

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

| | | | |
|-----------------------------|-----------------|-----------------------|-------------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Gap (Apparel) Inc. | | 01/31/2004 | CORPORATION: CALIFORNIA |

| | |
|-----------------------------|--|
| RECEIVING PARTY DATA | |
| Name: | Gap (Apparel), LLC |
| Street Address: | 2 Folsom Street |
| City: | San Francisco |
| State/Country: | CALIFORNIA |
| Postal Code: | 94105 |
| Entity Type: | Limited Liability Company: UNITED STATES |

PROPERTY NUMBERS Total: 199

| Property Type | Number | Word Mark |
|----------------|----------|----------------|
| Serial Number: | 78262065 | 100% BODY CARE |
| Serial Number: | 75427580 | 100% COLOR |
| Serial Number: | 75491099 | 1969 |
| Serial Number: | 75097822 | ACTIVE COMPLEX |
| Serial Number: | 74036983 | BABY GAP |
| Serial Number: | 74036987 | BABY GAP |
| Serial Number: | 74417035 | BABY GAP |
| Serial Number: | 76014968 | BABY GAP |
| Serial Number: | 76037687 | BABY GAP |
| Serial Number: | 78150427 | BABY GAP |
| Serial Number: | 78154556 | BABY GAP |
| Serial Number: | 78158140 | BABY GAP |
| Serial Number: | 78162665 | BABY GAP |
| Serial Number: | 78162669 | BABY GAP |
| Serial Number: | 74244014 | BABY GAP |

CH \$4990.00 78262065

| | | |
|----------------|----------|---------------------------|
| Serial Number: | 74801478 | BABY GAP |
| Serial Number: | 76014969 | BABY GAP |
| Serial Number: | 76037686 | BABY GAP |
| Serial Number: | 76014970 | BABY GAP |
| Serial Number: | 76037685 | BABY GAP |
| Serial Number: | 74244760 | BABY GAP |
| Serial Number: | 74801477 | BABYGAP |
| Serial Number: | 76014971 | BABY GAP |
| Serial Number: | 76037684 | BABY GAP |
| Serial Number: | 75339086 | BABY GAP |
| Serial Number: | 75355562 | BABYGAP.COM |
| Serial Number: | 78059217 | BABYGAP.COM |
| Serial Number: | 73740300 | BEST BASICS |
| Serial Number: | 75285200 | BLUE NO. 655 |
| Serial Number: | 75285502 | BLUE NO. 655 |
| Serial Number: | 75285504 | B L U E N O . 6 5 5 |
| Serial Number: | 75285511 | B L U E N O . 6 5 5 |
| Serial Number: | 78086623 | BORN GIFTED |
| Serial Number: | 74299158 | CLOSE |
| Serial Number: | 76110248 | CLOSE |
| Serial Number: | 78358119 | CLOSER |
| Serial Number: | 78358336 | CLOSER GAP |
| Serial Number: | 78202088 | COOL GROOVE |
| Serial Number: | 78202137 | COSMIC GROOVE |
| Serial Number: | 74577400 | DAY |
| Serial Number: | 76206162 | DREAM |
| Serial Number: | 76206163 | DREAM |
| Serial Number: | 78292813 | DREAM MORE |
| Serial Number: | 78324670 | DREAM MORE |
| Serial Number: | 75186145 | EVERY V-NECK ... ONLY GAP |
| Serial Number: | 76014973 | E-WAIST |
| Serial Number: | 78067779 | FAVORITE T |
| Serial Number: | 74225879 | FOR EVERY GENERATION |
| Serial Number: | 78112637 | G |
| Serial Number: | 73126525 | GAP |

| | | |
|----------------|----------|-----|
| Serial Number: | 73580465 | GAP |
| Serial Number: | 74165638 | GAP |
| Serial Number: | 74473845 | GAP |
| Serial Number: | 74510023 | GAP |
| Serial Number: | 74682387 | GAP |
| Serial Number: | 75001203 | GAP |
| Serial Number: | 75106137 | GAP |
| Serial Number: | 75333289 | GAP |
| Serial Number: | 75756945 | GAP |
| Serial Number: | 75975336 | GAP |
| Serial Number: | 76079985 | GAP |
| Serial Number: | 76206154 | GAP |
| Serial Number: | 76206158 | GAP |
| Serial Number: | 76206165 | GAP |
| Serial Number: | 76206166 | GAP |
| Serial Number: | 76350836 | GAP |
| Serial Number: | 78055495 | GAP |
| Serial Number: | 78059201 | GAP |
| Serial Number: | 78059262 | GAP |
| Serial Number: | 78078266 | GAP |
| Serial Number: | 78126492 | GAP |
| Serial Number: | 78136949 | GAP |
| Serial Number: | 78171223 | GAP |
| Serial Number: | 78188199 | GAP |
| Serial Number: | 78193583 | GAP |
| Serial Number: | 76037689 | GAP |
| Serial Number: | 76037691 | GAP |
| Serial Number: | 76037693 | GAP |
| Serial Number: | 76206164 | GAP |
| Serial Number: | 78129503 | GAP |
| Serial Number: | 78137004 | GAP |
| Serial Number: | 76037688 | GAP |
| Serial Number: | 76037690 | GAP |
| Serial Number: | 76037692 | GAP |
| Serial Number: | 78204191 | GAP |

