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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	91167991
Party	Defendant Maidenform, Inc. Maidenform, Inc. 200 Madison Avenue New York, NY 10016
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Attachments	Fabulous Response- Motion To Compel.pdf (16 pages)(74114 bytes) Decl of JP Motion To Compel.pdf (2 pages)(24886 bytes) Decl Exhibit 1.pdf (9 pages)(3675484 bytes) Decl -Exhibit 2.pdf (4 pages)(896483 bytes) Decl. Exhibit 3.pdf (5 pages)(1070471 bytes) Decl. Exhibit 4.pdf (5 pages)(1195636 bytes) Decl. Exhibit 5.pdf (6 pages)(1542402 bytes) Decl. Exhibit 6.pdf (6 pages)(1384557 bytes) Decl. Exhibit 7.pdf (8 pages)(2153459 bytes) Decl. Exhibit 8.pdf (12 pages)(3734629 bytes) Decl. Ex 9.pdf (12 pages)(3384487 bytes) Decl. Exhibit 10.pdf (13 pages)(3764418 bytes) Decl. Exhibit 11.pdf (14 pages)(3969831 bytes) Decl. Exhibit 12.pdf (17 pages)(4572205 bytes) Decl. Exhibit 13.pdf (13 pages)(4296340 bytes) Decl. Exhibit 14.pdf (2 pages)(391163 bytes) Decl. Exhibit 15.pdf (3 pages)(749755 bytes) Decl Exhibit 16.pdf (2 pages)(398939 bytes) Decl. Exhibit 17.pdf (3 pages)(780786 bytes) Decl Exhibit 18.pdf (6 pages)(1558324 bytes) Decl. Exhibit 19.pdf (6 pages)(1403993 bytes) Decl Exhibit 20.pdf (11 pages)(3219122 bytes) Decl. Exhibit 21.pdf (13 pages)(3791681 bytes) Decl. Exhibit 22.pdf (16 pages)(4428732 bytes)

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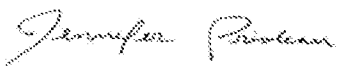
Name of applicant, assignee or Registered Representative



Signature

March 16, 2007
Date of Signature

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the Matter of Serial No. 78/363,351 For the Mark: ONE FABULOUS FIT	)	
The H.D. Lee Company, Inc., Applicant	)	
v.	)	Opposition No. 91167991
Maidenform, Inc., Applicant.	)	

APPLICANT'S RESPONSE TO OPPOSER'S MOTION TO COMPEL

I. INTRODUCTION

Pursuant to 37 CFR § 2.127, TBMP § 502.02, Applicant, Maidenform, Inc. hereinafter ("Applicant"), through its undersigned counsel, hereby timely[1] submits its Response to Opposer's Motion To Compel Responses To Interrogatories And Production Of Documents.

[1] Per TBMP § 502.02 , Applicant's Response is timely because it has filed this Response on 3/16/07, which is within 15 days of 3/ 1/07, the date Opposer served Opposer's Motion To Compel.

II. FACTS

Settlement Discussions:

On December 7, 2005, Opposer filed this Opposition. On January 23, 2006, Opposer filed a consented motion to suspend the opposition proceedings for 60 days to allow the parties to attempt to settle the Opposition. Since no settlement was reached, and since the parties did not agree to further suspend the proceedings, the Opposition resumed on March 25, 2006, and the trial dates were reset as follows:

Discovery set to close ---------- 8/31/06
Testimony set to close ---------- 11/29/06

In August 2006, the parties resumed settlement discussions, however, the case was not suspended as Applicant's in-house counsel, Jennifer Prioleau, made clear to Opposer's counsel that while Applicant would like to see the case settle to avoid the time and expense of litigation, the Opposition must proceed. On August 16, 2006, recognizing that discovery was set to close, on August 31, 2006, and in the interest of avoiding the expense and effort of discovery, and also in the hopes that a settlement would actually happen, Opposer and Applicant agreed only to a 30-day extension of the discovery period, and as a result, the trial dates were reset as follows:

Discovery set to close ---------- 9/30/06
Testimony set to close ---------- 12/29/06

Meanwhile, with respect to the settlement negotiations, Opposer sent Applicant a proposal on August 31, 2006, which Applicant promptly responded to on September 6, 2006, with a counter proposal. (*Prioleau Decl. Ex. 1.)* Recognizing that discovery was set to close on September 30, 2006, Applicant followed-up with Opposer 3 times: on September 19, 2006, on September 22, 2006, and on September 25, 2006, to request a

response to Applicant's 9/6/06 proposal. (*Prioleau Decl. Ex. 2,3,4.)* Finally, on September 25, 2006, Opposer responded to Applicant's requests for an update, stating that Opposer would get back to Applicant shortly. (*Prioleau Decl. Ex. 3.)* Another two weeks went by and having still not received a response, Applicant again requested on October 9, 2006, that Opposer respond to Applicant's 9/6/06 proposal. (*Prioleau Decl. Ex. 6.)* It was not until October 11, 2006, over one month from Applicant's 9/6/06 settlement proposal that Opposer responded with another settlement proposal. (*Prioleau Decl. Ex. 7.)* For ease of reference, a summary of the parties' settlement correspondence is outlined below:

August 31, 2006	Opposer offers settlement proposal to Applicant	
Sept. 6, 2006	Applicant responds to Opposer's proposal	
Sept. 19, 2006	Applicant requests response to its settlement from Opposer	
Sept. 22, 2006	Applicant requests response to its settlement from Opposer	
Sept. 25, 2006	Applicant requests response to its settlement from Opposer	
Oct. 09, 2006	Applicant requests response to its settlement from Opposer	
Oct. 11, 2006	Opposer responds to Applicant's 9/6/06 proposal	

After reviewing Opposer's 10/11/06 proposal, it seemed apparent to Applicant that the parties were not close to settling the case. On October 18, 2006, again hoping the parties could settle their differences but at the same time finding it necessary to proceed with the case, Applicant and Opposer agreed via telephone that it would be mutually beneficial to reopen discovery since Applicant, believing the case was on the verge of settlement, did not serve discovery requests and since Opposer failed to take any discovery depositions by the discovery deadline. Contrary to p.3 of Opposer's Motion, Opposer was not "generous" in its agreement to re-open discovery as the both parties benefited from the reopening discovery. Applicant did not make any mistake with

respect to not serving discovery before the 9/30/06 close of discovery, and in fact, Applicant was fully aware of the 9/30/06 deadline, yet Applicant simply chose not to serve discovery believing, albeit foolishly, that Opposer would agree to its 9/6/06 proposal, to which Applicant was still waiting for a response from Opposer as of the 9/30/06 discovery deadline. The consented motion to reopen discovery was granted and as a result, the trial dates were reset one final time and remain today as follows:

- Discovery set to close ---------- 11/29/06
- Testimony set to close ---------- 2/27/07

On October 20, 2006, Applicant promptly responded to Opposer's 10/11/06 settlement proposal. (*Prioleau Decl. Ex. 8.)* On November 3, 2006, Applicant requested via-e-mail an update from Opposer to its 10/20/06 proposal and Opposer responded on November 6, 2006, stating that "in process of moving office. Will revert re: settlement proposal as soon as move is complete." (*Prioleau Decl. Ex. 9,10.)* On November 14, 2006, Applicant again requested a response to its 10/20/06 proposal. (*Prioleau Decl. Ex. 11.)* Since Applicant did not receive any response from Opposer regarding the settlement proposal or any other form of correspondence, again on November 17, 2006, Applicant e-mailed Opposer requesting that Opposer respond to its 10/20/06 proposal. (*Prioleau Decl. Ex. 12.)* Unfortunately, still almost one month after its 10/20/06 proposal, Applicant still received no response from Opposer and from this point on considered any active settlement negotiations to be over and believed that either: (1) Opposer was not interested in settling or (2) Opposer was abandoning its case in this Opposition proceeding.

Applicant e-mailed Opposer on November 17, 2006, requesting an update yet again to Applicant's 10/20/06 settlement proposal. (*Prioleau Decl. Ex. 12.)* Still, after,

Applicant's November 17, 2006 e-mail to Opposer, Applicant received no response from Opposer.

Opposer's Inaction – The End of Settlement Discussions

From November 17, 2006, until February 16, 2006, Opposer did not correspond with Applicant in any way concerning this Opposition, or any other subject matter and Opposer took absolutely no action with respect to this Opposition proceeding.

