

04-12-2001

TM



To the Honorable Commissioner of Patents

and checked original documents or copy thereof.

101661998

1. Name of conveying party(ies):

Fleet Bank, N.A.

- Individual(s)
- General Partnership
- Corporation-State
- Other As Agent
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?

Yes No

3-23-01



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

Name: Bestform Inc. (formerly Bestform Foundations, Inc.)

Internal Address: _____

Street Address: 38-01 47th Avenue

City Long Island City State NY ZIP 11101

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Document previously recorded at Reel 1699, Frames 489-510 was erroneously recorded against PRIVATE LIFE, Reg. No. 831,850, due to the inadvertent inclusion of this registration on the schedule and recordation cover sheet (See Frames 491 and 505). Document re-recorded to correct error on stated Reel.
- Merger
- Change of Name

Execution Date: January 8, 1998

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

A. Trademark Application No.(s) _____

B. Trademark registration No.(s) 388,062

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1667 K Street, N.W.
Washington, D.C. 20006

Attn.: David C. Lee

File No.: 9492-326-999

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Please charge to the deposit account listed in Section 8, in addition to any other fees which may be due.

8. Deposit account number: 16-1150

DO NOT USE THIS SPACE

40E

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.

David C. Lee

Name of Person Signing Reg. No.

David C. Lee
Signature

March 23, 2001
Date

Total number of pages comprising cover sheet: 23

04/11/2001 LMUELLER 00000283 161150 388062

01 FD-401 40.00 CH

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

TRADEMARK
REEL: 002269 FRAME: 0417

MKD
3-13-98

03-13-1998



To the Honorable Commissioner of P

100661659

ted original documents or copy thereof.

<p>1. Name of conveying party(ies): Fleet Bank, N.A.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other as Agent</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Bestform Inc. (formerly Bestform Foundations, Inc.)</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>38-01 47th Avenue</u></p> <p>City <u>Long Island City</u> State <u>NY</u> ZIP <u>11101</u></p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designation must be a separate document from Assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Release of Amended and Restated Trademark Security Agreement recorded in the PTO on July 31, 1996 at Reel 1490, Frames 0099-0125 and Release of Assignment and Assumption and Amendment Agreement recorded in the PTO on January 23, 1995 at Reel 1292, Frames 302-340</u></p> <p>Execution Date: <u>January 8, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): None.</p>	<p>B. Trademark registration No.(s): See attached sheets.</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1667 K Street, N.W. Washington, D.C. 20006</p> <p>Attn: <u>Nancy H. Lutz, Esq.</u></p> <p>File No.: <u>4020-118-999</u></p>	<p>6. Total number of applications and registrations involved: <u>53</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>1340.00</u></p> <p>Please charge to the deposit account listed in Section 8, as well as any others fees which may be due.</p> <p>8. Deposit account number: <u>16-1150</u></p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Nancy H. Lutz</u> <u>Nancy H Lutz</u> <u>3/13/98</u> Name of Person Signing Reg. No. Signature Date</p> <p>Total number of pages comprising cover sheet: <u>22</u></p>	

Continuation to Question 4(b):

<u>Mark</u>	<u>Registration No.</u>
ANGELA (Stylized)	388,062
BESTFORM	562,317
BESTFORM	920,260
BESTFORM BEAUTI-FULL	1,523,634
BLOSSOM WITH UNDERSCENE (Stylized)	1,720,370
BODY COTTONS	1,733,253
BODY ROUGE	2,016,455
BORN FREE	859,746
COTTON CLOSE TO YOU	1,128,666
COTTON NEXT TO ME	1,128,331
COTTON NEXT TO YOU	1,128,667
COTTON LILIES	1,272,830
ENHANCE	806,773
ETERNAL YOUTH	1,956,676
FASCINATION	698,216
FASHION FAVORITES	1,847,748
FLIRTATION WALK (Stylized)	609,919
FREEDOM BRA	1,396,882
FRENCH CONNECTION	995,877

Continued on the next page

PEDC-113987.1

TRADEMARK
REEL: 1699 FRAME: 0490

TRADEMARK
REEL: 002269 FRAME: 0419

Continuation to Question 4(b):

<u>Mark</u>	<u>Registration No.</u>
GIGI	702,635
GLOSSIES	1,068,184
HOLD-UP	690,308
INVISIBRA	2,100,250
LA LIFT	1,978,789
LACE FANTASY	1,450,984
L.E.S.S.	1,475,108
LILY OF FRANCE (Stylized)	818,303
LILY PADS	652,094
LILYBITS	1,068,185
MINUET	648,342
NICOLE DUVAL	1,517,269
OBLIQUE (Stylized)	704,333
PLAYBACK	1,360,768
POIRETTE (Stylized)	406,586
POSTAGE STAMP	829,833
PRIVATE LIFE	831,850 DCL 3/1/01
PRIVATE WORLD	1,889,960
PROMISE (Stylized)	577,085

Continued on the next page

PEDC-113987.1

TRADEMARK
REEL: 1699 FRAME: 0491

TRADEMARK
REEL: 002269 FRAME: 0420

Continuation to Question 4(b):