| | | |
|----------------|----------|-------------------|
| Serial Number: | 78204243 | GAP |
| Serial Number: | 74239382 | GAP |
| Serial Number: | 73801791 | GAP |
| Serial Number: | 74366974 | GAP |
| Serial Number: | 76205900 | GAP |
| Serial Number: | 76206087 | GAP |
| Serial Number: | 76206156 | GAP |
| Serial Number: | 76206157 | GAP |
| Serial Number: | 78149488 | GAP |
| Serial Number: | 78061307 | GAP |
| Serial Number: | 73126527 | GAP |
| Serial Number: | 78167203 | GAP |
| Serial Number: | 74557914 | GAP ATHLETIC |
| Serial Number: | 75285512 | GAP BLUE NO. 655 |
| Serial Number: | 75756973 | GAP BLUE NO.655 |
| Serial Number: | 76206159 | GAP BODY |
| Serial Number: | 76206161 | GAP BODY |
| Serial Number: | 78156536 | GAP BODY |
| Serial Number: | 75523301 | GAP BODY |
| Serial Number: | 78167317 | GAP BODY |
| Serial Number: | 76206160 | GAP BODY |
| Serial Number: | 78358125 | GAP CLOSER |
| Serial Number: | 78115814 | GAP FACTORY STORE |
| Serial Number: | 74350704 | GAP FOUNDATION |
| Serial Number: | 78279628 | GAP |
| Serial Number: | 73595317 | GAP KIDS |
| Serial Number: | 73816834 | GAP KIDS |
| Serial Number: | 74473843 | GAP KIDS |
| Serial Number: | 76014928 | GAP KIDS |
| Serial Number: | 76206084 | GAP KIDS |
| Serial Number: | 76206167 | GAP KIDS |
| Serial Number: | 78127642 | GAP KIDS |
| Serial Number: | 78129143 | GAP KIDS |
| Serial Number: | 78129195 | GAP KIDS |
| Serial Number: | 78143446 | GAP KIDS |

| | | |
|----------------|----------|----------------|
| Serial Number: | 78148023 | GAP KIDS |
| Serial Number: | 78150370 | GAP KIDS |
| Serial Number: | 74244015 | GAP KIDS |
| Serial Number: | 76014965 | GAP KIDS |
| Serial Number: | 78129051 | GAP KIDS |
| Serial Number: | 76014966 | GAP KIDS |
| Serial Number: | 76206086 | GAP KIDS |
| Serial Number: | 78059250 | GAP KIDS |
| Serial Number: | 78059274 | GAP KIDS |
| Serial Number: | 74244016 | GAP KIDS |
| Serial Number: | 76014967 | GAP KIDS |
| Serial Number: | 76206083 | GAP KIDS |
| Serial Number: | 73595266 | GAP KIDS |
| Serial Number: | 74685516 | GAP OUTLET |
| Serial Number: | 75019039 | GAP SCENTS |
| Serial Number: | 75113261 | GAP.COM |
| Serial Number: | 78059212 | GAP.COM |
| Serial Number: | 78161643 | GAPBODY |
| Serial Number: | 78161662 | GAPBODY |
| Serial Number: | 78156497 | GAPCOLOR |
| Serial Number: | 78156505 | GAPCOLOR |
| Serial Number: | 78061330 | GAPCOLOR |
| Serial Number: | 78157847 | GAPGIRL |
| Serial Number: | 78280202 | GAPGIRL |
| Serial Number: | 75304732 | GAPKIDS.COM |
| Serial Number: | 76206085 | GAPKIDS.COM |
| Serial Number: | 74181669 | GAPSHARE |
| Serial Number: | 75699035 | GEEKTRONICA |
| Serial Number: | 78086617 | GIFTED |
| Serial Number: | 78086621 | GIVE YOUR GIFT |
| Serial Number: | 78202104 | GLAM GROOVE |
| Serial Number: | 74541148 | HEAVEN |
| Serial Number: | 74707064 | HEAVEN |
| Serial Number: | 75975403 | HEAVEN |
| Serial Number: | 74540921 | HEAVEN |

