

05-15-2003



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TRADEMARK

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings

T 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): **Guess?, Inc.** *5-1303*

Individual(s)
 General Partnership
 Corporation
 Other _____

Association
 Limited Partnership

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

3. Nature of conveyance:
 Assignment
 Security Agreement
 Corporation-State
 Merger
 Change of Name

Execution Date: April 28, 2003

2. Name and address of receiving party(ies)

Name: Guess? IP Holder, L.P.
Internal: _____
Street Address: 1444 South Alameda Street
City: Los Angeles State: CA Zip: 90021

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 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)
See attached

B. Trademark Registration No.(s)
See attached *76147771*

Additional number(s) attached Yes No

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

Name: Deborah Siegel
Internal Address: Guess? Inc.

Street Address: 1444 South Alameda Street

City: Los Angeles State: CA Zip: 90021

6. Total number of applications and registrations involved: 81

7. Total fee (37 CFR 3.41) \$ 2040.00

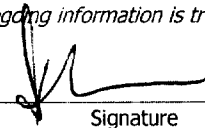
Enclosed
 Authorized to be charged to deposit account

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.

DEBORAH SIEGEL  April 28, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 12

05/14/2003 6TON11 00000081 76147771 Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:0521 40.00 OP
02 FC:0522 2000.00 OP

LA1:1005026.1

TRADEMARK
REEL: 002727 FRAME: 0891

ATTACHMENT
THE TRADEMARKS

Country	Trademarks	Application or Registration Number
United States	"G" in Design	76/147771
United States	AMERICAN TRADITION GUESS	2187295
United States	BABY GUESS	2074857
United States	BABY GUESS	1989708
United States	BABY GUESS? AT HOME	2327663
United States	Backward BRAND G at Pocket	76/076175
United States	Black Top Bottle Configuration	1717360
United States	BRAND G in Design	76/129611
United States	BRAND G in Design	2660265
United States	G81	2423778
United States	GC COLLECTION in Design	2215792
United States	GUESS	2607729
United States	GUESS	1704002
United States	GUESS	1433022
United States	GUESS	1437016
United States	GUESS	1765883
United States	GUESS	2370424
United States	GUESS	2217300
United States	GUESS	2077475
United States	GUESS	2137398
United States	GUESS ? JEANS and Diagonal Design	75/791702
United States	GUESS ACTIVEWEAR	2022474
United States	GUESS AMERICAN TRADITION	2185476
United States	GUESS AN AMERICAN TRADITION	2185475
United States	GUESS ATHLETIC	2029606
United States	GUESS ATHLETIC ? and Triangle	2112160
United States	GUESS COLLECTION	2102578
United States	GUESS COLLECTION	2001251
United States	GUESS GIRLS	2191296
United States	GUESS HOME COLLECTION	2086838
United States	GUESS INNERWEAR	2013201
United States	GUESS JEANS	1974886
United States	GUESS JEANS AN AMERICAN TRADITION	1889947
United States	GUESS JEANS CALIFORNIA USA	1458437
United States	GUESS JEANS U.S.A.	2115896
United States	GUESS KIDS	78/200868
United States	GUESS MY SIGN	2202330
United States	GUESS SPORT	2334208
United States	GUESS U.S.A.	2075825

United States	GUESS U.S.A. AMERICAN TRADITION	2197173
United States	GUESS USA	78/189265
United States	GUESS?	1299580
United States	GUESS?	1427405
United States	GUESS?	2139063
United States	GUESS? (Crosshatch)	1458438
United States	GUESS? (Gobe Logo)	2308468
United States	GUESS? and Triangle Design	1712645
United States	GUESS? and Triangle Design	1435363
United States	GUESS? and Triangle Design	1271896
United States	GUESS? and Triangle Design	1465363
United States	GUESS? and Triangle Design	1546993
United States	GUESS? and Triangle Design	2333738
United States	GUESS? and Triangle Design	2380188
United States	GUESS? and Triangle Design	1978398
United States	GUESS? and Triangle Design	2139062
United States	GUESS? INNERWEAR and Triangle Design	2051066
United States	GUESS? USA WASHED JEANS and Triangle Design	1722102
United States	Horizontal Red Stitching on Pocket	76/076855
United States	Inverted Triangle – Rear Pocket	2306943
United States	ORIGINAL DESIGN GUESS	1445261
United States	Pocket Stitching Design	2001964
United States	Pocket Stitching Design	76/333242
United States	Pocket Stitching Design	2506616
United States	Pocket Stitching Design	2113198
United States	? Shirt Pocket Label	2219428
United States	? in Design	2406370
United States	? in Design	2180127
United States	? on Coin Pocket	2112157
United States	? U.S.A. in Design	2180141
United States	Red G on Pocket Design	2577419
United States	Red Bordered Triangle Design	2322937
United States	Red Triangle Design	1695617
United States	Solid Red Triangle Design	75/788249
United States	Translucent Top Bottle	1737888
United States	Triangle and G Design	2632268
United States	Triangle Design with ? (Metal)	1918025
United States	Triangle with ?	1762986
United States	Triangle with ?	1858982
United States	Triangle with ?	1681261
United States	Triangle with ?	2133686
United States	WATERPRO	1940251

