
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For The Fiscal Year Ended December 29, 2007
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission File Number: 001-32568

MAIDENFORM BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1724014
(I.R.S. Employer Identification No.)

485F US Hwy I South, Iselin, NJ 08830
(Address of principal executive offices) (Zip Code)
(732) 621-2500

(Registrant's telephone number, including area code)

154 Avenue E, Bayonne, NJ 07002
(Former name, former address and former fiscal year, if changed since last report.)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:
Common Stock, par value \$0.01 per share

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of February 29, 2008, there were 22,453,578 shares of the registrant's common stock, par value \$0.01 per share, outstanding.

The aggregate market value of the shares of common stock held by non-affiliates of the registrant as of June 30, 2007 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$384.4 million computed by reference to the closing price on The New York Stock Exchange on that date. All executive officers, directors and holders of 10% or more of the outstanding common stock of the registrant on that date have been deemed, solely for the purposes of the foregoing calculation, to be "affiliates" of the registrant. The registrant had 23,150,422 shares of common stock, 3,794,008 of which were held by affiliates, outstanding on that date.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the 2008 Annual Meeting of Stockholders are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this Form 10-K.

MAIDENFORM BRANDS, INC.
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FOR THE FISCAL YEAR ENDED DECEMBER 29, 2007

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Forward-Looking Statements

STATEMENTS IN THIS REPORT ABOUT MAIDENFORM BRANDS, INC. THAT ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS BASED ON OUR CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS ABOUT US AND OUR INDUSTRY. THESE FORWARD-LOOKING STATEMENTS ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL FUTURE EVENTS OR RESULTS TO DIFFER MATERIALLY FROM SUCH STATEMENTS. ANY SUCH FORWARD-LOOKING STATEMENTS ARE MADE PURSUANT TO THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. IT IS ROUTINE FOR OUR INTERNAL PROJECTIONS AND EXPECTATIONS TO CHANGE AS THE YEAR OR EACH QUARTER IN THE YEAR PROGRESS, AND THEREFORE IT SHOULD BE CLEARLY UNDERSTOOD THAT THE INTERNAL PROJECTIONS AND BELIEFS UPON WHICH WE BASE OUR EXPECTATIONS MAY CHANGE PRIOR TO THE END OF EACH QUARTER OR THE YEAR. ALTHOUGH THESE EXPECTATIONS MAY CHANGE, WE ARE UNDER NO OBLIGATION TO INFORM YOU IF THEY DO. ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTAINED IN THE PROJECTIONS OR FORWARD-LOOKING STATEMENTS. FACTORS THAT COULD CAUSE OR CONTRIBUTE TO SUCH DIFFERENCES INCLUDE THOSE DISCUSSED IN ITEM 1A, "RISK FACTORS."

Part I

ITEM 1. BUSINESS

Throughout this Annual Report on Form 10-K, we refer to various trademarks, service marks and trade names that we use in our business. Maidenform®, Flexees®, Lilyette®, Sweet Nothings®, Rendezvous®, Subtract®, Minimizer®, Bodymates®, Self Expressions®, One Fabulous Fit®, the Lite Bra®, Customize It®, and Dream® are some of our registered trademarks. Control It™ and Smooth Fit™ are some of our trademarks and service marks. We also have a number of other registered service marks, trademarks, service mark applications and trademark applications related to our products that we refer to throughout this Annual Report on Form 10-K. This Annual Report on Form 10-K also contains trademarks and service marks of other organizations and entities which are the property of their respective holders.

OVERVIEW

Our company, Maidenform Brands, Inc., is a global intimate apparel company with a portfolio of established and well-known brands, top-selling products and an iconic heritage. We design, source and market an extensive range of intimate apparel products, including bras, panties and shapewear. We sell our products through multiple distribution channels, including department stores and national chain stores, mass merchants (including warehouse clubs), other (including specialty retailers, off-price retailers, foreign distributors and licensing income), our company-operated outlet stores and our websites. During our 85-year history, we believe we have built strong equity for our brands and established a platform for growth through a combination of innovative, first-to-market designs and creative advertising campaigns focused on increasing brand awareness with generations of women. We sell our products under some of the most recognized brands in the intimate apparel industry, including Maidenform, Flexees, Lilyette, Sweet Nothings, Rendezvous, Subtract, Bodymates, and Self Expressions.

Our Maidenform, Flexees and Lilyette brands are broadly sold in department stores (such as Macy's and Belk) and national chains (such as Kohl's and JCPenney). We also own brands for intimate apparel products that are distributed through select mass merchants. These brands carry our corporate endorsement and leverage our product technology, but are separate brands with distinctly different logos. For example, our Sweet Nothings branded products are sold in more than 3,740 Wal-Mart stores, of which 3,380 stores are in the United States, 240 stores are in Canada and 120 stores are in Mexico; our Bodymates branded products are sold in more than 520 Costco stores, 380 of which are domestic stores and 140 of which are international stores; and our Self Expressions branded products are sold in more than 1,400 Target stores in the United States and 260 Zellers' stores in Canada as well as distributed in Carrefour stores in Belgium. In addition to these brands, we selectively design and source private-label products for certain retailers.

In the last few years, we have increased our net sales and profitability by investing in marketing our brands, introducing innovative new products and expanding a multi-brand, multi-channel distribution model while significantly lowering our cost structure through financial and operational discipline and initiatives. For example, we have successfully transitioned from operating our own manufacturing facilities to become a global sourcing company with all of our products manufactured by third parties. As a result of these initiatives, our net sales have grown from \$263.4 million in 2002 to \$422.2 million in 2007, representing a compound annual growth rate of 9.9%.

OUR COMPETITIVE STRENGTHS

We attribute our market leadership and significant opportunities for continued growth to the following competitive strengths:

Portfolio of well-known brands with strong market position

During our 85-year history in the intimate apparel industry, we believe we have built strong equity for our brands through a combination of innovative, first-to-market designs and creative advertising campaigns. Our products have a well-earned reputation for “everyday comfort,” which we define as excellent fit, affordability and beautiful styling and are marketed under some of the most long-standing, recognized brands in the industry, such as Maidenform, Flexees and Lilyette.

We have extended our addressable market by offering products at lower price points through the introduction of our other brands. These brands carry our corporate endorsement and leverage our product technology, but are separate brands with distinctly different logos. In addition, these products are similar in style to Maidenform products, but are typically produced with materials more appropriate for these price points.

Effective multi-brand, multi-channel distribution model

We offer a wide range of brands and products at various price points targeted at distinct distribution channels. This multi-channel strategy reduces our reliance on any single distribution channel, product, brand or price point. While the Maidenform, Flexees and Lilyette brands are generally sold in department stores and national chains, we market our other brands to other retailers in the national chain and mass merchant channels. Specifically, Sweet Nothings is sold at Wal-Mart stores, Rendezvous and Subtract are sold at Sears stores, Bodymates is sold at Costco stores and Self Expressions is sold at Target stores and Zellers’ stores. Additionally, we have select private brand relationships.

History of innovation and development of new products

Throughout our 85-year history, we have successfully developed and introduced new products. Some examples of our innovations include:

- filing the patent for the modern seamed bra in 1926;
- filing the patent for the adjustable bra strap in 1942;
- introducing Customize It, a collection of bras with convertible straps and pads in 1999;
- being the first to introduce two-way stretch foam cup technology in the United States to create the Maidenform One Fabulous Fit bra in 2002 (two-way stretch foam offers both horizontal and vertical fabric flexibility to provide greater comfort and fit);
- being the first to introduce two-way stretch foam technology in shapewear products in the United States in 2003;
- introducing the Maidenform Dream bra in 2005;
- introducing the Lite Bra collection in 2006; and
- introducing the Smooth Fit collection, which has patent pending technology, in early 2007.

Our merchandising and design teams seek to incorporate both first-to-market technologies and unique and innovative combinations of existing technologies in our products. To assist these teams in this effort, we are operating a materials laboratory in Hong Kong, as well as employing full-time personnel who regularly meet with raw material producers and contract manufacturers and other component suppliers to review their latest product developments.

Effective and compelling marketing strategies

Our creative advertising campaigns have been key to building brand equity for the Maidenform brand and for our other brands. In our advertising campaigns, we consistently strive to portray intelligent and confident women and to relate to women's aspirations. Notable campaigns we have used in the past to convey this image include the first Dream campaign ("I Dreamed..."), launched in 1949, and the 1970's launch of "The Maidenform Woman. You Never Know Where She'll Turn Up" campaign. More recently, we re-introduced a modern interpretation of the classic "I Dreamed..." campaign as part of a successful strategy to increase brand recognition with our core consumer and attract a younger, more contemporary consumer. We also invest in point-of-sale advertising and cooperative advertising, which is our contribution to retailer-produced advertising. In all of our advertising, we strive to present a consistent image of the Maidenform brand. We place significant marketing emphasis on the Maidenform brand, as we believe consumers are driven to purchase our products not only for their product features, but also because of the image conveyed by the brand. Furthermore, development of Maidenform brand equity has additional positive effects on our other brands including Sweet Nothings, Rendezvous, Bodymates and Self Expressions.

The Flexees and Lilyette brands are supported more directly at point-of-sale as the consumer for these brands typically has more specialized needs and tends to be driven to purchase our products based on practical product features as well as brand image. Informative hangtags highlighting product benefits and features are the most effective means of communication to this consumer.

OUR GROWTH STRATEGIES

We intend to increase sales and profitability by strengthening our position in the intimate apparel industry through the following key strategic initiatives:

Continue to increase consumer identification with our brands

We plan to increase our focus on marketing, especially for the Maidenform brand. We currently use substantial print media and point-of-sale hang-tags on our products to reinforce our brand image. Going forward, we will look to increase our total number of advertising impressions in a variety of media, including on-line, and coordinate these images with our cooperative advertising, outdoor advertising and point-of-sale materials to ensure that all touchpoints with our consumers reinforce the brand image. At the same time, we will continue to monitor the media where our advertisements are placed to ensure we are as effective as possible in reaching our core consumer. We are also focused on promoting our other brands, including Sweet Nothings, Rendezvous, Bodymates and Self Expressions. For our Flexees and Lilyette brands, we will continue to focus our marketing efforts at the point-of-sale, with informative hang-tags on the product that explain product benefits, and will continue to provide cooperative advertising support for inclusion in retailer-produced advertising.

Continue to launch innovative products

We intend to build upon our past successes in innovation by continuing to be the first-to-market with new product features and designs. We plan to do this in a manner that expands our consumer base with limited impact on the sales of existing products. We expect that this will result in an increase in our inventory levels and the number of stock keeping units, or SKUs, we carry. To further assist us in this effort, we are planning to increase the size of our merchandising and design teams, as well as our support operations in Asia.

Increase market share in department stores and national chains

We intend to increase market share in department stores and national chain stores by expanding and refreshing product offerings through innovative technology and design expertise within our core brands—Maidenform, Lilyette and Flexees. In addition, we will continue to support the advertising efforts of our retail partners through cooperative advertising programs and the aggressive pursuit of point-of-sale visual presentation that clearly represent our brands on the selling floors. We also intend to look at creating new brands, similar to Control It.

Expand presence in mass merchant channel

The mass merchant channel continues to provide opportunity for us. We intend to aggressively pursue increased sales through organic growth and the expansion of selling space through the placement of new product categories. Additionally, we intend to explore the use of additional brands in order to gain new customers.

Our global sourcing strategy has enabled us to develop product offerings that are priced competitively in the mass merchant channel and has recently afforded us the opportunity to launch new product concepts concurrently in the mass merchant and department stores and national chain stores channels. Our value/price product strategy has proven successful with the mass market consumer.

Expand our international presence

Our products are currently distributed outside the United States in approximately 60 countries and territories, representing 9.1% of our net sales, the majority of which are generated in the United Kingdom, Canada and Mexico. We intend to continue to focus our international selling efforts in markets with consumer preferences similar to those found in the United States.

In 2007, we experienced growth in the United Kingdom, Russia, the Benelux countries, Sweden, Finland and Germany. In Canada, we continue to expand the door distribution for Maidenform, Flexees and Lilyette within department stores, and expanded within the mass merchant channel of distribution. Our operations in Mexico experienced significant growth through the expansion of the mass merchant channel. We believe that there is a continuing opportunity to grow our brands and develop our presence in the international markets, both in the department and chain stores as well as mass merchants.

Continue to improve product sourcing

We employ a sourcing strategy that expedites our speed to market. We source our products from a network of quality manufacturers in China, Indonesia, Thailand, Israel and the Philippines, among other countries. In most cases, we identify and mandate the raw materials and the sub-contractors we want these suppliers to use. In the future, we may source our products from Bangladesh, Cambodia, Egypt, India and other countries due to the easing of trade restrictions and the maturing of the infrastructure in these countries.

We are expanding the number of our sourcing partners in an effort to achieve efficient product supply to the marketplace and provide the appropriate balance of flexibility and diversity necessary to service the ever-changing needs of the retailer and the consumer. We intend to multi-source our largest selling items at various facilities and with diverse suppliers in order to improve service and pricing levels. We are upgrading and implementing new technologies that will enable us to better communicate with our sourcing partners for bidding, technical specification and to track product in production and in transit.

Make selective acquisitions

We plan to target select strategic acquisitions in order to grow our consumer base and we would utilize the acquired companies to complement the products, channels and geographic reach of our existing portfolio. We believe that acquisitions could enhance our product offering to retailers and provide potential growth. We believe we can leverage our core competencies such as product development, brand management, logistics and marketing to create significant value from the acquired businesses.

PRODUCTS AND BRANDS

We sell a broad range of intimate apparel products including bras, panties and shapewear under the following brands:

Maidenform

We sell a collection of bras and panties under the Maidenform brand primarily at department stores, national chain stores and our company-operated outlet stores and websites. Maidenform branded bras are best described as “every-day comfort” bras with excellent fit, feminine styling and consumer-friendly technology, offering a woman the perfect combination of style and function. The target consumer for Maidenform branded products are women between the ages of 25 and 65 with a career or active lifestyle, a sense of style, and an appreciation of how a comfortable, fit-flexible bra can improve the way they look in clothes.

Flexees

Flexees is a collection of shapewear products sold primarily at department stores, national chain stores and our company-operated outlet stores and websites. Shapewear products create a more slimmed and toned appearance. Examples of shapewear include high leg briefs, full briefs, waist nipper briefs, waist nippers, body briefers, control slips and control camisoles. Flexees products serve as an under layer for all types of clothing, offering a woman comfort and flexibility while slimming and shaping. Flexees is designed with shape defining properties to provide a range of control from firm to lighter control. The target consumers of our Flexees products are women between the ages of 25 and 65. The Flexees product is categorized by level of control.

Lilyette

Lilyette is a collection of bras for the full-figured woman sold primarily in department stores and national chains and our company-operated outlet stores and website. Lilyette bras are targeted at larger-busted women between the ages of 25 and 65, and are typically offered in cup sizes of C and larger. The Lilyette brand represents higher quality luxury at a good value.

Other Brands

- **Sweet Nothings:** A collection of bras, panties and shapewear sold at Wal-Mart.
- **Rendezvous:** A collection of bras and panties sold at Sears in the United States.
- **Subtract:** A collection of shapewear sold at Sears in the United States.
- **Bodymates:** A collection of bras and panties sold at Costco.
- **Self Expressions:** A collection of bras, panties and shapewear sold at Target in the United States and at Zellers' in Canada.
- **Private label:** We selectively sell bras and shapewear under private labels for certain of our customers.

DISTRIBUTION CHANNELS

Our Maidenform, Flexees and Lilyette brands are broadly sold in department stores (such as Macy's and Belk) and national chains (such as Kohl's and JCPenney). Our Sweet Nothings branded products are sold in Wal-Mart stores, our Rendezvous branded products are sold in Sears stores, our Bodymates branded products are sold in Costco stores and our Self Expressions branded products are sold in Target stores and Zellers' stores in Canada. These brands carry our corporate endorsement and leverage our product technology but are separate brands with distinctly different logos. In addition to these brands, we selectively design, develop and source private-label products for certain specialty retailers and a mass merchant. We currently operate 78 outlets stores and our websites, www.maidenform.com and www.maidenform.co.uk, through which we primarily sell our branded products.

Our diversified brand and product portfolio allows us to target a variety of channels and price points without causing channel conflict. We operate in two segments, wholesale and retail. Our wholesale segment includes domestic whole-sale distribution, international distribution and licensing. Our retail segment includes our company-operated outlet stores and our websites. In 2007, we derived approximately 87% of our net sales from our wholesale segment and approximately 13% of our net sales from our retail segment. We had three customers that each accounted for more than 10% of our net sales in 2007 and two customers that each accounted for more than 10% of our net sales in 2006 and 2005.

In addition, our mix of products sold among bras, shapewear, and panties in the wholesale segment are summarized below:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Bras	68%	68%	68%
Shapewear	21%	22%	20%
Panties	11%	10%	12%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

Domestic wholesale distribution

We enjoy longstanding relationships with industry-leading customers in our wholesale channel. Our major wholesale customers include Macy's, JCPenney, Kohl's, Mervyns, Sears, Target, Wal-Mart and Costco. In 2007, net sales from our ten largest customers totaled \$287.9 million, or 68.2% of total net sales, and 78.6% of our total wholesale net sales.

Department Stores and National Chain Stores. The department stores and national chain stores are where we generally sell the Maidenform, Flexees and Lilyette brands. We plan to continue to invest in increasing our net sales with department store customers, which we believe is important to our long-term positioning in the channel. There has been a growing trend toward consolidation of department stores. We expect the rate of our future net sales growth with department stores to be moderated by the reduction in both the number of department store customers and the number of doors (distinct locations operated by a particular retailer) operated by those customers. We have grown both our market share and our net sales significantly in the past several years with national chain stores. We expect to see continued growth with national chain stores in the future as consumers continue to seek out value alternatives and as our customers in this channel continue to open new doors. We have customers located outside the United States that purchase our Maidenform, Flexees and Lilyette brands. The majority of these net sales to these customers are included in the department store and national chain store channel.

Mass Merchants. The mass merchant channel includes both mass merchants and warehouse clubs. We intend to improve our penetration in this channel through the use of Sweet Nothings, Bodymates and Self Expressions, as well

as private brands. We have experienced significant growth in this channel over the past several years and expect to achieve growth in the future as we are able to increase both the floor space and number of doors at which our products are sold. We expect that both our net sales to this channel and our net sales to this channel as a percentage of our total net sales are likely to increase over time. The volume and mix of net sales of our brands and of private label in the mass merchants channel can vary from period to period based upon strategic changes that our customers may implement from time to time. Net sales to customers in the mass channel that are located outside the United States are included in this channel.

Other. Our net sales from this channel, which include sales to specialty retailers and to off-price retailers, have historically been a smaller component of our overall net sales. We participate in private brands in the specialty retailer area as opportunities present themselves. Because of fluctuations in opportunities in this channel, we continually reevaluate growth opportunities. Our licensing income is included in this channel as well as sales to foreign distributors.

We will selectively target strategic acquisitions or a brand start-up to grow our consumer base and would utilize the acquired companies to complement the products, channels and geographic reach of our existing portfolio. We believe that acquisitions could enhance our product offerings to retailers and provide potential growth. We believe we can leverage our core competencies such as product development, brand management, logistics and marketing to create significant value from the acquired businesses. The opportunity to license designer brands is also a potential opportunity for us to grow our customer and consumer base.

We also generate net sales from licensing our brand names to qualified partners for natural line extensions in the intimate apparel market such as sleepwear, teen bras, bra accessories, socks and slippers. Licensing royalties have accounted for less than 1% of our total net sales. Our licensed products are sold at department stores, national chains and mass merchants, at our company-operated outlet stores and through our websites. We believe this gives us the opportunity to introduce our brands to new consumers at a relatively early age. We believe that we can potentially expand our licensing activities beyond our current offerings.

Domestic retail distribution

We sell our products directly to consumers through our 78 company-operated outlet stores and our websites.

Company-Operated Outlet Stores. We currently operate 78 outlet stores through which we primarily sell our branded products. In addition, we sell products such as sleepwear, bra accessories and teen bras under the Maidenform label which we purchase from our licensees and other third-party vendors. We regularly review our real-estate portfolio in order to optimize our store base. Our company-operated outlet stores reduce our dependence on off-price retailers, to which excess merchandise is typically sold at or below cost, and increase brand awareness through direct-to-consumer sales of our products. Our retail stores also provide us with a unique opportunity to test consumer response to new products in an environment entirely within our control. Our company-operated outlet stores have an average footprint size of approximately 2,400 square feet.

The following table highlights the number of stores opened and closed since the beginning of 2005.

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Beginning fiscal year	76	74	81
Open	8	7	2
Closed	(6)	(5)	(9)
Ending fiscal year	<u>78</u>	<u>76</u>	<u>74</u>

Our Websites. Our websites, which we operate through wholly owned subsidiaries, are designed to heighten brand awareness and serve as a channel for our products to be sold directly to consumers. Online sales are expected to increase as a result of our more contemporary target audience and our increased market share.

MERCHANDISING AND DESIGN

We continue to focus on innovation across all product lines. Our new product designs are typically conceived by our merchandising teams, which are generally organized by channel (e.g., department stores and national chains or mass merchants) and brands.

These merchandising teams first work together to develop broad new product concepts that reflect women's changing tastes, new fabric improvements and manufacturing innovations. Subsequently, the merchandising team for each channel works independently to interpret the broad new product concepts into the price points specific to such channel. We also have research and development personnel who assist in this stage of development by working both to develop new technologies and also to meet with our manufacturers to review their new technologies. Once the new product concepts are created, our designers develop the detailing and work with our sourcing partners to generate a prototype. Our product and cost engineers work with these new products and sourcing partners to ensure product fit and quality that consistently meets our stringent specifications prior to manufacture, as well as to ensure products are made in a cost-efficient manner.

Our design personnel and research and development team operate as a shared resource available to all merchandising teams.

SALES AND MARKETING

Existing and potential customers view our latest product lines and place orders during marketing periods that take place four times a year. Throughout the year, the majority of our products are continuously ordered on a replenishment basis, typically at weekly intervals. In addition, most of our customers order new styles, products or colors in advance in order to ensure sufficient quantities.

Our marketing team operates as a shared resource across channels to maximize productivity and creativity. We focus our advertising and promotional spending on brand and/or product specific advertising, primarily through point-of-sale product displays, visuals and individual in-store promotions. We also spend a significant portion of our advertising budget on cooperative advertising, which constitutes contributions to the advertising cost of our products by retailers.

COMPETITION

The intimate apparel industry is highly competitive. We believe, however, that our combination of brand strength, size, design capability and operational expertise position us well against our competitors. Competition is generally based upon product quality, brand name recognition, price, selection, customer service and purchasing convenience. Our primary competitors include Aerie by American Eagle, Cupid Foundations, Inc., Gap Inc., Fruit of the Loom, Inc., Hanesbrands, Inc., Jockey International, Inc., the Lane Bryant division of Charming Shoppes, Inc., the Soma division of Chico's, Inc., Spanx, Triumph International, the Victoria's Secret division of Limited Brands, Inc., Wacoal Corp. and The Warnaco Group, Inc. Additionally, department stores and national chain stores, specialty retailers and other retailers, including our customers, have significant private label product offerings that compete with us. Because of the highly fragmented nature of the industry, we also compete with many small manufacturers and retailers. Some of our competitors are much larger than us and have greater resources than we do.

We offer a diversified portfolio of brands across a wide range of price points in several channels of distribution in an effort to appeal to a broad cross-section of consumers. We believe that our ability to serve multiple distribution channels with a diversified portfolio of products under widely recognized brand names is a competitive strength.

ENVIRONMENTAL MATTERS

We are subject to various federal, state and local laws and regulations that govern activities or operations that may have adverse environmental or health and safety effects. Noncompliance with these laws and regulations can result in significant liabilities, penalties and costs. Compliance with environmental laws and regulations has not had a material impact on our operations, but there can be no assurance that future compliance with such laws and regulations will not have a material adverse effect on our operations. While we believe that we do not face any environmental issues that would have a material adverse impact on our financial position, operations or results of operations, current environmental requirements may change or become more stringent, unforeseen environmental incidents may occur, or environmental conditions may be discovered on our properties or in connection with our operations, any of which could have a material adverse effect on our financial position, operations or results of operations.

TRADEMARKS, COPYRIGHTS AND LICENSING AGREEMENTS

We own a portfolio of highly recognized trademarks and trade names, including Maidenform, Flexees, Lilyette, Sweet Nothings, Rendezvous, Subtract, Bodymates and Self Expressions. We also own copyrights. These intellectual property rights are important to our marketing efforts. Our owned brands are protected by registration or otherwise in the United States and most other markets where our brands are sold. These intellectual property rights are enforced and protected from time to time by litigation.

Each trademark registration in the United States has a duration of ten years and is subject to an indefinite number of renewals for a like period upon appropriate application. The duration of proprietary rights in trademarks, service marks and trade names in the United States, whether registered or not, is predicated on our continued use. Trademarks registered outside of the United States have a duration of between seven and fourteen years depending upon the jurisdiction and are also generally subject to an indefinite number of renewals for a like period upon appropriate application. We are using all of our material marks. Maidenform, Flexees, Lilyette, Sweet Nothings and Self Expressions are some of the trademarks that we have registered with the U.S. Patent and Trademark Office and analogous agencies in a number of other markets where our brands are sold. We have renewed the registrations (or applied for variant forms of the registration, where appropriate, to assure continued protection) of our material registered trademarks. We plan to continue to use all of our material brand names and marks and to renew the registrations of all of our material registered trademarks so long as we continue to use them. We have granted licenses to other parties to manufacture and sell specified products under our trademarks in specified distribution channels and geographic areas. Some of these license agreements contain minimum annual licensing and advertising commitments. Some are for a short term and may not contain specific renewal options. We do not license from third parties any trademarks that are material to our business.

IMPORTS AND IMPORT RESTRICTIONS

Our operations are, or may become, subject to various existing and proposed international trade agreements and regulations such as the North American Free Trade Agreement, the Central American Free Trade Agreement and the Caribbean Basin Initiative, and the activities and regulations of the World Trade Organization, or WTO. Generally, these trade agreements benefit our business by reducing or eliminating the duties and/or quotas assessed on products manufactured in a particular country. However, trade agreements can also impose requirements that negatively affect our business, such as limiting the countries from which we can purchase raw materials and setting quantitative limits on products that may be imported from a particular country. We are exposed to these risks as we import goods from third party suppliers in Asia and Central America.

In general, previously existing quotas on the importation of fabrics and apparel were phased out over a ten-year period that ended on January 1, 2005. Such quotas were phased out in 1998 for cotton bras and in 2002 for bras of man-made fabrics. These phased-out quotas only applied to WTO-member countries. With China's accession to the WTO in 2001, the phase-out completed on January 1, 2005 was applicable to that country as well. Given this short time frame, however, a "safeguard" mechanism was established with respect to China only. The safeguard mechanism is a transition rule to protect against surges of imports from China that would disrupt the domestic market in such goods.

