

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: 212

Property Type	Number	Word Mark
Serial Number:	78140611	LAST NIGHT
Serial Number:	78612581	LATER
Serial Number:	78313751	LATHER ME WITH LOVE
Registration Number:	2486334	LAVISH LAUNDRY
Serial Number:	78313697	LAY YOURSELF BARE
Serial Number:	78201017	LEOPARD BIKINI
Serial Number:	78317040	LET'S HOLD HANDS
Serial Number:	78313695	LET'S PLAY TRUTH OR BARE
Registration Number:	2953589	LIL' LIPSTICKS
Registration Number:	2306212	LIQUID LINGERIE
Serial Number:	76012690	LIQUID PINK
Serial Number:	78585313	LOOK AT MY LASHES
Serial Number:	78093013	LOVE OFFERING

OP \$5315.00 78140611

Serial Number:	78554141	LOVE SPELL
Registration Number:	2489115	LOVE SPELLS
Serial Number:	78070287	LUMINOUS TOUCH
Serial Number:	78140638	LUMINOUSPHERE
Serial Number:	78103014	LUXE TOUCH
Serial Number:	78166805	MAKE IT LAST
Registration Number:	2311769	MAKE UP YOUR FANTASY
Registration Number:	2521088	MANE MANAGER
Serial Number:	78524392	MARABOU MULE
Serial Number:	78429114	MARRY ME
Registration Number:	2669944	MATTE'S-A-FACT
Serial Number:	78094948	MENAGE A TROIS
Serial Number:	78524556	MIDNIGHT SWIM
Registration Number:	2961113	MINT TO BE IN LOVE
Serial Number:	78616726	MODEL FINISH
Serial Number:	78145133	MOONLIT NIGHT
Registration Number:	2961153	MOUTH TO MOUTH
Serial Number:	78345364	NAKED PROMISE
Serial Number:	78345349	NAKED TEMPTATION
Registration Number:	2400733	NEARLY NUDES
Serial Number:	78612601	NEED
Serial Number:	78650154	NEVER NIBBLE ALONE
Serial Number:	78604613	NEW LOVE
Serial Number:	78650165	NIBBLE ME. BITE ME. LOVE ME.
Serial Number:	78140625	NIGHT AFTER NIGHT
Serial Number:	78145145	'NIGHT DEAR
Registration Number:	2428799	NIGHT LIFE
Serial Number:	78217454	NIGHT MOVES
Serial Number:	78612626	NOT YET
Registration Number:	2608070	NUDE AWAKENING
Registration Number:	2722646	NUDE LUXURY
Serial Number:	78585306	PAINT MY NAILS
Registration Number:	2298329	PARTY OF 4
Serial Number:	78527410	PEAR GLACÉ
Registration Number:	2455582	PERFECT SILHOUTTE

Serial Number:	78582428	PHI BETA PINK
Serial Number:	76192127	PINK ON PINK
Registration Number:	2294549	PLAY AROUNDS
Registration Number:	2667068	PLAYING FOOTsie
Serial Number:	78430700	PLEASURE SEEKER
Registration Number:	2560016	PLUMS & PETALS
Serial Number:	78313744	POWDER MY TOES
Serial Number:	78110843	PRETTY PRIMER
Serial Number:	76197903	PULSE PINK
Registration Number:	2288282	PULSEPOINTS
Registration Number:	2483672	PURE REFLECTION ULTRA SHINE LIPSTICK
Serial Number:	78130289	PURELY SENSUAL
Registration Number:	2833364	PURSE YOUR LIPS
Registration Number:	2687212	PUSH-OVER
Serial Number:	78627334	RADIATE SEXY
Serial Number:	78122580	RAINY DAY STROLL
Registration Number:	1773351	RAPTURE
Registration Number:	749898	RAPTURE
Registration Number:	2557219	RICHLy DESERVED
Registration Number:	2286285	RIVIERA SUN
Registration Number:	2678830	ROMANCING THE STONE
Registration Number:	2300937	ROMANTIC BLUSH
Serial Number:	78524572	ROMANTIC DUET
Registration Number:	2920131	ROMANTIC WISH
Serial Number:	78136862	ROMANTIC WISH
Serial Number:	78616741	SEAMLESS COVER
Registration Number:	1959507	SECOND SKIN SATIN
Registration Number:	2433559	SECOND SKIN SATIN
Serial Number:	78333065	SECOND SKIN SWIM
Serial Number:	78114296	SECRET 11
Serial Number:	78114301	SECRET 33
Serial Number:	78114312	SECRET 44
Serial Number:	78114314	SECRET 55
Serial Number:	78114319	SECRET 66
Serial Number:	78114326	SECRET 77

