05-19-2005

102914878

RECORD AS OF 5/11/04

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Maidenform, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation-State New York
☐ Other

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

2. Name and address of receiving party(ies)

Name: BNP Paribas, as administrative agent under the Credit Agreement
Internal Address:
Street Address: One Front Street
City: San Francisco State: CA Zip: 94111

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☑ Other Societe Anonyme - France

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

3. Nature of conveyance:

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

Execution Date: May 11, 2004

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

A. Trademark Application No.(s)
Please see attached.

B. Trademark Registration No.(s)
Please see attached.

Additional number(s) attached ☑ Yes ☐ No

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

Name: Scott D. Sanford, Esq.
Internal Address: O'Melveny & Myers LLP
Embarcadero Center West

Street Address: 275 Battery Street

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved: 121

7. Total fee (37 CFR 3.41).....$ 3,040.00

☐ Enclosed
☑ Authorized to be charged to deposit account

8. Deposit account number:

50-0639

DO NOT CHARGE FEE

DO NOT USE THIS SPACE

9. Signature.

Scott D. Sanford, Esq.
Name of Person Signing

Signature

May 11, 2004
Date

Total number of pages including cover sheet, attachments, and document: 16

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

FEE OK

SF1: 548568

SCHEDULE OF TRADEMARKS

#	Trademark Owner	Application No.	Registration No.	Trademark Status Substatus
1.	ALL THE TIME Maidenform, Inc.	75/714,609	2336014	Registered
2.	ARIETTE Maidenform, Inc.	72/291,558	854695	Registered
3.	BACK UP Maidenform, Inc.	73/054,283	1063374	Registered
4.	BARE DEVIL Maidenform, Inc.	72/192303	784480	Registered
5.	BARELY ME Maidenform, Inc.	72/344,508	899726	Registered
6.	BAROQUE Maidenform, Inc.	72/197036	787219	Registered
7.	B-COMFORTABLE Maidenform, Inc.	73/517691	1354360	Registered
8.	BE BRIEF Maidenform, Inc.	73/469963	1342803	Registered
9.	BE SLIM Maidenform, Inc.	73/071760	1050123	Registered
10.	BEGUILEMENT Maidenform, Inc.	72/291,947	854698	Registered
11.	BIT OF BRIGHTNESS Maidenform, Inc.	73/002150	995640	Registered
12.	BIT OF COLOR Maidenform, Inc.	73/002151	995641	Registered
13.	BODY HUGS Maidenform, Inc.	76/064644	2457296	Registered
14.	BODY TALK Maidenform, Inc.	72/377,087	916765	Registered
15.	BODYMATES Maidenform, Inc.	78/363,309		Pending Filed
16.	BRIEFCLING Maidenform, Inc.	72/314299	873495	Registered
17.	BRIEFLEE Maidenform, Inc.	72/242138	824482	Registered
18.	BRIEFLING Maidenform, Inc.	72/235840	819563	Registered
19.	CHANSONETTE Maidenform, Inc.	71/385524	344845	Registered
20.	CHANTILLY Maidenform, Inc.	73/324574	1315862	Registered

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SCHEDULE OF TRADEMARKS

21.	**COMFORT WIRE** Maidenform, Inc.	72/320110	877465	Registered
22.	**CONFECTION** Maidenform, Inc.	72/273557	838885	Registered
23.	**COTTON UP** Maidenform, Inc.	72/467034	995348	Registered
24.	**COUNTERPOINT** Maidenform, Inc.	71/522,112	437024	Registered
25.	**CUSTOMIZE IT** Maidenform, Inc.	75/715729	2379153	Registered
26.	**DAY DREAMS** Maidenform, Inc.	72/098,661	717213	Registered
27.	**DEC-LA-TAY** Maidenform, Inc.	71/339,403	307816	Registered
28.	**DEFINITION** Maidenform, Inc.	72/291,946	854697	Registered
29.	**DELECTABLES** Maidenform, Inc.	72/270030	836341	Registered
30.	**DELICACY** Maidenform, Inc.	72/285,498	848720	Registered
31.	**DIAMOND TOUCH** Maidenform, Inc.	72/230270	816653	Registered
32.	**DREAM** Maidenform, Inc.	73/187257	1129002	Registered
33.	**DREAM FLOWERS** Maidenform, Inc.	72/171897	767908	Registered
34.	**DREAMFORM** Maidenform, Inc.	73/090309	1062316	Registered
35.	**DREAMTIME** Maidenform, Inc.	72/169952	769991	Registered
36.	**EASY TOUCH** Maidenform, Inc.	72/228054	811754	Registered
37.	**EMPHASIS** Maidenform, Inc.	72/085357	700601	Registered
38.	**EXCLUSIVELY YOURS** Maidenform, Inc.	73/724504	1513696	Registered
39.	**FASHION TIME** Maidenform, Inc.	72/305614	867223	Registered
40.	**FLAUNT IT** Maidenform, Inc.	76/037828		Pending Suspended
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42.	**FLEXEES and Design** Maidenform, Inc.	71/336,488	305623	Registered