GUESS? CONTRIBUTION AGREEMENT

between

GUESS?, INC.,

as Trademark Originator

and

GUESS? IP HOLDER L.P.,

as IP Holder

Dated as of April 28, 2003

Guess? Contribution Agreement

TRADEMARK
REEL: 002727 FRAME: 0894

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[REDACTED: CONFIDENTIAL]

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[REDACTED: CONFIDENTIAL]

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[REDACTED: CONFIDENTIAL]

Schedule A – Guess? Trademarks A-1
Schedule B – [REDACTED: CONFIDENTIAL]
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This GUESS? CONTRIBUTION AGREEMENT (this “Guess? Contribution Agreement”), is dated as of April 28, 2003, by and between Guess?, Inc., a corporation organized and existing under the laws of the State of Delaware, as the trademark originator (in such capacity, the “Trademark Originator”), and Guess? IP Holder L.P., a limited partnership organized under the laws of the State of Delaware, as IP Holder.

RECITALS

[REDACTED: CONFIDENTIAL]

ARTICLE I.

DEFINITIONS

SECTION 1.01 Definitions. Certain capitalized terms used in this Guess? Contribution Agreement that are not otherwise defined herein shall have the meanings ascribed to them in Annex X as attached hereto, and the following terms shall have the respective meanings set forth in this Section 1.01:

[REDACTED: CONFIDENTIAL]

“Guess? Contributed IP” means the Guess? Trademarks and [REDACTED: CONFIDENTIAL].

[REDACTED: CONFIDENTIAL]

“Guess? Trademarks” means Trademark Originator’s domestic and foreign trademarks and corresponding United States and foreign registrations and applications therefor described in Section 2.01 and identified on Schedule A, including all Goodwill.

ARTICLE II.

CONVEYANCE OF GUESS? CONTRIBUTED IP

SECTION 2.01 Conveyance of Guess? Trademarks.

(a) Subject to the terms and conditions of this Guess? Contribution Agreement, Trademark Originator hereby agrees to contribute, sell, assign, convey, and transfer to IP Holder pursuant to this Guess? Contribution Agreement [REDACTED: CONFIDENTIAL], and IP Holder agrees to acquire from Trademark Originator (subject to Trademark Originator’s obligations hereunder), all right, title, and interest in and to the Guess? Trademarks (including without limitation the right to bring suit and recover damages for past or future infringement of the Guess? Trademarks).

(b) [REDACTED: CONFIDENTIAL]

(c) [REDACTED: CONFIDENTIAL]

SECTION 2.02 [REDACTED: CONFIDENTIAL].

SECTION 2.03 [REDACTED: CONFIDENTIAL]

SECTION 2.04 Security Interests. It is the intention of the parties that each of the contributions of assets from Trademark Originator to IP Holder as contemplated by Sections 2.01 and 2.02 hereof will constitute an absolute transfer and assignment, and that the beneficial interest in and title to the Guess? Contributed IP shall not be property of Trademark Originator's estate in the event of the filing of a bankruptcy petition by or against Trademark Originator under any bankruptcy law, [REDACTED: CONFIDENTIAL]. However, if the transfer of any of the Guess? Contributed IP is deemed to be other than an absolute assignment, the parties intend that all filings described in Section 2.03 shall give IP Holder a first priority perfected security interest in, to, and under the Guess? Contributed IP. This Guess? Contribution Agreement shall be deemed to be the grant of a security interest in the Guess? Contributed IP from Trademark Originator to IP Holder, and IP Holder shall have all the rights, powers, and privileges of a secured party under the UCC.

ARTICLE III.

[REDACTED: CONFIDENTIAL].

ARTICLE IV.