On December 24, 2003, the U.S. government imposed a safeguard quota on imports of bras and other foundation garments. This quota was filled as of November 28, 2004, resulting in no imports of bras and certain shapewear products from China from this date through December 23, 2004. The U.S. government self-initiated a safeguard inquiry with respect to panties and imposed a safeguard quota that resulted in an embargo on panties imported from China into the United States, which foreclosed any such imports through the end of 2005. A new petition to impose another safeguard quota on the importation of bras and certain shapewear from China was also filed. These and other safeguard actions led to the negotiation of a three-year bilateral arrangement with China that sets quantitative restrictions on the importation of certain products, including panties, bras and certain shapewear products, with planned and predictable increases to those limits over the three-year period ending December 31, 2008. If there is growth in imports from China which exceed the negotiated increases in the annual quotas, ensuing embargoes could have a disruptive effect on the regular flow of products to fill orders. In anticipation of this possibility, we have been sourcing from other countries in the Asia-Pacific region and should be able to shift production as necessary in order to reduce the risk of adverse consequences from an embargo. The safeguard mechanism will expire and it is likely that no safeguard actions will be invoked after December 31, 2008 with respect to China.

The European Union (EU) has entered into a trade agreement with China that established annual quantitative limitations on bras and other categories which resulted in an embargo on bras in 2005 and could result in an embargo on bras and other categories imported from China in 2008.

Apart from safeguards with respect to China, there remain all of the normal protections of the General Agreement on Tariffs and Trade that might be invoked by the United States or any other country against China or any other trading party, such as anti-dumping petitions, anti-subsidy protections, and any action proving violation of WTO rules could lead to additional duties or tariffs. The United States and other countries in which our products are manufactured and sold may also change the classification of products which could increase the applicable duty rate. Any of these actions could impact our ability to import products at current or increased levels.

Management regularly monitors new developments and risks related to duties, tariffs, quantitative limits and other trade-related matters pending with the United States and foreign governments for potential positive or negative effects on our operations. In response to the changing import environment resulting from the elimination of quotas, management has chosen to source 100% of our products. We limit our sourcing exposure through, among other measures, geographic diversification and shifts among countries and contractors. We will continue to manage our supply chain from a global perspective and adjust as needed to changes in the quota environment.

GOVERNMENT REGULATION

We are subject to federal, state and local laws and regulations affecting our business, including those promulgated under the Occupational Safety and Health Act, the Consumer Product Safety Act, the Flammable Fabrics Act, the Textile Fiber Product Identification Act, the rules and regulations of the Consumer Products Safety Commission and various environmental laws and regulations. Our international businesses are subject to similar regulations in the

countries where they operate. Our operations are also subject to various international trade agreements and regulations. See “Imports and Import Restrictions” above. We believe that we are in compliance in all material respects with all applicable governmental regulations.

EMPLOYEES

As of December 29, 2007, we had approximately 1,100 employees. We consider our relationships with our employees to be satisfactory and have not experienced any significant interruptions of operations due to labor disagreements since 1978. Our union employees are represented by UNITE-HERE and Local 153 of OPEIU. Our contract with UNITE-HERE, which covers approximately 214 employees at our Fayetteville and Iselin locations, expires on September 30, 2009. Our union contract with OPEIU, which covers 19 clerical employees at our headquarters in Iselin, New Jersey, expires on September 30, 2009.

AVAILABLE INFORMATION

Our investor relations website can be accessed at www.maidenformbrands.com. There, we make available, free of charge, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports, proxy statement, directors and officer reports on Form 3, Form 4 and Form 5, and amendments to these reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (SEC). The information found on our website is not part of this or any other report we file with or furnish to the SEC. We also make available on our website the Maidenform Brands, Inc. Code of Ethics and Conduct, our Corporate Governance Guidelines, and the charters for the Audit, Compensation and Nominating and Corporate Governance Committees of the Board of Directors. You may also obtain copies of these reports and documents, free of charge, by writing to Maidenform Brands, Inc., 485F US Highway 1 South, Iselin, New Jersey 08830.

ITEM 1A. RISK FACTORS

Risks Related To Our Business and Our Industry

Our growth cannot be assured. Even if we do experience growth, we cannot assure you that we will grow profitably.

Although we have experienced significant growth in our net sales since 2002, historical growth rates may not be sustainable and are not necessarily indicative of future operating results. Our efforts to generate future growth in net sales might not result in increased net sales, higher margins or continued profitability. To the extent that net sales do not grow at anticipated rates, that increases in operating expenses precede or are not subsequently followed by commensurate increases in net sales, or that we are unable to adjust operating expense levels accordingly, our business, results of operations and financial condition could be materially and adversely affected.

If we experience fluctuations in our results of operations or rate of growth and fail to meet net sales and earnings expectations, our stock price may fall rapidly and without advance notice.

We base our current and future expense levels and our investment plans on estimates of our future net sales, our future estimated gross margin and our future rate of growth. Our actual results may vary significantly from these estimates. We expect that our expenses will generally increase in the future, but may fluctuate from period to period. We may not be able to adjust our spending quickly enough if our net sales fall short of our expectations or our gross margins erode.

Our results of operations depend on both the continued growth of demand for the products we offer and, to a lesser extent, general economic and business conditions. Any softening of demand for the products we offer will harm our operating results.

A new product introduction by us may result in higher growth in our net sales in the quarter in which the product is introduced as compared to subsequent quarters when the customer is re-stocking the item rather than stocking it for the first time.

Our results of operations may fluctuate on a quarterly basis, which could result in decreases in our stock price. Growth in net sales may not be sustainable and may decrease in the future. We believe that period-to-period comparisons of our results of operations may not be meaningful and you should not rely upon them as an indication of future performance.

We depend on a limited number of customers for a significant portion of our sales, and our financial success is linked to the success of our customers, our customers' commitment to our products and our ability to satisfy and retain our customers. Some of our customers have experienced financial difficulties during the past several years.

We depend on a limited number of customers for a significant portion of our sales. Net sales from our ten largest customers totaled 68.2%, 68.9% and 64.5% of our total net sales during 2007, 2006 and 2005, respectively. We expect that these customers will continue to represent a significant portion of our net sales in the future. Three customers each accounted for more than 10% of our net sales in 2007 and two customers each accounted for more than 10% of our net sales in 2006 and 2005.

We sell the majority of our products to department stores and national chain stores, and mass merchants which in turn sell our products to consumers. We do not have long-term contracts with any of our customers, as sales to retailers are generally made on an order-by-order basis. If we cannot fill customers' orders on time, orders may be cancelled and relationships with customers may suffer, which could have an adverse effect on us. Furthermore, if any of our customers experiences a significant downturn in its business, or fails to remain committed to our products or

brands, the customer may reduce or discontinue purchases from us. The loss of a customer or a reduction in the amount of our products purchased by one or more of our customers could have a material adverse effect on our business, results of operations or financial condition.

During the past several years, various retailers, including some of our customers, have experienced significant changes and difficulties, including restructurings, bankruptcies and liquidations. These and other financial problems experienced by some of our customers, as well as general weakness in the retail environment, increase the risk of extending credit to these customers. A significant adverse change in a customer relationship or in a customer's financial position could cause us to limit or discontinue business with that customer, require us to assume more credit risk relating to that customer's receivables or limit our ability to collect amounts related to previous purchases by that customer, all of which could have a material adverse effect on our business, results of operations or financial condition.

We operate in a highly competitive market, and the size and resources of some of our competitors may allow them to compete more effectively than we can, resulting in a loss of market share and, as a result, a decrease in net sales and profitability.

The intimate apparel industry is highly competitive. Competition is generally based upon product quality, brand name recognition, price, selection, service and purchasing convenience. Both branded and private brand manufacturers compete in the intimate apparel industry. Our primary competitors include Aerie by American Eagle, Cupid Foundations Inc., Gap Inc., Fruit of the Loom, Inc. Hanesbrands, Inc., Jockey International, Inc., the Lane Bryant division of Charming Shoppes, Inc., the Soma division of Chico's, Inc., Spanx, Triumph International, the Victoria's Secret division of Limited Brands, Inc., Wacoal Corp., and The Warnaco Group, Inc. Because of the highly fragmented nature of the balance of the industry, both domestically and internationally, we also compete with many small manufacturers and retailers. Additionally, department stores, specialty retailers and other retailers, including our customers, have significant private brand product offerings that compete with us, and these retailers may choose to source these private brand product offerings directly from third-party manufacturers.

Specialty retailing has grown at a faster rate in recent years than the industry in general and more than department stores and national chain stores, to which we sell the majority of our products, in particular. Furthermore, many specialty retailers primarily sell private brand products, and we cannot predict the future growth, if any, for our products with specialty retailers.

Many of our competitors have significantly greater financial, marketing and other resources, broader product lines outside of intimate apparel and a larger customer base than we have. As a result, these competitors may be able to:

- adapt to changes in customer requirements more quickly;
- introduce new and more innovative products more quickly;
- better adapt to downturns in the economy or other decreases in sales;
- better withstand pressure to accept customer returns of their products or reductions in inventory levels carried by our customers;
- take advantage of acquisition and other opportunities more readily;
- devote greater resources to the marketing and sale of their products;
- adopt more aggressive pricing policies and provide greater contributions to retailer price markdowns and cooperative advertising arrangements than we can; and
- control sourcing production, thereby creating delays for our products.

The elimination of quotas and other trade barriers could increase competition further, as barriers to entry into the industry are reduced.

We might not be able to compete successfully with these competitors in the future. If we fail to compete successfully, our market share and results of operations would be materially and adversely affected.

Retail trends could result in increased downward pressure on our prices, reduced floor space for our products and other changes that could be harmful to our business.

There has been a growing trend toward retailer consolidation and, as a result, we increasingly sell our products to a reduced number of customers. As a result of this consolidation, we have observed an increased centralization of buying decisions and greater negotiating power by such retailers. Policy changes by our customers, such as reductions in inventory levels, limitations on access to display space, development of private brands and other changes by customers, could result in lower net sales and lower gross margins for us. These consolidations in the retail industry, as well as further consolidations that may occur in the future, could result in price and other competition that could damage our business. Additionally, as our customers grow larger, they may increasingly require us to provide them with our products on an exclusive basis, which would cause an increase in the number of SKUs we must carry and, consequently, our inventory levels and working capital requirements could increase. The potential impact of these types of policy changes by our customers has been amplified by the recent consolidation of retailers, as each retailer now represents a greater portion of our net sales.

The intimate apparel industry is subject to pricing pressures that may cause us to lower the prices we charge for our products.

Average prices in the intimate apparel industry have generally declined in the past several years, primarily as a result of the growth of the mass merchant channel of distribution, increased competition, consolidation in the retail industry and a promotional retail environment.

To remain competitive, we must adjust our prices from time to time in response to these industry-wide pricing pressures. Many of our competitors source their product requirements, as we do, from lesser-developed countries to achieve lower operating costs. Our competitors may possibly source from regions with lower costs than those of our sourcing partners and those competitors may apply such additional cost savings to further reduce prices.

Moreover, increased customer demands for markdown allowances, incentives and other forms of economic support reduce our gross margins and affect our profitability. Our financial performance may be negatively affected by these pricing pressures if we are forced to reduce our prices without being able to correspondingly reduce our costs for finished goods or if our costs for finished goods increase and we cannot increase our prices.

We may not be able to keep pace with constantly changing fashion trends, and if we misjudge consumer preferences, the image of one or more of our brands may suffer and the demand for our products may decrease.

Our success depends, in part, on management's ability to anticipate and respond effectively to rapidly changing fashion trends and consumer tastes and to translate market trends into appropriate, saleable product offerings. If we are unable to anticipate, identify or react to changing styles or trends and misjudge the market for our products or any new product lines, our sales may be lower and we may be faced with a significant amount of unsold finished goods inventory. In response, we may be forced to increase our marketing promotions, to provide markdown allowances to our customers, or to liquidate excess merchandise, any of which could have a material adverse effect on our net sales and profitability. Our brand image may also suffer if customers believe that we are no longer able to offer innovative products, respond to the latest fashion trends or maintain the quality of our products.

Even if we are able to anticipate and respond effectively to changing fashion trends and consumer preferences, our competitors may quickly duplicate or imitate one or more aspects of our products, promotions, advertising, brand image and business processes, whether or not they are protected under applicable intellectual property law, which may materially reduce our sales and profitability.

Our customers may decide to discontinue carrying one or more of our brands or product lines in their stores if the brand or product line does not generate sufficient retail sales.

Retailers have in the past sought, and may in the future seek, to consolidate their product offerings and reduce the number of overlapping products they carry in an effort to reduce their inventory and other costs. In doing so, retailers may decide not to purchase one or more of our brands or product lines if that brand or product line does not generate sufficient retail sales and profits for the retailer. The decision by any one of our major customers to stop selling one or more of our brands or product lines may result in other retailers following suit. Even if other retailers do not stop selling the brand or product line, the loss of economies of scale may make it less profitable for us to continue selling the brand or product line. We may ultimately be required to discontinue selling that brand or product line, which may have a material adverse effect on our net sales and profitability. They may also decide that private brands should be a larger percentage of their total business and that could also impact our profitability.

Our leverage could adversely affect our financial condition.

Our indebtedness could have significant negative consequences. For example, it could:

- increase our sensitivity to interest rate fluctuations;
- limit our ability to obtain additional financing to fund future working capital, capital expenditures, and other general corporate requirements, or to carry out other aspects of our business plan;
- require us to dedicate a portion of our cash flows from operations to pay principal of, and interest on, our indebtedness, thereby reducing the availability of that cash flow to fund working capital, capital expenditures or other general corporate purposes, or to carry out other aspects of our business plan;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry;
- cause our suppliers to institute more onerous payment terms generally or require us to purchase letters of credit for this purpose;
- limit our ability to enter into new store leases or renew existing store leases;
- make us more sensitive to any future reduction in our long-term credit rating, which could result in reduced access to the capital markets and higher interest costs on future financings;
- lead us to have less favorable credit terms which would increase the amount of working capital necessary to conduct our business; and
- place us at a competitive disadvantage compared to our competitors that have less debt.

In addition, our credit facility contains financial and other restrictive covenants that may limit our ability to engage in activities that may be in our long-term best interests such as selling assets, strategic acquisitions, paying dividends, stock repurchases and borrowing additional funds. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debt which could leave us unable to meet some or all of our obligations. See notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

External events may cause disruptions to our supply chain, result in increased cost of sales or lead to an inability to deliver our products to our customers.

Currently, we source all of our production through a network of various offshore vendors predominately in the Asia-Pacific region, including China. There are myriad potential events that could disrupt our foreign supply chain, including the following:

- political instability, acts of war or terrorism, or other international events resulting in the disruption of trade with countries where our sourcing partners' manufacturing facilities are located;
- disruptions in shipping and freight forwarding services, including the result of dockworker or port strikes;
- increases in oil prices, which would increase the cost of shipping;
- interruptions in the availability of basic services and infrastructure, including power shortages;
- extraordinary weather conditions (such as hurricanes) or natural disasters (such as earthquakes or tsunamis);
- the occurrence of an epidemic, the spread of which may impede our ability to obtain products on a timely basis;
- in the event of safeguard embargoes, many of the Chinese factories may lose workers which would likely affect their ability to service the business when the embargoes are lifted; or
- as our suppliers open new plants in new countries, costs of labor may be higher and worker productivity may be lower than at existing plants.

These and other events could interrupt production in offshore facilities, increase our cost of sales, disrupt merchandise deliveries, delay receipt of the products into the United States or prevent us from sourcing our products at all. Depending on timing, these events could also result in lost sales, cancellation charges, excessive markdowns or increased air freight charges to compensate for late deliveries. Our future performance may be subject to the occurrence of such events, which are beyond our control, and which could have a material adverse effect on our financial condition and results of operations.

The loss of one or more of our suppliers of finished goods or raw materials may interrupt our supplies.

We purchase intimate apparel designed by us from a limited number of third-party manufacturers. In addition, approximately 80% of our total sourcing is concentrated in two foreign countries, China and Indonesia. We do not have any material or long-term contracts with any of our suppliers. Furthermore, our finished goods suppliers also purchase the fabrics and accessories used in our products from a limited number of suppliers. The loss of one or more of these vendors could interrupt our supply chain and impact our ability to deliver products to our customers, which would have a material adverse effect on our net sales and profitability.

Increases in the price of raw materials used to manufacture our products could materially increase our costs and decrease our profitability.

The principal fabrics used in our business are made from cotton, synthetic fabrics and cotton-synthetic blends. The prices for these fabrics are dependent on the market price for the raw materials used to produce them, primarily cotton and chemical components of synthetic fabrics, and there can be no assurance that prices for these and other raw materials will not increase in the near future. These raw materials are subject to price volatility caused by weather, supply conditions, power outages, government regulations, economic climate and other unpredictable factors. Fluctuations in crude oil or petroleum prices may also influence the prices of related items such as chemicals, dyestuffs, man-made fiber and foam. Any raw material price increase would increase our cost of sales and decrease our profitability unless we are able to pass higher prices on to our customers. In addition, if one or more of our

competitors is able to reduce its production costs by taking advantage of any reductions in raw material prices or favorable sourcing agreements, we may face pricing pressures from those competitors and may be forced to reduce our prices or face a decline in net sales, either of which could have a material and adverse effect on our business, results of operations and financial condition.

Changing international trade regulation and future quantitative limits, duties or tariffs may increase our costs or limit the amount of products that we can import from suppliers in a particular country.

Our operations are, or may become, subject to various existing and proposed international trade agreements and regulations such as the North American Free Trade Agreement, the Central American Free Trade Agreement and the Caribbean Basin Initiative, and the activities and regulations of the World Trade Organization, or WTO. These trade agreements can impose requirements that negatively affect our business, such as limiting the countries from which we can source our products, restricting availability of raw material sourcing by requiring fabric from a particular country and setting quantitative limits on products that may be imported from a particular country. We are exposed to these risks as we import goods from third-party suppliers in Asia and other regions in the World. Our suppliers may have to pay additional charges for allocation of quota for goods produced in China which could impact the supply of product and cost of product.

The countries in which our products are manufactured, or into which they are imported, may from time to time impose additional new regulations, or modify existing regulations, including:

- additional quantitative limits, duties, taxes, tariffs and other charges on imports, including retaliatory duties or other trade sanctions, which may or may not be based on WTO rules, and which would increase the cost of products purchased from suppliers in such countries;
- quantitative limits that may limit the quantity of goods which may be imported into the United States or other jurisdictions from a particular country, including the imposition of “safeguard” limitations by the U.S. government or governments in other jurisdictions, such as the European Union and its member countries, limiting our ability to import goods from China;
- changes in classification of products that could result in higher duty rates than we have historically paid;
- modification of the trading status of certain countries;
- requirements as to where raw materials must be purchased;
- creation of export licensing requirements, imposition of restriction on export quantities or specification of minimum export pricing; or
- creation of other restrictions on imports.

Adverse changes in these costs and restrictions could interrupt production in offshore facilities or delay receipt of our products in the United States and international markets, which would harm our business. Safeguard actions have been initiated in the past with respect to panties and bras by the United States. The United States entered into a three-year bilateral agreement with China setting quantitative limits on imports on panties, bras and certain shapewear products that could result in embargoes in 2008. Similarly, the European Union (EU) has entered into a trade agreement with China that has resulted in annual quantitative limitations on bras and other categories that did result in an embargo on bras in 2005 and could result in an embargo on bras and other categories imported from China in 2008. Furthermore, future trade agreements could provide our competitors with an advantage over us, or increase our costs, either of which could have a material adverse effect on our business, results of operations or financial condition.

Decreases in the value of the U.S. dollar could materially increase our cost of sales.

We have shifted all of our production to third-party suppliers, primarily in countries in the Asia-Pacific region. While we pay these third-party suppliers in U.S. dollars, their costs are typically based upon the local currency of the country in which they operate. Any decrease in the value of the U.S. dollar against these foreign currencies could result in a corresponding increase in our future cost of sales and decrease in our profitability, which could have a material adverse effect on our financial condition and operating results.

We expect to continue to expand our sales operations outside of the United States and we may be unsuccessful in these efforts.

We expect to continue to expand our operations outside of the United States. There are certain risks inherent in doing business in international markets, which include:

- difficulties in staffing and managing foreign operations;
- understanding consumer tastes and fashion trends in foreign jurisdictions;
- the inability to manage and coordinate the various regulatory requirements of multiple jurisdictions that are constantly evolving and subject to unexpected change;
- reduced or no protection for intellectual property rights;
- fluctuations in exchange rates;
- less developed technological infrastructures;
- the inability to change management in these other countries due to applicable local law, severance obligations and social norms;
- difficulty in obtaining the necessary regulatory approvals for planned expansion, if any, and the possibility that any approvals that are obtained may impose restrictions on the operation of our business;
- reductions in business activity in those markets due to holidays and other seasonal slowdowns in the localized retail industry;
- potentially adverse tax consequences; and
- difficulty in servicing our customers from our Ireland distribution center.

Our inability to manage these risks effectively could adversely affect our business and limit our ability to expand our international operations, which could have a material adverse effect on our business, financial condition and results of operations.

Any problems at our distribution centers could materially affect our ability to distribute our products.

Our distribution centers in Fayetteville, North Carolina and Shannon, Ireland serve our domestic and foreign customers. We do not have a backup facility or any alternate distribution arrangements in place. In the event that we experience problems at our distribution centers that impede the timeliness or fulfillment quality of the products being distributed, or that any of our distribution centers is partially or completely destroyed, becomes inaccessible, or is otherwise not fully usable, it would have a material adverse effect on our ability to distribute our products, which in turn would have a material adverse effect on our net sales, profitability, financial condition and operating performance.

We may suffer negative publicity or be sued if the manufacturers of our merchandise violate labor laws or engage in practices that are viewed as unethical.

We rely on our sourcing personnel, utilizing established procedures, to select manufacturers with legal and ethical labor practices, but we cannot control the business and labor practices of our manufacturers. If one of these manufacturers violates, or is accused of violating, labor laws or other applicable regulations, or if such a manufacturer engages in labor or other practices that would be viewed as unethical if such practices occurred in the United States, we could in turn suffer negative publicity or be sued. In addition, if such negative publicity affected one of our customers, it could result in a loss of business for us.

If we are unable to renew or replace our store leases or enter into leases for new stores on favorable terms, or if we violate any of the terms of our current leases, our growth and profitability could be harmed.

We lease all of our outlet store locations. The majority of our store leases contain provisions for base rent plus an additional amount based on a percentage of sales in excess of an agreed upon minimum annual sales level. A number of our leases include a termination provision which applies if we do not meet certain sales levels during a specified period, typically in the third to fourth year of the lease. In addition, our leases all expire within the next ten years with a shorter average remaining life and generally do not contain options to renew. Furthermore, some of these leases contain various restrictions relating to the change of control of our company. Our leases also subject us to risks relating to compliance with changing outlet center rules and the exercise of discretion by our landlords on various matters within the outlet centers. If we are unable to renew or replace our store leases or enter into leases for new stores on favorable terms, or if we violate any of the terms of our current leases, our growth and profitability could be harmed.

Our company-operated outlet stores are heavily dependent on the ability and desire of consumers to travel and shop.

Our company-operated outlet stores are located principally in outlet centers, which are typically located at or near vacation destinations or away from large population centers where department stores and other traditional retailers are concentrated. As a result, developments that would lead to decreased travel, such as fuel shortages, increased fuel prices, travel restrictions, travel concerns, bad weather and other circumstances, including as a result of war, terrorist attacks or the perceived threat of war or terrorist attacks, could have a material adverse effect on us, as was the case after the September 11th terrorist attacks. Other factors which could affect the success of our stores include:

- the location of the outlet center or the location of a particular store within an outlet center;
- the other tenants occupying space at the outlet center;
- increased competition in areas where outlet centers are located;
- the opening of outlet centers closer to population centers, which could materially decrease the traffic to existing outlet centers that are located further away from established population centers;
- a downturn in the economy generally or in a particular area where an outlet center is located; and
- the amount of advertising and promotional dollars spent by the landlord of the outlet center to attract consumers to the outlet center.

We experience fluctuations in our comparable outlet store sales and margins.

Our continued success depends, in part, upon our ability to continue to further improve sales, as well as both gross margins and operating margins, at our company-operated outlet stores. A variety of factors affect comparable store sales, including competition, current economic conditions, the timing of release of new merchandise and promotional

events, changes in our merchandise mix, the success of marketing programs and weather conditions. These factors may cause our comparable store sales results to differ materially from prior periods and from expectations.

Our ability to further improve our comparable store sales results and margins depends in large part on improving our forecasting of demand and fashion trends, selecting effective marketing techniques, providing an appropriate mix of merchandise for our broad and diverse consumer base, managing inventory effectively, using effective pricing strategies, and optimizing store performance by controlling operating costs and closing underperforming stores. Our inability to execute these strategies may cause our comparable store sales results and operating results to differ materially from prior periods and from expectations.

Our operations are dependent on our information technology systems and infrastructure which may suffer failures or business interruptions that could cause loss of data and increase our operating costs.

Our computer and communication systems and other operations are vulnerable to damage, interruption or failure as a result of, among other things, power or telecommunications failures, hardware failures or software errors; human error; computer viruses, acts of vandalism or sabotage (and resulting potential lapses in security), both internal and external; natural disasters, fires, floods or other acts of God; acts of war or terrorism or other armed hostility; and loss of support services from third parties, including those to whom we outsource aspects of our computer infrastructure critical to our business.

We cannot assure you that we will not experience systems failures. In these circumstances, our redundant systems or disaster recovery plans may not be adequate. Similarly, although our service providers generally have disaster recovery plans, we cannot be certain that these plans will be adequate or implemented properly. In addition, our business interruption insurance may not adequately compensate us for losses that may occur.

We also cannot assure you that we have sufficient personnel to properly respond to system problems. We internally support and maintain many of our computer systems and networks. Our failure to monitor or maintain these systems and networks or, if necessary, to find a replacement for this technology in a timely and cost-effective manner would have a material adverse effect on our business, financial condition and results of operations.

We are implementing changes to our Information Technology systems that may disrupt operations.

We continue to evaluate and are currently implementing, in a phased approach, modifications and upgrades to our information technology systems for sourcing and distribution operations, financial reporting, planning and forecasting. Modifications involve replacing legacy systems with successor systems, making changes to legacy systems or acquiring new systems with new functionality. We might not successfully launch these new systems as planned or without disruptions to our operations. Information technology system disruptions, if not anticipated and appropriately mitigated, could have a material adverse effect on our operations. We could have cost overruns on the technology that would impact our results of operations.

We are subject to potential challenges relating to overtime pay and other regulations, and union contracts that affect our relationship with our employees, which could adversely affect our business.

Federal and state laws governing our relationships with our employees affect our operating costs. These laws include wage and hour laws and regulations, fair labor standards, minimum wage requirements, overtime pay, unemployment tax rates, workers' compensation rates, citizenship requirements and payroll taxes. A determination that we do not comply with these laws could harm our profitability or business reputation. Additional government-imposed increases in minimum wages, overtime pay, paid leaves of absence or mandated health benefits could also materially adversely affect us.

