

05-15-2003



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

102448716

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): Guess? IP Holder, L.P. 5 13.03
Individual(s)
General Partnership
Corporation
Other
Association
Limited Partnership

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

3. Nature of conveyance:
Assignment
Security Agreement
Corporation-State
Merger
Change of Name

Execution Date: April 28, 2003

2. Name and address of receiving party(ies)
Name: Guess? Royalty Finance LLC
Internal:
Street Address: 1444 South Alameda Street
City: Los Angeles State: CA Zip: 90021
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Limited Liability Company - Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached 2074457

B. Trademark Registration No.(s) See attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Deborah Siegel
Internal Address: Guess? Inc.
Street Address: 1444 South Alameda Street
City: Los Angeles State: CA Zip: 90021

6. Total number of applications and registrations involved: 33
7. Total fee (37 CFR 3.41) \$ 840.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.
DEBORAH SIEGEL Signature April 28, 2003 Date

Total number of pages including cover sheet, attachments, and document: 12

05/14/2003 6TON11 00000083 2074857

01 FC:8521
02 FC:8522

40.00 OP
800.00 OP

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

LAI 005039.1

TRADEMARK
REEL: 002733 FRAME: 0222

ATTACHMENT
THE TRADEMARKS

Country	Trademarks	Application or Registration Number
United States	BABY GUESS	2074857
United States	BABY GUESS	1989708
United States	GUESS	2607729
United States	GUESS	1704002
United States	GUESS	1433022
United States	GUESS	1437016
United States	GUESS	1765883
United States	GUESS	2370424
United States	GUESS	2217300
United States	GUESS	2077475
United States	GUESS	2137398
United States	GUESS ATHLETIC	2029606
United States	GUESS COLLECTION	2102578
United States	GUESS COLLECTION	2001251
United States	GUESS KIDS	78/200868
United States	GUESS USA	78/189265
United States	GUESS?	1299580
United States	GUESS?	1427405
United States	GUESS?	2139063
United States	GUESS? and Triangle Design	1712645
United States	GUESS? and Triangle Design	1435363
United States	GUESS? and Triangle Design	1271896
United States	GUESS? and Triangle Design	1465363
United States	GUESS? and Triangle Design	1546993
United States	GUESS? and Triangle Design	2333738
United States	GUESS? and Triangle Design	2380188
United States	GUESS? and Triangle Design	1978398
United States	GUESS? and Triangle Design	2139062
United States	Triangle with ?	1762986
United States	Triangle with ?	1858982
United States	Triangle with ?	1681261
United States	Triangle with ?	2133686
United States	WATERPRO	1940251

RECEIVABLES CONTRIBUTION AGREEMENT

among

GUESS? IP HOLDER L.P.

as IP Holder

and

GUESS? ROYALTY FINANCE LLC

as the Issuer

Dated as of April 28, 2003

Receivables Contribution Agreement

TRADEMARK
REEL: 002733 FRAME: 0224

TABLE OF CONTENTS

Page

RECITALS

ARTICLE I.

DEFINITIONS

SECTION 1.1 Definitions..... 1

ARTICLE II.

[REDACTED: CONFIDENTIAL]

ARTICLE III.

SECURITY INTERESTS IN SUBJECT IP [REDACTED: CONFIDENTIAL]

SECTION 3.1 Subject IP and Related Property 2
SECTION 3.2 [REDACTED: CONFIDENTIAL] 3
SECTION 3.3 [REDACTED: CONFIDENTIAL] 3

**TABLE OF CONTENTS
(continued)**

Page

ARTICLE IV.

[REDACTED: CONFIDENTIAL]

ARTICLE V.

[REDACTED: CONFIDENTIAL]

ARTICLE VI.

[REDACTED: CONFIDENTIAL]

ARTICLE VII.

[REDACTED: CONFIDENTIAL]

ARTICLE VIII.

[REDACTED: CONFIDENTIAL]

ARTICLE IX.

[REDACTED: CONFIDENTIAL]

SCHEDULE A	Schedule of Subject Trademarks	A-1
SCHEDULE B	[REDACTED: CONFIDENTIAL]	
SCHEDULE C	[REDACTED: CONFIDENTIAL]	

This RECEIVABLES CONTRIBUTION AGREEMENT (this "Receivables Contribution Agreement") is dated as of April 28, 2003 by and between Guess? IP Holder L.P., a Delaware limited partnership ("IP Holder"), and Guess? Royalty Finance LLC, a Delaware limited liability company (the "Issuer").

RECITALS

[REDACTED: CONFIDENTIAL]

ARTICLE I. DEFINITIONS

SECTION 1.1 Definitions. Certain capitalized terms used in this Receivables Contribution Agreement that are not otherwise defined herein shall have the meanings ascribed to them in Annex X as attached hereto, and the following terms shall have the respective meanings set forth in this Section 1.1.