<u>Mark</u>	<u>Registration No.</u>
QUEEN OF DIAMONDS (Stylized)	807,294
REWARD	690,307
ROCK 'N ROLL	690,971
SATIN ROMANCE	2,016,316
SHAPE INSURED	1,033,101
SILVER SAVERS	1,023,809
SILVER SAVER PLUS	1,110,075
SPORT FRAME	1,162,860
STRIPED ELEGANCE	2,022,483
SWEATERETTE	655,887
THE ULTIMATE BRA	1,997,396
THE ULTRATONER	1,086,511
TRU BALANCE (Stylized)	343,482
ULTRABODY	1,956,634
UNDERSCENE	905,184
VALUE IN STYLE	1,972,660

PEDC-113987.1

TRADEMARK
REEL: 1699 FRAME: 0492
TRADEMARK
REEL: 002269 FRAME: 0421

TERMINATION OF SECURITY INTEREST
(PATENTS AND TRADEMARKS)

This TERMINATION OF SECURITY INTEREST, dated as of January 8, 1998, is made by FLEET BANK, N.A., as agent (the "Agent").

WHEREAS, Bestform Inc. (formerly Bestform Foundations, Inc.) (the "Company") has granted a security interest in certain personal property to the Agent, including without limitation a security interest in certain trademarks (the "Intellectual Property"); and

WHEREAS, the Agent has agreed to terminate and release its security interest in all of such Intellectual Property, including, without limitation the Trademarks identified on Schedule 1 hereto, as herein provided;

NOW, THEREFORE, for valuable consideration, the Agent hereby terminates and releases its lien on and security interest in the following:

1. each trademark, trademark registration and trademark registration application of the Company, including, without limitation, the trademarks, trademark registrations and trademark registration applications referred to in Schedule 1 attached hereto; and
2. each trademark license to which the Company is a party.

TRADEMARK
REEL: 1699 FRAME: 0493

TRADEMARK
REEL: 002269 FRAME: 0422

IN WITNESS WHEREOF, the Agent has caused this Termination of Security Interest to be duly executed as of the date first set forth above.

FLEET BANK, N.A., as Agent

By: *Bry L. Wick*
Bryce Wicks
Title: *Vice President*

Accepted:

BESTFORM INC.
(formerly, Bestform Foundations, Inc.)

By: *Paul Ryan*
Title: *Secretary*

TRADEMARK
REEL: 1699 FRAME: 0494

TRADEMARK
REEL: 002269 FRAME: 0423

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 7th day of January, 1998, personally appeared Bruce Wicks to me known personally, and who, being by me duly sworn, deposes and says that he is a Vice President of Fleet Bank, N.A., and that said instrument was signed and sealed on behalf of said association, and said officer acknowledged said instrument to be the free act and deed of said association.

Ursula J. McGarland
Notary Public
My Commission Expires:

WESTCHESTER
New York
County NASSAU
J. 10. MAY 31. 1999

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 8 day of January, 1998, personally appeared Richard M. Zora to me known personally, and who, being by me duly sworn, deposes and says that he is the Secretary of Bestform Inc., and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporation.

Carlin A. Monck
Notary Public
My Commission Expires:

CARLIN A. MONCK
Notary Public, State of New York
No. 01408004188
Qualified in New York County
Commission Expires Oct. 6, 1999

272762.1

TRADEMARK
REEL: 1699 FRAME: 0495

TRADEMARK
REEL: 002269 FRAME: 0424

ROSTER OF U.S. & FOREIGN TRADEMARK REGISTRATIONS AND PENDING APPLICATIONS

OF

RESIFORM FOUNDATIONS, INC. (Delaware Corp.)

updated through May 17, 1996

Prepared by COLLARD & ROE, P.C.
1077 Northern Boulevard
Roslyn, New York 11576
(516) 365-9802

estform.tms
TRADEMARK
REEL:1699 FRAME: 0496

TRADEMARK
REEL: 002269 FRAME: 0425

KEY TO SUPERSCRIPTS APPEARING IN SCHEDULE

- * = marks assigned from Poirette to Bestform
- ** = formerly owned by Nicole Duval Intimates
- R = indicates renewal date; first date available in our files
- D = Recordal of assignment of application to Bestform-Del. being processed
- O = Confirmation of recordal of transfer of ownership to Bestform - Delaware received
 - = filed by Bestform-Delaware

