

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jill Acquisition LLC		12/30/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmington Trust Company
Street Address:	1100 North Market Street
Internal Address:	Rodney Square North
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19890
Entity Type:	Banking Corporation: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2226071	J. JILL
Registration Number:	2234098	J. JILL
Registration Number:	2286599	J. JILL
Registration Number:	2549252	J. JILL
Registration Number:	2549253	J. JILL
Registration Number:	2947688	LIVE LOVE LAUGH
Registration Number:	3089255	THE ART AND CRAFT OF J. JILL
Registration Number:	3399428	PURE JILL
Registration Number:	3401652	NATURE OF COMPASSION
Registration Number:	3483528	COMPASSION TEE
Registration Number:	3495018	J. JILL COMPASSION FUND
Registration Number:	3614025	PURE JILL
Registration Number:	3662982	TAKE 5

OP \$440.00 2226071

Registration Number:	3665005	J. JILL
Serial Number:	77942703	EASY.AGELESS.COOL
Serial Number:	77942719	J. JILL ESSENTIALS
Serial Number:	85143387	SIMPLE 120

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-3175
Email: jnull@stblaw.com
Correspondent Name: Parijat Sharma
Address Line 1: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	051209/0002
NAME OF SUBMITTER:	J. Jason Mull
Signature:	/J. Jason Mull/
Date:	12/31/2010

Total Attachments: 4
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, JILL ACQUISITION LLC, a Delaware limited liability company (the "Grantor" or "Issuer"), hereby grants to WILMINGTON TRUST COMPANY, as collateral agent (together with its successors and assigns, in such capacity, the "Grantee"), a continuing security interest in the Trademarks (as defined in the Security Agreement defined below) included in the Pledged Collateral (as defined in the Security Agreement), including (i) all of Grantor's right, title and interest in, to and under to the United States trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of December 30, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, each of the parties hereto has caused a counterpart of this Agreement to be duly executed and delivered as of the date first above written.

ISSUER:

JILL ACQUISITION LLC, a Delaware
limited liability company

By:  _____

Name: David J. Biese
Title: Chief Financial Officer

[Signature Page – Trademark Security Agreement]

TRADEMARK
REEL: 004445 FRAME: 0154

WILMINGTON TRUST COMPANY, as Grantee

By: W.T. Morris II
Name: W. Thomas Morris, II
Title: Vice President

[Signature Page - Trademark Security Agreement]

SCHEDULE A**U.S. Trademark Registrations and Applications**

Trademark	Reg. #	Appl. #
J. JILL	2,226,071	75436142
J. JILL	2,234,098	75436141
J. JILL	2,286,599	75436143
J. JILL	2,549,252	76070767
J. JILL	2,549,253	76070768
LIVE LOVE LAUGH	2,947,688	78236754
THE ART AND CRAFT OF J. JILL	3,089,255	76635889
PURE JILL	3,399,428	78515393
NATURE OF COMPASSION	3,401,652	77279480
COMPASSION TEE	3,483,528	77237391
J. JILL COMPASSION FUND	3,495,018	77276644
PURE JILL	3,614,025	78980825
TAKE 5	3,662,982	77589400
J. JILL	3,665,005	77976984
EASY.AGELESS.COOL	N/A	77942703
J. JILL ESSENTIALS	N/A	77942719
SIMPLE 120	N/A	85143387