

**Schedule 4
Form of Exchange Notice**

**BAYERISCHE HYPO- UND VEREINSBANK AG
US Dollar 40,000,000 Exchangeable Bonds due 2005
exchangeable into no-par value registered shares,
of Abercrombie & Fitch Co., USA**

To: Bayerische Hypo- und Vereinsbank AG, (the "Issuer")
c/o [Principal Paying and Exchange Agent][other Paying Agent]

[*]

Dear Sirs,

- 1 On 14 March 2006, the Issuer issued US Dollar 40,000,000 Exchangeable Bonds due 2005, exchangeable into no-par value bearer shares, (the "Shares") of Abercrombie & Fitch Co, USA (the "Company"), represented by bonds in the denomination of US Dollar 100,000 each (the "Bonds" and each a "Bond"), entitling the holders of Bonds (the "Bondholders" and each a "Bondholder") to exchange the Bonds at any time during the Exchange Period as defined in, and subject to, the terms and conditions of the Bonds (the "Terms and Conditions") for the Shares.
 - 2 I/We, the undersigned, being the Bondholder/Bondholders of _____ Bond/Bonds of the Issuer, hereby irrevocably elect to exercise our Exchange Right as defined in, and in accordance with, the Terms and Conditions and exchange the aggregate principal amount and number of Bonds specified in paragraph 3.2 below (the "Exchange Bonds") for such corresponding number of Shares as to be determined in accordance with the Terms and Conditions.
 - 3 I/We hereby request that the number of Shares corresponding to the Exchange Bonds exchanged by me/us pursuant to paragraph 2 will be delivered to me/us or to the nominee(s) as stated under paragraph 3.1.2, respectively, according to the following instructions:
- 3.1 Bondholder's Details
- 3.1.1 Our/My details are:

(Name(s))

(Address(es))

14

(Telefax number)

(Citizenship/Place of Incorporation or domicile)

(Date and Place of birth (only natural persons))

3.1.2 Details of the nominee to which the number of Shares shall be delivered, if different from paragraph 3.1.1:

(Name(s))

(Address(es))

(Date and Place of birth (only natural persons))

3.2 Exchange Bonds

3.2.1 Aggregate principal amount of Bonds with respect to which the Exchange Right shall be exercised:

3.2.2 Total number of Bonds with respect to which the Exchange Right shall be exercised:

3.2.3 Identifying numbers of Bonds with respect to which the Exchange Right shall be exercised (if applicable):

3.3 I/we irrevocably instruct the Issuer to make arrangements to deliver the Shares, if any, to the following securities account with a bank or other financial intermediary in the European Union:

h

Bank: _____
 (Name of bank or other financial intermediary)

Bank SWIFT No. or Sort Code: _____ Account number: _____

OR

IBAN: _____

Account of: _____

Favour of: _____

3.4 I/We request that any cash sum I am/we are entitled to receive pursuant to the Terms and Conditions is arranged to be paid by the Principal Paying and Exchange Agent by way of transfer to the following euro account with a bank or other financial intermediary in the European Union:

Bank: _____
 (Name of bank or other financial intermediary)

Bank SWIFT No. or Sort Code: _____ Account number: _____

OR

IBAN: _____

Account of: _____

Favour of: _____

3.5 I/We acknowledge that pursuant to § 8(c)(iv) of the Terms and Conditions the Issuer shall only be required to deliver the Shares and to make the payment pursuant to § 8(c)(iii) of the Terms and Conditions if the Holder has paid all taxes and duties, if any, which may be imposed in connection with the exercise of the Exchange Right or the delivery of the Shares or the payment of any amount pursuant to § 8(c)(iii) of the Terms and Conditions.

3.6 I/We hereby represent and warrant that the Exchange Bonds are free from all liens, charges, encumbrances and other third party rights.

3.7 I/We certify that I am / we are not U.S. Persons (as defined in Regulation S under the U.S. Securities Act of 1933, as amended) or persons who are within the United States (as defined in Regulation S) and I am / we are not acting for the account or benefit of a U.S. Person or a person within the United States.

4 I/We hereby authorise the production of this Exchange Notice in any administrative or legal proceedings instituted in connection with any Bond to which this Exchange Notice relates.

Yours faithfully,

By: _____