TRADEMARK
REEL: 1699 FRAME: 0497

TRADEMARK
REEL: 002269 FRAME: 0426

SCHEDULE OF TRADEMARK AND SERVICE MARK REGISTRATIONS AND APPLICATIONS

<u>Mark</u>	<u>Class</u>	(1) Serial No. (2) Reg. In No.	(1) Filing Date (2) Reg. In. Date	<u>Proof of Use or 8 & 15</u>	<u>Renewed</u>	<u>Prior Registrations</u>
Angela (Stylized) ⁰	25	(2) 308,062	(2) 06/10/41		06/10/01	Bestform
Angela (Stylized) (Canada) ⁰	25	(2) 152,376	(2) 08/04/67		06/04/97	Bestform
Angela (Puerto Rico) ⁰	25	(2) 18,572	(2) 10/29/73		10/29/03	Bestform
Bestform ⁰	25	(2) 562,317	(2) 07/29/52		07/29/02	Bestform
Bestform ⁰	25	(2) 920,260	(2) 09/16/71		09/16/01	Bestform
Bestform (African-Malagasy Union)	25	(2) 16,191	(2) 05/15/56		05/15/96	Bestform
Bestform (Argentina)	25	(1) 1,947,075 (replaces Reg. No. 1,104,847/6)	(1) 05/27/94		Published 1/95	Bestform - Del.
Bestform + Des. (Austria) ⁰	25	(2) 128,679	(2) 12/15/69		12/31/99	Bestform
Bestform (Australia)	25	(2) 535,251	(2) 05/29/90		05/29/97	Bestform
Bestform (Bahamas) ⁰	38	(2) 3,854	(2) 01/23/63		01/23/05	Bestform
Bestform (Barbados) ⁰	25	(1)	(1) 06/18/92 (Replaces Reg. 8,524)			Bestform
Bestform (Belgium) ⁰	25	(2) 301,632	(2) 03/12/71		03/12/01	Bestform
Bestform (Belux) ⁰	25	(2) 074,571	(2) 11/18/71		11/18/98	Bestform
Bestform (Bermuda)	38	(2) 4,800	(2) 02/06/63		02/08/05	Bestform
Bestform (Bolivia)	25	(2) 36,488	(2) 05/20/76 ^R		being renewed	Bestform
Bestform (Chile)	25	(2) 418,723	(2) 11/20/73		12/21/03	Bestform
Bestform (Colombia) ⁰	25	(2) 127,700	(2) 12/18/69		12/18/04	Bestform
Bestform (Costa Rica)	25	(2) 22,227	(2) 12/17/72 ^R		12/17/97	Bestform
Bestform (Cuba)	25	(2) 116,273	(1) 07/18/86		being renewed	Bestform
Bestform (Denmark)	25	(2) 1425-1960	(2) 06/18/60		06/18/00	Bestform
Bestform (Dominican Republic)	44	(2) 12,550	(2) 02/18/63		02/18/03	Bestform
Bestform (Ecuador) ⁰	25	(2) 1352-95	(2) 04/05/90		04/05/05	Bestform

REEL: 1699 FRAME: 0498

<u>Mark</u>	<u>Class</u>	<u>(1) Serial No.</u> <u>(2) Serial No.</u>	<u>(1) Filing Date</u> <u>(2) Priority Date</u>	<u>Proof of Use</u> <u>or § 15</u>	<u>Renewal</u>	<u>Prior Registration</u>
Bestform (El Salvador)		(2) 5,621	(2) 06/06/58		06/06/98	Bestform
Bestform (France)	25	(2) 1,640,025	(2) 06/21/56		01/22/01	Bestform
Bestform + Des. (Germany)	25	(2) 909,480	(2) 09/01/72		09/01/02	Bestform
Bestform (Guatemala)	25	(2) 10,541	(2) 11/30/77 ^A		02/03/98	Bestform
Bestform (Haiti)	25	(2) 373/96	(2) 05/20/75 ^R	1/20/99	10/20/03	Bestform
Bestform (Honduras)		(2) 8,611	(2) 04/23/59		04/23/99	Bestform
Bestform (Hong Kong)	25	(2) 8620 of 1988	(1) 11/14/84		11/13/05	Bestform
Bestform (India)	25	(1) 635551	(1) 08/01/94			Bestform-Del.
Bestform (Indonesia)	25	(2) 220,053	(2) 06/10/87		06/10/97	Bestform
Bestform (Ireland)	25	(2) 8139472	(2) 06/01/90		05/31/97	Bestform
Bestform (Israel)	25	(1) 99620	(1) 07/13/95			Bestform-Del.
Bestform (Italy)	25	(1) M193C 005555	(1) 07/29/93	(Replaces 497,297)		Bestform-Del.
Bestform (Jamaica)	25	(2) 10,254	(2) 01/30/63		01/30/98	Bestform
Bestform (Japan) ^O	17	(2) 1,978,728	(2) 06/19/87		05/19/97	Bestform
Bestform (Lebanon)	25	(2) 50,365	(2) 08/06/57		08/06/02	Bestform
Bestform (Mexico)	25	(1) 180,803	(1) 10/18/93			Bestform-Del.
Bestform (Morocco)	25	(2) 46,648	(2) 05/16/91		05/16/11	Bestform
Bestform (Nepal)	25	(2) 10622/052	(2) 05/15/95		05/15/02	Bestform-Del.
Bestform (Netherlands Antilles) ^O	52	(2) 13,337	(2) 09/27/84		08/24/14	Bestform
Bestform (New Zealand) ^O	25	(2) 8219812	(2) 07/14/92		07/12/99	Bestform
Bestform (Nicaragua)	25	(2) 12,853	(2) 09/28/63		09/27/03	Bestform
Bestform (Norway) ^O	25	(2) 50,733	(2) 11/07/57		11/07/97	Bestform

