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February 18, 2009

VIA CERTIFIED MAIL
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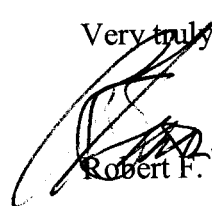
Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U. S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: Notice Under EBSA Reg. § 2520.104-23
Spanx, Inc. ("Employer")

Dear Sir/Madam:

We enclose a Notice pursuant to EBSA Reg. §2520.104-23 in connection with the adoption of an unfunded deferred compensation plan for a select group comprised of one manager who is a highly compensated employee of the Employer.

Very truly yours,


Robert F. Simon

RFS/kam
Enclosure

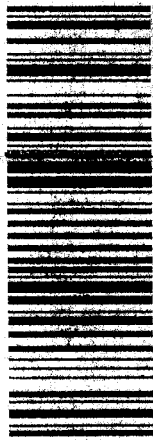
**NOTICE
UNDER
REGULATION §2520.104-23**

Notice is hereby given, pursuant to EBSA Regulation §2520.104-23, that Spanx, Inc. (“Employer”) has adopted an unfunded plan of deferred compensation for a select group comprised of one manager who is a highly compensated employee of the Employer. Participation in the plan commenced December 31, 2008. The benefits of the plan will be paid solely from the general assets of the Employer.

1. Name of Employer: Spanx, Inc.
2. Employer’s Address: 3391 Peachtree Road
Suite 300, Atlanta, GA 30326
3. Federal Employer Identification Number: 58-2530290
4. The Employer has adopted and maintains the plan primarily for the purpose of providing deferred compensation for a select group of management and highly compensated employees. There are no other such plans of the Employer. There is one participant in the plan.

A copy of the plan document will be provided to the Secretary of the Department of Labor upon request.

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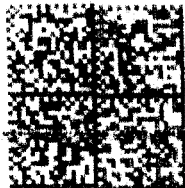
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