On November 22, 2006, Opposer's discovery responses were due, and yet there was still no correspondence of any kind from Opposer.

On November 29, 2006, discovery closed, and yet there was still no correspondence from Opposer.

On December 4, 2006, Applicant's discovery responses were due, and yet there was still no correspondence of any kind from Opposer.

During the entire month of December 2006, Applicant did not hear from Opposer at all and still Applicant received no response to its settlement proposal or any correspondence for that matter from Opposer.

Again, during the entire month of January 2007, Applicant received no response to its settlement proposal, no response to its discovery requests nor any correspondence whatsoever for that matter from Opposer.

On January 29, 2007, Opposer's Testimony Period opened, and yet Applicant received still no contact or correspondence from Opposer.

Finally, on February 16, 2007, almost 4 months after Applicant gave its 10/20/06 settlement proposal to Opposer, Opposer's in house counsel, Helen Winslow, called Applicant's in house counsel, Jennifer Prioleau. Ms. Winslow stated that she does not

recall where things stand in the Opposition. Ms. Prioleau then stated that Applicant never received a response from Opposer to Applicant's 10/20/06 proposal. Ms. Winslow then stated that she thought she sent a response. Later that day, Applicant received an e-mail from Ms. Winslow stating that she thought she e-mailed her response to Applicant's proposal on November 14, 2006, but that, in fact, she had not. *(Prioleau Decl. Ex. 13.)* For ease of reference, a summary of the settlement correspondence is outlined below:

Aug. 31, 2006	Opposer offers settlement proposal to Applicant
Sept. 6, 2006	Applicant responds to Opposer's 8/31/06 proposal
Sept. 19, 2006	Applicant requests response to Applicant's settlement from Opposer
Sept. 22, 2006	Applicant requests response to Applicant's settlement from Opposer
Sept. 25, 2006	Applicant requests response to Applicant's settlement from Opposer
Oct. 09, 2006	Applicant requests response to Applicant's settlement from Opposer
Oct. 11, 2006	Opposer responds to Applicant's 9/6/06 proposal
Oct. 18, 2006	Consented motion to 60 day extension
Oct. 20, 2006	Applicant responds to Opposer's 10/11/06 proposal
Nov. 3, 2006	Applicant requests response to Applicant's settlement from Opposer
Nov. 14, 2006	Applicant requests response to Applicant's settlement from Opposer
Nov. 17, 2006	Applicant requests response to Applicant's settlement from Opposer
Dec. 2006	No correspondence from Opposer
Jan. 2007	No correspondence form Opposer
Feb. 16, 2007	Opposer responds to Applicant's 10/20/06 proposal

On February 21, 2007, Opposer requested that Applicant agree to a 90-day extension of the Testimony Period and on February 21, 2007, Applicant asked Opposer why the extension was necessary. *(Prioleau Decl. Ex. 14.)* On February 22, 2007, Opposer stated that "I would like an extension for the same reasons you wanted extensions when you asked me, namely, because I would like some more time". *(Prioleau Decl. Ex. 15.)* However, throughout this Opposition, Applicant has been very patient with Opposer and Opposer has dragged its feet in responding to any settlement proposals and in complying with the trial dates set by this Board.

The Parties' Discovery Responses:

With respect to the parties' discovery requests and responses, the facts are as follows.

First, Opposer's discovery responses to Applicant's interrogatories and requests for production of documents were due on November 22, 2006, as Applicant served its discovery requests on October 18, 2006, and as per TBMP § 403.03, Opposer's discovery responses were due 35 days from the date the requests are served if served via overnight mail. However, as Opposer omitted in its Motion, Opposer did not serve its discovery responses to Applicant on the November 22, 2006, deadline and as of the date of this Response, Opposer has still failed object to or to serve any discovery responses upon Applicant. In addition, Opposer did not request any extension of time from Applicant regarding its discovery responses. Opposer did not contact Applicant in any way after November 22, 2006, and continuing until February 16, 2007, concerning its failure to respond to Applicant's discovery requests.

Second, contrary to Opposer's argument on p. 1 and 2 of its Motion that Applicant's response was due in November 2007, Applicant's discovery responses to Opposer's interrogatories and requests for production of documents were due on December 4, 2006, as Opposer served its discovery requests on July 24, 2006, and as Applicant requested extensions of time to respond to the discovery requests while settlement discussions were active. *(See p. 8 of Applicant's Response.)* However, the only reason Applicant ever requested any extension of time for its discovery responses from Opposer was not due to Applicant's inaction or delay but rather was necessitated by

Opposer's inaction and failure to respond to Applicant's settlement proposals or Applicant's request for a settlement proposal from Opposer. *(Prioleau Decl. Ex. 16-22.)*

For ease of reference, a summary of the extensions with respect to Applicant's discovery responses are outlined below:

July 24, 2006 Applicant's disc. responses due	Opposer served discovery and response due 35 days later per TBMP 403.03 on 8/28/06	
Response Due	Reason for Applicant's Extension	Extension Granted
8/28/06 Applicant's disc. responses due	*Extension requested because Applicant was waiting for a settlement proposal from Opposer	* 2 week ext granted in e-mail from Paul Kennedy on 8/18/06 *(Prioleau Decl. Ex. 16.)*
9/11/06 Applicant's disc. responses due	*Extension requested because Applicant was waiting for a response from Opposer to its 9/6/06 settlement proposal	* 2 week ext granted in e-mail from Helen Winslow on 9/08/06 *(Prioleau Decl. Ex. 17.)*
9/25/06 Applicant's disc. responses due	*Extension requested because Applicant was waiting for a response from Opposer to its 9/6/06 settlement proposal	* 2 week ext granted in e-mail from Helen Winslow on 9/25/06 *(Prioleau Decl. Ex. 18.)*
10/09/06 Applicant's disc. responses due	*Extension requested because Applicant was waiting for a response from Opposer to its 9/6/06 settlement proposal	* 2 week ext confirmed in e-mail to Helen Winslow on 10/9/06 *(Prioleau Decl. Ex. 19.)*
10/23/06 Applicant's disc. responses due	*Extension requested because Applicant was waiting for a response from Opposer to its 10/20/06 settlement proposal	* 2 week ext confirmed in e-mail to Helen Winslow on 10/23/06 *(Prioleau Decl. Ex. 20.)*
11/06/06 Applicant's disc. responses due	*Extension requested because Applicant was waiting for a response from Opposer to its 10/20/06 settlement proposal	* 2 week ext granted in e-mail from Helen Winslow on 11/06/06 *(Prioleau Decl. Ex. 21.)*
11/20/06 Applicant's disc. responses due	*Extension requested because Applicant was waiting for a response from Opposer to its 10/20/06 settlement proposal	* 2 week ext granted in e-mail from Helen Winslow on 11/17/06 *(Prioleau Decl. Ex. 22.)*
11/22/06 – Opposer's discovery responses were due		
12/04/06 Applicant's disc.	Applicant did not request a further extension as: (1) it appeared from	

responses due	Opposer's inaction that Opposer was no longer pursuing the Opposition	

III. DISCUSSION

A. Opposer's Motion Must Be Denied as It Is Untimely

Opposer's Motion To Compel Responses to Interrogatories and Requests For Production of Documents must be Denied as it was not filed in a timely manner. Pursuant to 37 CFR § 2.120(e), TBMP § 523.03, a Motion To Compel "must be filed prior to the commencement of the first testimony period." The Trademark Rules explain that "the trial schedules include a 60-day period between the close of discovery and the opening of the first testimony period to allow time for the filing of any necessary discovery motions." TBMP § 523.03.

In this case, Opposer's Testimony Period opened on January 29, 2007 and Opposer did not file this Motion until March 1, 2007, thus Opposer's Motion To Compel is untimely as it was filed after the commencement (and after the close) of the first testimony period.

Opposer is simply too late. The remedy for not receiving discovery responses is to contact the other party in a reasonable amount of time after non-delivery of the discovery responses and/or to file a timely motion to compel before the testimony period starts, however, Opposer did neither. The Discovery Period closed in this proceeding on November 29, 2006. And Applicant's discovery responses were due on December 4, 2006. Yet, Opposer did not make any contact with Applicant from November 17, 2006, until February 16, 2007, 11 days before the close of its Testimony Period on February 27, 2007. Opposer also did not file a timely motion to compel before Opposer's Testimony

Period opened on January 29, 2007. In short, it is incumbent on Opposer to proceed to prove its case and instead, Opposer, who brought this Opposition against Applicant, took absolutely no action and made absolutely no contact with Applicant during a critical 3 months from November 17, 2006, until February 16, 2006. There is simply no reason for Opposer's delay and inaction and such failure to even attempt to contact Applicant is inexcusable. Opposer is in the position it is in through its own inattentiveness and inaction in this proceeding.