<u>Mark</u>	<u>Class</u>	(1)Serial No. (2)Serial No.	(1)Filing Date (2)Serial No. Date	<u>Proof of Use or 6-6-12</u>	<u>Renewal</u>	<u>Prior Registration</u>
Bestform (Parana)	25	(2) 5,593	(2) 02/24/58		02/24/98	Bestform
Bestform (Paraguay)	25	(2) 163,710	(2) 09/08/73 ^R		09/08/03	Bestform
Bestform (Peru) ⁰	25	(2) 87,631	(2) 10/30/89		10/30/04	Bestform
Bestform (Philippines) ⁰	25	(2) 59491	(2) 10/11/94	10/11/00	10/11/04	Bestform
Bestform (Portugal) ⁰	25	(2) 141,935	(2) 05/20/68		05/20/98	Bestform
Bestform (Puerto Rico) ⁰	25	(2) 18,570	(2) 10/29/73		10/29/03	Bestform
Bestform (Romania)	25	(1) 24634	(1) 06/05/91		Published	Bestform
Bestform (South Africa) ⁰	25	(2) 1339/51	(2) 05/16/51		05/16/05	Bestform
Bestform (Spain)	25	(2) 538,109	(2) 06/27/67		06/27/97	Bestform
Bestform (Suriname)	25	(2) 4,200	(2) 04/03/63		04/03/03	Bestform
Bestform + Des. (Switzerland)	25	(2) 388,746	(2) 11/11/91		11/11/01	Bestform
Bestform (Taiwan)	25	(1) 85-12895	(1) 03/20/96			Bestform-Del.
Bestform (Chinese characters) (Taiwan)	25	(1) 85-12896	(1) 03/20/96			Bestform-Del.
Bestform (United Kingdom)	25	(2) 81,424,464	(2) 05/09/90		05/09/97	Bestform
Bestform (Uruguay)	25	(2) 202,543	(2) 10/16/64		being renewed	Bestform
Bestform (Venezuela)	39	(2) 51,737	(2) 07/29/66		being renewed	Bestform
Bestform (Tugos(avia)	25	(1) 2-746/91	(1) 04/17/91			Bestform
Bestform Foundations (Arg.)	25	(2) 1,303,395	(2) 08/08/88		08/08/98	Bestform
Bestform Foundations (China) ⁰	53	(2) 273,971	(2) 12/29/86		12/30/96	Bestform
Bestform Foundations (China) ⁰	57	(2) 340,278	(2) 02/20/89		02/19/99	Bestform
Bestform Beauti-Full ⁰	25	(2) 1,523,634	(2) 02/07/89	accepted	02/07/09	Bestform
Blossom With Underscene (Stylized)	25	(2) 1,720,370	(2) 09/29/92	09/29/98	09/29/02	Bestform

REEL: 1699 FRAME: 0500

Mark	Class	(1) Serial No. (2) Reg'n No.	(1) Filing Date (2) Reg'n Date	Proof of Use of § 15	Renewal	Prior Registrant
Body Cottons ⁰	25	(2) 1,733,253	(2) 11/17/92	11/17/96	11/17/02	Bestform
Body'lins ⁸	25	(1) Serial No. not yet available				Bestform-Del.
Body Rouge	25	(1) 74/657,824	(1) 04/10/95			Bestform-Del./ITU
Born Free ⁰	25	(2) 859,746	(2) 11/05/68		11/05/08	Bestform
Cotton Close to You ⁰	25	(2) 1,128,666	(2) 01/01/80		01/01/00	Bestform
Cotton Crochet ⁸	25	(1) 74/670,177	(1) 05/05/95			Bestform-Del./ITU
Cotton Lilies ⁰	25	(2) 1,272,830	(2) 04/03/84		04/03/04	Lilly of France
Cotton Next to You ⁰	25	(2) 1,128,667	(2) 01/01/80		01/01/00	Bestform
Cotton Next to Me ⁰	25	(2) 1,128,331	(2) 12/25/79		12/25/99	Bestform
Dazzler	25	(1)				Bestform-Del.
Enhance ⁰	25	(2) 806,773	(2) 04/05/66		04/05/06	Bestform
Enhance (Benelux) ⁰	25	(2) 55,578	(2) 07/29/71		07/29/01	Bestform
Enhance (Canada) ⁰	25	(2) 170/43499	(2) 03/12/52		06/23/97	Bestform
Enhance (India)	25	(1) 635550	(1) 08/01/94			Bestform-Del.
Enhance (Indonesia)	25	(1) 84.HC.010113715(1)	08/01/94			Bestform-Del.
Enhance (Nepal)	25	(2) 10621/052	(2) 05/15/95		05/15/02	Bestform-Del.
Etiquel Youth (replacement) ⁰	25	(2) 1,956,676	(2) 02/13/96	02/13/02	02/13/06	Bestform
Etiquel Favorites	25	(2) 1,847,748	(2) 08/02/94		08/02/04	Bestform - Del.
Etiquel ⁰	25	(2) 698,216	(2) 5/24/60		05/23/00	Bestform
Etiquel (Puerto Rico) ⁰	25	(2) 18,571	(2) 10/29/73		10/29/03	Bestform
Etiquel Walk ⁰	25	(2) 609,919	(2) 08/02/55		08/02/05	Bestform
Etiquel Walk	25	(1) 74/650,476	(1) 03/23/95			Bestform-Del.

