# TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| Bank of America, N.A. | | 04/29/2011 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|---|---|
| Name: | J. Jill Sourcing LLC |
| Street Address: | 4 Batterymarch Park |
| City: | Quincy |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 02169 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

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|---|---|
| Name: | Jill Acquisition LLC |
| Street Address: | 4 Batterymarch Park |
| City: | Quincy |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 02169 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 15

| Property Type | Number | Word Mark |
|---|---|---|
| Registration Number: | 3483528 | COMPASSION TEE |
| Registration Number: | 2549253 | J. JILL |
| Registration Number: | 2549252 | J. JILL |
| Registration Number: | 2234098 | J. JILL |
| Registration Number: | 2226071 | J. JILL |
| Registration Number: | 2286599 | J. JILL |
| Registration Number: | 3665005 | J. JILL |
| Registration Number: | 3495018 | J. JILL COMPASSION FUND |
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|---|---|---|
| Registration Number: | 2947688 | LIVE LOVE LAUGH |
| Registration Number: | 3401652 | NATURE OF COMPASSION |
| Registration Number: | 2841401 | NATURE'S JEANSWEAR |
| Registration Number: | 3399428 | PURE JILL |
| Registration Number: | 3614025 | PURE JILL |
| Registration Number: | 3662982 | TAKE 5 |
| Registration Number: | 3089255 | THE ART AND CRAFT OF J. JILL |

CORRESPONDENCE DATA


Fax Number: (212)556-2222

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|---|---|
| ATTORNEY DOCKET NUMBER: | 05241-307008 |
| NAME OF SUBMITTER: | Susan Shen-Frattura |
| Signature: | /Susan Shen-Frattura/ |
| Date: | 05/04/2011 |

Total Attachments: 3

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**RELEASE OF SECURITY**
**INTEREST IN TRADEMARKS**

RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Agreement") dated as of April 29, 2011, by BANK OF AMERICA, N.A., (the "Secured Party"), having a place of business at 100 Federal Street, 9th Floor, Boston MA 02110, in favor of J. JILL SOURCING LLC, a Delaware limited liability company and JILL ACQUISITION LLC, a Delaware limited liability company (collectively, the "Debtors"), having a place of business at 4 Batterymarch Park, Quincy, MA 02169.

WITNESSETH:

WHEREAS, the Debtors entered into a Security Agreement dated as of October 9, 2009 (the "Security Agreement") with the Secured Party and the other parties thereto;

WHEREAS, pursuant to the Security Agreement, Debtors and the Secured Party are parties to that certain Grant of Security Interest in United States Trademarks, dated as of October 9, 2009 (the "Trademark Security Agreement"), pursuant to which the Debtors granted a security interest in certain Trademarks to the Secured Party;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 20, 2009, at Reel 4081 and Frame 0696;

WHEREAS, the Debtors have paid all of the outstanding indebtedness to the Secured Party and the other lenders pursuant to which the Security Agreement relates; and

WHEREAS, the Debtors have requested that the Secured Party release its security interest in the Trademarks and reassign the same to the Debtors.

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademarks pursuant to the Trademark Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Agreement, the Secured Party hereby states as follows:

1. Definitions. Capitalized terms used but not defined herein shall have the same meanings assigned to such terms in the Security Agreement.

2. Release of Security Interest. The Secured Party hereby: (a) releases and discharges its security interest under the Trademark Security Agreement; (b) relinquishes its security interest and reassigns to the Debtors all right, title and interest that the Secured Party may have in all Trademarks of the Debtors, including (i) all of each Debtor's right, title and interest in, to and under the United States trademark registrations and trademark applications set forth on Schedule A attached hereto, (ii) all proceeds and products of the foregoing, (iii) the goodwill of the businesses with which the foregoing are associated, and (iv) all causes of action for infringement of any of the foregoing or unfair competition regarding the same, including the right to sue for past, present and future infringements, and the proceeds thereof, including, without limitation, license royalties and proceeds of infringement suits; and (c) acknowledges and agrees that any right, title or interest of Secured Party in the intellectual property of the Debtors including the trademarks and applications listed on Schedule A, does hereby cease and become void.

IN WITNESS WHEREOF, Secured Party has caused this Release of Security Interest in Trademarks to be executed by its duly authorized corporate officer this 04 day of April, 2011.

BANK OF AMERICA, N.A.

By: _____

Title: RICHARD D. HILL, JR.
Managing Director

SCHEDULE A

| MARK | REGISTRATION NUMBER/APPLICATION NUMBER | REGISTRATION DATE/APPLICATION DATE |
|---|---|---|
| COMPASSION TEE | 3483528 | 8/12/08 |
| J. JILL | 2549253 | 3/19/02 |
| J. JILL | 2549252 | 3/19/02 |
| J. JILL | 2234098 | 3/23/99 |
| J. JILL | 2226071 | 2/23/99 |
| J. JILL | 2286599 | 10/12/99 |
| J. JILL (STYLIZED) | 3665005 | 8/4/09 |
| J. JILL COMPASSION FUND | 3495018 | 9/2/08 |
| LIVE LOVE LAUGH | 2947688 | 5/10/05 |
| NATURE OF COMPASSION | 3401652 | 3/25/08 |
| NATURE'S JEANSWEAR | 2841401 | 5/11/04 |
| PURE JILL | 3399428 | 3/18/08 |
| PURE JILL | 3614025 | 4/28/09 |
| TAKE 5 | 3662982 | 8/4/09 |
| THE ART AND CRAFT OF J. JILL | 3089255 | 5/9/06 |

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