

3/3/05

03-31-2005



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

REC'D T... 102970810

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

Tab settings

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

1. Name of conveying party(ies): Intimate Beauty Corporation d/b/a Victoria's Secret Beauty

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

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

- 3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: February 25, 2005

2. Name and address of receiving party(ies) Name: Victoria's Secret Stores, Inc.

Internal Address:

Street Address: Four Limited Parkway

City: Reynolds State: OH Zip: 43068

burg, Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

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

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See Attachment

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Frank J. Colucci

Internal Address: Colucci & Umans

218 East 50th Street

Street Address:

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 234

7. Total fee (37 CFR 3.41): \$ 5865.00

Enclosed (Credit card authorization)

Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Frank J. Colucci Name of Person Signing

Signature

3/3/05 Date

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

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



03-07-2005

U.S. Patent & TMO/TM Mail Rpt Dt. #11

TRADEMARK REEL: 003141 FRAME: 0364

03/29/2005 ECDUPER 0000237 2636971 40 04 09 5051 04 10

4. (A) and (B) Schedule of Trademark Applications and Registrations

	<b>Trademark</b>	<b>Application No./ Registration No.</b>
1.	ALMOST NAKED	2,636,971
2.	AMBER ROMANCE	78/505,482
3.	ANGEL BRIDE	78/104,881
4.	AURA BEAUTY	76/247,166
5.	AURA LUXURIES	76/260,578
6.	AURA LUXURIES	78/091,414
7.	AURA PURE	76/260,579
8.	AURA SCIENCE	76/249,309
9.	AURA SCIENCE LABORATORIES	78/099,385
10.	AURA SCIENCE LABORATORIES	2,760,429
11.	AURA SURGE	2,744,995
12.	BACK IN MY ARMS	78/316,244
13.	BACKSTAGE SEXY	78/479,393
14.	BALMY DAYS	78/285,646
15.	BALMY NIGHTS	2,669,964
16.	BARE ATTITUDE	78/319,856
17.	BARE FANTASY	78/345,343
18.	BARE TEMPTATION	78/345,354
19.	BAREFOOT IN THE PARK	78/547,526
20.	BAREFOOT IN THE SAND	78/547521
21.	BARELY DRESSED	2,560,177
22.	BASIC INSTINCT	78/303,613
23.	BASIC INSTINCT	2,843,566
24.	BASIC INSTINCT	78/402,559
25.	BAT YOUR LASHES	2,660,487
26.	BE CALM	2,072,727
27.	BE GENTLE	2,528,584
28.	BE MY CUTI	78/313,766
29.	BE SMOOTH	2,204,383
30.	BEAUTIFULLY RADIANT FACE WASH	78/285,656
31.	BEAUTY CAN SAVE THE WORLD	78/501,819
32.	BEAUTY EVOLVED	2,770,350
33.	BEDROOM SEXY	78/241,052
34.	BITTEN BY LOVE	78/300,535
35.	BLACK FISHNETS	78/524,383
36.	BLISSFUL MOMENT	2,833,345
37.	BLOWING KISSES	2,841,860