We are a party to contracts with two separate unions. Our contracts with Local 153 of OPEIU and UNITE-HERE both expire on September 30, 2009. Our failure or inability to renew either of these contracts could have a material adverse effect on our ability to operate our business and on our results of operations.

We are subject to various laws and regulations in the countries in which we operate.

We are subject to federal, state and local laws and regulations affecting our business, including those promulgated under the Occupational Safety and Health Act, the Consumer Product Safety Act, the Flammable Fabrics Act, the Textile Fiber Product Identification Act, the rules and regulations of the Consumer Products Safety Commission and various labor, workplace and related laws, as well as environmental laws and regulations. Our international business is subject to similar regulations in the foreign countries in which we operate. We may be required to make significant expenditures to comply with governmental laws and regulations, including labeling laws and privacy laws, compliance with which may require significant additional expense. Complying with existing or future laws or regulations may materially limit our business and increase our costs. Failure to comply with such laws may expose us to potential liability and have a material adverse effect on our results of operations.

We cannot predict our future capital needs or our ability to obtain additional financing if we need it.

Our business is dependent upon the availability of adequate funding. Historically, we have satisfied these needs primarily through debt financing and, more recently, internally-generated funds and our initial public offering. We believe there are a significant number of capital intensive opportunities for us to maximize our growth and strategic position, including, among others, acquisitions, joint ventures, strategic alliances or other investments. As a result, we may need to raise additional funds to:

- support more rapid growth in our business;
- develop new or enhanced products;
- respond to competitive pressures;
- acquire complementary companies or technologies;
- expand our distribution centers to support the growth of our business or to lease or build additional space;
- fund the working capital requirements of carrying additional inventory;
- enter into strategic alliances or make acquisitions;
- complete our \$25.0 million stock repurchase program;
- respond to unanticipated capital needs; and
- develop new internal or licensed brands.

We might not be able to obtain additional financing, if needed, in amounts or on terms acceptable to us, if at all. If sufficient funds are not available or are not available on terms acceptable to us, our ability to fund our expansion, take advantage of acquisition opportunities, develop or enhance our products, or otherwise respond to competitive pressures would be significantly limited. These limitations could materially and adversely affect our business, results of operations and financial condition.

We might not successfully integrate future acquisitions, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Although members of our current management team have previous experience in integrating acquisitions, they have not completed any acquisitions as a team. If appropriate opportunities present themselves, we may acquire or invest in

businesses, products or technologies that we believe are strategic. We might not be able to identify, negotiate or finance any future acquisition or investment successfully. Even if we do succeed in acquiring or investing in a business, product or technology, such acquisitions and investments involve a number of risks, including:

- we may find that the acquired company or assets do not further our business strategy, or that we overpaid for the company or assets, or that the economic conditions underlying our acquisition decision change;
- we may have difficulty integrating the products with our existing product lines;
- we may have difficulty integrating the operations and personnel of the acquired business, or retaining the key personnel of the acquired business;
- our ongoing business and management's attention may be disrupted or diverted by transition or integration issues and the complexity of expanding into new markets; and
- we may acquire a company with a different customer base than ours, and those customers may elect to shift their business to other companies following the acquisition.

Future acquisitions could have an adverse effect on our operating results, particularly in the quarters immediately following their completion while we integrate the operations of the acquired business. Once integrated, acquired operations may not achieve levels of revenues, profitability or productivity comparable with those achieved by our existing operations, or otherwise perform as expected.

Furthermore, the consideration paid in connection with an investment or acquisition will affect our financial results. If we were to proceed with one or more significant acquisitions in which the consideration included cash, we could be required to use a substantial portion of our available cash and our available borrowing capacity to consummate any acquisition. To the extent we issue shares of capital stock or other rights to purchase capital stock, including options or other rights, existing stockholders may be diluted and earnings per share may decrease. In addition, acquisitions may result in the incurrence of debt, large one-time write-offs (such as those relating to acquired in-process research and development costs) or restructuring charges. They may also result in goodwill and other intangible assets that are subject to impairment tests, which could result in future impairment charges. Any of these factors could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our failure to register, renew or otherwise protect our trademarks and other intellectual property could have a negative impact on the value of our brand names and our ability to use those names in certain geographical areas.

We use trademarks on nearly all of our products, which is an important factor in creating a market for our products, in identifying us, and in distinguishing our products from those of others. We believe our trademarks, service marks, copyrights, trade secrets, patent applications and similar intellectual property are critical to our success. We rely on trademark, copyright and other intellectual property laws to protect our proprietary rights. We also depend on trade secret protection through confidentiality agreements with our employees, licensees, suppliers and others, and through license agreements with our licensees with whom we develop the fabrics, other components and machinery used to make our products. We may not have agreements containing adequate protective provisions in every case and the contractual provisions that are in place may not provide us with adequate protection in all circumstances. The unauthorized reproduction or other misappropriation of our intellectual property could diminish the value of our brand, competitive advantages or goodwill and result in decreased net sales.

Despite our efforts to protect our intellectual property rights, intellectual property laws afford us only limited protection. A third party could copy our products, designs and/or brands, or otherwise obtain information from us without authorization. Accordingly, we may not be able to prevent misappropriation of our intellectual property or to deter

others from developing similar products. Further, monitoring the unauthorized use of our intellectual property, including our trademarks and service marks, is difficult. Litigation has been and may continue to be necessary to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Litigation of this type has resulted in and could in the future result in further substantial costs and diversion of resources, may result in counterclaims or other claims against us and could significantly harm our results of operations. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as do the laws of the United States. In addition, we have not obtained trademark protection for all of our brands in all of the countries where we sell our products. This could leave us helpless to stop potential infringers or possibly even unable to sell our products in certain territories.

We may have disputes with, or be sued by, third parties for infringement or misappropriation of their proprietary rights, which could have a negative impact on our business.

Other parties have asserted in the past, and may assert in the future, claims with respect to trademark, patent, copyright or other intellectual property rights that are important to our business. Other parties might seek to block the use of, or seek monetary damages or other remedies for the prior use of, our trademarks or other intellectual property or the sale of our products as a violation of their trademark, patent or other proprietary rights. Defending any claims, even claims without merit, could be time-consuming, result in costly settlements, litigation or restrictions on our business and could damage our reputation.

In addition, there may be prior registrations or use of intellectual property in the United States or foreign countries (including, but not limited to, similar or competing marks or other proprietary rights) of which we are not aware. In all such countries, it may be possible for any third-party owner of a trademark registration in that country or other proprietary right to enjoin or limit our expansion into those countries or to seek damages for our use of such intellectual property in such countries. In the event a claim against us were successful and we could not obtain a license to the relevant intellectual property or redesign or rename our products or operations to avoid infringement, our business, financial condition or results of operations could be harmed. In addition, securing registrations does not fully insulate us against intellectual property claims, as another party may have rights superior to our registration or our registration may be vulnerable to attack on various other grounds.

Any such claims of infringement or misappropriation, whether meritorious or not, could

- be expensive and time consuming to defend;
- prevent us from operating our business, or portions of our business;
- cause us to cease producing and marketing certain of our products;
- result in the loss of one or more key customers;
- require us to re-label or re-design our products, if feasible;
- result in significant monetary liability;
- divert management's attention and resources; and
- potentially require us to enter into royalty or licensing agreements in order to obtain the right to use necessary intellectual property.

Third parties might assert infringement claims against us in the future with respect to any of our products. Any such assertion might require us to enter into royalty arrangements or litigation that could be costly to us. Any of these events could have a material adverse effect on our business, results of operations or financial condition.

Sales of shares of common stock by us or our stockholders could limit our ability to utilize certain income tax benefits.

At December 29, 2007, we had approximately \$49.2 million of federal and state net operating loss carryforwards available for future utilization during the years 2008 through 2023. To the extent any sales of common stock by us or certain of our stockholders results in an “ownership change” within the meaning of Section 382 of the Internal Revenue Code (“Section 382”), we may not be able to realize certain of these net operating loss carryforwards existing at the date of such ownership change or the timing of when we can use these net operating loss carryforwards may be modified. For more information regarding these potential income tax benefits and our net operating loss carryforwards, see notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

We are dependent on our management team, and the loss of any key member of this team may prevent us from implementing our business plan in a timely manner.

Our success depends largely upon the continued services of our executive officers and other key personnel, including senior design, marketing, operational and finance executives. Any loss or interruption of the services of one or more of our executive officers or key personnel could result in our inability to manage our operations effectively and/or pursue our business strategy.

Because competition for our employees is intense, we may not be able to attract and retain the highly skilled employees we need to support our planned growth.

Our ability to provide high quality products, as well as our ability to execute our business plan generally, depends in large part upon our ability to attract and retain highly qualified personnel. Competition for such personnel is intense. We have in the past experienced, and we expect to experience in the future, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. The location of our corporate offices outside of New York City has made it increasingly difficult to recruit personnel in certain fields, such as finance, marketing and design. We might not be successful in our efforts to recruit and retain the required personnel. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed.

As we enter new markets, we may not be able to successfully adapt our products and marketing strategy for use in those markets.

Our strategy includes leveraging our brands and products to enter new markets. We might not be successful in our efforts to adapt our products and marketing strategy for use in those markets. If these efforts are not successful, we may realize less than expected earnings, which in turn could result in a decrease in the market value of our common stock. Furthermore, these efforts may divert management attention or inefficiently utilize our resources.

The requirements of being a public company may strain our resources and require significant management time and attention.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, the Sarbanes-Oxley Act and the rules of the New York Stock Exchange (NYSE). The requirements of these rules and regulations have in the past increased, and may further increase in the future, our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on our systems and resources. The Securities Exchange Act of 1934 requires, among other things, that we file annual, quarterly and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires, among other things, that we report on the effectiveness of our disclosure controls and procedures, and internal controls over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures, and internal control over financial reporting, significant resources and management oversight will be required. In addition, beginning with our 2006 fiscal year, we were required to comply with Section 404 of the Sarbanes-Oxley Act.

As a result, management's attention may be diverted from other business concerns, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. These rules and regulations could also make it more difficult for us to attract and retain qualified independent members of our Board of Directors and qualified members of our management team.

The worldwide apparel industry is heavily influenced by general economic conditions.

The apparel industry is highly cyclical and heavily dependent upon the overall level of consumer spending. Purchases of apparel and related goods tend to be highly correlated with changes in the disposable income of consumers. Consumer spending is dependent on a number of factors, including actual and perceived economic conditions affecting disposable consumer income (such as unemployment, wages and salaries), business conditions, interest rates, availability of credit and tax rates in the general economy and in the international, regional and local markets where our products are sold. Our wholesale customers may anticipate and respond to adverse changes in economic conditions and uncertainty by reducing inventories and canceling orders. Furthermore, in such circumstances, our customers may encounter difficulties in other apparel categories or their non-apparel businesses that may cause them to change their strategy with respect to intimate apparel. As a result, any deterioration in general economic conditions, reductions in the level of consumer spending or increases in interest rates in any of the regions in which we compete could adversely affect the sales of our products.

A return to recessionary or inflationary conditions, whether in the United States or globally, additional terrorist attacks or similar events could have further adverse effects on consumer confidence and spending and, as a result, could have a material adverse effect on our financial condition and results of operations.

Other Risks

The market price of our common stock may be highly volatile or may decline regardless of our operating performance.

The trading price of our common stock may fluctuate substantially. The price of our common stock may be higher or lower than the price you pay to purchase your shares, depending on many factors, some of which are beyond our control. Broad market and industry factors may adversely affect the market price of our common stock, regardless of our actual operating performance. The fluctuations could cause you to lose all or part of your investment in our shares of common stock. Factors that could cause fluctuation in the trading price of our common stock may include, but are not limited to, the following:

- price and volume fluctuations in the overall stock market from time to time;
- significant volatility in the market price and trading volume of apparel companies generally or intimate apparel companies in particular or other consumer product companies;
- actual or anticipated variations in our earnings or operating results;
- actual or anticipated changes in financial estimates by us or by any securities analysts who might cover our stock;
- market conditions or trends in our industry and the economy as a whole;
- announcements by us or our competitors of significant acquisitions, strategic partnerships or divestitures;
- announcements of investigations or regulatory scrutiny of our operations or lawsuits filed against us;
- capital commitments;
- loss of a major customer or the loss of a particular product line with a major customer;

- additions or departures of key personnel; and
- sales of our common stock, including sales of large blocks of our common stock or sales by our directors and officers.

In addition, if the market for apparel company stocks or the stock market in general experiences loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, results of operations or financial condition. The trading price of our common stock might also decline in reaction to events that affect other companies in our industry or related industries even if these events do not directly affect us.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. Due to the potential volatility of our stock price, we may therefore be the target of securities litigation in the future. Securities litigation could result in substantial costs and divert management's attention and resources from our business.

The concentrated ownership of our capital stock by insiders will likely limit your ability to influence corporate matters.

As of February 29, 2008, our executive officers, directors, current 5% or greater stockholders and affiliated entities (based upon the most recent filings with the SEC with respect to each such stockholder) together beneficially own approximately 55% of our common stock outstanding. Among the 5% or greater stockholders as of the same date, Ares Corporate Opportunities Fund, L.P. ("Ares"), who is our largest stockholder, beneficially owned approximately 17% of our common stock outstanding. As a result, these stockholders, should they act together, may be able to influence or control matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions such as mergers and acquisitions. These stockholders may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. Corporate action might be taken even if other stockholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other stockholders may view as beneficial, could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company and might ultimately affect the market price of our common stock.

The future sale of shares of our common stock may negatively affect our stock price.

If our existing stockholders sell substantial amounts of our common stock, including shares issuable upon the exercise of outstanding options in the public market, or if our stockholders are perceived by the market as intending to sell substantial amounts of our common stock, the market price of our common stock could fall. These sales also might make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate.

Our stockholders could sell large blocks of securities, which could cause the price of our common stock to decline.

Sales of substantial amounts of common stock by our existing stockholders or the perception that those sales could occur may adversely affect the market price for our common stock.

If securities analysts do not publish research or reports about our business or if they downgrade our stock, the price of our stock could decline.

The trading market for our common stock will rely in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. If one or more of the analysts who cover us downgrade our stock, our stock price could decline rapidly. If one or more of these analysts cease coverage of our company, we could lose visibility in the market, which in turn could cause our stock price to decline.

Provisions in our amended and restated certificate of incorporation and bylaws or Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock.

Delaware corporate law and our amended and restated certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions:

- authorize the issuance of “blank check” preferred stock that our board could issue to increase the number of outstanding shares and to discourage a takeover attempt;
- provide that the Board of Directors is expressly authorized to make, alter or repeal our bylaws; and
- establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at stockholder meetings.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

In 2007, we relocated our corporate headquarters to leased premises of approximately 67,000 square feet located in Iselin, New Jersey. This lease expires in May 2017. Our previous headquarters located in Bayonne, New Jersey, which we own, is currently held for sale and is approximately 98,700 square feet.

We currently lease our 11,250 square foot New York City showroom, which is located at 200 Madison Avenue. The lease for the showroom expires on June 30, 2016.

We have two distribution centers which are located in Fayetteville, North Carolina and one distribution center which is located in Shannon, Ireland. We own one distribution center located in Fayetteville, North Carolina which has approximately 262,000 square feet. The second distribution center is a leased facility and has approximately 148,000 square feet. This lease expires on December 31, 2012. Both of these distribution centers serve our U.S. and Canadian operations. We currently lease our distribution center located in Shannon, Ireland, which is approximately 21,000 square feet and serves our European markets. This lease expires on May 26, 2016, but may be terminated by us at any time on one year's notice.

We currently operate 78 outlet stores in 27 states and Puerto Rico. All of these store locations are leased with an average remaining lease period of 2.3 years and lease expiration dates ranging from 2008 to 2015. We also lease space for a sourcing office in Hong Kong.

We believe that our existing space is adequate for our current operations. We believe that suitable replacement and additional space will be available in the future on commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

We are not currently a party to any material legal proceedings. We are subject to various claims and legal actions arising from time to time in the ordinary course of business.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to our stockholders during the fourth quarter of 2007.

Part II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Price Range and Number of Holders

Since July 22, 2005, Maidenform Brands, Inc.'s common stock has been traded on the New York Stock Exchange under the symbol MFB. Prior to July 22, 2005, Maidenform Brands, Inc.'s common stock was not publicly traded. The last reported sales price per share of Maidenform Brands, Inc.'s common stock on February 29, 2008 was \$12.37, and on that date there were approximately 8 holders of record of Maidenform Brands, Inc.'s common stock.

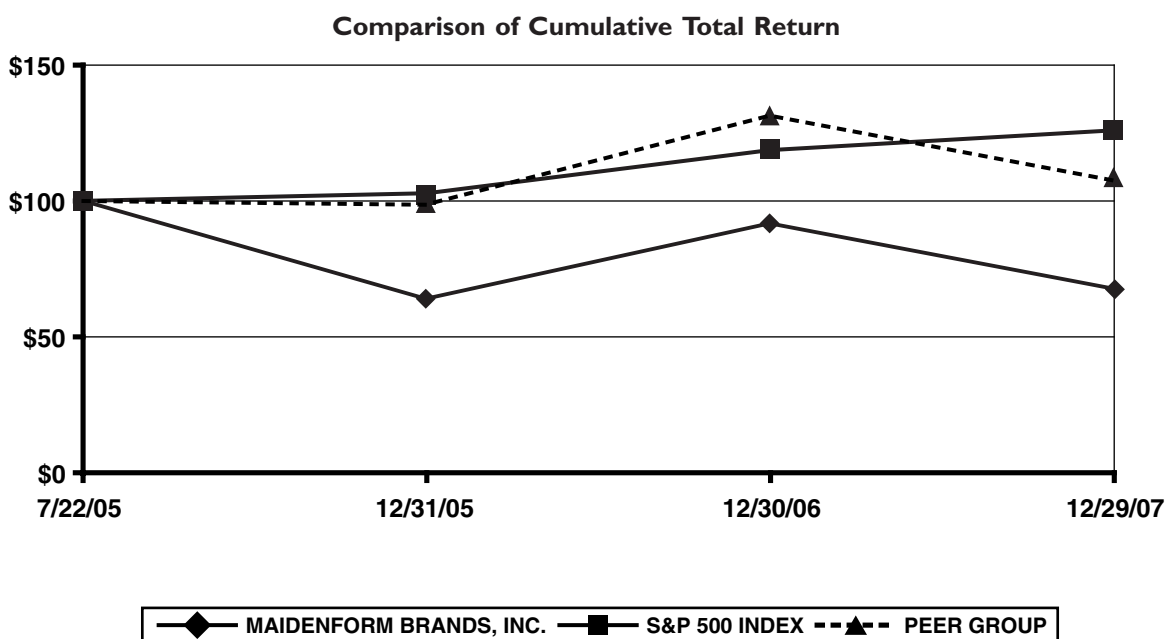
The following table sets forth for the period indicated the high and low sales price per share of common stock as reported by the New York Stock Exchange:

<u>Fiscal 2007</u>	<u>High</u>	<u>Low</u>
First quarter	\$23.47	\$17.46
Second quarter	23.85	18.35
Third quarter	21.22	15.41
Fourth quarter	16.22	12.05
 <u>Fiscal 2006</u>	 <u>High</u>	 <u>Low</u>
First quarter	\$13.47	\$ 8.76
Second quarter	12.76	10.76
Third quarter	19.30	12.38
Fourth quarter	22.15	17.99

Stock Performance Graph

The graph depicted below compares the performance of the Company's common stock with the cumulative total return of the Standard & Poor's 500 Stock Index ("S&P 500 Index") and the Peer Group Index from July 22, 2005, the first day of trading of the Company's common stock after our initial public offering, plus reinvested dividends and distributions through December 29, 2007, the last day of our fiscal year.

Pursuant to the SEC's rules, the Company created a peer group index with which to compare its own stock performance since a relevant published industry or line-of-business index does not exist. Because the Company was the only stand-alone publicly traded intimate apparel company in the U.S. through September 2006, no grouping could closely mirror the Company's businesses or weight those businesses to match the relative contributions of each of the Company's business segments to the Company's performance. The Company has selected a grouping of companies that it believes share similar characteristics to its own. All of the companies included in the Peer Group Index were, for the relevant period, engaged in some of the businesses in which the Company is engaged or are companies that are not engaged in businesses in which the Company participates but it believes share some similar characteristics with our Company. The companies included in the Peer Group Index are as follows: Hartmarx Corp., Hanesbrands Inc., Jones Apparel Group Inc., Kellwood Co., Oxford Industries Inc., Perry Ellis International, Phillips-Van Heusen Corp, Inc., Polo Ralph Lauren Corp., VF Corp., and Warnaco Group Inc. The Peer Group Index was revised from the prior year to remove Tommy Hilfiger Corp., as it is no longer a public company, and to add Hanesbrands Inc., as it became a public company during the prior year.



Notes:

- (1) The graph covers the period from the market close on July 22, 2005, the first trading day of our common stock following the Company's initial public offering, to December 29, 2007.
- (2) The graph assumes that \$100 was invested at the market close on July 22, 2005 in the Company's common stock, in the S&P 500 Index and the Peer Group Index, and that all dividends were reinvested. No cash dividends have been declared on the Company's common stock.
- (3) Stockholder returns over the indicated period should not be considered indicative of future stockholder returns.

Issuer Purchases of Equity Securities

In August 2007, the Board of Directors increased our stock repurchase program by an additional \$12.6 million increasing the amount then available under the plan to \$25.0 million. We are authorized to make repurchases from time to time in the open market as market conditions warrant and pursuant to other parameters set by our Board of Directors. From August 2007 through December 29, 2007, we purchased \$12.5 million of common stock at an average price of \$15.59 per share.

Period	Total number of shares repurchased	Average price paid per share	Total number of shares repurchased as part of publicly announced program	Maximum dollar value of shares that may yet be repurchased under the program
December 31, 2006 – February 3, 2007	—	\$ —	—	\$ —
February 4 – March 3, 2007	—	—	—	—
March 4 – March 31, 2007	—	—	—	—
April 1 – May 5, 2007	—	—	—	—
May 6 – June 2, 2007	—	—	—	—
June 3 – June 30, 2007	—	—	—	—
July 1 – August 4, 2007	—	—	—	—
August 5 – September 1, 2007	324,700	16.75	324,700	19,562,348
September 2 – September 29, 2007	95,900	16.40	95,900	17,989,890
September 30 – November 3, 2007	213,250	15.32	213,250	14,722,344
November 4 – December 1, 2007	169,700	13.25	169,700	12,473,816
December 2 – December 29, 2007	—	—	—	—
Total	<u>803,550</u>	<u>\$15.59</u>	<u>803,550</u>	<u>\$12,473,816</u>

Dividend Policy

We have never paid, and currently do not have any plans to pay, cash dividends on our common stock, although we may explore the advisability of beginning to pay a cash dividend in the future. The payment of cash dividends would require the consent of the lenders under our existing credit facility. Furthermore, any determination to pay cash dividends will be at the discretion of our Board of Directors and will depend upon our financial condition, results of operations, capital requirements, and such other factors as our Board of Directors deems relevant.

Securities Authorized for Issuance Under Equity Compensation Plans

Information regarding our equity compensation plans is hereby incorporated by reference to the table in Item 12 of this Form 10-K.

ITEM 6. SELECTED FINANCIAL DATA

On May 11, 2004, MF Acquisition Corporation acquired Maidenform, Inc. (the "Acquisition") through a merger of its wholly owned subsidiary into Maidenform, Inc. Stockholders of Maidenform, Inc. received either cash or stock of MF Acquisition Corporation in exchange for their shares of Maidenform, Inc. On April 5, 2005, MF Acquisition Corporation changed its name to Maidenform Brands, Inc. The financial statements for the period including and after May 11, 2004 are those of Maidenform Brands, Inc. and subsidiaries (the "Successor"). The financial statements for periods prior to May 11, 2004 are those of Maidenform Inc. and subsidiaries (the "Predecessor"). The Acquisition was accounted for as a purchase in accordance with Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations," and Emerging Issues Task Force (EITF) No. 88-16, "Basis in Leveraged Buyout Transactions." As a result of the Acquisition, the financial statements for the period including and after May 11, 2004 are not comparable to those prior to that date.

The historical consolidated financial data included below and elsewhere in this Annual Report on Form 10-K are not necessarily indicative of future performance. The following selected financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

The following table sets forth selected financial data as of and for the five fiscal years ended December 29, 2007.

