

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Victoria's Secret Stores, Inc.		07/29/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Victoria's Secret Stores, LLC
Street Address:	Four Limited Parkway
City:	Reynoldsburg
State/Country:	OHIO
Postal Code:	43068
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 144

Property Type	Number	Word Mark
Serial Number:	78589063	21ST CENTURY TECHNOLOGY. 21ST CENTURY SEXY.
Serial Number:	78607931	80
Serial Number:	78611741	80
Serial Number:	78607941	86
Serial Number:	78611746	86
Registration Number:	2690609	A BODY FOR EVERYBODY
Registration Number:	2296187	ALL AN ILLUSION
Registration Number:	2577863	ALL YOU SEE IS CURVES
Registration Number:	2636971	ALMOST NAKED
Serial Number:	78505482	AMBER ROMANCE
Serial Number:	78104881	ANGEL BRIDE
Registration Number:	2293607	ANGELS 2000
Serial Number:	78400809	ANGELS ACROSS AMERICA

OP \$3615.00 78589063

Serial Number:	76247166	AURA BEAUTY
Serial Number:	78091414	AURA LUXURIES
Serial Number:	76260578	AURA LUXURIES
Serial Number:	76260579	AURA PURE
Serial Number:	76249309	AURA SCIENCE
Registration Number:	2760429	AURA SCIENCE LABORATORIES
Serial Number:	78099385	AURA SCIENCE LABORATORIES
Registration Number:	2754375	AURASENSE
Registration Number:	2744995	AURA SURGE
Serial Number:	78316244	BACK IN MY ARMS
Serial Number:	78479393	BACKSTAGE SEXY
Serial Number:	78285646	BALMY DAYS
Registration Number:	2669964	BALMY NIGHTS
Serial Number:	78319856	BARE ATTITUDE
Registration Number:	2474551	BARE ATTITUDE
Serial Number:	78345354	BARE TEMPTATION
Serial Number:	78547526	BAREFOOT IN THE PARK
Serial Number:	78547521	BAREFOOT IN THE SAND
Registration Number:	2560177	BARELY DRESSED
Serial Number:	78303613	BASIC INSTINCT
Registration Number:	2843566	BASIC INSTINCT
Registration Number:	2947951	BASIC INSTINCT
Registration Number:	2660487	BAT YOUR LASHES
Registration Number:	2528584	BE GENTLE
Serial Number:	78313766	BE MY CUTI
Serial Number:	78588733	BE SMOOTH
Serial Number:	78285656	BEAUTIFULLY RADIANT FACE WASH
Serial Number:	78501819	BEAUTY CAN SAVE THE WORLD
Registration Number:	2770350	BEAUTY EVOLVED
Serial Number:	78658549	BEAUTY RUSH
Serial Number:	78241052	BEDROOM SEXY
Serial Number:	78604554	BEGUILING
Registration Number:	2955743	BITTEN BY LOVE
Serial Number:	78524383	BLACK FISHNETS
Registration Number:	2833345	BLISSFUL MOMENT

Serial Number:	78547547	BLOWING KISSES
Registration Number:	2841860	BLOWING KISSES
Serial Number:	78090113	BLUSHINGSKIN COMPLEX
Registration Number:	2589066	BODY BARE
Serial Number:	78684649	BODY MATCH
Serial Number:	78122960	BODY MATCH
Registration Number:	2841855	BODY REWARDS
Serial Number:	75923832	BODYFLEX
Registration Number:	2772014	BODYFLEX
Registration Number:	2843885	BOXSIES
Registration Number:	2765359	BREATHLESS
Serial Number:	78362891	BREATHLESS
Registration Number:	2762373	BREATHLESS
Serial Number:	78218509	BREATHLESS FOR HER
Serial Number:	78218503	BREATHLESS FOR HIM
Registration Number:	2705219	BRUSH WITH BEAUTY
Registration Number:	2298327	BRUSH WITH GREATNESS
Serial Number:	78313747	BUTT, I LOVE YOU
Serial Number:	78524541	CANDLELIT DINNER
Serial Number:	78081839	CHAMPAGNE AT TWILIGHT
Registration Number:	2931036	COLOR DRENCHED
Registration Number:	2940182	COLOR DRENCHED
Registration Number:	2909289	COME CLEAN
Serial Number:	78346803	COME CLEAN
Serial Number:	78650176	COMMIT A CHOCOLATE SIN
Serial Number:	78148361	COVER STORY
Registration Number:	2444999	CURL & SHINE
Registration Number:	2667059	CUTICLE CUSHIONER
Registration Number:	2300097	DASH ME A LINE
Serial Number:	78547534	DOUBLE ENTENDRE
Serial Number:	78615663	DRAPE ME IN SATIN
Registration Number:	2300099	DRAW ME A LINE
Registration Number:	2300101	DREAM DUST
Serial Number:	78547519	EASY COME EASY GO
Serial Number:	78523838	ENCHANTED EMOTION

