

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Administrative Agent		01/25/2013	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	THE TALBOTS, INC.		
Street Address:	ONE TALBOTS DRIVE		
City:	HINGHAM		
State/Country:	MASSACHUSETTS		
Postal Code:	02043		
Entity Type:	CORPORATION: DELAWARE		
Name:	THE TALBOTS GROUP, LIMITED PARTNERSHIP		
Street Address:	ONE TALBOTS DRIVE		
City:	HINGHAM		
State/Country:	MASSACHUSETTS		
Postal Code:	02043		
Entity Type:	LIMITED PARTNERSHIP: MASSACHUSETTS		
Name:	TALBOTS CLASSICS FINANCE COMPANY		
Street Address:	ONE TALBOTS DRIVE		
City:	HINGHAM		
State/Country:	MASSACHUSETTS		
Postal Code:	02043		
Entity Type:	CORPORATION: DELAWARE		
Name:	TALBOTS CLASSICS, INC.		
Street Address:	ONE TALBOTS DRIVE		
City:	HINGHAM		
State/Country:	MASSACHUSETTS		

TRADEMARK

Postal Code:	02043
Entity Type:	CORPORATION: MASSACHUSETTS

Name:	TALBOTS IMPORT, LLC
Street Address:	ONE TALBOTS DRIVE
City:	HINGHAM
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	BIRCH POND REALTY CORPORATION
Street Address:	ONE TALBOTS DRIVE
City:	HINGHAM
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	CORPORATION: DELAWARE

Name:	TALBOTS INTERNATIONAL RETAILING LIMITED, INC.
Street Address:	ONE TALBOTS DRIVE
City:	HINGHAM
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	CORPORATION: DELAWARE

Name:	TALBOTS (U.K.) RETAILING LIMITED
Street Address:	ONE TALBOTS DRIVE
City:	HINGHAM
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	CORPORATION: DELAWARE

Name:	J. JILL, GP
Street Address:	ONE TALBOTS DRIVE
City:	HINGHAM
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	CORPORATION: DELAWARE

Name:	TALBOTS (CANADA), INC.
Street Address:	ONE TALBOTS DRIVE

City:	HINGHAM
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	CORPORATION: DELAWARE

Name:	TALBOTS (CANADA) CORPORATION
Street Address:	ONE TALBOTS DRIVE
City:	HINGHAM
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	CORPORATION: NOVA SCOTIA

Name:	J. JILL, LLC
Street Address:	ONE TALBOTS DRIVE
City:	HINGHAM
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	LIMITED LIABILITY COMPANY: NEW HAMPSHIRE

PROPERTY NUMBERS Total: 36

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
Registration Number:	2894484	TALBOTS INTIMATES
Registration Number:	3052114	
Registration Number:	3289157	T
Registration Number:	3542811	SEE RED

**TRADEMARK**  
**REEL: 004950 FRAME: 0584**

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
Serial Number:	77624699	
Serial Number:	77624706	
Registration Number:	3776133	RED CHAIR CONFESSIONS
Serial Number:	77852937	HINGHAM SQUARE
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
Serial Number:	85380026	TALBOTS

#### 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:	F143239
NAME OF SUBMITTER:	ANDREW NASH
Signature:	/ANDREW NASH/
Date:	01/28/2013

Total Attachments: 4

**TRADEMARK**  
**REEL: 004950 FRAME: 0585**

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EXECUTION COPY

**RELEASE OF GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

This Release of Grant of Security Interest in United States Trademarks (the "Trademark Release") is conveyed as of January 25, 2013, by **GENERAL ELECTRIC CAPITAL CORPORATION**, as administrative agent (the "Agent") for itself and the other lending institutions in favor of the Grantors (as defined below).

WHEREAS, The Talbots, Inc., The Talbots Group, Limited Partnership, Talbots Classics Finance Company, Inc., Talbots Classics, Inc., Talbots Import, LLC, Birch Pond Realty Corporation, Talbots International Retailing Limited, Inc., Talbots (U.K.) Retailing Limited, J. Jill, GP, J. Jill, LLC, Talbots (Canada), Inc. and Talbots (Canada) Corporation (each individually, a "Grantor" and collectively, the "Grantors"), among others, granted a security interest (the "Security Interest") in favor of Agent, in and to certain intellectual property held by such Grantor, including, without limitation, the trademark registrations and trademark applications listed on Schedule A attached hereto and made a part hereof (collectively, the "Trademarks") and all of the goodwill of the business connected with the use of, and symbolized by the Trademarks, as set forth in (i) that certain Trademark Security Agreement (the "Original Trademark Agreement"), dated as of April 7, 2010 by certain of the Grantors in favor of the Agent, which was recorded with the United States Patent and Trademark Office (the "USPTO") on April 9, 2010, at Reel 4183, Frame 0316; (ii) that certain Intellectual Property Security Agreement (the "Trademark Agreement No. 2"), dated as of June 1, 2010 by certain of the Grantors in favor of the Agent, which was recorded with the USPTO on June 16, 2010, at Reel 4226, Frame 0045; and (iii) that certain Amended and Restated Trademark Security Agreement (the "Trademark Agreement No. 3", and together with the Original Trademark Agreement and the Trademark Agreement No. 2, collectively, the "Trademark Security Agreement"), dated as of February 16, 2012 by certain of the Grantors in favor of the Agent, which was recorded with the USPTO on February 21, 2010, at Reel 4720, Frame 0155.

