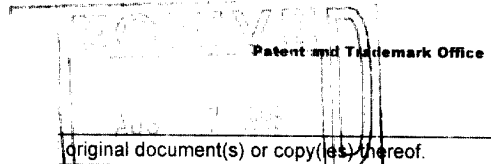


MRA 8.7.98

08-14-1998



To the Honorable Commissioner of Pa

100793427

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

Address of receiving party(ies):

1. Name of conveying party(ies):

Cacique, Inc.
a Delaware corporation,
located and doing business at
Five Limited Parkway East
Reynoldsburg, Ohio 43068

Victoria's Secret Stores, Inc.
a Delaware corporation,
located and doing business at
Four Limited Parkway East
Reynoldsburg, Ohio 43068

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of name

Execution Date: July 31, 1998

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State Delaware
- Other

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

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

2,114,453

Additional numbers attached? Yes No

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: New York Zip: 10022

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

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
Name of Person Signing

Frank J. Colucci
Signature

August 4, 1998
Date

Total number of pages including cover sheet:

40.00

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.

TRADEMARK

REEL: 1767 FRAME: 0800

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ASSIGNMENT


WHEREAS, Cacique, Inc., a Delaware corporation, having its principal office and place of business at Five Limited Parkway East, Reynoldsburg, Ohio 43068, is the record owner of the trademark NEARLY NUDES for lingerie in International Class 25, which is registered in the United States Patent and Trademark Office, under Registration No. 2,114,453, issued on November 18, 1997; and

WHEREAS, Victoria's Secret Stores, Inc., a Delaware corporation, having its principal office and place of business at Four Limited Parkway East, Reynoldsburg, Ohio 43068, is desirous of acquiring said mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Cacique, Inc. does hereby assign unto Victoria's Secret Stores, Inc. all right, title and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the above-identified registration thereof.

Dated: Reynoldsburg, Ohio
July 31, 1998

CACIQUE, INC.

By 
Kenneth B. Gilman
Executive Vice President and
Assistant Secretary

STATE OF OHIO)
) ss.:
COUNTY OF FRANKLIN)

I, *Debra A. Dronet*, a Notary Public in and for the State and County aforementioned, do hereby certify that Kenneth B. Gilman who appeared before me and who executed the foregoing document in my presence is the Executive Vice President and Assistant Secretary of Cacique, Inc., a corporation organized and existing under the laws of the State of Delaware; that he has authority, under the articles of incorporation and by the laws of the said corporation to represent the said corporation, and that any instrument signed solely by him in his capacity as such officer is binding on the said corporation.

Dated this 31st day of July, 1998

Debra A. Dronet
Notary Public
My Commission Expires: 11-01-00



DEBRA A. DRONET
NOTARY PUBLIC, STATE OF OHIO
COMMISSION EXPIRES NOV. 1, 2000