

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
POUT LIMITED		03/26/2008	CORPORATION: UNITED KINGDOM

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: 7

Property Type	Number	Word Mark
Registration Number:	3081118	POUT
Serial Number:	78671481	BUSTIER
Serial Number:	76494875	POUT
Serial Number:	77070158	POUT
Serial Number:	78356642	POUT
Serial Number:	77070179	POUT
Serial Number:	77049541	VINTAGE CHIC

CORRESPONDENCE DATA

Fax Number: (917)522-7456
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-424-0575
 Email: onedeltscheff@limitedbrands.com
 Correspondent Name: Olga M. Nedeltscheff
 Address Line 1: 666 Fifth Avenue

CH \$190.00 3081118

Address Line 2: 4th Floor
Address Line 4: New York, NEW YORK 10103

ATTORNEY DOCKET NUMBER:	US-POUT ASSIGNMENT
NAME OF SUBMITTER:	Olga M. Nedeltscheff
Signature:	/OMN/
Date:	04/08/2008

Total Attachments: 3
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US

ASSIGNMENT OF TRADEMARKS

WHEREAS, Pout Limited , a corporation organized and existing under the laws of the United Kingdom with an office at 80 Charlotte Street, London W1A 1AQ (hereinafter referred to as "Assignor") is the owner of the trademarks set forth in the Schedule of Trademarks annexed hereto (hereinafter referred to as the "TRADEMARKS"); and


WHEREAS, Victoria's Secret Stores Brand Management, Inc., a corporation organized and existing under the laws of Delaware with an office at Four Limited Parkway, Reynoldsburg, Ohio 43068 (hereinafter referred to as "Assignee") is desirous of acquiring all of the right, title and interest of Assignor in, to and under the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS.

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee the entire right, title and interest of Assignor in and to the TRADEMARKS together with the goodwill of the business associated with the TRADEMARKS;

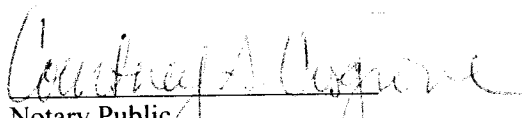
Assignor, does hereby sell, assign, transfer and set over unto Assignee, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the TRADEMARKS, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representative; and

Assignor further agrees to execute such further documents as may be required to record Assignee as the owner of the TRADEMARKS and the registrations herein assigned.

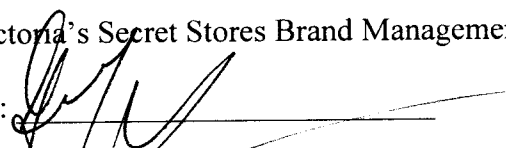
IN WITNESS WHEREOF, the parties have executed this instrument this 26 day of March, 2008.

Pout Limited,
By: 
Name: Melisse L. Shaban
Title: Chief Executive Officer

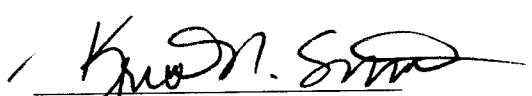
On this 26 day of March, 2008, before me personally appeared Melisse L. Shaban, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within written instrument and who acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, he, or the entity upon behalf of which he acted, executed the instrument.


Notary Public

COURTNEY A. COSGROVE
Notary Public, State of New York
No. 01CO8170470
Qualified in Kings County
Term Expires July 9, 2011

Victoria's Secret Stores Brand Management, Inc.
By: 
Name: Gail M. Stern
Title: Senior Vice President-Retail Operations-Legal

On this 20 day of March, 2008, before me personally appeared Gail M. Stern, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within written instrument and who acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, he, or the entity upon behalf of which he acted, executed the instrument.


Notary Public



AUGUST H. SCHMIDT
Notary Public, State of Ohio
Commission Expires 7/01/2009

SCHEDULE OF TRADEMARKS

UNITED STATES OF AMERICA: REGISTRATIONS

MARK	REGISTRATION NO.
POUT	3081118

UNITED STATES OF AMERICA: APPLICATIONS

MARK	APPLICATION NO.
BUSTIER	78/671481
POUT	76/494875
POUT	77/070158
POUT	78/356642
POUT (Stylized)	77/070179
VINTAGE CHIC	77/049541