

MOVIE STAR INC /NY/  
Form DEFM14A  
November 30, 2007

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SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(A)  
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive

Proxy Statement

Definitive

Additional Materials

Soliciting

Material Under Rule 14a-12

Confidential,

For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

MOVIE STAR, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee

required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

class of securities to which transaction applies:

Common Stock of Movie Star, Inc.

(1) Title of each

(2)

Aggregate number of securities to which transaction applies: 38,619,737 shares

other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(3) Per unit price or

Average of the high and low prices reported on the American Stock Exchange on June 6, 2007 (\$2.16)

(4)

Proposed maximum aggregate value of transaction: \$83,418,631

(5) Total fee paid:

\$2,560.95

Fee paid previously with preliminary materials:

Check box if

any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount

previously paid:

(2) Form, Schedule

or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Movie Star, Inc.  
1115 Broadway  
New York, New York 10010

Dear shareholder:

You are cordially invited to attend a special meeting in lieu of the annual meeting of shareholders of Movie Star, Inc., a New York corporation, to be held on January 23, 2008, at 10:30 a.m., Eastern Time. The special meeting will be held at Club 101 on the Main Floor, 101 Park Avenue, New York, New York.

On December 18, 2006, we entered into an Agreement and Plan of Merger and Reorganization (we refer to this agreement, as amended, as the merger agreement) with Fred Merger Corp., a Delaware corporation and wholly-owned subsidiary of Movie Star, and FOH Holdings, Inc., a Delaware corporation, the parent and sole stockholder of Frederick's of Hollywood, Inc. FOH Holdings is owned by Tokarz Investments, LLC and certain funds and accounts affiliated with, managed by, or over which Fursa Alternative Strategies LLC or any of its affiliates exercises investment authority. Michael T. Tokarz is the sole controlling person of Tokarz Investments and is also the sole controlling person of TTG Apparel, LLC, which currently owns 3,532,644 shares of our common stock.

As described in this proxy statement, upon completion of the merger, each stockholder of FOH Holdings will have the right to receive shares of our common stock equal to the product of (i) the number of shares of FOH Holdings common stock held by such stockholder of FOH Holdings immediately prior to the effective time of the merger multiplied by (ii) an exchange ratio of 17.811414. As a result of the merger, we anticipate issuing approximately 23.7 million shares of our common stock to the stockholders of FOH Holdings, 20% of which will initially be placed in escrow pursuant to the merger agreement and an escrow agreement.

The board of directors of Movie Star unanimously approved the merger agreement and the transactions contemplated thereby on the unanimous recommendation of a special committee comprised entirely of independent directors.

As described in this proxy statement, at the special meeting, you will be asked to consider and vote upon the following proposals:

- stock issuance proposal – a proposal to approve the issuance of 39,370,436 shares of our common stock in connection with the merger, the rights offering and other transactions contemplated by the merger agreement;
- increase of authorized common stock proposal – a proposal to amend our certificate of incorporation to increase the number of authorized shares of our common stock from 30,000,000 to 200,000,000 shares;
- name change proposal – a proposal to amend our certificate of incorporation to change the name of Movie Star, Inc. to Frederick's of Hollywood Group Inc.;
- preferred stock proposal – a proposal to amend our certificate of incorporation to authorize the issuance of up to 10,000,000 shares of preferred stock, \$.01 par value per share, and to establish the terms, rights, preference and privileges of the Series A Preferred Stock, a new series of preferred stock to be issued in connection with the transactions contemplated hereby;
- reverse stock split proposal – a proposal to authorize our board of directors, in its discretion, to amend our certificate of

incorporation to effect a reverse stock split of our outstanding common stock immediately prior to the closing of the merger within a range to be determined by our board of directors from 9 for 10 to 1 for 2, in order to satisfy the minimum price requirement of \$2.00 per share for continued listing on the American Stock Exchange;

• amended and restated 2000 performance equity plan proposal – a proposal to adopt an Amended and Restated 2000 Performance Equity Plan to increase the number of shares of our common stock available for issuance under the plan from 750,000 shares to 4,000,000 shares and to add a 500,000 share limit on grants to any individual in any one calendar year;

• director election proposal – a proposal to elect eleven directors to our board of directors to serve from the effective time of the merger until the annual meeting of shareholders to be held in 2008 and their successors are elected and qualified; and

• adjournment proposal – a proposal to authorize the adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if there are insufficient votes at the time of the special meeting to adopt any of the foregoing proposals.

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If holders of record of (a) a majority of the outstanding shares of Movie Star common stock as of November 27, 2007 and (b) a majority of the outstanding shares of Movie Star common stock that are held by shareholders other than TTG Apparel and its affiliates and associates who are entitled to vote in person or by proxy at the special meeting vote to approve the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal and the preferred stock proposal and the other conditions in the merger agreement are satisfied or waived, Fred Merger Corp. will be merged with and into FOH Holdings and FOH Holdings will become our wholly-owned subsidiary.

Movie Star common stock is listed on the American Stock Exchange under the trading symbol "MSI." On November 26, 2007, the closing sale price of Movie Star common stock was \$1.93.

Your vote is very important, regardless of the number of shares you own. Whether or not you plan to attend the special meeting, please promptly complete, sign and return the enclosed proxy card in the envelope provided. Your shares then will be represented at the special meeting. Note that a failure to vote your shares has the same effect as a vote against the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal and the reverse stock split proposal. If a written proxy card is signed by a shareholder of Movie Star and returned without instructions, the shares represented by the proxy will be voted FOR the adoption of each of the proposals above. If you attend the special meeting, you may, by following the procedures discussed in this proxy statement, withdraw your proxy and vote in person.

The notice of special meeting, proxy statement and proxy card explain the proposed merger and related transactions and provide specific information concerning the special meeting. Please read these materials carefully. In particular, please see the section entitled "Risk Factors" beginning on page 17 of this proxy statement.

Our board of directors has determined that the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal, the director election proposal and the adjournment proposal are in the best interests of our shareholders. Our board of directors unanimously recommends that you vote or give instruction to vote "FOR" the approval of these proposals.

On behalf of the board of directors, I would like to express our appreciation for your continued interest in Movie Star. We look forward to seeing you at the special meeting.

Sincerely,

Melvyn Knigin  
Chairman, President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has passed upon the fairness or merits of the proposed transaction nor upon the accuracy or adequacy of the information contained in this proxy statement. Any representation to the contrary is a criminal offense.

This proxy statement is dated November 30, 2007 and is first being mailed to Movie Star, Inc. shareholders on or about November 30, 2007.

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MOVIE STAR, INC.  
1115 Broadway  
New York, New York 10010

NOTICE OF A SPECIAL MEETING IN LIEU OF THE ANNUAL MEETING  
OF SHAREHOLDERS  
TO BE HELD ON JANUARY 23, 2008

TO THE SHAREHOLDERS OF MOVIE STAR, INC.:

NOTICE IS HEREBY GIVEN that a special meeting in lieu of the annual meeting of shareholders of Movie Star, Inc., a New York corporation, will be held at 10:30 a.m. Eastern Time, on January 23, 2008, at Club 101 on the Main Floor, 101 Park Avenue, New York, New York. You are cordially invited to attend the meeting, which will be held for the following purposes:

(1) to consider and vote upon a proposal to approve the issuance of 39,370,436 shares of our common stock, in connection with the merger, the rights offering and other transactions contemplated by the Agreement and Plan of Merger and Reorganization (we refer to this agreement, as amended, as the merger agreement), dated as of December 18, 2006, by and among Movie Star, Fred Merger Corp., a Delaware corporation and wholly-owned subsidiary of Movie Star, and FOH Holdings, Inc., a Delaware corporation, the parent and sole stockholder of Frederick's of Hollywood, Inc., a copy of which is attached to this proxy statement as Annex A. We refer to this proposal as the stock issuance proposal;

(2) to consider and vote upon a proposal to amend our certificate of incorporation to increase the number of authorized shares of Movie Star common stock from 30,000,000 to 200,000,000 shares. We refer to this proposal as the increase of authorized common stock proposal;

(3) to consider and vote upon a proposal to amend our certificate of incorporation to change the name of Movie Star, Inc. to Frederick's of Hollywood Group Inc. We refer to this proposal as the name change proposal;

(4) to consider and vote upon a proposal to amend our certificate of incorporation to authorize the issuance of up to 10,000,000 shares of preferred stock, \$.01 par value per share, and to establish the terms, rights, preference and privileges of the Series A Preferred Stock, a new series of preferred stock to be issued in connection with the transactions contemplated hereby. We refer to this proposal as the preferred stock proposal;

(5) to consider and vote upon a proposal to authorize our board of directors, in its discretion, to amend our certificate of incorporation to effect a reverse stock split of our outstanding common stock immediately prior to the closing of the merger within a range to be determined by our board of directors from 9 for 10 to 1 for 2, in order to satisfy the minimum price requirement of \$2.00 per share for continued listing on the American Stock Exchange. We refer to this proposal as the reverse stock split proposal;

(6) to consider and vote upon a proposal to adopt an Amended and Restated 2000 Performance Equity Plan to increase the number of shares of our common stock available for issuance under the plan from 750,000 shares to 4,000,000 shares and to add a 500,000 share limit on grants to any individual in any one calendar year. We refer to this proposal as the amended and restated 2000 performance equity plan proposal;

(7) to consider and vote upon the election of eleven directors to our board of directors to serve from the effective time of the merger until the annual meeting to be held in 2008 and their successors are elected and qualified. We refer to this proposal as the director election proposal; and

(8) to consider and vote upon a proposal to authorize the adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event there are insufficient votes at the time of the special meeting to adopt any of the foregoing proposals. We refer to this proposal as the adjournment proposal.

These items of business are described in more detail in this proxy statement, which we encourage you to read in its entirety before voting. Only holders of record of Movie Star common stock at the close of business on November 27, 2007 are entitled to notice of the special meeting and to vote and have their votes counted at the special meeting and any adjournments or postponements of the special meeting. An adjournment or postponement of the special meeting may occur to solicit additional votes. Movie Star will not transact any other business at the special meeting or any adjournment or postponement of it.

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The stock issuance proposal, the increase of authorized common stock proposal, the name change proposal and the preferred stock proposal must be approved by both (a) the affirmative vote of holders of a majority of the shares of Movie Star common stock outstanding on the record date and (b) the affirmative vote of holders of a majority of the shares of Movie Star common stock that are held by shareholders other than TTG Apparel, LLC and its affiliates and associates on the record date. TTG Apparel currently owns 3,532,644 shares of our common stock and the sole controlling person of TTG Apparel is Michael T. Tokarz, its manager. Mr. Tokarz is also the sole controlling person of Tokarz Investments, LLC which holds approximately 50% of FOH Holdings common stock. The reverse stock split proposal must be approved by the affirmative vote of holders of a majority of the shares of Movie Star common stock outstanding on the record date. The amended and restated 2000 performance equity plan proposal and the adjournment proposal must be approved by the affirmative vote of holders of a majority of the shares of Movie Star common stock present in person or represented by proxy and entitled to vote at the meeting. Those directors who receive a plurality of votes cast for the respective positions will be elected. If the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal and the preferred stock proposal, all of which are conditions to the merger, are approved and the other conditions to the merger are satisfied or waived, Fred Merger Corp. will be merged with and into FOH Holdings, and FOH Holdings will become our wholly-owned subsidiary. If the proposals that are conditions to the merger are not approved, the other proposals, including the election of directors, will not be presented to the shareholders for a vote.

Our board of directors unanimously approved the merger agreement and the transactions contemplated thereby on the unanimous recommendation of a special committee comprised entirely of independent directors. Our special committee engaged Chanin Capital, LLC to serve as its financial advisor. On December 18, 2006, Chanin delivered an opinion to our special committee, a copy of which is attached to this proxy statement as Annex C, on which our board of directors was entitled to rely, stating that, as of such date, the consideration to be paid by Movie Star to the holders of FOH Holdings common stock is fair to the holders of Movie Star common stock from a financial point of view. Our board of directors has also determined that the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal, the adjournment proposal and the election of each of our nominees for director are in the best interests of our shareholders. Our board of directors unanimously recommends that you vote or give instruction to vote “FOR” the approval of these proposals and in favor of each of our nominees for directors. FOH Holdings’ board of directors and stockholders already have approved the merger agreement and the transactions contemplated thereby.

All Movie Star shareholders are cordially invited to attend the special meeting in person. However, to ensure your representation at the special meeting, you are urged to complete, sign, date and return the enclosed proxy card as soon as possible. If you are a shareholder of record of Movie Star common stock, you also may cast your vote in person at the special meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares. If you do not vote or do not instruct your broker or bank how to vote, it will have the same effect as voting against the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal and the reverse stock split proposal.

Your vote is important regardless of the number of shares you own. Whether you plan to attend the special meeting or not, please sign, date and return the enclosed proxy card as soon as possible in the envelope provided.

Thank you for your participation. We look forward to your continued support.

By Order of the Board of Directors  
Saul Pomerantz, Secretary



November 30, 2007

Before voting, you should carefully review all of the information contained in the proxy statement. IN PARTICULAR, YOU SHOULD CAREFULLY CONSIDER THE MATTERS DISCUSSED UNDER ‘RISK FACTORS’ BEGINNING ON PAGE 17.

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SUMMARY TERM SHEET

This summary highlights selected information from this proxy statement and does not contain all of the information that may be important to you. To better understand the merger and related transactions, you should read this entire document carefully, including the merger agreement and the amendments to the merger agreement, which are attached to this proxy statement as Annex A, Annex B-1 and Annex B-2, respectively. Except where the context otherwise requires, references to the merger agreement refer to the merger agreement, as amended. The merger agreement is the legal document that governs the merger and certain of the other transactions that will be undertaken in connection with the merger. It is also described in detail elsewhere in this proxy statement.

In this proxy statement, all references to “Movie Star,” “we,” “us” and “our” refer to Movie Star, Inc. and its subsidiaries, except where the context makes it clear that the reference is only to Movie Star itself and not its subsidiaries.

Depending on the context, such references will either refer to (i) Movie Star, Inc. prior to giving effect to the merger or (ii) Movie Star, Inc. as the parent company following the merger (which name will change to Frederick’s of Hollywood Group Inc. upon consummation of the merger). In this proxy statement, all references to “FOH Holdings” refer to FOH Holdings, Inc. and its subsidiaries prior to giving effect to the merger, except where the context makes it clear that the reference is only to FOH Holdings itself and not its subsidiaries. In this proxy statement, all references to “Frederick’s of Hollywood” refer to Frederick’s of Hollywood, Inc. and its subsidiaries prior to giving effect to the merger, except where the context makes it clear that the reference is only to Frederick’s of Hollywood itself and not its subsidiaries. In this proxy statement, all references to the “combined company” refer to Movie Star, Inc. and its subsidiaries after giving effect to the merger, except where the context makes it clear that the reference is only to Movie Star itself and not its subsidiaries. In this proxy statement, we sometimes refer to Fred Merger Corp. as Merger Sub, Fursa Alternative Strategies LLC as Fursa, Tokarz Investments, LLC as Tokarz Investments, TTG Apparel, LLC as TTG Apparel and Chanin Capital, LLC as Chanin.

• Parties to the Merger. The parties to the merger are Movie Star, Inc., a New York corporation, FOH Holdings, Inc., a Delaware Corporation, the parent and sole stockholder of Frederick’s of Hollywood, Inc., and Fred Merger Corp., a newly formed Delaware corporation and a wholly-owned subsidiary of Movie Star. See “Parties to the Transactions.”

• The Merger. Upon closing of the merger, Fred Merger Corp. will merge with and into FOH Holdings and FOH Holdings will become our wholly-owned subsidiary. See “The Merger Agreement.”

• The Merger Agreement. The merger agreement provides for our representations and warranties to FOH Holdings and FOH Holdings’ representations and warranties to us, covenants relating to the conduct of each of our businesses, consents and approvals required for and conditions to the completion of the merger and our ability to consider other acquisition proposals. The merger agreement also provides for the payment of merger consideration at the effective time of the merger. See “The Merger Agreement.”

• Merger Consideration. Upon completion of the merger, stockholders of FOH Holdings will have the right to receive shares of our common stock equal to the product of (i) the number of shares of FOH Holdings common stock held by each stockholder of FOH Holdings immediately prior to the effective time of the merger multiplied by (ii) an exchange ratio of 17.811414. As a result of the merger, we anticipate issuing approximately 23.7 million shares of our common stock to the stockholders of FOH Holdings, 20% of which will initially be placed in escrow pursuant to the merger agreement and an escrow agreement, as described below. See “The Merger Agreement—Merger Consideration,” “The Merger Agreement—Escrow Arrangements” and “Other Transaction Documents—Escrow Agreement.”

• Exemption

from Registration. The issuance of our common stock to the FOH Holdings stockholders in the merger is exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended and/or Rule 506 of Regulation D under the Securities Act. See “The Merger Agreement—Exemption from Registration.”

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- Termination of the Merger Agreement. The merger agreement contains provisions addressing the circumstances under which FOH Holdings or we may terminate the merger agreement. In addition, the merger agreement provides that, in certain circumstances, we may be required to pay FOH Holdings a termination fee of \$300,000 plus transaction expenses of FOH Holdings and its stockholders. See “The Merger Agreement—Termination” and “—Effect of Termination.”
  - Escrow Arrangements. In connection with the transactions contemplated by the merger agreement, we will enter into an escrow agreement with designated stockholder representatives of the holders of FOH Holdings common stock. Pursuant to the escrow agreement, 20% of the shares of our common stock to be issued to each stockholder of FOH Holdings in connection with the merger will be held in escrow to cover indemnification claims that may be brought by us for certain matters, including breaches of representations, warranties and covenants of FOH Holdings under the merger agreement. Shares remaining in escrow will be released following the 18-month anniversary of the effective time of the merger, subject to extension under certain circumstances. Similarly, treasury shares of our common stock representing 7.5% of the aggregate number of issued and outstanding shares of our common stock prior to the effective time of the merger will be deposited into escrow to cover any indemnification claims that may be brought by FOH Holdings’ stockholders against Movie Star, which shares will be returned to us following the 18-month anniversary of the effective time of the merger, subject to certain conditions and to the extent not used to satisfy these indemnification claims. See “The Merger Agreement—Escrow Arrangements” and “Other Transaction Documents—Escrow Agreement.”
- Opinion of our Financial Advisor. On December 18, 2006, Chanin delivered a written opinion to a special committee of our board composed of independent directors, which we refer to as our special committee, to the effect that, as of such date, the merger consideration to be paid in the proposed merger with FOH Holdings was fair, from a financial point of view, to our shareholders. The full text of Chanin’s opinion is attached to this proxy statement as Annex C. Chanin’s opinion does not constitute a recommendation to any of our shareholders as to how such shareholders should vote with respect to any of the proposals contained in this proxy statement. You are encouraged to read this opinion in its entirety. See “The Merger and Related Transactions—Opinion of Financial Advisor to Special Committee.”
- Rights Offering; Standby Purchase Agreement. As provided by the merger agreement, our shareholders will have the opportunity to purchase shares of our common stock at a 15% discount through our offering of non-transferable rights to purchase shares of our common stock. If all such rights are exercised, we will raise aggregate gross proceeds of \$20 million. We have filed a Registration Statement on Form S-1 (No. 333-143619) with the Securities and Exchange Commission for the registration of such securities under the Securities Act of 1933, as amended. We have entered into a standby purchase agreement with Fursa and certain funds and accounts affiliated with, managed by, or over which Fursa or one of its affiliates exercises investment authority, including, without limitation, with respect to voting and dispositive rights, as specified in the standby purchase agreement (we collectively refer to these entities as the Fursa standby purchasers), Tokarz Investments and TTG Apparel, pursuant to which the Fursa standby purchasers, Tokarz Investments and TTG Apparel have each agreed to purchase shares not subscribed for in the rights offering. As necessary, the Fursa standby purchasers have agreed to purchase, on a several but not on a joint and several basis, 50% of such unsubscribed shares, and Tokarz Investments and TTG Apparel have agreed to purchase the remaining 50% of such unsubscribed shares. As consideration for these commitments, we will issue warrants with an exercise price equal to the subscription price of the new shares in the rights offering, representing the right to purchase, in the aggregate, 1,193,182 shares of our common stock, or 10.5% of the total number of shares to be offered in the rights offering. Tokarz Investments and TTG Apparel each have agreed not to purchase any such new shares other than pursuant to their commitments under the standby purchase agreement. TTG Apparel currently owns 3,532,644 shares of our common stock and the sole controlling person of TTG Apparel is Michael T. Tokarz, its manager. Mr. Tokarz is also the sole controlling person of Tokarz Investments, which holds approximately 50% of FOH Holdings, common stock. Fursa has investment authority, including without limitation, with respect to voting and dispositive rights, over the Fursa standby purchasers,





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which hold approximately 50% of FOH Holdings common stock, and certain other entities affiliated with Fursa that hold FOH Holdings indebtedness (we refer to these entities as the Fursa debt holders). See “Other Transaction Documents—Standby Purchase Agreement” “Other Transaction Documents—Standby Purchase Agreement—Rights Offering” and “Other Transaction Documents—Standby Purchase Agreement—Guarantor Warrants.”

- Stockholders Agreement. Following the execution and delivery of the merger agreement, we entered into a stockholders agreement with FOH Holdings, Fursa, the Fursa standby purchasers and the Fursa debt holders (we collectively refer to the Fursa standby purchasers and the Fursa debt holders as the Fursa managed accounts) and Tokarz Investments, pursuant to which the Fursa managed accounts holding FOH Holdings common stock and Tokarz Investments agreed, among other things, to vote in favor of the merger and the other transactions contemplated by the merger agreement, not to transfer any shares of FOH Holdings common stock owned by them prior to the effective time of the merger, other than in connection with the merger or to their affiliates or managed funds and accounts, and not to solicit or accept any third party proposals involving a merger or acquisition of FOH Holdings. See “Other Transaction Documents—FOH Holdings’ Stockholders Agreement.”

- Series A Preferred Stock. Pursuant to the FOH Holdings’ stockholders agreement, the Fursa debt holders, in their capacities as holders of FOH Holdings indebtedness, agreed with us that, in connection with the consummation of the transactions contemplated by the merger agreement, they would cancel \$7.5 million of such indebtedness in exchange for the issuance of shares of our new Series A 7.5% Convertible Preferred Stock (we refer to this preferred stock as the Series A Preferred Stock). See “Other Transaction Documents—FOH Holdings’ Stockholders Agreement—Series A Preferred Stock.”

- Voting Agreement. In connection with the merger agreement, we entered into a voting agreement with TTG Apparel, pursuant to which it has agreed to certain matters, including (i) to vote in favor of the transactions contemplated by the merger agreement, including, without limitation, the approval of the issuance of shares of our common stock and the amendment to our certificate of incorporation and (ii) to not transfer shares of our common stock without our prior written consent. See “Other Transaction Documents—Voting Agreement.” Notwithstanding this voting agreement, based on TTG Apparel’s current ownership of Movie Star stock, approval of all matters presented at the special meeting is not assured. However, if a quorum is present and alternative directors are not proposed by any shareholder, our nominees will be elected.

- Shareholders Agreement. Pursuant to the shareholders agreement to be entered into in connection with the consummation of the transactions contemplated by the merger agreement, during the 18-month period following the merger, Tokarz Investments, TTG Apparel and Fursa (on its behalf and on behalf of the Fursa managed accounts) will each agree, among other things, to certain restrictions on (i) acting together with respect to their shares of our common stock, (ii) increasing their ownership positions in the merged entity and (iii) transferring their holdings in our securities, and have agreed to vote for the combined company’s directors. See “Other Transaction Documents—Shareholders Agreement.”

- Board of Directors. In connection with its approval of the merger and other transactions contemplated by the merger agreement, our board of directors approved the increase of the number of directors constituting the full board from seven to eleven, which will be effective at the effective time of the merger. At the effective time of the merger, if management’s nominees are elected, the directors of the combined company will be Peter Cole, John L. Eisel, Melvyn Knigin, Michael A. Salberg and Joel M. Simon, all currently serving as directors of Movie Star, Thomas Rende, the Chief Financial Officer of Movie Star and a former member of Movie Star’s board of directors, William F. Harley, Linda LoRe, Rose Peabody Lynch and Milton J. Walters, all currently serving as directors of FOH Holdings, and Thomas J. Lynch, Chief Executive Officer of Fursa. If the merger is not consummated, our existing directors will continue to serve as directors of Movie Star. See “The Merger Agreement—Election of Directors and Appointment of Executive Officers” and “Director Election Proposal.”



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Officers. After the merger, in accordance with the merger agreement, the newly constituted board of directors will appoint Peter Cole (a current member of our board of directors) as Executive Chairman of the combined company, Thomas Rende (our current Chief Financial Officer) as Chief Financial Officer of the combined company, Melvyn Knigin (our current chairman of the board, President and Chief Executive Officer) as the President and Chief Executive Officer of the Movie Star division, and Linda LoRe (FOH Holdings' current President and Chief Executive Officer) as the President and Chief Executive Officer of the Frederick's of Hollywood division. See "The Merger Agreement—Election of Directors and Appointment of Executive Officers."

• Executive  
• Interests of  
Movie Star Directors and Officers in the Merger and Related Transactions. When you consider the recommendation of Movie Star's board of directors in favor of the proposals included in this proxy statement, you should be aware that certain of Movie Star's directors and officers have agreements or arrangements that provide them with interests in the merger and the related transactions that differ from, or are in addition to, your interests as a shareholder generally. Except as set forth below, Movie Star's directors and officers will not receive any compensation or benefits as a result of the merger and related transactions.

• On April 9, 2007, we entered into a consulting agreement with Performance Enhancement Partners, LLC, pursuant to which Performance Enhancement Partners provides us with the personal services of Peter Cole, a current member of our board of directors and the sole member of Performance Enhancement Partners, to (i) act as the lead member of our board to facilitate the timely and successful completion of the merger, the rights offering and other transactions contemplated by the merger agreement and (ii) serve as the Executive Chairman of the combined company following the closing of the merger until July 26, 2008. The consulting agreement provides for Performance Enhancement Partners to receive a base consulting fee at the annual rate of \$400,000.

On the closing date of the merger, we will (i) issue to Performance Enhancement Partners 100,000 shares of our common stock under the 2000 Performance Equity Plan and (ii) grant to Performance Enhancement Partners a five-year option to purchase 275,000 shares of our common stock under the 2000 Performance Equity Plan at an exercise price equal to the last sale price of our common stock on the closing date of the merger. We also will grant to Performance Enhancement Partners under the 2000 Performance Equity Plan five-year non-qualified options to purchase an aggregate of 100,000 shares of our common stock, with each grant of 50,000 shares to be made on the commencement date of each six-month extension period, if applicable, at an exercise price equal to the last sale price of our common stock on the date of grant. In order to issue the shares of common stock and grant the stock options to Performance Enhancement Partners in accordance with the terms of the consulting agreement, the 2000 Performance Equity Plan must be amended to increase the number of shares available for issuance thereunder, which amendment will require shareholder approval, which is being sought at the special meeting. See "Amended and Restated 2000 Performance Equity Plan Proposal."