Serial Number:	78122059	SECRET 88
Serial Number:	78160549	SECRET 99
Serial Number:	78620894	SECRET DATE
Serial Number:	78084856	SECRET DATE
Serial Number:	78661456	SECRET DETAILS
Serial Number:	78080796	SECRET DETAILS
Serial Number:	78661612	SECRET EMBRACE
Serial Number:	78620927	SECRET EMBRACE
Serial Number:	78084857	SECRET EMBRACE
Serial Number:	78225163	SECRET INSTINCT
Serial Number:	78620952	SECRET KISS
Serial Number:	78084864	SECRET KISS
Serial Number:	78620961	SECRET LOVE
Serial Number:	78084865	SECRET LOVE
Serial Number:	78620990	SECRET PROMISE
Serial Number:	78084867	SECRET PROMISE
Serial Number:	76234736	SECRET WISH
Serial Number:	78120782	SEDUCTIVE EMBRACE
Serial Number:	78229847	SENSUAL SHAPERS
Registration Number:	2243092	SENSUAL SHAPERS
Serial Number:	78524582	SERIOUSLY SOFT
Serial Number:	78324853	SEXTASY
Serial Number:	78086953	SEXY CHEEKS
Serial Number:	78687527	SEXY LITTLE LOLLIPOP
Serial Number:	78589604	SEXY LITTLE MINTS
Serial Number:	78617134	SEXY LITTLE SHOPPER
Serial Number:	78627518	SEXY LITTLE SWEETS
Serial Number:	78515089	SEXY LITTLE THINGS
Serial Number:	78284376	SEXY SPA
Serial Number:	78474756	SEXY SUPPORT
Registration Number:	2776825	SEXY SUPPORT
Serial Number:	78581608	SEXY SUPPORT FOR YOUR SPORT
Serial Number:	78652365	SEXYGLOW
Serial Number:	78661436	SHARED SECRETS
Serial Number:	78090207	SHARED SECRETS

Serial Number:	78345379	SHEERLY GLAMOROUS
Serial Number:	78350739	SHEERLY PRETTY
Registration Number:	2883341	SHINING KISSES
Serial Number:	76003578	SHOCKING PINK
Serial Number:	78611697	SHOW ME OFF
Serial Number:	78313752	SHOW ME SOME LEG
Registration Number:	2961376	SHOW ME SOME SHIMMER
Serial Number:	78317049	SHOW ME SOME THIGH
Serial Number:	78316255	SHOW SOME SKIN
Serial Number:	78611689	SHOWER ME WITH ATTENTION
Serial Number:	78316219	SHOWER ME WITH COMPLIMENTS
Serial Number:	78316217	SHOWER ME WITH LOVE
Serial Number:	76229100	PINK GLOW
Serial Number:	78132984	SHUN THE SUN
Serial Number:	78547539	SILK STOCKINGS
Registration Number:	2298328	SILK WEAR
Registration Number:	2226915	SILKY OPAQUE
Serial Number:	78650160	SINFULLY SEXY CHOCOLATE
Serial Number:	78589543	SINFULLY SEXY GUM
Serial Number:	78589564	SINFULLY SEXY MINTS
Registration Number:	2657049	SINGLE FILE
Serial Number:	78650123	SIT STAY SWEET
Registration Number:	2258252	SKIN TONES
Serial Number:	78118646	SKINPHASE
Registration Number:	2809374	SKINPHASE ID
Serial Number:	78122587	SLEIGH RIDE
Registration Number:	2386129	SLIPON
Registration Number:	2257598	SLIP-ON SCENT
Serial Number:	78618918	SLOW MELT
Serial Number:	78380685	SMOOTH OVER
Registration Number:	2300098	SMOOTH TALK
Serial Number:	78313749	SMOOTH THINGS OVER
Registration Number:	2388716	SMOOTHLINER FOR EYES
Registration Number:	2388715	SMOOTHLINER FOR LIPS
Serial Number:	78466928	SO IN LOVE