B. Opposer's Motion Must Be Denied Because the Motion on its Face Does Not Comply With the Special Requirements for a Motions To Compel

Opposer's Motion To Compel Responses to Interrogatories and Requests For Production of Documents must be Denied because it does not comply with the special requirements for motions to compel, which are set out in the Trademark Rules. The Rules set by this Board require that the Motion to Compel must include: (1) "a copy of the request for discovery and the response thereto" and (2) "a written statement from the moving party that such party or its attorney has made a good faith effort, by conference or correspondence, to resolve with the other party or its attorney the issues presented in the motion, and has been unable to reach agreement." 37 CFR § 2.120(e), TBMP § 523.02.

In this case, Opposer has not submitted a copy of Opposer's requests for discovery it served on Applicant, namely the interrogatories or the request for production of documents and things, and thus this Motion must be denied for failure to comply with the requirements for Motions To Compel set by this Board. In addition, Opposer has also failed to submit in its Motion, the necessary statement that it has made a good faith effort to resolve the discovery issues with Applicant, and thus this Motion must be denied for

failure to comply with the requirements for Motions To Compel set by this Board. *See Giant Food, Inc. v. Standard Terry Mills, Inc.,* 231 USPQ 626 (TTAB 1986) (Failed to submit documentary evidence of good faith effort); *Envirotech Corp. v. Compagnie Des Lampes,* 219 USPQ 448, 450 (TTAB 1979) (Finding that a good faith effort is required where there has been a complete failure to respond to discovery); *.Macmillan Bloedel Ltd. v, Arrow-m Corp.,* 203 USPQ 952, 954 (TTAB 1979) (Finding that a statement that discovery has not been responded to is insufficient.)

C. There Was No De Facto Suspension In This Proceeding And There Is No Excuse for Opposer's Untimely Filing Of This Motion

Opposer's excuse as to why its Motion is untimely is that the parties had "an understanding that the proceeding was in a de facto suspension from August 2006 to February 2007", however, this contention is absolutely untrue and is not a reasonable excuse for Opposer not filing its Motion To Compel in a timely manner according to the Rules set by this Board. Opposer argues that it thought there was a de facto suspension of this proceeding because: (1) the parties were negotiating settlement, (2) Opposer granted Applicant numerous extensions of time to respond to its Requests, (3) the parties consented to extensions of the discovery period; and (4) Opposer generously agreed to a reopening of the discovery period so that Applicant can serve its own discovery responses. As outlined below, Opposer's reasons for its unilateral and mistaken belief that the proceeding was in a de facto suspension are mere excuses for Opposer's inaction.

1. The Mere Existence Of Settlement Discussions Does Not Constitute A De Facto Suspension Of The Case

First, with respect to Opposer's settlement discussion excuse, while Applicant, like most parties, is always interested in settlement at any stage of the proceeding, in fact,

Applicant gave Opposer no indication or expectation that the Opposition would not proceed despite an attempt at settlement. In fact, quite the opposite, Applicant's in-house counsel, Jennifer Prioleau, communicated to Opposer's counsel, in March 2006 before the proceedings were set to resume on March 25, 2006, (after being suspended for 60 days for settlement purposes), that Applicant did not want to extend the suspension for settlement purposes and that if the parties could not settle the Opposition, then the proceeding must go forward. Furthermore, when another attempt at settlement was initiated in August 2006, Applicant never communicated or gave any indication to Opposer's in-house counsel, Helen Winslow, or Opposer's counsel of record, that the proceedings were suspended or were not to move forward despite another attempt at settlement. In fact, neither party requested that the proceedings be suspended for settlement purposes, which is the proper remedy to halt a proceeding. In short, Opposer had no reason to believe that the proceedings were de facto suspended and would not move forward in accordance with the discovery and trial dates set by this Board.

The fact that a party is interested in settling the case does not justify Opposer's failure to take affirmative action in either (1) trying to actively pursue settlement, and/or (2) complying with the deadlines set by this board. Opposer did neither. First, there were no active settlement negotiations since Applicant sent a proposal to Opposer on October 20, 2006, and did not hear back from Opposer until more than 4 months later on February 16, 2007, when Opposer notified Applicant that it rejected the proposal. Second, Opposer had ample opportunity to resolve discovery issues or file a motion to compel, or even take testimony. Instead, as shown below, Opposer did nothing. Thus,

the Board should find that Opposer's excuse of the possibility of settlement does not justify Opposer's failure to file a timely motion to compel.

2. The Fact That The Parties Agreed To Extensions Shows That Opposer Could Not Have Believed That The Case Was Suspended

Finally, Opposer's excuse that the parties had agreed to numerous extensions, and therefore Opposer assumed the proceeding was suspended is illogical and defies common sense. As Opposer well knows, when a case is suspended, there is no need for extensions with respect to the trial dates, so how can Opposer argue that it thought the case was suspended because the parties agreed to discovery extensions. In any case, ignorance of the Trademark Rules is no excuse.

In short, "[i]t is the responsibility of a party who has initiated a proceeding to go forward with that proceeding in a timely and expeditious manner" *Stealth Industries, Inc. v. Zero Corporation*, 1999 Commr. Pat. LEXIS 17 at *4 (Comm. For Trademarks 1999). Opposer has not acted in good faith with respect to proceeding in a timely and expeditious manner. Opposer's arguments to explain why it failed to act are not made in good faith as it is clear that Opposer is simply trying to make excuses and that the truth is that Opposer lost track of the trial dates and did not act in a timely and expeditious manner to proceed with the proceeding, which Opposer knew very well was not suspended. How can Opposer argue that it was well aware of the discovery and trial dates, but that it just sat back and did absolutely nothing for 3 months, namely, not responding to Applicant's discovery requests due on November 22, 2006, not contacting Applicant or filing a motion to compel when Applicant did not respond to its discovery requests due on December 4, 2006, not taking any action once the Discovery Period closed on November 29, 2006, not taking any action once the Testimony Period opened

on January 29, 2007, and still not taking any action for the first 19 days of the Testimony Period. There is no good faith excuse for such inaction and the Board must conclude that Opposer's excuses to explain its inaction are not made in good faith but rather as an excuse for its inaction.

C. Opposer's Failure to Remedy any Discovery Disputes in a Timely Manner is Due to Opposer's Own Lack Of Diligence And Unreasonable Delay

Opposer has failed to be proactive in prosecuting its case and the fact that Opposer is complaining of non-delivery of Applicant's discovery responses now is due to Opposer's own negligence and is especially unbelievable in light of Opposer's own failure to deliver any responses to Applicant's discovery requests as of the date of this Response. Opposer has ignored the trial dates and the rules set by this Board and, in a desperate attempt to cover up its own negligence, Opposer now asks this Board to ignore the Trademark Rules and grant its Motion To Compel. The following summarizes Opposer's inaction and negligence in this opposition:

(1) Opposer failed to respond in any way to Applicant's interrogatories and requests for production of documents, which were due on November 22, 2006.

(2) Opposer failed to follow-up with Applicant or contact Applicant regarding Applicant's responses to interrogatories and requests for production of documents, which were due on December 4, 2006.

(3) Once the discovery period closed on November 29, 2006, Opposer still took no action with respect to the outstanding discovery responses that were due from both Opposer and Applicant.

(4) Once Opposer's 30-day Testimony Period opened on January 29, 2007, Opposer still took no action with respect to the outstanding discovery responses that were due from both Opposer and Applicant.

(5) Opposer failed to file a motion to compel discovery responses prior to the start of Opposer's Testimony Period, which began on January 29, 2007.

(6) Opposer failed to serve any deposition notices or otherwise introduce any testimony during its Testimony Period, which began on January 29, 2007.

(7) Opposer failed to correspond with or contact Applicant in any way regarding this opposition from November 17, 2006 until February 16, 2007, 11 days before the close of Opposer's Testimony Period.

(8) Opposer failed to respond to Applicant's 10/20/06 settlement proposal until 4 months later.