Mark	Class	(1)Serial No. (2)Serial No.	(1)Filing Date (2)Priority Date	Proof of Use or § 15	Renewed	Prior Registrant
Freedom Bra ⁰	25	(2) 1,396,882	(2) 06/10/86		06/10/06	Lily of France
French Connection ⁰ (+Assigned to Briardene Enterprises Limited - 1984)	25	(2) 995,877	(2) 10/15/74		10/15/04	Lily of France
Gigi ⁰	25	(2) 702,635	(2) 08/09/60		08/09/00	Bestform
Glossies ⁰	25	(2) 1,068,184	(2) 06/21/77		06/21/97	Lily of France
Glossies (Benelux) ⁰	25	(2) 356,299	(2) 08/10/79		01/17/99	Lily of France
Glossies (Canada) ⁰	25	(2) 241,062	(2) 03/14/80		03/14/10	Lily of France
Glossies (Germany)	25	(2) 991,059	(2) 09/27/79		01/16/99	Lily of France
Glossies (Italy)	25	(2) 382,531	(2) 11/27/85		01/22/99	Lily of France
Glossies (Mexico) ⁰	25	(2) 378,405	(2) 11/06/89		11/06/04	Lily of France
Glossies (U.K.)	25	(2) 1,576,119	(2) 06/23/94		06/23/04	Bestform-Del.
Hold-Up ⁰	25	(2) 690,308	(2) 12/22/59		12/22/99	Bestform
Novisibra	25	(1) 75/068,367	(1) 03/06/96			Bestform-Del.
Peace Amour ⁰	25	(1) 74/724,672	(1) 09/05/95			Bestform-Del.
Lace Fantasy ⁰	25	(2) 1,450,984	(2) 08/04/87		08/04/07	Lily of France
Lace Overtures ⁰	25	(1) 74/671,994	(1) 05/10/95			Bestform-Del./ITU
Light	25	(1) 74/517,105	(1) 04/25/94			Bestform - Del.
PEARL	25	(2) 1,475,108	(2) 02/02/88		02/02/08	Lily of France
PEARL	25	(2) 1,068,185	(2) 06/21/77		06/21/97	Lily of France
PEARL	25	(2) 818,303	(2) 11/08/66		11/08/06	Lily of France
PEARL	25	(2) 1,602,393	(2) 06/31/92		08/31/02	Lily of France
PEARL	25	(2) 16,616	(2) 04/02/70		04/02/98	Lily of France
PEARL	25	(2) 53,755	(2) 12/31/74		12/31/04	Lily of France

<u>Mark</u>	<u>Class</u>	<u>(1)Serial No.</u> <u>(2)Ren's'n. No.</u>	<u>(1)Filing Date</u> <u>(2)Ren's'n. Date</u>	<u>Proof of Use</u> <u>or P. & S.</u>	<u>Renewal</u>	<u>Prior Registrant</u>
Lily of France (Bahamas) ⁰	38	(2) 9,852	(2) 04/23/80		04/23/08	Lily of France
Lily of France (Belize)	25	(2) 4,894	(2) 05/27/57		05/27/06	Lily of France
Lily of France (Benelux) ⁰	25	(2) 37,601	(2) 06/02/71		06/02/01	Lily of France
Lily of France (Bolivia)	25	(2) 42167-A	(2) 12/10/80		12/10/00	Lily of France
Lily of France (Canada) ⁰	25	(2) 263,342	(2) 10/16/81		10/16/11	Lily of France
Lily of France (Chile)	25	(2) 390,948	(2) 05/17/82		06/19/02	Lily of France
Lily of France (Stylized) (China) ⁰	53	(2) 247,079	(2) 03/29/86		03/29/96	Lily of France
Lily of France (Stylized) (Colombia) ⁰	25	(2) 128,750	(2) 05/23/90		05/22/05	Lily of France
Lily of France (Curacao) ⁰	25	(2) 15,263	(2) 03/16/89		06/13/98	Lily of France
Lily of France (Dom. Rep.)	44	(2) 26,121	(2) 03/11/77		03/11/97	Lily of France
Lily of France (Stylized) (Ecuador) ⁰	25	(2) 1953-91	(2) 09/16/91		being renewed	Lily of France
Lily of France (Egypt)	25	(2) 57,212	(2) 03/10/81		03/30/00	Lily of France
Lily of France (El Salvador)	25	(2) 16	(2) 11/26/82		11/26/02	Lily of France
Lily of France (France)	25	(2) 1,566,278	(2) 11/30/53		12/20/99	Lily of France
Lily of France (Stylized) (Germany)	25	(2) 930,918	(2) 05/09/75		03/29/03	Lily of France
Lily of France (Germany)	25	(2) 2,072,231	(2) 07/21/94	07/21/99	09/03/03	Bestform-Del.
Lily of France (Guatemala)	25	(2) 56,798	(2) 12/08/88		12/08/98	Lily of France
Lily of France (Stylized) (Guyana)	25	(2) 12,191 A	(2) 11/20/84		11/12/05	Lily of France
Lily of France (Honduras)	25	(2) 40,057	(2) 06/15/82		06/15/02	Lily of France
Lily of France (Stylized) (Hong Kong)	25	(2) 2,659	(2) 11/27/84		11/27/05	Lily of France
Lily of France (India)	25	(1) 635549				Bestform-Del.
Lily of France (Stylized) (Indonesia)	25	(2) 219,954	(2) 06/08/87		06/08/97	Lily of France

