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FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011
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08-10-1999
U.S. Patent & TMOfo/TM Mail Rcpt Dt. #66

APPLICATION FORM FOR TRADEMARKS

08-24-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office



101126134

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

1. Name of conveying party(ies):
PATAGONIA, INC. and
GREAT PACIFIC IRON WORKS
259 W. Santa Clara
Ventura, CA 93001

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State **California**
 Other _____

2. Name and address of receiving party(ies)
 Name: **UNION BANK OF CALIFORNIA, N.A., as Agent**

Internal Address:
 Street Address: **445 S. Figueroa Street, 16th Floor**
 City: **Los Angeles** State: **CA** ZIP: **90017**

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

3. Nature of conveyance: **8-10-99**

Assignment Merger
 Security Agreement Change of Name
 Other _____

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

TRADEMARK OFFICE
 RECEIVED
 AUG 10 AM 8:42
 US PATENT & TRADEMARK OFFICE

Execution Date: **August 6, 1999**

4. Application number(s):
 A. Trademark Application No.(s)
DREAM SEAM (Serial 75-564,871)

B. Trademark Registration No.(s)
MOUNTAIN DESIGN (Reg. 1,543,640)

Additional numbers attached? No Yes

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

Name: **Tammy Long**
Buchalter, Nemer, Fields & Younger

Internal Address: _____

Street Address: **601 South Figueroa Street, 24th Floor**
 City: **Los Angeles** State: **California** ZIP: **90017**

6. Total number of applications and registrations involved: **47**

7. Total fee (37 CFR 3.41) **\$1,190**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
20-0052

(Attach duplicate copy of this page if paying by deposit account)

08/23/1999 DCORTES 00000139 200052 75567871

DO NOT USE THIS SPACE

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01 FC:401 40.00 CH
02 FC:402 1150.00 CH

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.

Tammy Long
 Name of Person Signing Tammy Long Signature
Christina E Wilson Christina E Wilson Signature
 Total number of pages including cover sheet, attachments, and document:

Date: **August 6, 1999**

SCHEDULE A

PATAGONIA, INC.
FEDERAL TRADEMARK REGISTRATIONS

	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
1.	Mountain Design	1,543,640	06/13/89
2.	Misc. Mountain Design	1,547,469	07/11/89
3.	Synchilla	1,351,836	07/30/85
4.	Stand Up Shorts	1,291,170	08/21/84
5.	Skanorak	1,640,936	04/09/91
6.	Pataloha Design	1,406,838	08/26/86
7.	Pataloha	1,405,067	08/12/86
8.	Patagonia & Design	1,294,523	09/11/84
9.	Patagonia & Design	1,775,623	06/08/93
10.	Patagonia Quality Since 1973 & Design	1,923,760	10/03/95
11.	Patagonia	1,189,402	02/09/82
12.	Patagonia	1,811,334	12/14/93
13.	H2NO	1,670,347	12/31/91
14.	H2NO Plus	1,378,224	01/14/86
15.	Great Pacific Patagonia & Design	1,562,278	10/24/89
16.	Great Pacific	1,618,850	10/23/90
17.	Great Pacific Iron Works	1,846,782	07/26/94
18.	Core Temp	1,689,603	05/26/92
19.	Capilene	1,390,921	04/22/86
20.	Houdini	1,671,800	01/14/92
21.	Human Curve	1,674,231	02/04/92
22.	P-E-F & Design	1,881,499	02/28/95
23.	MLC	1,761,362	03/30/93
24.	A/C	1,732,107	11/10/92
25.	StretchCoat	1,702,568	07/21/92
26.	Pneumatic	1,899,928	06/13/95
27.	Snap-T	1,807,646	11/30/93
28.	PCR	1,971,636	04/30/96
29.	Gridstop	1,985,195	07/09/96
30.	Toe Bias	2,141,618	03/03/98
31.	Misc. Wave Design	1,524,624	02/14/89
32.	The Storm Within	2,006,623	10/08/96
33.	Bovitex	2,032,985	01/21/97
34.	Aquafur	2,249,890	06/01/99
35.	Patagonia Surfboards Design	2,177,297	07/28/98
36.	Patagonia Surfboards Design	2,101,127	09/30/97
37.	Beneficial T's	2,154,228	04/28/98
38.	CFS	2,143,604	03/10/98
39.	Patagonia	2,260,188	07/13/99

