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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1684 (Rev. 03/01)
OMB No. 0581-0027 (exp. 5/31/2002)
Tab settings

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

<p>1. Name of conveying party(ies): Esprit de Corp. 900 N. Minnesota Street San Francisco, CA 94107</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Esprit IP Limited</u> Internal Address: <u>P.O. Box 957</u></p> <p>Street Address: <u>Offshore Incorporations Centre</u> <u>Tortola British Virgin Islands, Road Town</u> City: _____ State: _____ Zip: _____</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>British Virgin Islands</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>April 23, 2002</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>76/265,408</u></p> <p>B. Trademark Registration No.(s) <u>SEE SCHEDULE ATTACHED TO ASSIGNMENT</u></p> <p>Additional number(s) attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Paula J. Krasny</u> Internal Address: <u>One Prudential Plaza</u> Street Address: <u>130 E. Randolph Drive</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u></p>	<p>6. Total number of applications and registrations involved: 56</p> <p>7. Total fee (37 CFR 3.41) <u>1,365.00 E</u> <i>R. NIGT</i></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>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.</p> <p><u>Paula J. Krasny</u> <i>Paula J. Krasny</i> <u>5/14/02</u> Name of Person Signing Signature Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and documents: 13</p>	

(312) 861 2580

05/30/2002	00000191	0	<u>481</u>	\$40.00 05/28/2002	DA 501649
05/30/2002	00000192	0	<u>482</u>	\$1,325.00 05/28/2002	DA 501649

SCHEDULE A**U.S. TRADEMARK AND SERVICE MARK REGISTRATIONS**

E (Stylized)	1,190,078 02/16/82
ESPRIT	1,559,014 10/03/80
ESPRIT	1,480,858 03/15/88
ESPRIT	766,974 03/03/84
ESPRIT	1,709,010 08/18/92
ESPRIT (Stylized)	1,673,482 01/28/92
ESPRIT (Stylized)	1,401,275 07/15/88
ESPRIT (Stylized)	1,481,649 03/22/88
ESPRIT (Stylized)	1,485,327 04/19/88
ESPRIT (Stylized)	1,408,003 09/02/86
ESPRIT BASIX and Design	1,870,308 12/31/91
ESPRIT DE CORP. (Stylized)	1,418,245 12/02/98
ESPRIT DE CORP.	1,183,810 08/04/81

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ESPRIT/KIDS	1,440,613 05/28/87
ESPRIT/KIDS (Stylized)	1,445,158 05/30/87
WWW.ESPRIT.COM	2,334,789 03/28/00
WWW.ESPRIT.COM	2,470,108 07/17/01
ESPRIT	817,950 11/01/88
ESPRIT	1,341,934 08/18/85
ESPRIT	1,342,383 08/18/85
ESPRIT	1,056,960 01/25/77
ESPRIT	1,340,608 08/11/85
ESPRIT (stylized)	1,244,392 07/05/83
ESPRIT (Stylized)	1,341,933 08/18/85
ESPRIT (Stylized)	1,297,788 07/31/84
ESPRIT (Stylized)	1,896,850 08/13/95
ESPRIT	1,498,788 07/19/85
ESPRIT	1,351,743 07/30/85

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ESPRIT	1,400,880 07/08/88
ESPRIT TIMEWEAR	2,124,982 12/30/97
CAFFE ESPRIT	1,493,888 08/18/87
CAFFE ESPRIT (Stylized)	1,526,188 02/21/89
ESPRIT	1,525,487 02/21/88
ESPRIT (Stylized)	1,524,372 02/14/88
ESPRIT	1,781,665 09/07/89
ESPRIT SAN FRANCISCO CALIFORNIA USA SINCE 1989 and Design	1,789,033 05/04/88
ESPRIT WORLDWIDE	2,415,422 12/28/00
ESPRIT	1,408,881 08/28/88
ESPRIT WORLDWIDE (and center globe Design)	2,415,424 12/28/00
ESPRIT WORLDWIDE (and left globe Design)	2,415,423 12/28/00
LIFEWARE	2,518,831 12/11/01

