

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE TALBOTS, INC.		01/25/2013	CORPORATION: DELAWARE
THE TALBOTS GROUP, LIMITED PARTNERSHIP		01/25/2013	LIMITED PARTNERSHIP: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	100 FEDERAL STREET
City:	BOSTON
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	1114694	
Registration Number:	1672217	1-800-KIDS-123
Registration Number:	1771987	
Registration Number:	1711809	TALBOTS KIDS
Registration Number:	1720913	TALBOTS IS THE CLASSICS
Registration Number:	1826424	TALBOTS PETITES
Registration Number:	2297384	TALBOTS
Registration Number:	2311088	TALBOTS COLLECTION
Registration Number:	2684622	TALBOTS MENS
Registration Number:	2692953	CLASSIC AWARDS
Registration Number:	2692954	TALBOTS CLASSIC AWARDS
Registration Number:	2790627	TALBOTS

OP \$865.00 1114694

Registration Number:	2894484	TALBOTS INTIMATES
Registration Number:	3052114	
Registration Number:	3289157	T
Registration Number:	3542811	SEE RED
Registration Number:	3582798	THRILL OF THE HUNT CLUB
Registration Number:	3870932	TALBOTS ESTABLISHED 1947
Serial Number:	77531265	SHIRTSHOP
Registration Number:	4132181	EVERY WOMAN, EVERY SIZE
Registration Number:	4168221	
Serial Number:	77601814	T
Registration Number:	3755851	CLASSIC AWARDS PLATINUM
Registration Number:	3706765	CLASSIC AWARDS RED
Registration Number:	3829069	CLASSIC AWARDS BLACK
Registration Number:	3904857	TRADITION TRANSFORMED
Registration Number:	3776133	RED CHAIR CONFESSIONS
Serial Number:	77906136	BEACON HILL COLLECTION
Registration Number:	3185043	STYLE SEARCH
Registration Number:	3046053	WHAT KIND OF CLASSIC ARE YOU?
Registration Number:	3079412	TALBOTS COLLECTION PETITES
Registration Number:	3119743	TALBOTS WOMAN PETITES
Registration Number:	4118271	TALBOTS
Serial Number:	85675124	1-800-KIDS-123

CORRESPONDENCE DATA

Fax Number: 8004947512
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2023704761
Email: tfahey@nationalcorp.com
Correspondent Name: Thomas Fahey
Address Line 1: 1100 G Street NW, Suite 420
Address Line 2: National Corporate Research, Ltd.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F143237
NAME OF SUBMITTER:	/ANDREW NASH/
Signature:	/ANDREW NASH/

TRADEMARK
REEL: 004950 FRAME: 0479

01/28/2013

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

January 25, 2013


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **THE TALBOTS, INC.**, a Delaware corporation ("Talbots") and **THE TALBOTS GROUP, LIMITED PARTNERSHIP**, a Massachusetts limited partnership ("Talbots Group") (Talbots and Talbots Group are hereinafter referred to, individually, a "Grantor", and collectively, the "Grantors"), hereby grant to **BANK OF AMERICA, N.A.** (the "Grantee"), a continuing security interest in (i) all of such Grantor's right, title and interest in, to and under to the United States trademarks, 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 (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of January 25, 2013 (as amended, restated, supplemented or otherwise modified and in effect from time to time, 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.


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IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

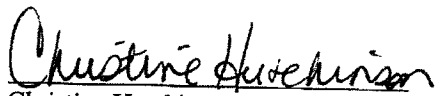
THE TALBOTS, INC., as Grantor

By: 
Name: Michael G. Archbold
Title: Chief Executive Officer, Chief Financial
Officer & Treasurer

**THE TALBOTS GROUP, LIMITED
PARTNERSHIP, as Grantor**

By: 
Name: Michael G. Archbold
Title: Chief Executive Officer, Chief Financial
Officer & Treasurer

BANK OF AMERICA, N.A., as Grantee

By: 
Name: Christine Hutchinson
Title: Director

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 004950 FRAME: 0483

SCHEDULE A

<u>MARK</u>	<u>APPLICATION NUMBER</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
	73088931	1114694	3/6/1979
1-800-KIDS-123	74111426	1672217	1/14/1992
	74112243	1771987	5/18/1993
TALBOTS KIDS	74112244	1711809	9/1/1992
TALBOTS IS THE CLASSICS	74149567	1720913	9/29/1992
TALBOTS PETITES	74396990	1826424	3/15/1994
TALBOTS	75396254	2297384	12/7/1999
TALBOTS COLLECTION	75554276	2311088	1/25/2000
TALBOTS MENS	76306368	2684622	2/4/2003
CLASSIC AWARDS	76402881	2692953	3/4/2003
TALBOTS CLASSIC AWARDS	76402882	2692954	3/4/2003
TALBOTS	76443975	2790627	12/9/2003
TALBOTS INTIMATES	76507564	2894484	10/19/2004
	76538934	3052114	1/31/2006
T (DESIGN PLUS WORDS, LETTERS, AND/OR NUMBERS)	76977893	3289157	9/4/2007
SEE RED	77347757	3542811	12/9/2008
THRILL OF THE HUNT CLUB	77509065	3582798	3/3/2009
TALBOTS ESTABLISHED 1947	77521146	3870932	11/2/2010
SHIRTSHP	77531265		7/25/2008
EVERY WOMAN, EVERY SIZE	77543987	4132181	4/24/2012
	77601806	4168221	7/3/2012
T	77601814		10/28/2008
CLASSIC AWARDS PLATINUM	77620938	3755851	3/2/2010
CLASSIC AWARDS RED	77620944	3706765	11/3/2009
CLASSIC AWARDS BLACK	77620953	3829069	8/3/2010
TRADITION TRANSFORMED	77624664	3904857	1/11/2011
RED CHAIR	77711603	3776133	4/13/2010

CONFESSIONS			
BEACON HILL COLLECTION	77906136		12/14/2010
STYLE SEARCH	78500730	3185043	12/12/2006
WHAT KIND OF CLASSIC ARE YOU	78527707	3046053	1/17/2006
TALBOTS COLLECTION PETITES	78607115	3079412	4/11/2006
TALBOTS WOMAN PETITES	78607125	3119743	7/25/2006
TALBOTS	85380026	4118271	3/27/2012
1-800-KIDS-123	85675124		7/12/2012