

Patent and Trademark Office

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
 Seymour Adler, an individual, residing at 2300
 Olinville Avenue, New York, New York 10467-7817,
 USA.

Individual Association
 General Partnership Limited Partnership
 Corporation
 Limited Liability Company

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, having
 Offices at 888 Seventh Avenue, New York,
 New York 10106, USA.

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 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: 6/24/ 2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
78,402,559

B. Trademark Registration No.(s)
1,784,895

Additional numbers attached? Yes XNo

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)

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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 Frank J. Colucci/AP July 13, 2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet 2

OMB No. 0651-0011

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OP \$65.00 78402559

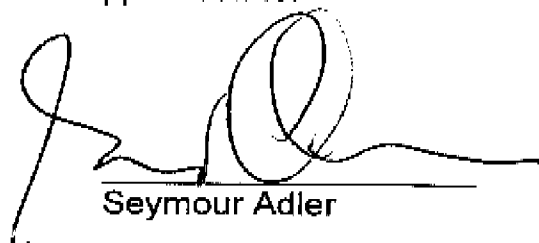
ASSIGNMENT

WHEREAS, Seymour Adler, an individual, residing at 2300 Olinville Avenue, New York, New York 10467-7817 ("ADLER"), is the owner of United States Registration No. 1,784,895, which issued July 27, 1993, for the trademark BASIC INSTINCT for "men's and boy's wearing apparel; namely, t-shirts, sweatshirts, tank tops, woven shirts, sweaters, cardigans, vests, jackets, pants, sweatpants, shorts, hats, caps, coats, shoes, socks, and underwear; and women's and girl's wearing apparel; namely, t-shirts, sweatshirts, tank tops, woven shirts, sweaters, cardigans, vests, jackets, pants, sweatpants, shorts, skirts, dresses, blouses, hats, caps, coats, shoes, socks and underwear" in International Class 25 and is also the owner of United States Application Serial No. 78/402,559 for registration of the trademark BASIC INSTINCT filed on April 15, 2004 for "men's and boy's wearing apparel; namely, t-shirts, sweatshirts, tank tops, woven shirts, sweaters, cardigans, vests, jackets, pants, sweatpants, shorts, hats, caps, coats, shoes, socks, and underwear; and women's and girl's wearing apparel; namely, t-shirts, sweatshirts, tank tops, woven shirts, sweaters, cardigans, vests, jackets, pants, sweatpants, shorts, skirts, dresses, blouses, hats, caps, coats, shoes, socks and underwear" in International Class 25 (the "BASIC INSTINCT Marks");

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 BASIC INSTINCT Marks and the registration and application for registration therefor.


NOW, THEREFORE, in consideration of the above Recitals, which are incorporated herein by this reference, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ADLER hereby assigns to VICTORIA'S SECRET, all right, title and interest in and to the BASIC INSTINCT Marks together with the goodwill of the business symbolized by the trademarks and said registration and application for registrations for said trademarks.

Dated: June 24, 2004



Seymour Adler

Sworn to before me this
24 day of June 2004.


Notary Public
W. BRANT MOSSOP
Notary Public, State of New York
No. 02MO4998862
Qualified in New York County
State Filed in New York County
Commission Expires July 13, 2011

RECORDED: 07/13/2004

TRADEMARK
REEL: 002891 FRAME: 0912