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44.	**FLEXEES (Stylized)** Maidenform, Inc.	71/547,224	509087	Registered
45.	**FRENCH FANCY** Maidenform, Inc.	73/122866	1081155	Registered
46.	**GOOD FIGURING** Maidenform, Inc.	73/208499	1140872	Registered
47.	**HIDDEN ADVANTAGE** Maidenform, Inc.	73/754407	1610621	Registered
48.	**HI-WIRE** Maidenform, Inc.	72/172925	774626	Registered
49.	**I'M ON A DIET** Maidenform, Inc.	73/034957	1024730	Registered
50.	**INSTANT SLIMMER** Maidenform, Inc.	74/046,737	1665894	Registered
51.	**KEEP ME IN STYLE** Maidenform, Inc.	73/002148	994367	Registered
52.	**LACE CONFECTION** Maidenform, Inc.	72/314295	873491	Registered
53.	**LACERY** Maidenform, Inc.	72197145	787222	Registered
54.	**LETTER PERFECT** Maidenform, Inc.	73/387,150	1258626	Registered
55.	**LIQUID CURVES** Maidenform, Inc.	75/829052	2745563	Registered
56.	**LITTLE DIFFERENCE** Maidenform, Inc.	72/438,219	974386	Registered
57.	**LITTLE LUXURIES** Maidenform, Inc.	73/122865	1081154	Registered
58.	**MAIDENETTE (Stylized)** Maidenform, Inc.	71/272606	252399	Registered
59.	**MAIDENFORM** Maidenform, Inc.	71/599,833	547558	Registered
60.	**MAIDENFORM** Maidenform, Inc.	72/104,466	719353	Registered
61.	**MAIDENFORM** Maidenform, Inc.	72/428826	971400	Registered
62.	**MASQUERADE (Stylized)** Maidenform, Inc.	71/677893	612652	Registered
63.	**MEMORY STRETCH** Maidenform, Inc.	73/026355	1035385	Registered
64.	**MERELY ME** Maidenform, Inc.	72/344,512	894220	Registered

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SCHEDULE OF TRADEMARKS

65.	**MINI-CLING** Maidenform, Inc.	72/314,297	873493	Registered
66.	**NICE FEELING** Maidenform, Inc.	72/438,216	974040	Registered
67.	**NITE 'N-DAY and Design** Maidenform, Inc.	71/528699	502626	Registered
68.	**NO-SHOW** Maidenform, Inc.	72/360,202	902657	Registered
69.	**NO-SHOW NATURALS** Maidenform, Inc.	73/081296	1048581	Registered
70.	**ONCE OVER LIGHTLY** Maidenform, Inc.	72/291,951	854702	Registered
71.	**ONE FABULOUS BODY** Maidenform, Inc.	78/363,343		Pending Filed
72.	**ONE FABULOUS FEEL** Maidenform, Inc.	78/363,334		Pending Filed
73.	**ONE FABULOUS FIT** Maidenform, Inc.	78/363,351		Pending Filed
74.	**ONE FABULOUS MOMENT** Maidenform, Inc.	78/363/323		Pending Filed
75.	**PRECIOUS LITTLE** Maidenform, Inc.	72/394,280	926480	Registered
76.	**PRE-LUDE** Maidenform, Inc.	71/349784	316451	Registered
77.	**PRETTY GIRL** Maidenform, Inc.	72/303582	864584	Registered
78.	**PRINTS CHARMING** Maidenform, Inc.	72/306,615	872632	Registered
79.	**PRIZE POSSESSIONS** Maidenform, Inc.	72/291,554	854227	Registered
80.	**REAL THING** Maidenform, Inc.	72/438,220	974640	Registered
81.	**RENDEZVOUS** Maidenform, Inc.	74/418356	1833907	Registered
82.	**SARONG** Maidenform, Inc.	71/686394	622358	Registered
83.	**SEA DREAM** Maidenform, Inc.	72/267577	835526	Registered
84.	**SECRET CENTER** Maidenform, Inc.	72/455104	982013	Registered
85.	**SECRET CIRCLE** Maidenform, Inc.	73/052472	1038532	Registered