WHEREAS, the Agent has agreed to terminate and release its Security Interest in all such Trademarks and as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties acknowledge, Agent hereby:

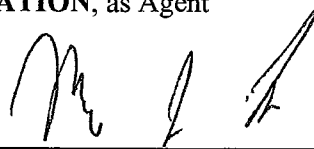
1. releases the Security Interest and hereby waives and relinquishes all its rights, powers, privileges and remedies with respect to the Security Interest.
2. reassigns to the Grantors any and all liens, security interests, right, title and interest of the Agent pursuant to the Trademark Security Agreement in the Trademarks identified on Schedule A and/or any goodwill associated with any of the Trademarks identified on Schedule A, without recourse or representation or warranty, express or implied, of any kind; and
3. authorizes that the USPTO note and record the existence of the release hereby given.

*[Remainder of Page Intentionally Left Blank]*

**IN WITNESS WHEREOF**, the undersigned has caused this Trademark Release to be duly executed as of the date first written above.

**GENERAL ELECTRIC CAPITAL  
CORPORATION**, as Agent

By: \_\_\_\_\_

A handwritten signature in black ink, appearing to be 'Mark J. Forti', written over a horizontal line.

Name: Mark J. Forti  
Title: Duly Authorized Signatory

## **SCHEDULE A**

### **Trademark Registrations**

<b><u>TRADEMARK</u></b>	<b><u>Serial Number:</u></b>	<b><u>Filing Date:</u></b>	<b><u>Registration Number:</u></b>	<b><u>Registration Date:</u></b>
	73088931	06/01/1976	1114694	03/06/1979
1-800-KIDS-123	74111426	11/01/1990	1672217	01/14/1992
	74112243	11/06/1990	1771987	05/18/1993
TALBOTS KIDS	74112244	11/05/1990	1711809	09/01/1992
TALBOTS IS THE CLASSICS	74149567	03/20/1991	1720913	09/29/1992
TALBOTS PETITES	74396990	05/28/1993	1826424	03/15/1994
TALBOTS	75396254	11/25/1997	2297384	12/07/1999
TALBOTS COLLECTION	75554276	09/16/1998	2311088	01/25/2000
TALBOTS MENS	76306368	08/29/2001	2684622	02/04/2003
CLASSIC AWARDS	76402881	04/30/2002	2692953	03/04/2003
TALBOTS CLASSIC AWARDS	76402882	04/30/2002	2692954	03/04/2003
TALBOTS	76443975	08/23/2002	2790627	12/09/2003
TALBOTS INTIMATES	76507564	04/17/2003	2894484	10/19/2004
	76538934	08/07/2003	3052114	01/31/2006
T	76977893	06/10/2002	3289157	09/04/2007
SEE RED	77347757	12/10/2007	3542811	12/09/2008
THRILL OF THE HUNT CLUB	77509065	06/26/2008	3582798	03/03/2009
TALBOTS ESTABLISHED 1947	77521146	07/14/2008	3870932	11/02/2010
SHIRTSHOP	77531265	07/25/2008	NONE	
EVERY WOMAN, EVERY SIZE	77543987	08/11/2008	4132181	04/24/2012
	77601806	10/28/2008	4168221	07/03/2012
T	77601814	10/28/2008	NONE	
CLASSIC AWARDS PLATINUM	77620938	11/24/2008	3755851	03/02/2010
CLASSIC AWARDS RED	77620944	11/24/2008	3706765	11/03/2009
CLASSIC AWARDS BLACK	77620953	11/24/2008	3829069	08/03/2010
TRADITION TRANSFORMED	77624664	12/02/2008	3904857	01/11/2011
	77624699	12/02/2008	NONE	
	77624706	12/02/2008	NONE	
RED CHAIR CONFESSIONS	77711603	04/10/2009	3776133	04/13/2010
HINGHAM SQUARE	77852937	10/20/2009	NONE	
BEACON HILL COLLECTION	77906136	01/06/2010	NONE	
STYLE SEARCH	78500730	10/15/2004	3185043	12/12/2006

<u>TRADEMARK</u>	<u>Serial Number:</u>	<u>Filing Date:</u>	<u>Registration Number:</u>	<u>Registration Date:</u>
WHAT KIND OF CLASSIC ARE YOU?	78527707	12/06/2004	3046053	01/17/2006
TALBOTS COLLECTION PETITES	78607115	04/12/2005	3079412	04/11/2006
TALBOTS WOMAN PETITES	78607125	04/12/2005	3119743	07/25/2006
TALBOTS	85380026	07/25/2011	NONE	

Trademark Applications

None