

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/29/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
V Secret Catalogue, Inc.		07/29/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Victoria's Secret Stores Brand Management, Inc.
Street Address:	Four Limited Parkway
City:	Reynoldsburg
State/Country:	OHIO
Postal Code:	43068
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 71

Property Type	Number	Word Mark
Serial Number:	78425092	A LIFE-ALTARING NEW FRAGRANCE FROM VICTORIA'S SECRET
Registration Number:	2168500	ANGELS BY VICTORIA'S SECRET
Serial Number:	78107587	BEACH SEXY
Serial Number:	78264763	BODY BY VICTORIA
Serial Number:	75979385	BODY BY VICTORIA
Registration Number:	2400956	BODY BY VICTORIA
Serial Number:	75439978	BODY BY VICTORIA
Serial Number:	75983159	DESIRE
Serial Number:	75524848	DREAM ANGELS BY VICTORIA'S SECRET
Registration Number:	2300658	ENGLISH LACE BY VICTORIA'S SECRET
Serial Number:	78221172	GLAMOUR BY VICTORIA'S SECRET
Serial Number:	78975517	GLAMOUR BY VICTORIA'S SECRET

OP \$1790.00 78425092

Registration Number:	2298330	KEEP YOUR SECRET
Serial Number:	78318234	LA FEMME VICTORIA
Serial Number:	78209673	LOVE AFFAIR BY VICTORIA'S SECRET
Serial Number:	78603791	LOVE PINK VICTORIA'S SECRET
Serial Number:	78571962	MOOD BY VICTORIA'S SECRET
Serial Number:	76596087	
Serial Number:	76596088	
Serial Number:	76596082	
Serial Number:	76596085	
Serial Number:	78092120	PURELY SEXY
Registration Number:	2238981	SECRET SIGNAL
Serial Number:	78295947	SEXY BY VICTORIA
Serial Number:	78094035	SO SEXY
Serial Number:	78667106	SUPERMODEL BEAUTY
Serial Number:	78667104	SUPERMODEL BY VICTORIA'S SECRET
Registration Number:	2488663	THE NEW SHAPE OF SEXY
Serial Number:	76975225	VERY SEXY
Serial Number:	76976443	VERY SEXY
Serial Number:	76234513	VERY SEXY
Serial Number:	78228401	VERY SEXY NOIR
Registration Number:	1146199	VICTORIA'S SECRET
Registration Number:	1908042	VICTORIA'S SECRET
Registration Number:	2455260	VICTORIA'S SECRET
Serial Number:	78440308	VICTORIA'S SECRET ANGELS
Registration Number:	2541042	VICTORIA'S SECRET DESIRE
Registration Number:	2861386	VICTORIA'S SECRET ESCAPES
Serial Number:	78206742	VICTORIA'S SECRET FANTASY
Serial Number:	78430695	VICTORIA'S SECRET FOR MEN
Serial Number:	78484510	VICTORIA'S SECRET GARDEN
Registration Number:	2165974	VICTORIA'S SECRET GARDEN
Registration Number:	1935346	VICTORIA'S SECRET
Serial Number:	78271944	VICTORIA'S SECRET HOME
Serial Number:	78631436	VICTORIA'S SECRET KISS
Serial Number:	78631439	VICTORIA'S SECRET KISSES
Registration Number:	2820380	VICTORIA'S SECRET PINK

Serial Number:	78637752	VICTORIA'S SECRET PINK
Serial Number:	76046788	VICTORIA'S SECRET PINK
Serial Number:	76200191	VICTORIA'S SECRET PINK
Serial Number:	76596089	VICTORIA'S SECRET PINK
Serial Number:	76596084	VICTORIA'S SECRET PINK
Serial Number:	76596083	VICTORIA'S SECRET PINK
Serial Number:	76596086	VICTORIA'S SECRET PINK
Serial Number:	76102571	VICTORIA'S SECRET SCENTSUAL GARDEN
Serial Number:	78318238	VICTORIA'S SECRET SEXY ANGELS
Registration Number:	2330205	VICTORIA'S SECRET SIGNATURE GOLD COLLECTION
Serial Number:	78526039	VICTORIA'S SECRET SPA
Serial Number:	78554942	VICTORIA'S SECRET SPORT & SPA
Registration Number:	2196470	VICTORIA'S SECRET SWIMWARE
Registration Number:	2628046	VICTORIA'S SECRET TENDER FINISH
Serial Number:	78378304	VICTORIA'S SECRET THE LOOK BOOK
Registration Number:	2557051	VICTORIA'S SECRET THE LOOK BOOK
Registration Number:	1924706	VICTORIA'S SECRET UNDERWARE
Registration Number:	2407056	VICTORIA'S SECRET V SET
Serial Number:	78134402	VICTORIA'S SECRET VOYEUR
Registration Number:	2244265	VS
Serial Number:	78417142	VS CLICKS
Registration Number:	2330348	VS SPORT
Serial Number:	78263166	VS STRETCH
Serial Number:	78588192	VS UPLIFT

CORRESPONDENCE DATA

Fax Number: (212)935-5728
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-935-5700
Email: email@colucci-umans.com
Correspondent Name: Frank J. Colucci
Address Line 1: 218 East 50th Street
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Frank J. Colucci
Signature:	/FJC/

Date:

08/17/2005

Total Attachments: 2

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Delaware

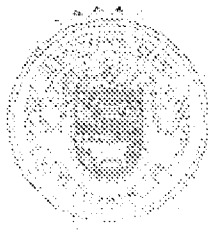
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The First State

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:

"V SECRET CATALOGUE, INC.", A DELAWARE CORPORATION, WITH AND INTO "VICTORIA'S SECRET STORES BRAND MANAGEMENT, INC." UNDER THE NAME OF "VICTORIA'S SECRET STORES BRAND MANAGEMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 2005, AT 10:21 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3917124 8100M

AUTHENTICATION: 4095339

050675368

DATE: 08-16-05

TRADEMARK

REEL: 003142 FRAME: 0309

**CERTIFICATE OF MERGER
OF
V SECRET CATALOGUE, INC.
INTO
VICTORIA'S SECRET STORES BRAND MANAGEMENT, INC.**

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

FIRST: That Victoria's Secret Stores Brand Management, Inc. was incorporated on the 26th day of January, 2005, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Victoria's Secret Stores Brand Management, Inc. is the surviving corporation and following the merger, its name shall continue to be Victoria's Secret Stores Brand Management, Inc. V Secret Catalogue, Inc., a corporation incorporated on the 18th 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 Brand Management, Inc. and V Secret Catalogue, Inc. in accordance with §251 of the General Corporation Law of the State of Delaware.

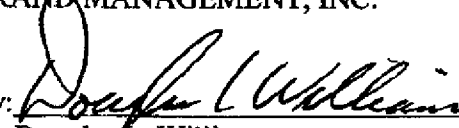
FOURTH: Victoria's Secret Stores Brand Management, Inc. shall be the surviving corporation and the Certificate of Incorporation of Victoria's Secret Stores Brand Management, Inc., as in effect at the effective time of the merger, shall be the certificate of incorporation of the surviving corporation.

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. (EDST) on July 30, 2005.

IN WITNESS WHEREOF, Victoria's Secret Stores Brand Management, Inc. has caused this Certificate of Merger to be signed by its Senior Vice President, Deputy General Counsel as of the 29th day of July, 2005.

VICTORIA'S SECRET STORES
BRAND MANAGEMENT, INC.

By: 
Douglas L. Williams,
Senior Vice President, Deputy General Counsel