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SCHEDULE OF TRADEMARKS

86.	**SELF-EXPRESSIONS** Maidenform, Inc.	74/311,299	1771562	Registered
87.	**SHAPE-MATES** Maidenform, Inc.	72/310967	870953	Registered
88.	**SHEER EASE** Maidenform, Inc.	72/230268	826916	Registered
89.	**SHEER MUSIC** Maidenform, Inc.	72/223808	811734	Registered
90.	**SIMPLY BETTER** Maidenform, Inc.	73/724542	1559070	Registered
91.	**SMALL TALK** Maidenform, Inc.	72/438,217	975057	Registered
92.	**SMOOTH SENSATIONS** Maidenform, Inc.	75/348632	2245111	Registered
93.	**SOMETHING SHAPELY** Maidenform, Inc.	73/126732	1081860	Registered
94.	**SPLITS** Maidenform, Inc.	71/465102	406780	Registered
95.	**STRETCH-CONFECTION** Maidenform, Inc.	72/314298	873494	Registered
96.	**SUBSTRACT** Maidenform, Inc.	72/078315	696818	Registered
97.	**SUB TRACT** Maidenform, Inc.	73/008119	992896	Registered
98.	**SUBTRACT** Maidenform, Inc.	73/146981	1102784	Registered
99.	**SUBTRACT ELITE** Maidenform, Inc.	73/561025	1329474	Registered
100.	**SWEET MS.** Maidenform, Inc.	73/002149	995639	Registered
101.	**SWEET NOTHINGS** Maidenform, Inc.	72-169954	765976	Registered
102.	**SWEET SECRET** Maidenform, Inc.	72/345,550	898362	Registered
103.	**SWEET SOMETHINGS** Maidenform, Inc.	73/117805	1077962	Registered
104.	**SWEET THING** Maidenform, Inc.	72/235842	828608	Registered
105.	**TAKE THE PLUNGE** Maidenform, Inc.	72/438952	974042	Registered
106.	**THE GLOW-TOGETHERS** Maidenform, Inc.	72/291,949	854700	Registered

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SCHEDULE OF TRADEMARKS

107.	THE MAIDENFORM WOMAN, YOU NEVER KNOW WHERE SHE'LL TURN UP Maidenform, Inc.	73/228,225	1162031	Registered
108.	THE SHAPE MAKER Maidenform, Inc.	73/019162	1000124	Registered
109.	THE TOTALLY TERRIFICS Maidenform, Inc.	72/291,672	854696	Registered
110.	TRUE FORM (Stylized) Maidenform, Inc.	71/188871	186657	Registered
111.	UNDER RIGHT Maidenform, Inc.	72/02551	654171	Registered
112.	UNDERCURRENT Maidenform, Inc.	72/301,017	862030	Registered
113.	UNDERLINE Maidenform, Inc.	71/697115	628766	Registered
114.	UNDERMOST Maidenform, Inc.	72/212127	799139	Registered
115.	UNDER-SHEATH Maidenform, Inc.	72/240757	829138	Registered
116.	UNDERSKINS Maidenform, Inc.	72/377,080	918591	Registered
117.	UNDERTONE Maidenform, Inc.	72/039149	0665802	Registered
118.	UNDER-WONDER Maidenform, Inc.	72/269029	877027	Registered
119.	VOUS Maidenform, Inc.	78/363,336		Pending Filed
120.	WISE-GUISE Maidenform, Inc.	72/250080	820814	Registered
121.	YOUR BODY Maidenform, Inc.	72/377,068	919016	Registered

SF1:548876.2

GRANT OF TRADEMARK SECURITY INTEREST

WHEREAS, MAIDENFORM, INC., a New York corporation (**"Grantor"**), owns and uses in its business, and will in the future adopt and so use, various intangible assets, including the Trademark Collateral (as defined below); and

