

**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: 2**

Property Type	Number	Word Mark
Serial Number:	78688438	PERFECT PLAY
Serial Number:	78693197	PURE PARADISE

**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:	09/26/2005

OP \$65.00 78688438

Total Attachments: 2

source=certificate merger#page1.tif

source=certificate merger#page2.tif

# Delaware

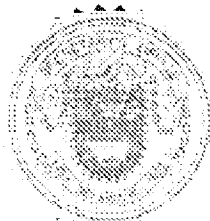
PAGE 1

*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: 003164 FRAME: 0896**

**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