

05-09-2005

FORM PTO-1595

(Rev. 10/02)

Docket No.: 038188-0382



102997720

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner for Patents and Trademarks: Please record the attached original documents or copy thereto:

1. Name of Conveying Party(ies):

INTIMATE BRANDS, INC.



2. Name and address of receiving party(ies):

Name: INTIMATE BRANDS, INC.

(merged with Intimate Brands Holding Co., Inc., but maintained the name of INTIMATE BRANDS, INC.)

Address: 3 Limited Parkway
Columbus, OHIOAdditional name(s) of conveying party(ies) attached? ☐ Yes ☐ NoAdditional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ Other

Execution Date: March 22, 2002

4. Application number(s) or patent number(s):

If the document is being filed together with a new application, the execution date of the application is:

A. Patent Application No(s).

09/766,636

B. Patent No(s).

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: MCDERMOTT WILL & EMERY LLP

Internal Address:

Street Address: 600 13th Street, N.W.

City: Washington State: D. C. Zip: 20005-3096

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41)

\$ 40.00

☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

500417

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Paul Devinsky, Reg. No. 28,553

May 3, 2005

Name and Registration No. of Person Signing

Signature

Date

Total number of pages including cover sheet:

12

OMB No. 0651-0027 (exp. 6/30/2005)

05/06/2005 GT0N11 00000197 500417 09766636

01 FC:8021

40.00 DA

WDC99 1077463-1.038188.0382

PATENT
REEL: 016520 FRAME: 0015

Delaware

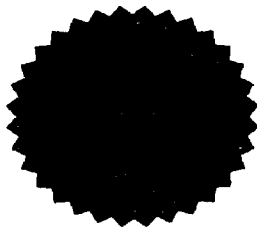
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"INTIMATE BRANDS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "INTIMATE BRANDS HOLDING CO., INC." UNDER THE NAME OF "INTIMATE BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIRST DAY OF MARCH, A.D. 2002, AT 4:01 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2326551 8100M

020191116

AUTHENTICATION: 1683531

DATE: 03-22-02

PATENT
REEL: 016520 FRAME: 0016

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
INTIMATE BRANDS, INC.
INTO
INTIMATE BRANDS HOLDING CO., INC.**

**Pursuant to Section 253 of the
Delaware General Corporation Law**

Intimate Brands Holding Co., Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), does hereby certify that:

1. Intimate Brands, Inc., a Delaware corporation ("IBI"), was incorporated on May 16, 1995, pursuant to the DGCL and is existing thereunder.
2. The Corporation was incorporated on February 22, 1993, pursuant to the DGCL and is existing thereunder.
3. The Corporation owns of record approximately 98% of the outstanding shares of Class A Common Stock of IBI (the "Shares"), the Shares being the only stock of IBI outstanding.
4. By unanimous written consent dated as of February 1, 2002, the board of directors of the Corporation adopted the resolutions attached as Exhibit 1 hereto providing for the merger (the "Merger") of IBI with and into the Corporation, which resolutions have not been amended or rescinded and are in full force and effect.
5. The Corporation shall be the surviving corporation in the Merger and from and after the time of the Merger, the name of the surviving corporation shall be "Intimate Brands, Inc."
6. The Certificate of Incorporation of the Corporation immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.
7. By written consent dated March 21, 2002 pursuant to Section 228 of the DGCL, the sole stockholder of the Corporation approved the Merger.
8. This Certificate of Ownership and Merger shall be effective at 4:01 p.m. EST on March 21, 2002.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed in its corporate name by its duly authorized officer.

Dated: March 21, 2002

INTIMATE BRANDS HOLDING
CO., INC.

By: *V. Ann Hailey*
Name: V. Ann Hailey
Title: President

EXHIBIT 1**WRITTEN CONSENT IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS OF
INTIMATE BRANDS HOLDING CO., INC.**

February 1, 2002

The undersigned, being all the directors of Intimate Brands Holding Co., Inc., a Delaware corporation (the "Corporation"), hereby unanimously consent to and adopt, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), the following resolutions:

WHEREAS, the Board of Directors of The Limited, Inc. (the "Parent"), the parent company of the Corporation, has determined that it is in the best interests of the Parent and its shareholders to effect a recombination of Intimate Brands, Inc. ("IBI") with the Corporation by way of an offer to exchange (the "Exchange Offer") shares of common stock, par value \$.50 per share, of the Parent (the "Parent Shares") for all of the shares of Class A Common Stock, par value \$.01 per share, of IBI (the "IBI Shares"), all on terms and conditions as substantially set forth in the Parent's prospectus attached hereto as Exhibit A;

WHEREAS, the Board of Directors of the Parent has determined that if the Exchange Offer is consummated and fewer than all of the outstanding IBI Shares are exchanged, IBI will be merged with and into the Corporation (the "Merger"), whereby the remaining holders of IBI Shares shall receive Parent Shares in exchange for their IBI Shares at the same exchange ratio as was offered to holders of IBI Shares in the Exchange Offer;

WHEREAS, the Board of Directors of the Corporation has also determined that the proposed Exchange Offer and the Merger (together, the "Transactions") would be advisable and in the best interests of the Corporation and its shareholders;

WHEREAS, for purposes of Section 16(b) ("Section 16(b)") of the Securities Exchange Act of 1934 ("Exchange Act"), the persons listed on Exhibit B hereto ("Section 16 Holders") could otherwise be deemed to be making a "disposition" of the IBI Shares held by such Section 16 Holders to be exchanged for Parent Shares upon consummation of the Merger;

