

09-24-2003

Patent and Trademark Office

TRADEMARKS ONLY



Documents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

102556934

7-18-03

Steven S. Rosenhaus
212 East 47th Street
New York, New York 10017

- Individual Association
 General Partnership Limited Partnership
 Corporation
 Other _____
 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
 888 Seventh Avenue
 New York, New York 10106

Individual(s) citizenship

- Association
 General Partnership
 Limited Partnership
 Corporation – State of 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

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of name
 Other

Execution Date: September 8, 2003

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

76/253,395
76/377,082

B. Trademark Registration No.(s)

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): _____ \$ 60

- 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)

09/23/2003 COOPER 00000067 200050 76253395

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25.00 BA

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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

9/17/03
Date

Total number of pages including cover sheet 3

OMB No. 0651-0011

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ASSIGNMENT

WHEREAS, STEVEN S. ROSENHAUS, an individual, residing at 212 East 47th Street, New York, New York 10017 ("Rosenhaus") is the owner of the Application Serial No. 76/253,395 for registration of the mark BREATHLESS filed as intent-to-use on May 7, 2001 for: "men's and women's perfume and cologne, toilet water and body splash; scented bath and body powders; scented face and body creams and gels; scented face and body soaps; cosmetics, namely lipstick, mascara, eyeliner, eyeshadow, blush, foundation, lipgloss and nail polish; shampoo, hair conditioner and hair styling sprays, hair gels and hair mousse; scented personal deodorant" in International Class 3, and is also the owner of Application Serial No. 76/377,082 for registration of the mark BREATHLESS filed as intent-to-use on March 1, 2002 for: "dentifrices, namely mouthwash, toothpaste, breath sprays" in International Class 3 (collectively "the Mark");

WHEREAS, gum and mints are also closely related goods to those set forth in Application Serial No. 76/377,082, namely, "dentifrices, namely mouthwash, toothpaste, breath sprays" in International Class 3;

WHEREAS, Rosenhaus executed and filed statements of use with respect to the Mark in respect of both Application Serial Nos. 76/253,395 and 76/377,082 on May 7 and May 13, 2003, respectively, evidencing bona fide use of the Mark in interstate commerce as of April 28, 2003; and

WHEREAS, INTIMATE BEAUTY CORPORATION d/b/a VICTORIA'S SECRET BEAUTY ("Victoria's Secret"), a Delaware corporation,

having offices at 888 Seventh Avenue, New York, New York 10106, is desirous of acquiring the Mark, its application, the registration to be issued for the Mark and the goodwill appurtenant thereto, as well as rights to the use and/or registration of the Mark for gum and mints;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Rosenhaus does hereby assign unto Victoria's Secret all of his right, title, and interest in and to said Mark worldwide together with Application Serial Nos. 76/253,395 and 76/377,082, including the goodwill symbolized by the Mark and the right to apply for and maintain additional trademark and/or service mark registrations worldwide for the Mark and any variations or derivations thereof, as well as the right to commence legal action for any past infringements or violations of the Mark, as well as rights to the use and/or registration of the Mark for gum and mints; and

FURTHER, the Honorable Commissioner of Patents and Trademarks is hereby respectfully requested to duly record this assignment and to issue the certificate of registration to the assignee "Intimate Beauty Corporation d/b/a Victoria's Secret Beauty".

Sworn to before me this
8th day of September, 2003.

Frank J. Colucci
Notary Public

FRANK J. COLUCCI
Notary Public, State of New York
No. 02CO8769950
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires January 31, 2007

Steven S. Rosenhaus
Steven S. Rosenhaus

"Express Mail" Mailing Label
Number EV115483982US
Date of Deposit 9/17/03
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513

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Melissa Trivelli
(Typed or printed name of person mailing paper of fee)