

**TRADEMARK ASSIGNMENT**

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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ed Beyer		12/01/2004	INDIVIDUAL: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bath & Body Works, Inc.		
<b>Street Address:</b>	Seven Limited Parkway		
<b>City:</b>	Reynoldsburg		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	43068		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2896014	BREATHE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)935-5728		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(212) 935-5700		
<b>Email:</b>	email@colucci-umans.com		
<b>Correspondent Name:</b>	Frank J. Colucci		
<b>Address Line 1:</b>	101 East 52nd Street		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	BBW/BREATHE		
<b>NAME OF SUBMITTER:</b>	Rich Jacobson		
<b>Total Attachments: 1</b> source=Assign_Beyer#page1.tif			

OP \$40.00 2896014

ASSIGNMENT

WHEREAS, Ed Beyer, an individual, conducting business at 2500 Wilshire Boulevard, Suite 1200, Los Angeles, California 90057 ("BEYER"), is the owner of Registration No. 2,896,014 of the trademark BREATHE (the "BREATHE Mark") for "skin care and body products, namely, body and facial cremes, body and facial lotions, eye cream, skin toners, cosmetic astringents, facial soap, bath soap, bath gel, facial cleansers, essential oils for personal use, hair and body shampoo, hair conditioner, hair gel, hair mousse, hair spray, foundation, concealer, blush, mascara, eyeliner, eye shadow, eyebrow pencils, lip pencils, lip stick, lip gloss, perfumes, body powder, body spray, nail polish, and nail polish remover," in International Class 3, in the United States Patent and Trademark Office;

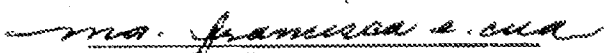
WHEREAS, Bath & Body Works, Inc. ("BATH & BODY WORKS"), a Delaware corporation, having offices at Seven Limited Parkway East, Reynoldsburg, Ohio 43068, is desirous of acquiring the BREATHE Mark.

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, BEYER hereby assigns to BATH & BODY WORKS all right, title and interest in and to the BREATHE Mark and the registration therefor, together with the goodwill of the business symbolized by the trademark and said registration.

Dated: December 1, 2004

By   
Ed Beyer

Sworn to before me this  
1st day of December, 2004.

  
Notary Public

