GUESS INC Form 4	ET AL/CA/								
November 0	1, 2004								
FORM						NOD			PPROVAL
	UNITED STAT		RITIES A shington,			NGE (	COMMISSION	OMB Number:	3235-0287
Check th if no long	ger STATEMENT	OF CHAN	ICES IN	RENEE	іста		NEBSHID OF	Expires:	January 31, 2005
subject to Section 1	)	or char	SECUR		ICIA			Estimated burden hou	
Form 4 c Form 5		Contine 1	f(a) = f(a)	- C	tine E		- A -t -f 1024	response	•
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940									
(Print or Type ]	Responses)								
1. Name and A MARCIAN	Address of Reporting Person O PAUL	Symbol	r Name <b>and</b> S INC ET			-	5. Relationship of Issuer		
(Last)	(First) (Middle)		f Earliest Ti		[02,	2]	(Chec	k all applicabl	e)
C/O GUESS?, INC., 1444 SOUTH 10/28/20 ALAMEDA STREET							_X_ Director _X_ 10% Owner _X_ Officer (give titleOther (specify below)Other (specify below) Co-Chairman and Co-CEO		
	endment, Da nth/Day/Year	h/Day/Year) Applicable Lir				· Joint/Group Filing(Check y One Reporting Person			
LOS ANGE	ELES, CA 90021						Form filed by M Person	Iore than One R	eporting
(City)	(State) (Zip)	Tab	le I - Non-E	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	any	eemed tion Date, if h/Day/Year)		(Instr. 3,	ispose 4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price			By Paul
Common Stock	10/28/2004		S	100	D	\$ 17.78	12,009,248 ( <u>1)</u>	Ι	Marciano Trust
Common Stock	10/28/2004		S	400	D	\$ 17.79	12,008,848 (2)	Ι	By Paul Marciano Trust
Common Stock	10/28/2004		S	700	D	\$ 17.77	12,008,148 (3)	I	By Paul Marciano Trust
Common Stock	10/28/2004		S	1,100	D	\$ 18.06	12,007,048 (4)	Ι	By Paul Marciano

								Trust
Common Stock	10/28/2004	S	100	D	\$ 18.03	12,006,948 (5)	I	By Paul Marciano Trust
Common Stock	10/28/2004	S	500	D	\$ 18.05	12,006,448 (6)	I	By Paul Marciano Trust
Common Stock	10/28/2004	S	300	D	\$ 18	12,006,148 (7)	I	By Paul Marciano Trust
Common Stock	10/28/2004	S	300	D	\$ 17.82	12,005,848 (8)	I	By Paul Marciano Trust
Common Stock	10/28/2004	S	3,100	D	\$ 17.8	12,002,748 (9)	I	By Paul Marciano Trust
Common Stock	10/28/2004	S	800	D	\$ 17.81	12,001,948 (10)	Ι	By Paul Marciano Trust
Common Stock	10/28/2004	S	800	D	\$ 17.99	12,001,148 (11)	Ι	By Paul Marciano Trust
Common Stock	10/28/2004	S	1,100	D	\$ 17.98	12,000,048 (12)	Ι	By Paul Marciano Trust
Common Stock	10/28/2004	S	1,800	D	\$ 17.95	11,998,248 (13)	Ι	By Paul Marciano Trust
Common Stock	10/28/2004	S	500	D	\$ 17.96	11,997,748 (14)	Ι	By Paul Marciano Trust
Common Stock	10/28/2004	S	400	D	\$ 17.92	11,997,348 (15)	Ι	By Paul Marciano Trust
Common Stock	10/28/2004	S	100	D	\$ 17.91	11,997,248 (16)	Ι	By Paul Marciano Trust
Common Stock	10/28/2004	S	400	D	\$ 17.9	11,996,848 (17)	Ι	By Paul Marciano Trust
Common Stock	10/29/2004	S	500	D	\$ 16.61	11,996,348 (18)	Ι	By Paul Marciano Trust

