

09-01-2004

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

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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):

bebe stores, inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State (CA) 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: 09/01/2002

2. Name and address of receiving party(ies)

Name: bebe studio, inc.

Internal Address:

Street Address: 860 S. Los Angeles St. Rm 600

City: Los Angeles State: CA Zip: 90014

- Individual(s) citizenship Association General Partnership Limited Partnership 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)

B. Trademark Registration No.(s) see

attached schedule A

Additional number(s) attached Yes No

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

Name: Legal Department, bebe

Internal Address:

Street Address: 400 Valley Drive

City: Brisbane State: CA Zip: 94005

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$160

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 501254

DO NOT USE THIS SPACE

9. Signature.

Yupo Liu

Name of Person Signing

Signature

4-11-04

Date

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

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

08/31/2004 MGETACHE 00000120 501254 78061922

01 FC:8521 40.00 DA 02 FC:8522 75.00 DA

TRADEMARK REEL: 003039 FRAME: 0241

ASSIGNMENT OF UNITED STATES TRADEMARKS AND SERVICE MARKS

WHEREAS, bebe stores, inc., a company organized and existing under the laws of California, and having its principal place of business at 400 Valley Drive, Brisbane, CA 94005 (“ Assignor “), has been using certain trademarks and service marks in conjunction with its business, including but not limited to the trademark and service mark registrations and applications, set forth in Schedule A attached hereto (collectively, the “Trademarks”); and

WHEREAS, bebe studio, inc. a company organized and existing under the laws of California, and having its principal place of business at 860 S. Los Angeles Street, Room 600, Los Angeles, CA 90014 (“ Assignee “), for valid business reasons, will now conduct and expand the licensing business and management of the Trademarks formerly undertaken by Assignor, and therefore Assignee is desirous of acquiring the entire right, title and interest in and to the Trademarks, including the right to bring actions for infringement of the Trademarks occurring prior to the date of this Assignment.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for valuable and legally sufficient consideration, the receipt and legal sufficiency of which are hereby acknowledged by the Assignor, the Assignor has sold, assigned, and transferred, and by these presents do sell, assign, and transfer unto the Assignee, the Assignor’s entire right, title and interest in and to the Trademarks used in conjunction with the Assignor’s business, including but not limited to the (i) the trademark registration and applications thereof identified in Schedule A attached to this Assignment, and (ii) the right to bring actions for infringements of the Trademarks occurring prior to

the date of this Assignment, together with that part of the goodwill of the Assignor's business connected with and symbolized by the Trademarks.

IN TESTIMONY WHEREOF, the assignor has caused this Assignment of United States Trademarks and Service Marks to be executed by its authorized representative.

bebe stores, inc.

By: Walter Parks

Name: Walter Parks

Title: CEO

Date: 4.8, 2004

ACKNOWLEDGED:

bebe studio, inc.

By: Manny Medant

Name: Manny Medant

Title: Chairman

SCHEDULE A

Mark	Application Date	Serial Number	Registration Date	Registration Number	International Class/Goods
bebe (stylized)	5/03/2001	78061922	12/10/2002	2660869	003 SHAMPOO; BODY WASH; SHOWER GEL; BATH OIL; NON- MEDICATED BATH SALTS; DUSTING POWDER; SKIN MOISTURIZER; MAKE- UP FOR EYES, LIPS, AND CHEEKS; MAKE-UP REMOVER
bebe (stylized)	8/29/2001	78081700	2/25/2003	2690952	025 bras, panties, pajamas, slips, robes, pantyhose, camisoles
bebe.com	5/8/2002	78127157	4/22/2003	2709481	035 On-line retail store services featuring women's clothing, shoes, fragrances and accessories
APHRODITE	10/28/1998	75578604	7/29/2003	2742254	003 Perfumes; colognes; personal soaps; shampoos; hair conditioners; bath oil; bath foams; bath gels; bath salts; shower gels; dusting powder; talcum powder; anti-perspirants; personal deodorants; skin moisturizers; skin cleansing preparations, namely, skin cleansers, cleansing creams and lotions; make-up for lips, eyes and cheeks; and make-up remover