The consulting agreement provides that, if the merger agreement is terminated or Performance Enhancement Partners terminates the consulting agreement for "Good Reason" (as defined in the consulting agreement) prior to the closing of the merger, we will pay Performance Enhancement Partners a certain fee, outlined in the consulting agreement. Additionally, options that have been granted but not yet vested will immediately vest upon such termination. See "The Merger and Related Transactions—Interests of Movie Star Directors and Officers in the Merger and Related Transactions."

Additionally, FOH Holdings has agreed that, if the merger agreement is terminated for any reason other than by FOH Holdings as a result of an Adverse Recommendation Change (as defined below in "The Merger Agreement—Restrictions on Solicitations of Other Offers Concerning Movie Star"), a Parent Acquisition Proposal (as defined below in "The Merger Agreement—Restrictions on Solicitations of Other Offers Concerning Movie Star") or certain breaches of

representations, warranties, covenants or agreements made by us or Merger Sub, as more fully described below in “The Merger Agreement—Termination,” FOH Holdings will reimburse us for one half of the base consulting fee paid to Performance Enhancement Partners.

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• Following the closing of the merger, Thomas Rende, Movie Star’s current Chief Financial Officer, will become the Chief Financial Officer of the combined company. Accordingly, we intend to enter into a new employment agreement with Mr. Rende to become effective upon the closing of the merger. We are in negotiation with Mr. Rende regarding the terms of his new employment agreement. See “The Merger and Related Transactions—Interests of Movie Star Directors and Officers in the Merger and Related Transactions.”

• Saul Pomerantz, Chief Operating Officer of Movie Star, and Thomas Rende, Chief Financial Officer of Movie Star, who were directors of Movie Star at the time we entered into the merger agreement, hold certain options to purchase 280,000 and 105,000 shares of Movie Star common stock, respectively. These options are fully vested and exercisable. Pursuant to the terms of their respective option agreements, upon the occurrence of certain events, we are required to proportionately adjust the number and kind of option shares and the exercise price of the options in order to prevent dilution or enlargement of the optionee’s proportionate interest in Movie Star and the rights under the agreements. Accordingly, upon completion of the merger, Mr. Pomerantz will be entitled to receive options to purchase an additional 420,000 shares of our common stock and Mr. Rende will be entitled to receive options to purchase an additional 157,500 shares of our common stock. The number and kind of option shares and the exercise price of other options held by Messrs. Pomerantz and Rende will not be adjusted as a result of the merger. See “The Merger and Related Transactions—Interests of Movie Star Directors and Officers in the Merger and Related Transactions.”

• Following the closing of the merger, it is anticipated that the Movie Star Non-Employee Director Compensation Plan will be amended by our board to (i) increase the annual stipend from \$20,000 to \$30,000, payable quarterly in arrears, with additional annual stipends for committee chairpersons of \$5,000 for the audit committee, \$3,000 for the compensation committee and \$2,000 for the nominating committee, payable quarterly in arrears and (ii) provide for payment of \$2,500 per board or committee meeting attended in person (up from \$2,000 per day), regardless of the number of meetings held that day. It is anticipated that payments for telephonic meetings and the ability for non-employee directors to elect to be paid in cash and/or Movie Star stock would remain unchanged. It is also contemplated that, upon the approval by our board of the amendment to the Movie Star Non-Employee Director Compensation Plan, each non-employee director will receive a one-time grant of non-qualified options to purchase 15,000 shares of common stock under our 2000 Performance Equity Plan at an exercise price equal to the last sale price of our common stock on the date of grant, which will be exercisable immediately and will remain exercisable until the tenth anniversary of the date of grant. See “The Merger and Related Transactions—Interests of Movie Star Directors and Officers in the Merger and Related Transactions” and “Executive Compensation—Compensation Arrangements for Directors.”

• Registration Rights Agreement. In connection with the consummation of the transactions contemplated by the merger agreement, we will enter into a registration rights agreement with Fursa (on its behalf and on behalf of the Fursa managed accounts), Tokarz Investments and TTG Apparel, pursuant to which we will grant certain demand and “piggyback” registration rights for the securities that those entities will receive in connection with the merger and related transactions. See “Other Transaction Documents—Registration Rights Agreement.”

• The Proposals to be Considered at the Special Meeting. At the special meeting, our shareholders will be asked to vote on proposals to:

• approve the issuance of 39,370,436 shares of our common stock in connection with the merger, the rights offering and other transactions contemplated by the merger agreement. We refer to this proposal as the stock issuance proposal;

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certificate of incorporation to:

- amend our
- increase the number of

authorized shares of common stock from 30,000,000 to 200,000,000 shares. We refer to this proposal as the increase of authorized common stock proposal;

- change our name to
- authorize the issuance of

Frederick's of Hollywood Group Inc. We refer to this proposal as the name change proposal; and

- authorize our board

up to 10,000,000 shares of our preferred stock and to establish the terms, rights, preference and privileges of the Series A Preferred Stock. We refer to this proposal as the preferred stock proposal.

of directors, in its discretion, to amend our certificate of incorporation to effect a reverse stock split of our outstanding common stock immediately prior to the closing of the merger within a range to be determined by our board of directors from 9 for 10 to 1 for 2, in order to satisfy the minimum price requirement of \$2.00 per share for continued listing on the American Stock Exchange. We refer to this proposal as the reverse stock split proposal;

- adopt an Amended

and Restated 2000 Performance Equity Plan to increase the number of shares of common stock available for issuance under the plan from 750,000 shares to 4,000,000 shares and to add a 500,000 share limit on grants to any individual in any one calendar year. We refer to this proposal as the amended and restated 2000 performance equity plan proposal;

- elect

eleven directors to our board of directors to serve from the effective time of the merger until the annual meeting to be held in 2008 and until their successors are elected and qualified. We refer to this proposal as the director election proposal; and

- approve an

adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event there are insufficient votes at the time of the special meeting. We refer to this proposal as the adjournment proposal.

See "Increase of Authorized Common Stock Proposal," "Name Change Proposal," "Preferred Stock Proposal," "Reverse Stock Split Proposal," "Amended and Restated 2000 Performance Equity Plan Proposal," "Director Election Proposal" and "Adjournment Proposal."

- Voting

Requirements.

- Shareholder

approval is not required for the merger itself under the New York Business Corporation Law. However, under the rules of the American Stock Exchange, shareholder approval is required prior to the issuance of common stock in any transaction if

- the number of shares of
- the common stock, or

common stock, or securities convertible into common stock, to be issued will be, upon issuance, equal to or in excess of 20% of the number of shares of common stock outstanding prior to such issuance,

securities convertible into common stock, to be issued will be issued as consideration for an acquisition of the stock or assets of another company, provided that any director, officer or substantial shareholder of the acquiring listed company, directly or indirectly, has a 5% or greater interest in the acquired company or in the consideration to be paid in such transaction and the present or potential issuance of common stock, or securities convertible into common stock, could result in an increase in outstanding common shares of 5% or more, or

- such transaction would

involve the application of Section 341 of the American Stock Exchange Company Guide, which requires that a listed company being effectively acquired by an unlisted company as a result of a plan of acquisition, merger, or consolidation meet the American Stock Exchange's original listing standards.

Because the 39,370,436 shares to be issued in connection with the merger and the rights offering and pursuant to the standby purchase agreement, together with the shares underlying the warrants that will be issued as consideration for the commitments of the Fursa standby purchasers, Tokarz Investments and TTG Apparel under the standby purchase agreement and Series A Preferred Stock that will be issued in exchange for the cancellation of certain indebtedness of FOH Holdings will be in excess of 20% of the number of shares of our common stock outstanding prior to such issuances, your vote is required. Additionally, your vote is required because (i) the American Stock Exchange

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has informed us that Section 341 of the American Stock Exchange Guide would apply to the transactions contemplated by the merger agreement due to the structure of the proposed merger and (ii) an affiliate of TTG Apparel, our substantial shareholder, owns more than 5% of FOH Holdings. The approval of the stock issuance proposal will require the affirmative vote of both (i) the holders of a majority of the outstanding shares of Movie Star common stock on the record date and (ii) the holders of a majority of the shares of Movie Star common stock that are held by Movie Star’s shareholders other than TTG Apparel and its affiliates and associates on the record date. Abstentions from voting with respect to this proposal and shares which are subject to shareholder withholding or broker non-vote will have the same effect as a vote against the stock issuance proposal. See “The Merger and Related Transactions.”

- Under the merger agreement, the approval of the increase of authorized common stock proposal will require the affirmative vote of both (i) the holders of a majority of the outstanding shares of Movie Star common stock on the record date and (ii) the holders of a majority of the shares of Movie Star common stock that are held by Movie Star’s shareholders other than TTG Apparel and its affiliates and associates on the record date. Abstentions from voting with respect to this proposal and shares which are subject to shareholder withholding or broker non-vote will have the same effect as a vote against the increase of authorized common stock proposal. See “Increase of Authorized Common Stock Proposal.”

- Under the merger agreement, the approval of the name change proposal will require the affirmative vote of both (i) the holders of a majority of the outstanding shares of Movie Star common stock on the record date and (ii) the holders of a majority of the shares of Movie Star common stock that are held by Movie Star’s shareholders other than TTG Apparel and its affiliates and associates on the record date. Abstentions from voting with respect to this proposal and shares which are subject to shareholder withholding or broker non-vote will have the same effect as a vote against the name change proposal. See “Name Change Proposal.”

- Under the merger agreement, the approval of the preferred stock proposal will require the affirmative vote of both (i) the holders of a majority of the outstanding shares of Movie Star common stock on the record date and (ii) the holders of a majority of the shares of Movie Star common stock that are held by Movie Star’s shareholders other than TTG Apparel and its affiliates and associates on the record date. Abstentions from voting with respect to this proposal and shares which are subject to shareholder withholding or broker non-vote will have the same effect as a vote against the preferred stock proposal. See “Preferred Stock Proposal.”

- The approval of the reverse stock split proposal will require the affirmative vote of the holders of a majority of the outstanding shares of Movie Star common stock on the record date. Abstentions from voting with respect to this proposal and shares which are subject to shareholder withholding or broker non-vote will have the same effect as a vote against the reverse stock split proposal. See “Reverse Stock Split Proposal.”

- The approval of the amended and restated 2000 performance equity plan proposal will require the affirmative vote of the holders of a majority of the shares of Movie Star common stock represented in person or by proxy and entitled to vote at the special meeting. Abstentions from voting with respect to this proposal and shares which are subject to shareholder withholding or broker non-vote will not be counted in determining the number of votes required for a majority and will therefore have no effect on such vote. See “Amended and Restated 2000 Performance Equity Plan Proposal.”

- The election of directors requires a plurality vote of the shares of common stock present in person or represented by proxy and entitled to vote at the special meeting. “Plurality” means that the individuals who receive the highest number of votes cast “FOR” election are elected as directors. Any shares not voted “FOR” a particular nominee (whether as a result of abstentions, a direction to withhold authority or a broker non-vote) will not be counted in the nominee’s favor. See

“Director Election Proposal.”

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• The approval of the adjournment proposal will require the affirmative vote of the holders of a majority of the shares of Movie Star common stock represented in person or by proxy and entitled to vote at the special meeting. Abstentions from voting with respect to this proposal and shares which are subject to shareholder withholding or broker non-vote will not be counted in determining the number of votes required for a majority and will therefore have no effect on such vote. See “Adjournment Proposal.”

The approval of the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal and the preferred stock proposal are conditions to the consummation of the merger. The approval of the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal and the director election proposal are not conditions to the consummation of the merger, but are being proposed in connection with the merger and will not be presented at the meeting for a vote if the proposals that are conditions to the merger are not approved or waived (where practical). If the stock issuance proposal or the increase of authorized common stock proposal is not approved, we cannot effect the merger or the other transactions contemplated by the merger agreement. Accordingly, although we and FOH Holdings have the contractual right to waive these conditions, as a practical matter they may not be waived. If the name change proposal or the preferred stock proposal is not approved, absent a waiver by FOH Holdings and us, we cannot effect the merger or the other transactions contemplated by the merger agreement.

We have entered into a voting agreement with TTG Apparel pursuant to which it has agreed to vote in favor of the transactions contemplated in the merger agreement. TTG Apparel currently owns approximately 21.5% of our outstanding common stock. Notwithstanding this voting agreement and based on TTG Apparel’s current ownership of Movie Star common stock, because the stock issuance proposal, the increase of authorized stock proposal, the name change proposal and the preferred stock proposal require the affirmative vote of both (i) the holders of a majority of the outstanding shares of Movie Star on the record date and (ii) the holders of the majority of the shares of Movie Star common stock that are held by Movie Star’s shareholders other than TTG Apparel and its affiliates and associates on the record date, and the preferred stock proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Movie Star common stock on the record date, the vote with respect to any of such proposals is not assured.

Also, although the amended and restated 2000 performance equity plan proposal and the adjournment proposal require only the affirmative vote of the holders of the majority of shares of Movie Star common stock represented in person or by proxy and entitled to vote at the special meeting, and the election of each director requires a plurality vote of the shares of common stock represented in person or by proxy and entitled to vote at the special meeting, a quorum of a majority of the outstanding shares of Movie Star common stock represented in person or by proxy and entitled to vote at the special meeting is necessary to hold a valid meeting. Such quorum would not be obtained by the sole participation of TTG Apparel. Further, because TTG Apparel will not make up a majority of any quorum, the vote with respect to any of these proposals other than the director election proposal is not assured. If no shareholder nominates an alternative slate of directors, the election of each of our nominees will be assured if a quorum is present at the special meeting and a valid meeting is held.

• Amendment to Bylaws. The merger agreement provides for an amendment to our bylaws in connection with the consummation of the merger, pursuant to which during the 18-month period following the merger, certain material transactions not in the ordinary course or actions that affect our capital structure or securities will require the approval of 75% of the directors. This amendment to our bylaws has been approved by our board of directors, subject to its effectiveness upon the consummation of the merger, and will not require shareholder approval. See “The Merger Agreement—Amended and Restated Bylaws.”

• Regulatory Matters. The merger and the transactions contemplated by the merger agreement are not subject to any additional federal or state regulatory requirement or approval other than filings with the states of Delaware and New York, which

will be necessary to effect the transactions contemplated by the merger agreement, and filings of notification and report forms with the Department of Justice and the Federal Trade Commission under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or the HSR Act, which we and FOH Holdings may be required to make.

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- Tax

Consequences of the Merger. The merger is expected to qualify as a tax-free transaction to Movie Star under the provisions of Section 1032 of the Internal Revenue Code of 1986, as amended, as an issuance of stock in exchange for property (i.e., the stock of FOH Holdings). However, as a result of the merger, our ability to use the net operating losses that we will have incurred prior to the merger will be limited on an annual basis. The ability of FOH Holdings to use its net operating losses that it will have incurred prior to the merger may also be limited. For a description of the material federal income tax consequences of the merger, please see the information set forth in “The Merger and Related Transactions—Material Federal Income Tax Consequences of the Merger.”

- Accounting

Treatment. The merger of FOH Holdings and Movie Star will be accounted for under the purchase method of accounting as a reverse acquisition with FOH Holdings being treated as having acquired Movie Star as of the date of the completion of the merger. For a more detailed description of purchase accounting, see “The Merger and Related Transactions—Anticipated Accounting Treatment.”

- Risk

Factors. In evaluating the proposals included in this proxy statement, you should carefully read this proxy statement and especially consider the factors discussed in the section entitled “Risk Factors.”

## QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE PROPOSALS

### Q. Why

am I receiving this proxy statement and what am I voting on? A. We have sent you this proxy statement and the enclosed proxy card because the board of directors of Movie Star is soliciting your proxy to vote at the special meeting of shareholders on the proposals described in this proxy statement. This proxy statement contains important information about the proposals and the special meeting of Movie Star shareholders. You should read it carefully.

### Q. How are

votes counted? A. Votes will be counted by the inspector of election appointed for the meeting, who will separately count “FOR” and “AGAINST” votes, abstentions and broker non-votes. Except with respect to the amended and restated 2000 performance equity plan proposal and the adjournment proposal, abstentions will be counted towards the total votes for each proposal, and will have the same effect as “AGAINST” votes. Abstentions will not be counted towards the total votes for the amended and restated 2000 performance equity plan proposal and the adjournment proposal. Broker non-votes will have the same effect as “AGAINST” votes with respect to all proposals except for the amended and restated 2000 performance equity plan proposal and the adjournment proposal. Broker non-votes will not be counted towards the total votes for the amended and restated 2000 performance equity plan proposal or the adjournment proposal. Directors are elected by a “plurality,” which means that the eleven individuals who receive the highest number of votes cast “FOR” election are elected as directors. Any shares not voted “FOR” a particular nominee (whether as a result of abstentions, a direction to withhold authority or a broker non-vote) will not be counted in the nominee’s favor.

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Q. What is the quorum requirement? A. A quorum of Movie Star shareholders is necessary to hold a valid meeting. A quorum will be present at the Movie Star special meeting if a majority of the outstanding shares entitled to vote at the meeting are represented in person or by proxy. Abstentions and broker non-votes will count as present for the purpose of establishing a quorum.

Q. Does the Movie Star board of directors recommend voting for each of the proposals included in this proxy statement? A. Yes. After careful consideration of the terms and conditions of these proposals, the board of directors of Movie Star has determined that the merger and the other transactions contemplated by the merger agreement and each of the proposals contained in this proxy statement are fair to and in the best interests of Movie Star and its shareholders. The Movie Star board of directors unanimously recommends that Movie Star shareholders vote “FOR” each of these proposals. The members of Movie Star’s board of directors have interests in the merger that are different from, or in addition to, your interests as a shareholder. For a description of such interests, please see the section entitled “The Merger and Related Transactions—Interests of Movie Star Directors and Officers in the Merger and Related Transactions.”

Q. How much of Movie Star will existing Movie Star shareholders own after the merger and rights offering? A. Immediately following the effective time of the merger and without giving effect to the rights offering to our shareholders or the issuance of options, guarantor warrants, shares of common stock that may be issued pursuant to the standby purchase agreement or shares of Series A Preferred Stock, the shares of Movie Star common stock will be owned as follows: (a) existing holders of Movie Star common stock, excluding TTG Apparel, will own approximately 32.2% of the outstanding common stock of Movie Star; (b) TTG Apparel, together with Tokarz Investments, will own approximately 38.3% of the outstanding common stock of Movie Star (32.4% if the shares of Movie Star common stock to be contributed into escrow are excluded) and (c) the Fursa Managed Accounts will beneficially own approximately 29.5% of the outstanding common stock of Movie Star (23.6% if the shares of Movie Star common stock to be contributed into escrow are excluded).

In connection with the merger agreement, our shareholders will have the opportunity to purchase shares of our common stock at a 15% discount through our offering of non-transferable rights to purchase shares of our common stock. If all such rights are exercised, we will raise aggregate gross proceeds of \$20 million. To the extent that existing Movie Star shareholders participate in the rights offering, the number of shares of Movie Star common stock held by existing Movie Star shareholders, other than TTG Apparel, following the merger will

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increase. If no Movie Star shareholder participates in the rights offering, (i) TTG Apparel, together with Tokarz Investments, will beneficially own approximately 38.8% of the outstanding common stock of Movie Star, in the aggregate, after giving effect to the purchase of the unsubscribed shares of the rights in accordance with the standby purchase agreement and the issuance and exercise of the guarantor warrants as consideration for the standby purchase commitments under the standby purchase agreement and (ii) the Fursa Managed Accounts will beneficially own approximately 37.9% of the outstanding common stock of Movie Star, after giving effect to the purchase of the unsubscribed shares of the rights in accordance with the standby purchase agreement, the issuance and exercise of the guarantor warrants as consideration for the standby purchase commitments and the issuance and conversion of the Series A Preferred Stock.

Q. What if I object to the proposed merger? Do I have appraisal rights? A. No. Movie Star shareholders do not have appraisal rights in connection with the merger under the NYBCL.

Q. Did Movie Star's board of directors obtain a fairness opinion in connection with its approval of the merger agreement? A. Yes. On December 18, 2006, Chanin delivered its written opinion to our special committee, on which Movie Star's board of directors was entitled to rely, stating that, as of such date, the consideration to be paid by Movie Star to the holders of FOH Holdings common stock is fair to the holders of Movie Star common stock from a financial point of view. The full text of this opinion is attached to this proxy statement as Annex C. We encourage you to read this opinion carefully in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations included in connection with the review undertaken.

Q. What will happen in the proposed merger? A. As a consequence of the merger, Merger Sub will merge with and into FOH Holdings, with FOH Holdings remaining as the surviving corporation and becoming a wholly-owned subsidiary of Movie Star.

Q. When do you expect the merger to be completed? A. It is currently anticipated that the merger will be consummated promptly following the Movie Star special meeting on January 23, 2008.

For a description of the conditions to completion of the merger, see the section entitled "The Merger Agreement—Conditions to Closing of the Merger."

Q. What do I need to do now? A. Movie Star urges you to read carefully and consider the information contained in this proxy statement, including the annexes, and to consider how the merger will affect you as a shareholder of Movie Star. You should then vote as soon as possible in accordance with the instructions provided in this proxy statement and on the enclosed proxy card.

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Q. How do I vote my Movie Star shares? A. If you are a holder of Movie Star common stock at the close of business on November 27, 2007, which is the record date for the special meeting, you may vote in person at the special meeting or by submitting a proxy for the special meeting. You may submit your proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed postage paid envelope. On each matter to be voted upon, you have one vote for each share of common stock you own as of the record date. If you hold your shares in “street name,” which means your shares are held of record by a broker, bank or nominee, the organization holding your account is considered to be the shareholder of record for purposes of voting at the special meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the special meeting. However, if you are not the shareholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent. On the record date, 16,435,275 shares of our common stock were issued and outstanding. Our common stock is the only class of stock of Movie Star that has been issued and, therefore, is the only class of stock of Movie Star entitled to vote.

Q. If my shares are held in “street name,” will my broker, bank or nominee automatically vote my shares for me? A. If your shares are held by your broker as your nominee (that is, in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker, your broker can vote your shares with respect to “discretionary” items, but not with respect to “non-discretionary” items. Discretionary items are proposals considered routine under the rules of the American Stock Exchange on which your broker may vote shares held in street name in the absence of your voting instructions. These votes by brokers are considered as votes cast in determining the outcome of any discretionary proposal. We believe that the adjournment proposal is discretionary. On non-discretionary items for which you do not give your broker instructions, the shares will be treated as broker non-votes. Broker non-votes are considered present in determining whether a quorum exists at the special meeting, but are not considered as votes cast in determining the outcome of any proposal. The stock issuance proposal, increase of authorized common stock proposal, name change proposal, preferred stock proposal, reverse stock split proposal, amended and restated 2000 performance equity plan proposal and director election proposal are all non-discretionary.



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Q. Can I change my vote after I have mailed my signed proxy card? A. Yes. Send a later-dated, signed proxy card to Movie Star's secretary at the address of Movie Star's corporate headquarters prior to the date of the special meeting or attend the special meeting in person and vote. You may also revoke your proxy by sending a notice of revocation to Movie Star's secretary.

Q. Do I need to send in my stock certificates? A. No. You should not submit your stock certificates now or after the merger because your shares will not be exchanged in the merger. However, if our board of directors determines to implement the reverse stock split, you will need to surrender your stock certificates so that replacement certificates representing shares of Movie Star common stock following the reverse stock split may be issued in exchange therefor. For additional information on the exchange of stock certificates, see the section entitled "Reverse Stock Split Proposal—Exchange of Stock Certificates."

Q. What should I do if I receive more than one set of voting materials? A. You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive in order to cast a vote with respect to all of your Movie Star shares.

Q. Who is paying for this proxy solicitation? A. We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors, officers and employees may also solicit proxies in person, by telephone or by other means of communication. These parties will not be paid any additional compensation for soliciting proxies. Morrow & Co., Inc., a proxy solicitation firm that we have engaged to assist us in soliciting proxies, will be paid a customary fee of \$7,500 plus expenses. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

Q: How may I obtain Movie Star's Annual Report on Form 10-K for the year ended June 30, 2007? A. We have enclosed with this proxy statement a copy of our Annual Report on Form 10-K for the fiscal year ended June 30, 2007. Our Annual Report on Form 10-K and our other filings with the Securities and Exchange Commission can be accessed through our website at [www.moviestarinc.com](http://www.moviestarinc.com).

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Q. Who can help answer my questions? A. If you have questions about the merger, the proposals or this proxy statement, or if you need additional copies of the proxy statement or the enclosed proxy card, you should contact:

Movie Star, Inc.  
1115 Broadway  
New York, New York 10010  
Tel: (212) 798-4700

Investor Relations

or  
Morrow & Co., Inc.

470 West Avenue, 3rd Floor  
Stamford, Connecticut 06902  
Tel: (800) 607-0088

You may also obtain additional information about Movie Star from documents filed with the SEC by following the instructions in the section entitled “Where You Can Find More Information” on page 195.

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FORWARD-LOOKING STATEMENTS

We believe that some of the information in this proxy statement constitutes, or may be deemed to constitute, “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. You can identify these statements by forward-looking words such as “may,” “expect,” “anticipate,” “should,” “could,” “likely,” “contemplate,” “believe,” “estimate,” “intend,” “plan,” “project,” “predict” and “continue” or, in each case, their negative variations or comparable terminology. You should read statements that contain these words carefully because they may:

- discuss future expectations;
- contain projections of future results of operations or financial condition; or
- state other “forward-looking” information.

We believe it is important to communicate our expectations to our shareholders. However, there may be events in the future that we are not able to predict accurately or over which we have no control. The risk factors and cautionary language discussed in this proxy statement provide examples of risks, uncertainties and events that may cause actual results to differ materially from the expectations described by us or FOH Holdings in such forward-looking statements, including, among other things:

- difficulties relating to the integration of our business and operations with FOH Holdings;
- competition;
  - business
- rapidly changing conditions and industry growth;
- general economic consumer preferences and trends;
- large variations in conditions;
- the addition or loss
- reliance on vendors and service providers;
- continued
- sales volume with significant customers;
- the loss of key
- of significant customers;
- product
- compliance with government regulations;
- management of
- personnel;
- growth;
- labor practices;
- increased operating costs or an inability to meet efficiency or cost reduction objectives;
- timing of orders and
- development;

deliveries of products; and

- foreign government

regulations and risks of doing business abroad.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this proxy statement.

All forward-looking statements included herein attributable to Movie Star, FOH Holdings or any person acting on either party's behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable laws and regulations, Movie Star and FOH Holdings undertake no obligations to update these forward-looking statements to reflect events or circumstances after the date of this proxy statement or to reflect the occurrence of unanticipated events.

Before you grant your proxy or instruct how your vote should be cast or vote on the proposals contained in this proxy statement, you should be aware that the occurrence of the events described in the "Risk Factors" section and elsewhere in this proxy statement could have a material adverse effect on the business, prospects, financial condition or operating results of Movie Star and/or FOH Holdings.

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### PARTIES TO THE TRANSACTIONS

#### Movie Star

Movie Star is a publicly traded corporation that designs, manufactures (through independent contractors), imports, markets and distributes women's intimate apparel to mass merchandisers, specialty and department stores, discount retailers, national and regional chains and direct mail catalog marketers throughout the United States and Canada.

Movie Star's common stock is currently listed on the American Stock Exchange under the symbol "MSI."

The mailing address of Movie Star's principal executive office is 1115 Broadway, New York, New York 10010, and its telephone number is (212) 798-4700.