III. CONCLUSION

In sum, Opposer's Motion is untimely, is deficient in its contents and Opposer has not presented any compelling arguments on the record before this Board that support granting the requested Motion and thus, Opposer should not be rewarded for being inattentive and negligent in its pursuit of this Opposition proceeding.

For the foregoing reasons, Applicant, Maidenform, Inc., respectfully requests that this Board enter an order denying Opposer's Motion To Compel Responses To Interrogatories and Production of Documents.

Respectfully submitted,

MAIDENFORM, INC.

Dated March 16, 2007

By: _____

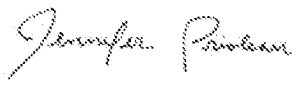
Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
Telephone: (201) 243-2121
Facsimile: (201) 603-5600

Attorney for Applicant

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing APPLICANT'S RESPONSE TO OPPOSER'S MOTION TO COMPEL RESPONSES TO INTERRGATORIES AND PRODUCTION OF DOCUMENTS was served on Opposer on this 16th day of March, 2007, by first class mail, postage prepaid, addressed as follows:

Mr. Paul J. Kennedy, Esq.
Pepper Hamilton LLP
18th and Arch Streets
3000 Two Logan Square
Philadelphia, PA 19103-2799



Jennifer A. Prioleau

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I hereby certify that this correspondence is being transmitted by electronic mail to the United States Patent and Trademark Office on the date shown below.

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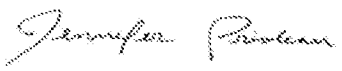
Jennifer A. Prioleau
Name of applicant, assignee or Registered Representative



Signature

March 16, 2007
Date of Signature

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the Matter of Serial No. 78/363,351	)	
For the Mark: ONE FABULOUS FIT	)	
	)	
The H.D. Lee Company, Inc., Applicant	)	
	)	
v.	)	Opposition No. 91167991
	)	
Maidenform, Inc., Applicant.	)	

DECLARATION OF JENNIFER A. PRIOLEAU IN SUPPORT OF APPLICANT'S RESPONSE TO OPPOSER'S MOTION TO COMPEL RESPONSES TO INTERROGATORIES AND PRODUCTION OF DOCUMENTS

I, Jennifer A. Prioleau, declare and say:

1. I am an in-house attorney for Applicant, Maidenform, Inc. representing Applicant in this proceeding and I make this declaration in Support of Applicant's Response To Opposer's Motion To Compel.

2. I am attaching as exhibits 1-22, a true and correct copy of e-mail correspondence relating to this Opposition proceeding between Opposer and Applicant.

3. I declare that all of the statements in the "Facts" section of Applicant's Response To Opposer's Motion To Compel to be an accurate account of the facts in this Opposition proceeding.

Having been warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful statements and the like may jeopardize the validity of the application or document or any registration, I declare under penalty of perjury that all statements made of my own knowledge are true and correct, and that all statements made on information and belief are believed to be true.

Date: March 16, 2007

Jennifer A. Prioleau

EXHIBIT 1

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Wednesday, September 06, 2006 1:20 PM
To: Helen_Winslow@vfc.com
Cc: Maskat, Steve
Subject: RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One __ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One ___ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

154 Avenue E

Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE _____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ____ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc

3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To <Helen_Winslow@vfc.com>

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002

(201) 243-2121 (p)
(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To <Helen_Winslow@vfc.com>
cc
Subject FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002

(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.) Thanks. Helen

Helen L. Winslow

Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer"
<Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know.
Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 2

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Tuesday, September 19, 2006 2:21 PM
To: Helen_Winslow@vfc.com
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Is there any update on the settlement proposal?

Regards,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, September 08, 2006 9:59 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

That is fine, Jennifer. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
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"Prioleau, Jennifer" <Jprioleau@maidenform.com> To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, <Helen_Winslow@vfc.com>

09/08/2006 09:52 AM

cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>

Subject RE: Urgent! - HD Lee/Maidenform

Helen/Paul,

In light of the fact that there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Please advise by 2 pm today.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square

18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 3

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Friday, September 22, 2006 11:58 AM
To: Helen_Winslow@vfc.com
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Please advise if there is any update on the settlement proposal?

Also, since there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Tuesday, September 19, 2006 2:21 PM
To: 'Helen_Winslow@vfc.com'
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Is there any update on the settlement proposal?

Regards,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, September 08, 2006 9:59 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

That is fine, Jennifer. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/08/2006 09:52 AM

To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, <Helen_Winslow@vfc.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: Urgent! - HD Lee/Maidenform

Helen/Paul,

In light of the fact that there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Please advise by 2 pm today.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know.
Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 4

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Monday, September 25, 2006 10:26 AM
To: Helen_Winslow@vfc.com
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Dear Helen,

This e-mail confirms our telephone conversation today, wherein you informed me that you would agree to an additional 2 week extension beyond the present agreed upon due date of Maidenform's discovery responses.

At your earliest convenience, please also advise if there is any update on the settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Friday, September 22, 2006 11:58 AM
To: 'Helen_Winslow@vfc.com'
Cc: 'Kearney, Cara M.'; 'Kennedy, Paul'; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Please advise if there is any update on the settlement proposal?

Also, since there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Tuesday, September 19, 2006 2:21 PM
To: 'Helen_Winslow@vfc.com'
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Is there any update on the settlement proposal?

Regards,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, September 08, 2006 9:59 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

That is fine, Jennifer. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/08/2006 09:52 AM

To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, <Helen_Winslow@vfc.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: Urgent! - HD Lee/Maidenform

Helen/Paul,

In light of the fact that there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Please advise by 2 pm today.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request

for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know.
Paul

Paul J. Kennedy
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EXHIBIT 5

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Monday, September 25, 2006 10:36 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

The below discussion is confirmed. I will be back to you shortly on further settlement discussions.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/25/2006 10:26 AM

To <Helen_Winslow@vfc.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: Urgent! - HD Lee/Maidenform

Dear Helen,

This e-mail confirms our telephone conversation today, wherein you informed me that you would agree to an additional 2 week extension beyond the present agreed upon due date of Maidenform's discovery responses.
At your earliest convenience, please also advise if there is any update on the settlement proposal.
Regards,
Jennifer

Jennifer A. Prioleau

Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Friday, September 22, 2006 11:58 AM
To: 'Helen_Winslow@vfc.com'
Cc: 'Kearney, Cara M.'; 'Kennedy, Paul'; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Please advise if there is any update on the settlement proposal?

Also, since there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.
Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Tuesday, September 19, 2006 2:21 PM
To: 'Helen_Winslow@vfc.com'
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Is there any update on the settlement proposal?

Regards,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, September 08, 2006 9:59 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

That is fine, Jennifer. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer"
<Jprioleau@maidenform.com>

09/08/2006 09:52 AM

To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, <Helen_Winslow@vfc.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: Urgent! - HD Lee/Maidenform

Helen/Paul,

In light of the fact that there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Please advise by 2 pm today.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know.
Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 6

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Monday, October 09, 2006 10:32 AM
To: Helen_Winslow@vfc.com
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: - HD Lee/Maidenform

Dear Helen,

This e-mail confirms our telephone conversation today, wherein you informed me that you would agree to an additional 2 week extension beyond the present agreed upon due date of Maidenform's discovery responses.

At your earliest convenience, please also advise if there is any update on the settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, September 25, 2006 10:26 AM
To: 'Helen_Winslow@vfc.com'
Cc: 'Kearney, Cara M.'; 'Kennedy, Paul'; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

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Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Friday, September 22, 2006 11:58 AM
To: 'Helen_Winslow@vfc.com'
Cc: 'Kearney, Cara M.'; 'Kennedy, Paul'; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Please advise if there is any update on the settlement proposal?

Also, since there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Tuesday, September 19, 2006 2:21 PM
To: 'Helen_Winslow@vfc.com'
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Is there any update on the settlement proposal?

Regards,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
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(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, September 08, 2006 9:59 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

That is fine, Jennifer. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/08/2006 09:52 AM

To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, <Helen_Winslow@vfc.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: Urgent! - HD Lee/Maidenform

Helen/Paul,

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Please advise by 2 pm today.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know.
Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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own virus checks on any attachment to this message. We cannot accept liability for any loss or damage caused by software viruses. The information contained in this communication may be confidential and may be subject to the attorney-client privilege. If you are the intended recipient and you do not wish to receive similar electronic messages from us in future then please respond to the sender to this effect.

