

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/20/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mervyn's Brands, Inc.		08/20/2004	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Mervyn's Brands, LLC
Street Address:	22301 Foothill Blvd.
Internal Address:	MS4135
City:	Hayward
State/Country:	CALIFORNIA
Postal Code:	94541
Entity Type:	Limited Liability Company: MINNESOTA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76512758	SPROCKETS

CORRESPONDENCE DATA

Fax Number: (916)329-4900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 650-614-7400
 Email: lpartmann@orrick.com
 Correspondent Name: Thomas H. Zellerbach
 Address Line 1: 1000 Marsh Road
 Address Line 4: Menlo Park, CALIFORNIA 94025

NAME OF SUBMITTER:	Thomas H. Zellerbach
Signature:	/Thomas H. Zellerbach/
Date:	01/28/2005

CH \$40.00 76512758

Total Attachments: 8

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State of Minnesota

SECRETARY OF STATE

Certificate of Conversion

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documentation required to effectuate a conversion by the entity listed below, from the law designated by the chapter listed below, has been filed in this office on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes,
Chapter: 302A

State of Formation and Name of Converting Entity:
MN: Mervyn's Brands, Inc.

After Conversion, Entity is Governed by Minnesota
Statutes, Chapter: 322B

State of Formation and Name of Entity after the
Effective Date of Conversion:
MN: Mervyn's Brands, LLC

Effective Date of Conversion: 08/26/2004 eff 11:59 pm
(Central Time).

This certificate has been issued on 08/26/2004.



Mary Kiffmeyer
Secretary of State.

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

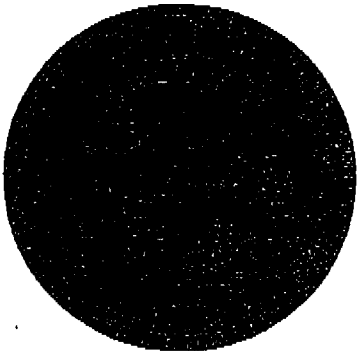
This limited liability company is now legally organized under the laws of Minnesota.

Name: Mervyn's Brands, LLC

Charter Number: 1021705-2

Chapter Formed Under: 322B

This certificate has been issued on 08/26/2004.



Mary Kiffmeyer
Secretary of State.

107-872

DC-CV.



10217050002

ARTICLES OF CONVERSION
of
MERVYN'S BRANDS, INC.
into
MERVYN'S BRANDS, LLC

These Articles of Conversion relate to the conversion of Mervyn's Brands, Inc., a Minnesota corporation, into Mervyn's Brands, LLC, a Minnesota limited liability company.

1. The plan of conversion, dated as of August 20, 2004, is attached hereto as Exhibit A.
2. The name of the converting organization is Mervyn's Brands, Inc. The name of the converted organization shall be Mervyn's Brands, LLC.
3. The converted organization shall be a limited liability company governed by Chapter 322B of the Minnesota Statutes.
4. The plan of conversion has been approved by the converting organization pursuant to Section 302A.685 of the Minnesota Statutes.
5. The articles of organization attached as Annex I to the plan of conversion shall be the articles of organization of the converted organization.
6. The conversion provided for herein shall be effective at 11:59 p.m. (Central Time) on August 26, 2004.

DATED: August 20, 2004.

MERVYN'S BRANDS, INC.

By: Forrest Hill Brand

Its: Asst. Corp. Secretary

MI:1127995.05

PLAN OF CONVERSION

This Plan of Conversion is adopted by Mervyn's Brands, Inc., a Minnesota corporation (the "Company"), as of this 20th day of August, 2004.

WHEREAS, the board of directors of the Company has determined that it is advisable and in the best interests of the Company and its sole shareholder to convert (the "Conversion") the Company (which is the "converting organization" under Chapter 302A of the Minnesota Statutes) from a Minnesota corporation into a Minnesota limited liability company (the "Converted Organization").

WHEREAS, in order to effect the Conversion, the board of directors of the Company has approved, and the sole shareholder of the Company has thereafter adopted, this Plan of Conversion.

1. Conversion. Pursuant to Section 302A.681 of the Minnesota Statutes, the Company shall be converted into the Converted Organization. The name of the Converted Organization shall be "Mervyn's Brands, LLC." The Converted Organization shall be a limited liability company governed by Chapter 322B of the Minnesota Statutes.

2. Effective Time. The Conversion shall be effective at 11:59 p.m. (Central Time) on August 26, 2004 (the "Effective Time").

3. Organizational Documents. The articles of organization attached as Annex I hereto shall be the articles of organization of the Converted Organization.

4. Board of Governors and Managers. The persons listed as "Governors" on Annex II hereto shall constitute the board of governors of the Converted Organization immediately after the Conversion. The persons listed as "Managers" on Annex II hereto shall be the managers of the Converted Organization immediately after the Conversion, with such titles as are set forth on Annex II hereto.

5. Conversion of Capital Stock. At the Effective Time, each share of common stock of the Company, par value \$1.00 per share, shall, by virtue of the conversion and without any action on the part of the holder thereof, be converted into one unit of membership interest in the Converted Organization.

6. Articles of Conversion. In accordance with this Plan of Conversion and for the purposes of effecting the Conversion, the Corporate Secretary shall file articles of conversion, which articles shall contain a copy of this Plan of Conversion and the Annexes hereto, with the Minnesota Secretary of State.

MERVYN'S BRANDS, INC.

By: *Janis Elizabeth Brandl*

Its: *Asst. Corp. Secretary*

M1:1127995.05

**ARTICLES OF ORGANIZATION
of
MERVYN'S BRANDS, LLC**

Article I

The name of this Company is Mervyn's Brands, LLC.

Article II

The registered office of the Company is: c/o CT Corporation System Inc., 405 Second Avenue South, Minneapolis, Minnesota 55401. The name of the registered agent of the Company is CT Corporation System, Inc.

Article III

The name and address of the organizer of this Company is as follows:

Michael A. Stanchfield
Faegre & Benson LLP
2200 Wells Fargo Center
90 South 7th Street,
Minneapolis, MN 55402

The names of the first governors of the Company are:

Timothy R. Baer
Stephen C. Kowalke
Douglas A. Scovanner

Article IV

No member of this Company shall have any cumulative voting rights.

Article V

Except as may be specifically provided in any member control agreement among the members of the Company, no member of this Company shall have any preemptive rights as provided in Section 322B.33 of the Minnesota Statutes.

Article VI

Any action required or permitted to be taken at a meeting of the Board of Governors of this Company not needing approval by the members may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present.

Article VII

No governor of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor, provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law (a) for any breach of the governor's duty of loyalty to the Company or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 322B.56 or 80A.23 of the Minnesota Statutes, (d) for any transaction from which the governor derived an improper personal benefit, or (e) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

M1:1127995.05

Annex II

**Governors and Managers
of
Mervyn's Brands, LLC
Immediately Following the Conversion**

Governors

Timothy R. Baer
Stephen C. Kowalke
Douglas A. Scovanner

Managers

Timothy R. Baer
Michael J. Wahlig
Toni Dembski-Brandl
Amy Bromberg Funk
Stephen C. Kowalke
Jack N. Reif
Sara Ross

President and Chief Manager
Secretary
Assistant Secretary
Assistant Secretary
Treasurer
Assistant Treasurer
Assistant Treasurer

MI:1127995.05

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 26 2004

Mary Hoffmeyer
Secretary of State