Common Stock	10/29/2004	S	800	D	\$ 16.62	11,995,548 (19)	Ι	By Paul Marciano Trust
Common Stock	10/29/2004	S	800	D	\$ 16.6	11,994,748 (20)	Ι	By Paul Marciano Trust
Common Stock	10/29/2004	S	2,400	D	\$ 16.59	11,992,348 (21)	Ι	By Paul Marciano Trust
Common Stock	10/29/2004	S	900	D	\$ 16.58	11,991,448 (22)	Ι	By Paul Marciano Trust
Common Stock	10/29/2004	S	400	D	\$ 16.55	11,991,048 (23)	Ι	By Paul Marciano Trust
Common Stock	10/29/2004	S	2,000	D	\$ 16.54	11,989,048 (24)	I	By Paul Marciano Trust
Common Stock	10/29/2004	S	1,000	D	\$ 16.8	11,988,048 (25)	I	By Paul Marciano Trust
Common Stock	10/29/2004	S	500	D	\$ 16.9	11,987,548 (26)	Ι	By Paul Marciano Trust
Common Stock	10/29/2004	S	300	D	\$ 17.15	11,987,248 (27)	I	By Paul Marciano Trust
Common Stock	10/29/2004	S	2,900	D	\$ 17.16	11,984,348 (28)	I	By Paul Marciano Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	5	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo

Disposed

(Instr. 3,

of (D)

Trans (Instr

4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares

# **Reporting Owners**

Reporting Owner Name / Addres	5	Relationships								
	Director	10% Owner	Officer	Other						
MARCIANO PAUL C/O GUESS?, INC. 1444 SOUTH ALAMEDA STRE LOS ANGELES, CA 90021	EET X	Х	Co-Chairman and Co-CEO							
Signatures										
Paul Marciano 11/0	01/2004									
**Signature of I Reporting Person	Date									

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 959,248 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC

("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and (1)has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 958,848 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(2)has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 958,148 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(3) has exclusive voting and investment power with respect to those shares. Does not include 100.870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 957,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(4) has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(5)

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 956,948 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 956,448 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(6) (MFH), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

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(7) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

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(8) (MFP), of which the FMP is a member. The FMP transferred 11,050,000 shares of Common Stock to MPP on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 952,748 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(9) (MFH), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 951,948 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC

(10) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 951,148 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(11) (WHT), of which the FWT is a member. The FWT transferred 11,050,000 shares of Common Stock to WHT on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 950,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(12) (MFR), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFR on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 948,248 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC

- (13) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.
- (14) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 947,748 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC

("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 947,348 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC

(15) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 947,248 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(16) (MFPI), of which the FMPI is a member. The FMPI transferred 11,050,000 shares of Common Stock to MPPI on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 946,848 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(17) (MFH), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 946,348 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(18) (MFP), of which the FMP is a member. The FMP transferred 11,050,000 shares of Common Stock to MPP on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 945,548 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(19) (MFR), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFR on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 944,748 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MEH") of which the PMT is a member. The PMT transformed 11,050,000 shares of Common Stock to MEH on October 11, 2004 and

(20) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 942,348 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(21) (WHT), of which the FWT is a member. The FWT transferred 11,050,000 shares of Common Stock to WHT on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 941,448 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MEH") of which the PMT is a member. The PMT transformed 11,050,000 shares of Common Stock to MEH on October 11, 2004 and

- (22) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.
- (23) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 941,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano

2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 939,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(24) (WHT), of which the FWT is a member. The FWT transferred 11,050,000 shares of Common Stock to WHT on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 938,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC

(25) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 937,548 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC

(26) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 937,248 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and

(27) (MFFI), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFFI of October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 934,348 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MILL") of which the PMT is a surplue. The PMT transformed 11,050,000 shares are for a surplue of the trust of trust of the trust of the trust of trust of the trust of the trust of tr

(28) ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.