#### Merger Sub

Fred Merger Corp. was organized on December 12, 2006 to effect a merger with FOH Holdings and is a wholly-owned subsidiary of Movie Star. Its address and telephone number is the same as ours.

#### FOH Holdings

FOH Holdings is a privately-held company headquartered in Hollywood, California that has four subsidiaries that operate under the brand name "Frederick's of Hollywood." Frederick's of Hollywood is a mall-based specialty retailer of women's intimate apparel and related products in the United States, and a direct retailer of intimate apparel and other women's apparel through its catalog and Internet operations. Frederick's of Hollywood operates 138 stores nationwide as of October 31, 2007, operates an online store at [www.fredericks.com](http://www.fredericks.com) and, in its 2007 fiscal year mailed approximately 20 million catalogs. Frederick's of Hollywood had net sales from continuing operations of approximately \$155 million for the year ended July 28, 2007.

The mailing address of FOH Holdings' principal executive office is 6255 Sunset Boulevard, Sixth Floor, Hollywood, California 90028, and its telephone number is (323) 466-5151.

#### TTG Apparel

TTG Apparel is a Delaware limited liability company formed for the purpose of investing in Movie Star. The sole controlling person of TTG Apparel is Michael T. Tokarz, its manager. Mr. Tokarz is presently the controlling person of The Tokarz Group Advisors, LLC, an entity that manages MVC Capital, Inc., a business development company that is listed on the New York Stock Exchange. Mr. Tokarz does not directly own our common stock. TTG Apparel currently owns approximately 21.5% of our outstanding common stock.

The mailing address of TTG Apparel's principal executive office is Riverview at Purchase, 287 Bowman Avenue, Purchase, New York 10577, and its telephone number is (914) 251-1825.

#### Tokarz Investments

Tokarz Investments is a Delaware limited liability company formed for the purpose of owning various Tokarz family investments. The sole controlling person of Tokarz Investments is Michael T. Tokarz, its manager. Mr. Tokarz does not directly own FOH Holdings common stock. Tokarz Investments currently owns approximately 50% of the

common stock of FOH Holdings.

The mailing address of Tokarz Investments' principal executive office is Riverview at Purchase, 287 Bowman Avenue, Purchase, New York 10577, and its telephone number is (914) 251-1825.

Fursa

Fursa is a Delaware limited liability company and registered investment advisor that beneficially owns, on behalf of certain funds and accounts affiliated with, managed by, or over which Fursa or its affiliates exercises investment authority, including, without limitation, with respect to voting and dispositive rights, approximately 50% of the common stock of FOH Holdings.

The mailing address of Fursa's principal executive office is 444 Merrick Road, Suite 104, Lynbrook, New York 11563, and its telephone number is (646) 205-6203.

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### RISK FACTORS

You should carefully consider the following risk factors, together with all of the other information included in this proxy statement, before you decide whether to vote or instruct your vote to be cast to adopt the proposals being discussed in this proxy statement.

The value of your investment in us following consummation of the merger will be subject to the significant risks inherent in the intimate apparel business. If any of the events described below occur, the business, financial condition and results of operation of the combined company could be adversely affected. This could cause the trading price of the combined company's common stock to decline, perhaps significantly, and you therefore may lose all or part of your investment.

#### Risks Relating to the Merger

The value of our shares of common stock to be issued to FOH Holdings' stockholders will fluctuate; the shares being issued to FOH Holdings may be at a higher purchase price than we anticipated paying to the FOH Holdings stockholders depending on fluctuations in the price of our common stock.

The number of shares of our common stock to be issued in the merger for each share of FOH Holdings common stock was fixed at the time we entered into the merger agreement. As a result of changes in our business, operations or prospects, market assessments of the likelihood that the merger will be completed, the timing of the completion of the merger, the prospects of post-merger operations, general market and economic conditions and other factors, the per share price of our common stock upon the consummation of the merger may be considerably higher or lower than the per share price on the date of this proxy statement, on the date of the special meeting of our shareholders or on the date of our board's approval of the merger and related transactions. Because the exchange ratio will not be adjusted to reflect any changes in the market value of our common stock, if the market value of our common stock should rise considerably, the purchase price we pay may be considerably higher than we originally anticipated when the merger agreement was executed. During the 12-month period ended November 26, 2007, our common stock traded in a range from a low of \$1.09 to a high of \$3.50 and ended that period at \$1.93. See "Price Range of Movie Star Common Stock and Dividends" on page 192 for more detailed share price information.

The combined company may fail to realize some or all of the anticipated benefits of the merger, which could adversely affect the value of Movie Star common stock.

The merger involves the integration of two companies that have previously operated independently. Movie Star and FOH Holdings expect the combined company to realize financial and operational benefits, including enhanced earnings growth, overhead savings, operating cost savings and other synergies. However, to realize the anticipated benefits from the merger, the businesses of Movie Star and Frederick's of Hollywood must be combined in a manner that maximizes the potential for earnings growth and cost savings. If we are not able to successfully achieve these objectives, the anticipated benefits of the merger may not be realized fully, or at all, or may take longer to realize than expected.

The failure to integrate in a timely manner our business and operations and those of Frederick's of Hollywood may adversely affect the combined company's future results.

Movie Star and Frederick's of Hollywood have operated as independent companies and will continue to do so until the completion of the merger. The process of consolidating functions and integrating organizations, procedures and

operations could be more costly than expected or could result in the loss of key employees, the disruption of each company's ongoing business or inconsistencies in standards, controls, procedures and policies that could adversely affect the combined company's ability to maintain relationships with customers, suppliers, employees and others.

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The fairness opinion obtained by our special committee will not reflect changes in circumstances during the period between when the merger agreement was signed and the merger is consummated.

Our special committee has not obtained an updated opinion from Chanin as of the date of this proxy statement. Changes in our or Frederick's of Hollywood's operations and prospects, general market and economic conditions and other factors which may be beyond our control or the control of Frederick's of Hollywood and on which the fairness opinion was based, may alter the value of Movie Star or Frederick's of Hollywood or the price of shares of our common stock by the time the merger is completed. The opinion is based on the information in existence on the date delivered and will not be updated as of the time the merger is consummated. Since we do not intend to obtain an updated opinion, the opinion given at the time the merger agreement was signed does not address the fairness of the merger consideration from a financial point of view at the time of the special meeting of our shareholders or at the time the merger is completed. For a description of the opinion given by Chanin in connection with this merger, please refer to "The Merger and Related Transactions—Opinion of Financial Advisor to Special Committee."

The merger agreement contains provisions that might discourage a third party from making an alternative proposal that would be more financially beneficial to our shareholders than the FOH Holdings merger.

The merger agreement limits our ability to initiate, solicit, facilitate or encourage certain acquisition or merger proposals from a third party. Under the terms of the merger agreement, subject to limited exceptions, before we can terminate the merger agreement in favor of a superior proposal from a third party, we must give FOH Holdings five business days to negotiate changes to its proposal. In addition, under specified circumstances, we may be required to pay a termination fee of \$300,000 if the merger is not consummated and reimburse FOH Holdings for all of its out-of-pocket expenses in connection with the merger. These provisions might discourage a potential third party with an interest in entering into a transaction with us from considering or proposing any such transaction, even if it were prepared to enter into a transaction that would be more financially beneficial to our shareholders. See "The Merger Agreement—Termination" and "The Merger Agreement—Restrictions on Solicitations of Other Offers Concerning Movie Star."

Our executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of our shareholders. These interests may have influenced their decision to approve the merger and other transactions contemplated by the merger agreement.

At the recommendation of our special committee, our board of directors unanimously approved the merger agreement and the transactions, agreements and documents contemplated thereby and recommends that our shareholders vote to adopt the proposals set forth in this proxy statement. Certain of our executive officers and directors have interests in the merger that are different from, or in addition to, those of our shareholders generally. These interests include the continuing employment of our executive officers and the continuing service of all of our current directors as directors of the combined company, as well as the issuance of stock options and other stock-based awards relating to such continuing employment and service. These interests may have influenced their decision as members of our board of directors to vote for the merger and other transactions contemplated by the merger agreement. In considering the recommendations of our board of directors to vote for the proposals contained in this proxy statement, you should consider these interests. Additionally, the exercise of our directors' and officers' discretion in agreeing to changes in or waivers to the terms of the merger agreement and other transaction documents may result in a conflict of interest when determining whether such changes or waivers are appropriate and in our shareholders' best interest. See "The Merger and Related Transactions—Interests of Movie Star Directors and Officers in the Merger and Related Transactions" and "Executive Compensation—Compensation Arrangements for Executive Officers."



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The unaudited pro forma financial information included in this proxy statement may not be indicative of what the combined company's actual financial position or results of operations would have been or will be for any future period.

The unaudited pro forma financial information in this proxy statement is presented for illustrative purposes only and is not necessarily indicative of what the combined company's actual financial position or results of operations would have been had the merger been completed on the dates indicated. Such information also is not necessarily indicative of the financial position or results of operations for any future period. Accordingly, the final purchase accounting may lead to materially different financial results from the pro forma financial information reflected in this proxy statement. See "Unaudited Pro Forma Condensed Consolidated Financial Information."

If we are damaged and become entitled to indemnification under the merger agreement, our claim on the shares placed in escrow by the FOH Holdings stockholders will not mitigate the impact that such damage may have on the combined company's cash resources.

Under the merger agreement, the FOH Holdings stockholders are required to place in escrow a portion of the common stock they would have otherwise received upon consummation of the merger to cover their indemnification obligations to us. There is no way of predicting the total dollar amount of such claims. Although the satisfaction of an indemnification claim against FOH Holdings stockholders by reclaiming shares of our common stock to be placed in escrow will adjust the relative equity ownership between our current shareholders and the FOH Holdings stockholders, any related cash expenditures could be a drain on the cash resources of the combined company.

We and FOH Holdings may not be able to fully utilize each of our respective existing net operating loss carryovers in determining future taxable income.

As a result of the merger, our ability to use the net operating losses that we incurred prior to the merger will be limited on an annual basis. The ability of FOH Holdings to use its operating losses that it incurred prior to the merger may also be limited. Consequently, subsequent to the merger, our income tax liability and/or that of FOH Holdings may be greater than what it would have been had the merger not been effected. FOH Holdings, as of July 29, 2006, and Movie Star, as of June 30, 2006, had net operating loss carryforwards (for federal income tax purposes) of approximately \$5.2 million and \$9.1 million, respectively.

FOH Holdings has had two material weaknesses and other deficiencies in its internal accounting controls in the past, and additional material weaknesses or other deficiencies may be identified in the future. These material weaknesses could cause material weaknesses in the internal control over financial reporting of the combined company, which could hamper the combined company's ability to ensure timely and accurate financial reporting, causing investors to lose confidence and the stock price to decline.

In connection with the audit of FOH Holdings' consolidated financial statements for the fiscal year ended July 28, 2007, which did not include an audit of the effectiveness of FOH Holdings' internal control over financial reporting, its independent registered public accounting firm reported to its audit committee two "material weaknesses" and other deficiencies in FOH Holdings' internal control over financial reporting, finding that:

- FOH Holdings did not perform reconciliations of significant accounts on a timely basis during the course of the year, nor did these reconciliations undergo the appropriate level of review; and
- FOH Holdings did not have adequate cut-off procedures to ensure that all costs during the year were properly recorded in the correct

period.

If these weaknesses are not adequately remediated or were to recur, or if additional weaknesses are identified or new or improved controls are not implemented successfully in a timely manner, the combined company's ability to assure timely and accurate financial reporting may be adversely affected. As a result, errors in financial reporting may occur and the combined company may be required to restate its financial

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statements and shareholders could lose confidence in the accuracy and reliability of its financial statements. This could cause the market price of the combined company's stock to decline and could also lead to stockholder litigation.

Investor confidence and the combined company's stock price may be adversely impacted if the combined company has one or more material weaknesses in its internal control over financial reporting.

The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring public companies to include in their Annual Report on Form 10-K a report of management on the company's internal control over financial reporting that contains an assessment by management of the effectiveness of the company's internal control over financial reporting. The company's independent registered public accounting firm also must form an opinion on the effectiveness of internal control over financial reporting. The combined company will be required to comply with these rules following the consummation of the merger. Management and our independent registered accounting firm may conclude that the internal control over financial reporting are not effective. Furthermore, effective internal control over financial reporting is important to the production of reliable financial reports and to help prevent fraud. As a result, a failure to achieve and maintain effective internal control over financial reporting could result in the loss of investor confidence in the reliability of the combined company's financial statements, which could harm the business and result in a decrease in the market price of its common stock. Failure to comply with Section 404 could potentially subject the combined company to sanctions or investigations by the SEC, the American Stock Exchange or other regulatory authorities.

## Risks Relating to the Rights Offering

Pursuant to the standby purchase agreement, our largest shareholder and the FOH Holdings stockholders agreed to purchase any shares of our common stock not subscribed for in the rights offering, which would enable them to materially influence the election of our directors and other major corporate decisions requiring the approval of our shareholders.

Pursuant to the standby purchase agreement, to the extent any shares of our common stock are not subscribed for in the rights offering, the Fursa standby purchasers have agreed to purchase, on a several but not on a joint and several basis, 50% of the unsubscribed shares, and TTG Apparel and Tokarz Investments have agreed to purchase the remaining 50%. Further, as sole consideration for the commitments by the parties entering into the standby purchase agreement with us, we will issue warrants representing the right to purchase an aggregate of 1,193,182 shares of our common stock. If no Movie Star shareholder participates in the rights offering, TTG Apparel, together with Tokarz Investments, would then beneficially own an aggregate of 38.8% of the combined company's outstanding common stock, after giving effect to the shares purchased under their standby purchase commitments, the issuance of the guarantor warrants and the issuance of the Series A preferred stock, and the Fursa standby purchasers would then beneficially own in the aggregate 37.9% of the combined company's outstanding common stock, after giving effect to the shares purchased under their standby purchase commitments, the issuance of the guarantor warrants and the issuance of the Series A Preferred Stock. Following the 18-month period after the consummation of the merger during which TTG Apparel, Tokarz Investments and the Fursa standby purchasers are limited in their abilities to act together and are subject to those actions that will require a supermajority vote of the combined company's directors, this substantial ownership of the combined company's common stock would enable them to influence the election of the combined company's directors and other significant corporate decisions and transactions with respect to which the combined company's shareholders are entitled to vote. See "Other Transaction Documents—Standby Purchase Agreement," "Other Transaction Documents—Standby Purchase Agreement—Rights Offering," "Other Transaction Documents—Standby Purchase Agreement—Guarantor Warrants," "Other Transaction Documents—Shareholders Agreement" and "The Merger Agreement—Amended and Restated Bylaws."



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Current Movie Star shareholders may suffer further dilution of their percentage ownership of Movie Star common stock by not purchasing shares in the rights offering, and a lack of participation by Movie Star common shareholders may result in our largest shareholder and the FOH Holdings stockholders holding a greater controlling interest in the outstanding shares of Movie Star common stock.

The issuance of shares of our common stock to the FOH Holdings stockholders in the merger will cause the percentage ownership of shares of our common stock held by Movie Star shareholders to decline significantly. If Movie Star shareholders do not fully participate in the rights offering, their proportionate voting and ownership interest will be further reduced and the percentage that their original shares represent of our expanded equity after exercise of the subscription rights will be diluted. For example, if a Movie Star shareholder owns 1% of our outstanding common stock (164,353 shares) on the record date, the new shares to be issued in the merger will reduce that shareholder's ownership percentage to approximately 0.41% of the shares outstanding immediately after the merger. If Movie Star shareholders do not exercise any subscription rights, then the percentage ownership of that shareholder will be further reduced to approximately 0.32%. The magnitude of the reduction of your percentage ownership will depend upon the extent to which you participate in the rights offering.

The rights offering may cause the price of Movie Star common stock to decrease immediately, and this decrease may continue.

The subscription price per share of \$1.76 is 85% of the average of the closing prices of Movie Star common stock on the American Stock Exchange during the 20 trading days immediately preceding the record date. This discount, along with the number of shares we propose to issue and ultimately will issue through the rights offering and/or through the standby purchase commitments for the rights offering, may result in an immediate decrease in the market value of Movie Star common stock. This decrease may continue after the completion of the rights offering. On November 26, 2007, the closing price of Movie Star common stock was \$1.93 per share.

### Risks Related to the Businesses of Movie Star and Frederick's of Hollywood

The following risk factors apply to us and Frederick's of Hollywood, individually, where appropriate, and also are expected to apply to the combined company following the consummation of the merger.

If the combined company cannot compete effectively in the retail and wholesale apparel industry, its business, financial condition and results of operations may be adversely affected.

The intimate apparel industry is highly competitive, both on the wholesale and retail levels. The wholesale industry is characterized by a large number of small companies manufacturing and selling unbranded merchandise, and by several large companies which have developed widespread consumer recognition of the brand names associated with merchandise manufactured and sold by these companies. In addition, some of the larger retailers to whom we have historically sold our products have sought to expand the development and marketing of their own brands and to obtain intimate apparel products directly from the same or similar sources from which we obtain our products. Many of these companies have greater financial, technical and sourcing capabilities than we do. If we do not continue to provide high quality and reliable services on a timely basis at competitive prices, we may not be able to continue to compete in our industry. If we are unable to compete successfully, we could lose one or more of our significant customers which, if not replaced, could negatively impact sales and have an adverse effect on our business, financial condition and results of operations, as well as those of the combined company after the consummation of the merger.

Frederick's of Hollywood competes with a variety of retailers, including national department store chains, national and international specialty apparel chains, apparel catalog businesses and online apparel businesses that sell similar lines of merchandise. Since Frederick's of Hollywood emerged from bankruptcy in 2003, it has been limited in its ability to invest in its business and infrastructure. Many of Frederick's of Hollywood's competitors may have greater financial, distribution, logistics, marketing and other resources available to them and may be able to adapt to changes in customer requirements more

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quickly, devote greater resources to the design, sourcing, distribution, marketing and sale of their products, generate greater national brand recognition or adopt more aggressive pricing policies. If Frederick's of Hollywood is unable to overcome these potential competitive disadvantages, such factors could have an adverse effect on Frederick's of Hollywood's business, financial condition and results of operations, as well as those of the combined company after the consummation of the merger.

The failure to successfully order and manage inventory to reflect customer demand and anticipate changing consumer preferences and buying trends may adversely affect the combined company's revenue and profitability.

The success of the combined company 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. Generally, merchandise must be ordered well in advance of the applicable selling season and the extended lead times may make it difficult to respond rapidly to new or changing product trends or price changes. If the combined company is unable to successfully anticipate, identify or react to changing styles or trends and misjudges the market for its products or its customers' purchasing habits, then its product offerings may be poorly received by the ultimate consumer and may require substantial discounts to sell, which would reduce sales revenue and lower profit margins. In addition, the combined company will incur additional costs if it needs to redesign its product offerings. Brand image also may suffer if customers believe that the combined company is unable to offer innovative products, respond to the latest fashion trends or maintain product quality.

The combined company will depend on key personnel and it may not be able to operate and grow the business effectively if it loses the services of any key personnel or is unable to attract qualified personnel in the future.

The combined company will be dependent upon the continuing service of key personnel and the hiring of other qualified employees. In particular, the combined company will be dependent upon the management and leadership of Peter Cole, who will be the Executive Chairman of the combined company, Melvyn Knigin, who will be the Chief Executive Officer of the Movie Star division, Linda LoRe, who will be the Chief Executive Officer of the Frederick's of Hollywood division, and Thomas Rende, who will be the Chief Financial Officer of the combined company. The loss of any of them or other key personnel could affect the combined company's ability to operate the business effectively. Other than a \$5 million policy on the life of Mr. Knigin, neither we nor Frederick's of Hollywood carries key man insurance for any management or other key personnel. The death of a key employee of the combined company could adversely affect its profitability and there would be no insurance to mitigate the loss.

Frederick's of Hollywood historically has depended on a high volume of mall traffic, the lack of which would hurt the combined company's business.

Most Frederick's of Hollywood stores are located in shopping malls. Sales at these stores are influenced, in part, by the volume of mall traffic. Frederick's of Hollywood stores benefit from the ability of the malls' "anchor" tenants, generally large department stores, and other area attractions to generate customer traffic in the vicinity of its stores and the continuing popularity of malls as shopping destinations. A decline in the desirability of the shopping environment of a particular mall, whether due to the closing of an anchor tenant or competition from non-mall retailers, or a decline in the popularity of shopping malls generally, could reduce the volume of mall traffic, which could have an adverse effect on the combined company's business, financial condition and results of operations.

If leases for Frederick's of Hollywood stores cannot be negotiated on reasonable terms, the combined company's growth and profitability could be harmed.

The growth in Frederick's of Hollywood's sales is significantly dependent on management's ability to operate retail stores in desirable locations with capital investments and lease costs that allow for the opportunity to earn a reasonable return. Desirable locations and configurations may not be available at a reasonable cost, or at all. If Frederick's of Hollywood is unable to renew or replace its store leases or enter into leases for new stores on favorable terms, the combined company's growth and profitability could be harmed.

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Movie Star relies on one key customer, and a significant decrease in business from or the loss of this key customer could substantially reduce revenues.

Wal-Mart accounted for approximately 25% and 51% of our sales for fiscal years 2006 and 2007, respectively. We do not have a long-term contract with Wal-Mart and, therefore, our business is subject to significant unpredictable increases and decreases in sales depending upon the size and number of orders we receive from Wal-Mart. Accordingly, a significant decrease in business from or loss of Wal-Mart as a customer would have a material adverse effect on our business, financial condition and results of operations, which, in turn, would affect the business, financial condition and results of operations of the combined company.

The extent of our and Frederick's of Hollywood's foreign sourcing and manufacturing may adversely affect the combined company's business, financial condition and results of operations.

Substantially all of our and Frederick's of Hollywood's products are manufactured outside the United States. As a result of the magnitude of foreign sourcing and manufacturing, our respective businesses are, and the business of the combined company will be, subject to the following risks:

and economic instability in foreign countries, including heightened terrorism and other security concerns, which could subject imported or exported goods to additional or more frequent inspections, leading to delays in deliveries or impoundment of goods, or to an increase in transportation costs of raw materials or finished product;

- political
- the imposition of
- the imposition of
- significant
- restrictions on the
- violations by foreign

regulations and quotas relating to imports, including quotas imposed by bilateral textile agreements between the United States and foreign countries, including China, where both companies conduct business;

duties, taxes and other charges on imports;

fluctuation of the value of the U.S. dollar against foreign currencies;

transfer of funds to or from foreign countries; and

contractors of labor and wage standards and resulting adverse publicity.

If these risks limit or prevent us or Frederick's of Hollywood from selling, manufacturing or acquiring products from foreign suppliers, the operations of the combined company could be disrupted until alternative suppliers are found, which could negatively impact its business, financial condition and results of operations.

Both companies operate on very tight delivery schedules and, if there are delays and expected delivery dates cannot be met, it could negatively affect the combined company's profitability.

If there is a delay in the delivery of goods and delivery schedules cannot be met, then our wholesale customers and both our and Frederick's of Hollywood's retail customers may cancel their orders or request a reduced price for the delivery of their orders. If orders are canceled, it would result in an over-inventoried position and require the sale of inventory at low or negative gross profits, which would reduce the combined company's profitability. Both companies may also incur extra costs to meet customer delivery dates, which would also reduce the combined company's profitability.

Any disruptions at our or Frederick's of Hollywood's distribution centers could materially affect the ability of the combined company to distribute products, which could lead to a reduction in the combined company's revenue and/or profits.

Frederick's of Hollywood's and our respective distribution centers in Phoenix, AZ and Poplarville, MS will serve the combined company's customers. There is no backup facility or any alternate distribution arrangements in place. If either company experiences disruptions at its distribution center that impede the timeliness or fulfillment of the products being distributed, or either distribution center is partially or

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completely destroyed, becomes inaccessible, or is otherwise not fully usable, whether due to unexpected circumstances such as weather conditions or disruption of the transportation systems or uncontrollable factors such as terrorism and war, it would have a material adverse effect on the combined company's ability to distribute its products, which in turn would have a material adverse effect on the combined company's business, financial condition and results of operations.

The failure to upgrade information technology systems as necessary could have an adverse effect on the combined company's operations.

Some of our and Frederick's of Hollywood's information technology systems, which are primarily utilized to manage information necessary to price and ship products, manage production and inventory and generate reports to evaluate each company's respective business operations, are dated and are comprised of multiple applications, rather than one overarching state-of-the-art system. Modifications involve replacing legacy systems with successor systems, making changes to legacy systems or acquiring new systems with new functionality. If the combined company is unable to effectively implement these systems and update them where necessary, this could have a material adverse effect on its business, financial condition and results of operations.

The processing, storage and use of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements or differing views of personal privacy rights.

The collection of data and processing of transactions through Frederick's of Hollywood's websites and through its call centers, require Frederick's of Hollywood, and will require the combined company, to receive and store a large volume of personally identifiable data. This type of data is subject to legislation and regulation in various jurisdictions. The combined company may become exposed to potential liabilities with respect to the data that it collects, manages and processes, and may incur legal costs if the combined company's information security policies and procedures are not effective or if it is required to defend its respective methods of collection, processing and storage of personal data. Future investigations, lawsuits or adverse publicity relating to its methods of handling personal data could adversely affect the combined company's business, financial condition and results of operations due to the costs and negative market reaction relating to such developments.

The combined company may not have the personnel and the infrastructure to successfully complete Frederick's of Hollywood's store expansion plan and remodeling program following the merger.

The growth of the combined company will depend, in part, on its ability to open and operate Frederick's of Hollywood's stores successfully and to manage Frederick's of Hollywood's planned retail store expansion. Frederick's of Hollywood's store expansion plan calls for the opening of approximately 50 new stores over the three years commencing with the closing of the merger. Additionally, Frederick's of Hollywood is currently implementing a program of regularly remodeling or expanding existing stores. There can be no assurance that the combined company will be able to achieve such store expansion goals, manage its growth effectively, successfully integrate the planned new stores into its operations effectively remodel or expand its stores or operate its new and remodeled stores profitably.

Frederick's of Hollywood's collection and remittance of sales and use tax may be subject to audit and may expose the combined company to liabilities for unpaid sales or use taxes, interest and penalties on past sales.

Frederick's of Hollywood sells its products through three channels: retail specialty stores, mail order catalogs and the Internet. Frederick's of Hollywood has historically operated its channels separately and accounts for sales and use tax

separately. Currently, its mail order and Internet subsidiaries collect and pay sales tax to the relevant state taxing authority on sales made to residents in any state in which Frederick's of Hollywood has a physical presence. Frederick's of Hollywood and its subsidiaries are periodically audited by state government authorities. It is possible that one or more states may disagree with Frederick's of Hollywood's method of assessing and remitting these taxes, including sales tax on catalog and Internet sales. It is expected that the combined company will challenge any and all future assertions by state governmental authorities or private litigants that it owes sales or use tax, but the combined company may not prevail. If the combined company does not prevail, it could be held liable for substantial sales and use taxes, interest and penalties which could have an adverse effect on the profitability of the combined company.

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The combined company could be sued for trademark infringement, which could force it to incur substantial costs and devote significant resources to defend the litigation.