	Successor(2)				Predecessor(1)	
	For the years ended			For the period from May 11, 2004 through January 1, 2005	For the period from December 28, 2003 through May 10, 2004	For the year ended December 27, 2003
	December 29, 2007	December 30, 2006	December 31, 2005			
	(in thousands, except share and per share amounts)					
OPERATING DATA:						
Wholesale	\$ 366,121	\$ 360,647	\$ 327,799	\$ 176,515	\$ 105,225	\$ 238,400
Retail	56,043	56,188	54,370	38,098	17,190	54,473
Net sales	422,164	416,835	382,169	214,613	122,415	292,873
Cost of sales(3)	256,365	260,083	247,037	151,954	77,113	189,225
Gross Profit	165,799	156,752	135,132	62,659	45,302	103,648
Selling, general and administrative expenses(4)	97,880	101,238	101,604	59,973	31,960	80,094
Acquisition-related charges(5)	—	—	—	—	14,286	—
Operating income (loss)	67,919	55,514	33,528	2,686	(944)	23,554
Interest expense, net(6)	9,029	8,521	15,853	7,622	2,180	1,445
Income (loss) before income taxes	58,890	46,993	17,675	(4,936)	(3,124)	22,109
Income tax expense (benefit)(7)	24,686	19,231	8,735	(1,568)	1,122	(4,921)
Net income (loss)	34,204	27,762	8,940	(3,368)	(4,246)	27,030
Preferred stock dividends and changes in redemption value(8)	—	—	(17,264)	(4,756)	—	—
Net income (loss) available to common stockholders	\$ 34,204	\$ 27,762	\$ (8,324)	\$ (8,124)	\$ (4,246)	\$ 27,030
EARNINGS (LOSS) PER SHARE DATA(9)(10):						
Basic earnings (loss) per common share	\$ 1.50	\$ 1.21	\$ (0.39)	\$ (0.41)	\$ (0.31)	\$ 1.93
Diluted earnings (loss) per common share	\$ 1.43	\$ 1.15	\$ (0.39)	\$ (0.41)	\$ (0.31)	\$ 1.88
Basic weighted average number of shares outstanding	22,815,398	23,024,986	21,451,654	19,800,000	13,727,879	14,034,230
Diluted weighted average number of shares outstanding	23,960,606	24,194,468	21,451,654	19,800,000	13,727,879	14,404,130
Dividends per share	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 3.64

(footnotes appear on following page)

	Successor(2)				Predecessor(1)	
	For the years ended			For the period from May 11, 2004 through January 1, 2005	For the period from December 28, 2003 through May 10, 2004	For the year ended December 27, 2003
	December 29, 2007	December 30, 2006	December 31, 2005			
	(in thousands, except share and per share amounts)					
BALANCE SHEET DATA (end of period):						
Cash and cash equivalents	\$ 16,602	\$ 14,617	\$ 30,978	\$ 23,212		\$ 1,234
Total assets	279,651	244,853	247,348	244,131		153,332
Total indebtedness, including current maturities	89,725	110,000	137,500	147,750		48,035
Redeemable preferred stock	—	—	—	41,491		—
Common stock subject to put option . . .	—	—	—	6,356		—
Total stockholders' equity (deficit)	99,617	74,901	52,703	(1,122)		68,269

NOTES TO SELECTED FINANCIAL DATA

- (1) Predecessor periods include all periods prior to the Acquisition that occurred on May 11, 2004. The fiscal year 2003 includes 52 weeks. The Predecessor period from December 28, 2003 through May 10, 2004 includes 19 weeks.
- (2) The Successor period from May 11, 2004 through January 1, 2005 includes 34 weeks. Fiscal years 2007, 2006 and 2005 include 52 weeks.
- (3) Includes \$19.8 million of non-cash purchase accounting adjustments to record inventory at fair market value on May 11, 2004 that was subsequently sold in the Successor period from May 11, 2004 through January 1, 2005.
- (4) Our pension plan was frozen effective January 1, 2007 for current employee participants and closed to new entrants. In connection with this freeze, we recognized a non-cash curtailment gain of \$6.3 million, reflected in selling, general and administrative expenses in 2007.
- (5) Acquisition-related charges of \$14.3 million for the Predecessor period from December 28, 2003 through May 10, 2004 include \$6.6 million for sellers' transaction fees and expenses, \$2.0 million in special compensation paid to management, \$5.6 million in stock-based compensation expense from settlement of stock options, and \$0.1 million of other Acquisition-related charges.
- (6) Interest expense includes charges of \$2.4 million for deferred financing fees in connection with the refinancing of our credit facility in 2007, \$4.9 million for deferred financing fees in connection with the amendment of the first lien facilities and the prepayment of the second lien facility during 2005, charges of \$0.4 million for a debt redemption premium paid in connection with the retirement of all of the Predecessor's outstanding debt at May 10, 2004 and \$0.8 million for deferred financing fees in connection with the retirement of all of Predecessor's outstanding debt at May 10, 2004.
- (7) Section 382 imposes limitations on a corporation's ability to utilize its net operating losses (NOLs) if it experiences an "ownership change." In general terms, an ownership change results from transactions increasing the ownership of certain existing stockholders and, or, new stockholders in the stock of a corporation by more than 50 percentage points during a three year testing period. Any unused annual limitation may be carried over to later years, and the amount of the limitation may, under certain circumstances, be increased to reflect both recognized and deemed recognized "built-in gains" that occur during the sixty-month period after the ownership change. Upon emergence from bankruptcy, our NOLs were subject to Section 382 limitations. Additionally, as a result of the Acquisition, we experienced a change in control, as defined by Section 382. As a result of this ownership change, the utilization of our NOLs were subject to a new annual limitation under Section 382. Based on fair values of certain assets as determined in connection with the Acquisition, we had approximately \$66.7 million of

deemed built-in gains that are anticipated to be recognized or deemed recognized during the aforementioned sixty-month period. Subsequent to the Acquisition, sales of our shares by others, including the initial public offering in July 2005, have resulted in additional changes in control for the purpose of Section 382; however, the annual limitation of our NOLs has not changed. At December 29, 2007, we had approximately \$49.2 million of federal and state NOLs available for future utilization during the years of 2008 through 2023. During 2007, our combined limitation for our NOLs was approximately \$11.7 million and we utilized approximately \$11.7 million of NOLs. During 2006, our combined limitation for our NOLs was approximately \$12.1 million and we utilized approximately \$12.1 million of NOLs. During 2005, our combined limitation for our NOLs was approximately \$20.9 million and we utilized approximately \$18.9 million of NOLs with the remaining NOLs utilized in 2006. During the Successor period May 11, 2004 through January 1, 2005, we utilized approximately \$16.0 million. During the Predecessor year 2003, we utilized approximately \$14.1 million of NOLs. For 2002, we had a valuation allowance against our net deferred tax assets due to the uncertainty of the future recognition of such assets as a result of prior financial results and timing of NOL expirations. During 2003, we concluded that it was more likely than not that the net deferred tax assets would be realized in future periods and the valuation allowance in the amount of \$52.7 million was reversed. The reversal of the valuation allowance reduced the carrying value of goodwill by \$28.3 million and increased additional paid-in capital by \$19.0 million. See notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

- (8) All outstanding shares of preferred stock, including shares of preferred stock acquired upon the exercise of all outstanding options to purchase shares of our preferred stock, were redeemed in connection with our initial public offering in July 2005.
- (9) As a result of the Acquisition, our capital structure and the number of outstanding shares were changed. Accordingly, earnings per share in Predecessor periods are not comparable to earnings per share in the Successor period.
- (10) For the calculation of earnings per share, see notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion of our results of operations and financial condition. This discussion should be read in conjunction with our audited consolidated financial statements and notes included elsewhere in this Annual Report on Form 10-K. The discussion of our results of operations and financial condition includes various forward-looking statements about our markets, the demand for our products, and our future results and is intended to provide the reader of our audited consolidated financial statements with a narrative discussion about our business. This discussion is presented in the following sections:

- Management Overview,
- Results of Operations,
- Liquidity and Capital Resources, and
- Critical Accounting Policies.

We based our statements on assumptions or estimates that we consider reasonable. Actual results may differ materially from those suggested by our forward-looking statements for various reasons including those discussed in Item 1A., "Risk Factors" included elsewhere in this Annual Report on Form 10-K.

MANAGEMENT OVERVIEW

We are a global intimate apparel company with a portfolio of established, well-known brands, top-selling products and an iconic heritage. We design, source and market an extensive range of intimate apparel products, including bras, panties and shapewear. We sell through multiple distribution channels, including department stores and national chain stores, mass merchants (including warehouse clubs), other (including specialty retailers, off-price retailers and licensing income), our company-operated outlet stores and our websites.

We sell our products under some of the most recognized brands in the intimate apparel industry, including Maidenform, Flexees, Lilyette, Sweet Nothings, Rendezvous, Subtract, Bodymates and Self Expressions. Our Maidenform, Flexees and Lilyette brands are broadly sold in department stores and national chain stores. Our other brands are distributed through national chain stores and selected mass merchants. These other brands leverage our product technology, but are separate brands with distinctly different logos. In addition to our owned brands, we also supply private brand products to selected retailers.

Trends in our business

We operate in two segments, wholesale and retail. Our wholesale segment includes both our domestic and international wholesale markets. Our retail segment includes our company-operated outlet stores and our websites.

We have identified many near-term opportunities for growth and operational improvements, as well as challenges to our business. In particular, management believes that there are many factors influencing the intimate apparel industry, including but not limited to: consistent demand for foundation garments, consumer demand for product innovation and leading brands, sourcing and supply chain efficiencies, continued growth of the mass merchant channel, pressure from retailers brought about by the consolidation in the retail industry, increases in the cost of the raw materials used in intimate apparel products and uncertainty surrounding import restrictions.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

We believe we are well-positioned to capitalize on or address these trends by, among other things:

- increasing consumer identification with our brands through further marketing investments;
- continuing to launch innovative products;
- increasing our presence in department stores and national chain stores through the use of Maidenform, Flexees, Lilyette, Rendezvous, Subtract and private brands;
- increasing our presence in the mass merchant channel through the use of our Sweet Nothings, Bodymates, Self Expressions and private brands;
- expanding our international presence;
- being a marketer of our brands, rather than a manufacturer, of intimate apparel;
- making selective acquisitions, entering into licenses, and developing products and marketing that will complement our existing products or distribution channels; and
- merchandising, marketing and selling private brand product for selected retailers.

Wholesale Segment

Department Stores and National Chain Stores. The department stores and national chain stores are where we generally sell the Maidenform, Flexees and Lilyette brands. We plan to continue to invest in increasing our net sales with department store customers, which we believe is important to our long-term positioning in the channel. There has been a trend toward consolidation of department stores. We expect the rate of our future net sales growth with department stores to be moderated by the reduction in both the number of department store customers and the number of doors (distinct locations operated by a particular retailer) operated by those customers. We have grown both our market share and our net sales significantly in the past several years with national chain stores. We expect to see continued growth with national chain stores in the future as consumers continue to seek out value alternatives and as our customers in this channel continue to open new doors. We have customers located outside the United States that purchase our Maidenform, Flexees and Lilyette brands. The majority of these net sales are included in the department store and national chain store channel.

Mass Merchants. The mass merchant channel includes both mass merchants and warehouse clubs. We intend to improve our penetration with mass merchants through the use of our brands Sweet Nothings, Bodymates, and Self Expressions as well as private brands. We have experienced significant growth in this channel over the past several years and expect to achieve significant growth in the future as we are able to increase both the floor space and number of doors at which our products are sold. We expect that both our net sales to this channel and our net sales to this channel as a percentage of our total net sales is likely to increase over time. The volume and mix of net sales of our brands and of private label in the mass merchants channel can vary from period-to-period based upon strategic changes that our customers may implement from time-to-time. Net sales to customers in the mass channel that are located outside the United States are included in this channel.

Other. Our net sales from this channel, which include sales to specialty retailers and to off-price retailers, have historically been a relatively small component of our overall net sales. We participate in private brands in the specialty retailer area as opportunities present themselves. We continually evaluate this channel for opportunities. Licensing income is included in this channel as well as our sales to foreign distributors.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

We will selectively target strategic acquisitions or a brand start-up to grow our consumer base and would utilize the acquired companies to complement the products, channels and geographic reach of our existing portfolio. We believe that acquisitions could enhance our product offerings to retailers and provide potential growth. We believe we can leverage our core competencies such as product development, brand management, logistics and marketing to create significant value from the acquired businesses. The opportunity to license designer brands is also a potential opportunity for us.

Retail Segment

We believe our retail sales volume is driven by our ability to service our existing consumers and obtain new consumers, as well as overall general economic conditions, such as the general retail environment, that can affect our consumers and ultimately their levels of overall spending. Additionally, identifying optimal retail outlet locations, favorable leasing arrangements, and improving our store productivity are factors important to growing our retail segment's net sales. We also sell our products through our websites, www.maidenform.com and www.maidenform.co.uk. Although we currently do not generate a significant amount of net sales through these sites, we do expect it to continue to grow.

Our objectives in our retail segment are to continue to increase the productivity of our portfolio of stores through effective merchandising and focused advertising, as well as selectively closing less productive locations and potentially opening new stores in more productive locations. Even in those situations where we selectively close less productive outlet stores and do not open a new store in that region, we believe those consumers still purchase many of our Maidenform brands from our other outlet stores, our websites or our wholesale segment customers that carry these brands. Historically, we have primarily sold excess and, to a lesser extent, obsolete inventories through our outlet stores at a higher margin than that achieved through other liquidation alternatives.

Definitions

In reviewing our operating performance, we evaluate both the wholesale and retail segments by focusing on each segment's operating income, cash flows from operations and inventory turns.

Net Sales. Our net sales are derived from two operating segments, wholesale and retail. Our net sales in the wholesale segment are sales recorded net of cooperative advertising allowances, sales returns, sales discounts, and markdown allowances provided to our customers. Net sales in our retail segment are recognized at the time the customer takes possession of the merchandise at the point-of-sale in our stores and for our internet sales, net sales are recognized when the products are shipped and title passes to the customer.

Cost of Sales. We outsource all manufacturing of the products we sell and, therefore, the principal elements of our cost of sales are for finished goods inventories purchased from our sourced vendors. Included in cost of sales and affecting our overall gross margins are freight expenses from the manufacturers to our distribution centers in situations where such expenses are charged separately. Also included in cost of sales is the cost of warehousing, labor and overhead related to receiving and warehousing at our distribution centers, and depreciation of assets related to our receiving and warehousing in our distribution centers. Direct labor, cost of fabrics, as well as raw materials for fabrics, are the primary components driving the overall cost of our sourced finished goods inventories from our sourcing vendors.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Selling, General and Administrative Expenses (SG&A). Our SG&A include all of our marketing, selling, distribution and general and administrative expenses for both the wholesale and retail segments (which include our retail outlet store payroll and related benefits), and rent expense. General and administrative expenses include management payroll, benefits, travel, information systems, accounting, insurance and legal. Additionally, depreciation related to the shipping function in our distribution centers and our corporate office assets such as furniture, fixtures, and equipment, as well as amortization of intellectual property, is included in SG&A.

Income Taxes. We account for income taxes using the liability method, which recognizes the amount of income tax payable or refundable for the current year and recognizes deferred tax liabilities and assets for the future tax consequences of the events that have been recognized in the financial statements or tax returns. For those uncertain tax positions where it is “more likely than not” that a tax benefit will be sustained, we have recorded the tax benefit. For those income tax positions where it is not “more likely than not” that a tax benefit will be sustained, no tax benefit has been recognized. Where applicable, associated interest and penalties are also recorded. We routinely evaluate all deferred tax assets to determine the likelihood of their realization and record a valuation allowance if it is more likely than not that a deferred tax asset will not be realized. For more information, see notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Net operating loss carryforwards (NOLs) enable a company to apply net operating losses incurred during a current period against a future period's profits in order to reduce cash tax liabilities in those future periods. In periods when a company is generating operating losses, its NOLs will increase. The tax effect of the NOLs is recorded as a deferred tax asset. If the company does not believe that it is more likely than not that it will be able to utilize the NOLs, it records a valuation allowance against the deferred tax asset. Additionally, Section 382 imposes limitations on a corporation's ability to utilize its NOLs if it experiences an “ownership change.” In general terms, an ownership change results from transactions increasing the ownership of certain existing stockholders and, or, new stockholders in the stock of a corporation by more than 50 percentage points during a three year testing period. Any unused annual limitation may be carried over to later years, and the amount of the limitation may, under certain circumstances, be increased to reflect both recognized and deemed recognized “built-in gains” that occur during the sixty-month period after the ownership change. Upon emergence from bankruptcy in 1999, our NOLs were subject to Section 382 limitations. As a result of the Acquisition, we experienced a change in control as defined by Section 382. As a result of this ownership change, the utilization of our NOLs were subject to a new annual limitation under Section 382. Subsequent to the Acquisition, sales of our shares by others, including the initial public offering in July 2005, have resulted in additional changes in control for the purpose of Section 382; however, the annual limitation of our NOLs has not changed. Based on fair values of certain assets as determined in connection with the Acquisition, we had approximately \$66.7 million of deemed built-in gains that are anticipated to be recognized or deemed recognized during the aforementioned sixty-month period. At December 29, 2007, we had approximately \$49.2 million of federal and state NOLs available for utilization in the years from 2008 through 2023.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

RESULTS OF OPERATIONS

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
		(in millions)	
OPERATING DATA:			
Wholesale sales	\$366.2	\$360.6	\$327.8
Retail sales	56.0	56.2	54.4
Net sales	422.2	416.8	382.2
Cost of sales	256.4	260.0	247.1
Gross profit	165.8	156.8	135.1
Selling, general and administrative expenses	97.9	101.3	101.6
Operating income	\$ 67.9	\$ 55.5	\$ 33.5

	As a percentage of net sales		
	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
OPERATING DATA:			
Wholesale sales	86.7%	86.5%	85.8%
Retail sales	13.3	13.5	14.2
Net sales	100.0	100.0	100.0
Cost of sales	60.7	62.4	64.7
Gross profit	39.3	37.6	35.3
Selling, general and administrative expenses	23.2	24.3	26.6
Operating income	<u>16.1%</u>	<u>13.3%</u>	<u>8.7%</u>

Our net sales are derived from two segments, wholesale and retail. Our net sales within the wholesale segment are grouped by channel, based upon the brands we sell and the customers we sell them to, as follows: (1) department stores and national chain stores, (2) mass merchants and (3) other.

Our department stores and national chain stores channel primarily consists of sales of our Maidenform, Flexees, Lilyette, and private brands on a worldwide basis to customers within this category. Within the mass merchant channel, we sell brands such as Sweet Nothings, Bodymates, Self Expressions and private brands that are primarily dedicated to specific customers. These brands are all sold on a worldwide basis to mass merchants and, to a lesser degree, warehouse clubs. Our remaining sales are grouped within a channel designated as other and include private brand products sold to specialty retailers and all brand sales to off-price retail stores. In addition, we include licensing income as well as sales to foreign distributors in our other channel.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

	December 29, 2007	For the years ended		
		December 30, 2006	\$ Change	% Change
		(in millions)		
Department Stores and National Chain Stores	\$224.1	\$222.8	\$ 1.3	0.6%
Mass Merchants	96.1	91.8	4.3	4.7
Other	46.0	46.0	—	—
Total Wholesale	366.2	360.6	5.6	1.6
Retail	56.0	56.2	(0.2)	—0.4
Total Consolidated Net Sales	<u>\$422.2</u>	<u>\$416.8</u>	<u>\$ 5.4</u>	<u>1.3%</u>

Fiscal year ended December 29, 2007 compared with fiscal year ended December 30, 2006 (52 weeks in each fiscal year)

Net Sales. Consolidated net sales increased \$5.4 million, or 1.3%, from \$416.8 million in 2006 to \$422.2 million in 2007. Wholesale segment net sales increased by \$5.6 million, or 1.6%, from \$360.6 million in 2006 to \$366.2 million in 2007. Net sales in our retail segment decreased by \$0.2 million, or 0.4%, from \$56.2 million in 2006 to \$56.0 million in 2007. Total international sales, which are included in the wholesale segment, increased \$9.9 million, or 34.7%, from \$28.5 million in 2006 to \$38.4 million in 2007.

Of the \$5.6 million increase in the wholesale segment, \$4.3 million of this increase was due to growth in net sales in the mass merchant channel, which included an increase of \$5.4 million in international mass merchant channel sales. This increase in mass merchant channel net sales is despite a reduction of \$15.4 million in private label sales in this channel throughout 2007 as we focused on driving our branded business. An additional \$1.3 million increase in net sales came from department stores and national chain stores. Growth in this channel was primarily driven by a solid performance in our full-figure Lilyette brand and our Maidenform brand. Other net sales remained unchanged at \$46.0 million when compared to 2006 although we had a decrease in net sales to specialty retailers of \$10.1 million offset by increased sales to our international distributors, higher sales from an off-price retailer and liquidation sales, and increased licensing income. Our international sales, which are included across all three channels of the wholesale segment, increased \$9.9 million to \$38.4 million in 2007 largely driven by increased sales in countries such as Mexico, Canada and the United Kingdom.

Retail segment net sales decreased \$0.2 million. We operated 78 outlet stores at the end of 2007 as compared to 76 stores at the end of 2006 and same store sales, defined as stores that have been open for more than one year, decreased 1.5%. Our internet sales increased \$0.4 million from \$3.4 million in 2006 to 3.8 million in 2007.

Gross Profit. Consolidated gross profit increased by \$9.0 million, or 5.7%, from \$156.8 million in 2006 to \$165.8 million in 2007. As a percentage of net sales, gross profit increased by 1.7 percentage points from 37.6% in 2006 to 39.3% in 2007.

Gross profit from our wholesale segment increased by \$9.5 million, or 7.6%, from \$124.9 million in 2006 to \$134.4 million in 2007. As a percentage of net sales, gross profit from our wholesale segment increased by 2.1 percentage points from 34.6% in 2006 to 36.7% in 2007. The majority of this increase was a result of product cost re-engineering activities impacting our gross margin, other sourcing initiatives, as well as the mix of customers and products.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Gross profit from our retail segment decreased by \$0.5 million, or 1.6%, from \$31.9 million in 2006 to \$31.4 million in 2007. As a percentage of net sales, gross profit from our retail segment decreased by 0.7 percentage points from 56.8% in 2006 to 56.1% in 2007. This decrease was largely driven by a change in the overall product mix and partially offset by cost improvements from our sourcing initiatives.

Selling, General and Administrative Expenses (SG&A). Our consolidated SG&A decreased by \$3.4 million, or 3.4%, from \$101.3 million in 2006 to \$97.9 million in 2007. As a percentage of net sales, SG&A was 23.2% for 2007 and 24.3% for 2006. Consolidated SG&A for 2007 included a non-cash pension curtailment gain of \$6.3 million as discussed below. Excluding this pension curtailment gain, consolidated SG&A increased \$2.9 million, or 2.9%.

Wholesale segment SG&A, which include corporate-related expenses, decreased by \$3.9 million, or 5.3%, to \$69.7 million in 2007 from \$73.6 million in 2006. As a percentage of net sales, wholesale segment SG&A decreased from 20.4% in 2006 to 19.0% in 2007. Our pension plan was frozen effective January 1, 2007 for current employee participants and closed to new entrants. As a result, we recognized a non-cash curtailment gain of \$6.3 million and reported this gain in our wholesale segment SG&A. Wholesale segment SG&A, excluding this curtailment gain, increased by \$2.4 million, or 3.3%, to \$76.0 million for 2007. As a percentage of net sales, excluding this curtailment gain, wholesale segment SG&A increased slightly from 20.4% for 2006 to 20.8% for 2007. The increase of \$2.4 million is a result of increased payroll and related benefits of \$1.5 million, including stock-based compensation of \$0.6 million. Partially offsetting the increase in payroll and related benefits was a reduction in incentive compensation expense of \$0.9 million. In addition, workers' compensation and medical expenses increased \$3.5 million associated with increased claims in 2007, occupancy related costs increased \$1.1 million in connection with the relocation of our corporate headquarters and a new leased distribution center, and other expenses increased by \$1.3 million. Partially offsetting these increases were decreased pension expense of \$2.1 million associated with the pension plan freeze and decreased professional fees of \$1.6 million primarily associated with Sarbanes-Oxley compliance. In addition, advertising expense decreased \$1.3 million as a result of our decision to retain a new advertising agency with a new campaign scheduled for launch in spring 2008.

Retail segment SG&A increased by \$0.5 million, or 1.8%, to \$28.2 million in 2007 from \$27.7 million in 2006. As a percentage of net sales, retail segment SG&A increased from 49.3% in 2006 to 50.4% in 2007. This increase of \$0.5 million was primarily a result of additional outlet stores.

Operating Income. Our consolidated operating income increased \$12.4 million, or 22.3%, from \$55.5 million in 2006 to \$67.9 million in 2007. Operating income, as a percentage of net sales, increased from 13.3% in 2006 to 16.1% in 2007. Excluding the curtailment gain mentioned above, operating income for 2007 increased \$6.1 million, or 11.0%, to \$61.6 million.

For the foregoing reasons, operating income for the wholesale segment was \$64.7 million in 2007 as compared to \$51.3 million in 2006. Excluding the curtailment gain mentioned above, operating income for the wholesale segment for 2007 increased \$7.1 million, or 13.8%, to \$58.4 million and operating income for the retail segment decreased \$1.0 million from \$4.2 million in 2006 to \$3.2 million in 2007.

Interest Expense, Net. Interest expense, net increased by \$0.5 million, or 5.9% from \$8.5 million in 2006 to \$9.0 million in 2007. The increase was a result of expensing deferred financing costs of \$2.4 million as a result of refinancing our credit facility on June 15, 2007. This increase was partially offset by reduced interest expense resulting from lower average debt outstanding in 2007 compared to 2006. The average balance of total debt outstanding decreased from

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

\$126.7 in 2006 to \$98.8 million in 2007. The average interest rate during 2006 was 6.5% as compared to an average interest rate of 6.6% in 2007.

Income Taxes. Income tax expense in 2007 was \$24.7 million as compared to \$19.2 million in 2006. The effective tax rate for 2007 was 41.9% as compared to 40.9% for 2006. This increase in the effective income tax rate was primarily the result of foreign taxes and interest expense associated with the continuing effect of Financial Accounting Standards Board (FASB) Interpretation No. 48 (FIN No. 48), "Accounting for Uncertainty in Income Taxes."

Because of significant net operating loss carryforwards (NOLs) available to offset income taxes payable, our cash income taxes to be paid are expected to be at a rate lower than our effective income tax rate.

Net Income. For the foregoing reasons, our net income increased from \$27.8 million in 2006 to \$34.2 million in 2007. Excluding the curtailment gain and the deferred financing costs mentioned above, net income for 2007 increased \$4.0 million, or 14.4%, when compared to the same period last year.

Fiscal year ended December 30, 2006 compared with fiscal year ended December 31, 2005 (52 weeks in each fiscal year)

Net Sales. Consolidated net sales increased \$34.6 million, or 9.1%, from \$382.2 million in 2005 to \$416.8 million in 2006. Wholesale segment net sales increased by \$32.8 million, or 10.0%, from \$327.8 million in 2005 to \$360.6 million in 2006. Net sales in our retail segment increased by \$1.8 million, or 3.3%, from \$54.4 million in 2005 to \$56.2 million in 2006. Total international sales, which are included in the wholesale segment, increased \$1.7 million, or 6.3%, from \$26.8 million in 2005 to \$28.5 million in 2006.

Of the \$32.8 million increase in the wholesale segment, \$20.0 million of this increase was due to growth in net sales to department stores and national chain stores. This increase was primarily driven by higher sales from Lilyette and Flexees product lines as a result of continued product fulfillment and new product introductions. Specific performance drivers for 2006 included continued strong growth in the overall shapewear category which includes our Flexees and Collection M brands. Additionally, we expanded our assortment in our full figure category of Lilyette as well as gaining additional door distribution. An additional \$16.6 million of the increase in the wholesale segment was from increased sales to mass merchants. Growth in the mass merchant channel, including growth in the full figure category, was largely driven by the introduction of and the replenishment of a customer's private brand styles, a new program with a warehouse customer, and entering into new product classifications, including shapewear, with one mass customer. Other net sales, which include sales to specialty retailers, off-price retailers, and licensing income, decreased by \$3.8 million largely driven by lower liquidation sales. Our international sales, which are included across all three channels of the wholesale segment, increased \$1.7 million to \$28.5 million in 2006 primarily due to stronger sales from Russia, the Benelux countries and Ireland, partially offset by lower sales in the United Kingdom.

Retail segment net sales increased \$1.8 million largely driven by increased internet sales, increased same store sales and the effect of a more favorable product mix. We operated 76 outlet stores at the end of 2006 as compared to 74 stores at the end of 2005. Our internet sales increased \$1.0 million from \$2.4 million in 2005 to 3.4 million in 2006. Same store sales, defined as stores that have been open for more than one year, increased 4.0%.

Gross Profit. Consolidated gross profit increased by \$21.7 million from \$135.1 million in 2005 to \$156.8 million in 2006. As a percentage of net sales, gross profit increased by 2.3 percentage points from 35.3% in 2005 to 37.6% in

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

2006. Our gross margins for 2006 were positively impacted by a change in product mix and cost re-engineering from our sourcing initiatives. Our gross margins for 2005 included unfavorable manufacturing variances of \$5.7 million from plant closings and the unfavorable effect of excess and close-out inventories of approximately \$3.9 million from the discontinuance of a full support product in late 2005.