Serial Number:	78316249	SOFT HANDS, SOFT HEART
Registration Number:	2801420	SOFT LUXE
Registration Number:	2486333	SOFTEN IT UP
Serial Number:	78490774	SPARKLING PERSONALITY
Serial Number:	78284375	SPASEXY
Serial Number:	78145095	SPEND THE NIGHT
Registration Number:	2821801	SPIRIT, AWAKENED
Serial Number:	78313748	SPRAY IT LIKE YOU MEAN IT
Serial Number:	78316220	SPRAY YOU LOVE ME
Serial Number:	78425888	SQUEEZE ME TIGHT
Serial Number:	78145129	STEAMY NIGHT
Serial Number:	78145101	STILL OF THE NIGHT
Serial Number:	78621011	STOLEN GLANCE
Serial Number:	78350729	STRICTLY SEXY
Serial Number:	78348712	STRICTLY SHEER
Registration Number:	2300100	STROKE OF BRILLIANCE
Serial Number:	78604644	SUCCULENT
Registration Number:	2644605	SUEDE DUO
Registration Number:	2610625	SUEDE TOUCH
Serial Number:	78604630	SUGAR HONEY
Registration Number:	2476217	SUNNY CHEEKS
Serial Number:	78627506	SUPER MELLOW MARSHMALLOW
Serial Number:	78618912	SWEET CRAVING
Registration Number:	2560165	SWEET TALK
Serial Number:	78684062	SWEET TEASE
Registration Number:	2669982	TAKE IT OFF, TAKE IT ALL OFF
Registration Number:	2669960	TAKE ME WITH YOU
Registration Number:	2304860	TENDER EMBRACE
Serial Number:	78228419	THE FRAGRANCE AND BODY CARE FOR ALL YOUR CURVES
Registration Number:	2740156	THE FULL TREATMENT
Registration Number:	2756416	THE MIRACLE BRA
Registration Number:	1849383	THE MIRACLE BRA
Registration Number:	2415646	THE MIRACLE MAKEOVER SWEEPSTAKES
Registration Number:	2762249	THE NATURAL MIRACLE BRA

Serial Number:	78092059	THE NEW ROMANTICS
Serial Number:	78627528	THE WORLD'S SEXIEST CHOCOLATE
Serial Number:	78627535	THE WORLD'S SEXIEST CHOCOLATE BAR
Serial Number:	78627502	THIS CANDY ROCKS
Serial Number:	78140608	TOMORROW NIGHT
Registration Number:	2270404	TOUCH OF VELVET
Serial Number:	78611682	TREAT ME NICE
Serial Number:	78611668	TREAT ME SWEET
Serial Number:	78313694	TUCK ME INTO SATIN
Registration Number:	2657050	TWEEZE ME
Serial Number:	78104005	UNSPOT
Serial Number:	78505512	VANILLA LACE
Serial Number:	78524344	VELVET BUSTIER
Serial Number:	78555809	VERY VOLUPTUOUS
Serial Number:	78132986	VERY VOLUPTUOUS
Registration Number:	2340479	V-STRING
Registration Number:	2409170	V-STRING
Serial Number:	78619188	WAIT
Serial Number:	78317043	WANNA HOLD HANDS
Registration Number:	2745272	WARM EMBRACE
Registration Number:	2667100	WELL MANICURED
Serial Number:	78527453	WHIMSY, AWAKENED
Serial Number:	78317047	WHIP UP SOME LOVE
Serial Number:	78350744	WHITE HEAT
Serial Number:	78620794	YEARN

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:

08/19/2005

Total Attachments: 2

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Delaware

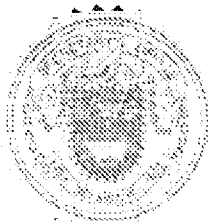
PAGE 1

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: 003145 FRAME: 0089

Secretary of State
Division of Corporations
Delivered 10:32 AM 07/29/2005
FILED 10:08 AM 07/29/2005
SRV 050626033 - 3941471 FILE

**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