

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM325749

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	06/30/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bath & Body Works, Inc.		06/30/2006	CORPORATION: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
BBW Store Operations, LLC	06/30/2006	CORPORATION: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Bath & Body Works, LLC		
Street Address:	7 Limited Parkway		
City:	Reynoldsburg		
State/Country:	OHIO		
Postal Code:	43068		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3502996	ACNOSTAT	
Registration Number:	3655926	DERMOCRACY	
Registration Number:	3589017	NIACYL	
Registration Number:	3593038	WHAT'S YOUR SKIN CONCERN?	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	sdildine@lb.com		
Correspondent Name:	Bath & Body Works Brand Management, Inc.		
Address Line 1:	3 Limited Parkway		
Address Line 4:	Columbus, OHIO 43230		
ATTORNEY DOCKET NUMBER:	ASSIGNMENT TO BBW LLC		
NAME OF SUBMITTER:	Stacy Dildine		
SIGNATURE:	/Stacy Dildine/		

CH \$115.00 3502996

TRADEMARK

DATE SIGNED:	12/10/2014
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Total Attachments: 6

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**AGREEMENT OF MERGER
OF
BATH & BODY WORKS, INC.
INTO
BBW STORE OPERATIONS, LLC**

This AGREEMENT OF MERGER (this "Merger Agreement") is made and entered into on June 29, 2006, by and between BATH & BODY WORKS, INC., a Delaware corporation having a principal office located at Seven Limited Parkway, Reynoldsburg, Ohio 43068 (the "Corporation"), and BBW STORE OPERATIONS, LLC, a Delaware limited liability company having a principal office located at Seven Limited Parkway, Reynoldsburg, Ohio 43068 (the "LLC"), the Corporation and the LLC being hereinafter sometimes referred to collectively as the "Constituent Entities".

WITNESSETH:

WHEREAS, upon the terms and subject to the conditions set forth in this Merger Agreement and in the Limited Liability Company Agreement of the LLC (as required by §264 of the Corp. Act, as defined below), the Constituent Entities have deemed it advisable and in the best interest of their respective sole stockholder and sole member that the Constituent Entities be merged in a transaction authorized and permissible under (i) §18-209 and other provisions of the Delaware Limited Liability Company Act, Del. Code Ann. tit. 6, §§18-101 et seq. (the "LLC Act"), (ii) §264 and other provisions of the General Corporation Law of the State of Delaware, Del. Code Ann. tit. 8, §§101 et seq. (the "Corp. Act"), and (iii) the Limited Liability Company Agreement of the LLC (the "LLC Agreement"), pursuant to which the LLC would be the surviving entity and the Corporation would cease to have a separate existence; and

WHEREAS, the Board of Directors of the Corporation has adopted one or more resolutions approving this Merger Agreement, the Merger as defined herein, and the consummation of the transactions contemplated hereunder; and

WHEREAS, the business purpose for said Merger is that the sole stockholder of the Corporation wishes to continue the business of the Corporation in the form of a limited liability company, rather than in the form of a corporation, and the LLC was formed for the purpose of merging with the Corporation in a transaction pursuant to which the LLC would be the surviving entity; and

WHEREAS, each of the Constituent Entities intends that (i) said Merger constitute a tax-free reorganization of the Corporation, in accordance with Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Department regulations promulgated thereunder (the "Regulations"), and that (ii) the LLC be disregarded for federal income tax purposes, in accordance with Sections 301.7701-1, -2 and -3 of the Regulations;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein, it is hereby agreed by and between the Constituent Entities that the terms and conditions of the merger contemplated by this Merger Agreement and the mode of carrying the merger into effect, shall be as follows:

ARTICLE I

The Merger

Section 1.01. Merger of the Corporation with and into the LLC. At the Effective Time (as defined in Section 1.07 hereof), the Corporation shall be merged with and into the LLC (the "Merger"). The LLC shall be the surviving entity (hereinafter sometimes referred to as the "Surviving Entity") of the Merger, and shall continue its limited liability company existence under the laws of the State of Delaware. At the Effective Time, the separate corporate existence of the Corporation shall cease and 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 "Bath & Body Works, LLC."

Section 1.02. Effects of Merger. At the Effective Time, the Merger shall have the effects provided for herein, in §18-209(g) of the LLC Act and in §§259, 261 and 328 of the Corp. Act.

Section 1.03. Certificate of Formation and Limited Liability Company Agreement. At the Effective Time, the Certificate of Formation and the LLC Agreement, each as in effect immediately prior to the Effective Time, shall be the certificate of formation and the limited liability company agreement, respectively, of the Surviving Entity until thereafter duly amended in accordance with the provisions thereof and applicable law and, in the case of the certificate of formation, the provisions of Section 1.01 of this Merger Agreement.

Section 1.04. Member. The sole member of the LLC at the Effective Time shall be the sole member of the Surviving Entity until thereafter duly changed in accordance with the provisions of the certificate of formation and the limited liability company agreement of the LLC and applicable law.

Section 1.05. Resulting LLC Limited Liability Company Interest; Certain Tax Matters. As a result of the transactions provided for in this Merger Agreement, the sole member of the Surviving Entity shall continue to own the limited liability company interest in the Surviving Entity in the same manner as is provided under the limited liability company agreement of the LLC. The parties intend that the Merger shall constitute a tax-free reorganization of the Corporation, in accordance with Section 368(a) of the Code and the Regulations promulgated thereunder, and that the LLC shall be disregarded for federal income tax purposes, in accordance with Sections 301.7701-1, -2 and -3 of the regulations promulgated under the Code.