Gross profit from our wholesale segment increased by \$18.9 million from \$106.0 million in 2005 to \$124.9 million in 2006. As a percentage of net sales, gross profit from our wholesale segment increased by 2.3 percentage points from 32.3% in 2005 to 34.6% in 2006. As discussed above, wholesale gross margins were favorably affected by product mix, cost re-engineering from our sourcing initiatives as well as less promotional activity with certain wholesale customers. Wholesale gross margins for 2005 included unfavorable manufacturing variances related to plant closings of \$5.7 million, in addition to the unfavorable effect of excess and close-out inventories of approximately \$3.9 million from the discontinuance of a full support product in late 2005.

Gross profit from our retail segment increased by \$2.8 million from \$29.1 million in 2005 to \$31.9 million in 2006. As a percentage of net sales, gross profit from our retail segment increased by 3.3 percentage points from 53.5% in 2005 to 56.8% in 2006. Improved performance in the retail segment was largely driven by a change in overall product mix, cost re-engineering from our sourcing initiatives, and increased internet sales which have a higher gross margin.

Selling, General and Administrative Expenses (SG&A). Our consolidated SG&A decreased by \$0.3 million, or 0.3%, from \$101.6 million in 2005 to \$101.3 million in 2006. As a percentage of net sales, SG&A was 24.3% for 2006 and 26.6% for 2005.

Wholesale segment SG&A, which include corporate-related expenses, decreased by \$0.5 million, or 0.7%, to \$73.6 million in 2006 from \$74.1 million in 2005. As a percentage of net sales, wholesale segment SG&A decreased from 22.6% in 2005 to 20.4% in 2006. The prior year included non-recurring expenses including initial public offering expenses of \$3.8 million, a special bonus paid in connection with the 2005 credit facility amendment of \$1.5 million and severance expense of \$1.3 million associated with the 2005 plant closures. Partially offsetting these non-recurring expenses in 2006 were increased payroll and related benefits of \$4.4 million, including severance of \$0.7 million, stock-based compensation expense of \$0.4 million, incentive compensation of \$1.0 million and other compensation of \$0.5 million. In addition, 2006 includes a full year of professional fees and insurance premiums which amounted to an increase of \$1.8 million of public company related expenses, including expenses for Sarbanes-Oxley readiness and expenses associated with the secondary stock offering in November 2006, and other expense increases of \$0.6 million. Partially offsetting the 2006 increased expenses was a decrease in workers' compensation expense of \$0.7 million resulting from the closing of our manufacturing plants.

Retail segment SG&A increased slightly by \$0.2 million, or 0.7%, to \$27.7 million in 2006 from \$27.5 million in 2005. However, as a percentage of net sales, retail segment SG&A decreased from 50.6% in 2005 to 49.3% in 2006. This increase of \$0.2 million was a result of promotional strategies associated with our internet business partially offset by operating fewer outlet stores through most of the year when compared to last year.

Operating Income. Our consolidated operating income increased \$22.0 million from \$33.5 million in 2005 to \$55.5 million in 2006. Operating income, as a percentage of net sales, increased from 8.7% in 2005 to 13.3% in 2006. Our 2005 consolidated operating income was negatively affected by \$6.6 million of non-recurring and unusual charges,

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

including initial public offering expenses, severance expense, a special cash bonus paid in connection with the credit facility amendment; and \$5.7 million of plant closing costs.

For the foregoing reasons, operating income for the wholesale segment was \$51.3 million in 2006 as compared to \$31.9 million in 2005. Also, for the reasons discussed above, operating income for the retail segment increased \$2.6 million from \$1.6 million in 2005 to \$4.2 million in 2006.

Interest Expense, Net. Interest expense, net decreased by \$7.3 million, or 46.2% from \$15.8 million in 2005 to \$8.5 million in 2006. This decrease was primarily the result of a lower average debt outstanding at a lower average interest rate for 2006 when compared to 2005 and a decrease in deferred financing costs of \$4.9 million associated with the amendment of the Company's credit facility on June 29, 2005.

The highest level of debt outstanding for 2006 was \$137.5 million, at an average interest rate of 6.5%, and the highest level of debt outstanding for 2005 was \$160.0 million, at an average interest rate of 6.8%.

Income Taxes. We had an income tax expense in 2006 of \$19.2 million as compared to \$8.7 million in 2005. The effective tax rate for 2006 was 40.9% as compared to 49.4% for 2005. Our income tax expense for 2006 was negatively impacted by non-deductible expenses related to the secondary offering in November 2006. Our income tax expense for 2005 was negatively impacted by non-deductible expenses incurred during 2005 in connection with our initial public offering.

Because of significant net operating loss carryforwards (NOLs) available to offset income taxes payable, our cash income taxes to be paid are expected to be at a rate lower than our effective income tax rate.

Net Income. For the foregoing reasons, our net income increased from \$8.9 million in 2005 to \$27.8 million in 2006.

Preferred Stock Dividends and Changes in Redemption Value. In 2005, preferred stock dividends and changes in redemption value, including a special preferred stock dividend, were \$17.3 million. All outstanding shares of preferred stock, including shares of preferred stock acquired upon the exercise of all outstanding options to purchase shares of our preferred stock, were redeemed in connection with our initial public offering in July 2005.

Net Income (Loss) Available to Common Stockholders. For the foregoing reasons, our net income (loss) available to common stockholders increased from a loss of \$8.3 million in 2005 to income of \$27.8 million in 2006.

LIQUIDITY AND CAPITAL RESOURCES

Our cash requirements are primarily for working capital, debt service, our stock repurchase program and capital expenditures. Our primary source of liquidity will continue to be cash flows from operations and borrowings under our Revolving Loan (defined below).

In 2008, we expect to spend a total of approximately \$9.0 million on capital expenditures, driven by information technology upgrades including system enhancements specifically related to our corporate and distribution operations.

We had \$16.6 million and \$14.6 million in cash and cash equivalents as of December 29, 2007 and December 30, 2006, respectively. The increase in cash of \$2.0 million is primarily a result of an increase in net income and favorable

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

changes in working capital compared to 2006, partially offset by debt prepayments of \$20.0 million, purchases of our common stock of \$12.5 million, and capital expenditures made during 2007.

On June 15, 2007, we entered into a credit agreement, consisting of a 7-year, \$100.0 million amortizing first lien term loan (the "Term Loan") and a 5-year, \$50.0 million revolving loan facility (the "Revolving Loan," and together with the Term Loan, the "Credit Facility"). The Revolving Loan provides for direct borrowings and issuance of stand-by letters of credit on our behalf. We use the letters of credit as collateral for our workers' compensation insurance programs and bonds issued on our behalf to secure our obligation to pay customs duties. Borrowings are limited by the borrowing base, which consists of 85.0% of eligible accounts receivable and 50.0% of eligible inventory. The borrowings and other obligations under the Credit Facility and the guarantees are collateralized by a first priority perfected lien, subject to certain permitted liens, on substantially all of the personal property assets and certain real property of the borrower and guarantors. We used the proceeds from the borrowings, together with available cash on hand, to repay all amounts due under our then existing credit facility.

At December 29, 2007, borrowings under the Term Loan bear interest, at our option, at the London Interbank Offered Rate ("LIBOR") plus 1.125%, or at the base rate plus 0.125%. Borrowings under the Revolving Loan bear interest, at our option, at LIBOR plus 0.875%, or at the base rate. The LIBOR margin and the base rate margin will be determined quarterly based on our leverage ratio for the preceding four fiscal quarters.

At December 29, 2007, we had \$89.7 million outstanding under our Term Loan, and \$0 outstanding with approximately \$48.0 million available for borrowings under the Revolving Loan, after giving effect to \$2.0 million of outstanding letters of credit. Principal payments on the Term Loan are payable in quarterly installments of \$0.3 million with all remaining amounts due on the maturity date. We are permitted to voluntarily prepay all or part of the principal balance of the Term Loan with such prepayments applied to scheduled principal payments in inverse order of their maturity. We made \$20.0 million of debt prepayments during 2007.

The financial covenants for this facility include various restrictions with respect to the Company and its wholly owned subsidiary Maidenform, Inc., including the transfer of assets or the payment of dividends between Maidenform, Inc. and its subsidiaries and the Company. At December 29, 2007 and December 30, 2006, Maidenform, Inc. had restricted net assets of approximately \$86.7 million, or 87.1%, of total net assets and \$64.7 million, or 86.4%, of total net assets, respectively. We were in compliance with all debt covenants at December 29, 2007 and December 30, 2006.

In August 2007, the Board of Directors increased our stock repurchase program by an additional \$12.6 million increasing the amount then available under the program to \$25.0 million. Through December 29, 2007, we repurchased \$12.5 million of common stock at an average price of \$15.59 per share leaving \$12.5 million of common stock authorized to be repurchased. The stock repurchase program, which is open ended, allows us to repurchase our shares on the open market, as market conditions warrant and pursuant to other parameters set by our Board of Directors, with available cash flow and borrowings under the Revolving Loan. All shares will be purchased at prevailing market prices. Prior to the new authorization in August 2007, we had purchased a total of \$7.6 million of our common stock under the stock repurchase program.

On July 22, 2005, we priced an initial public offering of 14,513,889 shares of common stock of which 3,375,000 and 11,138,889 shares were offered by us and selling stockholders, respectively, at a price of \$17.00 per share. Upon the consummation of the offering on July 27, 2005, net proceeds of \$52.6 million and \$176.1 million were distributed to

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

us and selling stockholders, respectively. We did not receive any of the proceeds from the sale of shares by the selling stockholders. Approximately \$46.8 million of the net proceeds to us were used to redeem all the outstanding shares of our preferred stock, including shares of preferred stock acquired upon the exercise of all outstanding options to purchase shares of our preferred stock, and to pay all accrued and unpaid dividends associated with the preferred stock and preferred stock options. The remaining proceeds were used to pay down our revolving facility.

We believe that our existing cash balances and available borrowings under the Revolving Loan, along with our future cash flow from operations, will enable us to meet our liquidity needs and capital expenditure requirements for at least the next twelve months.

Operating activities. In 2007, 2006 and 2005, we generated \$40.4 million, \$21.6 million and \$25.4 million, respectively, of cash flow from operations. The increase in cash flow from operations during 2007 was due to an increase in net income and a net favorable change in working capital for the year. The net favorable change in working capital in 2007 was primary from a \$22.8 million increase in accounts payable at the end of 2007 versus a decrease of \$6.0 million in 2006, the benefit of which was partially reduced by an increase in inventory in 2007 of \$22.1 million versus an increase of \$11.7 million at the end of 2006. This increase in accounts payable and inventory was primarily a result of supply chain and sourcing initiatives in 2007 which have improved our sourcing costs.

Cash flow from operations during 2006 was negatively impacted by increased working capital requirements, partially offset by an increase in net income compared to 2005. The primary reason for the increased working capital in 2006 was an \$11.7 million increase in inventory at the end of 2006 versus a decrease of \$1.8 million in 2005 as a result of several factors including, among other things, higher sales volume and our desire to increase our inventory levels for higher customer fulfillment of orders and to take advantage of incremental sales opportunities and meet ongoing sales demand of our products. Another contributing factor was a \$6.0 million decrease in accounts payable at the end of 2006 versus an increase of \$7.5 million in 2005. This decrease in accounts payable was due to the timing of payments and inventory receipts. Accounts receivable increased \$5.0 million at the end of 2006 versus an increase of \$10.2 million in 2005 as a result of higher wholesale net sales and the timing of cash collections. The reduction in cash provided by operations did not result in increased borrowings due to the availability of our cash on hand.

Investing activities. Cash flows used in investing activities were \$6.4 million in 2007 compared to \$2.7 million in 2006 and cash flows provided by investing activities of \$2.9 million in 2005. Cash flows used in investing activities in 2007 and 2006 were for capital expenditures. The use of cash for investing activities in 2007 was primarily due to the relocation of our corporate headquarters and a new leased distribution center. During 2005, cash flows included proceeds received from the sale of our manufacturing facilities, net of capital expenditures.

Financing activities. Cash flows used in financing activities were \$32.6 million in 2007, \$35.3 million in 2006 and \$20.4 million in 2005. The decrease in cash used in financing activities for 2007 was due to fewer prepayments on our long term debt, partially offset by increased common stock repurchases in 2007 versus 2006. The increase in cash used in financing activities for 2006 was due to prepayments of our Term Loan Facility outstanding totaling \$27.5 million and the repurchase of common stock as part of our stock repurchase program totaling \$7.6 million. Cash flows used in financing activities during 2005 were primarily from lower net borrowings and the payment of a special preferred stock dividend partially offset by the net proceeds from our initial public offering during 2005.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Contractual obligations, commitments and off balance sheet arrangements

We have various contractual obligations which are recorded as liabilities in our consolidated financial statements. Other items, such as certain purchase commitments and other executory contracts, are not recognized as liabilities in our consolidated financial statements but are required to be disclosed. For example, we are contractually committed to make certain minimum lease payments for the use of property under operating lease agreements.

The following table summarizes our significant contractual obligations and commercial commitments at December 29, 2007 and the future periods in which such obligations are expected to be settled in cash. In addition, the table reflects the timing of principal payments on outstanding borrowings. Additional details regarding these obligations are provided in the notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

	In fiscal					Thereafter	Total
	2008	2009	2010	2011	2012		
	(in millions)						
Long-term debt	\$ 1.1	\$ 1.1	\$ 1.1	\$ 1.1	\$ 1.1	\$84.2	\$ 89.7
Interest on long-term debt(1)	6.9	5.4	5.3	5.3	5.2	7.5	35.6
Obligations under capital lease(2)	0.3	0.3	0.2	0.1	0.1	—	1.0
Operating leases	7.2	5.4	4.5	3.7	3.0	8.1	31.9
Total financial obligations	15.5	12.2	11.1	10.2	9.4	99.8	158.2
Purchase obligations(3)	69.1	—	—	—	—	—	69.1
Total financial obligations and commitments	<u>\$84.6</u>	<u>\$12.2</u>	<u>\$11.1</u>	<u>\$10.2</u>	<u>\$9.4</u>	<u>\$99.8</u>	<u>\$227.3</u>

- (1) The interest rate assumed for the variable portion of long-term debt was the rate in effect at December 29, 2007.
- (2) Includes amounts classified as interest expense and SG&A.
- (3) Unconditional purchase obligations are defined as agreements to purchase goods that are enforceable and legally binding on us and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum, or variable price provisions; and the approximate timing of the transaction. The purchase obligations category above relates to commitments for inventory and raw material purchases. Amounts reflected in our audited consolidated balance sheets in accounts payable or other current liabilities are excluded from the table above.

Effective at the beginning of the first quarter of 2007, we adopted Financial Accounting Standards Board (FASB) Interpretation No. 48 (FIN No. 48), "Accounting for Uncertainty in Income Taxes," as described in Note 14 to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. As of December 29, 2007, our total liabilities for unrecognized tax benefits and related interest and penalties amounted to \$8.3 million (before federal and, if applicable, state effect). Liabilities for unrecognized tax benefits have not been included in the schedule of cash contractual obligations because we cannot make a reasonably reliable estimate of the amount and period of related future payments of our FIN No. 48 liabilities.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

In addition to the total contractual obligations and commitments included in the table above, we have post-retirement benefit obligations included in other non-current liabilities, as further described in the notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. We expect to contribute approximately \$0.6 million to our pension and post-retirement plans before the end of September 2008.

Off-Balance Sheet Agreements. Our most significant off-balance sheet financing arrangements as of December 29, 2007 are non-cancelable operating lease agreements, primarily for our company-operated outlet stores, our new company headquarters and our leased distribution centers located in Shannon Ireland and Fayetteville, North Carolina. We do not participate in any off-balance sheet arrangements involving unconsolidated subsidiaries that provide financing or potentially expose us to unrecorded financial obligations.

CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are described in our notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The following discussion addresses our critical accounting policies, which are those that require our most difficult and subjective judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Accounts Receivable. Accounts receivable consist primarily of amounts due from customers. We provide reserves for accounts receivable that may not be realized as a result of uncollectibility, sales returns, markdowns, and other customer allowances. Reserves are determined based on historical experience, credit quality, age of accounts receivable balances, and economic conditions that may affect a customer's ability to pay. We believe that our reserves provide reasonable assurance that such balances are reflected at net realizable value.

Inventories. Inventories are stated at the lower of cost or market. The cost of wholesale inventory is based on standard costs, which approximate first-in, first-out (FIFO), while the cost of product acquired from third parties for sale through our retail segment is based on the retail inventory method. We provide reserves for slow-moving inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those we project, additional reserves may be required.

Goodwill and Intangible Assets. Goodwill and other intangible assets with indefinite useful lives are evaluated by us for impairment on an annual basis, or more frequently if certain events occur or circumstances exist. We evaluated goodwill and intangible assets during the fourth quarter of 2007 and determined that no impairment exists.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

We allocate our goodwill to our reporting units. In evaluating goodwill for impairment, we compare the fair value of the reporting unit to its carrying amount. If the fair value is less than the carrying amount, an impairment loss is recorded to the extent that the implied fair value of the goodwill is less than its carrying amount. To determine the fair values, we use both a discounted cash flow approach and a market approach.

In reviewing intangible assets with indefinite useful lives for impairment, we compare the carrying amount of such asset to its fair value. We estimate the fair value using discounted cash flows expected from the use of the asset. When the estimated fair value is less than its carrying amount, an impairment loss is recognized equal to the difference between the asset's fair value and its carrying amount. In addition, intangible assets with indefinite useful lives are reviewed for impairment whenever events such as product discontinuance or other changes in circumstances indicate that the carrying amount may not be recoverable.

The performance of the goodwill and intangible asset impairment tests are subject to significant judgment in determining the estimation of future cash flows, the estimation of discount rates, and other assumptions. Changes in these estimates and assumptions could have a significant impact on the fair value and impairment of goodwill and intangible assets.

Impairment of Long-Lived Assets. Long-lived assets, primarily property, plant and equipment and intangible assets with finite lives, are periodically reviewed and evaluated by us when events and circumstances indicate that the carrying amount of these assets may not be recoverable. For long-lived assets, this evaluation is based on the expected future undiscounted operating cash flows of the related assets. Should such evaluation result in us concluding that the carrying amount of long-lived assets has been impaired, an appropriate write-down to their fair value is recorded.

Revenue Recognition. Net sales from the wholesale segment are recognized when merchandise is shipped to customers, at which time title and the risks and rewards of ownership pass to the customer and persuasive evidence of a sale arrangement exists, delivery of the product has occurred, the price is fixed or determinable, and payment is reasonably assured. In the case of sales by our retail operations, net sales are recognized at the time the customer takes possession of the merchandise at the point-of-sale in our stores and for our internet sales, net sales are recognized when the products are shipped and title passes to the customer. Reserves for sales returns, markdown allowances, cooperative advertising, discounts and other customer deductions are provided when sales are recorded or when the commitment is incurred.

Income Taxes. We account for income taxes using the liability method which recognizes the amount of income tax payable or refundable for the current year and recognizes deferred tax liabilities and assets for the future tax consequences of the events that have been recognized in the financial statements or tax returns. For those uncertain tax positions where it is "more likely than not" that a tax benefit will be sustained, we have recorded the tax benefit. For those income tax positions where it is not "more likely than not" that a tax benefit will be sustained, no tax benefit has been recognized. Where applicable, associated interest and penalties are also recorded. We routinely evaluate all deferred tax assets to determine the likelihood of their realization and record a valuation allowance if it is more likely than not that a deferred tax asset will not be realized. This assessment requires us to consider all available positive and negative evidence to determine whether, based on such evidence, it is more likely than not that our net deferred tax assets will be realized in future periods.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Accrued Expenses. Accrued expenses for health insurance, workers' compensation insurance, incentive compensation, professional fees, and other outstanding obligations are based on actual commitments. These estimates are updated periodically as additional information becomes available.

Benefit Plans (including postretirement plans). The long-term rate of return for our pension plan is established via a building block approach with proper consideration of diversification and rebalancing. Historical markets are studied and long-term historical relationships between equity and fixed-income securities are preserved consistent with the widely accepted capital market principle that assets with higher volatility generate a greater return over the long run. Current market factors, such as inflation and interest rates, are evaluated before long-term capital market assumptions are determined. We employ a total return investment approach whereby a mix of equities and fixed-income investments are used to maximize the long-term return of plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and corporate financial condition. The assets of our pension plan are held in pooled-separate accounts and are invested in mutual funds consisting of a diversified blend of equity and fixed income securities. We use this investment approach in order to meet its diversification and asset allocation goals. Furthermore, equity investments are diversified across domestic and foreign stocks, as well as growth, value, and small and large capitalizations. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, annual liability measurements, and periodic asset/liability studies. We expect to contribute approximately \$0.5 million to our pension plan in 2008.

At December 29, 2007, we increased the discount rate assumption from 6.00% to 6.50% for the pension plan to reflect changes in the index fund that closely matches our expected pension benefit payouts. At December 29, 2007, we used a long-term rate of return assumption of 8.5% based on the investment return of our pension plan assets, which are primarily in equity securities.

Effective on January 1, 2007, the Company's pension plan was frozen. See notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

The postretirement medical plans are unfunded plans. We expect to contribute to the plans an amount equal to benefit payments to be made in 2008 which are estimated to be \$0.1 million. Changes in assumptions related to our post retirement plans would not materially impact our consolidated statements of financial position, results of operations or cash flows.

Recently issued accounting standards

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements", which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of SFAS No. 157 are effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB decided to issue a final Staff Position to allow a one-year deferral of adoption of SFAS No. 157 for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. This FASB Staff Position defers the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008. We are currently evaluating the impact, if any, that SFAS No. 157 will have on our consolidated statements of financial position, results of operations and cash flows.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Risk. We do not believe that we have significant foreign currency transactional exposures. Our net sales for the years ended 2007, 2006 and 2005 in currencies other than U.S. dollars were approximately \$32.8 million, \$26.5 million and \$23.3 million, respectively. During the years 2007, 2006 and 2005, our net sales were favorably impacted by \$2.1 million, \$0.8 million and \$0.6 million, respectively, due to foreign exchange rates. Most of our purchases are denominated in U.S. dollars. The impact of a 10% unfavorable change in the exchange rate of the U.S. dollar against the prevailing market rates of the foreign currencies in which we have transactional exposures would be immaterial.

Interest Rate Risk. Interest rate risk is managed through a combination of variable and fixed rate debt. The objective is to maintain a cost-effective mix that we deem appropriate and we have entered into an interest rate swap agreement to maintain this balance. At December 29, 2007, our debt portfolio was composed of variable-rate debt of which we hedge approximately 50% to a fixed-rate. With respect to our variable-rate debt, a 1% change in interest rates would have had a \$0.8 million impact on our interest expense for 2007, a \$1.1 million impact on our interest expense for 2006 and a \$1.2 million impact on our interest expense for 2005.

Commodity Price Risk. We are subject primarily to commodity price risk arising from fluctuations in the market prices of raw materials used in the garments purchased from our sourcing vendors if they pass along these increased costs. During the past five years, there has been no significant impact from commodity price fluctuations, nor do we currently use derivative instruments in the management of these risks. On a going-forward basis, fluctuations in crude oil prices or petroleum based product prices may also influence the prices of the related items such as chemicals, dyestuffs, man-made fibers and foam. Any raw material price increase would increase our cost of sales and decrease our profitability unless we are able to pass our higher costs on to our customers.

Inflation Risk. We are affected by inflation and changing prices from our suppliers primarily through the cost of raw materials, increased operating costs and expenses, and fluctuations in interest rates. The effects of inflation on our net sales and operations have not been material in recent years. We do not believe that inflation risk is material to our business or our consolidated financial position, results of operations or cash flows.

Seasonality. We have not experienced any significant seasonal fluctuations in our net sales or our profitability.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MAIDENFORM BRANDS, INC. AND SUBSIDIARIES INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Maidenform Brands, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, stockholders' equity and cash flows present fairly, in all material respects, the financial position of Maidenform Brands, Inc. and its subsidiaries at December 29, 2007 and December 30, 2006, and the results of their operations and their cash flows for each of the three years ended December 29, 2007, December 30, 2006 and December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2007, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our audits (which were integrated audits in 2007 and 2006). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 14 to the consolidated financial statements, the Company changed the manner in which it accounts for uncertain tax positions in 2007.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey
March 10, 2008

MAIDENFORM BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

	December 29, 2007	December 30, 2006
Assets		
Current assets		
Cash and cash equivalents	\$ 16,602	\$ 14,617
Accounts receivable, net	45,775	39,142
Inventories	69,041	46,911
Deferred income taxes	11,015	9,459
Prepaid expenses and other current assets	7,497	6,203
Total current assets	149,930	116,332
Property, plant and equipment, net	19,992	18,454
Goodwill	7,884	7,884
Intangible assets, net	98,518	99,678
Other non-current assets	3,327	2,505
Total assets	<u>\$ 279,651</u>	<u>\$ 244,853</u>
Liabilities and stockholders' equity		
Current liabilities		
Current portion of long-term debt	\$ 1,100	\$ —
Accounts payable	36,022	13,195
Accrued expenses and other current liabilities	21,620	21,176
Total current liabilities	58,742	34,371
Long-term debt	88,625	110,000
Deferred income taxes	21,718	16,223
Other non-current liabilities	10,949	9,358
Total liabilities	180,034	169,952
Commitments and contingencies (Note 7 and 15)		
Stockholders' equity		
Preferred stock—\$0.01 par value; 10,000,000 shares authorized and none issued and outstanding	—	—
Common stock—\$0.01 par value; 100,000,000 shares authorized; 23,488,357 shares issued and 22,357,292 outstanding at December 29, 2007 and 23,488,357 issued and 22,964,826 outstanding at December 30, 2006	235	235
Additional paid-in capital	60,919	59,478
Retained earnings	53,526	20,953
Accumulated other comprehensive income	872	158
Treasury stock, at cost (1,131,065 shares at December 29, 2007 and 523,531 shares at December 30, 2006)	(15,935)	(5,923)
Total stockholders' equity	99,617	74,901
Total liabilities and stockholders' equity	<u>\$ 279,651</u>	<u>\$ 244,853</u>

The accompanying notes are an integral part of these consolidated financial statements.

MAIDENFORM BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share amounts)

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Net sales	\$ 422,164	\$ 416,835	\$ 382,169
Cost of sales	256,365	260,083	247,037
Gross profit	165,799	156,752	135,132
Selling, general and administrative expenses	97,880	101,238	101,604
Operating income	67,919	55,514	33,528
Interest expense, net	9,029	8,521	15,853
Income before provision for income taxes	58,890	46,993	17,675
Income tax expense	24,686	19,231	8,735
Net income	34,204	27,762	8,940
Preferred stock dividends and changes in redemption value	—	—	(17,264)
Net income (loss) available to common stockholders	\$ 34,204	\$ 27,762	\$ (8,324)
Basic earnings (loss) per common share	\$ 1.50	\$ 1.21	\$ (0.39)
Diluted earnings (loss) per common share	\$ 1.43	\$ 1.15	\$ (0.39)
Basic weighted average number of shares outstanding	22,815,398	23,024,986	21,451,654
Diluted weighted average number of shares outstanding	23,960,606	24,194,468	21,451,654

The accompanying notes are an integral part of these consolidated financial statements.