REEL: 1699 FRAME: 0503

Mark	Class	(1) Serial No. (2) Reg. In No.	(1) Filing Date (2) Reg. In. Date	Proof of Use or § 15	Renewal	Prior Registrant
Lily of France (Israel) ⁰	25	(2) 39,744	(2) 07/18/77		09/11/09	Lily of France
Lily of France (Italy) ⁰	25	(1) RM 9200M218	(1) 11/20/92	Replaces 292.172		Lily of France
Lily of France (Stylized) (Japan) ⁰	27	(2) 2,310,305	(2) 05/31/91		05/31/01	Lily of France
Lily of France (Japan) ⁰	17	(2) 2,289,197	(2) 12/26/90		12/26/00	Lily of France
Lily of France (Mexico) ⁰	39	(2) 380,356	(2) 07/27/89		07/27/04	Lily of France
Lily of France (Stylized) (Morocco)	25	(2) 46,649	(2) 05/16/91		05/16/11	Lily of France
Lily of France (Nepal)	25	(2) 10920/052	(2) 08/29/95		08/29/02	Bestform-Del.
Lily of France (Netherlands Ant.)	25	(2) 15,263	(2) 03/16/89		06/13/98	Lily of France
Lily of France (New Zealand)	25	(1) 219608	(1) 07/06/92			Lily of France
Lily of France (Stylized) (Nicaragua)	25	(2) 13,495 CC	(2) 12/09/81		12/08/01	Lily of France
Lily of France (Norway) ⁰	25	(2) 93,061	(2) 02/27/75		02/27/05	Lily of France
Lily of France (Panama)	25	(2) 32,371	(2) 04/09/84		being renewed	Lily of France
Lily of France (Paraguay)	25	(2) 155,892	(2) 07/29/82		07/29/02	Lily of France
Lily of France (Stylized) (Peru) ⁰	25	(2) 63,998	(2) 02/04/87		02/04/02	Lily of France
Lily of France (Philippines)	25	(1) in the process of being filed				Bestform-Del.
Lily of France (Puerto Rico)	25	(2) 18,569	(2) 10/29/73		10/29/03	Lily of France
Lily of France (Stylized) (Romania) ⁰	25,26	(2) 17,678	(2) 06/05/91 as of filing		06/05/01	Lily of France
Lily of France (Stylized) (S. Africa)	25	(2) 63/0915	(2) 03/18/63		03/18/97	Lily of France
Lily of France (Spain)	10, 25, 26	(2) 386,141	(2) 11/28/61	11/20/96(tax)	11/28/01	Lily of France
Lily of France (Stylized) (Suriname)	25	(2) 11,416	(2) 05/23/04		05/23/04	Lily of France
Lily of France (Taiwan) ⁰	44	(2) 350,131	(2) 12/16/86		12/15/96	Lily of France
Lily of France (Chinese characters)(Taiwan)	25	(1) 85-12897	(1) 03/20/96			Bestform-Del.

REEL: 1699 FRAME: 0504

Mark	Class	(1)Serial No. (2)Reg'n No.	(1)Filing Date (2)Reg'n Date	Proof of Use or S. R. 15	Renewal	Prior Registrant
Lily of France (U.K.)	25	(2) 765,968	(2) 05/27/57		05/27/06	Lily of France
Lily of France (Uruguay) ⁰	16, 18-26	(2) 263,358	(2) 06/20/83		Ren. accepted	Lily of France
Lily of France (Uruguay)	18, 25	(2) 262,958	(2) 06/02/83		Ren. accepted	Lily of France
Lily of France (Stylized) (Venezuela)	39	(2) 65,944-F	(2) 07/15/71		03/05/01	Lily of France
Lily of France (Yugoslavia)	25	(1) 2-747/91	(1) 04/17/91		09/24/97	Lily of France
Lily Pads ⁰	25	(2) 652,094	(2) 09/24/57			Lily of France
The Max	25	(1)74/517,125	(1) 04/25/94			Bestform - Del.
Minuet ⁰	25	(2) 648,342	(2) 07/09/57		07/09/97	Bestform
Nicole Duval ⁰⁰	25	(2) 1,517,269	(2) 12/20/88		12/20/08	Nicole Duval Int., Inc.
Oblique ⁰	25	(2) 704,333 ^A	(2) 09/13/60		09/13/00	Lily of France
Playback ⁰	25	(2) 1,360,768	(2) 09/17/85		09/17/05	Bestform
Poinrette ⁰	25	(2) 406,586	(2) 04/11/44		04/11/04	Bestform
Postage Stamp ⁰	25	(2) 829,833	(2) 06/06/67		06/06/07	Lily of France
Postage Stamp (assigned to Spiegel - 1987)		(2) 831,850	(2) 07/11/67		07/11/07	Lily of France
Private World	25	(1) 1,889,960	(2) 04/18/95	04/18/01	04/18/05	Bestform-Del.
Promise ⁰	25	(2) 577,085	(2) 07/07/53		07/07/03	Bestform
Queen of Diamonds ⁰	25	(2) 807,294	(2) 04/19/66		04/19/06	Lily of France
Radiance	25	(1)74/501,020	(1) 03/16/94			Bestform-Del.
Reward ⁰	25	(2) 690,307	(2) 12/22/59		12/22/99	Bestform
Roll'n Roll ⁰	25	(2) 690,971	(2) 01/05/60		01/05/00	Bestform
Shine in Romance	25	(1)74/619,606	(1) 01/10/95			Bestform-Del.
Shape Insured ⁰	25	(2) 1,033,101	(2) 02/10/76		02/10/06	Bestform

