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

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

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

1. Name of conveying party(ies): Circle of Beauty, Inc. *7.26.02*

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

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

2. Name and address of receiving party(ies)
 Name: Intimate Brands, Inc.
 Internal Address: 24th Floor
 Street Address: 1114 Avenue of the Americas
 City: New York State: NY Zip: 10036

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

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: July 15, 2002

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

A. Trademark Application No.(s) 75/894,535, 76/207,505, 76/207,508, 76/207,507, 75/920,905

B. Trademark Registration No.(s) 2,082,364, 2,072,727, 2,153,098, 2,204,383, 2,159,661

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Colucci & Umans
 Internal Address: 16th Floor
Manhattan Tower
 Street Address: 101 East 52nd Street
 City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 40

7. Total fee (37 CFR 3.41).....\$ 1,015.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
20-0050

DO NOT USE THIS SPACE

9. Signature.

Frank J. Colucci
 Name of Person Signing

Frank J. Colucci
 Signature

July 24, 2002
 Date

Total number of pages including cover sheet, attachments, and document: 24

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

08/12/2002 LHWELLER 00000143 75894535

01 FC:481 40.00 OP
02 FC:482 975.00 OP

TRADEMARK REEL: 002560 FRAME: 0883

TrademarkRegistration No.

COME CLEAN	2,126,380
CURL & SHINE	2,444,999
EASY GO	2,055,927
FULL MANICURE	2,388,717
HYDRO-VITAMIN LIPSTICK	2,339,399
ISLAND NECTARS	2,254,449
KNOT STOP	2,082,406
LIGHTEN IT	2,024,484
LOVE SPELLS	2,489,115
MANE MANAGER	2,521,088
MY DESIRE	2,036,097
MY DESIRE	2,029,297
NIGHT LIFE	2,428,799
NO-FLAWS	2,055,982
PICK ME UP	2,111,203
PLUMS & PETALS	2,560,016
ROLL OVER	2,082,363
SEA OF DREAMS	2,012,589
SEA OF DREAMS	2,039,447
SHARED TOUCH	2,137,713
SLIPON	2,386,129
SLIP-ON SCENT	2,257,598
SMOOTH OFF	2,141,220
SMOOTHLINER FOR EYES	2,388,716
SMOOTHLINER FOR LIPS	2,388,715
SOFT SWEEP	2,005,213
VELVETY LASHES	2,007,118
WHITE MOONFLOWERS	2,001,910
WHITE MOONFLOWERS	2,037,813
WHITE MOONFLOWERS	2,021,104

ASSIGNMENT OF MARKS

This assignment ("Assignment"), effective July 15, 2002, is made by and between *Circle of Beauty, Inc.*, a Delaware corporation, with an address at 540 Madison Avenue, New York, New York 10022 ("Assignor"); and *Intimate Brands, Inc.*, a Delaware corporation, with a principal place of business at 1114 Avenue of the Americas, 24th Floor, New York, New York 10036 ("Assignee"), (collectively referred to as the "Parties").

WHEREAS, Assignor wishes to assign, and Assignee wishes to receive, any and all rights, title and interest Assignor may have in the marks listed on the attached Exhibit A, including all federal and state registrations and pending applications and all common law rights associated therewith, and all goodwill identified thereby (collectively referred to as the "Marks"), for the goods listed on the attached Exhibit A (collectively referred to as the "Goods").

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the Parties hereby acknowledge, the Parties agree as follows:

1. Assignor hereby assigns to Assignee all of its rights, title, interest and goodwill in and to the Marks for the Goods, together with all of the goodwill it may have acquired in the Marks.

2. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

CIRCLE OF BEAUTY, INC.

Date: 7/15/02

By: Margaret A. Costello
Name: MARGARET A. COSTELLO
Title: VP/GENERAL COUNSEL

Accepted:

INTIMATE BRANDS, INC.

By: Carol Martin
Name: CAROL MARTIN
Title: Vice President, Sr. Counsel
Date: 7/9/02

EXHIBIT A

<u>Trademark</u>	<u>Registration/Application No.</u>	
BACK RACK	2,082,364	
BE CALM	2,072,727	
BE DELICATE	2,153,098	
BE SMOOTH	2,204,383	
CLEANSE AWAY		75/920,905
COFFEE & BLOSSOMS	2,159,661	
COLOR DRENCHED		75/894,535
COME CLEAN	2,126,380	
COVER STORY		76/207,505
CURL & SHINE	2,444,999	
EASY GO	2,055,927	
FULL MANICURE	2,388,717	
HOLD THAT LINE		76/207,508
HYDRO-VITAMIN LIPSTICK	2,339,399	
ISLAND NECTARS	2,254,449	
KNOT STOP	2,082,406	
LIGHTEN IT	2,024,484	
LOVE SPELLS	2,489,115	
MANE MANAGER	2,521,088	
MY DESIRE	2,036,097	
MY DESIRE	2,029,297	
NIGHT LIFE	2,428,799	
NO-FLAWS	2,055,982	
PICK ME UP	2,111,203	
PLUMS & PETALS	2,560,016	
ROLL OVER	2,082,363	
SEA OF DREAMS	2,012,589	
SEA OF DREAMS	2,039,447	
SHARED TOUCH	2,137,713	
SKIN SUPPORT		76/207,507
SLIPON	2,386,129	
SLIP-ON SCENT	2,257,598	
SMOOTH OFF	2,141,220	
SMOOTHLINER FOR EYES	2,388,716	
SMOOTHLINER FOR LIPS	2,388,715	
SOFT SWEEP	2,005,213	
VELVETY LASHES	2,007,118	
WHITE MOONFLOWERS	2,001,910	
WHITE MOONFLOWERS	2,037,813	
WHITE MOONFLOWERS	2,021,104	

Trademark**Registration/Application No.**

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