MAIDENFORM BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(in thousands, except share amounts)

	Common Stock		Treasury Stock		Additional Paid-in Capital	(Accumulated Deficit) Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' (Deficit) Equity
	Shares	\$	Shares	\$				
Balance at January 1, 2005	15,675,000	\$157	—	\$ —	\$ 2,098	\$ (3,368)	\$ (9)	\$ (1,122)
Preferred stock dividends and changes in redemption value					(4,883)	(12,381)		(17,264)
Initial public offering and exercise of stock options	3,688,357	37			52,542			52,579
Reclassification of common stock subject to put option—upon extinguishment of put option	4,125,000	41			5,547			5,588
Preferred stock options purchased					(1,393)			(1,393)
Adjust common stock, subject to put option, to redemption value					768			768
Tax effect from exercise of stock options					2,775			2,775
Stock-based compensation					1,609			1,609
Comprehensive income								
Net income						8,940		8,940
Changes during the period							223	223
Total comprehensive income								9,163
Balance at December 31, 2005	23,488,357	235	—	—	59,063	(6,809)	214	52,703
Stock-based compensation					2,016			2,016
Purchase of common stock for treasury			(669,500)	(7,563)				(7,563)
Stock options exercised			145,969	1,640	(1,601)			39
Initial adoption of SFAS No. 158, net of tax							(40)	(40)
Comprehensive income								
Net income						27,762		27,762
Changes during the period							(16)	(16)
Total comprehensive income								27,746
Balance at December 30, 2006	23,488,357	235	(523,531)	(5,923)	59,478	20,953	158	74,901
Stock-based compensation					2,584			2,584
Purchase of common stock for treasury			(803,550)	(12,526)				(12,526)
Stock options exercised			196,016	2,514	(1,143)			1,371
Adoption of FIN No. 48 (see Note 14)						(1,631)		(1,631)
Comprehensive income								
Net income						34,204		34,204
Changes during the period (see Note 13)							714	714
Total comprehensive income								34,918
Balance at December 29, 2007	23,488,357	\$235	(1,131,065)	\$(15,935)	\$ 60,919	\$ 53,526	\$872	\$ 99,617

The accompanying notes are an integral part of these consolidated financial statements.

MAIDENFORM BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Cash flows from operating activities			
Net income	\$ 34,204	\$ 27,762	\$ 8,940
Adjustments to reconcile net income to net cash from operating activities			
Depreciation and amortization	3,269	2,817	5,647
Amortization of intangible assets	1,160	1,160	1,160
Amortization of deferred financing costs	2,927	888	5,953
Stock-based compensation	2,584	2,016	1,609
Deferred income taxes	5,285	4,734	3,988
Tax benefit from exercise of stock options	—	—	2,775
Excess tax benefits related to stock-based compensation	(798)	(1,881)	—
Pension plan curtailment gain	(6,255)	—	—
Other non-cash items	—	—	1,097
Net changes in operating assets and liabilities			
Accounts receivable	(6,633)	(4,973)	(10,165)
Inventories	(22,130)	(11,656)	1,812
Prepaid expenses and other current and non-current assets	(38)	1,868	(4,018)
Accounts payable	22,827	(6,017)	7,488
Accrued expenses and other current and non-current liabilities	3,219	(331)	(4,449)
Income taxes payable	799	5,246	3,550
Net cash from operating activities	40,420	21,633	25,387
Cash flows from investing activities			
Capital expenditures	(6,371)	(2,716)	(2,229)
Proceeds from sale of assets	—	—	5,160
Net cash from investing activities	(6,371)	(2,716)	2,931
Cash flows from financing activities			
Term loan borrowings	100,000	—	61,037
Term loan repayments	(120,275)	(27,500)	(71,287)
Borrowings under revolving loan	5,000	—	10,000
Repayments under revolving loan	(5,000)	—	(10,000)
Deferred financing costs	(1,106)	(300)	(2,423)
Proceeds from stock options exercised	573	171	—
Excess tax benefits related to stock-based compensation	798	1,881	—
Payments of capital lease obligations	(102)	—	—
Purchase of common stock for treasury	(12,526)	(7,563)	—
Payments of employee withholding taxes related to net stock option exercises	—	(2,013)	—
Proceeds from issuance of preferred and common stock	—	—	52,579
Redemption of preferred stock and preferred stock options and payment of accumulated dividends	—	—	(46,828)
Cash dividends paid	—	—	(13,320)
Common stock options purchased	—	—	(140)
Net cash from financing activities	(32,638)	(35,324)	(20,382)
Effects of exchange rate changes on cash	574	46	(170)
Net increase (decrease) in cash	1,985	(16,361)	7,766
Cash and cash equivalents			
Beginning of period	14,617	30,978	23,212
End of period	\$ 16,602	\$ 14,617	\$ 30,978
Supplementary disclosure of cash flow information			
Cash paid during the period			
Interest	\$ 6,682	\$ 9,296	\$ 9,996
Income taxes	\$ 16,891	\$ 8,959	\$ 1,677
Supplemental schedule of non-cash investing and financing activities			
Equipment acquired with capital lease obligations	\$ 470	\$ 325	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

MAIDENFORM BRANDS, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share amounts)

1. NATURE OF OPERATIONS

Maidenform Brands, Inc. and its subsidiaries (the “Company,” “we,” “us” or “our”) design, source and market an extensive range of intimate apparel products, including bras, panties and shapewear. We sell through multiple distribution channels including department stores and national chain stores, mass merchants (including warehouse clubs), and other (including specialty retailers, off-price retailers and licensing income). In addition, we also operated 78 and 76 retail outlet stores as of December 29, 2007 and December 30, 2006, respectively, and sell products on our websites.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying consolidated financial statements include the accounts of Maidenform Brands, Inc. and its subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of estimates

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. The more significant estimates and assumptions are those used in determining accounts receivable and inventory reserves, deferred income tax valuation reserves, pension and postretirement liabilities, and goodwill and intangible impairment analyses. Actual results could ultimately differ from these estimates.

Fiscal reporting period

We report our annual results of operations based on a fiscal period comprised of 52 or 53 weeks. Our fiscal years 2007, 2006 and 2005 ended December 29, 2007, December 30, 2006 and December 31, 2005, respectively. Unless otherwise stated, references to years in the financial statements refer to fiscal years.

Fair value of financial instruments

Cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are reflected at fair value because of the short-term maturity of these instruments. The carrying amount of long-term debt at December 29, 2007 and December 30, 2006 approximates fair value as a result of the variable interest rates being accrued and paid on the majority of our debt.

Foreign currency translation

We have wholly owned subsidiaries operating in Hong Kong, Indonesia, Mexico and Ireland. Subsidiaries operating in Mexico and Ireland function as distributors for us. The subsidiaries in Hong Kong and Indonesia function as quality control centers for inventory purchases from third party vendors and other sourcing support services. These foreign operations use their respective local currency as the functional currency. Assets and liabilities of these subsidiaries are translated at the current exchange rates in effect at the balance sheet date while net sales and expenses are translated at the average exchange rate for the period. The resulting translation adjustments are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Cash and cash equivalents

All highly liquid investments with a remaining maturity of three months or less at the dates of our balance sheets are classified as cash.

Accounts receivable

Accounts receivable consist primarily of amounts due from customers. We provide reserves for accounts receivable that may not be realized as a result of uncollectibility, sales returns, markdowns, and other customer allowances. Reserves are determined based on actual commitments, historical experience, credit quality, age of accounts receivable balances, and existing economic conditions. Reserves provided for accounts receivable aggregated \$13,123 and \$10,490 at December 29, 2007 and December 30, 2006, respectively. We believe that these reserves provide reasonable assurance that such balances are reflected at net realizable value.

Inventories

Inventories are stated at the lower of cost or market. The cost of wholesale inventory is based on standard costs, which approximate first-in, first-out (FIFO), while the cost of product acquired from third parties for sale through our retail segment is based on the retail inventory method. Inventories at December 29, 2007 and December 30, 2006 consist of finished goods inventory.

Property, plant and equipment

Property, plant and equipment additions are recorded at cost. Equipment under capital leases and related obligations are recorded at an amount equal to the present value of future minimum lease payments computed on the basis of our incremental borrowing rate or, when known, the interest rate implicit in the lease. Depreciation and leasehold amortization are calculated using the straight-line method over the estimated useful lives of the assets. Depreciation of equipment under capital leases is computed using the straight-line method based upon the non-cancelable lease term of the applicable lease or the estimated useful life of the assets, whichever is applicable, and is included in depreciation expense.

Useful lives for property, plant and equipment are established for each common asset class and are based on our historical experience:

Buildings and building improvements	10-40 years
Machinery and equipment	3-12 years
Furniture, fixtures and equipment	5-12 years
Leasehold improvements	Lesser of initial lease term or estimated useful life

Repairs and maintenance are expensed in the year they are incurred. When fixed assets are sold or otherwise disposed, the original costs of the assets and the related accumulated depreciation and any resulting profit or loss is credited or charged to earnings.

Operating leases

Several of our operating leases contain rent holidays and/or predetermined rent increases during the term of such leases. For these leases, the aggregate rental expense is recognized on a straight-line basis over the initial lease term. The difference in lease expense charged to earnings in any year and amounts payable under the leases during that year is recorded as deferred rent.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Amortization of improvements to leased properties is computed using the straight-line method based upon the non-cancelable lease term of the applicable lease or the estimated useful life of the improvements, whichever is less, and ranges from 1 month to 10 years. If we receive landlord incentives or allowances for leasehold improvements, the incentive or allowance is recorded as deferred rent and amortized as a reduction to lease expense over the initial lease term.

Goodwill and intangible assets

Goodwill and other intangible assets with indefinite useful lives are evaluated by us for impairment on an annual basis, or more frequently if certain events occur or circumstances exist. We evaluated goodwill and intangible assets during the fourth quarter of 2007 and determined that no impairment exists.

We allocate our goodwill to our reporting units. In evaluating goodwill for impairment, we compare the fair value of the reporting unit to its carrying amount. If the fair value is less than the carrying amount, an impairment loss is recorded to the extent that the implied fair value of the goodwill is less than its carrying amount. To determine the fair values, we use both a discounted cash flow approach and a market approach.

In reviewing intangible assets with indefinite useful lives for impairment, we compare the carrying amount of such asset to its fair value. We estimate the fair value using discounted cash flows expected from the use of the asset. When the estimated fair value is less than its carrying amount, an impairment loss is recognized equal to the difference between the asset's fair value and its carrying amount. In addition, intangible assets with indefinite useful lives are reviewed for impairment whenever events such as product discontinuance or other changes in circumstances indicate that the carrying amount may not be recoverable.

The performance of the goodwill and intangible asset impairment tests are subject to significant judgment in determining the estimation of future cash flows, the estimation of discount rates, and other assumptions. Changes in these estimates and assumptions could have a significant impact on the fair value and impairment of goodwill and intangible assets.

Impairment of long-lived assets

Long-lived assets, primarily property, plant and equipment and intangible assets with finite lives, are periodically reviewed and evaluated by us when events and circumstances indicate that the carrying amount of these assets may not be recoverable. For long-lived assets, this evaluation is based on the expected future undiscounted operating cash flows of the related assets. Should such evaluation result in us concluding that the carrying amount of long-lived assets has been impaired, an appropriate write-down to their fair value would be recorded.

Deferred financing costs

Debt financing costs are deferred and amortized to interest expense using the effective interest method over the term of the related debt instrument.

Interest rate swap agreements

We utilize an interest rate swap agreement to manage interest rate exposure. The net interest paid or received on the swap is recognized as interest expense. The derivative is recognized in the balance sheet as either an asset or liability measured at its fair value. The swap is designated as a cash flow hedge and changes in fair value, to the extent the hedge is effective, will be recognized as a component of other comprehensive income (loss) and subsequently reclassified into interest expense when the hedged exposure affects earnings. Hedge ineffectiveness is measured at least

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

quarterly based on the relative changes in fair value between the swap contract and the hedged item over time. Any change in fair value resulting from ineffectiveness will be reported in earnings. There were no significant gains or losses recognized in earnings for hedge ineffectiveness in 2007, 2006 and 2005.

Comprehensive income (loss)

Comprehensive income (loss) includes net income (loss) and adjustments for foreign currency translation, adjustments to pension related assets or liabilities and unrealized income (loss) on an interest rate swap agreement.

Revenue recognition

Net sales from our wholesale operations are recognized when merchandise is shipped to customers, at which time title and the risks and rewards of ownership pass to the customer and persuasive evidence of a sale arrangement exists, delivery of the product has occurred, the price is fixed or determinable, and payment is reasonably assured. Reserves for sales returns, markdown allowances, cooperative advertising, discounts and other customer deductions are provided when net sales are recorded or when the commitment is incurred. In the case of sales by our retail operations, net sales are recognized at the time the customer takes possession of the merchandise at the point-of-sale in our stores and for our internet sales, net sales are recognized when the products are shipped and title passes to the customer.

Royalties and license fees

We license certain of our trademarks including Maidenform, Sweet Nothings, Self Expressions, Rendezvous and others to qualified companies for use on intimate apparel, sleepwear and other products. These royalties are recorded as earned, based upon the sale of licensed products by our licensees. Royalty income included in net sales amounted to \$3,048, \$2,690 and \$1,884 for 2007, 2006 and 2005, respectively.

Shipping and handling expense

Shipping and handling expenses incurred in connection with our distribution centers include shipping supplies, related labor costs, third-party shipping costs, and certain distribution overhead. Such costs are generally absorbed by us and are included in selling, general and administrative expenses. These costs amounted to \$13,445, \$12,250 and \$11,455 for 2007, 2006 and 2005, respectively. With respect to the freight component of our shipping and handling costs, most customers arrange for the shipping of our product and pay the related freight costs directly to third party freight carriers. However, in limited circumstances, we arrange and pay the freight for these customers and bill them for this service and those amounts are immaterial.

Advertising expense

All advertising-related production costs are charged to expense when the advertisement is first shown in media. Production costs included in prepaid expenses and other current assets was \$337 and \$1,114 at December 29, 2007 and December 30, 2006, respectively. Advertising expense included in selling, general and administrative expenses is \$7,251, \$8,583 and \$8,539 for 2007, 2006 and 2005, respectively.

Stock-based compensation

Effective January 1, 2006, we adopted Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004) ("SFAS No. 123R"), Share-Based Payment. Prior to January 1, 2006, we accounted for stock-based compensation under SFAS No. 123. The adoption of SFAS No. 123R did not have a material impact on our stock-based compensation expense for 2006.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

SFAS No. 123R requires measurement of compensation cost for all stock-based awards at fair value on date of grant and recognition of compensation over the service period for awards expected to vest. At the present time, we use the Black-Scholes model, which requires the input of subjective assumptions. These assumptions include estimating the length of time employees will retain their vested stock options before exercising them ("expected term"), the estimated volatility of our common stock price over the expected term ("volatility") and the number of options that will ultimately be forfeited ("forfeitures"). Changes in the subjective assumptions can materially affect the estimate of fair value of stock-based compensation and consequently, the related amount recognized in the consolidated statements of operations.

The fair value of restricted stock and restricted stock units is determined based on the number of shares granted and the quoted price of our common stock on the date of grant.

SFAS No. 123R requires us to estimate forfeitures in calculating the expense relating to stock-based compensation as opposed to only recognizing these forfeitures and the corresponding reduction in expense as they occur. In addition, SFAS No. 123R requires us to reflect the tax savings resulting from tax deductions in excess of expense as a financing cash flow in our statement of cash flows rather than as an operating cash flow as presented in prior periods.

On November 10, 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position No. FAS 123R-3, "Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards." The Company has elected to adopt the alternative transition method provided in the FASB Staff Position for calculating the tax effects of stock-based compensation pursuant to SFAS No. 123R. The alternative transition method includes simplified methods to establish the beginning balance of the additional paid-in capital pool ("APIC pool") related to the tax effects of employee stock-based compensation and to determine the subsequent impact on the APIC pool and consolidated statements of cash flows of the tax effects of employee stock-based compensation awards that are outstanding upon adoption of SFAS No. 123R.

The weighted average fair value of stock options and stock appreciation rights ("Stock Options") granted during 2007 was \$7.28. The fair value was estimated using the Black-Scholes option-pricing model based on the weighted average market price at grant date of \$19.11. The weighted average fair value of restricted stock and restricted stock units ("Restricted Stock") granted during 2007 was \$19.12.

The weighted average fair value of Stock Options granted during 2006 was \$4.46. The fair value was estimated using the Black-Scholes option-pricing model based on the weighted average market price at grant date of \$11.42.

The weighted average fair value of Stock Options granted during 2005 was \$7.64. The fair value was estimated using the Black-Scholes option-pricing model based on the weighted average market price at grant date of \$16.55.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The range of assumptions consists of the following:

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Dividend yield	0.0%	0.0%	0.0%
Risk-free interest rate	4.79% – 4.92%	4.89% – 4.95%	4.00% – 4.60%
Expected life (years)	4 & 5	4 & 5	5 & 10
Volatility	32.92% – 34.30%	39.4%	0.0% & 39.4%

See Note 11, “Stock-Based Compensation,” for additional information regarding our stock-based compensation plans.

Earnings (loss) per share

Basic earnings (loss) per share are computed by dividing income (loss) available to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted earnings (loss) per share reflect the potential dilution that could occur if common stock equivalents were issued and exercised.

Income taxes

We account for income taxes using the liability method which recognizes the amount of income tax payable or refundable for the current year and recognizes deferred tax liabilities and assets for the future tax consequences of the events that have been recognized in the financial statements or tax returns. For those uncertain tax positions where it is “more likely than not” that a tax benefit will be sustained, we have recorded the tax benefit. For those income tax positions where it is not “more likely than not” that a tax benefit will be sustained, no tax benefit has been recognized. Where applicable, associated interest and penalties are also recorded. We routinely evaluate all deferred tax assets to determine the likelihood of their realization and record a valuation allowance if it is “more likely than not” that a deferred tax asset will not be realized. This assessment requires us to consider all available positive and negative evidence to determine whether, based on such evidence, it is more likely than not that our net deferred tax assets will be realized in future periods. See Note 14, “Income Taxes,” for discussion of income taxes.

Recently issued accounting standards

In September 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 157, “Fair Value Measurements”, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of SFAS No. 157 are effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB decided to issue a final Staff Position to allow a one-year deferral of adoption of SFAS No. 157 for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. This FASB Staff Position defers the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008. We are currently evaluating the impact, if any, that SFAS No. 157 will have on our consolidated statements of financial position, results of operations and cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment at December 29, 2007 and December 30, 2006 consist of the following:

	<u>2007</u>	<u>2006</u>
Land	\$ 550	\$ 1,239
Buildings and building improvements	6,804	8,328
Machinery and equipment	4,223	2,820
Furniture, fixtures and equipment	9,834	6,911
Construction-in-progress	378	238
Leasehold improvements	8,088	6,011
	<u>29,877</u>	<u>25,547</u>
Less—Accumulated depreciation and amortization	<u>(9,885)</u>	<u>(7,093)</u>
	<u>\$19,992</u>	<u>\$18,454</u>

Depreciation and amortization expense included in selling, general and administrative expenses and cost of sales is \$3,269, \$2,817 and \$5,647 for 2007, 2006 and 2005, respectively.

During October 2007, we relocated our company headquarters to leased premises located in Iselin, New Jersey. We have included \$2,034 of property, plant and equipment related to our previous headquarters as prepaid expenses and other current assets in our consolidated balance sheet at December 29, 2007, as it is being held for sale and is no longer being depreciated.

As of December 29, 2007 and December 30, 2006, our assets under capital leases comprised of office equipment and are set forth in the following table:

	<u>2007</u>	<u>2006</u>
Machinery and equipment	\$ 795	\$325
Less—Accumulated depreciation	<u>(134)</u>	<u>(5)</u>
	<u>\$ 661</u>	<u>\$320</u>

4. GOODWILL AND OTHER INTANGIBLE ASSETS

Our goodwill and certain trademarks have been deemed to have indefinite lives and are not amortizable. Our licensing agreements and certain trademarks that do not have indefinite lives are being amortized on a straight-line basis over 15 to 25 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Components of our intangible assets by segment at December 29, 2007 consist of the following:

	Wholesale		Retail		Total	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortizing intangible assets						
Trademarks	\$16,849	\$2,745	\$ 1,074	\$248	\$17,923	\$2,993
Royalty licenses	8,318	1,206	—	—	8,318	1,206
	<u>\$25,167</u>	<u>\$3,951</u>	<u>\$ 1,074</u>	<u>\$248</u>	<u>\$26,241</u>	<u>\$4,199</u>
Non-amortizing intangible assets						
Trademarks	<u>\$64,600</u>		<u>\$11,876</u>		<u>\$76,476</u>	

Components of our intangible assets by segment at December 30, 2006 consist of the following:

	Wholesale		Retail		Total	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortizing intangible assets						
Trademarks	\$16,849	\$1,987	\$ 1,074	\$180	\$17,923	\$2,167
Royalty licenses	8,318	872	—	—	8,318	872
	<u>\$25,167</u>	<u>\$2,859</u>	<u>\$ 1,074</u>	<u>\$180</u>	<u>\$26,241</u>	<u>\$3,039</u>
Non-amortizing intangible assets						
Trademarks	<u>\$64,600</u>		<u>\$11,876</u>		<u>\$76,476</u>	

Our non-amortizing intangible assets consist of trademarks for Maidenform and Flexees, as it is expected that these trademarks will contribute to cash flows indefinitely. These trademarks have been in existence for many years and there is no foreseeable limit on the period of time over which they are expected to contribute cash flows. Aggregate amortization expense related to intangible assets was \$1,160 for 2007, 2006 and 2005.

Estimated amortization expense for the next five years beginning with 2008 is as follows:

2008	\$1,160
2009	1,160
2010	1,160
2011	1,160
2012	1,160

Components of our goodwill by segment at December 29, 2007 and December 30, 2006 consist of the following:

	Wholesale	Retail	Total
Goodwill	<u>\$7,435</u>	<u>\$449</u>	<u>\$7,884</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. DEBT

	2007	2006
Long-term debt		
Term loan facility	\$89,725	\$110,000
Current maturities of long-term debt	1,100	—
Non-current portion of long-term debt	<u>\$88,625</u>	<u>\$110,000</u>

On June 15, 2007, we entered into a credit agreement, consisting of a 7-year, \$100,000 amortizing first lien term loan (the “Term Loan”) and a 5-year, \$50,000 revolving loan facility (the “Revolving Loan,” and together with the Term Loan, the “Credit Facility”). The Revolving Loan provides for direct borrowings and issuance of stand-by letters of credit on our behalf. We use the letters of credit as collateral for our workers’ compensation insurance programs and bonds issued on our behalf to secure our obligation to pay customs duties. Borrowings are limited by the borrowing base, which consists of 85.0% of eligible accounts receivable and 50.0% of eligible inventory. The borrowings and other obligations under the Credit Facility and the guarantees are collateralized by a first priority perfected lien, subject to certain permitted liens, on substantially all of the personal property assets and certain real property of the borrower and guarantors. We used the proceeds from the borrowings, together with available cash on hand, to repay all amounts due under our then existing credit facility.

At December 29, 2007, we had \$89,725 outstanding under our Term Loan, and \$0 outstanding with approximately \$47,990 available for borrowings under the Revolving Loan, after giving effect to \$2,010 of outstanding letters of credit. Principal payments on the Term Loan are payable in quarterly installments of \$275 with all remaining amounts due on the maturity date. We are permitted to voluntarily prepay all or part of the principal balance of the Term Loan with such payments applied to scheduled principal payments in inverse order of their maturity.

At December 29, 2007, borrowings under the Term Loan bear interest, at our option, at the London Interbank Offered Rate (“LIBOR”) plus 1.125%, or at the base rate plus 0.125%. Borrowings under the Revolving Loan bear interest, at our option, at LIBOR plus 0.875%, or at the base rate. The LIBOR margin and the base rate margin will be determined quarterly based on our leverage ratio for the preceding four fiscal quarters.

Additional fees are payable under the Credit Facility including (i) a fee on outstanding letters of credit equal to the margin over LIBOR applicable to the Revolving Loan, (ii) a letter of credit fronting fee equal to 0.25% per annum on the daily amount available to be drawn under outstanding letters of credit and (iii) an unused line fee on the maximum principle amount undrawn under the Revolving Loan ranging from 0.15% to 0.35% determined quarterly based on our leverage ratio for the preceding four fiscal quarters.

The Credit Facility contains affirmative and restrictive covenants, including: (a) maintenance of a minimum fixed charge coverage ratio, (b) maintenance of a maximum leverage ratio, (c) limitations on consolidated capital expenditures, (d) limitations on the incurrence of indebtedness and liens, (e) limitations on investments/acquisitions and (f) restrictions on payments between Maidenform Brands, Inc. and its subsidiaries. In addition, subject to specified exceptions and limitations and reinvesting options, partial prepayments of outstanding loans may be required with the proceeds of asset sales, sales of equity and debt securities, and with certain insurance and condemnation proceeds. We were in compliance with all debt covenants at December 29, 2007 and December 30, 2006.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Our highest level of debt outstanding for 2007 was \$110,000 at an average interest rate of 6.6%, and our highest level of debt outstanding for 2006 was \$137,500, at an average interest rate of 6.5%. In connection with the Credit Facility, we paid fees of \$1,106. For 2007, amortization of financing costs included in interest expense was \$2,927 (which includes the write-off of deferred financing costs of \$2,403). For 2006, amortization of financing costs included in interest expense was \$888. For 2005, amortization of financing costs included in interest expense was \$5,953 (which includes the write-off of deferred financing costs of \$4,943).

Payments due on long-term debt during each of the five years subsequent to December 29, 2007, are as follows:

2008	\$ 1,100
2009	1,100
2010	1,100
2011	1,100
2012	1,100
2013 and thereafter	84,225

At December 30, 2006, we had \$110,000 outstanding under our term loan facility and had \$0 outstanding with approximately \$47,718 available for borrowings under the revolving facility, after considering outstanding stand-by letters of credit of \$2,282. During 2006, the Prime rate margin was fixed at 0.75% and the LIBOR rate margin was fixed at 1.75%.

6. INTEREST RATE SWAP AGREEMENTS

On June 5, 2007, we terminated our existing swap agreements in anticipation of the June 15, 2007 refinancing of our credit facility. As a result of the termination, we recorded a gain of \$88 reflected in interest expense.