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EXHIBIT 7

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One ___ Fit" marks, but, provided

the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One __ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

154 Avenue E

Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE ____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ___ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>
cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229

(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To
<Helen_Winslow@vfc.com>
cc

Subject
FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.) Thanks. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
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Philadelphia, PA 19103
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215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 8

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Friday, October 20, 2006 5:15 PM
To: Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform - One Fab Fit / One Fabulous Fit - Opposition Proceedings

Dear Helen,

The ONE FAB FIT and ONE FABULOUS FIT marks are very important to Maidenform's core intimate apparel business. As such, Maidenform will not agree to abandon its application or not to register the mark ONE FAB FIT.

Maidenform believes that our position outlined in my September 6, 2006, e-mail to you is reasonable and fair in light of Maidenform's prior rights in "ONE ___ FIT"-formative marks.

First, with regard to priority, which is a necessary element in any opposition based on likelihood of consumer confusion, it is Maidenform's position that it has priority over The H.D. Lee Company for "ONE _____ FIT"-formative marks in class 25. According to the USPTO records, HD Lee's mark ONE TRUE FIT was first used in commerce on **June 6, 2003** whereas Maidenform's ONE FABULOUS FIT mark was first used on **December 13, 2001.** In this case, Maidenform clearly has priority in class 25 for any "ONE _____ FIT"-formative mark.

While Maidenform really does not want to file a Petition to Cancel the ONE TRUE FIT mark based on likelihood of confusion with ONE FABULOUS FIT or file a Motion to Amend the Pleadings in the ONE FAB FIT opposition and add such a counterclaim, (which may be brought at any stage of the proceeding when justice so requires and since there is no long or unexplained delay in filing this Motion. TBMP § 507.02; see Laboratoiries du Dr. N.G. Payot Establissment v. Southwestern Classics Collection, Ltd., 3 USPQ2d 1601,1604 (TTAB 1987) (Finding that the pleadings may be amended "at anytime, even after judgment" and should be treated as if raised in the original pleadings)), this path is always an option as Maidenform believes that it has prior rights in any "ONE __ FIT"-formative mark in class 25.

Finally, Maidenform does not really understand your statement that "if you register ONE FAB FIT, you will accordingly impair our ability to protect our mark." This is because if a third-party is doing a search of the PTO records, the mark ONE FABULOUS FIT will be on the register with ONE TRUE FIT, and so the existence of another Maidenform mark ONE FAB FIT, which is clearly a shortened version of the ONE FABULOUS FIT mark, will not create any co-existence argument for

third-parties.

However, notwithstanding the foregoing, in the interest of settling this matter amicably, Maidenform proposes the following to your August 31, 2006 proposal.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM,

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods, including but not limited to, sleepwear, socks, hosiery, and swimwear. Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One __ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One __ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

www.maidenform.com

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One __ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One __ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

154 Avenue E

Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE ____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ___ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>
cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002

(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

Jennifer A. Prioleau
Assistant General Counsel
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<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To
<Helen_Winslow@vfc.com>
cc

Subject
FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E

Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.)
Thanks. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
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Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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This email is intended solely for the use of the individual(s) to whom it is address

EXHIBIT 9

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Friday, November 03, 2006 10:51 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

In light of the settlement negotiations, please advise if HD Lee will agree to grant Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, please advise if you have an update on Maidenform's latest settlement proposal?

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, October 23, 2006 9:08 AM
To: Prioleau, Jennifer; Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Re: Oppositions Nos.: 91168309; 91167991

Dear Helen,

Thanks for your voicemail message today wherein you confirmed that HD Lee is granting Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, to clarify your question about whether you had previously granted such an extension, the previous 60-day extension that you granted was to extend the "Discovery Period", and was separate from Maidenform's discovery response deadline.

I hope to hear from you soon with regard to Maidenform's latest settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, October 20, 2006 1:51 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! HD Lee/Maidenform

Dear Helen,

Thanks for your e-mail dated October 11, 2006. In the interest of settling this opposition, please advise whether you will grant Maidenform a further two week extension for responding to the discovery requests.

I am in the process of drafting a reply to your latest proposal and I will be sending it out before the close of business today.

Thanks,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002

(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider

it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One ___ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One ___ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

154 Avenue E

Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely

foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE _____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ____ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>
cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
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<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

Jennifer A. Prioleau
Assistant General Counsel
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From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To
<Helen_Winslow@vfc.com>
cc

Subject
FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
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154 Avenue E
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<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
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(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.)
Thanks. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>

cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square

18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 10

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Monday, November 06, 2006 9:09 AM
To: Prioleau, Jennifer
Subject: RE: Urgent!! -- HD Lee/Maidenform

Yes to extension.

In process of moving office. Will revert re: settlement proposal as soon as move is complete.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
302.477.3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

11/06/2006 08:55 AM

To <Helen_Winslow@vfc.com>
cc
Subject RE: Urgent!! -- HD Lee/Maidenform

Hi Helene,

Can you please advise ASAP re: the 2 week extension

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, November 03, 2006 9:51 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

In light of the settlement negotiations, please advise if HD Lee will agree to grant Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, please advise if you have an update on Maidenform's latest settlement proposal?

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, October 23, 2006 9:08 AM
To: Prioleau, Jennifer; Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Re: Oppositions Nos.: 91168309; 91167991

Dear Helen,

Thanks for your voicemail message today wherein you confirmed that HD Lee is granting Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, to clarify your question about whether you had previously granted such an extension, the previous 60-day extension that you granted was to extend the "Discovery Period", and was separate from Maidenform's discovery response deadline.

I hope to hear from you soon with regard to Maidenform's latest settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, October 20, 2006 1:51 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! HD Lee/Maidenform

Dear Helen,

Thanks for your e-mail dated October 11, 2006. In the interest of settling this opposition, please advise whether you will grant Maidenform a further two week extension for responding to the discovery requests.

I am in the process of drafting a reply to your latest proposal and I will be sending it out before the close of business today.

Thanks,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E

Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>
cc "Masket, Steve" <smasket@Maidenform.com>
Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE

FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One __ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One __ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

154 Avenue E

Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE _____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ___ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>
cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To
<Helen_Winslow@vfc.com>
cc

Subject
FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.)
Thanks. Helen

Helen L. Winslow
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date

in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 11

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Tuesday, November 14, 2006 5:54 PM
To: Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: Urgent!! -- HD Lee/Maidenform

Helen,

I just wanted to follow-up with you to see where things stand with regard to Maidenform's proposed settlement.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, November 06, 2006 9:41 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! -- HD Lee/Maidenform

OK. Thanks.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, November 06, 2006 9:09 AM
To: Prioleau, Jennifer

Subject: RE: Urgent!! -- HD Lee/Maidenform

Yes to extension.

In process of moving office. Will revert re: settlement proposal as soon as move is complete.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

11/06/2006 08:55 AM

To <Helen_Winslow@vfc.com>

cc

Subject RE: Urgent!! -- HD Lee/Maidenform

Hi Helene,

Can you please advise ASAP re: the 2 week extension

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, November 03, 2006 9:51 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

In light of the settlement negotiations, please advise if HD Lee will agree to grant Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, please advise if you have an update on Maidenform's latest settlement proposal?

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, October 23, 2006 9:08 AM
To: Prioleau, Jennifer; Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Re: Oppositions Nos.: 91168309; 91167991

Dear Helen,

Thanks for your voicemail message today wherein you confirmed that HD Lee is granting Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, to clarify your question about whether you had previously granted such an extension, the previous 60-day extension that you granted was to extend the "Discovery Period", and was separate from Maidenform's discovery response deadline.

I hope to hear from you soon with regard to Maidenform's latest settlement proposal.

Regards,

Jennifer

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Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
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(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, October 20, 2006 1:51 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! HD Lee/Maidenform

Dear Helen,

Thanks for your e-mail dated October 11, 2006. In the interest of settling this opposition, please advise whether you will grant Maidenform a further two week extension for responding to the discovery requests.

I am in the process of drafting a reply to your latest proposal and I will be sending it out before the close of business today.

Thanks,

Jennifer

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(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One __ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One __ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

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Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS

FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE ____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ____ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>
cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30~ 1:45 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477~3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To
<Helen_Winslow@vfc.com>
cc

Subject
FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

~Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.)
Thanks. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any

questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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This email is intended solely for the use of the individual(s) to whom it is addres

EXHIBIT 12

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Friday, November 17, 2006 3:23 PM
To: Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: Urgent!! -- HD Lee/Maidenform

Thanks and have a Happy Thanksgiving!

Please also advise at your earliest convenience re: Maidenform's latest settlement proposal.