REEL: 1699 FRAME: 0000
 TRADEMARK
 REEL: 002269 FRAME: 0434

Mark	Class	(1) Serial No. (2) Reg. In No.	(1) Filing Date (2) Reg. In Date	Proof of Use or 3 & 15	Renewal	Prior Registrations
Silver Savers ⁰	25	(2) 1,023,809	(2) 10/28/75		being renewed	Bestform
Silver Saver Plus ⁰	25	(2) 1,110,075	(2) 12/26/78		12/26/98	Bestform
Sophistication ^B	25	(1) 74/663,504	(1) 04/20/95			Bestform-Del.
Sport Frame ⁰	25	(2) 1,162,860	(2) 07/28/81		07/28/01	Lily of France
Striped Elegance	25	(1) 74/619,685	(1) 01/10/95			Bestform-Del.
Sweeterette ⁰	39	(2) 655,887	(2) 12/17/57		12/17/97	Bestform
The Ultimate Bra	25	(1) 74/524,928	(1) 05/16/94			Bestform-Del.
The Ultratamer ⁰	25	(2) 1,086,511	(2) 02/28/78		02/28/98	Bestform
The Ultratamer (Canada) ⁰	25	(2) 230,768	(2) 10/20/78		10/20/08	Bestform
Tribalance (Stylized) ⁰	25	(2) 343,482	(2) 02/23/37		02/23/97	Lily of France
Tribalance (Stylized) (Switzerland)	25	(2) 341,040	(2) 07/26/65		06/15/05	Lily of France
True Cotton	25	(1) 74/700724	(1) 07/13/95			Bestform-Del.
Ultrabody	25	(2) 1,956,634	(2) 02/13/96	02/13/02	02/13/06	Bestform-Del.
Underscene ⁰	25	(2) 905,184	(2) 12/29/70		12/29/00	Bestform
Underscene (Austria) ⁰	25	(2) 115,295	(2) 02/27/87		02/28/97	Bestform
Underscene (Belux) ⁰	25	(2) 423,891	(2) 08/22/86		Being renewed	Bestform
Underscene (Germany) ⁰	25	(2) 2,055,754	(2) 02/02/94		02/23/03	Bestform-Del.
Underscene Reg. No. 1,117,223	25	(2) 1,972,660	(2) 05/07/96	05/07/02	05/07/06	Bestform-Del.

TRADEMARK
REEL: 1699 FRAME: 0506

Mark	Class	(1)Serial No. (2)Rev'n No.	(1)Filing Date (2)Rev'n Date	Proof of Use or 5 & 15	Renewal	Prior Registrant
DROPPED REGISTRATIONS						
Behind the Seams	25	(2) 1,367,706	(2) 10/29/85	**DROPPED**		Lily of France
Bestform (Argentina)	16	(2) 1,104,847/6	(2) 12/13/84	**DROPPED**		Bestform
Bestform (Barbados)		(2) 8,524	(2) 10/09/85	**DROPPED**		Bestform
Bestform (Canada)		(2) 43,394	(2) 05/18/87	**DROPPED**		Bestform
Bestform (International)	25	(2) 151,302	(2) 01/17/71	**DROPPED**		Bestform
Bestform (Italy)	25	(2) 497,297	(1) 03/09/87	Invalid-non-use		Bestform
Bestform (Mexico)	39	(2) 383,980	(2) 09/25/90	**DROPPED**		Bestform
Bestform (Philippines)	25	(2) 29,643	(2) 08/04/81	Lapse - non-use		Bestform
Bestform (Trinidad/Tobago)		(1) 14,931	(1) 08/11/83	**DROPPED**		Bestform
Bini Bikini + Des.	25	(2) 945,820	(2) 10/24/72	**DROPPED**		Bestform
Born Free By Poirrette*	25	(2) 859,012	(2) 12/17/68	**DROPPED**		Bestform
Color Me Cotton	25	(1) 433,311	(1) 07/05/83	**DROPPED**		Lily of France
Cotton Embrace	25	(1) 74,265,701	(1) 04/14/92	**DROPPED**		Bestform
Cotton Lilies (South Africa)	25	(2) 83,3214	(1) 05/24/83	**DROPPED**		Lily of France
Cotton Lilly Plus	25	(2) 1,422,913	(2) 12/30/86	**DROPPED**		Lily of France
Comfort Shape	25	(2) 1,521,027	(2) 01/17/89	**DROPPED**		Lily of France
Fit Tonne*	25	(2) 1,250,447	(2) 09/06/83	**DROPPED**		Bestform
Loires for Poirrette*	25	(2) 1,424,941	(2) 01/13/87	**Voluntarily Canceled**		Bestform
Lucifer (South Africa)	25	(2) 83,3217	(1) 05/24/83	**DROPPED**		Lily of France
Prudence (Taiwan)		(2) 23,239	(2) 08/01/66	**DROPPED**		Bestform
Prudence (Venezuela)	39	(2) 67,301-F	(2) 01/14/72	**DROPPED**		Bestform

