

MRB
6-8-98

06-19-1998

Patent and Trademark Office



To the Honorable Commissioner of Pat

100742937

original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
 Victoria's Secret Catalogue, Inc.,
 a Delaware corporation,
 located and doing business at
 3425 Morse Crossing,
 Columbus, Ohio 43219

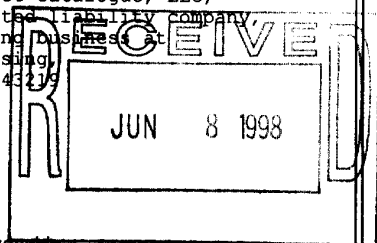
Individual Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other _____

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

Address of receiving party(ies):
 Victoria's Secret Catalogue, LLC,
 a Delaware limited liability company
 located and doing business at
 3425 Morse Crossing,
 Columbus, Ohio 43219

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State _____
 Other limited liability company _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of name
 Other _____

Execution Date: May 2, 1998

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

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
 See attached

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Frank J. Colucci, Esq.
 Internal Address: Colucci & Umans
Manhattan Tower
 Street Address: 101 East 52nd Street
 City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41): _____ \$ _____
 Enclosed
 Authorized to be charged to deposit account.

8. Deposit account number:
20-0050
 (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.

Frank J. Colucci Signature 6/2/98 Date
 Name of Person Signing

Total number of pages including cover sheet: 2

OMB No. 0651-0011

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMAR REEL: 1742 FRAME: 0828

06/18/1998 TT001 0000292 200050 01 FC:161 02 FC:102

SCHEDULE A -- APPLICATIONS

<u>Application Serial No.</u>	<u>Mark</u>	<u>International Class(es)</u>
75/289,369	HUGO BUSCATI	25
75/239,512	SHEER LUXURIES	25
75/459,658	ROMANTIC LACE	25

SCHEDULE B -- REGISTRATIONS

<u>Registration No.</u>	<u>Mark</u>	<u>International Class(es)</u>
2,016,127	ALPINE FLEECE	25
1,875,990	COLIN STUART	25
1,813,801	HUGO BUSCATI	25
1,580,160	MODA INT'L	25
1,820,572	THAMES & YORK	14
1,990,256	V SPORT and Design	25
2,016,955	V SPORT and Design	25
1,179,316	SHEER LUXURY	25

CERTIFICATE OF FORMATION**OF****VICTORIA'S SECRET CATALOGUE, LLC**

The undersigned, desiring to form a limited liability company under Title 6, Sections 18-101 et seq. of the Delaware Code, hereby certifies as follows:

1. The name of the limited liability company shall be Victoria's Secret Catalogue, LLC.
2. The address of the limited liability company's registered office in the state of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The undersigned is an authorized representative for purposes of the execution and delivery of this Certificate of Formation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Victoria's Secret Catalogue, LLC this 21st day of April, 1998.



Timothy B. Lyons, Authorized Representative

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "VICTORIA'S SECRET CATALOGUE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 1998, AT 12 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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981152834

AUTHENTICATION: 9040744

DATE: 04-22-98

TRADEMARK
REEL: 1742 FRAME: 0832

**CERTIFICATE OF MERGER
OF
VICTORIA'S SECRET CATALOGUE, INC.
INTO
VICTORIA'S SECRET CATALOGUE, LLC**

[Domestic Limited Liability Company Surviving]

The undersigned limited liability company, Victoria's Secret Catalogue, LLC, organized and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del. C. §§18-101, et seq. (the "Delaware Act"), for the purpose of merging with another entity pursuant to §18-209 of the Delaware Act, DOES HEREBY CERTIFY:

FIRST: That the name and jurisdiction of formation or organization of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation/Organization</u>
Victoria's Secret Catalogue, LLC	Delaware
Victoria's Secret Catalogue, Inc.	Delaware

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged by the constituent entities in accordance with §18-209 of the Delaware Act and §264(c) and §228 of the General Corporation Law of the State of Delaware, 8 Del. C. §101, et seq.

THIRD: The name of the surviving Delaware limited liability company is Victoria's Secret Catalogue, LLC.

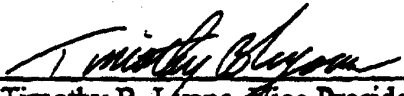
FOURTH: The merger of Victoria's Secret Catalogue, Inc. into Victoria's Secret Catalogue, LLC shall be effective as of 11:58 p.m. on May 2, 1998.

FIFTH: The executed agreement of merger is on file at the principal place of business of the surviving Delaware limited liability company. The address of the principal place of business of the surviving Delaware limited liability company is 3425 Morse Crossing, Columbus, Ohio 43219.

SIXTH: A copy of the agreement of merger will be furnished by the surviving Delaware limited liability company, on request and without cost, to any member of Victoria's Secret Catalogue, LLC or any stockholder of Victoria's Secret Catalogue, Inc.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed this 30th day of April, 1998, and is being filed in accordance with §18-209 of the Delaware Act by an authorized officer of the surviving Delaware limited liability company.

VICTORIA'S SECRET CATALOGUE, LLC
By: VICTORIA'S SECRET CATALOGUE HOLDING, LLC,
Sole Member
By: INTIMATE BRANDS, INC., Sole Member

By: 
Timothy B. Lyons, Vice President

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VICTORIA'S SECRET CATALOGUE, INC.", A DELAWARE CORPORATION, WITH AND INTO "VICTORIA'S SECRET CATALOGUE, LLC" UNDER THE NAME OF "VICTORIA'S SECRET CATALOGUE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 1998, AT 11:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF MAY, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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RECORDED: 06/08/1998

AUTHENTICATION: 9058280

DATE:

TRADEMARK 05-01-98

REEL: 1742 FRAME: 0835