

AGREEMENT

Archie Comic Publications, Inc. ("ACP") hereby grants to Old Navy the non-exclusive right to use images of "Archie Comics" (the "Articles") in connection with the production of a thirty-second TV commercial and to include such images in and as a part of the TV commercial as it may desire. Old Navy and The Gap Inc. shall make no use of the "Articles" in print advertising, collateral materials, or in-store for promotion or displays. Old Navy and The Gap Inc. agree that use of the articles will no way will denigrate the Articles or ACP.

ACP warrants that it is the owner of all right, title and interest in and to the "Articles," including copyright thereof, and that it has the right to enter into this agreement and grant such rights to Old Navy. Old Navy agrees to include the following credit in substantially the following form in the ad:

"ARCHIE" characters courtesy of Archie Comic Publications, Inc., ©
2004. The "ARCHIE" properties © and ™ of Archie Comic
Publications, Inc. All Rights Reserved.

ACP is aware that Old Navy may rely on this agreement in proceeding with the production of the TV commercial.

Old Navy will provide ACP with a copy of the TV ad at no cost to ACP and allow ACP non commercial use of said tape on its website, and promotional materials, etc.

Old Navy warrants that it has the right to enter into this agreement and is aware that ACP is relying upon its full compliance with the terms hereof and that ACP reserves all rights in the event Old Navy breaches any of these terms.

ACCEPTED AND AGREED TO:
Archie Comic Publications, Inc.

OLD NAVY

By: _____

By: _____

Title: _____

Title: _____

Date: _____

Date: _____