| | | |
|----------------|----------|-----------------------|
| Serial Number: | 75351833 | HOW EASY IS THIS? |
| Serial Number: | 75603116 | INDUSTRIAL STANDARD |
| Serial Number: | 78057200 | |
| Serial Number: | 75319419 | |
| Serial Number: | 74589604 | |
| Serial Number: | 75186146 | |
| Serial Number: | 74577392 | |
| Serial Number: | 75143746 | |
| Serial Number: | 74577356 | |
| Serial Number: | 75038907 | |
| Serial Number: | 74588101 | |
| Serial Number: | 75093946 | |
| Serial Number: | 75124717 | |
| Serial Number: | 76230302 | |
| Serial Number: | 76230303 | |
| Serial Number: | 78115837 | NINETEEN SIXTY-NINE |
| Serial Number: | 76014972 | NOT SOCKS |
| Serial Number: | 75491842 | OM |
| Serial Number: | 75098270 | PRO FLEECE |
| Serial Number: | 73190161 | |
| Serial Number: | 78112455 | SIMPLY WHITE |
| Serial Number: | 76110294 | SO PINK |
| Serial Number: | 75288212 | SOLID SCENT DREAM GAP |
| Serial Number: | 75288220 | SOLID SCENT GAP |
| Serial Number: | 78060534 | STORM BUSTER |
| Serial Number: | 78238432 | STRIKE A NEW CORD |
| Serial Number: | 78238767 | STRIKE A NEW CORD |
| Serial Number: | 73393776 | SUPERBLUE |
| Serial Number: | 78153724 | SUPERLASTIC |
| Serial Number: | 75797758 | THAT'S HOLIDAY |
| Serial Number: | 72416889 | THE GAP |
| Serial Number: | 73031817 | THE GAP |
| Serial Number: | 72416927 | THE GAP |
| Serial Number: | 78167247 | THE GAP |
| Serial Number: | 73147472 | THE GAP |

| | | |
|----------------|----------|--|
| Serial Number: | 78167232 | THE GAP |
| Serial Number: | 78340365 | TRULY DEVOTED |
| Serial Number: | 75378911 | VIRTUAL STYLE |
| Serial Number: | 73679379 | WORLD CLASSIC |
| Serial Number: | 73771491 | WORLD CLASSIC |
| Serial Number: | 75093942 | WORLD STANDARD |
| Serial Number: | 78167503 | WORLD STANDARD SAN FRANCISCO, CALIFORNIA |
| Serial Number: | 73760844 | WORLDWIDE |
| Serial Number: | 76079984 | YOU'RE IN CHARGE |

CORRESPONDENCE DATA

Fax Number: (415)427-2166

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 415-427-5575

Email: cynthia_lee@gap.com

Correspondent Name: Julie Gruber

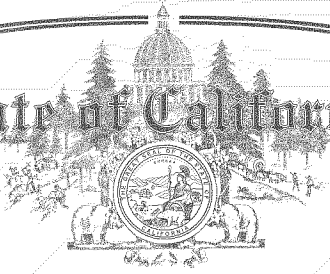
Address Line 1: 2 Folsom Street

Address Line 4: San Francisco, CALIFORNIA 94105

| | |
|--------------------|-------------|
| NAME OF SUBMITTER: | Cynthia Lee |
|--------------------|-------------|

Total Attachments: 2
source=GAP1#page1.tif
source=GAP2#page1.tif

State of California



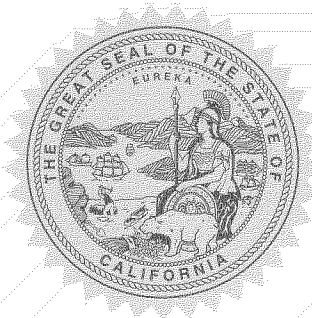
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 4 2004



Kevin Shelley
Secretary of State



State of California

Kevin Shelley
Secretary of State

200403410105
File #

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 31 2004

KEVIN SHELLEY
Secretary of State

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY
GAP (APPAREL) LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE)
 ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY)
License Intellectual Property

5. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE ZIP CODE
2 Folsom Street San Francisco, CA 94105

6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS
 AN INDIVIDUAL RESIDING IN CALIFORNIA.
 A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.
 Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service

AGENT'S NAME _____

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL CITY STATE ZIP CODE
_____ _____ CA _____

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY
GAP (APPAREL) INC.

9. FORM OF ENTITY 10. JURISDICTION 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY
Corporation California 2000084

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING:

| NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE | PERCENTAGE VOTE REQUIRED |
|--|--------------------------|
| Common - 100 shares outstanding | 50.1% |

ADDITIONAL INFORMATION

13. NUMBER OF PAGES ATTACHED, IF ANY: 0 THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.

14. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Julie H. Kanberg
SIGNATURE OF AUTHORIZED PERSON

Thomas J. Lima
SIGNATURE OF AUTHORIZED PERSON

Julie H. Kanberg, President & COO
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Thomas J. Lima, Assistant Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

