

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

02/24/2004
900005583

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NAME CHANGE

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Old Navy (Apparel) Inc.		01/31/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Old Navy (Apparel), LLC
Street Address:	2 Folsom Street
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	Limited Liability Company: CALIFORNIA

PROPERTY NUMBERS Total: 94

Property Type	Number	Word Mark
Serial Number:	75071482	100% LIPS
Serial Number:	75080826	BE GREEN
Serial Number:	78240139	BERRY DREAM
Serial Number:	75101311	BUNNY HOP
Serial Number:	78240128	CITRUS KISS
Serial Number:	75077539	DEEP SEA
Serial Number:	75279696	FINGER PRINTS
Serial Number:	78240149	FLOWER FANCY
Serial Number:	75101303	FLUTTER BY
Serial Number:	75701067	FROST FREE
Serial Number:	75081050	GROOVY GRAPEFRUIT
Serial Number:	75756919	ITEM OF THE WEEK A SPECIAL ITEM AT A SPECIAL PRICE
Serial Number:	78351407	ITEM OF THE WEEK
Serial Number:	78280138	JUST BOTTOMS
Serial Number:	75101312	JUST DUCKY

CH \$2365.00 75071482

Serial Number:	78081085	
Serial Number:	78081425	
Serial Number:	75151689	
Serial Number:	75151677	
Serial Number:	75151164	
Serial Number:	75249536	
Serial Number:	75428121	
Serial Number:	75428122	
Serial Number:	78342212	
Serial Number:	75719382	
Serial Number:	78059300	
Serial Number:	78286681	
Serial Number:	75713259	1
Serial Number:	75713260	1
Serial Number:	75151700	
Serial Number:	75151165	
Serial Number:	75151701	
Serial Number:	74587162	OLD NAVY
Serial Number:	74590670	OLD NAVY
Serial Number:	75001689	OLD NAVY
Serial Number:	75118027	OLD NAVY
Serial Number:	75118028	OLD NAVY
Serial Number:	75118029	OLD NAVY
Serial Number:	75118030	OLD NAVY
Serial Number:	75118031	OLD NAVY
Serial Number:	75118032	OLD NAVY
Serial Number:	75118033	OLD NAVY
Serial Number:	75118034	OLD NAVY
Serial Number:	75118035	OLD NAVY
Serial Number:	75158665	OLD NAVY
Serial Number:	75158666	OLD NAVY
Serial Number:	75158974	OLD NAVY
Serial Number:	75414168	OLD NAVY
Serial Number:	75428005	OLD NAVY
Serial Number:	75674113	OLD NAVY

Serial Number:	75808250	OLD NAVY
Serial Number:	75879739	OLD NAVY
Serial Number:	76079986	OLD NAVY
Serial Number:	76350812	OLD NAVY
Serial Number:	76354657	OLD NAVY
Serial Number:	76354658	OLD NAVY
Serial Number:	78070646	OLD NAVY
Serial Number:	78070647	OLD NAVY
Serial Number:	78129024	OLD NAVY
Serial Number:	78139105	OLD NAVY
Serial Number:	75427370	OLD NAVY
Serial Number:	75427582	OLD NAVY
Serial Number:	75631862	OLD NAVY
Serial Number:	75805816	OLD NAVY
Serial Number:	74662330	OLD NAVY
Serial Number:	75333045	OLD NAVY BLUE JEANS THE BEST IN DENIM
Serial Number:	75391844	OLD NAVY BODY CARE
Serial Number:	75427369	OLD NAVY BODY CARE
Serial Number:	75428120	OLD NAVY BODY CARE
Serial Number:	74585822	OLD NAVY CLOTHING CO.
Serial Number:	75113264	OLD NAVY COFFEE SHOP
Serial Number:	75508987	OLD NAVY COLOR
Serial Number:	75107294	OLD NAVY DUNGAREES SAN FRANCISCO NEW YORK
Serial Number:	74589671	OLD NAVY KHAKIS
Serial Number:	78247263	OLD NAVY OUTLET
Serial Number:	75368692	OLD NAVY SAN FRANCISCO NEW YORK
Serial Number:	75029575	OLD RED
Serial Number:	75674114	OLDNAVY.COM
Serial Number:	75643176	ONE BELOW
Serial Number:	75644383	ONE BELOW
Serial Number:	75101300	ORANGE POP
Serial Number:	78211399	PERFORMANCE FLEECE
Serial Number:	75080825	POSITIVELY PURPLE
Serial Number:	75101301	SEA MONSTER
Serial Number:	75427522	SKYLIGHT