38.	BLOWING KISSES	78/547,547
39.	BLUSHINGSKIN COMPLEX	78/090,113
40.	BREATHLESS	2,765,359
41.	BREATHLESS	78/362,891
42.	BREATHLESS	2,762,373
43.	BREATHLESS FOR HER	78/218,509
44.	BREATHLESS FOR HIM	78/218,503
45.	BRUSH WITH BEAUTY	2,705,219
46.	BUTT, I LOVE YOU	78/313,747
47.	CANDLELIT DINNER	78/524,541
48.	CHAMPAGNE AT TWILIGHT	78/081,839
49.	COFFEE & BLOSSOMS	2,159,661
50.	COLOR DRENCHED	75/894,535
51.	COLOR DRENCHED	78/401,504
52.	COME CLEAN	2,909,289
53.	COME CLEAN	78/346,803
54.	COVER STORY	78/148,361
55.	CURL & SHINE AND DESIGN	2,444,999
56.	CUTICLE CUSHIONER	2,667,059
57.	DOUBLE ENTENDRE	78/547,534
58.	EASY COME EASY GO	78/547,519
59.	ENCHANTED EMOTION	78/523,838
60.	ENDLESS LOVE	78/545,243
61.	EXOTIC SANDS	2,667,339
62.	EYELET CORSET	78/524,324
63.	FALLEN ANGEL	78/081,279
64.	FIRST NIGHT	78/140,619
65.	FIX ME UP	2,722,093
66.	FORBIDDEN ANGEL	78/104,885
67.	FORBIDDEN FANTASY	78/345,387
68.	FOREVER ROMANCE	78/137,587
69.	FULL FRONTAL	78/225,140
70.	FULL MANICURE	2,388,717
71.	GENTLE AFFECTION	2,491,516
72.	GENTLE COMFORT	2,534,864
73.	GENTLY POLISHED	2,532,971
74.	GET IT RIGHT	2,681,720
75.	GIVE ME YOUR HAND	78/313,698
76.	GRACE, AWAKENED	2,821,802
77.	GREAT BODY	78/284,374
78.	HAND IN HAND	78/091,195
79.	HAND IN HAND	816,730
80.	HAND ME YOUR HEART	78/313,699
81.	HANKY PINKY	2,675,508
82.	HEART, AWAKENED	2,865,764

83.	HIDDEN ASSETS	2,602,119
84.	HIGH HEELS	78/082,668
85.	HIS SECRET	78/097,176
86.	HOLD ME BACK	2,789,227
87.	HOLD THAT LINE	78/148,369
88.	HOLD, PLEASE	2,669,979
89.	HOLIDAYSECRETS	2,646,977
90.	HOT PINK	76/033,647
91.	HYDRO-VITAMIN LIPSTICK	2,339,399
92.	I MIST YOU SO MUCH	78/316,221
93.	I REALLY MIST YOU	78/316,223
94.	I'M ALL LEGS	78/313,696
95.	INDELICOLOR TECHNOLOGY	78/481,549
96.	INTRIGUE, AWAKENED	78/527,467
97.	ISLAND NECTARS	2,254,449
98.	IT LIPS	78/454,817
99.	IT'S A CURL	2,654,913
100.	LAST NIGHT	78/140,611
101.	LATHER ME WITH LOVE	78/313,751
102.	LAVISH LAUNDRY	2,486,334
103.	LAY YOURSELF BARE	78/313,697
104.	LEOPARD BIKINI	78/201,017
105.	LET'S HOLD HANDS	78/317,040
106.	LET'S PLAY TRUTH OR BARE	78/313,695
107.	LIFT ME HIGHER	78/316,240
108.	LIL' LIPSTICKS	78/292,435
109.	LIQUID PINK	76/012,690
110.	LOVE OFFERING	78/093,013
111.	LOVE SPELL	78/554,141
112.	LOVE SPELLS	2,489,115
113.	LUMINOUS TOUCH	78/070,287
114.	LUMINOUSPHERE	78/140,638
115.	LUXE TOUCH	78/103,014
116.	MAKE IT LAST	78/166,805
117.	MANE MANAGER	2,521,088
118.	MARABOU MULE	78/524,392
119.	MARRY ME	78/429,114
120.	MATTE'S-A-FACT	2,669,944
121.	MENAGE A TROIS	78/094,948
122.	MIDNIGHT SWIM	78/524,556
123.	MINT TO BE IN LOVE	78/280,888
124.	MOONLIT NIGHT	78/145,133
125.	MOUTH TO MOUTH	78/287,392
126.	NAKED PROMISE	78/345,364
127.	NAKED TEMPTATION	78/345,349

