

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/01/2006 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|-----------------------|
| Bathco, Inc. | | 07/01/2006 | CORPORATION: DELAWARE |
| WB Candleco, Inc. | | 07/01/2006 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|--|
| Name: | Bath & Body Works Brand Management, Inc. |
| Street Address: | Seven Limited Parkway |
| City: | Reynoldsburg |
| State/Country: | OHIO |
| Postal Code: | 43068 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------|----------|----------------------------|
| Serial Number: | 78766805 | BATH & BODY WORKS CLASSICS |

CORRESPONDENCE DATA

Fax Number: (614)577-3350
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: slawinski@bbw.com
 Correspondent Name: Bath & Body Works Brand Management, Inc.
 Address Line 1: 7 Limited Parkway East
 Address Line 2: Attn: Lori A. Slawinski
 Address Line 4: Reynoldsburg, OHIO 43068

| | |
|--------------------|---------------------|
| NAME OF SUBMITTER: | Assistant Secretary |
| Signature: | /Lori A. Slawinski/ |
| Date: | 06/08/2007 |

CH \$40.00 78766805

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:

"BATHCO, INC.", A DELAWARE CORPORATION,

"WB CANDLECO, INC.", A DELAWARE CORPORATION,

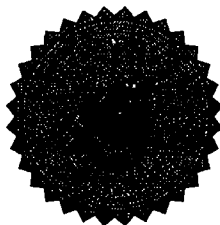
WITH AND INTO "BATH & BODY WORKS BRAND MANAGEMENT, INC." UNDER THE NAME OF "BATH & BODY WORKS BRAND MANAGEMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 8:59 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2006, AT 11:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3917127 8100M

060629738



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4870698

DATE: 06-30-06

TRADEMARK
REEL: 003557 FRAME: 0855

**CERTIFICATE OF MERGER
OF
BATHCO, INC.
AND
WB CANDLECO, INC.
INTO
BATH & BODY WORKS BRAND MANAGEMENT, INC.**

Bath & Body Works Brand Management, Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That Bath & Body Works Brand Management, Inc. was incorporated on the 26th day of January, 2005, pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That Bath & Body Works Brand Management, Inc. is the surviving corporation and following the merger, its name shall continue to be Bath & Body Works Brand Management, Inc. Bathco, Inc., a corporation incorporated on the 18th day of May, 1995, pursuant to the DGCL, and WB Candleco, Inc., a corporation incorporated on the 29th day of July, 1999, pursuant to the DGCL, are the merging corporations.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of Bath & Body Works Brand Management, Inc., Bathco, Inc. and WB Candleco, Inc. in accordance with §251 of the DGCL.

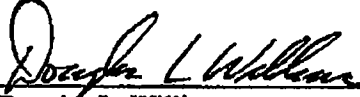
FOURTH: Bath & Body Works Brand Management, Inc. shall be the surviving corporation and the Certificate of Incorporation of Bath & Body Works Brand Management, Inc., as in effect at the effective time of the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the office of the surviving corporation, located at Seven 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 11:55 p.m. (EDST) on July 1, 2006.

IN WITNESS WHEREOF, Bath & Body Works Brand Management, Inc. has caused this Certificate of Merger to be signed by its Senior Vice President - Enterprise General Counsel as of the 29th day of June, 2006.

BATH & BODY WORKS BRAND MANAGEMENT, INC.

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