We and Frederick's of Hollywood use many trademarks and product designs in our businesses and believe these trademarks and product designs are important to each of our businesses and the combined company's competitive position and success. As appropriate, both companies rely on trademark and copyright laws to protect these designs even if not formally registered as marks, copyrights or designs. Third parties may sue us, Frederick's of Hollywood, and/or the combined company for alleged infringement of their proprietary rights. The party claiming infringement might have greater resources than the combined company to pursue its claims, and the combined company could be forced to incur substantial costs and devote significant management resources to defend the litigation. Moreover, if the party claiming infringement were to prevail, the combined company could be forced to discontinue the use of the related trademark, patent or design and/or pay significant damages, or to enter into expensive royalty or licensing arrangements with the prevailing party, assuming these royalty or licensing arrangements are available at all on an economically feasible basis, which they may not be.

If the combined company cannot protect its trademarks and other proprietary intellectual property rights, its business may be adversely affected.

We and Frederick's of Hollywood may experience difficulty in effectively limiting unauthorized use of our respective trademarks and product designs worldwide which may cause significant damage to our or Frederick's of Hollywood's brand name and our respective ability to effectively represent ourselves to our agents, suppliers, vendors and/or customers. The combined company may not be successful in enforcing its trademark and other proprietary rights and there can be no assurance that it will be adequately protected in all countries or that it will prevail when defending its trademark and proprietary rights.

### Risks Related to the Reverse Stock Split

If a reverse stock split is implemented, the market price per share of our common stock after the reverse stock split may not exceed or remain in excess of the current market price, which could impact the combined company's ability to maintain an American Stock Exchange listing.

Due to the structure of the proposed merger through which FOH Holdings' stockholders will be the majority shareholders of the combined company immediately following the effective time of the merger, the American Stock Exchange has informed us that we would be obligated to satisfy the American Stock Exchange's original listing standards which, among other things, require that our shares of common stock have a bid price of at least \$2.00 per share. Any reverse stock split would become effective after the closing of the rights offering. Accordingly, if the reverse stock split is effected, the number of shares each shareholder purchases through the rights offering will be reduced to reflect the reverse split. If our bid price is less than \$2.00 per share and we are required to effect a reverse stock split, there can be no assurance that the market price of the combined company's common stock after effecting such reverse stock split will increase in proportion to the reduction in the number of shares of our common stock issued and outstanding before the reverse stock split. Further, the market price per share of the combined company's common stock following the effective time of the reverse stock split may not be maintained for any period of time following the reverse stock split. For example, based on the closing price of our common stock on November 26, 2007 of \$1.93 per share, if the reverse stock split was implemented at 1 for 2, there can be no assurance that the post-split market price of our common stock would be \$3.86, or even that it would remain above the pre-split market price. Failure to do so may impact the combined company's ability to maintain an American Stock Exchange listing.





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SELECTED HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA AND SUMMARY SELECTED  
PRO FORMA  
CONDENSED CONSOLIDATED FINANCIAL INFORMATION

We are providing the following selected financial information to assist you in your analysis of the financial aspects of the merger and related transactions.

FOH Holdings' consolidated balance sheet data as of July 28, 2007 and July 29, 2006 and the consolidated statements of operations data for the years ended July 28, 2007 and July 29, 2006, the five months ended July 30, 2005 and the seven months ended March 3, 2005, are derived from FOH Holdings' consolidated financial statements audited by Deloitte & Touche LLP, an independent registered public accounting firm, which are included elsewhere in this proxy statement. FOH Holdings' consolidated balance sheet data as of July 30, 2005, July 31, 2004, and July 26, 2003 and the consolidated statements of operations data for the year ended July 31, 2004, the seven months ended July 26, 2003 and the five months ended December 31, 2002 have been derived from FOH Holdings' audited consolidated financial statements, which are not included in this proxy statement.

Movie Star's consolidated balance sheet data as of June 30, 2007 and 2006 and the consolidated statements of operations data for each of the three years in the period ended June 30, 2007, are derived from Movie Star's consolidated financial statements audited by Mahoney Cohen & Company, CPA, P.C., an independent registered public accounting firm, which are included elsewhere in this proxy statement. Movie Star's consolidated balance sheet data as of June 30, 2005, 2004 and 2003 and the consolidated statements of operations data for the years ended June 30, 2004 and 2003 have been derived from Movie Star's audited consolidated financial statements, which are not included in this proxy statement.

Movie Star's consolidated balance sheet data as of September 30, 2007 and the consolidated statements of operations data for the three months ended September 30, 2007 and September 30, 2006 are derived from Movie Star's unaudited interim condensed consolidated financial statements which are included elsewhere in this proxy statement. In the opinion of Movie Star's management, the unaudited condensed consolidated interim financial statements include all adjustments (consisting of normal recurring adjustments) that are necessary for a fair presentation of such financial statements.

The selected financial information of FOH Holdings and Movie Star is only a summary and should be read in conjunction with each company's historical consolidated financial statements and related notes and each of FOH Holdings' and Movie Star's "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained elsewhere in this proxy statement. The information presented may not be indicative of the future performance of FOH Holdings, Movie Star or the combined company.

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### FOH Holdings' Selected Historical Consolidated Financial and Other Data

The selected consolidated financial data set forth below should be read in conjunction with "FOH Holdings' Management's Discussion and Analysis of Financial Condition and Results of Operations" and the audited consolidated financial statements and notes to the financial statements of FOH Holdings. The consolidated financial statements of FOH Holdings include the accounts of FOH Holdings, Inc. and its operating subsidiaries: Frederick's of Hollywood, Inc., Hollywood Mail Order, LLC, Frederick's of Hollywood Stores, Inc., and Frederick's.com, Inc.

### Fiscal 2003 Presentation

On July 10, 2000, FOH Holdings, excluding its subsidiary Frederick's.com, Inc., filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code with the United States Bankruptcy Court. The Bankruptcy Court confirmed the plan of reorganization on December 18, 2002, it became effective on January 6, 2003, and at the close of business on that day FOH Holdings emerged from bankruptcy. FOH Holdings prior to emergence from bankruptcy is referred to as the "Predecessor" and the emerged company is referred to as the "First Successor". FOH Holdings' selected financial data for periods prior to January 6, 2003 included in this proxy statement reflect the financial results of the Predecessor. FOH Holdings' selected financial data for periods as of January 6, 2003 to March 3, 2005 included in this proxy statement reflect the financial results of the First Successor.

FOH Holdings applied the accounting and reporting requirements of "fresh start" accounting to the First Successor effective January 6, 2003. As a result of applying fresh start accounting, the First Successor's results of operations for periods after emergence from bankruptcy are not comparable to the Predecessor's results of operations for periods prior to emergence from bankruptcy, and therefore, the combined results for fiscal 2003 should not be taken as indicative of historical or future results.

### Fiscal 2005 Presentation

On March 3, 2005, Tokarz Investments and Fursa, along with its affiliated funds, acting together as a collaborative group, purchased in a private shareholder transaction the outstanding common stock of FOH Holdings held by all other shareholders. Additionally, one of the investors, an existing debt holder, purchased directly from the non-affiliated former lenders the outstanding balances under FOH Holdings' term loans (collectively the "Tranche A, B and C"). Accordingly, pushdown accounting has been applied as of the date of these transactions. FOH Holdings' selected financial data for periods as of and subsequent to March 3, 2005 reflect the results of the "Second Successor." The purchase price in excess of the fair value of the assets was allocated to FOH Holdings' assets based on their respective fair values in accordance with the provisions of Statement of Financial Accounting Standards ("SFAS") No. 141, Business Combinations. As a result of applying purchase accounting, the results of operations of the Second Successor for periods after March 3, 2005 are not comparable to the results of operations for periods prior to March 3, 2005, and therefore, the results for fiscal 2005 should not be taken as indicative of historical or future results. The results are further separated by a heavy black line to indicate the effective date of the new basis of accounting.

### Financial Operations Overview

FOH Holdings assesses the performance of its business using various financial and operating measures, which primarily include:

• Net sales —

Net sales include sales of merchandise from retail stores, catalogs and websites, less discounts and sales return allowances.

• Comparable store sales — Comparable store sales include net merchandise sales from stores that have been open for one complete fiscal year. FOH Holdings excludes new and permanently

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relocated store locations from the comparable store sales until they have been in operation for one complete fiscal year. Similarly, stores that are expanded or down-sized by more than 30% are also excluded from the comparable store base until they have been in operation in their new configuration for one complete fiscal year. Comparable store sales do not include net sales from the catalogs and websites.

• Average monthly retail sales per square foot — Average monthly retail sales per square foot is determined by dividing net sales from retail stores for the respective period presented by the average of the beginning and ending store gross square footage for the respective period divided by the number of months in the period. Excluded from the numerator and the denominator are store sales and square footage corresponding to stores that have been closed at the expiration of their lease through July 28, 2007.

• Gross profit — FOH Holdings reports gross profit equal to the net sales less the costs of goods sold, buying and occupancy. FOH Holdings includes in the costs of goods sold, buying and occupancy the cost of merchandise and inventory markdowns, freight from vendors, shipping and handling, payroll and benefits for the design, buying, and merchandising personnel, warehouse and distribution costs, and store occupancy costs. FOH Holdings' management uses product margin (net sales less cost of goods sold) as a primary measure to manage the business and assess the performance of its operations. Store occupancy costs include rent, deferred rent, common area maintenance, utilities, real estate taxes, and depreciation. Other costs are included in selling, general and administrative expenses. As a result, the gross profit may not be comparable to those of other retailers.

• Selling, General and Administrative expenses — Selling, general, and administrative expenses primarily include payroll and benefit costs for FOH Holdings' retail store, catalog, and Internet selling and administrative departments (including corporate functions), advertising, and other operating expenses not specifically categorized elsewhere in the consolidated statements of operations.

• Interest expense, net — Interest includes interest on the FOH Holdings revolving line of credit facility, the secured term loans and the long-term debt.

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The following tables set forth selected historical financial and other data for FOH Holdings and Movie Star as of the dates and for the periods indicated.

FOH Holdings' Selected Historical Consolidated Financial and Other Data  
(dollar amounts in thousands, except store operating data)

	[Second Successor]	[First Successor]	[Predecessor]	Year
ended				
July 28,				
2007 Year				
ended				
July 29,				
2006 Five				
Months				
ended				
July 30,				
2005 Seven				
Months				
ended				
March 3,				
2005 Year				
ended				
July 31,				
2004 Seven				
Months				
ended				
July 26,				
2003 Five				
Months				
ended				
December 31,				
2002 Statement of Operations Data:				
				Net sales \$ 155,238 \$ 136,705 \$
46,807 \$ 76,785 \$ 128,164 \$ 61,066 \$ 52,624				Cost of goods sold, buying and occupancy 90,201
80,102 27,026 44,122 71,621 41,643 31,390				Gross profit 65,037 56,603 19,781
32,663 56,543 19,423 21,234				Selling, general and administrative expenses 61,996 57,579
20,279 35,173 54,931 19,422 20,940				Operating income (loss) from continuing operations 3,041
(976 ) (498 ) (2,510 ) 1,612 1 294				Interest expense, net 2,093 2,422 700 1,102
1,592 836 335				Reorganization items (income) expense(a) — — — — — (15,112 )
extinguishment(b) — — — — — (20,471 )				Income (loss) from continuing operations before income tax
provision (benefit) 948 (3,398 ) (1,198 ) (3,612 ) 20 (835 ) 35,542				Income tax provision
(benefit) 548 127 (128 ) (953 ) 8 557 (105 )				Income (loss) from continuing operations 400
(3,525 ) (1,070 ) (2,659 ) 12 (1,392 ) 35,647				Income (loss) from discontinued operations(c)
41 240 (166 ) 440 950 2 565				Net income (loss) \$ 441 \$ (3,285 ) \$ (1,236 ) \$ (2,219
) \$ 962 \$ (1,390 ) \$ 36,212 At				

July 28,  
2007 At  
July 29,  
2006 At  
July 30,  
2005 At  
July 31,  
2004 At  
July 26,  
2003

Balance Sheet Data:				Working capital (deficiency)				\$ (4,638 )	\$ (299 )
\$ (1,562 )	\$ 2,080	\$ 1,377	Goodwill	\$ 6,678	\$ 7,299	\$ 7,299	\$ 585	\$ 585	
Trademarks	\$ 18,090	\$ 18,090	\$ 18,090	\$ 13,900	\$ 13,900	Total assets	\$ 70,525	\$	
60,734	\$ 58,733	\$ 39,848	\$ 38,540	Total debt-related party	\$ 19,429	\$ 18,742	\$ 18,095		
\$ 17,287	\$ 17,309	Stockholders' equity (deficiency)		\$ 12,641	\$ 12,059	\$ 11,344	\$ 174		
\$ (788 )	Store Operating								

Data(d):	Percentage increase (decrease) in comparable store sales(e)								9.2 %						
6.5 %	(3.6 )%	(4.1 )%	11.4 %	1.5 %	0.5 %	Total square footage at the end of the									
period(f)	235,229	225,634	229,626	229,536	231,578	243,638	257,589	Average monthly							
retail sales per square foot	\$ 33.00	\$ 31.07	\$ 21.41	\$ 37.56	\$ 32.00	\$ 28.63	\$ 35.31	Number of							
retail stores:	Open at beginning of period					134	140	140	145	155					
166	166	Opened during the period	5	5	—	4	2	1	Closed during the period	(6 )	(11 )				
—	(9 )	(12 )	(11 )	(1 )	Open at the end of the period					133	134	140	140	145	155

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(a) The financial statements prior to emergence from bankruptcy on January 6, 2003 include amounts directly related to the Chapter 11 filing that were recognized as incurred and are included as reorganization items in the consolidated statements of operations. (b) In accordance with SOP 90-7, FOH Holdings recorded a net gain of approximately \$20.5 million related to the discharge of its liabilities upon emergence from bankruptcy for the five months ended December 31, 2002. (c) Income (loss) from discontinued operations represents the net income (loss) of those stores closed at the expiration of their leases. Stores closed in a period will have their prior results reflected in discontinued operations for all of the previous periods presented that the store was in operation. (d) Represents financial measures used by FOH Holdings' management to assess business performance. (e) Represents increase (decrease) over respective prior year comparable periods. Comparable store sales include net merchandise sales from stores that have been open for one complete fiscal year, but exclude net merchandise sales from new or permanently relocated store locations until they have been in operation for one complete fiscal year. Also excluded from comparable sales are those stores that have had a change in selling square footage of 30% or more until they have been in operation in their new configuration for one complete fiscal year. (f) Represents total retail store gross square footage at the end of each reported period.

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Movie Star Selected Historical Consolidated Financial Data  
(in thousands, except per share data)

Three Months Ended																		
September 30,	Fiscal Years Ended June 30,			2007	2006	2007	2006	2005	2004	2003	Statement of							
Operations Data:																		
58,533	\$ 53,691	\$ 64,916	Cost of sales	8,577	12,867	43,144	37,528	44,304	37,581		\$							
44,345	Selling, general and administrative expenses			4,502	4,487	17,434	16,310	19,024	15,824									
14,623	Insurance recovery			—	—	(1,450)	—	—	—	2,391								
246	Gain on sale of property, plant and equipment			—	—	(496)	—	—	—	13,437								
17,893	62,473	52,634	63,328	53,405	58,968	Operating (loss) income from continuing operations												
(1,498)	797	1,020	(995)	(4,795)	286	5,948	Interest income				(5)							
(12)	(4)	Interest expense			112	187	609	476	282	76	351	(Loss) income from continuing						
operations before income tax (benefit) provision											(1,610)	610	416	(1,468)	(5,076)	222	5,601	
Income tax (benefit) provision											(644)	244	270	(468)	(1,954)	94	2,170	Net (loss) income
\$ (966)	\$ 366	\$ 146	\$ (1,000)	\$ (3,122)	\$ 128	\$ 3,431	Basic net (loss) income per share				\$ (.06)							
)	\$.02	\$.01	\$ (.06)	\$ (.20)	\$.01	\$.23	Diluted net (loss) income per share				\$ (.06)							
.01	\$ (.06)	\$ (.20)	\$.01	\$.22	Basic weighted average number of shares outstanding					16,432								
15,763	16,089	15,700	15,625	15,574	15,133	Diluted weighted average number of shares												
outstanding	16,432	15,950	16,671	15,700	15,625	16,199	15,407											

At September 30,																			
2007	At June 30,	2007	2006	2005	2004	2003	Balance Sheet Data:			Working									
capital	\$ 7,954	\$ 9,590	\$ 8,932	\$ 10,673	\$ 16,543	\$ 15,979	Total assets	\$ 27,581	\$ 22,338	\$									
23,221	\$ 24,907	\$ 20,779	\$ 24,089	Short-term debt – Including current maturities of long-term debt and															
capital lease obligations											\$ 9,660	\$ 4,183	\$ 4,955	\$ 4,794	\$ —	\$ 2,304	Long-term debt – Including		
deferred lease and other long-term liabilities											\$ 345	\$ 379	\$ 398	\$ 390	\$ 374	\$ 325	Shareholders'		
equity	\$ 13,681	\$ 14,605	\$ 13,782	\$ 14,677	\$ 17,747	\$ 17,264													



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## Summary Selected Pro Forma Condensed Consolidated Financial Information

The following summary selected pro forma condensed consolidated financial information should be read in conjunction with the Unaudited Pro Forma Condensed Consolidated Financial Information and related notes included elsewhere in this proxy statement. The merger of FOH Holdings with a subsidiary of Movie Star will be accounted for under the purchase method of accounting as a reverse acquisition with FOH Holdings being treated as having acquired Movie Star as of the date of the completion of the merger. For a more detailed description of purchase accounting, see “The Merger and Related Transactions—Anticipated Accounting Treatment.” The historical financial information set forth below has been derived from, and is qualified by reference to, the consolidated financial statements of FOH Holdings and Movie Star and should be read in conjunction with those financial statements and notes thereto included elsewhere in this proxy statement. The unaudited pro forma condensed consolidated statements of operations for the year ended July 28, 2007 give effect to the merger and the other transactions contemplated by the merger agreement as if they had occurred on July 30, 2006. The Unaudited Pro Forma Condensed Consolidated Balance Sheets as of July 28, 2007 and June 30, 2007 for FOH Holdings and Movie Star, respectively, give effect to the merger and other transactions contemplated by the merger agreement as if they occurred on July 28, 2007. Because FOH Holdings is the accounting acquirer, the pro forma reporting periods have been conformed to FOH Holdings’ reporting periods. You should not rely on this pro forma information as being indicative of the results that would actually have been obtained if the merger had been in effect for the above-mentioned periods or the future results of the combined company. See “Where You Can Find More Information” and “Unaudited Pro Forma Condensed Consolidated Financial Information.”

## Year Ended

July 28,

2007	(in thousands, except per share data)	Pro Forma Statement of Operations Information:	Net sales
\$ 215,530	Income from continuing operations	\$ 230	Less: Preferred stock dividends \$ (563 )
available to common shareholders	\$ (333 )	Loss from continuing operations per share:	— basic \$ (0.01 )
— diluted \$ (0.01 )	Shares used in computing basic and diluted loss per share:	— basic	46,504
diluted 46,504	As of July 28,		

2007	(in thousands)	Pro Forma Balance Sheet Information:	Cash and cash equivalents	\$ 20,251	
Total current assets	\$ 59,527	Total liabilities	\$ 62,018	Shareholders’ equity	\$ 53,643

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SPECIAL MEETING IN LIEU OF the  
ANNUAL MEETING OF MOVIE STAR SHAREHOLDERS

General

We are furnishing this proxy statement to Movie Star shareholders as part of the solicitation of proxies by our board of directors for use at the special meeting in lieu of the annual meeting of Movie Star shareholders to be held on January 23, 2008, and at any adjournment or postponement thereof. This proxy statement is first being furnished to our shareholders on or about November 30, 2007 in connection with the vote on the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal, the director election proposal and the adjournment proposal. This document provides you with the information you need to know to be able to vote or instruct your vote to be cast at the special meeting.

Date, Time and Place

The special meeting of shareholders will be held on January 23, 2008, at 10:30 a.m., Eastern Time, at Club 101 on the Main Floor, 101 Park Avenue, New York, New York.

Purpose of the Movie Star Special Meeting

At the special meeting, we are asking holders of Movie Star common stock to:

- approve the issuance of 39,370,436 shares of common stock in connection with the merger, the rights offering and other transactions contemplated by the merger agreement (stock issuance proposal);
- approve an amendment to our certificate of incorporation to increase the number of authorized shares of our common stock from 30,000,000 to 200,000,000 shares (increase of authorized common stock proposal);
- approve an amendment to our certificate of incorporation to change Movie Star's name to Frederick's of Hollywood Group Inc. (name change proposal);
- approve an amendment to our certificate of incorporation to authorize the issuance of 10,000,000 shares of preferred stock and to establish the terms, rights, preferences and privileges of the Series A Preferred Stock (preferred stock proposal);
- authorize our board of directors, in its discretion, to amend our certificate of incorporation to effect a reverse stock split of our outstanding common stock immediately prior to the closing of the merger within a range to be determined by our board of directors from 9 for 10 to 1 for 2, in order to satisfy the minimum price requirement of \$2.00 per share for continued listing on the American Stock Exchange (reverse stock split proposal);
- approve our Amended and Restated 2000 Performance Equity Plan to increase the number of shares of common stock available for issuance under the plan from 750,000 shares of common stock to 4,000,000 shares of common stock and to add a 500,000 share limit on grants to any individual in any one calendar year (amended and restated 2000 performance equity plan proposal);
- elect eleven directors to our board of directors to serve from the effective time of the merger until the annual meeting to be held in

2008 and their successors are elected and qualified (director election proposal); and

adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event there are insufficient votes at the time of the special meeting to adopt any of the foregoing proposals (adjournment proposal).

- approve the

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### Recommendation of Movie Star Board of Directors

#### Our board of directors:

• has unanimously determined that each of the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal, the adjournment proposal and the election of each of our nominees for director is fair to and in the best interests of Movie Star and our shareholders;

• has unanimously approved the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal, the adjournment proposal and the election of each of our nominees for director;

• unanimously recommends that our common shareholders vote “FOR” the stock issuance proposal;

• unanimously recommends that our common shareholders vote “FOR” the increase of authorized common stock proposal;

• unanimously recommends that our common shareholders vote “FOR” the name change proposal;

• unanimously recommends that our common shareholders vote “FOR” the preferred stock proposal;

• unanimously recommends that our common shareholders vote “FOR” the reverse stock split proposal;

• unanimously recommends that our common shareholders vote “FOR” the amended and restated 2000 performance equity plan proposal;

• unanimously recommends that our common shareholders vote “FOR” the persons nominated by our current board for election as directors; and

• unanimously recommends that our common shareholders vote “FOR” the adjournment proposal.

#### Record Date; Who is Entitled to Vote

We have fixed the close of business on November 27, 2007, as the “record date” for determining Movie Star shareholders entitled to notice of and to attend and vote at the special meeting. As of the close of business on November 27, 2007, there were 16,435,275 shares of our common stock outstanding and entitled to vote. Each share of our common stock is entitled to one vote per share at the special meeting. This same record date will also be used for purposes of determining which Movie Star shareholders are eligible to participate in the rights offering.

#### Quorum

The presence, in person or by proxy, of a majority of all the outstanding shares of our common stock constitutes a quorum at the special meeting.

#### Abstentions and Broker Non-Votes

Proxies that are marked “abstain” and proxies relating to “street name” shares that are returned to us but marked by brokers as “not voted” will be treated as shares present for purposes of determining the presence of a quorum on all matters. Such shares marked by brokers as “not voted” will not be treated as shares entitled to vote on the proposal as to which authority to vote is withheld from the broker. If you do not give the broker voting instructions, under the rules of the NASD, your broker may not vote your shares on the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal and the amended and restated 2000 performance equity plan proposal.

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### Vote of Our Shareholders Required

The approval of the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal and the preferred stock proposal will require the affirmative vote of both (i) the holders of a majority of the outstanding shares of Movie Star common stock on the record date and (ii) the holders of a majority of the shares of Movie Star common stock that are held by Movie Star's shareholders other than TTG Apparel and its affiliates and associates on the record date. Abstentions from voting with respect to these proposals and shares which are subject to shareholder withholding or broker non-vote will have the same effect as a vote against the proposals.

The approval of the reverse stock split proposal will require the affirmative vote of the holders of a majority of the outstanding shares of Movie Star common stock on the record date. Abstentions from voting with respect to this proposal and shares which are subject to shareholder withholding or broker non-vote will have the same effect as a vote against the reverse stock split proposal.

The approval of the amended and restated 2000 performance equity plan proposal and the adjournment proposal will require the affirmative vote of the holders of a majority of the shares of Movie Star common stock represented in person or by proxy and entitled to vote at the special meeting. Abstentions from voting with respect to these proposals and shares which are subject to shareholder withholding or broker non-vote will not be counted in determining the number of votes required for a majority and will therefore have no effect on such vote.

Directors are elected by a plurality. "Plurality" means that the individuals who receive the highest number of votes cast "FOR" election are elected as directors. Any shares not voted "FOR" a particular nominee (whether as a result of abstentions, a direction to withhold authority or a broker non-vote) will not be counted in the nominee's favor.

The approval of the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal and the preferred stock proposal are conditions to the consummation of the merger. The approval of the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal and the director election proposal are not conditions to the consummation of the merger, but are being proposed in connection with the merger and will not be presented at the meeting for a vote if the proposals that are conditions to the merger are not approved. If any of the stock issuance proposal or the increase of authorized common stock proposal is not approved, we cannot effect the merger or the other transactions contemplated by the merger agreement. If any of the name change proposal or the preferred stock proposal is not approved, absent a waiver by FOH Holdings and us, we cannot effect the merger or the other transactions contemplated by the merger agreement.

### Voting Your Shares

Each share of Movie Star common stock that you own in your name entitles you to one vote. Your proxy card shows the number of shares of our common stock that you own.

There are two ways to vote your shares of Movie Star common stock at the special meeting:

- You can vote by signing and returning the enclosed proxy card. If you vote by proxy card, your "proxy," whose name is listed on the proxy card, will vote your shares as you instruct on the proxy card. If you sign and return the proxy card but do not give instructions on how to vote your shares, your shares will be voted as recommended by our board "FOR" the approval of the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal, the amended and restated 2000 performance equity plan

proposal, the persons nominated by Movie Star's current board for election as directors and, if necessary, the adjournment proposal. Votes received after a matter has been voted upon at the special meeting will not be counted.

- You can attend the special meeting and vote in person. We will give you a ballot when you arrive. However, if your shares are held in the name of your broker, bank or another nominee, you must get a proxy from the broker, bank or other nominee. That is the only way we can be sure that the broker, bank or nominee has not already voted your shares.

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### Revoking Your Proxy

If you give a proxy, you may revoke it at any time before it is exercised by doing any one of the following:

• you may  
send another proxy card with a later date;

• you may notify  
Thomas Rende, our Chief Financial Officer, in writing before the special meeting that you have revoked your proxy;  
or  
• you  
may attend the special meeting, revoke your proxy, and vote in person, as indicated above.

### Who Can Answer Your Questions About Voting Your Shares

If you have any questions about how to vote or direct a vote in respect of your shares of our common stock, you may call Morrow & Co., Inc., our proxy solicitor, at (800) 607-0088, or Thomas Rende, our Chief Financial Officer, at (212) 798-4700.

### No Additional Matters May Be Presented at the Special Meeting

This special meeting has been called only to consider the approval of the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal, the director election proposal and the adjournment proposal. Under our by-laws, other than procedural matters incident to the conduct of the meeting, no other matters may be considered at the special meeting if they are not included in the notice of the meeting.