128.	NIGHT AFTER NIGHT	78/140,625
129.	NIGHT DEAR	78/145,145
130.	NIGHT LIFE	2,428,799
131.	NIGHT MOVES	78/217,454
132.	NUDE AWAKENING	2,608,070
133.	NUDE LUXURY	2,722,646
134.	PEAR GLACE	78/527,410
135.	PINK GLOW	76/229,100
136.	PINK ON PINK	76/192,127
137.	PLAYING FOOTsie	2,667,068
138.	PLEASURE SEEKER	78/430,700
139.	PLUMS & PETALS	2,560,016
140.	POWDER MY TOES	78/313,744
141.	PRETTY PRIMER	78/110,843
142.	PULSE PINK	76/197,903
143.	PURELY SENSUAL	78/130,289
144.	PURSE YOUR LIPS	2,833,364
145.	PUSH-OVER	2,687,212
146.	PUTTING ON AIRS	76/229,479
147.	RAINY DAY STROLL	78/122,580
148.	RICHLy DESERVED	2,557,219
149.	ROMANCING THE STONE	2,678,830
150.	ROMANTIC DUET	78/524,572
151.	ROMANTIC WISH	78/136,862
152.	SECRET 11	78/114,296
153.	SECRET 33	78/114,301
154.	SECRET 44	78/114,312
155.	SECRET 55	78/114,314
156.	SECRET 66	78/114,319
157.	SECRET 77	78/114,326
158.	SECRET 88	78/122,059
159.	SECRET 99	78/160,549
160.	SECRET DATE	78/084,856
161.	SECRET DETAILS	78/080,796
162.	SECRET EMBRACE	78/084,857
163.	SECRET INSTINCT	78/225,163
164.	SECRET KISS	78/084,864
165.	SECRET LOVE	78/084,865
166.	SECRET PROMISE	78/084,867
167.	SECRET SCENTSATIONS	78/095,648
168.	SECRET WISH	76/234,736
169.	SEDUCED BY LOVE	78/157,660
170.	SEDUCTIVE EMBRACE	78/120,782
171.	SERIOUSLY SOFT	78/524,582
172.	SEXTASY	78/324,853

173.	SEXY CHEEKS	78/086,953
174.	SEXY SPA	78/284,376
175.	SHARED SECRETS	78/090,207
176.	SHEERLY GLAMOROUS	78/345,379
177.	SHEERLY PRETTY	78/350,739
178.	SHINING KISSES	2,883,341
179.	SHOCKING PINK	76/003,578
180.	SHOW ME SOME LEG	78/313,752
181.	SHOW ME SOME SHIMMER	78/316,253
182.	SHOW ME SOME THIGH	78/317,049
183.	SHOW SOME SKIN	78/316,255
184.	SHOWER ME WITH COMPLIMENTS	78/316,219
185.	SHOWER ME WITH LOVE	78/316,217
186.	SHUN THE SUN	78/132,984
187.	SILK STOCKINGS	78/547,539
188.	SINGLE FILE	2,657,049
189.	SKINPHASE	78/118,646
190.	SKINPHASE ID	2,809,374
191.	SLEIGH RIDE	78/122,587
192.	SLIPON	2,386,129
193.	SLIP-ON SCENT	2,257,598
194.	SMOOTH OVER	78/380,685
195.	SMOOTH THINGS OVER	78/313,749
196.	SMOOTHLINER FOR EYES	2,388,716
197.	SMOOTHLINER FOR LIPS	2,388,715
198.	SO IN LOVE	78/466,928
199.	SOFT HANDS, SOFT HEART	78/316,249
200.	SOFTEN IT UP	2,486,333
201.	SPARKLING PERSONALITY	78/490,774
202.	SPASEXY	78/284,375
203.	SPEND THE NIGHT	78/145,095
204.	SPIRIT, AWAKENED	2,821,801
205.	SPRAY IT LIKE YOU MEAN IT	78/313,748
206.	SPRAY YOU LOVE ME	78/316,220
207.	SQUEEZE ME TIGHT	78/425,888
208.	STEAMY NIGHT	78/145,129
209.	STILL OF THE NIGHT	78/145,101
210.	STOLEN GLANCE	78/085,462
211.	STRICTLY SEXY	78/350,729
212.	STRICTLY SHEER	78/348,712
213.	SUEDE DUO	2,644,605
214.	SUEDE TOUCH	2,610,625
215.	SWEET TALK	2,560,165