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, November 17, 2006 2:12 PM
To: Prioleau, Jennifer
Subject: RE: Urgent!! -- HD Lee/Maidenform

Okay.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
302.477.3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

11/17/2006 02:05 PM

To <Helen_Winslow@vfc.com>

cc

Subject RE: Urgent!! – HD Lee/Maidenform

Helen,

As I will be out all next week, I am requesting a further 2 week extension for Maidenform's discovery responses.

Please advise ASAP.

Thanks!

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Tuesday, November 14, 2006 5:54 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! -- HD Lee/Maidenform

Helen,

I just wanted to follow-up with you to see where things stand with regard to Maidenform's proposed settlement.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, November 06, 2006 9:41 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! -- HD Lee/Maidenform

OK. Thanks.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, November 06, 2006 9:09 AM
To: Prioleau, Jennifer
Subject: RE: Urgent!! -- HD Lee/Maidenform

Yes to extension.

In process of moving office. Will revert re: settlement proposal as soon as move is complete.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229

302.477.3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

11/06/2006 08:55 AM

To <Helen_Winslow@vfc.com>
cc
Subject RE: Urgent!! -- HD Lee/Maidenform

Hi Helene,

Can you please advise ASAP re: the 2 week extension

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, November 03, 2006 9:51 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

In light of the settlement negotiations, please advise if HD Lee will agree to grant Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, please advise if you have an update on Maidenform's latest settlement proposal?

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, October 23, 2006 9:08 AM
To: Prioleau, Jennifer; Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Re: Oppositions Nos.: 91168309; 91167991

Dear Helen,

Thanks for your voicemail message today wherein you confirmed that HD Lee is granting Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, to clarify your question about whether you had previously granted such an extension, the previous 60-day extension that you granted was to extend the "Discovery Period", and was separate from Maidenform's discovery response deadline.

I hope to hear from you soon with regard to Maidenform's latest settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, October 20, 2006 1:51 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! HD Lee/Maidenform

Dear Helen,

Thanks for your e-mail dated October 11, 2006. In the interest of settling this opposition, please advise whether you will grant Maidenform a further two week extension for responding to the discovery requests.

I am in the process of drafting a reply to your latest proposal and I will be sending it out before the close of business today.

Thanks,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
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(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen
"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>
cc "Masket, Steve" <smasket@Maidenform.com>
Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One __ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One __ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

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Bayonne, NJ 07002

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(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE ____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ____ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>

cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

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From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel

The H.D. Lee Company, Inc
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To
<Helen_Winslow@vfc.com>
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Subject
FW: HD Lee/Maidenform

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Can you speak at 2:15 today?

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From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

~Jennifer

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Sent: Friday, August 18, 2006 4:35 PM
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Thanks. Helen

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
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(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com

Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

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EXHIBIT 13

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Friday, February 16, 2007 10:30 AM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform - One Fab Fit / One Fabulous Fit - Opposition Proceedings

Jennifer,

Thanks for our conversation of this morning. I have been waiting for your response to my below e-mail, which I thought I had sent to you. You indicated that you had not received it, so I went hunting and found the response that I had drafted on November 14th. I was apparently interrupted before sending it. It follows:

Jennifer.

Our move is complete, and I have now had an opportunity to read your e-mail below. I do not find mere repetitions of previously expressed statements of positions to be persuasive. Nor do I find it helpful that your new counter offer is, in fact, identical to your last counter offer with the sole exception of offering to have your future ONE ___ FIT applications subject to the terms of the agreement as long as we agree to do the same. Since you have not agreed to anything, making future applications subject to the agreement offers exactly nothing.

Normally, I would simply dismiss such an e-mail and suggest that you send me another one when you are ready to make a counter proposal. However, in an effort to make a meaningful effort from my end in trying to resolve the matter, I will let you know that, in discussing the matter on my end, one thing that was clear to us was that we cannot settle this matter without Maidenform, at a minimum, agreeing not to use ONE FAB FIT on jeans, casual apparel, socks or swimsuits, items on which we presently use ONE TRUE FIT. Therefore, I suggest that you agree to limit your use of ONE FAB FIT and ONE FABULOUS FIT to intimate apparel and its natural expansion, which would expressly not include swimwear, socks, jeans, and casual apparel.

If that is not acceptable to you, then I suggest that you either provide me with legal authorities that convince me your position is a winning one or offer some meaningful compromise.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

10/20/2006 05:14 PM

To <Helen_Winslow@vfc.com>

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: HD Lee/Maidenform - One Fab Fit / One Fabulous Fit - Opposition Proceedings

Dear Helen,

The ONE FAB FIT and ONE FABULOUS FIT marks are very important to Maidenform's core intimate apparel business. As such, Maidenform will not agree to abandon its application or not to register the mark ONE FAB FIT.

Maidenform believes that our position outlined in my September 6, 2006, e-mail to you is reasonable and fair in light of Maidenform's prior rights in "ONE ___ FIT"-formative marks.

First, with regard to priority, which is a necessary element in any opposition based on likelihood of consumer confusion, it is Maidenform's position that it has priority over The H.D. Lee Company for "ONE _____ FIT"-formative marks in class 25. According to the USPTO records, HD Lee's mark ONE TRUE FIT was first used in commerce on **June 6, 2003** whereas Maidenform's ONE FABULOUS FIT mark was first used on **December 13, 2001.** In this case, Maidenform clearly has priority in class 25 for any "ONE _____ FIT"-formative mark.
While Maidenform really does not want to file a Petition to Cancel the ONE TRUE FIT mark based on likelihood of confusion with ONE FABULOUS FIT or file a Motion to Amend the Pleadings in the ONE FAB FIT opposition and add such a counterclaim, (which may be brought at any stage of the proceeding when justice so requires and since there is no long or unexplained delay in filing this Motion. TBMP § 507.02; see Laboratoiries du Dr. N.G. Payot Establissment v. Southwestern Classics Collection, Ltd., 3 USPQ2d 1601,1604 (TTAB 1987) (Finding that the pleadings may be amended "at anytime, even after judgment" and should be treated as if raised in the original pleadings)), this path is always an option as Maidenform believes that it has prior rights in any "ONE __ FIT"-formative mark in class 25.

Finally, Maidenform does not really understand your statement that "if you register ONE FAB FIT, you will accordingly impair our ability to protect our mark." This is because if a third-party is doing a search of the PTO records, the mark ONE FABULOUS FIT will be on the register with ONE TRUE FIT, and so the existence of another Maidenform mark ONE FAB FIT, which is clearly a shortened version of the ONE FABULOUS FIT mark, will not create any co-existence argument for third-parties.

However, notwithstanding the foregoing, in the interest of settling this matter amicably, Maidenform proposes the following to your August 31, 2006 proposal.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM,

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods, including but not limited to, sleepwear, socks, hosiery, and swimwear. Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One __ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One __ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer
Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

www.maidenform.com

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One ___

Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One ___ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

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(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE ____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ____ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
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08/30/2006 11:11 AM

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Subject
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Subject: RE: FW: HD Lee/Maidenform

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Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

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08/28/2006 01:29 PM

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Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

~Jennifer

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Thanks. Helen

Helen L. Winslow
Assistant General Counsel
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

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Have a great weekend!

-Jennifer

Jennifer A. Prioleau
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Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 14

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Wednesday, February 21, 2007 7:08 PM
To: Helen_Winslow@vfc.com
Subject: RE: ONE FAB FIT and ONE FABULOUS FIT

What is the reason for the extension?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, February 21, 2007 12:33 PM
To: Prioleau, Jennifer
Subject: ONE FAB FIT and ONE FABULOUS FIT

Jennifer,

Will you agree to an extension of the trial periods in both of the above opposition proceedings for 90 days?

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
302.477.3932 (fax)

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This email is intended solely for the use of the individual(s) to whom it is addres

EXHIBIT 15

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Thursday, February 22, 2007 11:56 AM
To: Prioleau, Jennifer
Subject: RE: ONE FAB FIT and ONE FABULOUS FIT

Jennifer,

I would like an extension for the same reasons you wanted extensions when you asked me, namely, because I would like some more time.