### Appraisal Rights

Shareholders of Movie Star do not have appraisal rights under the NYBCL in connection with the merger or the other transactions contemplated by the merger agreement.

### Proxy Solicitation Costs

We are soliciting proxies on behalf of our board of directors. This solicitation is being made by mail but also may be made by telephone or in person. We and our directors, officers and employees may also solicit proxies in person, by telephone or by other electronic means.

We have hired Morrow & Co., Inc. to assist in the proxy solicitation process. We will pay Morrow & Co., Inc. a fee of approximately \$7,500 plus expenses.

We will ask banks, brokers and other institutions, nominees and fiduciaries to forward the proxy materials to their principals and to obtain their authority to execute proxies and voting instructions. We will reimburse them for their reasonable expenses.



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### THE MERGER AND RELATED TRANSACTIONS

#### General Description

Pursuant to the merger agreement, Merger Sub, a wholly-owned subsidiary of Movie Star, will merge with and into FOH Holdings and FOH Holdings will be the surviving entity and a wholly-owned subsidiary of Movie Star. The separate corporate existence of Merger Sub will cease. Movie Star will be renamed Frederick's of Hollywood Group Inc. after completion of the merger. The holders of all the issued and outstanding shares of common stock of FOH Holdings immediately prior to the completion of the merger will initially receive approximately 23.7 million shares of Movie Star common stock. Each outstanding option to purchase shares of FOH Holdings common stock under FOH Holdings' 2003 Employee Equity Incentive Plan, whether or not exercisable, vested or unvested, will be exchanged for comparable options issued by Movie Star. Immediately after the completion of the merger and without giving effect to the rights offering to our shareholders or the issuance of options, guarantor warrants, shares of common stock that may be issued pursuant to the standby purchase agreement or shares of Series A Preferred Stock, such FOH Holdings stockholders will own approximately 60% of Movie Star's outstanding common stock (which percentage does not include the stock currently owned by TTG Apparel).

The merger is expected to be completed promptly following the Movie Star special meeting on January 23, 2008, subject to obtaining the required adoption of the stock issuance proposal and the increase of authorized common stock proposal, and the approval or waiver of the name change proposal and the preferred stock proposal and the satisfaction or waiver of certain other conditions, as discussed in greater detail below under "The Merger Agreement—Conditions to Closing of the Merger."

The merger is expected to qualify as a tax-free transaction to Movie Star under the provisions of Section 1032 of the Code as an issuance of stock in exchange for property (i.e., the stock of FOH Holdings). For a description of the material federal income tax consequences of the merger, please see the information set forth in "The Merger and Related Transactions—Material Federal Income Tax Consequences of the Merger."

#### Background of the Merger and Related Transactions

The terms of the merger agreement and other transaction agreements and documents are the result of arm's-length negotiations between representatives of Movie Star, as directed by our special committee, and FOH Holdings. The following is a brief discussion of the background of these negotiations, the merger agreement and related transactions.

From time to time we consider different opportunities to improve our competitive position in the market and to enhance value for our shareholders. In January 2004, during Michael T. Tokarz's due diligence investigation of us prior to his purchase of our shares from a former shareholder, Mr. Tokarz initiated a meeting with our management team, consisting of Melvyn Knigin, our President and Chief Executive Officer, Thomas Rende, our Chief Financial Officer, and Saul Pomerantz, our Executive Vice President and Chief Operating Officer. During this meeting, Mr. Tokarz and our management team discussed, among other things, whether we would be interested in growing our business. During the discussion, Mr. Tokarz also asked our management team members whether they knew of Frederick's of Hollywood. At this time, Mr. Tokarz was also interested in making an investment in FOH Holdings. After further reflecting on the discussion and consistent with our desire to improve our competitive position, Mr. Knigin contacted Linda LoRe, President and Chief Executive Officer of FOH Holdings, to suggest the idea of exploring a possible business combination. We and FOH Holdings began preliminary discussions regarding a possible business combination after entering into confidentiality agreements in March 2004.

In early April 2004, a meeting was held among the members of our management team; members of our board of directors, consisting of Messrs. Knigin, Rende and Pomerantz, Peter Cole, John L. Eisel, Michael Salberg and Joel Simon; members of FOH Holdings' management team, consisting of Ms. LoRe and Donald Degner, FOH Holdings' then Chief Financial Officer; members of FOH Holdings' board of directors, consisting of Jean Flecheux, Gary Kania, Milton Walters and William F. Harley; Mr. Tokarz;

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Brian Ross and Peter Ziemba of Graubard Miller (“Graubard”), our legal counsel; and Marilyn Barrett then of Van Etten Suzumoto & Becket LLP, FOH Holdings’ legal counsel, to discuss each company’s operations and prospects. During the following months, the management teams of both companies exchanged information about their respective businesses and discussed potential synergies that could be created through a business combination. On October 15, 2004, Tokarz Investments purchased approximately 12% of FOH Holdings’ outstanding common stock from an affiliate of Fursa. At a December 6, 2004 meeting of our board of directors, which Mr. Tokarz attended, Mr. Tokarz discussed his purchase of shares of FOH Holdings and, among other things, our board discussed the possible business combination with FOH Holdings. At a meeting of non-employee directors later that same day, the directors considered, among other things, obtaining a fairness opinion and considered other measures to preserve the impartiality of the board’s decision-making process. In January 2005, we engaged a boutique investment banking firm to act as our financial advisor with respect to the possible business combination with FOH Holdings. Also in January 2005, Graubard submitted to FOH Holdings a preliminary legal due diligence request list that was to be the basis of the mutual legal due diligence that was conducted by the parties during the following months. At a February 8, 2005 meeting of our board of directors, which Mr. Tokarz attended, he provided another update on the status of his negotiations to acquire additional shares of FOH Holdings.

At a March 9, 2005 meeting of our board of directors, which Mr. Tokarz attended, he informed us that Tokarz Investments had acquired control of FOH Holdings and that he and FOH Holdings would, for a period of time, be focusing primarily on FOH Holdings’ business rather than on the possible business combination with us. Nonetheless, the board discussed the timing of due diligence and directed our financial advisor to provide a review of the possible business combination. Again, the board considered measures to preserve the impartiality of the decision-making process, such as creating a special committee to handle the negotiations. During the following months, phone calls and meetings continued between the management teams of both companies and their respective legal and financial advisors, and with Mr. Tokarz, regarding the business, operations and financial projections of each company and the anticipated synergies of a combined company.

During our due diligence on FOH Holdings, we learned that Frederick’s of Hollywood and certain of its subsidiaries were subject to a class action lawsuit relating to unlawful wages and employment practices. Based on the potential liability that could arise from this type of lawsuit, our board determined on September 21, 2005 that we would not engage in further discussions with FOH Holdings relating to a possible business combination until this lawsuit was resolved.

On December 13, 2005, our board determined that it was advisable to continue the discussions with FOH Holdings regarding the possible business combination after learning of the November 2005 preliminary order to approve the settlement of the class action lawsuit. During the following months, the management teams of both companies continued with their discussions, conducted further mutual due diligence, further reviewed the synergies that could be obtained from a business combination of the two companies and continued to learn about each party’s respective business and prospects, though specific terms of a business combination had not yet been discussed.

Following the April 6, 2006 meeting of our board of directors, Peter Cole, a Movie Star director, contacted James P. Jenkins, then a FOH Holdings director, to determine whether or not FOH Holdings remained interested in pursuing a possible transaction. Following a positive response from Mr. Jenkins and in view of both companies’ desire to move the possible transaction forward, on May 10, 2006, our board of directors appointed a special committee to act on behalf of the board of directors, consisting of two directors who are not and have never been one of our officers or employees, an employee or officer of FOH Holdings or otherwise had any relationship with Mr. Tokarz and his affiliated companies. Our special committee members are Joel M. Simon and Michael A. Salberg. Our special committee was authorized, subject to the limitations of New York law, to exercise all of the powers of the board of

directors with respect to the possible transaction with FOH Holdings and any alternative transactions, including the power to select and retain legal counsel and an independent financial advisor.

On May 15, 2006, at a meeting between Mr. Jenkins and Joseph Keeney, then a consultant to FOH Holdings, and Messrs. Knigin, Rende and Pomerantz, to discuss the proposed business combination,

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Messrs. Jenkins and Keeney delivered to our management team a report by Allen & Company, FOH Holdings' financial advisor, as a basis for facilitating a discussion on relative value. The report included Allen & Company's analysis of our and FOH Holdings' business, operations, financial condition and prospects and Allen & Company's view with respect to the relative valuation of the two companies.

On May 17, 2006, FOH Holdings' board of directors appointed a committee (the "FOH Holdings special committee") to act on behalf of the FOH Holdings board of directors, consisting of Mr. Jenkins and Milton J. Walters.

On May 19, 2006, our special committee engaged Cooley Godward Kronish LLP, then known as Kronish Lieb Weiner & Hellman LLP ("Cooley"), as legal counsel. In early June 2006, our special committee interviewed several investment banking firms with a view to selecting one as its financial advisor. Following discussions with representatives of several such firms, at a special committee meeting held on June 12, 2006, attended by Cooley, our special committee selected Chanin to assist our special committee in its negotiations with FOH Holdings, to advise our special committee regarding the terms of the potential FOH Holdings transaction, as well as alternative proposals that could become available to us and to render an opinion regarding fairness in connection with any transaction. At this meeting, Cooley advised the special committee of its fiduciary duties with respect to its consideration of the potential combination with FOH Holdings and other possible transactions. At this time, we also decided to terminate our relationship with our previously retained financial advisor. As an initial matter, Chanin was directed by our special committee to analyze our business operations, financial condition and prospects, as well as those of FOH Holdings. In connection with this analysis, Chanin met with representatives of our management and representatives from FOH Holdings.

On June 30, 2006, our special committee held a meeting, attended by Cooley and Chanin, at which meeting Chanin presented its preliminary analysis of our business operations, financial condition and prospects and those of FOH Holdings. Our special committee discussed the differences between the Allen & Company analysis and the Chanin analysis. The Allen & Company analysis proposed that in a combination between us and FOH Holdings, the FOH Holdings stockholders should receive approximately 67% of the shares of the combined company and our shareholders should receive approximately 33% of the shares, whereas the preliminary Chanin analysis suggested that both higher and lower ownership percentages ranging from 23% to 64% of the shares of the combined company for our shareholders could be justified. These preliminary analyses were based on facts and circumstances that were available at the time. The final 60%/40% equity allocation fell within the range suggested by Chanin's preliminary analysis.

Between June 30, 2006 and July 31, 2006, our special committee and its legal and financial advisors and the FOH Holdings special committee and its legal advisors and Mr. Keeney met to further discuss valuation issues and related matters with regard to a proposed combination of the two companies. During this period, a number of proposals and counter-proposals were made by the parties with regard to the proper equity allocation. On July 31, 2006, Chanin delivered to Mr. Keeney a draft of a non-binding term sheet that provided for FOH Holdings' stockholders to be issued shares of our common stock in exchange for their shares of FOH Holdings, which would provide FOH Holdings' stockholders with 60% of the outstanding shares immediately after the transaction (which percentage does not include the stock currently owned by TTG Apparel). In addition, the draft non-binding term sheet provided for, among other things, the terms of a \$20 million rights offering by us to our pre-merger shareholders, to be backstopped by FOH Holdings' stockholders, and key governance issues, including certain protections for minority shareholders.

On August 3, 2006, the members of our special committee and the FOH Holdings special committee, together with their legal and financial advisors, met to discuss the terms contained in the draft preliminary non-binding term sheet. At the conclusion of this meeting, our special committee and the FOH Holdings special committee determined that

they were willing to proceed with due diligence and the negotiation of definitive transaction agreements based on the terms discussed at this meeting, which terms included the 60/40 equity allocation proposed in our non-binding term sheet.

On August 15, 2006, Mr. Simon and a representative from Chanin had an informational meeting with Messrs. Jenkins, Keeney and Tokarz and Torys LLP (“Torys”), counsel to the FOH Holdings special committee.

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In the following weeks, mutual due diligence was conducted by our management and our special committee's advisors and by the FOH Holdings special committee's advisors and FOH Holdings' management. These parties also engaged in initial negotiations of the terms of the key transaction agreements contemplated by the draft non-binding term sheet. The negotiation of the terms of the merger agreement and the other transaction agreements and documents was conducted by each company's special committee. Mr. Tokarz was from time to time provided with general status updates regarding the negotiations, but he did not participate in the negotiations of the proposed terms of the merger agreement prior to November 13, 2006.

On August 23, 2006, Cooley provided to Torys initial drafts of a merger agreement, shareholders agreement and voting agreement, and Torys provided to Cooley initial drafts of a standby purchase agreement, including the form of warrant to be issued thereunder, and a registration rights agreement. At various times through the execution of the merger agreement, Cooley and Torys, in consultation with their clients, negotiated the draft merger agreement and the other transaction agreements and related documents. These negotiations included meetings and discussions regarding, and the exchange of drafts of and comments on, these agreements and documents.

On August 29, 2006, Torys informed Cooley of several issues raised by the draft merger agreement, including that the stockholders of FOH Holdings were not willing to be responsible for indemnification obligations and that the refinancing of the indebtedness of FOH Holdings held by affiliates of Fursa must be a condition to closing of the proposed transaction. As a result of there being no initial flexibility shown by FOH Holdings on these two material issues, our special committee instructed its advisors to suspend all work relating to the proposed transaction until further notice. These issues were further discussed telephonically by Mr. Simon with Messrs. Jenkins and Keeney between September 2 and September 5, 2006. As a result of these discussions and the progress made, including the parties' agreement to include a share escrow to address the indemnity issues and to continue discussing the debt refinancing issues, our special committee instructed its counsel and advisors to recommence their work on September 5, 2006.

Between September 5, 2006 and October 3, 2006, our special committee and its counsel and advisors and the FOH Holdings special committee and its counsel and advisors had numerous phone calls and meetings to discuss various outstanding issues in the draft merger agreement and the other transaction agreements and related documents.

On September 19, 2006, at a meeting of our board of directors, the members of our special committee, together with Cooley and Chanin, provided an update to the full board on the status of the negotiations with FOH Holdings.

On October 3, 2006, our special committee, Cooley, Chanin, Mahoney Cohen & Company, CPA, P.C., our independent registered public accounting firm ("Mahoney Cohen"), Mr. Rende, the FOH Holdings special committee, Mr. Keeney and Torys met to discuss open business issues.

On October 10, 2006, our special committee, Cooley, Chanin, Mahoney Cohen, Mr. Rende, the FOH Holdings special committee, Mr. Keeney and Torys met again to further discuss certain open matters, but did not resolve any of these matters.

On October 24, 2006, Mr. Simon and Mr. Jenkins met to discuss unresolved business issues.

On October 25, 2006, at our special committee meeting at which Cooley, Chanin and Mr. Rende were present, our special committee discussed a comprehensive package proposal to resolve the material outstanding issues between the parties. Later that day, Mr. Simon delivered to the FOH Holdings special committee and its counsel and advisors a document summarizing this proposal, which included the following terms: (i) the establishment of an escrow account

that would hold 20% of the shares of Movie Star common stock to be received by the FOH Holdings stockholders in connection with the proposed transaction to cover indemnification obligations; (ii) a backstop fee to the rights offering standby purchasers in the form of warrants in an amount equal to 10.5% of the shares to be issued in the rights offering; (iii) representations and warranties of the standby purchasers in the standby purchase agreement with respect to availability of funds to backstop the rights offering; (iv) more limited exceptions to FOH Holdings' representations and warranties in the merger agreement than those previously proposed by the FOH Holdings special committee; (v) covenants of the FOH Holdings stockholders regarding non-solicitation of alternative transactions and non-transfer of their shares between signing and consummation

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of the merger; (vi) arbitration as the sole dispute resolution mechanism to handle indemnification claims and disbursements under the escrow; and (vii) certain provisions relating to the registration rights to be granted to the FOH Holdings stockholders.

On October 27, 2006, the FOH Holdings special committee delivered a written counterproposal that, in substance, rejected the proposals presented on October 25, 2006 by our special committee. FOH Holdings' counterproposal also indicated that if we found FOH Holdings' proposed terms unacceptable, further discussions regarding a proposed transaction should be terminated.

On October 30, 2006, at a meeting of our board of directors, the members of our special committee, together with Cooley and Chanin, provided an update to the full board on the status of the negotiations with FOH Holdings, including the October 25 proposal made by our special committee and FOH Holdings' October 27 counterproposal. No decisions were made at this meeting.

On October 31, 2006, our special committee met with Cooley and Chanin to further discuss FOH Holdings' October 27 counterproposal and possible alternatives. Taking into account a number of factors, including the input from our full board of directors and FOH Holdings' suggestion that negotiations be terminated if our special committee found the October 27 counterproposal unacceptable, our special committee determined to recommend to our board of directors that negotiations be terminated, subject to being re-opened if FOH Holdings would be willing to pursue a transaction on substantially the same terms included in our special committee's October 25 proposal. At a November 2, 2006 meeting of our board of directors, the board followed our special committee's recommendation to terminate negotiations and directed Mr. Simon to inform the FOH Holdings special committee of our board's decision. Following the conclusion of this meeting, Mr. Simon left messages for Messrs. Jenkins and Keeney regarding our board's determination. On November 2, 2006, Mr. Simon also provided Mr. Tokarz with copies of our special committee's October 25 proposal, FOH Holdings' October 27 counterproposal and an update regarding the termination of negotiations.

Mr. Keeney contacted Mr. Simon several times over the course of the day on November 2, 2006 after learning of our decision to terminate negotiations and requested a meeting for the next day. On November 3, 2006, Messrs. Jenkins and Keeney met with Messrs. Simon and Salberg, at which meeting, among other things, Messrs. Jenkins and Keeney asked further questions about our special committee's October 25 proposal. On November 6, 2006, the FOH Holdings special committee submitted a new proposal in writing to our special committee that reflected many of the terms included in our special committee's October 25 proposal. The new proposal included that: (i) FOH Holdings agreed to the 20% escrow of its stockholders' merger consideration so long as it was used to cover all indemnification claims under the merger agreement; (ii) with regard to certain state sales tax issues: (A) any retroactive liability for state sales tax matters would be included under the 20% escrow and (B) the parties would agree to extend the indemnification period for an additional six months if a liability was recorded on the balance sheet, but no claim was made or was still pending during the initial 18-month period; (iii) we would only have to contribute shares of our common stock in an amount equal to 7.5% of our outstanding shares into escrow; and (iv) the convertible preferred stock would have a \$1.00 conversion price. In addition, this proposal accepted substantially all other proposals our special committee made on October 25, 2006.

On November 8, 2006, our special committee, Cooley, Chanin, Mahoney Cohen and Mr. Rende held a teleconference with the FOH Holdings special committee, Mr. Keeney and Torys to discuss FOH Holdings' November 6 proposal. Although further work was needed with regard to certain matters, in light of the substantial movement by the FOH Holdings special committee towards our special committee's October 25 proposal, on November 13, 2006, our special committee determined that there was a sufficient basis to re-start formal negotiations with FOH Holdings and directed

its counsel and advisors to pursue resolving the open matters.

On November 14, 2006, we filed our quarterly report on Form 10-Q for the quarter ended September 30, 2006. In this filing and in a press release discussing our quarterly earnings, we disclosed that our selling, general and administrative expenses had increased substantially as a result of professional fees incurred due to our continuing exploration of our strategic alternatives to maximize shareholder value, including discussions with a private apparel company with respect to a possible combination of the companies. We also disclosed that we had formed our special committee to consider this transaction and

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our strategic alternatives and that the special committee had retained Chanin and legal counsel. Also on November 14, 2006, TTG Apparel filed an amendment to its Schedule 13D disclosing that it and Mr. Tokarz intended to consider a proposal for a possible combination between us and a private apparel company, the majority of the shares of which are indirectly owned by Mr. Tokarz. After the filing of our Form 10-Q and press release and TTG Apparel's amendment to its Schedule 13D, our special committee held discussions with Cooley and Chanin regarding a process that Chanin could implement on our behalf to solicit third party interest in a transaction alternative to the proposed transaction with FOH Holdings. At the direction of our special committee, Chanin actively solicited interest from 11 prospective parties concerning alternative transactions and also responded to all unsolicited calls. These parties were selected following discussions among our management, board, special committee and Chanin. Eight of the selected parties were potential strategic partners generally engaged in apparel manufacturing and/or apparel retailing. These parties were selected based on a number of factors, including their size, lines of business and history of making acquisitions. Of the eight potential strategic partners contacted, none requested a confidentiality agreement. The remaining three parties were financial sponsors with portfolio companies similar to our company or that had previously expressed an interest in the acquisition of apparel companies. Of the three financial buyers contacted, only two of the parties requested a confidentiality agreement, and only one of these parties executed the agreement and subsequently received an information package. None of the parties contacted, or any other third party, proposed an alternative transaction.

Between November 13 and December 14, 2006, while continuing the mutual due diligence reviews, our management and our special committee and its advisors, FOH Holdings' management, the FOH Holdings special committee and its advisors and Mr. Tokarz and his advisors negotiated the final terms of the merger agreement and the other transaction agreements and related documents and worked towards resolving the open matters that were then outstanding.

On December 14, 2006, our special committee held a meeting attended by Cooley and Chanin. During this meeting, Cooley provided an update to our special committee on its due diligence review of FOH Holdings and reviewed certain other legal matters including the terms of the merger agreement and the other transaction agreements and documents, drafts of which had been circulated to our special committee prior to the meeting. Cooley also reviewed the fiduciary duties of the members of our special committee in the context of the proposed transaction. Chanin then provided a presentation on the financial terms of the proposed transaction and its preliminary financial analysis, which presentation was an abbreviated version of Chanin's fairness opinion presentation that was delivered by Chanin on December 18, 2006.

On December 15, 2006, our board of directors held a meeting attended by Cooley, Chanin and Graubard, during which the members of our special committee reported to the board on the status of the proposed transaction with FOH Holdings. Also during this meeting, Cooley provided an update on its due diligence review of FOH Holdings and reviewed certain other legal matters, including the terms of the merger agreement and the other transaction agreements and documents, drafts of which had been circulated to the board of directors prior to the meeting, Graubard reviewed the fiduciary duties of the members of the board of directors in the context of the proposed transaction and Chanin provided its abbreviated fairness opinion presentation on the financial terms of the proposed transaction and its preliminary financial analysis.

On December 18, 2006, our special committee held a meeting, attended by Cooley and Chanin, to receive a final update on the status of the merger agreement and the other transaction agreements and documents and a final update on legal due diligence. In addition, Chanin discussed the written materials that accompanied its opinion and delivered its opinion, subsequently confirmed in writing, that the merger consideration to be paid to FOH Holdings' stockholders was fair, from a financial point of view, to our shareholders. After careful consideration, our special committee unanimously determined that the proposed transactions were fair to, and in the best interest of, our shareholders and

approved the merger agreement and the other transactions agreements and documents contemplated thereby and the recommendation of the proposed transaction for approval by our board of directors. Following our special committee meeting, our full board of directors met. At this meeting, Cooley provided a final update on the status of the merger agreement and the other transaction agreements and documents and a final

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update on legal due diligence, and Chanin discussed the written materials that accompanied its opinion and confirmed the fairness opinion it had provided to our special committee. After careful consideration, the board of directors unanimously determined that the proposed transactions were fair to, and in the best interest of, our shareholders and approved the merger agreement and the other transactions agreements and documents contemplated thereby and the recommendations to our shareholders of proposals included in this proxy statement.

On the morning of December 19, 2006, we and FOH Holdings issued a joint press release announcing the transaction.

On February 1, 2007, we sent a letter to FOH Holdings, notifying FOH Holdings of its breach of its obligation under the merger agreement to deliver to us and Merger Sub by January 31, 2007, FOH Holdings' fiscal 2006 audited financial statements together with an unqualified audit report from Deloitte & Touche LLP and expressly reserving our rights under the merger agreement and applicable law, including our right to terminate the merger agreement and abandon the merger at any time prior to the effective time as a result of such breach.

On March 29, 2007, at FOH Holdings' request, we granted our consent under the merger agreement (i) to permit FOH Holdings to grant to certain of its employees options to purchase an aggregate of 4,500 shares of FOH Holdings common stock, which, after the merger, will be exercisable for 80,151 shares of Movie Star common stock pursuant to the merger agreement and (ii) to settle a class action lawsuit relating to consumer privacy in credit card transactions.

On April 5, 2007, at our request, FOH Holdings granted its consent under the merger agreement to permit us to enter into a consulting agreement with Performance Enhancement Partners and agreed to reimburse us for certain fees to be paid to the consultant pursuant to such consulting agreement under certain circumstances.

On April 9, 2007, we entered into a consulting agreement with Performance Enhancement Partners, LLC, pursuant to which the consultant provides us with the personal services of Peter Cole, a current member of our board of directors and the sole member of Performance Enhancement Partners, LLC. The consulting agreement provides for Mr. Cole to act as the lead member of our board of directors to facilitate the timely and successful completion of the merger, the rights offering and other transactions contemplated by the merger agreement. In this capacity, Mr. Cole meets regularly with management of both Movie Star and FOH Holdings, manages filing deadlines and assists in the review of documents and other materials in connection with the filing and mailing of this proxy statement and other materials relating to the rights offering, organizes conference calls and drafting sessions and interfaces continuously with counsel for both companies and special committees with respect to maintaining such deadlines.

On June 8, 2007, we entered into an amendment to the merger agreement with FOH Holdings and Merger Sub, pursuant to which the parties agreed to, among other things, extend the termination date under the merger agreement from September 1, 2007 to December 31, 2007 and amend the form of our amended and restated certificate of incorporation to authorize the issuance of up to 10,000,000 shares of preferred stock, \$.01 par value per share.

On October 23, 2007, at FOH Holdings' request, we granted our consent under the merger agreement to (i) the employment of Gary Marcotte as chief operating officer of FOH Holdings, (ii) the grant by FOH Holdings to certain of its employees of options to purchase an aggregate of 10,500 shares of FOH Holdings common stock, which, after the merger, will be exercisable for 187,019 shares of Movie Star common stock pursuant to the merger agreement and (iii) the extension of the option exercise period under the stock option agreement of a FOH Holdings consultant to April 30, 2008.

On October 29, 2007, at our request, FOH Holdings granted its consent under the merger agreement to permit us to enter into a lease agreement for a new facility in the Philippines to replace our current leased facility there and

purchase equipment to be used in connection with the operations of the leased premises. We are currently in the process of negotiating the final terms of the lease agreement.

On November 27, 2007, we entered into an amendment to the merger agreement and consent with FOH Holdings and Merger Sub, pursuant to which the parties, among other things, agreed to extend the

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termination date under the merger agreement from December 31, 2007 to February 15, 2008 and consented to (i) an amendment to our bylaws, (ii) the establishment of the rights offering period, which will commence on December 3, 2007 and remain open through 5:00 p.m., Eastern Time, on January 16, 2008 (or as otherwise agreed by us and FOH Holdings without any further consent required by the standby purchasers) and (iii) the clarification that the closing of the rights offering will occur at such time as the conditions to the filing of the certificate of merger, other than the actual delivery of the various closing documents, have been satisfied or waived and our acceptance of subscriptions, which would occur immediately prior to the merger (and prior to any reverse stock split effected in connection with the merger).