Section 1.06. Extinguishment of Capital Stock of the Corporation. At the Effective Time, each of the issued shares of the common stock of the Corporation shall, automatically and without further act on the part of either of the Constituent Entities or of the holder thereof, be extinguished and cease to be outstanding, without any payment or delivery of any other form of consideration being made in respect thereof.

Section 1.07. Effective Time. This Merger Agreement shall be submitted to the sole stockholder of the Corporation as provided by §§264(c) and 251(c) of the Corp. Act. If this Merger Agreement is duly adopted by said sole stockholder, the Certificate of Merger described in Section 2.01(d) of this Merger Agreement shall be executed and filed in the office of the Secretary of State of the State of Delaware, pursuant to the provisions of §18-209(c) of the LLC Act and §264(c) of the Corp. Act. The Merger shall become effective as of 11:59 p.m. (EDST) on the 1st day of July, 2006 (the "Effective Time").

Section 1.08. Additional Actions. If, at any time after the Effective Time, the Surviving Entity shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, title to and possession of any property or right of the Corporation acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Merger Agreement, the Corporation shall be deemed to have granted hereby to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and the possession of such property or right in the Surviving Entity and otherwise to carry out the purposes of this Merger Agreement; and the sole member and any other executive authority of the Surviving Entity are each and all hereby fully authorized in the name of the Corporation or otherwise to take any and all such action.

ARTICLE II

Adoption and Approval; Amendment; General Provisions

Section 2.01. Adoption and Approval.

(a) The Constituent Entities represent and warrant that the signatories to this Merger Agreement constitute (i) a duly authorized officer of the Corporation and (ii) a duly authorized officer of the sole member of the LLC, respectively. Each signatory to this Merger Agreement represents and warrants that this Merger Agreement is valid and enforceable against such signatory.

(b) The execution and delivery of this Merger Agreement evidence the approval of this Merger Agreement, the Merger and the consummation of the transactions contemplated hereunder by the Board of Directors of the Corporation.

(c) The sole member of the LLC has signified its adoption and approval (pursuant to the requirements of §18-209(b) of the LLC Act) of this Merger Agreement, the Merger, and the consummation of the transactions contemplated hereunder by executing the Approval by Sole Member of LLC set forth following the signatures to this Merger Agreement. As recited above, the Board of Directors of the Corporation heretofore has adopted and approved this Merger Agreement, pursuant to the requirements of §264(c) of the Corp. Act.


(d) The LLC is authorized hereby to execute, deliver and cause to be filed with the Secretary of State of the State of Delaware a Certificate of Merger substantially in the form of Appendix I attached hereto and made a part hereof, in accordance with the provisions of §18-209(c) of the LLC Act and §264(c) of the Corp. Act.

Section 2.02. Amendment. Subject to applicable law, this Merger Agreement may be amended, modified or supplemented by written agreement of the signatories hereto at any time prior to the filing of the Certificate of Merger with the Secretary of State of Delaware.

Section 2.03. Counterparts. This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

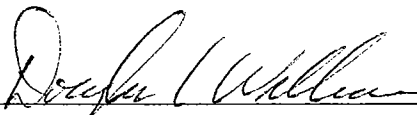
IN WITNESS WHEREOF, the Corporation and the LLC have caused this Merger Agreement to be approved, adopted, certified, executed and acknowledged as of the date first above written.

BBW STORE OPERATIONS, LLC,
By: Limited Brands Store Operations, Inc., Sole Member

By: 

Mark A. Giresi
Executive Vice President, Retail Operations

BATH & BODY WORKS, INC.

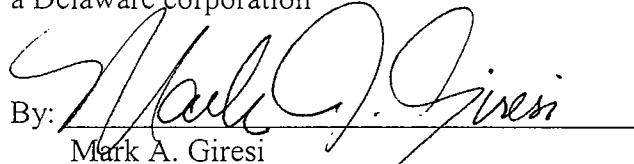
By: 

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

APPROVAL BY SOLE MEMBER OF LLC

The undersigned, being the sole member of BBW Store Operations, LLC, does hereby approve the foregoing Merger Agreement, the Merger as defined therein, and the consummation of the transactions contemplated thereunder.

LIMITED BRANDS STORE OPERATIONS, INC.,
a Delaware corporation

By: 
Mark A. Giresi
Executive Vice President, Retail Operations

**CERTIFICATE OF MERGER
OF
BATH & BODY WORKS, INC.
INTO
BBW STORE OPERATIONS, LLC**

[Domestic Limited Liability Company Surviving]

The undersigned limited liability company, BBW 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>
BBW Store Operations, LLC	Delaware
Bath & Body Works, 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 (the "DGCL"), 8 Del.C. §101, *et seq.*

THIRD: The name of the surviving Delaware limited liability company is BBW Store Operations, LLC and, as of the Effective Time (as defined in Article Fourth below), Article 1 of the Certificate of Formation of the surviving Delaware limited liability company shall be amended in its entirety to read as follows:

1. The name of the limited liability company is "Bath & Body Works, LLC".

FOURTH: The merger of Bath & Body Works, Inc. into BBW Store Operations, LLC shall be effective as of 11:59 p.m. (EDST) on July 1, 2006 (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 Seven 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 BBW Store Operations, LLC or any stockholder of Bath & Body Works, Inc.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed this 29th day of June, 2006, and is being filed in accordance with §18-209 of the Delaware Act and §264(c) of the DGCL by an authorized officer of the sole member of the surviving Delaware limited liability company.

BBW STORE OPERATIONS, LLC
By: Limited Brands Store Operations, Inc., Sole Member

By: _____
Mark A. Giresi
Executive Vice President, Retail Operations