Plus, I believe we both owe each other discovery responses, which I think it would be helpful to have some more time to complete.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
302.477.3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

02/21/2007 07:08 PM

To <Helen_Winslow@vfc.com>
cc
Subject RE: ONE FAB FIT and ONE FABULOUS FIT

What is the reason for the extension?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)

(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, February 21, 2007 12:33 PM
To: Prioleau, Jennifer
Subject: ONE FAB FIT and ONE FABULOUS FIT

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EXHIBIT 16

Prioleau, Jennifer

From: Kennedy, Paul [KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

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EXHIBIT 17

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Friday, September 08, 2006 9:59 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

That is fine, Jennifer. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/08/2006 09:52 AM

To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, <Helen_Winslow@vfc.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: Urgent! - HD Lee/Maidenform

Helen/Paul,

In light of the fact that there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Please advise by 2 pm today.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

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Paul

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EXHIBIT 18

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Monday, September 25, 2006 10:36 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

The below discussion is confirmed. I will be back to you shortly on further settlement discussions.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/25/2006 10:26 AM

To <Helen_Winslow@vfc.com>

cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>

Subject RE: Urgent! - HD Lee/Maidenform

Dear Helen,

This e-mail confirms our telephone conversation today, wherein you informed me that you would agree to an additional 2 week extension beyond the present agreed upon due date of Maidenform's discovery responses.
At your earliest convenience, please also advise if there is any update on the settlement proposal.
Regards,
Jennifer

Jennifer A. Prioleau

Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Friday, September 22, 2006 11:58 AM
To: 'Helen_Winslow@vfc.com'
Cc: 'Kearney, Cara M.'; 'Kennedy, Paul'; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Please advise if there is any update on the settlement proposal?

Also, since there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.
Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

From: Prioleau, Jennifer
Sent: Tuesday, September 19, 2006 2:21 PM
To: 'Helen_Winslow@vfc.com'
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

Helen,

Is there any update on the settlement proposal?

Regards,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
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Bayonne, NJ 07002
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(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, September 08, 2006 9:59 AM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: Urgent! - HD Lee/Maidenform

That is fine, Jennifer. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
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"Prioleau, Jennifer"
<Jprioleau@maidenform.com>

09/08/2006 09:52 AM

To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, <Helen_Winslow@vfc.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: Urgent! - HD Lee/Maidenform

Helen/Paul,

In light of the fact that there is still no settlement of the pending oppositions, Maidenform requests an additional 2 week extension beyond the present agreed upon due date of the discovery responses.

Please advise by 2 pm today.

Regards,

Jennifer

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Assistant General Counsel
Maidenform, Inc.
154 Avenue E
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(201) 243-2121 (p)
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From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know.
Paul

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EXHIBIT 19

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Monday, October 09, 2006 10:32 AM
To: Helen_Winslow@vfc.com
Cc: Kearney, Cara M.; Kennedy, Paul; Masket, Steve
Subject: RE: - HD Lee/Maidenform

Dear Helen,

This e-mail confirms our telephone conversation today, wherein you informed me that you would agree to an additional 2 week extension beyond the present agreed upon due date of Maidenform's discovery responses.

At your earliest convenience, please also advise if there is any update on the settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
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Sent: Monday, September 25, 2006 10:26 AM
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Cc: 'Kearney, Cara M.'; 'Kennedy, Paul'; Masket, Steve
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From: Prioleau, Jennifer
Sent: Friday, September 22, 2006 11:58 AM
To: 'Helen_Winslow@vfc.com'
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Subject: RE: Urgent! - HD Lee/Maidenform

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-Jennifer

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From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
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Subject: RE: Urgent! - HD Lee/Maidenform

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Helen L. Winslow
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/08/2006 09:52 AM

To "Kennedy, Paul" <KENNEDYP@pepperlaw.com>, <Helen_Winslow@vfc.com>
cc "Kearney, Cara M." <kearneyc@pepperlaw.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject RE: Urgent! - HD Lee/Maidenform

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Please advise by 2 pm today.

Regards,

Jennifer

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Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

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kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 20

Prioleau, Jennifer

From: Prioleau, Jennifer
Sent: Monday, October 23, 2006 9:08 AM
To: Prioleau, Jennifer; Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Re: Oppositions Nos.: 91168309; 91167991

Dear Helen,

Thanks for your voicemail message today wherein you confirmed that HD Lee is granting Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, to clarify your question about whether you had previously granted such an extension, the previous 60-day extension that you granted was to extend the "Discovery Period", and was separate from Maidenform's discovery response deadline.

I hope to hear from you soon with regard to Maidenform's latest settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, October 20, 2006 1:51 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! HD Lee/Maidenform

Dear Helen,

Thanks for your e-mail dated October 11, 2006. In the interest of settling this opposition, please advise whether you will grant Maidenform a further two week extension for responding to the discovery requests.

I am in the process of drafting a reply to your latest proposal and I will be sending it out before the close of business today.

Thanks,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com> To <Helen_Winslow@vfc.com>

09/06/2006 01:20 PM

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One ___ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One ___ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

154 Avenue E

Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE ____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ____ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>
cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]

Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To
<Helen_Winslow@vfc.com>
cc

Subject
FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.)
Thanks. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.

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(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 21

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Monday, November 06, 2006 9:09 AM
To: Prioleau, Jennifer
Subject: RE: Urgent!! -- HD Lee/Maidenform

Yes to extension.

In process of moving office. Will revert re: settlement proposal as soon as move is complete.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
302.477.3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

11/06/2006 08:55 AM

To <Helen_Winslow@vfc.com>
cc
Subject RE: Urgent!! -- HD Lee/Maidenform

Hi Helene,

Can you please advise ASAP re: the 2 week extension

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, November 03, 2006 9:51 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

In light of the settlement negotiations, please advise if HD Lee will agree to grant Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, please advise if you have an update on Maidenform's latest settlement proposal?

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, October 23, 2006 9:08 AM
To: Prioleau, Jennifer; Helen_Winslow@vfc.com
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Re: Oppositions Nos.: 91168309; 91167991

Dear Helen,

Thanks for your voicemail message today wherein you confirmed that HD Lee is granting Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, to clarify your question about whether you had previously granted such an extension, the previous 60-day extension that you granted was to extend the "Discovery Period", and was separate from Maidenform's discovery response deadline.

I hope to hear from you soon with regard to Maidenform's latest settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, October 20, 2006 1:51 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! HD Lee/Maidenform

Dear Helen,

Thanks for your e-mail dated October 11, 2006. In the interest of settling this opposition, please advise whether you will grant Maidenform a further two week extension for responding to the discovery requests.

I am in the process of drafting a reply to your latest proposal and I will be sending it out before the close of business today.

Thanks,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E

Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>
cc "Masket, Steve" <smasket@Maidenform.com>
Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE

FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One __ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One __ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

154 Avenue E

Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE ____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ___ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>
cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
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Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To
<Helen_Winslow@vfc.com>
cc

Subject
FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.)
Thanks. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date

in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
215-981-4194
215-981-4750 (fax)
kennedyp@pepperlaw.com

www.pepperlaw.com

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EXHIBIT 22

Prioleau, Jennifer

From: Helen_Winslow@vfc.com
Sent: Friday, November 17, 2006 2:12 PM
To: Prioleau, Jennifer
Subject: RE: Urgent!! -- HD Lee/Maidenform

Okay.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
302.477.3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

11/17/2006 02:05 PM

To <Helen_Winslow@vfc.com>
cc
Subject RE: Urgent!! -- HD Lee/Maidenform

Helen,

As I will be out all next week, I am requesting a further 2 week extension for Maidenform's discovery responses.

Please advise ASAP.

Thanks!

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Tuesday, November 14, 2006 5:54 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! -- HD Lee/Maidenform

Helen,

I just wanted to follow-up with you to see where things stand with regard to Maidenform's proposed settlement.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, November 06, 2006 9:41 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! -- HD Lee/Maidenform

OK. Thanks.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.

154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, November 06, 2006 9:09 AM
To: Prioleau, Jennifer
Subject: RE: Urgent!! -- HD Lee/Maidenform

Yes to extension.

In process of moving office. Will revert re: settlement proposal as soon as move is complete.

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc.
3411 Silverside Road
Wilmington, DE 19810
302.477.3930 extension 229
302.477.3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

11/06/2006 08:55 AM

To <Helen_Winslow@vfc.com>
cc
Subject RE: Urgent!! -- HD Lee/Maidenform

Hi Helene,

Can you please advise ASAP re: the 2 week extension

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, November 03, 2006 9:51 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

In light of the settlement negotiations, please advise if HD Lee will agree to grant Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, please advise if you have an update on Maidenform's latest settlement proposal?