WHEREAS, MF Merger Corporation, a New York corporation, has entered into a Credit Agreement dated as of May 11, 2004 (said Credit Agreement, as it may heretofore have been and as it may hereafter be further amended, restated, supplemented or otherwise modified from time to time, being the **"Credit Agreement"**) with the financial institutions named therein (collectively, together with their respective successors and assigns party to the Credit Agreement from time to time, the **"Lenders"**), and BNP Paribas, as Administrative Agent for the Lenders (in such capacity, **"Secured Party"**) pursuant to which Lenders have made certain commitments, subject to the terms and conditions set forth in the Credit Agreement, to extend certain credit facilities to Company; and

WHEREAS, Company may from time to time enter, or may from time to time have entered, into one or more swap agreements (collectively, the **"Lender Swap Agreements"**) with one or more Persons that are Lenders or Affiliates of Lenders at the time such Lender Swap Agreements are entered into (in such capacity, collectively, **"Swap Counterparties"**); and

WHEREAS, pursuant to the terms of a Security Agreement dated as of May 11, 2004 (said Security Agreement, as it may heretofore have been and as it may hereafter be further amended, restated, supplemented or otherwise modified from time to time, being the **"Security Agreement"**), among Grantor, Secured Party and the other grantors named therein, Grantor has created in favor of Secured Party a security interest in, and Secured Party has become a secured creditor with respect to, the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Security Agreement, to evidence further the security interest granted by Grantor to Secured Party pursuant to the Security Agreement, Grantor hereby grants to Secured Party a security interest in all of Grantor's right, title and interest in and to the following, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located (the **"Trademark Collateral"**):

(i) all rights, title and interest (including rights acquired pursuant to a license or otherwise) in and to all trademarks, service marks, designs, logos, indicia, tradenames, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers and applications pertaining thereto, owned by such Grantor, or hereafter adopted and used, in its business (including, without limitation, the trademarks set forth on Schedule A annexed hereto) (collectively, the **"Trademarks"**), all registrations that have been or may hereafter be issued or applied for thereon in the United States and any state thereof and in foreign countries (including, without limitation, the registrations and applications set forth on Schedule A annexed hereto), all common law and other rights (but in no

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event any of the obligations) in and to the Trademarks in the United States and any state thereof and in foreign countries, and all goodwill of such Grantor's business symbolized by the Trademarks and associated therewith; and

(ii) all proceeds, products, rents and profits of or from any and all of the foregoing Trademark Collateral and, to the extent not otherwise included, all payments under insurance (whether or not Secured Party is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Trademark Collateral. For purposes of this Grant of Trademark Security Interest, the term **"proceeds"** includes whatever is receivable or received when Trademark Collateral or proceeds are sold, licensed, exchanged, collected or otherwise disposed of, whether such disposition is voluntary or involuntary.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[The remainder of this page is intentionally left blank.]

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IN WITNESS WHEREOF, Grantor has caused this Grant of Trademark Security Interest to be duly executed and delivered by its officer thereunto duly authorized as of the 11th day of May, 2004.

MAIDENFORM, INC.

By: _____
Name: _____
Title: _____

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SCHEDULE A
TO
GRANT OF TRADEMARK SECURITY INTEREST

#	Trademark Owner	Application No.	Registration No.	Trademark Status Substatus
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SF1:5487013

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39.	**FASHION TIME** Maidenform, Inc.	72/305614	867223	Registered
40.	**FLAUNT IT** Maidenform, Inc.	76/037828		Pending Suspended

SF1:548701.3

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64.	**MERELY ME** Maidenform, Inc.	72/344,512	894220	Registered
65.	**MINI-CLING** Maidenform, Inc.	72/314,297	873493	Registered
66.	**NICE FEELING** Maidenform, Inc.	72/438,216	974040	Registered
67.	**NITE 'N-DAY and Design** Maidenform, Inc.	71/528699	502626	Registered
68.	**NO-SHOW** Maidenform, Inc.	72/360,202	902657	Registered
69.	**NO-SHOW NATURALS** Maidenform, Inc.	73/081296	1048581	Registered
70.	**ONCE OVER LIGHTLY** Maidenform, Inc.	72/291,951	854702	Registered
71.	**ONE FABULOUS BODY** Maidenform, Inc.	78/363,343		Pending Filed
72.	**ONE FABULOUS FEEL** Maidenform, Inc.	78/363,334		Pending Filed
73.	**ONE FABULOUS FIT** Maidenform, Inc.	78/363,351		Pending Filed
74.	**ONE FABULOUS MOMENT** Maidenform, Inc.	78/363/323		Pending Filed
75.	**PRECIOUS LITTLE** Maidenform, Inc.	72/394,280	926480	Registered
76.	**PRE-LUDE** Maidenform, Inc.	71/349784	316451	Registered
77.	**PRETTY GIRL** Maidenform, Inc.	72/303582	864584	Registered
78.	**PRINTS CHARMING** Maidenform, Inc.	72/306,615	872632	Registered
79.	**PRIZE POSSESSIONS** Maidenform, Inc.	72/291,554	854227	Registered
80.	**REAL THING** Maidenform, Inc.	72/438,220	974640	Registered
81.	**RENDEZVOUS** Maidenform, Inc.	74/418356	1833907	Registered
82.	**SARONG** Maidenform, Inc.	71/686394	622358	Registered
83.	**SEA DREAM** Maidenform, Inc.	72/267577	835526	Registered

