

08-30-2002



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

RE

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): Intimate Brands, Inc. 8-20-02
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 Beauty Corporation Internal d/b/a Victoria's Secret Beauty Address: 43rd Floor
Street Address: 888 Seventh Avenue City: New York State: NY Zip: 10106
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: August 14, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,072,727, 2,153,098, 2,204,383

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: Manhattan Tower

16th Floor

Street Address: 101 East 52nd Street

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 33

7. Total fee (37 CFR 3.41): \$ 840.00

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

Signature

August 19, 2002 Date

Total number of pages including cover sheet, attachments, and document: 9

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

08/30/2002 01 FC:48 02 FC:48

TRADEMARK REEL: 002572 FRAME: 0099

TrademarkRegistration/Application No.

COFFEE & BLOSSOMS	2,159,661	
COLOR DRENCHED		75/894,535
COME CLEAN	2,126,380	
CURL & SHINE	2,444,999	
FULL MANICURE	2,388,717	
HYDRO-VITAMIN LIPSTICK	2,339,399	
ISLAND NECTARS	2,254,449	
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	
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	

ASSIGNMENT

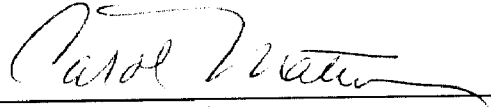
WHEREAS, Intimate Brands, Inc., a Delaware corporation, having its principal place of business at 1114 Avenue of the Americas, 24th Floor, New York, New York 10036, is the record owner of the trademarks set forth in SCHEDULE A, which are the subject of applications and/or registrations in the United States Patent and Trademark Office; and

WHEREAS, Intimate Beauty Corporation d/b/a Victoria's Secret Beauty, a Delaware corporation, having its principal offices and place of business at 888 Seventh Avenue, 43rd Floor, New York, New York 10106, is desirous of acquiring said marks and the applications and/or registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Intimate Brands, Inc. does hereby assign unto Intimate Beauty Corporation d/b/a Victoria's Secret Beauty all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the applications and/or registrations thereof.

Dated: New York, New York
August 14, 2002

INTIMATE BRANDS, INC.


By 
Carol Matorin
Vice President/
Senior Counsel

SCHEDULE A

<u>Trademark</u>	<u>Registration/Application No.</u>	
BE CALM	2,072,727	
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WHITE MOONFLOWERS	2,037,813	
WHITE MOONFLOWERS	2,021,104	

UNITED STATES OF AMERICA)
STATE OF NEW YORK) ss.:
COUNTY OF NEW YORK)

I, W. Brant Mossop, a Notary Public in and for the State and County aforementioned, do hereby certify that Carol Matorin who appeared before me and who executed the foregoing document in my presence is the Vice President/Senior Counsel of Intimate Brands, Inc., a corporation organized and existing under the laws of the State of Delaware; that Carol Matorin has authority, under the articles of incorporation and the bylaws of the said corporation to represent the said corporation, and that any instrument signed solely by her in her capacity as such officer is binding on the said corporation.


Notary Public

My Commission Expires:

W. BRANT MOSSOP
Notary Public, State of New York
No. 02MO4998862
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 13, 2006

Trademark**Registration/Application No.**

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COLUCCI & UMANS

MANHATTAN TOWER

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KATHLEEN M. MCGANN
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scarsdale@colucci-umans.com

August 20, 2002

OF COUNSEL
NOTARO & MICHALOS P.C.

Honorable Commissioner of
Patents and Trademarks
Assignment Branch
Washington, D.C. 20231

Re: Intimate Brands
Assignment of Trademarks
Our File D69-000

TRADEMARK FILE PROCESS
2002 AUG 20 P 1:02

Dear Sir:

Please record the enclosed Assignment in respect of the following United States trademark registrations and applications:

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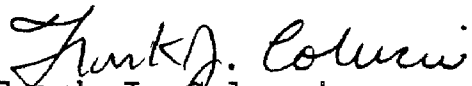
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Our Credit Card Payment Form to cover the Patent and Trademark Office fee for recordal of the registrations and applications is enclosed. If for any reason, the fee should exceed said sum, please charge any additional amount to our firm's deposit Account No. 20-0050.

Sincerely yours,


Frank J. Colucci

FJC/WBM:mm
Enc.