PATAGONIA, INC.
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1.	LBC (Little Brother Carry On)	75-332,785	07/30/97
2.	Dream Seam	75-564,871	10/05/98
3.	Puckerwear	75-422,825	01/26/98
4.	Zi-Pit	75-422,851	01/26/98
5.	Buzzstop	75-422,654	01/26/98
6.	Encap-Sil	75-422,653	01/26/98
7.	Micro D-Luxe	75-643,066	02/16/99
8.	Patagonia.com	75-577,954	10/26/98

**MEMORANDUM OF SECURITY INTEREST
IN TRADEMARKS AND GOODWILL**

PATAGONIA, INC., a California corporation, whose address is 259 West Santa Clara Street, Ventura, California 93001 and GREAT PACIFIC IRON WORKS, a California corporation, whose address is 259 West Santa Clara Street, Ventura, California 93001 (collectively, the "Borrowers"), do hereby grant in favor of the several financial institutions from time to time party to the Credit Agreement defined below (individually, a "Bank" and collectively, the "Banks"), Union Bank of California, N.A. ("Union"), a bank duly organized and existing under the laws of the United States of America, and Bank of America, N.A., a bank duly organized and existing under the laws of the United States of America, as the issuers of the Letters of Credit (as defined in the Credit Agreement) (collectively, the "Issuing Banks"), and Union, as agent for the Banks and the Issuing Banks (Union, in such capacity, is referred herein as the "Agent"), a security interest in and to all of the Borrowers' right, title and interest in and to the trademark and trademark registrations and applications therefor which are identified on Schedule A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of the business owned by the Borrowers to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in that certain Intellectual Property Security Agreement, dated as of even date herewith (the "Agreement"), made by the Borrowers in favor of the Agent, the Banks and the Issuing Banks as security for the Borrowers' performance of the Borrowers' obligations as set forth in the Agreement and other agreements referred to therein.

IN WITNESS WHEREOF the undersigned have executed this document as of the 6th day of August, 1999.

PATAGONIA, INC.,
a California corporation

By: Neil Edwards
Neil Edwards, Chief Financial Officer

By: Geoffrey Cline
Geoffrey Cline, Secretary

GREAT PACIFIC IRON WORKS,
a California corporation

By: Neil Edwards
Neil Edwards, Chief Financial Officer

By: Geoffrey Cline
Geoffrey Cline, Secretary

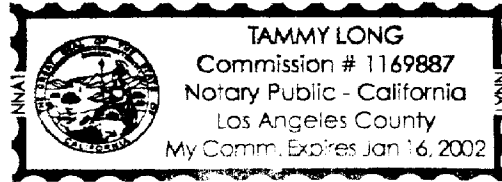
STATE OF CALIFORNIA,)
) ss.
COUNTY OF LOS ANGELES)

On August 6, 1999, before me, Tammy Long, a Notary Public in and for the State of California, personally appeared Geoffrey Cline, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he or she executed the within instrument in his or her authorized capacity and that, by his or her signature on the within instrument, the person or entity upon behalf of which he or she acted executed the within instrument.

WITNESS my hand and official seal.

Signature Tammy Long

(Seal)



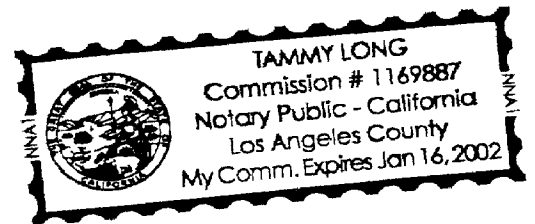
STATE OF CALIFORNIA,)
) ss.
COUNTY OF LOS ANGELES)

On August 6, 1999, before me, Tammy Long, a Notary Public in and for the State of California, personally appeared Neil Edwards, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he or she executed the within instrument in his or her authorized capacity and that, by his or her signature on the within instrument, the person or entity upon behalf of which he or she acted executed the within instrument.

WITNESS my hand and official seal.

Signature Tammy Long

(Seal)



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PATAGONIA, INC.
STATE TRADEMARK REGISTRATIONS

Allowing Bunting to expire

GREAT PACIFIC IRON WORKS
FEDERAL TRADEMARK REGISTRATIONS

None

GREAT PACIFIC IRON WORKS
FEDERAL TRADEMARK APPLICATIONS

None

GREAT PACIFIC IRON WORKS
STATE TRADEMARK REGISTRATIONS

None