Effective July 30, 2007, we entered into a new interest rate swap agreement, having a notional amount of \$45,000 for the period July 30, 2007 through December 30, 2007, \$40,000 for the period December 31, 2007 through June 29, 2008, \$30,000 for the period June 30, 2008 through December 30, 2008, \$20,000 for the period December 31, 2008 through June 29, 2009 and \$10,000 for the period June 30, 2009 through the expiration date of December 31, 2009. Under the swap agreement, we converted a floating interest rate for the notional amount of the swap into a fixed interest rate of 5.24%. This swap contract is not held for trading purposes. During 2007, 2006 and 2005, there were no significant gains or losses recognized in interest expense for hedge ineffectiveness. The cash flow effects of the swap arrangements, included in interest expense on the consolidated statement of operations was, income of \$261 and \$324 for 2007 and 2006 and an expense of \$66 for 2005.

7. LEASES

We lease two warehouses, retail stores, a showroom, office facilities and equipment under non-cancelable leases which expire on various dates through 2017. In addition to minimum rentals, certain operating leases provide for annual rent increases for real estate taxes, maintenance and inflation. Several of our operating leases contain renewal options and contingent rental payments based on individual store sales. Certain leases that meet the lease capitalization criteria in accordance with SFAS No. 13, "Accounting for Leases," as amended, have been recorded as an asset and liability at the net present value of the minimum lease payments at the inception of the lease. Interest rates used in computing the net present value of the lease payments are based on our incremental borrowing rate at the inception of the lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Minimum annual lease obligations under non-cancelable leases at December 29, 2007 are as follows:

	Operating Leases	Capital Lease Obligations	Total
2008	\$ 7,201	\$288	\$ 7,489
2009	5,439	278	5,717
2010	4,490	169	4,659
2011	3,742	110	3,852
2012	3,002	110	3,112
2013 and thereafter	8,007	—	8,007
Total minimum lease payments	<u>\$31,881</u>	<u>955</u>	<u>\$32,836</u>
Less amount representing interest		95	
Less amount representing maintenance expense		177	
Present value of minimum lease payments		683	
Current maturities of minimum lease payments		187	
Non-current portion of minimum lease payments		<u>\$496</u>	

Total rent expense included in selling, general and administrative expenses under operating leases, exclusive of property taxes and other property related expenses charged to earnings, was \$6,760, \$5,554 and \$5,492 for 2007, 2006 and 2005, respectively.

8. BENEFIT PLANS

We sponsor a defined benefit pension plan, the Maidenform, Inc. Retirement Plan (the “Retirement Plan,”) covering substantially all eligible employees not covered by the union plans described below. Effective January 1, 2007, the Retirement Plan was frozen for current participants and closed to new entrants. In connection with the freeze, we recorded a \$6,255 non-cash curtailment gain in accordance with SFAS No. 88, “Employer’s Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits,” using actuarial assumptions consistent with those we used at December 30, 2006. SFAS No. 88 requires curtailment accounting if an event eliminates, for a significant number of employees, the accrual of defined benefits for some or all of their future service. If we choose to terminate the pension plan, we will recognize a one-time settlement loss or gain depending on the funded status at the time of termination. There is no requirement to terminate the plan.

We also make contributions to multiemployer plans that provide defined pension benefits and health and welfare benefits to our unionized employees represented by UNITE-HERE. The contributions for the multiemployer defined benefit pension plans amounted to \$265, \$255 and \$268 for 2007, 2006 and 2005, respectively. The contributions for the health and welfare plans, including a prescription drug program, amounted to \$1,223, \$1,012 and \$1,031 for 2007, 2006 and 2005, respectively.

We sponsor the Maidenform, Inc. Savings Plan (the “401(k) Plan”), which operates pursuant to Section 401(k) of the Internal Revenue Code and covers substantially all eligible employees not covered by the multiemployer union pension plan described above. Effective January 1, 2007, the 401(k) Plan was amended to adopt a safe harbor matching provision resulting in increasing the employer matching contributions from a maximum of 1.5% of pre-tax wages to 4.0% of pre-tax wages. In addition, the 401(k) Plan was amended to permit eligible participating employees, including

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

“highly compensated employees,” to contribute up to 20.0% of their pre-tax wages, subject to certain IRS limitations. During 2007, 2006 and 2005, we contributed \$854, \$315 and \$315, respectively.

We use a December 31 measurement date for our defined benefit pension plan.

Obligations and funded status

	For the years ended	
	December 29, 2007	December 30, 2006
Changes in benefit obligation		
Benefit obligation, beginning of period	\$24,731	\$25,437
Service cost	—	1,828
Interest cost	1,067	1,330
Plan participants' contributions	—	79
Curtailment gain	(6,255)	—
Assumption changes	(1,174)	(2,401)
Actuarial gain	(489)	(1,055)
Benefits paid	(495)	(487)
Benefit obligation, end of period	<u>\$17,385</u>	<u>\$24,731</u>
Change in plan assets		
Fair value of plan assets, beginning of period	\$17,257	\$14,158
Return on plan assets	864	1,699
Employer contributions	1,922	1,853
Plan participants' contributions	—	79
Plan expenses	(49)	(45)
Benefits paid	(495)	(487)
Fair value of plan assets, end of period	<u>\$19,499</u>	<u>\$17,257</u>
Funded status and net amount recognized		
Plan assets more than (less than) benefit obligation	\$ 2,114	\$ (7,474)
Net amount recognized in the consolidated balance sheets	<u>\$ 2,114</u>	<u>\$ (7,474)</u>

As of December 29, 2007, amounts recognized in the consolidated balance sheet consisted of \$2,114 and is included in other non-current assets. As of December 30, 2006, amounts recognized in the consolidated balance sheet consisted of \$7,474 and is included in other non-current liabilities.

The accumulated benefit obligation for the Retirement Plan was \$17,385 and \$18,391 at December 29, 2007 and December 30, 2006, respectively. Amounts recognized in other comprehensive income (pretax) consist of a net gain of \$947 at December 29, 2007. Amounts recognized in accumulated other comprehensive income (pretax) consist of a net gain of \$705 at December 29, 2007 and a net loss of \$242 at December 30, 2006. The estimated net gain that is expected to be amortized from accumulated other comprehensive income into net periodic benefit (income) expense during 2008 is \$0.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Components of net periodic benefit (income) expense			
Service cost	\$ —	\$ 1,828	\$ 1,714
Interest cost	1,067	1,330	1,234
Expected return on plan assets	(1,531)	(1,267)	(1,094)
Recognized net actuarial loss	—	52	30
Net periodic benefit (income) expense	(464)	1,943	1,884
Curtailment gain	(6,255)	—	—
Total	<u><u>\$(6,719)</u></u>	<u><u>\$ 1,943</u></u>	<u><u>\$ 1,884</u></u>

Assumptions

Weighted average assumptions used to determine benefit obligations:

	2007	2006
Discount rate	6.50%	6.00%
Rate of compensation increase	0.00%	4.00%

Weighted average assumptions were used to determine net periodic benefit (income) expense:

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Discount rate	6.00%	5.50%	5.75%
Expected return on plan assets	8.50%	8.50%	8.50%
Rate of compensation increase	0.00%	4.00%	4.00%

The long-term rate of return for our pension plan is established via a building block approach with proper consideration of diversification and rebalancing. Historical markets are studied and long-term historical relationships between equity and fixed-income securities are preserved consistent with the widely accepted capital market principle that assets with higher volatility generate a greater return over the long run. Current market factors, such as inflation and interest rates, are evaluated before long-term capital market assumptions are determined.

Plan assets

Weighted average asset allocations for the Retirement Plan at December 29, 2007 and December 30, 2006 and the targeted asset allocation for 2008 by asset category are as follows:

	2008 Targeted	2007	2006
Equity Securities	70%	69%	75%
Fixed Income Securities	30	31	25
	<u>100%</u>	<u>100%</u>	<u>100%</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We employ a total return on investment approach whereby a mix of equities and fixed-income investments are used to maximize the long-term return of plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and corporate financial condition. The assets of the Retirement Plan are held in pooled-separate accounts and are invested in mutual funds consisting of a diversified blend of equity and fixed income securities. We use this investment approach in order to meet its diversification and asset allocation goals. Furthermore, equity investments are diversified across domestic and foreign stocks, as well as growth, value, and small and large capitalizations. Investments risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, annual liability measurements, and periodic asset/liability studies.

Cash flows

Contributions

We expect to contribute approximately \$500 to the Retirement Plan in 2008.

Estimated future benefit payments

Benefit payments are expected to be paid as follows:

2008	\$ 621
2009	668
2010	713
2011	777
2012	856
2013-2017	4,964

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. POSTRETIREMENT PLANS

We use a December 31 measurement date for the postretirement plans.

Obligations and funded status

	For the years ended			
	December 29, 2007		December 30, 2006	
	NCC Plan	Company Plan	NCC Plan	Company Plan
Changes in benefit obligation				
Benefit obligation, beginning of period	\$ 708	\$ 291	\$ 879	\$ 302
Interest cost	32	16	39	15
Actuarial gain	(198)	(81)	(170)	—
Benefits paid	(29)	(22)	(40)	(26)
Benefit obligation, end of period	<u>\$ 513</u>	<u>\$ 204</u>	<u>\$ 708</u>	<u>\$ 291</u>
Changes in plan assets				
Fair value of plan assets, beginning of period	\$ —	\$ —	\$ —	\$ —
Employer contribution	29	22	40	26
Benefits paid and settlements	(29)	(22)	(40)	(26)
Fair value of plan assets, end of period	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status and net amount recognized				
Plan assets less than benefit obligation	<u>\$(513)</u>	<u>\$(204)</u>	<u>\$(708)</u>	<u>\$(291)</u>
Net amount recognized in the consolidated balance sheets	<u>\$(513)</u>	<u>\$(204)</u>	<u>\$(708)</u>	<u>\$(291)</u>

As of December 29, 2007 and December 30, 2006, amounts recognized in the consolidated balance sheet consist of \$717 and \$999 and are included in other non-current liabilities.

As of December 29, 2007 and December 30, 2006 amounts recognized in accumulated other comprehensive income (pretax) consist of a gain of \$341 and \$175, respectively. The estimated gain that is expected to be amortized from accumulated other comprehensive income into net periodic benefit cost during 2008 is \$36.

	For the years ended					
	December 29, 2007		December 30, 2006		December 31, 2005	
	NCC Plan	Company Plan	NCC Plan	Company Plan	NCC Plan	Company Plan
Components of net periodic benefit costs						
Interest cost	\$ 32	\$ 16	\$39	\$15	\$49	\$14
Amortization of (gains) and losses	(32)	(81)	(6)	—	—	61
Net periodic benefit costs	<u>\$ —</u>	<u>\$(65)</u>	<u>\$33</u>	<u>\$15</u>	<u>\$49</u>	<u>\$75</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Assumptions

Weighted average assumptions used to determine benefit obligations:

	2007		2006	
	NCC Plan	Company Plan	NCC Plan	Company Plan
Discount rate	6.50%	6.00%	6.00%	6.00%

Weighted average assumptions used to determine net periodic benefit costs:

	For the years ended					
	December 29, 2007		December 30, 2006		December 31, 2005	
	NCC Plan	Company Plan	NCC Plan	Company Plan	NCC Plan	Company Plan
Discount rate	6.00%	6.00%	5.50%	5.50%	5.75%	5.75%

Assumed healthcare cost trend rates

	For the years ended					
	December 29, 2007		December 30, 2006		December 31, 2005	
	NCC Plan	Company Plan	NCC Plan	Company Plan	NCC Plan	Company Plan
Healthcare cost trend rate assumed for next year	7.50%	9.50%	8.00%	9.50%	9.00%	10.25%
Rate to which the cost trend rate is assumed to decline	5.00%	4.50%	5.00%	4.50%	5.00%	4.50%
Year that the rate reaches the ultimate trend rate	2013	2015	2013	2014	2013	2014

Assumed healthcare cost trend rates have a significant effect on the amounts reported for the healthcare plans. A 1% point change in assumed healthcare cost trend rates would have the following effects on the NCC Plan:

	1% Point Increase	1% Point Decrease
Effect on total of service and interest cost components	\$ 1	\$ (1)
Effect on postretirement benefit obligation	17	(17)

A 1% point change in assumed healthcare cost trend rates would have the following effects on the Company Plan:

	1% Point Increase	1% Point Decrease
Effect on total of service and interest cost components	\$1	\$(1)
Effect on postretirement benefit obligation	8	(7)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Cash flows

Contributions

The postretirement plans are unfunded plans. We expect to contribute to the plan an amount equal to benefit payments to be made in 2008 which are estimated to be \$105.

Estimated future benefit payments

Benefit payments, which reflect future service, as appropriate, are expected to be paid as follows:

2008	\$105
2009	99
2010	93
2011	86
2012	80
2013-2017	303

10. STOCKHOLDERS' EQUITY

Treasury stock is accounted for by the cost method. In August 2007, the Board of Directors increased our stock repurchase program by an additional \$12,563 increasing the amount available under the plan to \$25,000. We are authorized to make repurchases from time to time in the open market as market conditions warrant and pursuant to other parameters set by our Board of Directors. Subsequent to August 2007, we repurchased 803,550 shares of our common stock at a total cost of \$12,526 at an average price per share of \$15.59. During 2006, we repurchased 669,500 shares of our common stock at a total cost of \$7,563 at an average price per share of \$11.30.

On July 22, 2005, we priced an initial public offering of 14,513,889 shares of common stock of which 3,375,000 and 11,138,889 shares were offered by us and selling stockholders, respectively, at a price of \$17.00 per share. Upon the consummation of the offering on July 27, 2005, net proceeds of \$52,579 and \$176,106 were distributed to us and selling stockholders, respectively. We did not receive any of the proceeds from the sale of shares by the selling stockholders.

11. STOCK-BASED COMPENSATION

On July 6, 2005, the Board of Directors adopted the Maidenform Brands, Inc. 2005 Stock Incentive Plan pursuant to which the Company can grant to employees, consultants and non-employee directors equity-based awards. Under this plan, 1,750,000 shares were set aside and reserved for issuance. The plan provides for a variety of vesting dates with the majority of the awards vesting in an annual increment of 25% of the number of awards granted over the first four years of the grant and expiring no later than ten years after date of grant.

The Board of Directors also amended the Maidenform Brands, Inc. 2004 Rollover Stock Option Plan, the Maidenform Brands, Inc. 2004 Stock Option Plan and the Maidenform Brands, Inc. 2004 Stock Option Plan for Non-Employees Directors to provide that no additional equity-based awards shall be available for issuance under these plans, although previously granted stock options will continue to remain outstanding in accordance with the terms of the applicable option agreement and the applicable plan.

On July 28, 2004, we adopted the 2004 Stock Option Plan for Non-Employee Directors. Under this plan, 250,000 shares were reserved for issuance upon exercise of options granted to non-employee directors with vesting over a three year period and expiring no later than ten years after date of grant. No additional equity-based awards shall be available for issuance under the 2004 Stock Option Plan for Non-Employee Directors, although previously

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

granted stock options will continue to remain outstanding in accordance with the original terms of the awards under this plan.

In connection with the acquisition of Maidenform, Inc. by MF Acquisition Corporation on May 11, 2004 (the "Acquisition"), we granted options under the Rollover Plan in substitution for certain in-the-money options under the former stock option plans of Maidenform, Inc. Under this plan, 775,000 shares of common stock and 14,100 shares of preferred stock were reserved for issuance upon exercise of options granted to key employees. Each Rollover Plan option vested in full on the date of grant and expires no later than ten years after the initial date of grant. No additional equity-based awards shall be available for issuance under the Rollover Plan, although previously granted stock options will continue to remain outstanding in accordance with the original terms of the awards under this plan.

On May 11, 2004, we adopted the 2004 Employee Stock Option Plan. Under this plan, 2,500,000 shares were reserved for issuance upon exercise of options granted to key employees. The plan provides for a variety of vesting dates with the majority of the options vesting in an annual increment of 25% of the number of options granted over the first four years of the grant and expiring no later than ten years after date of grant. No additional equity-based awards shall be available for issuance under the Employee Stock Option Plan, although previously granted stock options will continue to remain outstanding in accordance with the original terms of the awards under this plan.

Stock Options

The fair value of Stock Options on the grant dates were \$1,354, \$230 and \$4,439 for Stock Options granted during 2007, 2006 and 2005, respectively. These amounts are being expensed over the vesting periods. We recorded stock-based compensation expense related to Stock Options, which represents the amortization of the fair value of the awards issued, of approximately \$2,306, \$2,016 and \$1,609 for 2007, 2006 and 2005, respectively.

At December 29, 2007, there was approximately \$3,085 of unrecognized compensation costs, adjusted for estimated forfeitures, related to non-vested Stock Options. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures. This amount is expected to be recognized over a weighted average period of 2.1 years and does not include the impact of any future Stock Options awards.

At December 29, 2007, the aggregate intrinsic value of Stock Options outstanding and Stock Options exercisable was \$22,001 and \$18,080, respectively. The aggregate intrinsic value of Stock Options exercised, excluding the preferred stock option exercised in 2005, was \$2,528, \$4,774 and \$5,320 during 2007, 2006 and 2005, respectively. (The intrinsic value of a stock option is the amount by which the market value of the underlying stock exceeds the exercise price of the option.)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes Stock Options outstanding and exercisable at December 29, 2007:

Range of Exercise Prices	Stock Options Outstanding			Stock Options Exercisable		
	Stock Options Outstanding	Weighted Average Remaining Contract Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Remaining Contract Life	Weighted Average Exercise Price
\$1.82	874,805	4.7 years	\$ 1.82	694,159	4.7 years	\$ 1.82
3.64	909,535	6.0 years	3.64	728,890	6.0 years	3.64
11.11 – 17.00	491,323	4.7 years	16.32	231,940	4.6 years	16.54
18.74 – 19.11	184,929	6.4 years	19.11	—	—	—
0.01	217,529(a)	4.8 years	0.01	217,529	4.8 years	0.01
0.06	2,172(a)	4.1 years	0.06	2,172	4.1 years	0.06
	<u>2,680,293</u>	<u>5.3 years</u>		<u>1,874,690</u>	<u>5.2 years</u>	

(a) Options outstanding under the 2004 Rollover Stock Option Plan

Changes in Stock Options outstanding are summarized as follows:

	For the years ended					
	December 29, 2007		December 30, 2006		December 31, 2005	
	Number of Stock Options	Weighted Average Exercise Price	Number of Stock Options	Weighted Average Exercise Price	Number of Stock Options	Weighted Average Exercise Price
Stock Options outstanding, beginning of year	2,707,498	\$ 5.04	3,037,871	\$ 4.77	2,815,409	\$ 1.98
Stock Options granted—common	185,963	19.11	51,574	11.42	608,148	15.01
Stock Options cancelled or forfeited	(17,152)	9.45	(139,543)	9.14	(59,001)	2.95
Stock Options exercised—common	(196,016)	2.93	(242,404)	0.73	(313,357)	0.02
Stock Options exercised—preferred	—	—	—	—	(13,328)	1.52
Stock Options outstanding, end of year	<u>2,680,293</u>	<u>\$ 6.14</u>	<u>2,707,498</u>	<u>\$ 5.04</u>	<u>3,037,871</u>	<u>\$ 4.77</u>
Stock Options exercisable, end of year, common	<u>1,874,690</u>	<u>\$ 4.14</u>				

Restricted Stock

The aggregate fair value of shares of Restricted Stock on their respective grant dates was \$1,856 for shares of Restricted Stock granted during 2007. This amount is being expensed over the vesting periods. We recorded stock-based compensation expense related to Restricted Stock, which represents the amortization of the fair value of the awards issued, of approximately \$278 for 2007.

At December 29, 2007, there was approximately \$1,563 of unrecognized compensation costs, adjusted for estimated forfeitures, related to non-vested Restricted Stock. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures. This amount is expected to be recognized over a weighted average period of 3.3 years and does not include the impact of any future Restricted Stock awards.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Changes in Restricted Stock outstanding are summarized as follows:

	For the year ended December 29, 2007	
	Number of Restricted Stock	Weighted Average Grant Date Fair Value
Restricted Stock outstanding, beginning of year	—	\$ —
Granted	97,067	19.12
Vested	—	—
Forfeited	(781)	18.92
Restricted Stock outstanding, end of year	<u>96,286</u>	<u>\$19.12</u>

12. PREFERRED STOCK SUBJECT TO REDEMPTION AND COMMON STOCK SUBJECT TO PUT

In connection with our initial public offering, we redeemed all the outstanding shares of our preferred stock, including shares of preferred stock acquired upon the exercise of all outstanding options to purchase shares of our preferred stock, and paid all accrued and unpaid dividends associated with the preferred stock and preferred stock options.

On June 1, 2005, the Board of Directors approved a special cash dividend to all holders of preferred stock as of June 1, 2005 in the aggregate amount of \$13,320. This dividend was paid on June 21, 2005 and was accounted for as a reduction to additional paid-in capital to the extent available with the remaining balance recorded as a reduction to retained earnings (accumulated deficit).

In connection with the Acquisition, we issued 360,000 shares of preferred stock, par value \$0.01 per share, with a liquidation value of \$36,000, and granted 14,055 preferred stock options to key employees in connection with the Acquisition. All preferred shares, including preferred options, were redeemable at the option of the Board of Directors. Our majority stockholder, who owned approximately 65% of our outstanding shares of common and preferred stock at the time of the Acquisition, had the right to designate a majority of the members of our Board of Directors. Therefore, because any redemption of the preferred stock would be ratable across all preferred stockholders, the redemption of all shares of preferred stock was deemed to be within the control of our majority stockholder and was classified outside of total stockholders' equity (deficit) on our consolidated balance sheet beginning May 11, 2004. We obtained an appraisal by an independent third party which determined the fair market value for the preferred stock to be \$36,735 at May 11, 2004.

The preferred stock, which had a redemption premium of \$2,145, if redeemed during the period from May 11, 2004 through May 1, 2005, was accreted to \$38,880 on May 11, 2004. Accordingly, this accretion was recorded as a reduction in net income (loss) available to common stockholders. The redemption premium was 108% at May 11, 2004 and was scheduled to reduce by two percentage points each year commencing on May 1, 2005 until reaching 100% on May 1, 2008. We reduced the redemption value from \$108 per share to \$106 per share on May 1, 2005. Accordingly, this change in redemption value of \$720 was recorded as an increase in net income (loss) available to common stockholders.

Dividends were cumulative, accrued quarterly on the first day of August, November, February and May of each year, at a rate of 15% per annum. In connection with the initial public offering, we paid all accrued and unpaid dividends associated with the preferred stock, including shares of preferred stock underlying preferred stock options then outstanding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In connection with the Acquisition, a majority stockholder of Predecessor who was also a stockholder of Successor received 75,000 of the 360,000 shares of preferred stock, and also received 4,125,000 of the 19,800,000 shares of common stock as rollover equity valued at \$15,000. This stockholder had a put option, subject to certain limitations, to put these shares back to us in an amount equal to 85% of the fair market value at the time of the exercise of the put option (May 10, 2007), limited to \$15,000, less any amount already received from previously sold shares, cash dividends and cash distributions. In addition, the put terminates upon a liquidity event such as an initial public offering. Because of this put option, these shares were classified outside of total stockholders' equity (deficit) on our consolidated balance sheet and stated as common stock of \$6,356 and preferred stock of \$8,644 at January 1, 2005. As the carrying amount of the preferred stock increases as a result of dividends and accretion, the carrying amount of the common stock classified outside of total stockholders' equity (deficit) was reclassified to additional paid-in capital to the extent the combined amount was greater than the put of \$15,000. This reclassification amounted to \$768 and \$511 during 2005 and during the Successor period May 11, 2004 through January 1, 2005, respectively.

13. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The components of and changes in accumulated other comprehensive income (loss) are as follows:

	Foreign Currency Translation Adjustment(a)	Adjustments to Pension Related Assets or Liabilities (net of tax)	Interest Rate Swaps, (net of tax)	Accumulated Other Comprehensive Income (Loss)
Balance, at January 1, 2005	\$169	\$ —	\$(178)	\$ (9)
Changes during the period	(169)	—	392	223
Balance, at December 31, 2005 . .	—	—	214	214
Changes during the period(b)	45	(40)	(61)	(56)
Balance, at December 30, 2006 . .	45	(40)	153	158
Changes during the period	574	672	(532)	714
Balance, at December 29, 2007 . .	<u>\$619</u>	<u>\$632</u>	<u>\$(379)</u>	<u>\$872</u>

- (a) No tax benefit has been provided associated with the foreign currency translation adjustment due to management's decision to reinvest the earnings of our foreign subsidiaries indefinitely.
- (b) Change in pension related assets or liabilities reflects the impact of the initial adoption of SFAS No. 158 at December 30, 2006.

14. INCOME TAXES

Income before provision for income taxes consists of the following:

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Domestic	\$58,672	\$47,009	\$17,522
Foreign	218	(16)	153
Total	<u>\$58,890</u>	<u>\$46,993</u>	<u>\$17,675</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Our provision for income taxes consists of the following:

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Current			
Federal	\$15,048	\$12,050	\$1,675
State and local	3,473	2,484	1,502
Foreign	880	499	466
	<u>19,401</u>	<u>15,033</u>	<u>3,643</u>
Deferred			
Federal	4,509	3,324	4,799
State and local	695	867	602
Foreign	81	7	(309)
	<u>5,285</u>	<u>4,198</u>	<u>5,092</u>
Total income tax provision	<u>\$24,686</u>	<u>\$19,231</u>	<u>\$8,735</u>

Our income tax rate is reconciled to the U.S. federal statutory tax rate as follows:

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Federal statutory tax rate	35.0%	35.0%	35.0%
Foreign income taxes	1.5	1.1	(0.3)
State and local income taxes, net of federal benefit	4.8	4.6	7.8
Equity related costs	—	0.3	7.6
Foreign deemed dividend	—	—	1.1
Change in tax method	—	—	(2.1)
Other	0.6	(0.1)	0.3
Effective tax rate	<u>41.9%</u>	<u>40.9%</u>	<u>49.4%</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Deferred tax assets (liabilities) at December 29, 2007 and December 30, 2006 are comprised of the following:

	2007	2006
Deferred tax assets—current		
Accounts receivable reserves	\$ 4,376	\$ 4,205
Inventory reserves	4,110	3,231
Accrued liabilities	1,948	1,680
Other, net	581	343
	<u>11,015</u>	<u>9,459</u>
Deferred tax (liabilities) assets—noncurrent		
Depreciation and amortization	(381)	(261)
Net operating losses	13,366	17,897
AMT credit	678	666
Intangible assets	(39,070)	(39,756)
Pension and postretirement liabilities	(278)	2,204
Stock-based compensation	2,198	1,623
Other, net	1,769	1,404
	<u>(21,718)</u>	<u>(16,223)</u>
Net deferred tax liabilities	<u><u>\$(10,703)</u></u>	<u><u>\$ (6,764)</u></u>

Our income tax payable of \$27 and \$4,295 at December 29, 2007 and December 30, 2006, respectively, was included in accrued expenses and other current liabilities.