Registration Number:	1697308	ENCOUNTER
Serial Number:	78620868	ENCOUNTER
Serial Number:	78545243	ENDLESS LOVE
Serial Number:	78604572	ENTHRALL
Serial Number:	78617742	ENTHRALLED
Serial Number:	78688764	EVERYDAY EMBRACE
Registration Number:	2667339	EXOTIC SANDS
Serial Number:	78524324	EYELET CORSET
Serial Number:	78650196	FABULOUSLY FULL
Serial Number:	78081279	FALLEN ANGEL
Serial Number:	78650188	FAMOUSLY FULL
Serial Number:	78650146	FETCHING SWEETS
Serial Number:	78140619	FIRST NIGHT
Registration Number:	2722093	FIX ME UP
Serial Number:	78104885	FORBIDDEN ANGEL
Serial Number:	78345387	FORBIDDEN FANTASY
Serial Number:	78137587	FOREVER ROMANCE
Serial Number:	78215198	FOREVER SEXY
Serial Number:	78225140	FULL FRONTAL
Registration Number:	2388717	FULL MANICURE
Registration Number:	2491516	GENTLE AFFECTION
Registration Number:	2534864	GENTLE COMFORT
Registration Number:	2532971	GENTLY POLISHED
Registration Number:	2681720	GET IT RIGHT
Serial Number:	78622071	GIVE ME FIZZ
Serial Number:	78525312	GIVE ME SEXY
Serial Number:	78313698	GIVE ME YOUR HAND
Serial Number:	78241028	GLAMOUR
Registration Number:	2376369	GLAMOUR SHEERS
Registration Number:	2369775	GLOSSY SMOOTH
Serial Number:	78652342	GLOWSEXY
Registration Number:	2821802	GRACE, AWAKENED
Serial Number:	78284374	GREAT BODY
Registration Number:	816730	HAND IN HAND
Serial Number:	78091195	HAND IN HAND

Serial Number:	78313699	HAND ME YOUR HEART
Registration Number:	2675508	HANKY PINKY
Serial Number:	78650135	HEART SMACKERS
Registration Number:	2865764	HEART, AWAKENED
Registration Number:	2602119	HIDDEN ASSETS
Serial Number:	78620852	HIDDEN FIRE
Serial Number:	78082668	HIGH HEELS
Serial Number:	78097176	HIS SECRET
Registration Number:	2789227	HOLD ME BACK
Serial Number:	78148369	HOLD THAT LINE
Registration Number:	2669979	HOLD, PLEASE
Registration Number:	2646977	HOLIDAYSECRETS
Serial Number:	78604591	HONEY DRENCH
Serial Number:	76033647	HOT PINK
Serial Number:	78612524	HUNGER
Registration Number:	2339399	HYDRO-VITAMIN LIPSTICK
Serial Number:	78316221	I MIST YOU SO MUCH
Serial Number:	78316223	I REALLY MIST YOU
Serial Number:	78313696	I'M ALL LEGS
Serial Number:	78481549	INDELICOLOR TECHNOLOGY
Serial Number:	78527467	INTRIGUE, AWAKENED
Serial Number:	78491744	IPEX
Registration Number:	2254449	ISLAND NECTARS
Serial Number:	78454817	IT LIPS
Registration Number:	2654913	IT'S A CURL
Serial Number:	78345343	BARE FANTASY

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:

08/18/2005

Total Attachments: 2

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Delaware

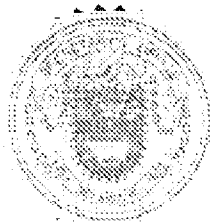
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The First State

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:

"VICTORIA'S SECRET STORES, INC.", A DELAWARE CORPORATION, WITH AND INTO "VSS STORE OPERATIONS, LLC" UNDER THE NAME OF "VICTORIA'S SECRET STORES, LLC", A LIMITED LIABILITY COMPANY 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 10:08 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 11:40 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3941471 8100M

AUTHENTICATION: 4098890

050675368

DATE: 08-16-05
TRADEMARK

REEL: 003143 FRAME: 0302

**CERTIFICATE OF MERGER
OF
VICTORIA'S SECRET STORES, INC.
INTO
VSS STORE OPERATIONS, LLC**

[Domestic Limited Liability Company Surviving]

The undersigned limited liability company, VSS Store Operations, LLC, organized and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del. C. §§18-101, et seq. (the "Delaware Act"), for the purpose of merging with another entity pursuant to §18-209 of the Delaware Act, DOES HEREBY CERTIFY:

FIRST: That the name and jurisdiction of formation or organization of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation/Organization</u>
VSS Store Operations, LLC	Delaware
Victoria's Secret Stores, Inc.	Delaware

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged by the constituent entities in accordance with §18-209 of the Delaware Act and §264(c) and §228 of the General Corporation Law of the State of Delaware, 8 Del. C. §101, et seq.

THIRD: The name of the surviving Delaware limited liability company is VSS Store Operations, LLC and, as of the Effective Time (as defined in Article Fourth below), Article 1 of the Certificate of Formation of the LLC shall be amended in its entirety to read as follows:

1. The name of the limited liability company is "Victoria's Secret Stores, LLC".


FOURTH: The merger of Victoria's Secret Stores, Inc. into VSS Store Operations, LLC shall be effective as of 11:40 p.m. (EDST) on July 30, 2005 (the "Effective Time").

FIFTH: The executed agreement of merger is on file at the principal place of business of the surviving Delaware limited liability company. The address of the principal place of business of the surviving Delaware limited liability company is Four Limited Parkway, Reynoldsburg, Ohio 43068.

SIXTH: A copy of the agreement of merger will be furnished by the surviving Delaware limited liability company, on request and without cost, to any member of VSS Store Operations, LLC or any stockholder of Victoria's Secret Stores, Inc.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed this 29th day of July, 2005, and is being filed in accordance with §18-209 of the Delaware Act by an authorized officer of the sole member of the surviving Delaware limited liability company.

VSS STORE OPERATIONS, LLC
By: WOMANCO, INC., Sole Member

By: 
Mark A. Giresi,
Executive Vice President, Retail Operations