

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM374720

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Talbots Group, Limited Partnership		01/27/2016	LIMITED PARTNERSHIP: MASSACHUSETTS

## RECEIVING PARTY DATA

<b>Name:</b>	The Talbots Group LP LLC
<b>Street Address:</b>	One Talbots Drive
<b>City:</b>	Hingham
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02043
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MASSACHUSETTS

## PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Serial Number:	77521146	TALBOTS ESTABLISHED 1947
Serial Number:	74149567	TALBOTS IS THE CLASSICS
Serial Number:	74112244	TALBOTS KIDS
Serial Number:	74396990	TALBOTS PETITES
Serial Number:	78607125	TALBOTS WOMAN PETITES
Serial Number:	86283897	THE CLASSIC FIVE
Serial Number:	86574608	THE FLAWLESS FIVE-POCKET
Serial Number:	86848063	BE YOUR OWN MODERN CLASSIC
Serial Number:	76402881	CLASSIC AWARDS
Serial Number:	77620953	CLASSIC AWARDS BLACK
Serial Number:	77620938	CLASSIC AWARDS PLATINUM
Serial Number:	77620944	CLASSIC AWARDS RED
Serial Number:	73088931	
Serial Number:	77601806	
Serial Number:	85979571	
Serial Number:	77543987	EVERY WOMAN, EVERY SIZE
Serial Number:	86508516	FLATTERY WILL GET YOU EVERYWHERE TALBOTS
Serial Number:	86802364	GIVE CONFIDENCE HOPE STYLE
Serial Number:	74112243	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	76538934	
Serial Number:	86559498	T
Serial Number:	77601814	T
Serial Number:	76977893	T
Serial Number:	86261568	TALBOTS
Serial Number:	85380026	TALBOTS
Serial Number:	75396254	TALBOTS
Serial Number:	76443975	TALBOTS
Serial Number:	76402882	TALBOTS CLASSIC AWARDS
Serial Number:	75554276	TALBOTS COLLECTION
Serial Number:	78607115	TALBOTS COLLECTION PETITES
Serial Number:	86873867	TALBOTS COMPANY STORE
Serial Number:	77624664	TRADITION TRANSFORMED

**CORRESPONDENCE DATA**

**Fax Number:** 2124082501

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 212.408.2522

**Email:** nytmdpt@bakerbotts.com

**Correspondent Name:** Suzanne M. Hengl

**Address Line 1:** 30 Rockefeller Plaza

**Address Line 2:** 44th Floor

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

<b>ATTORNEY DOCKET NUMBER:</b>	071177.0102
<b>NAME OF SUBMITTER:</b>	Suzanne M. Hengl
<b>SIGNATURE:</b>	/Suzanne M. Hengl/
<b>DATE SIGNED:</b>	02/26/2016

**Total Attachments: 5**

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**The Commonwealth of Massachusetts**

**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

**Limited Liability Company**

**Certificate of Organization**

(General Laws Chapter 156C, Section 12)

(1) The exact name of the limited liability company:

The Talbots Group LP LLC

(2) The street address of the office in the commonwealth at which its records will be maintained:

c/o The Talbots, Inc.  
One Talbots Drive, Hingham, MA 02043

(3) The general character of the business:

Holding Company

(4) Latest date of dissolution, if specified: N/A

(5) The name and street address, of the resident agent in the commonwealth:

NAME	ADDRESS
C T Corporation System	155 Federal Street, Suite 700 Boston, MA 02110

(6) The name and business address, if different from office location, of each manager, if any:

NAME	ADDRESS
Lizanne Kindler	c/o The Talbots, Inc. One Talbots Drive, Hingham, MA 02043

- (7) The name and business address, if different from office location, of each person in addition to manager(s) authorized to execute documents filed with the Corporations Division, and at least one person shall be named if there are no managers:

NAME	ADDRESS
Lizanne Kindler	c/o The Talbots, Inc. One Talbots Drive, Hingham, MA 02043
Brian P. Keaveney	c/o The Talbots, Inc. One Talbots Drive, Hingham, MA 02043
Mara D. Calame	c/o The Talbots, Inc. One Talbots Drive, Hingham, MA 02043

- (8) The name and business address, if different from office location, of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property recorded with a registry of deeds or district office of the land court:

NAME	ADDRESS
Lizanne Kindler	c/o The Talbots, Inc. One Talbots Drive, Hingham, MA 02043
Brian P. Keaveney	c/o The Talbots, Inc. One Talbots Drive, Hingham, MA 02043
Mara D. Calame	c/o The Talbots, Inc. One Talbots Drive, Hingham, MA 02043

- (9) Additional matters:

This Certificate of Organization is to be effective on January 30, 2016, at 11:55 p.m. (EST).

Signed by (by at least one authorized signatory): Mara D. Calame /Mara D. Calame, Vice President

Consent of resident agent:

I CT Corporation System

resident agent of the above limited liability company, consent to my appointment as resident agent pursuant to G.L. c 156C § 12'

\*or attach resident agent's consent hereto.

**COMMONWEALTH OF MASSACHUSETTS**

**CERTIFICATE OF CONVERSION**

**OF**

**THE TALBOTS GROUP, LIMITED PARTNERSHIP,  
A MASSACHUSETTS LIMITED PARTNERSHIP,**

**TO**

**THE TALBOTS GROUP LP LLC,  
A MASSACHUSETTS LIMITED LIABILITY COMPANY,**

**PURSUANT TO SECTION 69 OF**

**THE MASSACHUSETTS LIMITED LIABILITY ACT**

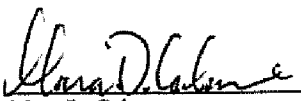
- FIRST: The date and jurisdiction on which The Talbots Group, Limited Partnership, a Massachusetts limited partnership (the "Partnership"), was first formed is December 17, 2007 in the Commonwealth of Massachusetts.
- SECOND: The name of the Partnership immediately prior to the filing of this Certificate of Conversion to a limited liability company is The Talbots Group, Limited Partnership.
- THIRD: The name of the limited liability company as set forth in its Certificate of Organization to be filed with the Commonwealth of Massachusetts pursuant to Section 69.(b) of the Massachusetts Limited Liability Company Act is The Talbots Group LP LLC.
- FOURTH: The effective date of the conversion of the Partnership to a Massachusetts limited liability company and the filing of this Certificate of Conversion and the Certificate of Organization of The Talbots Group LP LLC shall be January 30, 2016, at 11:55 p.m. (EST).

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting entity, has executed this Certificate of Conversion on the 27th day of January, 2016.

THE TALBOTS GROUP, LIMITED  
PARTNERSHIP,  
a Massachusetts limited partnership

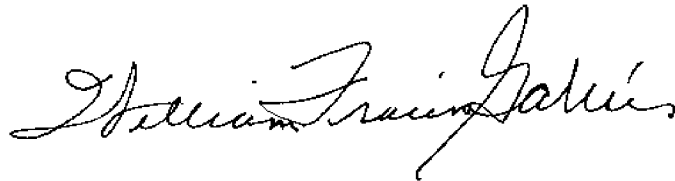
By: The Talbots, Inc.,  
a Delaware corporation,  
its general partner

By:   
Mara D. Calame  
Vice President

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

January 27, 2016 12:21 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large initial "W".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*