On November 28, 2007, we waived our right to terminate the merger agreement and abandon the merger at any time prior to the effective time solely as a result of FOH Holdings’ breach of its obligation to deliver to us and Merger Sub by January 31, 2007, FOH Holdings’ fiscal 2006 audited financial statements together with an unqualified audit report from Deloitte & Touche LLP.

Reasons for the Recommendations of our Special Committee and Board of Directors

Our special committee, acting with the advice and assistance of its legal counsel and financial advisor, and in consultation with members of our senior management, evaluated and negotiated the terms and conditions of the merger agreement and other transaction agreements and documents. Our special committee unanimously determined that the transactions were fair to, and in the best interest of, our shareholders and approved the merger agreement and the transactions, agreements and documents contemplated thereby and the recommendation of the proposed transaction for approval by our board of directors. Acting on the unanimous recommendation of our special committee, our board of directors also unanimously determined that the transactions were fair to, and in the best interest of, our shareholders and approved the merger agreement and the transactions, agreements and documents contemplated thereby. Our board of directors also approved the recommendation that our shareholders approve the stock issuance proposal, the increase of authorized common stock proposal, the name change proposal, the preferred stock proposal, the reverse stock split proposal, the amended and restated 2000 performance equity plan proposal and the adjournment proposal and vote for the eleven nominees we are proposing for directors.

In the course of reaching their respective determinations, our special committee and board of directors considered a number of substantive factors and potential benefits of the proposed transactions, including those discussed below, each of which they believed supported their respective decisions:

- our anticipated ability as a combined entity to:
  - borrow funds and access capital markets on more favorable terms than either we or FOH Holdings could have individually;
  - increase the volume of our source purchasing thereby reducing supply costs that both we and FOH Holdings were accustomed to paying individually;
  - exercise greater control over the design, sourcing, manufacturing, distribution and sales processes, which would otherwise be more difficult to achieve by having to rely on outside third parties; and
  - expand and/or consolidate our respective distribution centers to lower overall distribution costs;
  - the potential for Movie Star to increase its supply of product to Frederick’s of Hollywood, whose need for finished goods will increase

significantly as it rolls out its 50 store expansion plan;

combined company to reduce its expenses wherever redundancies exist or where the purchasing power of a larger company can be leveraged, particularly with respect to employee benefits, insurance and travel;

- the potential for the
- Frederick's of

Hollywood is a highly recognized brand name and acquiring the Frederick's of Hollywood name will provide us with an opportunity to increase our visibility to consumers, as well as to analysts and investors, and generate greater public interest in us;

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publicly traded specialty retailers are traditionally greater than those for apparel manufacturers;

- trading multiples for
- by combining with

FOH Holdings and entering into the retail sector, we will be better positioned to take advantage of growth in the intimate apparel and sleepwear markets;

- the continuity of

leadership through and beyond the post-merger integration period resulting from all five members of our board of directors and our current Chief Financial Officer becoming members of the initial board of directors of the combined company, and certain key members of our senior management team becoming part of the senior management team following the consummation of the merger would be expected to reduce potential complications involved in the process of consolidating functions and integrating organizations, procedures and operations due to their familiarity with the intimate apparel industry in general and our business in particular;

- the familiarity of our

special committee and board of directors with our limited ability as a domestic manufacturer and importer to expand the business without partnering with a retailer due to increasing competitive pressures relating to increased reliance on foreign manufacturing, a shrinking customer base resulting from retail consolidation, and from our larger retail customers seeking to develop their own brands and obtain intimate apparel products directly from the same or similar sources from which we obtain our products;

- the process

conducted by Chanin to seek alternative proposals to the proposed transactions revealed no interested parties; and

- the financial

presentations by Chanin, including its opinion dated December 18, 2006, stating that the merger consideration to be paid to FOH Holdings' stockholders pursuant to the merger agreement was fair to our shareholders from a financial point of view.

Our special committee and board of directors also considered the following terms of the merger agreement and other transaction agreements and documents and a number of factors related to the procedural safeguards, including those discussed below, each of which they believed supported their respective decisions:

- our

special committee is comprised solely of independent and disinterested directors who are not our employees or employees of FOH Holdings, TTG Apparel or any of its affiliated companies and who have no financial interest in the proposed transactions that is different from that of our shareholders;

- our special

committee had the ultimate authority to decide whether to proceed with the transaction or any potential alternative transaction, subject to our board of directors' approval of the resulting transaction;

- our special

committee's decisions have been informed by advice from its own legal counsel and financial advisor in evaluating, negotiating and recommending the terms of the proposed transactions and related documents;

- the results of

financial, legal and operational due diligence on FOH Holdings performed by our senior management, and the financial advisor and legal counsel to our special committee;

- the financial and

other terms and conditions of the proposed transactions and related documents were the product of arm's-length negotiations between the parties;

- the provisions of the

merger agreement allowing us, subject to certain restrictions, to furnish information and conduct negotiations with third parties who make unsolicited acquisition proposals;

merger agreement allowing us to terminate the merger agreement, under certain circumstances, in order to approve a superior acquisition proposal upon payment to FOH Holdings of a \$300,000 termination fee, plus all of FOH Holdings' and its stockholders' actual, reasonable and documented out-of-pocket expenses incurred in connection with the merger transactions;

- the provisions of the

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merger agreement allowing us to terminate the merger agreement, under certain circumstances, if FOH Holdings' audited financial statements delivered after execution of the merger agreement are delayed or contain certain changes that, in our reasonable judgment are material adverse changes, when taken as a whole, from the financial statements delivered by FOH Holdings in connection with the execution of the merger agreement;

the merger agreement that the stock issuance proposal and the increase of authorized common stock proposal be approved by the affirmative vote of at least a majority of our outstanding shares of common stock entitled to vote other than those beneficially owned by TTG Apparel and its affiliates and associates;

our bylaws that will take effect upon the consummation of the merger creating a 75% supermajority approval requirement in connection with important corporate decisions for a period of 18 months after the merger is consummated;

subject to certain exceptions, the stockholders of FOH Holdings, TTG Apparel and their respective affiliates will agree to vote their shares of common stock in favor of the election of the individuals designated to serve on the board of directors of the combined company in the manner set forth in the merger agreement and take all necessary action to maintain a board of directors consisting of these individuals (and successors) for a period of 18 months after the consummation of the merger;

subject to certain limited exceptions, the stockholders of FOH Holdings, TTG Apparel and their respective affiliates will hold the securities they receive upon consummation of the merger and not acquire more of our securities for a period of 18 months after the consummation of the merger; and

merger agreement requiring that a portion of the shares of Movie Star common stock to be received by FOH Holdings' stockholders in connection with the consummation of the merger be placed in escrow for the purpose of covering their indemnification obligations to us, subject to certain limitations and procedures.

Our special committee and board of directors also considered a number of potentially adverse factors and risks concerning the merger, the merger agreement and the other transaction agreements and documents and the transactions contemplated thereby, including those discussed below:

challenges and costs inherent in combining the operations of two companies and the substantial expenses to be incurred in connection with the merger, including the possibility that delays or difficulties in completing the integration could adversely affect the combined company's operating results and either delay or preclude the achievement of some benefits anticipated from the merger;

FOH Holdings' audited financial statements would contain material differences from the unaudited financial statements FOH Holdings delivered in connection with the execution of the merger agreement;

the combination of the two businesses could lead existing and potential competitors to consider their own business combinations, resulting in further industry consolidation, which could adversely impact the competitive environment in which the companies operate;

terminate the merger agreement under certain circumstances to approve a superior acquisition proposal, after executing the merger agreement, we are no longer allowed to initiate, solicit or encourage acquisition proposals in any manner;

the merger, as contemplated, might not be completed in a timely manner or at all;

- the merger

consideration FOH Holdings' stockholders will receive is comprised entirely of our common stock and the amount to be paid is set at a fixed ratio, therefore, its value may fluctuate in unanticipated ways and result in our paying a higher price than we originally anticipated or intended for FOH Holdings;

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agreement is terminated by one or both parties, the possible negative effect of the public announcement of such termination on our existing business relationships, sales, operating results, customers, employees and shareholders, and the resulting harm on our ability to survive on a stand-alone basis;

- if the merger

in escrow for the purpose of covering indemnification obligations to us may not be sufficient to cover all potential liabilities and any such excess could be a drain on our cash reserves;

- the shares to be put

the conduct of our business prior to the consummation of the merger, requiring us to conduct our business materially in the ordinary course and consistent with past practice, particularly in light of expectations that the merger would not be consummated for a period of months;

- the restrictions on

directors and executive officers may have conflicts of interest in connection with the merger, as they may receive benefits that are different from, and in addition to, those of our other shareholders;

- certain of our

shareholder participates in the rights offering, TTG Apparel together with Tokarz Investments will own approximately 38.8% of the outstanding common stock of the combined company, in the aggregate, after giving effect to the purchase of the unsubscribed shares in accordance with the standby purchase agreement and the issuance of the guarantor warrants as consideration for the standby purchase commitment, and Fursa will beneficially own approximately 37.9% of the outstanding common stock of Movie Star, after giving effect to the purchase of the unsubscribed shares in accordance with the standby purchase agreement, the issuance and exercise of the guarantor warrants as consideration for the standby purchase commitment and the issuance and conversion of the Series A Preferred Stock;

- if no Movie Star

management and employee disruption associated with the merger and integrating our operations with FOH Holdings, including the risk that marketing, technical and administrative personnel might not remain employed with the merged entity;

- the possibility of

possibility that the deep-rooted cultures of two very different companies—one a manufacturer and importer headquartered in New York; the other a specialty retailer headquartered in California—may not become one unified culture in a timely manner; and

- the

applicable risks associated with the combined company and the merger, including those described in the section of this proxy statement entitled “Risk Factors.”

- various other

Our special committee and board of directors considered all of the above factors in light of our historical and anticipated business, operations, financial condition, competitive positioning and business strategies and our growth opportunities and prospects.

The foregoing discussion of the information and factors considered by our special committee and board of directors includes all material information and factors considered by our special committee and board of directors in making their decisions. After taking into account all of the information and factors set forth above, as well as others, our special committee and board of directors determined that the benefits of the proposed transaction with FOH Holdings outweigh the risks and that entering into the merger agreement and other transactions, agreements and documents contemplated thereby are advisable and in our best interests and the best interests of our shareholders. In view of the wide variety of factors, both positive and negative, considered by our special committee and board of directors, neither consider it practical to, nor did either attempt to, quantify, rank or otherwise seek to assign relative weights to the specific factors that it considered in reaching its determination that the merger, the merger agreement and the transactions, agreements and documents contemplated thereby are advisable and in the best interests of our

shareholders. Rather, these decisions should be viewed as being based upon the judgment of the members of our special committee and board of directors, in light of the totality of the information presented and considered, including the knowledge of the members of our special committee and board of directors of our business, financial condition and prospects and the advice of Chanin and legal counsel. In considering the factors described above, individual members of our special committee and board of directors may have focused on different factors and may have applied different analyses to each of the material factors considered by them.

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### Opinion of Financial Advisor to Special Committee

Our special committee retained Chanin to, among other things, assist our special committee in its negotiations with FOH Holdings and advise our special committee regarding the terms of the proposed transaction with FOH Holdings, as well as alternative proposals that could become available to us during the course of Chanin's advisory period. In the course of this engagement, our special committee requested that Chanin render an opinion regarding the fairness to our shareholders of the merger consideration to be paid to FOH Holdings' stockholders in the merger.

On December 18, 2006, Chanin delivered a written opinion to our special committee to the effect that, as of such date, the merger consideration to be paid in the proposed merger with FOH Holdings was fair, from a financial point of view, to our shareholders. Chanin presented the financial analysis underlying its opinion at meetings of our special committee on December 14, 2006 and December 18, 2006, and at meetings of the board of directors on December 15, 2006 and December 18, 2006. The presentations on December 14 and 15, 2006 were abbreviated versions of the presentation on December 18, 2006. The December 18, 2006 presentation also included the most up to date share prices for us and the other companies referenced in the materials.

The full text of the Chanin opinion, dated December 18, 2006, which sets forth the assumptions made, matters considered and limits on the review undertaken, is attached to this proxy statement as Annex C and is incorporated herein by reference. You are urged to read the opinion in its entirety.

The Chanin opinion is directed only to the fairness of the merger consideration to be paid by us to FOH Holdings' stockholders in the merger, from a financial point of view, as of the date of the opinion. The opinion was provided for the information and assistance of our special committee and our board of directors in connection with their consideration of the merger and the other related transactions contemplated by the merger agreement. The Chanin opinion does not constitute a recommendation to any shareholder as to how such shareholder should vote on different proposals contained in this proxy statement.

In connection with rendering its opinion, Chanin did not determine the amount of the merger consideration. The merger consideration was determined through arm's-length negotiations between our special committee and FOH Holdings. No limitations were imposed by us or Chanin with respect to the investigations made or procedures followed by Chanin in rendering its opinion.

In connection with its opinion, Chanin made certain reviews, analyses and inquiries as it deemed necessary and appropriate under the circumstances. Chanin also took into account its assessment of general economic, market and financial conditions, as well as its experience in securities and business valuation, in general, and with respect to similar transactions, in particular. Chanin's due diligence with regard to the merger included, but was not limited to, the items summarized below.

- conducted meetings with members of our and FOH Holdings' senior management teams at their respective corporate headquarters where Chanin discussed the history, current operations and future outlook for both companies;

- reviewed our financial statements and SEC filings, including our Annual Reports on Form 10-K for the years ended June 30, 2004, 2005 and 2006 and Quarterly Report on Form 10-Q for the three months ended September 30, 2006;

- reviewed FOH Holdings' audited historical financial statements for the years ended July 31, 2004 and July 30, 2005 and unaudited financial statements for the year ended July 29, 2006 and the three month period ended October 28, 2006;

FOH Holdings' financial projections for fiscal years 2007 through 2010, as well as other operating and financial information prepared by our and FOH Holdings' respective management teams;

- reviewed our and
- reviewed drafts as

of December 15, 2006 of the merger agreement, stockholders agreement, form of shareholders agreement, form of registration rights agreement, rights offering term sheet, standby purchase agreement, form of guarantor warrant, form of escrow agreement and voting agreement;

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historical trading price and trading volume of our common stock;

- analyzed the
- reviewed certain

publicly available financial, operating and stock market data concerning certain companies engaged in businesses Chanin deemed reasonably similar to FOH Holdings;

- reviewed the
- performed such

financial terms of certain recent business combinations Chanin deemed relevant to its inquiry; and

other financial studies, analyses and investigations that Chanin deemed appropriate.

Chanin discussed with our and FOH Holdings' senior management teams (i) the past and current operating and financial condition of the respective businesses of both companies, (ii) the prospects, including estimates of future financial performance of the respective businesses of both companies and (iii) such other matters that Chanin deemed relevant.

In performing its analyses and rendering its opinion with respect to the merger, Chanin, with our consent:

- relied

upon the accuracy, completeness, and fair presentation of all information, data, advice, opinions and representations obtained from public sources or provided to it from private sources, including our and FOH's management, and did not independently verify that information;

- assumed that the

merger agreement, when executed, conformed to the drafts of such agreement that Chanin reviewed in all respects material to its analysis;

- assumed that the

proposed merger contemplated by the merger agreement would be consummated in accordance with such agreement; and

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assumed that the financial forecasts provided to Chanin by us and FOH Holdings (and the assumptions and bases underlying such information) were reasonably prepared and reflected our management's and FOH Holdings' management's best then available estimate and judgment as to our future financial performance and the future financial performance of FOH Holdings, respectively.

Chanin did not undertake any independent verification of the information provided to it by us or FOH Holdings nor did Chanin make any independent evaluation or appraisal of any of our or FOH Holdings' assets or liabilities (contingent or otherwise), nor did it make any physical inspection of our or FOH Holdings' properties or assets. With respect to the financial forecasts provided by us and FOH Holdings, Chanin expressed no view with respect to such forecasts or the assumptions on which they were based. In addition, Chanin participated in the negotiation of the exchange ratio and other terms of the merger agreement.

The Chanin opinion was necessarily based on economic, financial and market conditions as they existed and were disclosed to Chanin as of the date of its opinion. The Chanin opinion speaks only as of the date thereof, and Chanin has no responsibility to update or revise the opinion based upon events or circumstances occurring after that date.

In arriving at its opinion, Chanin was requested and authorized to solicit, and did solicit, interest from prospective parties with respect to an alternative transaction for us. At the direction of our special committee, Chanin contacted 11 parties to solicit interest in a potential transaction with us. These parties were selected following discussions among our management, the Board and Special Committee and Chanin. Eight of the selected parties were potential strategic partners generally engaged in apparel manufacturing and/or apparel retailing. These parties were selected based on a

number of factors, including their size, lines of business and history of making acquisitions. Of the eight potential strategic partners contacted, none requested a confidentiality agreement. The remaining three parties were financial sponsors with portfolio companies similar to our company or that had previously expressed an interest in the acquisition of apparel companies. Of the three financial buyers contacted, only two of the parties requested a confidentiality agreement, and only one of these parties executed the agreement and subsequently received an information package. None of the parties contacted, or any other third party, proposed an alternative transaction. Chanin reported on December 15, 2006 that no serious offers were made by any of such parties or any other third party.

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In arriving at its opinion, Chanin performed a variety of valuation, financial, and comparative analyses. No company, transaction or business used in Chanin's analyses for comparative purposes is identical to our company, FOH Holdings or the proposed transactions. The summary of the analyses as set forth below covers the material analyses Chanin performed. The preparation of a fairness opinion is a complex process that involves various determinations as to the most appropriate and relevant methods of financial analysis to be employed and the manner in which such methods will be applied to a particular set of facts and circumstances. As such, the preparation of a fairness opinion is not necessarily susceptible to partial analysis or summary description. Chanin informed us that the analyses it performed must be considered as a whole and selecting portions thereof or portions of the factors considered by it, without considering all analyses and factors, could create an incomplete view of the evaluation process underlying its opinion. As part of its financial analyses, Chanin made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond our control. Additionally, estimates of the values of businesses and securities examined do not purport to be appraisals thereof and do not necessarily reflect the prices at which such businesses or securities may be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty.

The Chanin opinion does not address, nor should it be construed to address, the relative merits of the proposed merger with FOH Holdings as compared to other transactions or alternative business strategies that may be available to us. In addition, the Chanin opinion did not in any manner address the prices at which our common stock may trade following consummation of the merger.

The Chanin opinion, including Chanin's presentation of its opinion to our special committee and our board of directors, was one of many factors that our special committee and our board of directors took into consideration in making their recommendations. Consequently, Chanin's analysis described below should not be viewed as determinative of the conclusions of our special committee or our board of directors with respect to the merger consideration.

Subject to the foregoing, the following is a summary of the material financial and comparative analyses presented by Chanin to our special committee and our board of directors in connection with the delivery of its opinion. You should understand that the order of the analyses and the results derived from these analyses described below do not represent relative importance or weight given to these analyses by Chanin. The analyses summarized below include information presented in tabular format. The tables alone do not constitute a complete description of the analyses. Considering the data in the tables below without considering the full narrative description of the analyses, as well as the methodologies underlying and the assumptions, qualifications and limitations affecting each analysis, could create a misleading or incomplete view of Chanin's analyses.

**Transaction Overview.** Based upon the merger consideration of approximately 23.7 million shares of our common stock plus the assumption of approximately \$25.9 million of FOH Holdings' net indebtedness, Chanin noted that the merger consideration implied a transaction value of approximately \$44.7 million for FOH Holdings based on our closing common stock price on November 14, 2006, the date prior to our announcement that we were exploring strategic alternatives to maximize shareholder value. Based on our closing common stock price on December 15, 2006, Chanin noted that the merger consideration implied a transaction value of approximately \$56.7 million for FOH Holdings.

For purposes of its analyses, Chanin reviewed a number of financial and operating metrics including:

- Enterprise Value – generally the value as of a specified date of the relevant company's outstanding equity securities (taking into account its outstanding warrants and other convertible securities) plus the value of its net debt (the value of its

outstanding indebtedness, preferred stock and capital lease obligations less the amount of cash on its balance sheet) as of a specified date.

• EBITDA – generally the amount of the relevant company’s earnings before interest, taxes, depreciation and amortization for a specified time period.

Unless the context indicates otherwise, enterprise values used in the selected companies analysis described below were calculated using the closing price of the common stock of the selected companies

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listed below as of December 15, 2006, and the enterprise values for the target companies used in the selected transactions analysis described below were calculated as of the announcement date of the relevant transaction based on the purchase prices paid in the selected transactions. Accordingly, this information does not necessarily reflect current or future market conditions. Estimates of 2007 revenue and EBITDA for the selected companies listed below were based on publicly available research analyst estimates for the selected companies and were calendarized to equate to our June 30, 2007 fiscal year.

Publicly Traded Companies Analysis. Chanin compared financial and operating information and ratios for FOH Holdings with the corresponding information for a selected group of publicly traded companies using publicly available information with respect to the selected group of publicly traded companies and certain financial data of FOH Holdings. Based on its experience in the specialty retail and apparel industries and without excluding any particular company from its review, Chanin selected these companies because they engage in businesses and have operating profiles reasonably similar to those of FOH Holdings. The selected companies, all of which had a market capitalization of less than \$1.0 billion were:

- Inc.
- Corp.
- Charlotte Russe Holding, Inc.
- Cache,
- Cato
- 
- Deb Shops, Inc.
- Hot
- Topic, Inc.
- Le Chateau, Inc.
- Brands, Inc.
- Maidenform
- Mother's Work, Inc.
- United
- Retail Group, Inc.

For each of the selected publicly traded companies and FOH Holdings, Chanin calculated multiples of enterprise value and considered certain financial data. The calculated multiples included:

- Enterprise Value as a multiple of net sales over the latest twelve months, or LTM;
- Enterprise Value as a multiple of projected 2007 net sales;
- Enterprise Value as a multiple of LTM, EBITDA; and
- Enterprise Value as a multiple of projected 2007 EBITDA.

Below are summary multiples for the nine selected publicly traded companies and FOH Holdings:

Enterprises Value as a Multiple of: Net Sales EBITDA(a) LTM(b) 2007P(c) LTM(b) 2007P(c) High

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1.38x	1.33x	11.1x	9.8x	Average	0.91	0.86	8.1	7.9	Median	0.81	0.79	7.3	7.7
Low	0.38	0.37	6.1	5.7	Implied FOH Holdings Statistics (November 14, 2006)						0.31x	0.32x	
8.2x	8.1x	Implied FOH Holdings Statistics (December 15, 2006)						0.40x	0.41x	10.5x	10.3x		

(a)

Adjusted to exclude non-recurring, one-time items and include stock-based compensation. (b) LTM represents the Latest Twelve-Month period ending October 31, 2006. (c) Wall Street research analyst estimates calendarized to a June 30, 2007 year end.

Enterprise value as a multiple of LTM net sales ranged from 0.38x to 1.38x. Chanin noted that the implied multiples of the merger consideration to be paid to FOH Holdings based on our closing stock

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prices as of November 14, 2006 and December 15, 2006, were at or below the range suggested by the enterprise value to LTM net sales multiples in the publicly traded companies analysis. Enterprise value as a multiple of projected 2007 net sales ranged from 0.37x to 1.33x. Chanin noted that the implied multiples of the merger consideration to be paid to FOH Holdings based on our closing stock prices as of November 14, 2006 and December 15, 2006, were at or below the range suggested by the enterprise to projected 2007 net sales multiples in the publicly traded companies analysis.

Enterprise value as a multiple of LTM EBITDA ranged from 6.1x to 11.1x. Chanin noted that the implied multiples of the merger consideration to be paid to FOH Holdings based on our closing stock prices as of November 14, 2006 and December 15, 2006, were in the middle to high end of the range suggested by the enterprise value to LTM EBITDA multiples in the publicly traded companies analysis. Enterprise value as a multiple of projected 2007 EBITDA ranged from 5.7x to 9.8x. Chanin noted that the implied multiples of the merger consideration to be paid to FOH Holdings based on our closing stock prices as of November 14, 2006 and December 15, 2006, were in the middle to high end of the range suggested by the enterprise value to projected 2007 EBITDA multiples in the publicly traded companies analysis.

**Precedent Transaction Analysis.** Chanin conducted a precedent transaction analysis to assess how other transactions with an aggregate purchase price of less than \$1.0 billion were valued within the specialty retail and apparel industries. Without excluding any particular transaction from its review and using publicly available information, Chanin reviewed information relating to the following selected acquisitions and announced offers to acquire, which Chanin deemed relevant to arriving at its opinion:

- the then pending acquisition of La Senza Corp. by Limited Brands, Inc. for \$694.6 million;
- the pending acquisition of Eddie Bauer Holdings, Inc. by Sun Capital Partners and Golden Gate Capital for \$283.2 million;
- the acquisition of J. Jill Group, Inc. by Talbots, Inc. for \$ 519.7 million;
- the acquisition of OshKosh B'Gosh, Inc. by William Carter Co. for \$ 312.2 million;
- the acquisition of Maurices Incorporated by Dress Barn, Inc. for \$328.6 million;
- the acquisition of Barneys New York, Inc. by Jones Apparel Group, Inc. for \$289.4 million;
- the acquisition of Ben Sherman Limited by Oxford Industries, Inc. for \$146.0 million;
- the acquisition of Vans, Inc. by VF Corp. for \$396.0 million;
- the acquisition of Loehmanns Holdings, Inc. by Arcapita, Inc. for \$178.1 million;
- the acquisition of Hat World Corporation by Genesco, Inc. for \$177.4 million;
- the acquisition of Elder Beerman Stores Corp. by Bon-Ton Stores, Inc. for \$97.7 million; and
- the acquisition of The White House, Inc. by Chico's FAS, Inc. for \$90.2 million.

For each of the selected precedent transactions, Chanin calculated multiples of enterprise value and considered certain financial data for each target company in each transaction. The calculated multiples included:

- Enterprise Value as a multiple of LTM, net sales; and
- Enterprise Value as a multiple of LTM, EBITDA.



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Below are summary multiples and statistics for the selected precedent transactions:

Enterprises Value as a

Multiple of: LTM Net

Sales LTM

EBITDA(a)	High	1.45x	17.9x	Average	0.85	9.7	Median	0.89	9.0	Low	0.30
5.9	Implied FOH Holdings Statistics (November 14, 2006)					0.31x	8.2x	Implied FOH Holdings Statistics (December 15, 2006)			
		0.40x	10.5x								

(a)

Adjusted to exclude non-recurring, one-time items.

Enterprise value as a multiple of LTM net sales ranged from 0.30x to 1.45x. Chanin noted that the implied multiples of the merger consideration to be paid to FOH Holdings based on our closing stock prices as of November 14, 2006 and December 15, 2006 were at or below the range suggested by the enterprise value to LTM net sales multiples in the precedent transactions analysis.

Enterprise value as a multiple of LTM EBITDA ranged from 5.9x to 17.9x. Chanin noted that the implied multiples of the merger consideration to be paid to FOH Holdings based on our closing stock prices as of November 14, 2006 and December 15, 2006 were within the range suggested by the enterprise value to LTM EBITDA multiples in the precedent transactions analysis.

