

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Classics Chicago, Inc.		12/31/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The J. Jill Group, Inc.
Street Address:	4 Batterymarch Park
City:	Quincy
State/Country:	MASSACHUSETTS
Postal Code:	02169
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	1672217	1-800-KIDS-123
Registration Number:	2692953	CLASSIC AWARDS
Registration Number:	1114694	
Registration Number:	2809734	ESSENTIAL COUNTRY
Registration Number:	3052114	
Registration Number:	1771987	
Registration Number:	3185043	STYLE SEARCH
Registration Number:	3289157	T
Registration Number:	2297384	TALBOTS
Registration Number:	2790627	TALBOTS
Registration Number:	2692954	TALBOTS CLASSIC AWARDS
Registration Number:	2311088	TALBOTS COLLECTION
Registration Number:	3079412	TALBOTS COLLECTION PETITES

CH \$565.00 1672217

Registration Number:	2894484	TALBOTS INTIMATES
Registration Number:	1720913	TALBOTS IS THE CLASSICS
Registration Number:	1711809	TALBOTS KIDS
Registration Number:	2684622	TALBOTS MENS
Registration Number:	1826424	TALBOTS PETITES
Registration Number:	3119743	TALBOTS WOMAN PETITES
Registration Number:	3046053	WHAT KIND OF CLASSIC ARE YOU?
Serial Number:	78753482	HINGHAM SQUARE
Serial Number:	77347757	SEE RED

CORRESPONDENCE DATA

Fax Number: (212)259-2418

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2124082576

Email: kit.neri@bakerbotts.com

Correspondent Name: Doreen L. Costa

Address Line 1: 30 Rockefeller Plaza

Address Line 2: Baker Botts, LLP

Address Line 4: New York, NEW YORK 10112-4498

ATTORNEY DOCKET NUMBER:	077626
NAME OF SUBMITTER:	Doreen L. Costa
Signature:	/Doreen L. Costa/
Date:	01/24/2008

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE CLASSICS CHICAGO, INC.", A DELAWARE CORPORATION,
WITH AND INTO "THE J. JILL GROUP, INC." UNDER THE NAME OF
"THE J. JILL GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT
12:17 O'CLOCK P.M.

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



2130891 8100M

071376784

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6274239

DATE: 12-31-07

TRADEMARK
REEL: 003703 FRAME: 0622

CERTIFICATE OF MERGER

of

THE CLASSICS CHICAGO, INC.
(Delaware Corporation)

with and into

THE J. JILL GROUP, INC.
(Delaware Corporation)

The undersigned corporation, THE J. JILL GROUP, INC., a Delaware corporation, in order to effect a merger of THE CLASSICS CHICAGO, INC., a Delaware corporation, with and into itself, pursuant to Section 251(c) of the Delaware General Corporation Law ("DGCL"), hereby certifies:

FIRST: The Classics Chicago, Inc., a Delaware corporation, is merging with and into The J. Jill Group, Inc., a Delaware corporation (the "Merger").

SECOND: The Merger Agreement and Plan of Reorganization (the "Merger Agreement") by and between The Classics Chicago, Inc. and The J. Jill Group, Inc. has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation will be The J. Jill Group, Inc.

FOURTH: The Certificate of Incorporation of The J. Jill Group, Inc., as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of The J. Jill Group, Inc. as the surviving entity and thereafter shall continue to be its Certificate of Incorporation until amended as provided therein and under the laws of the State of Delaware.

FIFTH: The Merger shall become effective on December 31, 2007.

SIXTH: The Merger Agreement is on file at an office of the surviving corporation, The J. Jill Group, Inc., which office is located at 4 Batterymarch Park, Quincy, MA 02169.

SEVENTH: A copy of the Merger Agreement will be furnished by the surviving corporation, The J. Jill Group, Inc., on request and without cost, to any stockholder of the constituent corporations.

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IN WITNESS WHEREOF, The J. Jill Group, Inc. has caused its duly authorized officer to execute this Certificate as of December 31st, 2007.

THE J. JILL GROUP, INC.

By: 

Richard T. O'Connell, Jr.
Executive Vice President and
Assistant Secretary