In 2007, 2006 and 2005, we recorded an increase in additional paid-in capital of approximately \$798, \$1,881 and \$2,775, respectively, for tax benefits from the exercise of stock options.

Section 382 of the Internal Revenue Code (Section 382) imposes limitations on a corporation's ability to utilize its net operating losses (NOLs) if it experiences an "ownership change." In general terms, an ownership change results from transactions increasing the ownership of certain existing stockholders and, or, new stockholders in the stock of a corporation by more than 50 percentage points during a three year testing period. Upon emergence from bankruptcy, our NOLs were subject to Section 382 limitations. As a result of the Acquisition, we experienced an ownership change, as defined by Section 382. As a result of this ownership change, the utilization of our NOLs are subject to a new annual limitation under Section 382. Any unused annual limitation may be carried over to later years, and the amount of the limitation may, under certain circumstances, be increased to reflect both recognized and deemed recognized "built-in gains" that occur during the sixty-month period after the ownership change. Based on fair values of certain assets as determined in connection with the Acquisition, we had approximately \$66,700 of built-in gains that are anticipated to be recognized or deemed recognized during the aforementioned sixty-month period. Subsequent to the Acquisition, the sale of shares by others, including the initial public offering in July 2005, have resulted in additional changes in control for the purpose of Section 382; however, the annual limitation of our NOLs has not changed. At December 29, 2007, we had approximately \$49,200 federal and state NOLs available for future utilization during the years of 2008 through 2023. During 2007, our combined limitation for our NOLs was approximately \$11,745 and we utilized approximately \$11,745 of NOLs. During 2006, our combined limitation for our NOLs was approximately

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

\$12,100 and we utilized approximately \$12,100 of NOLs. During 2005, our combined limitation for our NOLs was approximately \$20,900 and we utilized approximately \$18,900 of NOLs with the remaining NOLs utilized in 2006.

Effective at the beginning of the first quarter of 2007, we adopted Financial Accounting Standards Board (FASB) Interpretation No. 48 (FIN No. 48), "Accounting for Uncertainty in Income Taxes," which clarifies the accounting and disclosure for uncertainty in income taxes. As a result of the adoption, we recorded a decrease to beginning retained earnings of \$1,631 and increased our accruals for uncertain tax positions and related interest and penalties by a corresponding amount. Additionally, we reclassified approximately \$3,812 of reserves for unrecognized tax benefits from current and deferred to non-current liabilities. As of December 29, 2007 and as of the adoption date, the total unrecognized tax benefits were approximately \$7,085 and \$4,745, respectively (before federal and, if applicable, state effect), and would impact our effective tax rate, if recognized. A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties, is as follows:

	<u>2007</u>
Balance, at December 31, 2006	\$4,745
Additions for prior year tax positions	668
Additions for current year tax positions	<u>1,672</u>
Balance, at December 29, 2007	<u>\$7,085</u>

We recognize interest and, if applicable, penalties which could be assessed related to unrecognized tax benefits in income tax expense. As of December 29, 2007 and as of the adoption date, the total amount of accrued interest and penalties, before federal and, if applicable, state effect, were approximately \$1,201 and \$698, respectively. For the year ended December 29, 2007, we recorded \$503 in interest and penalties before federal and, if applicable, state effect.

We file income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. For federal income tax purposes, our 2004 through 2007 tax years (including the NOL carryforwards utilized in those years) remain open for examination by the tax authorities under the normal three year statute of limitations. For state tax purposes, our 2002 through 2007 tax years (including the NOL carryforwards utilized in those years) remain open for examination by the tax authorities under a four year statute of limitations, however, certain states may keep their statute open for nine to ten years.

At December 29, 2007 and December 30, 2006, we had approximately \$2,100 and \$1,900, respectively, of undistributed earnings from foreign operations. No deferred taxes have been provided because we believe these earnings will be permanently reinvested abroad.

15. COMMITMENTS AND CONTINGENCIES

Purchase commitments

In the normal course of business, we enter into purchase commitments for both finished goods inventory and raw materials. At December 29, 2007, we had purchase commitments of \$69,148 and believe that we have adequate reserves for expected losses arising from all purchase commitments.

Litigation

We are party to various legal actions arising in the ordinary course of business. Based on information presently available to us, we believe that we have adequate legal defenses, reserves or insurance coverage for these actions and

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

that the ultimate outcome of these actions will not have a material adverse effect on our consolidated statements of financial position, results of operations or cash flows.

16. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	2007	2006
Accrued wages, incentive compensation, payroll taxes and related benefits . . .	\$ 9,868	\$ 9,506
Accrued trade promotion	556	1,796
Accrued professional fees	1,242	1,604
Federal, state and local taxes payable	27	4,295
Accrued customs duty	3,132	—
Accrued other	6,795	3,975
	<u>\$21,620</u>	<u>\$21,176</u>

Other accrued expenses and current liabilities include, among other items, accrued interest, inventory return accrual and accrued freight.

17. VALUATION AND QUALIFYING ACCOUNTS

		Allowance for	
	Doubtful Accounts	Inventory Valuation	Sales Returns and Allowance
Balance, at January 1, 2005	\$188	\$ 3,592	\$ 5,741
Additions, charged to expense	60	4,184	40,894
Write-offs	(24)	(4,976)	(38,859)
Balance, at December 31, 2005	224	2,800	7,776
Additions, charged to expense	44	7,632	42,827
Write-offs	—	(5,951)	(42,335)
Balance, at December 30, 2006	268	4,481	8,268
Additions, charged to expense	88	7,400	47,553
Write-offs	(57)	(7,140)	(46,306)
Balance, at December 29, 2007	<u>\$299</u>	<u>\$ 4,741</u>	<u>\$ 9,515</u>

In addition to the allowances for doubtful accounts and sales returns and allowances, we also include in accounts receivable reserves a reserve for term discounts and cooperative advertising commitments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

18. MAJOR CUSTOMERS AND SUPPLIERS

Each of the following wholesale segment customers were greater than 10% of our total net sales:

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Customer A	15.5%	12.7%	12.9%
Customer B	10.9%	12.9%	12.4%
Customer C	11.4%	7.7%	7.9%

At December 29, 2007 and December 30, 2006, our five largest uncollateralized receivables represented approximately 63% and 57% of total accounts receivable.

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Major suppliers information			
Number of major suppliers	7	5	3
% of total purchases	<u>55%</u>	<u>58%</u>	<u>57%</u>

19. RELATED PARTY TRANSACTIONS

As a result of the initial public offering in 2005, Ares Corporate Opportunity Fund, L.P. (the "Fund") reduced its holdings from 12,925,000 shares of common stock and 235,000 shares of preferred stock, which represented approximately 65% of our outstanding common and preferred stock, respectively, to holdings of 7,400,000 shares of common stock which represented approximately 31.5% of our common stock immediately after the closing of the initial public offering. In connection with the Acquisition, we entered into an advisory agreement with ACOF Operating Manager, L.P. (together with the Fund, the "Ares Entities"), whereby we paid the Ares Entities an annual advisory fee of \$250 plus reimbursements for reasonable expenses. In connection with the initial public offering in 2005, we terminated the advisory agreement and paid the Ares Entities \$893 during 2005 for a prorated portion of the advisory fee and a termination fee. In connection with the Registration Statement on Form S-3 filed on October 31, 2006, the Fund reduced its holdings from 7,400,000 shares of common stock, which represented approximately 31.5% of our then outstanding shares of common stock, to 3,737,351 shares of common stock, which represented approximately 17% of our then outstanding shares of common stock.

Prior to the refinancing of our credit facility on June 15, 2007, our credit facility, which included a consortium of institutions, was arranged with a financial institution who acted as the Administrative Agent for our credit facility. The Administrative Agent is also a stockholder of the Company since 2004. During 2007, 2006 and 2005, we paid transaction costs in the amount of \$25, \$300 and \$3,223, respectively. We also incurred interest expense of \$3,672, \$8,592 and \$10,288 for 2007, 2006 and 2005, respectively. In connection with the Registration Statement on Form S-3 filed on October 31, 2006, the Administrative Agent reduced its holdings to approximately 1.0% of our then outstanding shares of common stock.

During 2005 and 2006, certain private equity funds managed by American International Group, Inc. ("AIG") were stockholders. We obtained various insurance policies for an aggregate purchase price of \$361 and \$393 during 2006 and 2005, respectively, from an affiliate of AIG. The policies obtained during 2006 and 2005 were recorded as prepaid expenses and other current assets and amortized over the term of the policies. At December 30, 2006, certain private equity funds managed by AIG were no longer stockholders of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

20. SEGMENT INFORMATION

We report segment information in accordance with the provisions of SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," which requires segment information to be disclosed based on a "management approach." The management approach refers to the internal reporting that we use for making operating decisions and assessing the performance of reportable segments. SFAS No. 131 also requires disclosure about products and services, geographic areas and major customers. For purposes of complying with SFAS No. 131, we identified our two reportable segments as "Wholesale" and "Retail." Our wholesale sales are to department stores, national chain stores, mass merchants (including warehouse clubs), specialty retailers, off-price retailers, and third party distributors servicing similar customers in foreign countries while our retail segment reflects our operations from our retail stores and internet operations. Royalty income is also included in our wholesale segment. Within our reportable segments, Wholesale includes corporate-related assets. The accounting policies of the segments are the same as those described in Note 2, "Summary of Significant Accounting Policies." Each segment's results include the costs directly related to the segment's net sales and all other costs allocated based on the relationship to consolidated net sales to support each segment's net sales. Intersegment sales and transfers are recorded at cost and treated as a transfer of inventory.

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Net sales			
Wholesale	\$366,121	\$360,647	\$327,799
Retail	56,043	56,188	54,370
Total	<u>\$422,164</u>	<u>\$416,835</u>	<u>\$382,169</u>
Operating income			
Wholesale	\$ 64,672	\$ 51,361	\$ 31,936
Retail	3,247	4,153	1,592
Operating income	67,919	55,514	33,528
Interest expense, net	9,029	8,521	15,853
Income before provision for income taxes	<u>\$ 58,890</u>	<u>\$ 46,993</u>	<u>\$ 17,675</u>
Depreciation and Amortization			
Wholesale	\$ 3,015	\$ 2,487	\$ 5,265
Retail	1,414	1,490	1,542
Total	<u>\$ 4,429</u>	<u>\$ 3,977</u>	<u>\$ 6,807</u>
Net sales by geographic area			
United States	\$383,806	\$388,312	\$355,379
International(a)	38,358	28,523	26,790
Total	<u>\$422,164</u>	<u>\$416,835</u>	<u>\$382,169</u>
Intercompany sales from Wholesale to Retail	<u>\$ 13,497</u>	<u>\$ 13,731</u>	<u>\$ 12,634</u>

(footnotes appear on following page)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	2007	2006
Inventory		
Wholesale(b)	\$ 60,263	\$ 38,457
Retail	8,778	8,454
Total	<u>\$ 69,041</u>	<u>\$ 46,911</u>
Identifiable assets		
Wholesale	\$253,160	\$218,636
Retail	26,491	26,217
Total	<u>\$279,651</u>	<u>\$244,853</u>
Property, plant and equipment, net, by geographic area		
United States	\$ 19,504	\$ 17,954
International	488	500
Total	<u>\$ 19,992</u>	<u>\$ 18,454</u>

(a) International net sales are identified as international based on the location of the customer.

(b) Wholesale inventories include inventories warehoused for the Retail segment and Wholesale in-transit inventory beginning mid 2007.

21. EARNINGS (LOSS) PER SHARE

The following is a reconciliation of basic number of common shares outstanding to diluted common and common equivalent shares outstanding:

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Net income	\$ 34,204	\$ 27,762	\$ 8,940
Less: Preferred stock dividends and changes in redemption value	—	—	(17,264)
Net income (loss) available to common stockholders . . .	<u>\$ 34,204</u>	<u>\$ 27,762</u>	<u>\$ (8,324)</u>
Weighted average number of common and common equivalent shares outstanding			
Basic number of common shares outstanding	22,815,398	23,024,986	21,451,654
Dilutive effect of Stock Options and Restricted Stock . . .	<u>1,145,208</u>	<u>1,169,482</u>	<u>—</u>
Dilutive number of common and common equivalent shares outstanding	<u>23,960,606</u>	<u>24,194,468</u>	<u>21,451,654</u>
Basic net earnings (loss) per common share	\$ 1.50	\$ 1.21	\$ (0.39)
Diluted net earnings (loss) per common share	<u>\$ 1.43</u>	<u>\$ 1.15</u>	<u>\$ (0.39)</u>

During 2007, approximately 201,000 equity awards were not included in the computation of diluted earnings per share because the exercise prices of the awards were greater than the average market price of the shares of common stock.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During 2007, approximately 155,000 equity awards were not included in the computation of diluted earnings per share because of their anti-dilutive effect.

Stock Options to purchase 509,000 shares of common stock were outstanding during 2005, but were not included in the computation of diluted earnings per share because the option exercise prices were greater than the average market price of the shares of common stock.

Stock Options to purchase shares of common stock of 1,248,691 for 2005 were not included in the computation of diluted earnings per share because of their anti-dilutive effect.

22. SELECTED QUARTERLY FINANCIAL DATA (unaudited)

The following table sets forth certain unaudited quarterly financial information:

	2007			
	March 31, 2007	June 30, 2007	September 29, 2007	December 29, 2007
Fiscal 2007				
Net sales	\$107,233	\$118,960	\$100,189	\$95,782
Gross Profit	38,872	47,566	40,405	38,956
Operating income	20,196	20,503	14,617	12,603
Net income	10,592	9,482	7,779	6,351
Basic earnings per share	\$ 0.46	\$ 0.41	\$ 0.34	\$ 0.28
Diluted earnings per share	\$ 0.44	\$ 0.39	\$ 0.32	\$ 0.27
	2006			
	April 1, 2006	July 1, 2006	September 30, 2006	December 30, 2006
Fiscal 2006				
Net sales	\$100,844	\$117,139	\$113,833	\$85,019
Gross Profit	37,979	44,216	42,754	31,803
Operating income	12,657	18,095	17,078	7,684
Net income	6,247	9,418	8,874	3,223
Basic earnings per share	\$ 0.27	\$ 0.41	\$ 0.39	\$ 0.14
Diluted earnings per share	\$ 0.26	\$ 0.39	\$ 0.37	\$ 0.13

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

23. CONDENSED FINANCIAL INFORMATION OF PARENT COMPANY

Maidenform Brands, Inc.

Condensed Balance Sheet

(in thousands, except share and per share amounts)

	<u>December 29, 2007</u>	<u>December 30, 2006</u>
Assets		
Investment in Maidenform, Inc.	\$ 98,636	\$74,422
Other current assets	448	87
Total current assets	99,084	74,509
Deferred income taxes	533	392
Total assets	<u>\$ 99,617</u>	<u>\$74,901</u>
Stockholders' equity		
Stockholders' equity		
Preferred stock—\$0.01 par value; 10,000,000 shares authorized and none issued and outstanding	\$ —	\$ —
Common stock—\$0.01 par value; 100,000,000 shares authorized; 23,488,357 shares issued and 22,357,292 outstanding at December 29, 2007 and 23,488,357 issued and 22,964,826 outstanding at December 30, 2006	235	235
Additional paid-in capital	60,919	59,478
Retained earnings	53,526	20,953
Accumulated other comprehensive income	872	158
Treasury stock, at cost (1,131,065 shares at December 29, 2007 and 523,531 shares at December 30, 2006)	(15,935)	(5,923)
Total stockholders' equity	<u>99,617</u>	<u>74,901</u>
Total stockholders' equity	<u>\$ 99,617</u>	<u>\$74,901</u>

The accompanying note is an integral part of these condensed financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Maidenform Brands, Inc.

Condensed Statement of Operations

(in thousands, except share and per share amounts)

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Selling, general and administrative expense	\$ (857)	\$ (1,091)	\$ (4,306)
Income tax benefit	311	276	184
Loss before equity in net income of Maidenform, Inc. . .	(546)	(815)	(4,122)
Equity in net income of Maidenform, Inc. (net of tax) . .	34,750	28,577	13,062
Net income	34,204	27,762	8,940
Preferred stock dividends and changes in redemption value	—	—	(17,264)
Net income (loss) available to common stockholders .	\$ 34,204	\$ 27,762	\$ (8,324)
Basic earnings (loss) per common share	\$ 1.50	\$ 1.21	\$ (0.39)
Diluted earnings (loss) per common share	\$ 1.43	\$ 1.15	\$ (0.39)
Basic weighted average number of shares outstanding . .	22,815,398	23,024,986	21,451,654
Diluted weighted average number of shares outstanding .	23,960,606	24,194,468	21,451,654

The accompanying note is an integral part of these condensed financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Maidenform Brands, Inc.
Condensed Statement of Cash Flows
(in thousands)

	For the years ended		
	December 29, 2007	December 30, 2006	December 31, 2005
Cash flows from operating activities			
Net income	\$ 34,204	\$ 27,762	\$ 8,940
Adjustments to reconcile net income to net cash provided by operating activities			
Stock-based compensation	508	502	429
Deferred income taxes	(141)	(201)	(172)
Tax benefit from exercise of stock options	—	—	2,775
Excess tax benefits related to stock-based compensation	(798)	(1,881)	—
Equity in net income of Maidenform, Inc.	(34,750)	(28,577)	(13,062)
Net change in operating activities			
Other current assets	693	1,806	(12)
Net cash from operating activities	<u>(284)</u>	<u>(589)</u>	<u>(1,102)</u>
Cash flows from investing activities			
Investment in Maidenform, Inc.	<u>11,439</u>	<u>8,113</u>	<u>8,811</u>
Net cash from investing activities	<u>11,439</u>	<u>8,113</u>	<u>8,811</u>
Cash flows from financing activities			
Purchase of common stock for treasury	(12,526)	(7,563)	—
Proceeds from options exercised	573	171	—
Excess tax benefits related to stock-based compensation	798	1,881	—
Payments of employee withholding taxes related to net stock option exercises	—	(2,013)	—
Proceeds from issuance of preferred and common stock	—	—	52,579
Redemption of preferred stock and preferred options and payment of accumulated dividends	—	—	(46,828)
Cash dividends paid	—	—	(13,320)
Common stock options purchased	—	—	(140)
Net cash from financing activities	<u>(11,155)</u>	<u>(7,524)</u>	<u>(7,709)</u>
Net change in cash	—	—	—
Cash and cash equivalents			
Beginning of period	—	—	—
End of period	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Supplementary disclosure of cash flow information			
Non-cash intercompany transaction	<u>\$ 2,076</u>	<u>\$ 1,514</u>	<u>\$ 1,180</u>

The accompanying note is an integral part of these condensed financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Maidenform Brands, Inc.

Note to Condensed Financial Statements of Parent Company (in thousands)

BASIS OF PRESENTATION

The Parent Company follows the accounting policies as described in Note 2 to the Consolidated Financial Statements of Maidenform Brands, Inc. and subsidiaries (the “Company”) with the exception of its investment in its subsidiary for which the Parent Company uses the equity method of accounting.

For further information, reference should be made to the Notes to Consolidated Financial Statements of the Company included in this Annual Report of Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

Our management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our “disclosure controls and procedures,” as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of December 29, 2007. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and to ensure that information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting.

There were no changes in our internal control over financial reporting during the quarter ended December 29, 2007 identified in connection with the evaluation thereof by our management, including the Chief Executive Officer and Chief Financial Officer, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management’s Annual Report on Internal Control Over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 29, 2007 based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). Based on that evaluation, management concluded that its internal control over financial reporting was effective as of December 29, 2007.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, who audited our consolidated financial statements, has also audited the effectiveness of internal control over financial reporting as of December 29, 2007, as stated in their report which appears in the “Report of Independent Registered Public Accounting Firm” included elsewhere in this Annual Report on Form 10-K.

ITEM 9B. OTHER INFORMATION

None.

Part III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item 10 with respect to (1) directors, (2) executive officers, (3) Audit Committee matters, (4) our Code of Ethics for the Chief Executive Officer and Senior Financial Officers and (5) compliance with Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference to the sections captioned (1) “Election of Directors,” (2) “Executive Officers,” (3) “Board Committees and Meetings—Audit Committee,” (4) “Corporate Governance Documents” and (5) “Section 16(a) Beneficial Ownership Reporting Compliance” in the definitive proxy statement for our 2008 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission not later than April 29, 2008 (the “Proxy Statement”).

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 is incorporated by reference to the sections captioned “Compensation Discussion and Analysis,” “Compensation Committee Report” (which information shall be deemed furnished in this Annual Report on Form 10-K), “Executive and Director Compensation” and “Compensation Committee Interlocks and Insider Participation” in the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item 12 with respect to the security ownership of certain beneficial owners and management is incorporated by reference to the section captioned “Ownership of Securities” in the Proxy Statement.

The following table provides certain information regarding the common stock authorized for issuance under our equity compensation plans, as of December 29, 2007.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans(1) (c)
Equity compensation plans approved by stockholders ⁽²⁾	2,680,293 ⁽³⁾	\$6.14	970,836
Equity compensation plans not approved by stockholders	—	—	—
Total	<u>2,680,293</u>	<u>\$6.14</u>	<u>970,836</u>

(1) Excludes securities reflected in column (a). Effective July 6, 2005, we amended our 2004 Rollover Stock Option Plan, our 2004 Stock Option Plan, and our 2004 Stock Option Plan for Non-Employees Directors to provide that no additional equity-based awards shall be available for issuance under these plans, although previously granted stock options will continue to remain outstanding in accordance with the terms of the applicable option agreement and the applicable plan. Also see notes to the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

(2) Our equity compensation plans which were approved by our stockholders are the 2004 Rollover Stock Option Plan, as amended, 2004 Stock Option Plan, as amended, 2004 Stock Option Plan for Non-Employees Directors, as amended, and the 2005 Stock Incentive Plan.

(3) Includes stock appreciation rights with respect to 183,720 shares of common stock with a reference price of \$19.11 per share.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item 13 is incorporated by reference to the sections captioned “Certain Relationships and Related Transactions” and “Director Independence” in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 is incorporated by reference to the section captioned “Independent Registered Public Accounting Firm Fees and Pre-Approval Policies and Procedures” in the Proxy Statement.

Part IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Schedules

- (1) The financial statements required to be filed as part of this report are set forth in Item 8 of Part II of this report.
- (2) Financial statement schedules are omitted since the required information is either not applicable or is included in our audited consolidated financial statements.

(b) Exhibits required by Item 601 of Regulation S-K

<u>Exhibit No.</u>	<u>Description</u>
3.1	Intentionally omitted
3.2*	Form of Amended and Restated Certificate of Incorporation to be in effect upon the consummation of this offering
3.3	Intentionally omitted
3.4*	Form of Amended and Restated Bylaws to be in effect upon the consummation of this offering
4.1*	Specimen Common Stock Certificate
4.2*	Amended and Restated Stockholders Agreement, dated as of July 8, 2005, by and among the Registrant and the stockholders of the Registrant listed on the signature pages thereto
4.3*	See Exhibits 3.2 and 3.4 for provisions defining the rights of holders of common stock of the Registrant
10.1*	Employment Agreement, dated as of May 11, 2004, between Maidenform, Inc. and Thomas J. Ward #
10.2*	Employment Agreement, dated as of June 14, 2005, between Maidenform, Inc. and Maurice Reznik #
10.3*	Employment Agreement, dated as of October 14, 2004, between Maidenform, Inc. and Dorvin D. Lively #
10.4*	Employment Agreement, dated as of November 1, 1999, between Maidenform, Inc. and Steven N. Masket #
10.5(a)*	2004 Stock Option Plan #
10.5(b)*	Amendment to 2004 Stock Option Plan #
10.6(a)*	2004 Rollover Stock Option Plan #
10.6(b)*	Amendment to 2004 Rollover Stock Option Plan #
10.7(a)*	2004 Stock Option Plan for Non-Employee Directors #
10.7(b)*	Amendment to 2004 Stock Option Plan for Non-Employee Directors #
10.8	Intentionally omitted
10.9*	2005 Stock Incentive Plan #
10.10*	2005 Annual Performance Bonus Plan #

Exhibit No.	Description
10.10(a)*	Form of Non-Tandem Stock Appreciation Rights Agreement Pursuant to the Maidenform Brands, Inc. 2005 Stock Incentive Plan for grants to named executive officers #
10.10(b)**	Form of Restricted Stock Agreement Pursuant to the Maidenform Brands, Inc. 2005 Stock Incentive Plan for grants to named executive officers #
10.11(a)*	Nonqualified Rollover Common Stock Option Agreement, dated as of May 11, 2004, by and between Maidenform Brands, Inc. and Thomas J. Ward #
10.11(b)*	Nonqualified Rollover Common Stock Option Agreement, dated as of May 11, 2004, by and between Maidenform Brands, Inc. and Thomas J. Ward #
10.11(c)*	Nonqualified Rollover Common Stock Option Agreement, dated as of May 11, 2004, by and between Maidenform Brands, Inc. and Maurice S. Reznik #
10.11(d)*	Nonqualified Rollover Common Stock Option Agreement, dated as of May 11, 2004, by and between Maidenform Brands, Inc. and Steven N. Masket #
10.12	Intentionally omitted
10.13***	Credit Agreement, dated as of June 15, 2007, entered into by and among the Company, Maidenform, Inc., the lenders listed therein, Bank of America, N.A., as Administrative Agent, Swing Line Lender and Issuing Lender, and Caisse de dépôt et placement du Québec, as Sole Lead Arranger.
10.14	Intentionally omitted
10.15*	Form of Indemnification Agreement
10.16*	Form of Sales Restriction Agreement
21.1****	Subsidiaries of the Registrant
23.1****	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP
31.1****	Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2****	Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1****	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2****	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Incorporated by reference to the identically-numbered exhibit to the registrant's Registration Statement on Form S-1, as amended (Registration Statement No. 333-124228).

** Incorporated by reference to the registrant's Annual Report on Form 10-K filed on March 13, 2007.

*** Incorporated by reference to Exhibit 10.1 on the registrant's Report on Form 8-K filed on June 18, 2007.

**** Filed herewith.

Management contract or compensatory plan or arrangement

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on March 11, 2008.

Maidenform Brands, Inc.
(Registrant)

/s/ DORVIN D. LIVELY

Dorvin D. Lively
Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 11th day of March 2008.

<u>Signature</u>	<u>Title</u>
/s/ THOMAS J. WARD Thomas J. Ward	Chief Executive Officer and Vice Chairman of the Board (principal executive officer)
/s/ DORVIN D. LIVELY Dorvin D. Lively	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)
/s/ DAVID B. KAPLAN David B. Kaplan	Chairman of the Board
/s/ NORMAN AXELROD Norman Axelrod	Director
/s/ BARBARA EISENBERG Barbara Eisenberg	Director
/s/ KAREN ROSE Karen Rose	Director
/s/ HAROLD COMPTON Harold Compton	Director
/s/ ADAM L. STEIN Adam L. Stein	Director