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84.	SECRET CENTER Maidenform, Inc.	72/455104	982013	Registered
85.	SECRET CIRCLE Maidenform, Inc.	73/052472	1038532	Registered
86.	SELF-EXPRESSIONS Maidenform, Inc.	74/311,299	1771562	Registered
87.	SHAPE-MATES Maidenform, Inc.	72/310967	870953	Registered
88.	SHEER EASE Maidenform, Inc.	72/230268	826916	Registered
89.	SHEER MUSIC Maidenform, Inc.	72/223808	811734	Registered
90.	SIMPLY BETTER Maidenform, Inc.	73/724542	1559070	Registered
91.	SMALL TALK Maidenform, Inc.	72/438,217	975057	Registered
92.	SMOOTH SENSATIONS Maidenform, Inc.	75/348632	2245111	Registered
93.	SOMETHING SHAPELY Maidenform, Inc.	73/126732	1081860	Registered
94.	SPLITS Maidenform, Inc.	71/465102	406780	Registered
95.	STRETCH-CONFECTION Maidenform, Inc.	72/314298	873494	Registered
96.	SUBSTRACT Maidenform, Inc.	72/078315	696818	Registered
97.	SUBTRACT Maidenform, Inc.	73/008119	992896	Registered
98.	SUBTRACT Maidenform, Inc.	73/146981	1102784	Registered
99.	SUBTRACT ELITE Maidenform, Inc.	73/561025	1329474	Registered
100.	SWEET MS. Maidenform, Inc.	73/002149	995639	Registered
101.	SWEET NOTHINGS Maidenform, Inc.	72-169954	765976	Registered
102.	SWEET SECRET Maidenform, Inc.	72/345,550	898362	Registered
103.	SWEET SOMETHINGS Maidenform, Inc.	73/117805	1077962	Registered
104.	SWEET THING Maidenform, Inc.	72/235842	828608	Registered
105.	TAKE THE PLUNGE Maidenform, Inc.	72/438952	974042	Registered

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106.	THE GLOW-TOGETHERS Maidenform, Inc.	72/291,949	854700	Registered
107.	THE MAIDENFORM WOMAN, YOU NEVER KNOW WHERE SHE'LL TURN UP Maidenform, Inc.	73/228,225	1162031	Registered
108.	THE SHAPE MAKER Maidenform, Inc.	73/019162	1000124	Registered
109.	THE TOTALLY TERRIFICS Maidenform, Inc.	72/291,672	854696	Registered
110.	TRUE FORM (Stylized) Maidenform, Inc.	71/188871	186657	Registered
111.	UNDER RIGHT Maidenform, Inc.	72/02551	654171	Registered
112.	UNDERCURRENT Maidenform, Inc.	72/301,017	862030	Registered
113.	UNDERLINE Maidenform, Inc.	71/697115	628766	Registered
114.	UNDERMOST Maidenform, Inc.	72/212127	799139	Registered
115.	UNDER-SHEATH Maidenform, Inc.	72/240757	829138	Registered
116.	UNDERSKINS Maidenform, Inc.	72/377,080	918591	Registered
117.	UNDERTONE Maidenform, Inc.	72/039149	0665802	Registered
118.	UNDER-WONDER Maidenform, Inc.	72/269029	877027	Registered
119.	VOUS Maidenform, Inc.	78/363,336		Pending Filed
120.	WISE GUISE Maidenform, Inc.	72/250080	820814	Registered
121.	YOUR BODY Maidenform, Inc.	72/377,068	919016	Registered

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