

08-23-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

REC T



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

101821298

To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Victoria's Secret Catalogue, LLC 81361
Individual(s) Association General Partnership Limited Partnership Corporation-State Other Limited Liability Corporation
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Victoria's Secret Direct, LLC Internal Address: Street Address: 3425 Morse Crossing City: Columbus State: Ohio Zip: 43219
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Corporation
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations 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: December 28, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/012,488 B. Trademark Registration No.(s) 2,016,127
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Frank J. Colucci Internal Address: Street Address: Colucci & Umans, 101 East 52nd Street City: New York State: New York Zip: 10022

6. Total number of applications and registrations involved: 10
7. Total fee (37 CFR 3.41): \$ 265.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: (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. Courtney Wilson Monahan Signature Date 8/9/01

Total number of pages including cover sheet, attachments, and document: 4

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

08/22/2001 BTOM11 00000104 76012488 01 FC:481 02 FC:482 40.00 DP 225.00 DP

TRADEMARK REEL: 002354 FRAME: 0386

Continuation of Section 4(B)
Trademark Registrations

2.	1,875,990
3.	2,294,803
4.	2,180,305
5.	1,813,801
6.	1,580,160
7.	2,243,312
8.	1,179,316
9.	2,338,620

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

The undersigned, being the authorized representative of Victoria's Secret Catalogue, LLC, a limited liability company organized and existing under the Delaware Limited Liability Company Act, the Certificate of Formation of which was filed with the office of the Secretary of State of Delaware on April 22, 1998 (the "Company"), does hereby certify:

1. The name of the Company is Victoria's Secret Catalogue, LLC.
2. Effective as of January 1, 2001, statement no. 1 of the Certificate of Formation of the Company is hereby amended and restated to read in its entirety as follows:

1. The name of the limited liability company is Victoria's Secret Direct, LLC.

IN WITNESS WHEREOF, I have executed this Certificate of Amendment as of this 28th day of December, 2000.


Timothy B. Lyons, Authorized Representative

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

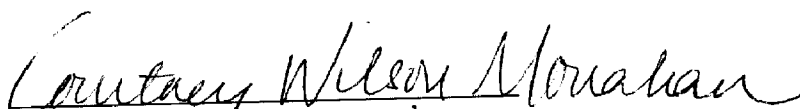
NOTARIAL CERTIFICATE

I, COURTNEY WILSON MONAHAN, being duly sworn, depose and say:

1. I am a member of the Bar of the State of New York and a Notary Public of the State of New York having duly qualified for such office in the County of New York, State of New York. My commission expires on September 7, 2002.

2. I have reviewed the original Certificate of Amendment of Certificate of Formation of Victoria's Secret Catalogue, LLC and hereby certify that the attached copy of the Certificate of Amendment of Certificate of Formation of Victoria's Secret Catalogue, LLC is a true and accurate copy of the original document.

Subscribed and Sworn To
This 9th day of August, 2001


Courtney Wilson Monahan
(Notary Public)

COURTNEY WILSON MONAHAN
Notary Public, State of New York
No. 4966364
Qualified in New York County
Commission Expires 9-7-02