Serial Number:	75082198	SOME ARE PINK
Serial Number:	78334744	SPECIAL EDITION
Serial Number:	75631863	SPLASH LANDING
Serial Number:	75631864	SPLASH LANDING
Serial Number:	75095150	SPRING FORWARD
Serial Number:	78335657	SUPER KHAKIS
Serial Number:	75427520	TORPEDO JOE'S
Serial Number:	75427581	TORPEDO JOE'S
Serial Number:	75063543	WORTH IT'S WEIGHT IN GOLD

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 Gruber
Address Line 1: 2 Folsom Street
Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:

Cynthia Lee

Total Attachments: 2
source=ON1#page1.tif
source=ON2#page1.tif

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

02/24/2004
900005583

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Old Navy (Apparel) Inc.		01/31/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Old Navy (Apparel), LLC
Street Address:	2 Folsom Street
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	Limited Liability Company: UNITED STATES

PROPERTY NUMBERS Total: 94

Property Type	Number	Word Mark
Serial Number:	75071482	100% LIPS
Serial Number:	75080826	BE GREEN
Serial Number:	78240139	BERRY DREAM
Serial Number:	75101311	BUNNY HOP
Serial Number:	78240128	CITRUS KISS
Serial Number:	75077539	DEEP SEA
Serial Number:	75279696	FINGER PRINTS
Serial Number:	78240149	FLOWER FANCY
Serial Number:	75101303	FLUTTER BY
Serial Number:	75701067	FROST FREE
Serial Number:	75081050	GROOVY GRAPEFRUIT
Serial Number:	75756919	ITEM OF THE WEEK A SPECIAL ITEM AT A SPECIAL PRICE
Serial Number:	78351407	ITEM OF THE WEEK
Serial Number:	78280138	JUST BOTTOMS
Serial Number:	75101312	JUST DUCKY

CH \$2365.00 75071482

OPR/ASSIGNMENTS

2/25/04 10:37 PAGE 4/8 RIGHTPAX

Serial Number:	78081085	
Serial Number:	78081425	
Serial Number:	75151689	
Serial Number:	75151677	
Serial Number:	75151164	
Serial Number:	75249536	
Serial Number:	75428121	
Serial Number:	75428122	
Serial Number:	78342212	
Serial Number:	75719382	
Serial Number:	78059300	
Serial Number:	78286681	
Serial Number:	75713259	1
Serial Number:	75713260	1
Serial Number:	75151700	
Serial Number:	75151165	
Serial Number:	75151701	
Serial Number:	74587162	OLD NAVY
Serial Number:	74590670	OLD NAVY
Serial Number:	75001689	OLD NAVY
Serial Number:	75118027	OLD NAVY
Serial Number:	75118028	OLD NAVY
Serial Number:	75118029	OLD NAVY
Serial Number:	75118030	OLD NAVY
Serial Number:	75118031	OLD NAVY
Serial Number:	75118032	OLD NAVY
Serial Number:	75118033	OLD NAVY
Serial Number:	75118034	OLD NAVY
Serial Number:	75118035	OLD NAVY
Serial Number:	75158665	OLD NAVY
Serial Number:	75158666	OLD NAVY
Serial Number:	75158974	OLD NAVY
Serial Number:	75414168	OLD NAVY
Serial Number:	75428005	OLD NAVY
Serial Number:	75674113	OLD NAVY