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ADVENTURER	1,774,241 06/01/83
ESPRIT	1,532,973 04/04/89
ESPRIT (stylized)	1,532,974 04/04/89
ESPRIT	1,090,349 12/27/77
ESPRIT (stylized)	1,480,804 03/15/86
ESPRIT	1,481,610 03/22/89
ESPRIT (stylized)	1,332,184 04/23/85
ESPRIT (stylized)	775,408 08/18/84
ESPRIT (stylized)	1,870,350 12/31/91
ESPRIT SKI	1,246,428 07/26/83
ESPRIT SPORT	1,400,530 07/08/86
ESPRIT TODDLER	1,671,182 01/07/92

U.S. TRADEMARK AND SERVICE MARK APPLICATION

MARK	REGISTRATION NO.	REGISTRATION DATE
ESPRIT BEACH	76/265,408	06/01/01

**POWER OF ATTORNEY AND APPOINTMENT
OF DOMESTIC REPRESENTATIVE**

Esprit IP Limited hereby appoints BAKER & McKENZIE, and Paula J. Krasny, Leslie A. Bertagnoli, David I. Rocha, David J. Davis, John A. Bacon, Annette Homan, Colin J. Sawdy and Patricia Y. Song, with the power to appoint associate attorneys, with full power of revocation, to prosecute the applications and/or registrations on Exhibit A to the attached assignment, to transact all business in the U.S. Patent and Trademark Office and in the courts in connection these marks and to receive the Certificate of Registration.

Applicant hereby appoints Paula J. Krasny of the law firm of Baker and McKenzie as its domestic representative upon whom notice or process in proceedings affecting the mark may be served.

Please address all correspondence and telephone inquiries to:

Paula J. Krasny, Esq.
BAKER & McKENZIE
130 East Randolph Drive
One Prudential Plaza
Chicago, IL 60601
312/861-8000

For and on behalf of
ESPRIT IP LIMITED

By: 

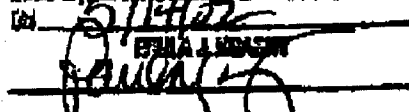
Name: John C. Peon

Title: Director

Dated: May 14, 2002

CHIDOC301:333781.3

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in first class mail to an envelope addressed to Assistant Commissioner for Trademarks 2005 Crystal Drive, Arlington, VA 22202

(s) 
PAULA J. KRASNY

ASSIGNMENT OF UNITED STATES TRADEMARKS AND SERVICE MARKS

WHEREAS, Esprit de Corp., a company organized and existing under the laws of California, and having its principal place of business at 900 Minnesota Street, San Francisco, California 94107 ("Assignor"), has been using the trademark and service mark registrations set forth in Schedule A attached hereto (collectively, the "Trademarks"); and

WHEREAS, Esprit IP Limited, a company organized and existing under the laws of the British Virgin Islands, and having its principal place of business at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands ("Assignee"), is desirous of acquiring Assignor's 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 trademark registrations and application thereof identified in Schedule A attached to this Assignment, including 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.

Esprit de Corp.

By: [Signature]
Name: A. E. HEID
Title: President

Dated: April 13, 2002

Acknowledged by:

Esprit IP Limited

By: [Signature]
Name: John C. Poon
Title: Director

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to Assistant Commissioner for Trademarks 2907 Grand Oaks Arlington, VA 22202

C. [Signature]
FRANK J. ASAGRY

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

CERTIFICATE OF ACKNOWLEDGMENT

I, TAWNYA M. LEE a Notary Public, in and for the County and State aforesaid, do hereby certify that JOSEPH E. MED known to be the President/CEO of Esprit de Corp., appeared before me this day, in person, and acknowledged that he signed, sealed and delivered the foregoing instrument on behalf of Esprit de Corp. as of his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 23rd day of April, 2002.



Tawnya M. Lee
Notary Public

My Commission Expires:
April 6, 2006