The selected publicly traded companies and the acquired entities in the precedent transactions identified above were selected for comparative purposes only. None of these entities is identical to FOH Holdings, and none of the comparable transactions reviewed is identical to the proposed transaction. Accordingly, a complete valuation analysis cannot be limited to a quantitative review of selected comparable companies; rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the comparable companies and other factors that could affect the public trading value of the comparable company or companies to which they are being compared.

**Discounted Cash Flow Analysis.** Chanin performed a discounted cash flow analysis by calculating the net present value of the unlevered, after-tax debt free cash flows of FOH Holdings to determine a range of values for FOH Holdings. The forecasted financial information used in the discounted cash flow analysis was based on projections provided by FOH Holdings' management team and included the data set forth in the table below. The inclusion of this information should not be regarded as an indication that Movie Star, our board of directors, Chanin or any other recipient of this information considers this information to be necessarily predictive of actual future results.

Neither FOH Holdings nor Movie Star as a matter of course makes public projections. However, non-public EBITDA and other related projections for 2007 through 2010 were made available to Chanin in connection with its evaluation of the merger. These projections, which were used solely in connection with the rendering of Chanin's opinion with respect to the merger, were only estimates based on information available to FOH Holdings at the time they were made and based on reasonable assumptions made about such information. The EBITDA and other related projections were not prepared with a view toward public disclosure or toward complying with generally accepted accounting principles, which we refer to as GAAP, the published guidelines of the SEC regarding projections and the use of non GAAP measures or the guidelines established by the American Institute of Certified Public Accountants for

preparation and presentation of prospective financial information. The summary of these projections is included only to provide the reader of this proxy statement with background information about the data considered by Movie Star and its board of directors in connection with their evaluation of FOH Holdings and its operations. Investors should not rely on these projections as estimates of future results of FOH Holdings or the combined company following the consummation of the merger and should not place undue reliance on these projections when evaluating the proposals to be presented at the special meeting of Movie Star's shareholders.

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Neither our nor FOH Holdings' independent registered public accounting firm, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and they assume no responsibility for, and disclaim any association with, the prospective financial information.

No one has made or makes any representation to any shareholder or anyone else regarding the information included in the projections set forth below. We have not updated and do not intend to update, or otherwise revise the EBITDA and other related projections to reflect circumstances existing after the date when made or to reflect the occurrence of future events. See "Forward-Looking Statements."

(Dollars in millions) Projected Fiscal Years Ending July 31, Stub													
2007P(a)	2008P	2009P	2010P	EBITDA	\$ 0.8	\$ 6.6	\$ 8.5	\$ 10.9	EBIT	(1.1)	4.0	5.8	8.1
Tax-adjusted EBIT	(0.7)	2.4	3.5	4.9	Adjustments(b)	3.2	(0.2)	1.2	0.9	Unlevered Free			
Cash Flow	\$ 2.5	\$ 2.2	\$ 4.7	\$ 5.8									

(a) Stub

period represents the months January through July 2007. (b) Adjustments are comprised of capital expenditures, decreases and increases in net working capital and depreciation and amortization.

All cash flows were discounted to December 31, 2006 and terminal values were based upon estimated 2010 calendar year EBITDA multiples. Chanin calculated FOH Holdings' terminal value by multiplying FOH Holdings' 2010 projected EBITDA by terminal EBITDA multiples implied from the Publicly Traded Companies Analysis and the Precedent Transaction Analysis, ranging from 7.5x to 8.5x, which approximated the median multiples implied by those analyses. Chanin utilized discount rates ranging from 16.5% to 18.5% to calculate the present value of the projected unlevered future cash flows and terminal value of FOH Holdings. The discount rate was determined based on the estimated cost of capital of FOH Holdings using the Capital Asset Pricing Model and metrics derived from the Publicly Traded Companies Analysis. This analysis resulted in a range of implied enterprise values for FOH Holdings of \$54.5 million to \$64.0 million. Chanin noted that the merger consideration of \$44.7 million, based on our closing common stock price on November 14, 2006, and of \$56.7 million based on our closing common stock price on December 15, 2006, was below or at the lower end of the range implied by its Discounted Cash Flow analysis.

**Contribution Analysis.** Chanin utilized historical financial results and the financial projections of our management and the historical financial results and the financial projections of FOH Holdings' management in order to compare the pro forma ownership of the combined company following the proposed merger to the pro forma contributions by each of FOH Holdings and us based upon historical and projected net sales and EBITDA. Chanin compared the pro forma contributions of net sales and EBITDA to the implied consideration in the transaction on a fully diluted equity basis and enterprise basis as of November 14, 2006 (the date we announced that we were exploring a possible combination with a private apparel company) and December 15, 2006.

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The following table indicates the relative contribution by us and FOH Holdings to the combined company based on financial data provided by FOH Holdings and our management teams, respectively.

Implied Consideration										
in the Proposed Transaction		Historical		Projected		Fully Diluted				
Equity Value(b)	Enterprise Value	2004	2005	2006	LTM(a)	2007P	11/14/2006	12/15/2006	11/14/2006	
12/15/2006 Net Sales Contribution								FOH Holdings	71.6 %	68.3 %
72.9 %	71.6 %	66.9 %	59.7 %	59.1 %	68.2 %	65.8 %	Movie Star	28.4 %	31.7 %	
27.1 %	28.4 %	33.1 %	40.3 %	40.9 %	31.8 %	34.2 %	EBITDA Contribution(c)			
FOH Holdings				87.6 %	NM	100.0 %	100.0 %	64.3 %	59.7 %	59.1 %
Movie Star				12.4 %	NM	0.0 %	0.0 %	35.7 %	40.3 %	40.9 %
31.8 %	34.2 %									

(a)

Represents the latest twelve-month period ending September 30, 2006 and October 31, 2006 for Movie Star and FOH Holdings, respectively. (b) Calculated pursuant to the treasury stock method. (c) Our 2006 and LTM EBITDA is negative. Analysis assumes our 2006 and LTM EBITDA contribution is \$0.0.

In the net sales contribution comparison, FOH Holdings' contribution to net sales ranged from 66.9% to 72.9%. Chanin noted that the merger consideration implied an equity ownership for FOH Holdings below this range and an enterprise value contribution for FOH Holdings at the low end of this range. In the EBITDA contribution comparison, FOH Holdings' contribution to EBITDA ranged from 64.3% to 100.0%. Chanin noted that the merger consideration implied an equity ownership for FOH Holdings below this range and an enterprise value contribution at the low end of this range.

Our special committee selected Chanin to serve as its financial advisor and to provide a fairness opinion in connection with the proposed merger because Chanin is a nationally recognized investment banking firm with experience and expertise in transactions similar to the proposed merger and regularly engages in the valuation of businesses and securities in connection with merger and acquisition transactions. Pursuant to an engagement letter, Chanin has received a fee of \$350,000 for its financial advisory services in connection with the merger and related transactions, \$250,000 having been paid in connection with the delivery of its opinion. No additional fees are payable to Chanin in connection with the proposed merger and none of Chanin's fees are contingent upon the completion of the merger. In addition, the engagement letter with Chanin provides that we will reimburse Chanin for its out-of-pocket and incidental expenses and will indemnify Chanin and related persons against certain liabilities arising out of or in connection with advice or services rendered pursuant to the engagement letter and the transactions contemplated thereby.

## Interests of Movie Star Directors and Officers in the Merger and Related Transactions

When you consider the recommendation of Movie Star's board of directors in favor of the proposals included in this proxy statement, you should be aware that certain of Movie Star's directors and officers have agreements or arrangements that provide them with interests in the merger and the related transactions that differ from, or are in addition to, your interests as a shareholder generally. Except as set forth below, Movie Star's directors and officers will not receive any compensation or benefits as a result of the merger and related transactions.

• On April

9, 2007, we entered into a consulting agreement with Performance Enhancement Partners, LLC, pursuant to which Performance Enhancement Partners provides us with the personal services of Peter Cole, a current member of our board of directors and the sole member of Performance Enhancement Partners, to (i) act as the lead member of our board to facilitate the timely and successful completion of the merger, the rights offering and other transactions contemplated by the merger agreement and (ii) serve as the Executive Chairman of the combined company following the closing of the merger until July 26, 2008. We have the option to extend the consulting agreement for up to two additional six-month periods. The consulting

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agreement provides for Performance Enhancement Partners to receive a base consulting fee at the annual rate of \$400,000, payable in four equal quarterly installments in arrears, the first payment having been made on April 12, 2007. For the year ending July 26, 2008, Performance Enhancement Partners will be entitled to receive an additional consulting fee of a minimum of \$100,000 in accordance with the terms of a bonus plan expected to be adopted by the compensation committee following the closing of the merger. Mr. Cole is required to devote substantially all of his business time, energies and attention to the business and affairs of Movie Star (and the combined company following the merger) in the performance of his duties under the consulting agreement.

On the closing date of the merger, we will (i) issue to Performance Enhancement Partners 100,000 shares of our common stock under the 2000 Performance Equity Plan and (ii) grant to Performance Enhancement Partners a five-year option to purchase 275,000 shares of our common stock under the 2000 Performance Equity Plan at an exercise price equal to the last sale price of our common stock on the closing date of the merger. 175,000 of the shares underlying the option will vest on the date of grant and 100,000 shares will vest on July 26, 2008. We also will grant to Performance Enhancement Partners under the 2000 Performance Equity Plan five-year non-qualified options to purchase an aggregate of 100,000 shares of our common stock, with each grant of 50,000 shares to be made on the commencement date of each six-month extension period, if applicable, at an exercise price equal to the last sale price of our common stock on the date of grant. Each grant of 50,000 shares will vest on the six-month anniversary of the commencement date of the applicable extension period. In order to issue the shares of common stock and grant the stock options to Performance Enhancement Partners in accordance with the terms of the consulting agreement, the 2000 Performance Equity Plan must be amended to increase the number of shares available for issuance thereunder, which amendment will require shareholder approval, which is being sought at the special meeting. See “Amended and Restated 2000 Performance Equity Plan Proposal.”

The consulting agreement provides that if the merger agreement is terminated or Performance Enhancement Partners terminates the consulting agreement for “Good Reason” (as defined in the consulting agreement) prior to the closing of the merger, we will pay Performance Enhancement Partners the base consulting fee through September 30, 2007, net of any additional consulting fee awarded and paid to Performance Enhancement Partners for the year ending July 28, 2007. The consulting agreement also provides that if, following the closing of the merger, we terminate Performance Enhancement Partners without “Cause” or Performance Enhancement Partners terminates the consulting agreement for “Good Reason”, we will pay to Performance Enhancement Partners the base consulting fee through July 26, 2008 or the end of the applicable extension period, as the case may be, and any additional consulting fee which would have become payable under the consulting agreement for the year ending July 26, 2008 or the applicable extension period, as the case may be. Additionally, options that have been granted but not yet vested will immediately vest upon such termination.

Additionally, FOH Holdings has agreed that if the merger agreement is terminated for any reason other than by FOH Holdings as a result of an Adverse Recommendation Change (as defined below in “The Merger Agreement—Restrictions on Solicitations of Other Offers Concerning Movie Star”), a Parent Acquisition Proposal (as defined below in “The Merger Agreement—Restrictions on Solicitations of Other Offers Concerning Movie Star”) or certain breaches of representations, warranties, covenants or agreements made by us or Merger Sub, as more fully described below in “The Merger Agreement—Termination,” FOH Holdings will reimburse us for one half of the base consulting fee paid to Performance Enhancement Partners (or earned and previously unpaid to Performance Enhancement Partners) under the consulting agreement prior to such termination.



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• Following the closing of the merger, Thomas Rende, Movie Star's current Chief Financial Officer, will become the Chief Financial Officer of the combined company. Accordingly, we intend to enter into a new employment agreement with Mr. Rende to become effective upon the closing of the merger. We are in negotiation with Mr. Rende regarding the terms of his new employment agreement.

• Saul Pomerantz, Chief Operating Officer of Movie Star, and Thomas Rende, Chief Financial Officer of Movie Star, who were directors of Movie Star at the time we entered into the merger agreement, hold certain options to purchase 280,000 and 105,000 shares of Movie Star common stock, respectively. These options are fully vested and exercisable. Pursuant to the terms of their respective option agreements, in the event of any merger, reorganization, consolidation, recapitalization, dividend (other than cash dividend), stock split, reverse stock split, or other change in corporate structure affecting the number of issued shares of Movie Star common stock, we are required to proportionately adjust the number and kind of option shares and the exercise price of the options in order to prevent dilution or enlargement of the optionee's proportionate interest in Movie Star and the rights under the agreements. Accordingly, upon completion of the merger, Mr. Pomerantz will be entitled to receive options to purchase an additional 420,000 shares of our common stock and Mr. Rende will be entitled to receive options to purchase an additional 157,500 shares of our common stock. The number and kind of option shares and the exercise price of other options held by Messrs. Pomerantz and Rende will not be adjusted as a result of the merger.

• Each Movie Star non-employee director currently receives the following compensation under the Movie Star Non-Employee Director Compensation Plan: (i) an annual stipend of \$20,000, payable quarterly in arrears, (ii) \$2,000 per day for board or committee meetings attended in person, regardless of the number of meetings held that day and (iii) \$1,000 per meeting for board or committee meetings attended telephonically, unless two or more teleconference call meetings are held back-to-back on the same call, in which case each non-employee director will receive \$1,000 for the entire call. Non-employee directors may elect to be paid in cash and/or Movie Star common stock. Following the closing of the merger, it is anticipated that the plan will be amended to (i) increase the annual stipend to \$30,000, payable quarterly in arrears, with additional annual stipends for committee chairpersons of \$5,000 for audit committee chairperson, \$3,000 for compensation committee chairperson and \$2,000 for nominating committee chairperson, payable quarterly in arrears and (ii) provide for payment of \$2,500 per board or committee meeting attended in person (up from \$2,000 per day) regardless of the number of meetings held that day. It is anticipated that the payment for telephonic meetings and the ability for non-employee directors to elect to be paid in cash and/or Movie Star stock would remain unchanged. It is also contemplated that, upon the approval of the amendment to the Movie Star Non-Employee Director Compensation Plan, each non-employee director will receive a one-time grant of non-qualified options to purchase 15,000 shares of common stock under our 2000 Performance Equity Plan at an exercise price equal to the last sale price of our common stock on the closing date of the merger, which will be exercisable immediately and will remain exercisable until the tenth anniversary of the date of grant.

Material Federal Income Tax Consequences of the Merger

The following is a summary of certain material United States federal income tax consequences of the merger to our shareholders. The following discussion is based upon the current provisions of the Code, Treasury Regulations promulgated under the Code, and administrative rulings and judicial decisions in effect as of the date of this document. These authorities may be changed at any time, possibly with retroactive effect. Any such change could result in United States federal income tax consequences that are different from those discussed below.

The following discussion is a summary of the material U.S. federal income tax consequences of the merger that are generally applicable to holders of Movie Star common stock that do not have a special tax status (as described below). The following discussion does not address the tax consequences of other transactions effectuated prior to,



concurrently, or after the merger, whether or not such transactions are

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completed in connection with the merger. Moreover, it does not address any non-income tax or any foreign, state, or local tax consequences of the merger. Further, this discussion does not address all aspects of U.S. federal income taxation that may be relevant to a Movie Star shareholder in light of his or her particular circumstances or particular tax status, including if the shareholder is:

- a shareholder who is not a citizen or resident of the U.S.;
- a financial institution;
- a tax-exempt organization;
- an S Corporation or other pass-through entity;
- an insurance company;
- a mutual fund;
- a dealer in securities or foreign currencies;
- a trader in securities who elects the mark-to-market method of accounting;
- a person that has a functional currency other than the U.S. dollar;
- a shareholder who acquired his or her shares in connection with the exercise of a stock option or in any other compensatory transaction; or
- a shareholder who holds his or her shares as part of a hedge, straddle or a constructive sale or conversion transaction.

We have not sought and will not seek any rulings from the Internal Revenue Service (“IRS”) or opinions from counsel with respect to the United States federal income tax consequences discussed below. Our views regarding the tax consequences of the merger are not binding upon the IRS or the courts, and there is no assurance that the IRS or the courts would accept the tax consequences discussed herein.

**ACCORDINGLY, WE STRONGLY URGE YOU TO CONSULT YOUR OWN TAX ADVISOR TO DETERMINE YOUR PARTICULAR U.S. FEDERAL, STATE, LOCAL, OR FOREIGN TAX CONSEQUENCES RESULTING FROM THE MERGER AND ANY RELATED REPORTING OBLIGATIONS.**

As a shareholder of Movie Star, you will not exchange or surrender your common stock in the merger or receive any separate consideration. Accordingly, you should not recognize any taxable gain or loss as a result of the merger. The merger is also expected to qualify as a tax-free transaction to Movie Star under the provisions of Section 1032 of the Code as an issuance of stock in exchange for property (i.e., the stock of FOH Holdings). However, as a result of the merger, our ability to use the net operating losses that we will have incurred prior to the merger will be limited on an annual basis. The ability of FOH Holdings to use its net operating losses that it will have incurred prior to the merger may also be limited.

Anticipated Accounting Treatment

The merger of FOH Holdings and Movie Star will be accounted for under the purchase method of accounting as a reverse acquisition. Under this method of accounting, FOH Holdings will be treated as having acquired Movie Star as

of the date of the completion of the merger. The financial statements prepared after the completion of the merger will be a continuation of the financial statements of FOH Holdings and will include the operations of Movie Star from the date of completion of the merger. The fair value of Movie Star's assets and liabilities as of the consummation date of the merger will be consolidated with the balance sheet of FOH Holdings. The purchase price will be allocated to the net assets of Movie Star's assets based upon their estimated fair values as of the consummation date of the merger. Additionally, the reverse acquisition will result in a recapitalization of the combined businesses representing the fair value of the purchase consideration issued in the merger plus the net assets of FOH Holdings as of the consummation date of the merger.

Deferred tax assets and liabilities will be adjusted for the difference between the tax basis of the assets and liabilities and their estimated values. The excess, if any, of the total acquisition cost over the

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sum of the assigned fair values of the tangible and identifiable intangible assets acquired, less liabilities assumed, will be recorded as goodwill and periodically evaluated for impairment. Our financial statements issued after completion of the acquisition will reflect these values. Historical data published after the completion of the merger will be of FOH Holdings and will not be restated retroactively to reflect the combined historical financial position or results of operations of Movie Star. Because the number of shares outstanding following the reverse acquisition will be significantly different from the number of shares outstanding prior to the reverse acquisition, the weighted average shares outstanding for purposes of presenting earnings per share on a comparative basis will be retroactively restated to the earliest period presented in order to reflect the effect the recapitalization that will occur as a result of the reverse acquisition.

## Regulatory Matters

The merger and the transactions contemplated by the merger agreement are not subject to any additional federal or state regulatory requirement or approval other than the filings of a certificate of merger with the Secretary of State of the State of Delaware and our amended and restated certificate of incorporation with the Department of State of the State of New York. In addition, in order to effect the transactions contemplated by the merger agreement, we may be required to submit notification and report forms to the Department of Justice and the Federal Trade Commission pursuant to the HSR Act. Such filings will be triggered if the merger satisfies the “size of the transaction” test under the HSR Act, which in our case depends on whether the consideration to be paid for FOH Holdings exceeds \$59.8 million. Since the consideration to be paid for FOH Holdings is based on the value of our common stock, and such value fluctuates, it is possible that we may not be required to make such filings. If we are required to make such filings, based on the HSR Act’s market price method of valuing the transaction within 45 days of the closing, or we otherwise decide to make such filings, FOH Holdings and we will be required to provide the Department of Justice and the Federal Trade Commission certain information and materials relating to the transaction and our respective businesses in order to allow the regulators to review the transaction and make a determination that it is unlikely to present any antitrust issues. If HSR filings become necessary, we would expect to receive clearance to the merger from these regulators within the initial 30 calendar day waiting period that runs from submission of both parties’ filings.

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### THE MERGER AGREEMENT

The following summary of the material provisions of the merger agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the merger agreement and the amendments to the merger agreement, which are attached to this proxy statement as Annex A, Annex B-1 and Annex B-2, respectively. All shareholders are encouraged to read the merger agreement in its entirety for a more complete description of the terms and conditions of the merger.

#### General; Structure of Merger

On December 18, 2006, we entered into a merger agreement with FOH Holdings. Merger Sub, our wholly-owned subsidiary formed to effect the merger by merging with and into FOH Holdings, is also a party to the merger agreement. FOH Holdings will be the surviving corporation in the merger with Merger Sub and, as a result, will be our wholly-owned subsidiary through an exchange of all of the issued and outstanding shares of capital stock of FOH Holdings for shares of our common stock.

FOH Holdings' stockholders have already approved and adopted the merger agreement and the transactions contemplated thereby by virtue of the execution of an unanimous written consent of such stockholders. No further action is required to be taken by FOH Holdings' stockholders to approve the merger and related transactions.

#### Closing and Effective Time of the Merger

The closing of the merger will take place promptly following the satisfaction of the conditions described below under "The Merger Agreement—Conditions to Closing of the Merger," unless we and FOH Holdings agree in writing to another time. The merger is expected to be consummated promptly after the special meeting of our shareholders.

#### Name; Headquarters; Stock Symbol

After completion of the merger:

will be changed to Frederick's of Hollywood Group Inc.; and

- our name
- the corporate headquarters and principal executive offices of the combined company and the Movie Star division will be located at 1115 Broadway, New York, New York 10010, which is Movie Star's current corporate headquarters. The corporate headquarters and principal executive office of the Frederick's of Hollywood division will be located at 6255 Sunset Boulevard, Sixth Floor, Hollywood, California 90028, which is Frederick's of Hollywood's current corporate headquarters.

We intend to apply to have our American Stock Exchange trading symbol changed from "MSI" to "FOH" following the completion of the merger.

#### Merger Consideration

Upon completion of the merger, each stockholder of FOH Holdings will have the right to receive in exchange for its shares of common stock of FOH Holdings held at the effective time of the merger shares of our common stock equal to the product of (i) 0.8 multiplied by (ii) the number of shares of FOH Holdings common stock held by such

stockholder immediately prior to the effective time of the merger multiplied by (iii) an exchange ratio of 17.811414, plus the right to receive the distributions, if any, under the escrow established pursuant to the merger agreement and related escrow agreement and described below under “The Merger Agreement—Escrow Arrangements” and “Other Transaction Documents— Escrow Agreement.”

Each share of FOH Holdings common stock issued and outstanding immediately prior to the effective time of the merger that is owned by FOH Holdings or any of its direct or indirect subsidiaries shall, by virtue of the merger and without any action on the part of the holder thereof, cease to be outstanding, shall be cancelled and retired without payment of any consideration therefor, and shall cease to exist.

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### Exemption from Registration

The issuance of Movie Star common stock to the FOH Holdings stockholders in the merger is exempt from registration pursuant to Section 4(2) of the Securities Act and/or Rule 506 of Regulation D under the Securities Act. FOH Holdings has only two stockholder groups – Tokarz Investments and the Fursa managed accounts. Representatives of both Tokarz Investments and the Fursa managed accounts have signed the merger agreement (solely for purposes of certain sections) and the FOH Holdings’ stockholders agreement. Pursuant to the FOH Holdings’ stockholders agreement, each FOH Holdings stockholder has represented that: (i) such stockholder is an “accredited investor” within the meaning of Rule 501(a) of Regulation D under the Securities Act, and has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its investment in Movie Star common stock, (ii) such stockholder is capable of bearing the economic risks of the investment, (iii) such stockholder is acquiring the shares of Movie Star common stock issuable in the merger for investment for its own account and not with a view toward or for sale in connection with any distribution thereof, or with any present intention of distributing or selling such stock and (iv) such stockholder understands that the shares of Movie Star common stock to be issued in connection with the merger have not been and will not be registered under the Securities Act and are being issued in a transaction exempt from registration under the Securities Act and may not be transferred without registration under the Securities Act except pursuant to an exemption from such registration available under the Securities Act. In addition, each such stockholder has had both the opportunity to ask questions and receive answers from the officers and directors of Movie Star and has had access to Movie Star’s SEC filed reports.

### Escrow Arrangements

We and the stockholder representatives for the FOH Holdings stockholders will enter into an escrow agreement at or prior to the effective time of the merger with an escrow agent whereby we will deposit into escrow an amount of shares of our common stock equal to the product of (i) 0.2 multiplied by (ii) the number of shares of FOH Holdings common stock held by the stockholders of FOH Holdings immediately prior to the effective time of the merger multiplied by (iii) the exchange ratio of 17.811414 to cover indemnification claims that may be brought by us for certain matters, including breaches of representations, warranties and covenants by FOH Holdings under the merger agreement and the FOH Holdings’ stockholders agreement. Shares remaining in escrow will be released following the 18-month anniversary of the effective time of the merger, subject to extension under certain circumstances. Similarly, treasury shares of our common stock representing 7.5% of the aggregate number of issued and outstanding shares of our common stock immediately prior to the effective time of the merger will be deposited into escrow to cover any indemnification claims that may be brought by FOH Holdings’ stockholders, which shares shall be returned to us following the 18-month anniversary of the effective time of the merger, subject to certain conditions and to the extent not used to satisfy indemnification claims. See also “Other Transaction Documents—Escrow Agreement.”

Pursuant to the merger agreement, a committee of the board of directors of the combined company will be formed to make determinations regarding, pursuing and responding to indemnification claims, the amount of losses and the offset of losses against our common stock deposited into escrow. This committee will initially be comprised of Joel M. Simon and Milton J. Walters. If we or the FOH Holdings stockholder representatives do not agree with the determination made by this committee and, further, these parties are unable to reach an agreement, any disputes, claims, or controversies arising out of or relating to these indemnification matters will be resolved solely and exclusively by binding arbitration to be conducted before the Judicial Arbitration and Mediation Services (“JAMS”) in New York City before a single arbitrator pursuant to JAMS Comprehensive Arbitration Rules and Procedures, the results of which will be final and binding on us and FOH Holdings’ stockholders.

Election of Directors and Appointment of Executive Officers

In connection with its approval of the merger and other transactions contemplated by the merger agreement, our board of directors approved the increase of the number of directors constituting the full board from seven to eleven which will be effective at the effective time of the merger. At the effective time

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of the merger, if management’s nominees are elected, the directors of the combined company will be Peter Cole, John L. Eisel, Melvyn Knigin, Michael A. Salberg and Joel M. Simon, all currently serving as directors of Movie Star, Thomas Rende, the Chief Financial Officer of Movie Star and a former member of Movie Star’s board of directors, William F. Harley, Linda LoRe, Rose Peabody Lynch and Milton J. Walters, all currently serving as directors of FOH Holdings, and Thomas J. Lynch, Chief Executive Officer of Fursa. If the merger is not consummated, our existing directors will continue to serve as directors of Movie Star. See “Director Election Proposal.”

After the merger, in accordance with the merger agreement, the newly constituted board of directors of the combined company will appoint Peter Cole as our Executive Chairman, Thomas Rende as our Chief Financial Officer, Melvyn Knigin as the President and Chief Executive Officer of the Movie Star division and Linda LoRe as the President and Chief Executive Officer of the Frederick’s of Hollywood division.