TRADEMARK
REEL: 002806 FRAME: 0420

GPR/ASSIGNMENTS 2/25/04 10:37 PAGE 5/8 RIGHTFAX

Serial Number:	75808250	OLD NAVY
Serial Number:	75879739	OLD NAVY
Serial Number:	76079986	OLD NAVY
Serial Number:	76350812	OLD NAVY
Serial Number:	76354657	OLD NAVY
Serial Number:	76354658	OLD NAVY
Serial Number:	78070646	OLD NAVY
Serial Number:	78070647	OLD NAVY
Serial Number:	78129024	OLD NAVY
Serial Number:	78139105	OLD NAVY
Serial Number:	75427370	OLD NAVY
Serial Number:	75427582	OLD NAVY
Serial Number:	75631862	OLD NAVY
Serial Number:	75805816	OLD NAVY
Serial Number:	74662330	OLD NAVY
Serial Number:	75333045	OLD NAVY BLUE JEANS THE BEST IN DENIM
Serial Number:	75391844	OLD NAVY BODY CARE
Serial Number:	75427369	OLD NAVY BODY CARE
Serial Number:	75428120	OLD NAVY BODY CARE
Serial Number:	74585822	OLD NAVY CLOTHING CO.
Serial Number:	75113264	OLD NAVY COFFEE SHOP
Serial Number:	75508987	OLD NAVY COLOR
Serial Number:	75107294	OLD NAVY DUNGAREES SAN FRANCISCO NEW YORK
Serial Number:	74589671	OLD NAVY KHAKIS
Serial Number:	78247263	OLD NAVY OUTLET
Serial Number:	75368692	OLD NAVY SAN FRANCISCO NEW YORK
Serial Number:	75029575	OLD RED
Serial Number:	75674114	OLDNAVY.COM
Serial Number:	75643176	ONE BELOW
Serial Number:	75644383	ONE BELOW
Serial Number:	75101300	ORANGE POP
Serial Number:	78211399	PERFORMANCE FLEECE
Serial Number:	75080825	POSITIVELY PURPLE
Serial Number:	75101301	SEA MONSTER
Serial Number:	75427522	SKYLIGHT

TRADEMARK
REEL: 002806 FRAME: 0421

GPR/ASSIGNMENTS

2/23/04 10:37 PAGE 6/8 RIGHTFAX

Serial Number:	75082198	SOME ARE PINK
Serial Number:	78334744	SPECIAL EDITION
Serial Number:	75631863	SPLASH LANDING
Serial Number:	75631864	SPLASH LANDING
Serial Number:	75095150	SPRING FORWARD
Serial Number:	78335657	SUPER KHAKIS
Serial Number:	75427520	TORPEDO JOE'S
Serial Number:	75427581	TORPEDO JOE'S
Serial Number:	75063543	WORTH IT'S WEIGHT IN GOLD

CORRESPONDENCE DATA

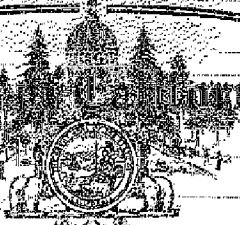
Fax Number: (415)427-2166
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415-427-5575
 Email: cynthia_lee@gap.com
 Correspondent Name: Julie Gruber
 Address Line 1: 2 Folsom Street
 Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:	Cynthia Lee
--------------------	-------------

Total Attachments: 2
 source=ON1#page1.tif
 source=ON2#page1.tif

00726237

State of California



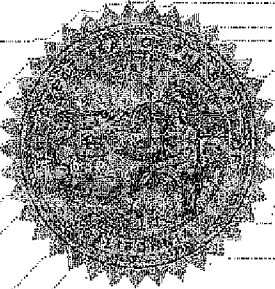
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 4 - 2004



Kevin Shelley
Secretary of State

00726237



State of California
Kevin Shelley
Secretary of State

000409410104
File #

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 31 2004

KEVIN SHELLEY
Secretary of State

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT -- READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY
OLD NAVY (APPAREL) LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE)

ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY)
License Intellectual Property

5. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE
2 Folsom Street San Francisco, CA 94105

6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS

AN INDIVIDUAL RESIDING IN CALIFORNIA
 A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1305.

AGENT'S NAME Corporation Service Company which will do business in California as CSC Lawyers Incorporating Service CITY STATE ZIP CODE
CA

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY
OLD NAVY (APPAREL) INC.

9. FORM OF ENTITY 10. JURISDICTION 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

Corporation California 2062619

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING:

NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE	PERCENTAGE VOTE REQUIRED
Common - 100 shares outstanding	66.1%

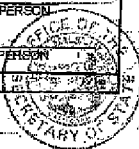
ADDITIONAL INFORMATION

13. NUMBER OF PAGES ATTACHED, IF ANY: 0 THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.

14. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON Julie H. Kanberg, President & COO
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON Thomas J. Lima, Assistant Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON



LLB-1A (REV 04/2003)