

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM499867

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest (2nd Lien)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A., AS COLLATERAL AGENT		10/11/2010 11/28/2018 jd	Bank: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	The Talbots, Inc.
Street Address:	One Talbot Drive
City:	Hingham
State/Country:	MASSACHUSETTS
Postal Code:	02043
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	1114694	
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:	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
Registration Number:	3582798	THRILL OF THE HUNT CLUB
Registration Number:	3870932	TALBOTS ESTABLISHED 1947
Registration Number:	4132181	EVERY WOMAN, EVERY SIZE
Registration Number:	4168221	
Registration Number:	3755851	CLASSIC AWARDS PLATINUM

OP \$840.00 1114694

Property Type	Number	Word Mark
Registration Number:	3706765	CLASSIC AWARDS RED
Registration Number:	3829069	CLASSIC AWARDS BLACK
Registration Number:	3904857	TRADITION TRANSFORMED
Registration Number:	3776133	RED CHAIR CONFESSIONS
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:	77601814	T
Serial Number:	86204445	BEACON HILL COLLECTION
Serial Number:	85675124	1-800-KIDS-123
Serial Number:	85864612	
Serial Number:	85864606	
Serial Number:	85979571	

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202-370-4756

Email: ipteam@cogencyglobal.com

Correspondent Name: Jay daSilva

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: 1019048 2L TM REL

NAME OF SUBMITTER: Sonya Jackman

SIGNATURE: /Sonya Jackman/

DATE SIGNED: 11/28/2018

Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

This **RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS**, dated as of November 28, 2018 ("Release") is made by **BANK OF AMERICA, N.A.** (the "Collateral Agent").

WHEREAS, 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 as a "Grantor" and collectively as the "Grantors"), with Grantors' principal place of business at One Talbot Drive, Hingham MA 02043, own the trademarks, trademark registrations, and trademark applications listed on Schedule A attached hereto ("Marks"), which Marks are registered or applications for registration have been filed in the United States Patent and Trademark Office (the "Office"); and

WHEREAS, the Collateral Agent was granted a security interest in (i) all of Grantors' trademarks trademark registrations, and trademark applications, including but not limited to the Marks, and the registrations thereof, (ii) all proceeds and products of the Marks, (iii) the associated goodwill therein, and (iv) all causes of action arising from infringement of any of the Marks or unfair competition regarding the same, all as described in that certain Second Lien Term Loan Security Agreement executed by Grantors in favor of Collateral agent dated March 19, 2014 (the "Security Agreement") and the Grant of Security Interest in United States Trademarks (the "Grant of Security Interest"), dated March 19, 2014, and previously filed for record in the Office on March 19, 2014 at Trademark Reel and Frame No. 5240/0225 (the "Security Agreement"); and

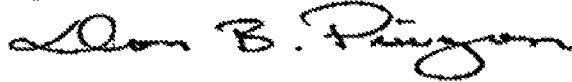
WHEREAS, the Collateral Agent has released its security interest in all of the trademarks, trademark registrations, and trademark applications owned by Grantors, including the Marks, the proceeds and products of the Marks, the associated goodwill therein, and all causes of action arising from infringement of any of the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantee hereby terminates and releases all of its security interests in and liens on all of the trademarks, trademark registrations, and trademark applications, including the Marks the proceeds and products of the Marks, the associated business goodwill therein, and all causes of action arising from infringement of any of the Marks, granted in the Security Agreement and the Grant of Security Interest, and the undersigned hereby acknowledges and agrees that it has no further interests in such trademark collateral and that such Security Agreement and Grant of Security Interest are terminated and of no further force and effect.

[Signature Page Follows]

IN WITNESS WHEREOF, this Release of Security Interest in Trademark Rights has been duly executed as of the date first above written.

BANK OF AMERICA, N.A., as Collateral Agent,

A handwritten signature in black ink, appearing to read "Don B. Pinzon". The signature is written in a cursive style with a large initial "D".

By: _____

Name: Don B. Pinzon

Title: Vice President

[Signature page to 2L Trademark Release]

TRADEMARK
REEL: 006514 FRAME: 0798

SCHEDULE A

MARK	SERIAL/REG. NO.	APP./REG. DATE
Door Design	1114694	3/6/1979
RED DOOR Design	1771987	5/18/1993
TALBOTS KIDS & Design	1711809	9/1/1992
TALBOTS IS THE CLASSICS	1720913	9/29/1992
TALBOTS PETITES & Design	1826424	3/15/1994
TALBOTS (Stylized)	2297384	12/7/1999
TALBOTS COLLECTION	2311088	1/25/2000
CLASSIC AWARDS	2692953	3/4/2003
TALBOTS CLASSIC AWARDS	2692954	3/4/2003
TALBOTS (Stylized) & Oval Design	2790627	12/9/2003
TALBOTS INTIMATES & Design	2894484	10/19/2004
RED DOOR Design	3052114	1/31/2006
T Logo (SIGNATURE)	3289157	9/4/2007
SEE RED	3542811	12/9/2008
THRILL OF THE HUNT CLUB	3582798	3/3/2009
TALBOTS ESTABLISHED 1947 Logo	3870932	11/2/2010
EVERY WOMAN, EVERY SIZE	4132181	4/24/2012
DOOR Design (New)	4168221	7/3/2012
T Design (new)	Application#: 77/601814	10/28/2008
CLASSIC AWARDS PLATINUM	3755851	3/2/2010
CLASSIC AWARDS RED	3706765	11/3/2009
CLASSIC AWARDS BLACK	3829069	8/3/2010
TRADITION TRANSFORMED	3904857	1/11/2011
RED CHAIR CONFESSIONS	3776133	4/13/2010
BEACON HILL COLLECTION	Application #: 86/204445	2/26/2014

WHAT KIND OF CLASSIC ARE YOU	3046053	1/17/2006
TALBOTS COLLECTION PETITES	3079412	4/11/2006
TALBOTS WOMAN PETITES	3119743	7/25/2006
TALBOTS (Block Letters)	4118271	3/27/2012
1-800-KIDS-123	Application#: 85/675124	7/12/2012
DRAGONFLY Design (Stylized White and Black)	Application#: 85/864612	3/1/2013
DRAGONFLY Design (Stylized Shadowed)	Application#: 85/864606	3/1/2013
DRAGONFLY Design (Stylized White and Black)	Application #: 85/979571	3/1/2013