WHEREAS, such Section 16 Holders also hold options to acquire IBI Shares which are derivative securities for purposes of Section 16 of the Exchange Act ("IBI Stock Options") which upon consummation of the Merger will be automatically exchanged for options to acquire Parent Shares ("Parent's Stock Options") and such exchange could otherwise be treated as a disposition of the IBI Stock Options for purposes of Section 16(b); and

WHEREAS, the Board of Directors of the Corporation has determined that such dispositions should not be subject to Section 16(b) but should have the

benefit of the exemption provided for in Rule 16b-3(c) pursuant to the Exchange Act;

NOW, THEREFORE, IT IS:

Approval of the Transactions

RESOLVED, that the Board of Directors hereby approves the Transactions;

RESOLVED, that each of the President or Vice President of the Corporation (the "Authorized Officers") is hereby authorized on behalf of the Corporation to execute a tender offer statement (a "Tender Offer Statement") or any other appropriate form under the Securities Exchange Act of 1934, as amended (the "1934 Act"), together with any appropriate exhibits, and thereafter to file with the Securities and Exchange Commission (the "SEC") the Tender Offer Statement and any necessary pre- or post-commencement amendments and supplements from time to time, in connection with the Exchange Offer, in each case in such form as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and filing thereof;

RESOLVED, that Samuel P. Fried is designated to act on behalf of the Corporation as the agent for service to be named in the Tender Offer Statement and authorized to receive service of all notices, orders, communications and other documents that may be issued by the SEC in connection with the Tender Offer Statement with all powers consequent upon such designation under the rules and regulations of the SEC;

Conversion of IBI Class B Common Stock

RESOLVED, that each of the Authorized Officers is hereby authorized on behalf of the Corporation to cause the conversion of the shares of Class B Common Stock, par value \$.01 per share, of IBI owned by the Corporation into IBI Shares effective immediately prior to the consummation of the Merger;

The Merger

RESOLVED, that as soon as practicable after the consummation of the Exchange Offer, pursuant to Section 253 of the DGCL, the Corporation shall cause IBI to be merged with and into the Corporation, whereupon the separate existence of IBI shall cease, and the Corporation shall be the surviving corporation (the "Surviving Corporation");

RESOLVED, that the Merger is hereby approved pursuant to the provisions of Section 253 of the DGCL;

RESOLVED, that the Merger shall become effective upon filing of the Certificate of Ownership and Merger (the "Effective Time");

RESOLVED, that the Effective Time each IBI Share outstanding immediately prior to the Effective Time (other than any IBI Shares held by the Corporation) shall be converted into the right to receive a number of Parent Shares equal to the exchange ratio in the Exchange Offer as determined by the Special Committee of the Board of Directors of Parent;

RESOLVED, that from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors of the Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Corporation at the Effective Time shall be the officers of the Surviving Corporation;

RESOLVED, that from and after the Effective Time, the name of the Surviving Corporation shall be "Intimate Brands, Inc.";

RESOLVED, that from and after the Effective Time, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation;

RESOLVED, that from and after the Effective Time, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation until amended in accordance with applicable law.

RESOLVED, that the exchange of the number of IBI Shares of and IBI Stock Options held by each Section 16 Holder as indicated on Exhibit B hereto for Parent Shares and Parent Stock Options, respectively, upon consummation of the Merger, allowing for adjustments for rounding and elimination of fractional shares, be and hereby is approved and such approval is expressly intended for the purpose of exempting such dispositions under Rule 16b-3(e) pursuant to the Exchange Act.

General Authorization

RESOLVED, that the Authorized Officers are, and each of them hereby is, authorized on behalf of the Corporation to take any and all action, to execute and deliver any and all documents, agreements and instruments and to take any and all steps deemed by any such Authorized Officer to be necessary, appropriate or desirable to carry out the purpose and intent of each of the foregoing resolutions and the transactions contemplated thereby, and all actions heretofore taken by any of them in furtherance thereof are hereby ratified and confirmed in all respects.

The action taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the DGCL.

IN WITNESS WHEREOF, we have hereunto signed our names as of
February __, 2002.

V. Ann Hailey

David H. Hasson

Christopher L. Kacmpfer

Jackie Smith

Charles H. Buckingham

The action taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the DGCL.

IN WITNESS WHEREOF, we have hereunto signed our names as of
February 1, 2002.



V. Ann Hailey



David H. Hasson

Christopher L. Kaempfer

Jackie Smith

Charles H. Buckingham

The action taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the DGCL.

IN WITNESS WHEREOF, we have hereunto signed our names as of February 1, 2002.

V. Ann Hailey

David H. Hasson



Christopher L. Kaempfer

Jackie Smith

Charles H. Buckingham

The action taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the DGCL.

IN WITNESS WHEREOF, we have hereunto signed our names as of February 1, 2002.

V. Ann Halley

David H. Hasson

Christopher L. Kaempfer

Jacque Smith
Jacque Smith

Charles H. Buckingham

The action taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the DGCL.

IN WITNESS WHEREOF, we have hereunto signed our names as of
February 1, 2002.

V. Ann Hailey

David H. Hasson

Christopher L. Kaempfer

Jackie Smith



Charles H. Buckingham