[REDACTED: CONFIDENTIAL].

ARTICLE V.

[REDACTED: CONFIDENTIAL].

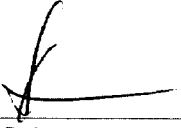
ARTICLE VI.

[REDACTED: CONFIDENTIAL]

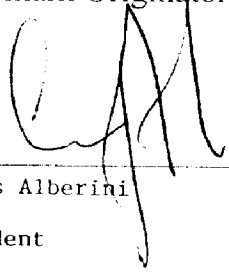
[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Guess? Contribution Agreement to be duly executed by their respective officers as of the day and year first above written.

GUESS? IP HOLDER L.P.
as IP Holder


By: 
Name: Deborah Siegel
Title: Secretary

GUESS?, INC.
as Trademark Originator

By: 
Name: Carlos Alberini
Title: President

ACCEPTED:

GUESS? ROYALTY FINANCE LLC,
not in its individual capacity
but solely as Issuer

By: 
Name: Deborah Siegel
Title: Secretary

BNY MIDWEST TRUST COMPANY,
not in its individual capacity
but solely as Indenture Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Guess? Contribution Agreement to be duly executed by their respective officers as of the day and year first above written.

GUESS? IP HOLDER L.P.
as IP Holder

GUESS?, INC.
as Trademark Originator

By: _____
Name:
Title:

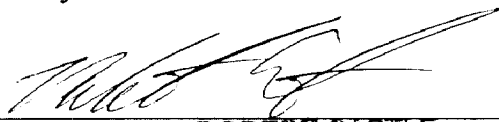
By: _____
Name:
Title:

ACCEPTED:

GUESS? ROYALTY FINANCE LLC,
not in its individual capacity
but solely as Issuer

By: _____
Name:
Title:

BNY MIDWEST TRUST COMPANY,
not in its individual capacity
but solely as Indenture Trustee

By:  _____
Name: ROBERT CASTLE
Title: ASSISTANT VICE PRESIDENT

SCHEDULE A
Schedule of Guess? Trademarks

GUESS
GUESS?
GUESS? (Gobe logo)
Triangle w/Question Mark
GUESS? and Triangle Design
Question Mark
Question Mark USA
GC COLLECTION
BABY GUESS
GUESS KIDS
GUESS SPORT
GUESS U.S.A.
GUESS JEANS
GUESS ATHLETIC
GUESS HOME COLLECTION
GUESS GIRLS
BABY GUESS? AT HOME
GUESS (Crosshatch Design)
ORIGINAL DESIGN GUESS
GUESS JEANS U.S.A.
GUESS JEANS CALIFORNIA U.S.A.
? (Shirt Pocket Label)
? (Coin Pocket Label)
GUESS COLLECTION
GUESS JEANS AN AMERICAN TRADITION
GUESS U.S.A. AMERICAN TRADITION
GUESS AN AMERICAN TRADITION
GUESS ? JEANS and Diagonal Design
GUESS AMERICAN TRADITION
AMERICAN TRADITION GUESS
GUESS USA
GUESS? INNERWEAR and Triangle Design
GUESS ATHLETIC and Triangle Design
GUESS ACTIVEWEAR
GUESS MY SIGN
G 81
Inverted Triangle Rear Pocket Placement
Red Bordered Triangle
Red Bordered Triangle (Supplemental)
Solid Red Triangle

"G" in Design
Backward BRAND G at Pocket
BRAND G and Design
Triangle Design with Question Mark (metal)
Triangle and G Design
Red "G" on Pocket Design
GUESS WHERE
GUESS? USA and Triangle Design
GUESS 2000
WATERPRO
GUESS INNERWEAR
TRANSLUCENT TOP BOTTLE
BLACK TOP BOTTLE
POCKET STITCHING DESIGN (INTERLOCKING DOUBLE "V") (SUPPLEMENTAL)
POCKET STITCHING DESIGN (SUPPLEMENTAL)
POCKET STITCHING DESIGN
HORIZONTAL RED STITCHING
GUESS USA WASHED JEANS IN TRIANGLE
GUESS ATHLETIC?
POCKET STITCHING DESIGN
GESS & Device
GUESS? PARIS and Triangle Design

SCHEDULE B
[REDACTED: CONFIDENTIAL].

SCHEDULE C
[REDACTED: CONFIDENTIAL].

SCHEDULE D
[REDACTED: CONFIDENTIAL].

SCHEDULE E
[REDACTED: CONFIDENTIAL].