

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 3/31/2002) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Frederick's of Hollywood, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Wells Fargo Retail Finance, LLC
Internal Address: Attn: Kathy A. Mahoney
Street Address: One Boston Place Suite 1800
City: Boston State: MA Zip: 02108

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Delaware Limited Liability Company

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Assignment for Security

Execution Date: January 7, 2003

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 664,746

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Santo Manna, Esq.
Internal Address: Schulte, Roth & Zabel LLP
Street Address: 919 Third Avenue
City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41) \$ 390
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500675 - Schulte Roth & Zabel LLP

DO NOT USE THIS SPACE

9. Signature.
Barbara Bauer-Padron
Name of Person Signing

Barbara Bauer-Padron
Signature

2/26/03
Date

Total number of pages including cover sheet, attachments, and document: 9

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

Trademark Recordation Cover Sheet

**Item 4(B) Continued
Trademark Registration Numbers
To Be Assigned**

1,055,867	1,058,525	1,052,485	1,051,548	1,253,856	1,350,717
1,502,644	1,627,771	1,674,329	2,290,335	2,302,805	2,403,596
2,395,635	2,587,042				

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Frederick's of Hollywood, Inc., a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor and certain affiliates have entered into a Security Agreement, dated January 7, 2003 (as amended or otherwise modified from time to time, the "Security Agreement"), in favor of Wells Fargo Retail Finance, LLC, as agent for certain lenders (the "Assignee");

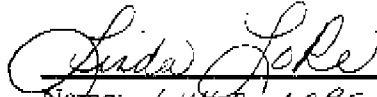
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of 1-07, 2003.

FREDERICK'S OF HOLLYWOOD, INC.

By: 
Name: LINDA LORE
Title: CEO

STATE OF CALIFORNIA

SS.:

COUNTY OF LOS ANGELES

On this 7TH day of JANUARY, 2003, before me personally came LINDA LORE, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the C.E.O. of Frederick's of Hollywood, Inc., a Delaware corporation, and that s/he executed the foregoing instrument in the firm name of FREDERICK'S OF HOLLYWOOD, INC., and that s/he had authority to sign the same, and s/he acknowledged to me that s/he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



A handwritten signature in cursive script that reads "Donna L. Kramer".

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)

Trademarks and Trademark Applications Owned
by Frederick's of Hollywood, Inc.

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Trademarks and Trademark Applications Owned
by Frederick's of Hollywood, Inc.

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Class</u>	<u>Goods/Services</u>
FREDERICK'S (stylized)	664,746	07/22/58	25	Women's and girls' dresses, skirts, blouses, sweaters, coats, jackets, jerseys, petticoats, slacks, shorts, shirts, brassieres, corsets, girdles, foundation garments, slips, half slips, panties, garter belts, stoles, fur coats, fur neck pieces, fur capes, shoes, slippers, suits, hosiery, nightgowns, pajamas, robes, peignoirs, coveralls, house coats, chemises, dusters, swim suits, and playsuits; men's shirts, shorts, coveralls, under shorts, swim suits, jackets, sweaters, suits, and pajamas
FREDERICK'S	1,055,867	01/11/77	3	Perfume, skin lotion, nail enamel, nail polish, cream, and body massage cream
FREDERICK'S	1,058,525	02/08/77	25	Aprons, gowns, lingerie, blouses, boas, bodyshirts, bodysuits, boots, brassieres, briefers, chemises, coats, coveralls, corsets, culottes, dresses, dusters, foundation garments, fur capes, fur coats, fur neck pieces, fur pieces, garter belts, garters, girdles, half slips, hosiery, housecoats, jackets, jerseys, jumpsuits, nightgowns, pajamas, panties, pant sets, pantsuits, panty hose, paste-on bras, peignoir sets, petticoats, playsuits, robes, shirts, shoes, shorts, skirts, slacks, slippers, slips, stoles, suits, sweaters, swimsuits, theatrical clothes, undershorts, and waist cinchers

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Class</u>	<u>Goods/Services</u>
FREDERICK'S	1,052,485	11/09/76	26	Hairpieces and wigs
FREDERICK'S	1,051,548	10/26/76	42	Retail store and mail order services in the fields of clothing, personal items, cosmetics and toiletries
LOVING CUP	1,253,856	10/11/83	25	Brassieres
SHAPE-SUIT	1,350,717	07/23/85	25	Swimsuits
AN INTIMATE EXPERIENCE	1,502,644	08/30/88	42	Retail store and mail order sale of clothing and accessories, shoes, fragrances, jewelry for women and men
FREDERICK'S OF HOLLYWOOD	1,627,771	12/11/90	42	Retail store and mail order services in the fields of clothing, personal items, cosmetics and toiletries
FREDERICK'S OF HOLLYWOOD	1,674,329	02/04/92	25	Aprons, gowns, lingerie, blouses, boas, bodyshirts, bodysuits, boots, brassieres, briefers, chemises, coats, coveralls, corsets, culottes, dresses, dusters, foundation garments, fur capes, fur coats, fur neck pieces, fur pieces, garter belts, garters, girdles, half slips, hosiery, housecoats, jackets, jerseys, jumpsuits, nightgowns, pajamas, panties, pantsuits, panty hose, paste-on bras, peignoir sets, petticoats, playsuits, robes, shirts, shorts, shoes, skirts, slacks, slippers, slips, stoles, suits, sweaters, swimsuits, undershorts, and waist cinchers

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Class</u>	<u>Goods/Services</u>
CURVE CONTROL	2,290,335	11/02/99	25	Clothing, namely, foundation garments
BUTTERFLY PANTIES	2,302,805	12/21/99	25	Crotchless panties
FREDERICKS.COM	2,403,596	11/14/00	35	Computerized online retail store services featuring clothing, lingerie, undergarments, accessories for men and women, hairpieces and wigs, loungewear, activewear, hosiery, slippers, shoes, boots, swimwear and beachwear
HOLLYWOOD KISS	2,395,635	10/17/00	25	Lingerie
FREDERICK'S OF HOLLYWOOD (& Design)	2,587,042	7/02/02	25, 26, 35	Clothing, men's and women's lingerie, undergarments, loungewear, hosiery, swimwear, beachwear; hairpieces and wigs; retail store and mail order catalog services featuring clothing, lingerie, accessories for men and women, hairpieces and wigs