

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/27/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NCC Industries, Inc.		09/27/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Maidenform, Inc.
Street Address:	200 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	73525268	BODY LUXURY
Serial Number:	72154041	LILYETTE
Serial Number:	73047805	MINIMIZER
Serial Number:	71503819	RE-FLEX-ION

CORRESPONDENCE DATA

Fax Number: (201)603-5600
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 732-621-2121
 Email: jprioiseau@maidenform.com
 Correspondent Name: Jennifer Prioleau
 Address Line 1: 485 Route 1 South, Building F
 Address Line 2: Third Floor - Legal Dept.
 Address Line 4: Iselin, NEW JERSEY 08830

ATTORNEY DOCKET NUMBER: MERGER - NCC INTO MF

TRADEMARK

900090430

REEL: 003649 FRAME: 0340

OP \$115.00 73525268

NAME OF SUBMITTER:	Jennifer A. Prioleau
Signature:	/jp1973/
Date:	10/29/2007
Total Attachments: 9 source=ncc - mf merger 1#page1.tif source=ncc - mf merger 1#page2.tif source=ncc - mf merger 1#page3.tif source=ncc - mf merger 1#page4.tif source=ncc -mf merger 2#page1.tif source=ncc -mf merger 2#page2.tif source=ncc -mf merger 2#page3.tif source=ncc -mf merger 2#page4.tif source=ncc -mf merger 2#page5.tif	

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:

"NCC INDUSTRIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MAIDENFORM, INC." UNDER THE NAME OF
"MAIDENFORM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2007, AT 11:47
O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

4430555 8100M

071059358



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6032433

DATE: 09-27-07

TRADEMARK
REEL: 003649 FRAME: 0342

CERTIFICATE OF OWNERSHIP AND MERGER

of

NCC INDUSTRIES, INC.
(a Delaware corporation)

into

MAIDENFORM, INC.
(a New York corporation)

Pursuant to Section 253 of the Delaware General Corporation Law

It is hereby certified that:

1. MAIDENFORM, INC. (the "Corporation") is a business corporation of the State of New York.
2. The Corporation is the owner of all of the outstanding shares of each class of stock of NCC INDUSTRIES, INC., a business corporation of the State of Delaware (sometimes hereinafter referred to as the "Subsidiary").
3. The laws of the jurisdiction of organization of the Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Subsidiary hereby merges into the Corporation.
5. On September 27, 2007, the Board of Directors of the Corporation adopted the following resolutions to merge the Subsidiary into the Corporation:

RESOLVED, that NCC INDUSTRIES, INC. (the "Subsidiary"), be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be liquidated and vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were held before by the Subsidiary in its name;

RESOLVED, that this Corporation shall assume all of the obligations of the Subsidiary;

RESOLVED that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State

of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Maidenform, Inc.
200 Madison Avenue
New York, NY 10016
Attn: General Counsel

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction in connection with such merger;

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for becomes effective, shall be upon filing of such Certificate of Ownership and Merger.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Ownership and Merger as of the 27th day of September, 2007.

MAIDENFORM, INC.

By: 

Name: Steven N. Masket

Title: Executive Vice President, General
Counsel and Secretary

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 27, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CSC 45

070927000820

CERTIFICATE OF MERGER

of

NCC INDUSTRIES, INC.
(a Delaware corporation)

into

MAIDENFORM, INC.
(a New York corporation)

Under Section 905 of the Business Corporation Law

It is hereby certified by the corporation named herein as the Surviving Constituent Corporation as follows:

1. The names of each of the constituent corporations are NCC Industries, Inc. (which was incorporated in the State of Delaware under the initial name of "NCC Industries of Delaware, Inc." and is hereinafter referred to as "Corporation 1") and Maidenform, Inc. (which was incorporated in the State of New York under the initial name of "Beatrice Needle Craft, Inc." and is hereinafter referred to as "Corporation 2"). Corporation 1 and Corporation 2 collectively referred to herein as the "Constituent Corporations".

2. The designation and number of outstanding shares of each class and series of capital stock of Corporation 1, the series and classes entitled to vote and series and classes entitled to vote as a class are as follows: Corporation 1 has 4,042,479 shares of Common Stock issued and outstanding, all of which are entitled to vote as a single class, and all of which are owned by Corporation 2.

3. The designation and number of outstanding shares of each class and series of capital stock of Corporation 2, the series and classes entitled to vote and series and classes entitled to vote as a class are as follows: Corporation 2 has 13,727,879 shares of Common Stock issued and outstanding, all of which are entitled to vote as a single class.

4. The merger herein certified (the "Merger") in respect of the merger of Corporation 1 with and into Corporation 2 with Corporation 2 as the entity surviving the Merger, shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of New York.

5. The Board of Directors of each of the Constituent Corporations has duly adopted an Agreement and Plan of Merger ("Plan of Merger") setting forth the terms and conditions of the Merger of the Constituent Corporations.

6. The name of the domestic constituent corporation which is to be the surviving corporation after the Merger, and which is hereinafter sometimes referred to as the "Surviving Constituent Corporation", is "Maidenform, Inc."

7. The date when the Certificate of Incorporation for Corporation 1 was originally filed with the Secretary of State of the State of Delaware was January 6, 1971. The date when the Application for Authority in the State of New York of Corporation 1 to transact business as a foreign corporation therein was filed with the Department of State of the State of New York was June 17, 1971.

8. The date when the Certificate of Incorporation for Corporation 2 was originally filed with the Department of State of the State of New York was April 24, 1952.

9. The Merger was authorized in respect of Corporation 2 by the written consent of holders of all of the outstanding shares of capital stock of Corporation 2 entitled to vote on the Plan of Merger in accordance with Sections 615 and 903(a) of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said Sections.

10. The Merger is permitted by the laws of the jurisdiction of incorporation of Corporation 1 and is in compliance with said laws.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger
to be executed as of September 27, 2007.

MAIDENFORM, INC.

By: 

Name: Steven N. Masket

Title: Executive Vice President, General
Counsel and Secretary

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CERTIFICATE OF MERGER

of

NCC INDUSTRIES, INC.
(a Delaware corporation)

into

MAIDENFORM, INC.
(a New York corporation)

Under Section 905 of the Business Corporation Law

Name and Address of Filer:

Steven N. Masket
Maidenform Brands, Inc.
154 Avenue E
Bayonne, NJ 07002

CUSTOMER REF. #
247712 JDA

JCC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 27 2007

TAX \$ _____
BY: *lmb*

MY

**CSC 45
DRAW DOWN**

2007 SEP 27 PM 2: 39
2007 SEP 27 PM 12: 09

RECEIVED

FILED

RECORDED: 10/29/2007

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TRADEMARK
REEL: 003649 FRAME: 0350