TRADEMARK
 REEL: 1699 FRAME: 0507

<u>Mark</u>	<u>Class</u>	(1) <u>Serial No.</u> (2) <u>Registration No.</u>	<u>Expiry Date</u> (1) <u>Registration Date</u> (2) <u>Expiry Date</u>	<u>Proof of Use</u> <u>of 5 & 12</u>	<u>Renewal</u>	<u>Prior Registrations</u>
DROPPED REGISTRATIONS						
Eternal Youth	25	(2) 556,058	(2) 03/11/52	**DROPPED**		Bestform
French Pastry	25	(2) 1,087,792	(2) 03/21/78	**DROPPED**		Lily of France
Fresh Cream	25	(2) 1,105,649	(2) 11/07/78	**DROPPED**		Lily of France
Glossies (France)	25	(2) 1,083,075	(2) 01/17/79	**DROPPED**		Lily of France
Glossies (U.K.)	25	(1) 1,453,237	(1) 01/15/91	**DROPPED**		Lily of France
Mi-Enhance (Australia)	38	(2) A-132,246	(2) 05/23/57	**DROPPED**		Lily of France
It's A Cinch*	25	(2) 970,815	(2) 10/16/73	**DROPPED**		Bestform
It's a Snap	25	(2) 1,400,448	(2) 07/08/86	**DROPPED**		Lily of France
Just-a-Kuff	25	(2) 975,552	(2) 12/25/73	**DROPPED**		Lily of France
Le Slimmers	25	(2) 1,190,071	(2) 02/16/82	**DROPPED**		Lily of France
Like Nothing On	39	(2) 913,791	(2) 06/08/71	**DROPPED**		Lily of France
Like Nothing On (Australia)	39	(2) 209,727		**DROPPED**		Lily of France
Like Nothing On (Canada)		(2) 179,012	(2) 10/22/71	**DROPPED**		Lily of France
Like Nothing On (Italy)		(2) 6,866	(2) 08/14/70	**DROPPED**		Lily of France
Like Nothing On (Switzerland)		(2) 254,040	(2) 10/18/71	**DROPPED**		Lily of France
Lees (Stylized)	25	(2) 308,018	(2) 06/10/41	**DROPPED**		Lily of France
Lily of France (Brazil)	25	(1) 813326079	(1) 02/16/87	**DROPPED**		Lily of France
Lily of France & Des. (Canada)		(2) 99/23607	(2) 06/11/18	**DROPPED**		Lily of France
Lily of France (Costa Rica)				**REJECTED**		Lily of France
Lily of France (Italy)	25	(2) 292,172	(2) 12/02/75	**Lapsed-non-use**		Lily of France
Lily of France (Taiwan/Chi. Char.) ⁰	44	(2) 350,211	(2) 12/16/86		**Dropped**	Lily of France

REEL: 1699 FRAME: 0508

Mark	Class	(1) Serial No. (2) Resub'n No.	(1) Filing Date (2) Resub'n Date	Proof of Use or 6 & 15	General	Prior Registrant
Naturflex ⁰	25	(2) 1,049,089	(2) 09/28/76		**DROPPED**	Bestform
Oblique (Canada)		(2) 123,280	(2) 08/25/61	**DROPPED**		Lilly of France
Paris Nights (S. Africa)		(2) 81/4336	(2) 06/23/81	**DROPPED**		Lilly of France
Poirette's Promise ⁰	25	(2) 558,059	(2) 04/22/52	**DROPPED**		Bestform
Promise by Poirette ⁰	25	(2) 558,058	(2) 04/22/52	**DROPPED**		Bestform
Queen of Diamonds (S. Africa)	25	(2) 83/3215	(1) 05/24/83	**DROPPED**		Lilly of France
Queen of Diamonds (Taiwan)	25	(2) 22,951	(2) 07/01/66	**DROPPED**		Lilly of France
Romance (South Africa)	25	(2) 83/3216	(2) 05/24/83	**DROPPED**		Lilly of France
Slim-Downer ⁰	25	(2) 941,025	(2) 08/15/72	**DROPPED**		Bestform
Soft Power	39	(2) 842,912	(2) 01/23/68	**DROPPED**		Lilly of France
Soft Power (Australia)		(2) A 209,727	(2) 04/19/74	**DROPPED**		Lilly of France
Soft Power (Canada)		(2) 169,841	(2) 07/30/70	**DROPPED**		Lilly of France
Soft Power (Italy)		(2) 3,618	(2) 04/28/67	**DROPPED**		Lilly of France
Soft Power (Switzerland)		(2) 224,834	(2) 05/01/67	**DROPPED**		Lilly of France
Soft Power (U.K.)	39	(2) B 908,853	(2) 05/01/67	**DROPPED**		Lilly of France
Tender Mug	25	(2) 1,362,103	(2) 09/24/85	**DROPPED**		Lilly of France
The Ultratone (Germany)	25	(2) 990,566	(2) 09/18/79	**DROPPED**		Bestform
Trubalance (Australia)	25	(2) 883,620	(2) 05/10/45	**DROPPED**		Lilly of France
Trubalance (Canada)		(2) 54/1589	(2) 04/16/41	**DROPPED**		Lilly of France
Trubalance (Germany)	25	(2) 668,796/25	(2) 12/16/53	**DROPPED**		Lilly of France
Trubalance (South Africa)		(2) 3379/47	(2) 12/07/61	**DROPPED**		Lilly of France
Trubalance (Spain)		(2) 171,044	(2) 02/16/46	**DROPPED**		Lilly of France

<u>Mark</u>	<u>Class</u>	<u>(1) Serial No.</u> <u>(2) Registration No.</u>	<u>(1) Filing Date</u> <u>(2) Registration Date</u>	<u>Proof of Use</u> <u>or D.U.S.</u>	<u>Renewal</u>	<u>Prior Registrant</u>
Trubalance (Zimbabwe)		(2) 716/51		**DROPPED**		Lily of France
Underneck		(2) 826,948	(2) 04/04/67	**DROPPED**		Lily of France
Undercene (Germany)	25	(2) 1,117,223		Lapsed - non-use		Bestform
Whisper Lilies	25	(2) 1,269,333	(2) 03/06/84	**DROPPED**		Lily of France
Wonder Lift	25	(1) 74/524,927	(1) 05/16/94	**DROPPED**		Bestform-Del.