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Monday, October 23, 2006 9:08 AM
To: Prioleau, Jennifer; Helen_Winslow@vfc.com

Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Re: Oppositions Nos.: 91168309; 91167991

Dear Helen,

Thanks for your voicemail message today wherein you confirmed that HD Lee is granting Maidenform a further 2 week extension to respond to the discovery requests in the above-referenced opposition proceedings.

Also, to clarify your question about whether you had previously granted such an extension, the previous 60-day extension that you granted was to extend the "Discovery Period", and was separate from Maidenform's discovery response deadline.

I hope to hear from you soon with regard to Maidenform's latest settlement proposal.

Regards,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Prioleau, Jennifer
Sent: Friday, October 20, 2006 1:51 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: Urgent!! HD Lee/Maidenform

Dear Helen,

Thanks for your e-mail dated October 11, 2006. In the interest of settling this opposition, please advise whether you will grant Maidenform a further two week extension for

responding to the discovery requests.

I am in the process of drafting a reply to your latest proposal and I will be sending it out before the close of business today.

Thanks,

Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 603-5600 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Wednesday, October 11, 2006 4:28 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: Fw: HD Lee/Maidenform

Jennifer,

I appreciate that significant time has passed since your below e-mail. In response to it, we are prepared to agree to every one of the mutuality provisions you have requested -- provided that you agree not to register ONE FAB FIT. As you know, many individuals and companies begin with a search of the register and, if they see only one of the type of trademark they are looking for in the class, they abandon their proposed mark rather than spending the money to do a common law search. If you register ONE FAB FIT, you will accordingly impair our ability to protect our mark. The only way it makes sense for us to agree to allow you to impair our rights is if you offer us some incentive to do so. My August 31st e-mail was intended to suggest incentives that you could provide us which we were willing to accept in exchange for the impairment of our rights. If you want to de-incentivize the situation by insisting that the incentives be made mutual, then that puts us back to square one, and we will request you to agree to use ONE FAB FIT at common law without registering it.

I hope you will reconsider our original offer. In any event, I remain open to continuing to discuss the matter with a view toward resolving it in a mutually satisfactory manner.

Best wishes.

Helen

"Prioleau, Jennifer" <Jprioleau@maidenform.com>

09/06/2006 01:20 PM

To <Helen_Winslow@vfc.com>

cc "Masket, Steve" <smasket@Maidenform.com>

Subject RE: FW: HD Lee/Maidenform

Dear Helen,

We have reviewed your counter offer. Please see our comments below.

1. With regard to #1, Maidenform will agree to always use ONE FAB FIT or ONE FABULOUS FIT in close proximity to MAIDENFORM, provided that the provision is mutual such that VF Corp./HD Lee should agree to always use ONE TRUE FIT in close proximity to LEE.

2. With regard to #2, Maidenform will agree to limit the use to all intimate apparel, and natural expansion goods like sleepwear, socks, hosiery, and swimwear. However, HD Lee needs to limit use to current field of goods (plus its natural field of expansion, provided we understand what you consider that natural field of expansion to be). Maidenform will not limit the application as we do not consider it necessary in light of the fact that the current ID of goods is very narrow as is.

3. With regard to #3, this provision is acceptable.

4. With regard to #4, Maidenform will not agree to limit applications of "One ___ Fit" marks, but, provided the limitations are mutual, Maidenform would consider agreeing that any such marks will be otherwise limited as provided for in this agreement (except that any such mark would be used in close proximity to Maidenform or another of the company's a house brands). In those circumstances, both companies would be limited to using "One ___ Fit" marks in close proximity to their house marks with the scope of goods of each limited as discussed above.

5. Maidenform will agree to limit the jurisdiction to the US, and to have the agreement bind successors and assigns.

Please let me know whether you are in agreement with the above.

Regards,

Jennifer

Jennifer A. Prioleau

Assistant General Counsel

Maidenform, Inc.

154 Avenue E

Bayonne, NJ 07002

(201) 243-2121 (p)

(201) 436-9506 (f)

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Thu 8/31/2006 2:22 PM
To: Prioleau, Jennifer
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Jennifer,

Here is my counter offer:

We agree to withdraw our opposition to registration of ONE FAB FIT and ONE FABULOUS FIT in exchange for your agreement to:

1. always use ONE FAB FIT and ONE FABULOUS FIT in close proximity to MAIDENFORM

2. limit that use and registration to Intimate wear only and accordingly amend the goods in both pending applications to read: "intimate apparel only, namely foundation garments, panties, brassieres, underwear, briefs, body briefers, body suits, shapewear, girdles, camisoles, women's undergarments, and women's sleepwear, lingerie and slippers"

3. never consent to third party uses of ONE ____ FIT marks and

4. not file any additional trademark applications or otherwise attempt to register any ONE ___ FIT trademarks, including ONE FAB FIT (stylized) and ONE FABULOUS FIT (stylized). The use of any such trademarks would be subject to the terms of this agreement.

The agreement is limited to the United States and binds our respective successors and assigns.

Let me know whether this is acceptable.

Thanks.

Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road

Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/30/2006 11:11 AM

To
<Helen_Winslow@vfc.com>
cc
"Masket, Steve" <smasket@Maidenform.com>
Subject
RE: FW: HD Lee/Maidenform

Dear Helen,

Please advise when you are free to discuss this matter.

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Tuesday, August 29, 2006 10:24 AM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: FW: HD Lee/Maidenform

Helen,

Are you available to speak between 1:30- 1:45 today?

Jennifer A. Prioleau

Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Monday, August 28, 2006 7:37 PM
To: Prioleau, Jennifer
Subject: Re: FW: HD Lee/Maidenform

Jennifer, I just saw your below e-mail now. Helen

Helen L. Winslow
Assistant General Counsel
The H.D. Lee Company, Inc
3411 Silverside Road
Wilmington, DE 19810 U.S.A.
(302) 477-3930 extension 229
(302) 477-3932 (fax)

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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/28/2006 01:29 PM

To
<Helen_Winslow@vfc.com>
cc

Subject
FW: HD Lee/Maidenform

Helen,

Can you speak at 2:15 today?

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Prioleau, Jennifer
Sent: Friday, August 18, 2006 5:03 PM
To: 'Helen_Winslow@vfc.com'
Cc: Masket, Steve
Subject: RE: HD Lee/Maidenform

Helen,

Enjoy your vacation. We can speak on Monday August 28th. I'll let you know a time after I speak with Steve.

Best,

-Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f)

<http://www.maidenform.com/>

From: Helen_Winslow@vfc.com [mailto:Helen_Winslow@vfc.com]
Sent: Friday, August 18, 2006 4:35 PM
To: Prioleau, Jennifer
Subject: RE: HD Lee/Maidenform

Jennifer, in light of the below, I wonder if we can postpone our planned telephone

call until a week from Monday. I would welcome an opportunity to think about the approach we discussed today for awhile, as well as have time to think of some other possible solutions before we talk again. I don't mind scheduling a phone call during my vacation, but I'm not sure it will add anything in this particular situation. Let me know if that's okay with you and Steve. If so, suggest a time for Monday, August 28, because I'm free all day. (I'll just be catching up.)
Thanks. Helen

Helen L. Winslow
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"Prioleau, Jennifer" <Jprioleau@maidenform.com>

08/18/2006 04:18 PM

To
"Kennedy, Paul" <KENNEDYP@pepperlaw.com>
cc
"Kearney, Cara M." <kearneyc@pepperlaw.com>, <Helen_Winslow@vfc.com>, "Masket, Steve" <smasket@Maidenform.com>
Subject
RE: HD Lee/Maidenform

Paul,

Thanks for your e-mail.

Have a great weekend!

~Jennifer

Jennifer A. Prioleau
Assistant General Counsel
Maidenform, Inc.
154 Avenue E
Bayonne, NJ 07002
(201) 243-2121 (p)
(201) 436-9506 (f) <http://www.maidenform.com/>

From: Kennedy, Paul [mailto:KENNEDYP@pepperlaw.com]
Sent: Friday, August 18, 2006 4:14 PM
To: Prioleau, Jennifer
Cc: Kearney, Cara M.; Helen_Winslow@vfc.com
Subject: HD Lee/Maidenform

Jennifer: Following up on our telephone conversation moments ago, this email confirms that Maidenform will have two additional weeks beyond the present due date in which to respond to HD Lee's Interrogatories and Request for Production of Documents. At the appropriate time, and if needed, we will agree to stipulate to an extension of the discovery period for this two week period. If you have any questions, please don't hesitate to let me know. Paul

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
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kennedyp@pepperlaw.com

www.pepperlaw.com

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