[REDACTED: CONFIDENTIAL]

"Additional Subject Trademarks" means any trademarks licensed under any Additional Subject License Agreement that are not Subject Trademarks before such Additional Subject License Agreement is entered, including all Goodwill connected with the use of, symbolized by, and embodied in such trademarks.

[REDACTED: CONFIDENTIAL]

"Subject IP" means collectively the [REDACTED: CONFIDENTIAL] and the Subject Trademarks.

[REDACTED: CONFIDENTIAL]

"Subject Trademarks" shall mean the specific trademarks and corresponding applications and registrations therefor that are identified on Schedule A, including any Additional Subject Trademarks, in either case including all Goodwill connected with the use of, symbolized by, and embodied in such trademarks.

ARTICLE II. [REDACTED: CONFIDENTIAL]

ARTICLE III. SECURITY INTERESTS IN SUBJECT IP [REDACTED: CONFIDENTIAL]

SECTION 3.1 Subject IP. Subject to the terms and conditions of this Receivables Contribution Agreement, IP Holder hereby grants to the Issuer a security interest in the Subject IP [REDACTED: CONFIDENTIAL], and the Issuer shall have all the rights, powers, and privileges of a secured party under the UCC; provided that such security interest is expressly subordinated

to the Grant and security interest created by the Guarantee with respect to the Guarantee Collateral. This Receivables Contribution Agreement is and shall be deemed the grant of a security interest in the Subject IP.

SECTION 3.2 [REDACTED: CONFIDENTIAL]

SECTION 3.3 [REDACTED: CONFIDENTIAL]

ARTICLE IV.
[REDACTED: CONFIDENTIAL]

ARTICLE V.
[REDACTED: CONFIDENTIAL]

ARTICLE VI.
[REDACTED: CONFIDENTIAL]

ARTICLE VII.
[REDACTED: CONFIDENTIAL]


ARTICLE VIII.
[REDACTED: CONFIDENTIAL]

ARTICLE IX.
[REDACTED: CONFIDENTIAL]

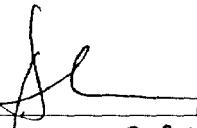
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IN WITNESS WHEREOF, the parties hereto have caused this Receivables Contribution Agreement to be duly executed by their respective officers as of the day and year first above written.

GUESS? IP HOLDER L.P.,
as IP Holder

By: 
Name: DEBORAH SIEGEL
Title: SECRETARY

GUESS? ROYALTY FINANCE LLC,
as Issuer

By: 
Name: DEBORAH SIEGEL
Title: SECRETARY

ACCEPTED:

BNY MIDWEST TRUST COMPANY,
not in its individual capacity
but solely as Indenture Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Receivables Contribution Agreement to be duly executed by their respective officers as of the day and year first above written.

GUESS? IP HOLDER L.P.,
as IP Holder


By: _____
Name:
Title:

GUESS? ROYALTY FINANCE LLC,
as Issuer

By: _____
Name:
Title:

ACCEPTED:

BNY MIDWEST TRUST COMPANY,
not in its individual capacity
but solely as Indenture Trustee

By: 
Name: ROBERT CASTLE
Title: ASSISTANT VICE PRESIDENT

SCHEDULE A
Schedule of Subject Trademarks

GUESS
GUESS?
GUESS? AND TRIANGLE DESIGN
? AND TRIANGLE DESIGN
GUESS ATHLETIC
GUESS WATERPRO
GUESS? PARIS AND TRIANGLE DESIGN
GUESS COLLECTION
GUESS? USA
GUESS? USA AND TRIANGLE DESIGN
BABY GUESS
GUESS KIDS

SCHEDULE B
[REDACTED: CONFIDENTIAL]

SCHEDULE C
[REDACTED: CONFIDENTIAL]

SCHEDULE D
[REDACTED: CONFIDENTIAL]

SCHEDULE E
[REDACTED: CONFIDENTIAL]

DEFINITIONS

[REDACTED: CONFIDENTIAL]

“Additional Subject Trademarks” has the meaning specified in Section 1.1 of the Receivables Contribution Agreement.

[REDACTED: CONFIDENTIAL]

“Goodwill” has the meaning specified in Section 1.01 of the Guess? Contribution Agreement.

[REDACTED: CONFIDENTIAL]

“Guarantee” means the Guarantee and Collateral Agreement, dated as of the Closing Date, made by IP Holder in favor of the Indenture Trustee.

“Guarantee Collateral” has the meaning specified in Section 3 of the Guarantee.

[REDACTED: CONFIDENTIAL]