



To the Honorable Commissioner of Patents

102003690

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

1. Name of conveying party(ies):
Victoria's Secret Stores, Inc.
a Delaware corporation
located and doing business at
Four Limited Parkway
Reynoldsburg, Ohio 43068

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

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

2. Name and address of receiving party(ies):
Intimate Beauty Corporation
d/b/a Victoria's Secret Beauty
a Delaware corporation
located and doing business at
888 Seventh Avenue
New York, New York 10106

- Individual(s) citizenship - United States citizen
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other

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

3. Nature of conveyance:

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

Execution Date: January 4, 2002

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

B. Trademark Registration No.(s)

1,697,308 and 1,892,526

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: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- 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)

03/05/2002 MUELLER 00000229 1697308

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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

January 9, 2002
Date

Total number of pages including cover sheet: -5-

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.

ASSIGNMENT

WHEREAS, Victoria's Secret Stores, Inc., a Delaware corporation, having its principal office and place of business at Four Limited Parkway, Reynoldsburg, Ohio 43068 (herein "Assignor"), is the owner of the record owner of the trademark registrations shown on the attached Schedule; and

WHEREAS, Intimate Beauty Corporation d/b/a Victoria's Secret Beauty, a Delaware corporation, having its principal office and place of business at 888 Seventh Avenue, New York, New York 10106 (herein "Assignee"), is desirous of acquiring said trademark registrations thereof shown on the attached Schedule;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the marks, together with the good will of the business symbolized by the marks, and the registrations thereof as shown in the attached Schedule.

The Commissioner of Patents and Trademarks is requested to record the assignments to said Assignee.

Dated: Reynoldsburg, Ohio
January 4th, 2002

VICTORIA'S SECRET STORES, INC.

By



Christopher Newman
Vice President Finance

UNITED STATES OF AMERICA)
STATE OF OHIO) ss. :
COUNTY OF *Franklin*)

I, *Cheryl L. Williams*, a Notary Public in and for the State and County aforementioned, do hereby certify that Christopher Newman who appeared before me and who executed the foregoing document in my presence is the Vice President Finance of Victoria's Secret Stores, 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 *4th* day of January, 2002.

Cheryl L. Williams
Notary Public
My Commission Expires:

CHERYL L. WILLIAMS
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10-01-06

SCHEDULE

Trademark

Registration Nos.

ENCOUNTER
ENCOUNTER

1,697,308
1,892,526