicator LIVE

FTO HOME	TRADEMARK	TESS HOME	NEW USER	STRUCTURED	FREE FORM	BROWSE DICT	TOP	HELP	PREV LIST
CURR LIST	NEXT LIST	FIRST DOC	PREV DOC	NEXT DOC	LAST DOC				