## Representations and Warranties

As part of the merger agreement, FOH Holdings made representations and warranties to us and Merger Sub relating to a number of matters, including:

- FOH Holdings’ and its subsidiaries’ due organization and good standing;
- FOH Holdings’ and its subsidiaries’ capital structure and the rights and obligations relating to FOH Holdings’ and its subsidiaries’ capital stock;
- the due authorization, execution, delivery and enforceability of the merger agreement and the transaction documents;
- the absence of the need for filings, authorizations or approvals in order to consummate the merger;
- FOH Holdings’ and its subsidiaries’ compliance with all applicable laws;
- the accuracy of FOH Holdings’ consolidated financial statements specified in the merger agreement;
- the financial projections relating to FOH Holdings and its subsidiaries;
- the absence of undisclosed liabilities;
- the absence of certain material changes or events;
- the absence of litigation;
- the disclosure of material agreements, contracts and commitments;
- the accuracy of information relating to FOH Holdings and its subsidiaries that will be included in filings with the SEC, in connection with the transactions contemplated by the merger agreement;
- FOH Holdings’ and its subsidiaries’ employees, labor relations and employee benefit plans;
- FOH Holdings’ and its subsidiaries’ intellectual property, the absence of infringement of third party intellectual property rights by FOH Holdings and other related matters;
- the timely and

accurate filing of tax returns, the timely payment of taxes and other related matters;

transactions;

its subsidiaries' good title to properties and assets;

its subsidiaries' insurance policies;

of anti-takeover statutes;

brokers' or finders' fees;

- related party
- FOH Holdings' and
- FOH Holdings' and
- the inapplicability
- the absence of

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significant suppliers;

matters and compliance with environmental laws;

plants, structures and equipment owned and leased by FOH Holdings and its subsidiaries; and

information and communications technologies used by FOH Holdings and its subsidiaries.

- FOH Holdings’
- environmental
- the condition of
- the condition of the

As part of the merger agreement, both we and Merger Sub made representations and warranties to FOH Holdings relating to a number of matters, including:

organization and good standing;

the rights and obligations relating to our and our subsidiaries’ capital stock;

authorization, execution, delivery and enforceability of the merger agreement and the transaction documents;

the need for filings, authorizations or approvals in order to consummate the merger;

subsidiaries’ compliance with all applicable laws;

consolidated financial statements specified in the merger agreement;

financial projections;

undisclosed liabilities;

certain material changes or events;

litigation;

the disclosure of material agreements, contracts and commitments;

information relating to us and our subsidiaries that will be included in SEC filings in connection with the transactions contemplated by the merger agreement;

corporate documents;

subsidiaries’ employees, labor relations and employee benefit plans;

subsidiaries’ intellectual property, the absence of infringement of third party intellectual property rights and other related matters;

accurate filing of tax returns, the timely payment of taxes and other related matters;

subsidiaries’ good title to properties and assets;

- due
- capital structure and
- the due
- the absence of
- our and our
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- the accuracy of our
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- the absence of
- the accuracy of
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- our and our
- our and our
- the timely and
- our and our
- our and our

subsidiaries' insurance policies;  
of anti-takeover statutes;  
brokers' fees or finders' fees;  
suppliers and customers;  
formation of Merger Sub;  
matters and compliance with environmental laws;  
plants, structures and equipment owned and leased by us and our subsidiaries;  
information and communications technologies used by us and our subsidiaries; and  
transactions.

- the inapplicability
- the disclosure on
- our significant
- the purpose and
- environmental
- the condition of
- the condition of the
- related party

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In connection with the execution of the merger agreement, we and FOH Holdings delivered disclosure schedules to each other specifying, among other things, certain exceptions to our respective representations and warranties.

Conduct of Businesses Pending the Merger

We and FOH Holdings have each agreed as part of the merger agreement to continue to operate our respective businesses in the ordinary course prior to the closing of the transactions contemplated thereby and we each have agreed not to take the following actions, subject to certain exceptions, without the prior written consent of the other:

- debt, except under existing lines of credit;
  - combine or reclassify any of our respective capital stock;
  - transaction not in the ordinary course of business;
  - pay any dividend, or make any other distribution on, or redeem, purchase or otherwise acquire, any shares of our respective capital stock;
  - shares of capital stock or any securities convertible into or exchangeable for, or any warrants or options to acquire any such shares;
  - increased salary or special remuneration other than in the ordinary course of business or as required to comply with applicable law or existing benefit plan;
  - terminate or amend in any material respect any benefit plan, other than the entry into of employment agreements with newly hired non-executive employees;
  - license, lease, mortgage, encumber or otherwise dispose of any of its properties or assets other than in the ordinary course of business;
  - line of business;
  - acquisition or investment, or make any capital expenditures, other than investments in wholly-owned subsidiaries or in the ordinary course of business;
  - of incorporation or bylaws or similar organizational documents;
  - claim, action or proceeding, except in the ordinary course of business;
  - is intended or would be reasonably likely to result in any of the conditions to the merger agreement not being satisfied, except as may be required by applicable law, statute, rule, regulation or ordinance;
  - methods;
  - amend or waive its rights under any material contract, terminate or fail to renew any material contract, or enter into any new material contract;
- incur any
  - adjust, split,
  - enter into any
  - make, declare or
  - issue any additional
  - pay any bonus,
  - adopt, enter into,
  - sell, transfer,
  - enter into any new
  - make any
  - amend the articles
  - settle any material
  - take any action that
  - change accounting
  - 
  - adopt a plan or

agreement of material reorganization;

value of any inventory or write-off as uncollectible any notes or accounts receivable;

any intellectual property, owned or licensed;

insurance coverage; or

reasonably likely to result in the merger not being treated as a tax-free reorganization pursuant to Section 354 of the Internal Revenue Code of 1986, as amended.

- write down the
- dispose of rights to
- change any
- take any action

#### Restrictions on Solicitations of Other Offers Concerning Movie Star

Subject to the provisions described below, until the merger is completed or the merger agreement is terminated, we have agreed, subject to certain exceptions, to not direct, authorize or permit any of our or our subsidiaries' respective officers, directors, employees, shareholders, agents, advisors or other representatives to:

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encourage the submission of any inquiries, proposals or offers, or facilitate the making of any inquiry, expression of interest, proposal or offer that constitutes, or could reasonably be expected to lead to any inquiries, proposals or offers from any person or group of persons other than FOH Holdings or its affiliates relating to (i) any direct or indirect acquisition or purchase of a business that constitutes 15% or more of our and our subsidiaries' net revenues, net income or assets, taken as a whole, or 15% or more of our outstanding common stock, (ii) any tender offer or exchange offer that if consummated would result in any person or group of persons beneficially owning 15% or more of our outstanding common stock, or (iii) any merger, reorganization, consolidation, share exchange, business combination, recapitalization, liquidation, dissolution or similar transaction involving us (or any of our subsidiaries whose business constitutes 15% or more of our and our subsidiaries' net revenues, net income or assets). Any such proposal is hereafter referred to as a "Parent Acquisition Proposal"; or

- initiate, solicit or

Acquisition Proposal or enter into any agreement or agreement in principle providing for or relating to a Parent Acquisition Proposal or enter into any agreement or agreement in principle requiring us to abandon, terminate or fail to consummate the transactions contemplated by the merger agreement or to breach our obligations under the merger agreement.

- accept a Parent

We also have agreed, subject to certain exceptions, to, immediately following the execution of the merger agreement, cease and cause to be terminated any then existing solicitation, encouragement, discussion or negotiation with any person with respect to any Parent Acquisition Proposal.

We have further agreed that, except as provided below, neither our board of directors nor any committee thereof, will withdraw (or modify in a manner adverse to FOH Holdings), or publicly propose to withdraw (or modify in a manner adverse to FOH Holdings), the approval, recommendation or declaration of advisability of the merger or recommend, adopt or approve, or propose publicly to recommend, adopt or approve, any alternative Parent Acquisition Proposal (any such action, is hereafter referred to as an "Adverse Recommendation Change") or approve or recommend, or publicly propose to approve or recommend, or execute or enter into, any agreement constituting or related to, or that is intended to lead to any Parent Acquisition Proposal (other than in connection with a confidentiality agreement on the terms described below).

Notwithstanding the above restrictions, if at any time prior to obtaining our shareholders' approval of the proposals contemplated by this proxy statement, we receive a written Parent Acquisition Proposal from a third party that our board of directors (acting through its special committee), after consultation with its independent financial advisors and outside counsel:

- believes

in good faith to be bona fide;

- determines in good

faith to constitute or could reasonably be expected to result in an offer or proposal relating to (i) any direct or indirect acquisition or purchase of a business that constitutes 50% or more of our and our subsidiaries' net revenues, net income or assets, taken as a whole, or 50% or more of our outstanding common stock, (ii) any tender offer or exchange offer that if consummated would result in any person or group of persons beneficially owning 50% or more of our outstanding common stock, or (iii) any merger, reorganization, consolidation, share exchange, business combination, recapitalization, liquidation, dissolution or similar transaction involving us (or any of our subsidiaries whose business constitutes 50% or more of our and our subsidiaries' net revenues, net income or assets) (any such proposal is hereafter referred to as a "Superior Proposal"); and

- determines in good

faith that the failure to take such action would be inconsistent with its fiduciary duties under applicable law,

then, we may (x) furnish information with respect to us and our subsidiaries to the person making such Parent Acquisition Proposal (and its representatives) and (y) participate in discussions or negotiations with the person making such Parent Acquisition Proposal (and its representatives) regarding such proposal. In connection with any such Parent Acquisition Proposal, we have agreed that we will not, and will not allow our representatives to, disclose any non-public information to such person without entering

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into a confidentiality agreement on terms that are not less favorable than those set forth in the confidentiality agreement that we entered into with FOH Holdings and will promptly provide to FOH Holdings any non-public information concerning us or our subsidiaries provided to such other person which was not previously provided to FOH Holdings. We have agreed to notify FOH Holdings within one business day if we receive such Parent Acquisition Proposal, including the material terms and conditions thereof, and shall keep FOH Holdings apprised of the status and any material developments concerning the same. These restrictions do not prohibit us or our board of directors from taking and disclosing to our shareholders a position with respect to a tender or exchange offer by a third party pursuant to Rules 14d-9 and 14e-2(a) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or from making any other disclosure required by applicable law.

We have the right to terminate the merger agreement and abandon the merger before the effective time, if at any time prior to obtaining our shareholders’ approval on the proposals contemplated by this proxy statement, our board of directors (as approved by its special committee) resolves to enter into, in accordance with the provisions of the merger agreement, a definitive agreement containing a Parent Acquisition Proposal so long as:

- we shall have complied with our obligations under the merger agreement regarding not soliciting alternative transaction and related matters;
- our board of directors (acting through its special committee) shall have determined in good faith (after consultation with its independent financial advisors and outside counsel) that such Parent Acquisition Proposal constitutes a Superior Proposal and the failure to take such action is inconsistent with the fiduciary duties of our board of directors to our shareholders under applicable law; and
- prior to terminating the merger agreement to enter into an agreement with respect to such Superior Proposal, we shall, and shall cause our financial and legal advisors to negotiate with FOH Holdings in good faith (to the extent FOH Holdings desires to negotiate) to make such improvements in the terms and conditions of the merger agreement so that such Parent Acquisition Proposal ceases to constitute a Superior Proposal, which obligation to negotiate will expire five business days after the date on which we commence to negotiate with FOH Holdings.

Subject to the provisions described above, we have the right to enter into a definitive agreement containing a Parent Acquisition Proposal, so long as the effectiveness of such agreement is conditioned upon the termination of the merger agreement pursuant to the terms described above and immediately following the execution of such agreement, a copy of such agreement and all related agreements, exhibits, schedules and other documents are delivered to FOH Holdings. We have agreed to notify FOH Holdings in writing of our intent to enter into a definitive agreement containing a Parent Acquisition Proposal following the resolution of our board of directors to do so and to provide FOH Holdings with the identity of the person making, and the final terms and conditions of, such Parent Acquisition Proposal.

Notwithstanding anything to the contrary contained in the merger agreement, we (acting on the recommendation of our special committee) are not prevented from discharging our disclosure obligations pursuant to applicable law or from making, prior to obtaining our shareholders’ approval on the proposals contemplated by this proxy, an Adverse Recommendation Change, if we determine in good faith (after consultation with our independent financial advisors and outside counsel) that failure to take such action would be inconsistent with our fiduciary duties to our shareholders under applicable law.

## Restrictions on Solicitations of Other Offers Concerning FOH Holdings

Until the merger is completed or the merger agreement is terminated, FOH Holdings has agreed to not direct, authorize or permit any of its or its subsidiaries' respective officers, directors, employees, shareholders, agents, advisors or other representatives to:

• initiate,  
solicit or encourage the submission of any inquiries, proposals or offers or facilitate the making of any inquiry, expression of interest, proposal or offer that constitutes, or could reasonably be expected to lead to (i) any inquiry, proposal or offer from any person or group of persons other than us or our affiliates relating to any direct or indirect acquisition or purchase of

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a business that constitutes 15% or more of the net revenues, net income or assets of FOH Holdings, taken as a whole, or 15% or more of the outstanding shares of FOH Holdings common stock, (ii) any tender offer or exchange offer that if consummated would result in any person or group of persons beneficially owning 15% or more of the outstanding FOH Holdings common stock, or (iii) any merger, reorganization, consolidation, share exchange, business combination, recapitalization, liquidation, dissolution or similar transaction involving FOH Holdings (any such proposal is hereafter referred to, as a “Company Acquisition Proposal”); or

- accept a Company Acquisition Proposal or enter into any agreement or agreement in principle providing for or relating to a Company Acquisition Proposal or enter into any agreement or agreement in principle requiring FOH Holdings to abandon, terminate or fail to consummate the transactions contemplated by the merger agreement or breach its obligations under the merger agreement.

As part of the merger agreement, immediately following the execution of the merger agreement, FOH Holdings agreed to cease and cause to be terminated any then existing solicitation, encouragement, discussion or negotiation with any person with respect to any Company Acquisition Proposal. As part of the FOH Holdings’ stockholders agreement, the stockholders of FOH Holdings also agreed to cease and cause to be terminated any then existing solicitation, encouragement, discussion or negotiation with any person with respect to any Company Acquisition Proposal. See also “Other Transaction Documents— FOH Holdings’ Stockholders Agreement.”

## Other Covenants

In addition to the above, we have agreed with FOH Holdings that each of us will:

- use best reasonable efforts to work together in seeking to refinance our and FOH Holdings’ existing indebtedness for borrowed money in connection with the consummation of the transactions contemplated by the merger agreement, other than \$7,500,000 owed by FOH Holdings to the Fursa Debt Holders, which amount is to be cancelled in exchange for a number of shares of our Series A Convertible Preferred Stock equal to the quotient obtained by dividing \$7,500,000 by the average daily closing price of our common stock (on its principal trading market) for the 20 trading days immediately preceding the record date for our special meeting of shareholders, which shares of Series A Preferred Stock will have the rights and preferences set forth on our proposed amended and restated certificate of incorporation;

- furnish the other party with all information concerning itself, its subsidiaries, directors, officers and stockholders and such other matters as may be reasonably necessary or advisable in connection with this proxy statement, the registration statement for the rights offering or any other statement, filing, notice or application made by or on behalf of FOH Holdings or us to any third party or any governmental entity in connection with the merger and the transactions contemplated by the merger agreement;

- afford the other party and its officers, employees, counsel, accountants, financial advisors and other authorized representatives, reasonable access, during normal business hours throughout the period prior to the effective time of the merger or the earlier termination of the merger agreement, to its properties, books, contracts and records;

- keep all information and materials provided to each other in connection with the merger agreement confidential in accordance with and subject to (i) the confidentiality and non-circumvention agreement, dated March 5, 2004 by and between FOH Holdings and its subsidiaries as the disclosing party and us as the receiving party and (ii) the confidentiality and non-circumvention agreement, dated March 4, 2004, by and between us and our subsidiaries as the disclosing party and FOH Holdings and its subsidiaries as the receiving party;

• from and after the effective time of the merger, maintain FOH Holdings' and our respective employee benefit plans in effect at such time (except that we have agreed to assume, at the effective time of the merger, each outstanding option to purchase shares of FOH Holdings common stock under FOH Holdings' 2003 Employee Equity Incentive Plan, whether or not

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exercisable or vested or unvested) with respect to employees and former employees, until such time as we otherwise determine, subject to applicable law and the terms of such plans. We and FOH Holdings have agreed to cooperate in reviewing, evaluating and analyzing each of our respective benefit plans with a view towards developing appropriate employee benefits and compensation plans, programs and arrangements. In the merger agreement, we and FOH Holdings expressed our intention, to the extent permitted by applicable law, to develop benefit plans as soon as reasonably practicable after the effective time of the merger to (i) treat similarly situated employees on a substantially equivalent basis, taking into account all relevant factors, including duties, geographic location, tenure, qualifications and abilities, and (ii) not discriminate between employees who were covered by our employee benefit plans, on the one hand, and those covered by FOH Holdings' employee benefit plans on the other; and

- use our respective best reasonable efforts to take such actions as are necessary so that such transactions contemplated by the merger agreement may be consummated as promptly as practicable on the terms contemplated by the merger agreement and otherwise act to eliminate or minimize the effects of the HSR Act or any antitrust statute or regulation on such transactions.

In addition to the above, we have agreed to, among other things:

- use commercially reasonable efforts to increase the limit of liability under our directors and officers liability insurance policy to \$25,000,000 by the closing date of the merger;

- use our reasonable best efforts to cause our common stock to continue trading on the American Stock Exchange, and to the extent such listing is not available, we will use our reasonable best efforts to cause our common stock to be approved for listing on a regional or other national securities exchange; and

- “continue” at least one “significant historic business line” of FOH Holdings and/or one of its subsidiaries or “use” at least a “significant portion” of FOH Holdings and/or its subsidiaries’ “historic business assets” in a business, in each case as such terms are used with the meaning of the federal tax regulations.

In addition to the above, FOH Holdings agreed to, among other things:

- prepare and deliver, no later than January 31, 2007, to Merger Sub and us consolidated balance sheets as of July 31, 2004, July 30, 2005 and July 29, 2006, the related consolidated statements of income and cash flows for each of the years ended July 31, 2004, July 30, 2005 and July 29, 2006 of FOH Holdings and its subsidiaries and all notes relating thereto, which financial statements were to include a signed audit report from Deloitte & Touche LLP containing no qualifications (other than deficiencies or weaknesses that are not material and adverse, when taken as a whole with respect to such financial statements). As more fully described under the section entitled “The Merger and Related Transactions—Background of the Merger and Related Transactions,” we delivered a notice to FOH Holdings reserving our right to terminate the merger agreement prior to the effective time as a result of FOH Holdings’ failure to deliver the aforementioned financial statements by January 31, 2007, and on November 28, 2007, we waived our right to terminate the merger agreement solely as a result of FOH Holdings’ failure to comply with this obligation.

Material Adverse Effect

A number of representations, warranties, covenants, closing conditions and termination provisions in the merger agreement use the phrase “parent material adverse effect” and others use the phrase “company material adverse effect.”

The merger agreement provides that in both cases, “material adverse effect” means, any change, circumstance, event or occurrence that is reasonably expected to:

- be materially adverse to the assets and liabilities, business, financial condition or results of operations of either us and our subsidiaries, taken as a whole, in the case of a “parent material adverse effect,” or FOH Holdings and its subsidiaries, taken as a whole, in the case of a “company material adverse effect;” or

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materially delay our ability, in the case of a “parent material adverse effect,” or FOH Holdings, in the case of a “company material adverse effect,” to consummate the transactions contemplated in connection with the merger or to perform our respective obligations under the merger agreement; other than such change, circumstance, event or occurrence resulting from:

- prevent or
- a change, circumstance, event or occurrence generally affecting each party’s respective industries, other than such change, circumstance, event or occurrence that has a disproportionate effect on either us and our subsidiaries, taken as a whole, in the case of a “parent material adverse effect,” or FOH Holdings and its subsidiaries, taken as a whole, in the case of a “company material adverse effect;”

- the economy, the financial or securities markets in general, or political conditions in the United States or any acts of terrorism, military actions or war, other than such change, circumstance, event or occurrence resulting therefrom that has a disproportionate effect on either us and our subsidiaries, taken as whole, in the case of a “parent material adverse effect,” or FOH Holdings and its subsidiaries, taken as a whole, in the case of a “company material adverse effect;” or

- the merger agreement or the transactions contemplated thereby, including the announcement or pendency thereof.

Further, a decrease in the trading price of our common stock and/or litigation arising therefrom, in and of themselves, are not considered to have a material adverse effect on us.

Conditions to Closing of the Merger

Our obligations, as well as the obligations of each of FOH Holdings and Merger Sub, under the merger agreement are subject to the satisfaction of the following conditions:

- the majority of our outstanding shares of common stock and the majority of the shares of our common stock that are held by our shareholders other than TTG Apparel and its affiliates or associates shall have approved the proposed amendments to our certificate of incorporation that allow for the increase of authorized shares of our common stock to 200,000,000 and the issuance of shares of our common stock in connection with the merger, the rights offering and the other transactions contemplated thereby as set forth by this proxy statement, and such certificate shall have been filed with the Secretary of State of the State of New York;

- all consents, authorizations or approvals of any individual, corporation, partnership, limited liability company, association, trust or other entity or organization (including a court or tribunal or administrative governmental or regulatory body, agency or authority), required or necessary to be obtained prior to the effective time of the merger by us, FOH Holdings or any of our respective subsidiaries in connection with the transactions contemplated by the merger agreement, other than those which the failure to obtain would not, individually or in the aggregate, have a parent material adverse effect or company material adverse effect, as applicable, or result in a criminal violation;

- if any existing indebtedness for borrowed money of FOH Holdings, us, or any of our respective subsidiaries held by Wells Fargo Retail Finance, LLC or CIT Commercial Service is not refinanced, all such consents, authorizations, waivers and approvals of each of such financial institutions shall have been obtained;

- there shall not have been enacted, issued, enforced or entered any judgment, decree, injunction, order, writ, arbitration award, agency requirement, law, statute, ordinance, rule, regulation, concession, franchise, permit, license or other governmental authorization by any court, tribunal or administrative, governmental or regulatory agency, body, authority or other

entity of competent jurisdiction or threat thereof, or any other fact or circumstance, which would prohibit or render illegal the merger or the transactions contemplated by the merger agreement;

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statement for the rights offering shall have been filed with the SEC and declared effective; no stop order suspending the effectiveness of such registration statement or any part thereof shall have been issued and no proceeding for that purpose shall have been initiated or threatened by the SEC and any request of the SEC for the inclusion of additional information shall have been complied with;

- the registration

directors' and officers' liability insurance, subject to the potential increase in the limit of liability to \$25,000,000, shall be available to our officers and directors; and

- the current level of

under the HSR Act, the waiting period applicable to the consummation of the merger under the HSR Act shall have expired or been terminated, and there shall not be in effect any voluntary agreement between FOH Holdings or us and the Federal Trade Commission or the Department of Justice pursuant to which either FOH Holdings or us has agreed not to consummate the merger for a period of time. Further, any similar waiting period under any other antitrust rule or regulation applicable to the merger or the transactions contemplated thereby shall have expired or been terminated.

- if a filing is made

The obligations of FOH Holdings to consummate the transactions contemplated by the merger agreement, in addition to the conditions described above, are subject to the satisfaction of the following conditions:

representations and warranties and the representations and warranties of Merger Sub set forth in the merger agreement, the standby purchase agreement and the shareholders agreement shall be true and correct in all material respects (or in all respects for such representations and warranties qualified as to materiality or a material adverse effect with respect to us and our subsidiaries) on the date of the merger agreement and on the date of the closing of the transactions contemplated by the merger agreement with the same effect as though such representations and warranties had been made on and as of such date (unless any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date) and FOH Holdings shall have received a certificate to such effect signed on our behalf by our authorized officer;

- our

shall have each performed or complied, in all material respects, with all obligations and covenants required to be performed or complied with by us under the merger agreement prior to the closing of the transactions contemplated thereby, and FOH Holdings shall have received a certificate to such effect signed on our behalf by our authorized officer;

- we and Merger Sub

there shall not have been any change which would constitute a parent material adverse effect; and

- we shall have

executed and delivered the shareholders agreement, the registration rights agreement and the guarantor warrants.

Our obligations, as well as those of Merger Sub, to consummate the transactions contemplated by the merger agreement, in addition to the conditions described above, are subject to the satisfaction of the following conditions:

representations and warranties of FOH Holdings set forth in the merger agreement, the standby purchase agreement and the shareholders agreement shall be true and correct in all material respects (or in all respects for such representations and warranties qualified as to materiality or a material adverse effect with respect to FOH Holdings and its subsidiaries) on the date of the merger agreement and on the date of the closing of the transactions contemplated by the merger agreement with the same effect as though such representations and warranties had been made on and as of such date (unless any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date) and we shall have received a certificate to such effect signed on behalf of FOH Holdings by an authorized officer of FOH Holdings;

- the

• the  
representations and warranties of the Fursa standby purchasers, Tokarz Investments and TTG Apparel set forth in the  
standby purchase agreement shall be true and correct in all material

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respects on the date of the merger agreement and on the date of the closing of the transactions contemplated by the merger agreement with the same effect as though such representations and warranties had been made on and as of such date (unless any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date) and we shall have received a certificate to such effect signed on behalf of each of the Fursa standby purchasers, Tokarz Investments and TTG Apparel;

• FOH Holdings shall have performed or complied, in all material respects, with all obligations and covenants required to be performed or complied with by FOH Holdings under the merger agreement prior to the closing of the transactions contemplated thereby, and we shall have received a certificate to such effect signed on behalf of FOH Holdings by an authorized officer of FOH Holdings;

• there shall not have been any change which would constitute a company material adverse effect;

• each of the Fursa standby purchasers, Tokarz Investments and TTG Apparel shall have delivered to us, by wire transfer of immediately available funds, the aggregate purchase price for the applicable number of shares of our common stock that each such party is obligated to purchase under the standby purchase agreement as described below in “Other Transaction Documents—Standby Purchase Agreement;” and

• each FOH Holdings stockholder shall have executed and delivered the FOH Holdings’ stockholders agreement and the shareholders agreement.

Each of the conditions to the consummation of the merger and the other transactions contemplated by the merger agreement are for the benefit of the respective party and may be waived by such party in whole or in part to the extent permitted by law, rule or regulation, or other governmental authorization and approval.

We can provide no assurance that all of the conditions precedent to the merger will be satisfied or waived by the party permitted to do so, although as of the date of this proxy statement, we are not aware of any material uncertainty as to the satisfaction of any of the conditions to complete the merger. Although FOH Holdings breached its obligation to deliver certain financial statements by January 31, 2007 as more fully described under the section entitled “The Merger and Related Transactions—Background of the Merger and Related Transactions,” Movie Star has waived this breach.

We cannot at this point determine whether the waiver of any particular condition would materially change the terms of the merger or the other transactions contemplated by the merger agreement. If we determine that a waiver of a condition would change the terms of the merger and the other transactions contemplated by the merger agreement in a material manner, or we should otherwise be required by applicable law, we will re-solicit proxies. In making our determination of whether the waiver of a particular condition would change the terms of the merger and the other transactions contemplated by the merger agreement in a material manner, we would consider, among other factors:

- the reasons for the waiver;
- the effect of the waiver on the terms of the merger and the other transactions contemplated by the merger agreement;
- whether the requirement being waived was necessary in order to make the transaction fair to our stockholders from a financial point of view; and
- the availability of alternative transactions to us and our prospects as an independent entity.

Indemnification

FOH Holdings (by its stockholders) will indemnify, defend and hold the surviving corporation, us, and our respective succ