216.	TAKE IT OFF, TAKE IT ALL OFF	2,669,982
217.	TAKE ME WITH YOU	2,669,960
218.	THE FRAGRANCE AND BODY CARE FOR ALL YOUR CURVES	78/228,419
219.	THE FULL TREATMENT	2,740,156
220.	THE NEW ROMANTICS	78/092,059
221.	TOMORROW NIGHT	78/140,608
222.	TUCK ME INTO SATIN	78/313,694
223.	TWEEZE ME	2,657,050
224.	UNSPOT	78/104,005
225.	VANILLA LACE	78/505,512
226.	VELVET BUSTIER	78/524,344
227.	VERY VOLUPTUOUS	78/132,986
228.	VERY VOLUPTUOUS	78/555,809
229.	WANNA HOLD HANDS	78/317,043
230.	WARM EMBRACE	2,745,272
231.	WELL MANICURED	2,667,100
232.	WHIMSY, AWAKENED	78/527,453
233.	WHIP UP SOME LOVE	78/317,047
234.	WHITE HEAT	78/350,744

# Delaware

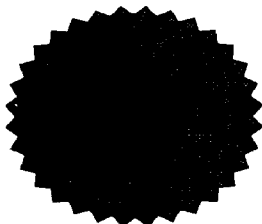
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INTIMATE BEAUTY CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "VICTORIA'S SECRET STORES, INC." UNDER THE NAME OF "VICTORIA'S SECRET STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2005, AT 4:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2005, AT 11:59 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3712505

2508660 8100M

050173736

DATE: 03-01-05

TRADEMARK  
REEL: 003141 FRAME: 0371



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:40 PM 02/25/2005  
FILED 04:40 PM 02/25/2005  
SRV 050161508 - 2508660 FILE

**CERTIFICATE OF MERGER  
OF  
INTIMATE BEAUTY CORPORATION  
INTO  
VICTORIA'S SECRET STORES, INC.**

Victoria's Secret Stores, Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That Victoria's Secret Stores, Inc. was incorporated on the 18<sup>th</sup> day of May, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Victoria's Secret Stores, Inc. is the surviving corporation and following the merger, its name shall continue to be Victoria's Secret Stores, Inc. Intimate Beauty Corporation, a corporation incorporated on the 18<sup>th</sup> day of May, 1995, pursuant to the General Corporation Law of the State of Delaware, is the merging corporation.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of Victoria's Secret Stores, Inc. and Intimate Beauty Corporation in accordance with §251 of the General Corporation Law of the State of Delaware.

FOURTH: Victoria's Secret Stores, Inc. shall be the surviving corporation and the Certificate of Incorporation of Victoria's Secret Stores, Inc., as in effect at the effective time of the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the office of the surviving corporation, located at Four Limited Parkway, Reynoldsburg, Ohio 43068, and a copy of the Agreement of Merger will be furnished by the surviving corporation, upon request and without cost, to any stockholder of any constituent corporation.

SIXTH: The merger shall be effective as of 11:59 p.m. Eastern Time on February 26, 2005.

IN WITNESS WHEREOF, Victoria's Secret Stores, Inc. has caused this Certificate of Merger to be signed by its Vice President as of the 25<sup>th</sup> day of February, 2005.

VICTORIA'S SECRET STORES, INC.

By: Scott A. Kriss  
Scott A. Kriss, Vice President