

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM847763

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Talbots, Inc.		04/25/2023	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	The Talbots LLC		
Street Address:	One Talbots Drive		
City:	Hingham		
State/Country:	MASSACHUSETTS		
Postal Code:	02043		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 21			
Property Type	Number	Word Mark	
Serial Number:	90838558	A WORLD OF WELLNESS FOR YOU AT HOME	
Registration Number:	1114694		
Registration Number:	1771987		
Registration Number:	1826424	TALBOTS PETITES	
Registration Number:	2297384	TALBOTS	
Registration Number:	2790627	TALBOTS	
Registration Number:	2692954	TALBOTS CLASSIC AWARDS	
Registration Number:	2692953	CLASSIC AWARDS	
Registration Number:	3052114		
Registration Number:	3119743	TALBOTS WOMAN PETITES	
Registration Number:	4168221		
Registration Number:	4118271	TALBOTS	
Registration Number:	4680050	TALBOTS	
Registration Number:	4812897	T	
Registration Number:	5157568	TALBOTS COMPANY STORE	
Registration Number:	6000291	TALBOTS INTIMATES	
Registration Number:	6390197	T	
Registration Number:	6310252	THE WORLD ACCORDING TO MOM	
Registration Number:	7040581	INVISIFLEX	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	97345790	TALBOTS
Registration Number:	7116869	WINTERTAINING

CORRESPONDENCE DATA

Fax Number: 2122592522

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 Hengl

Address Line 1: 30 ROCKEFELLER PLAZA

Address Line 4: New York, NEW YORK 10112

ATTORNEY DOCKET NUMBER:	071177.0102
NAME OF SUBMITTER:	Suzanne Hengl
SIGNATURE:	/Suzanne Hengl/
DATE SIGNED:	10/23/2023

Total Attachments: 4

source=Certificate of Conversion from The Talbots, Inc to The Talbots LLC effective as of 4.28.2023#page1.tif

source=Certificate of Conversion from The Talbots, Inc to The Talbots LLC effective as of 4.28.2023#page2.tif

source=Certificate of Conversion from The Talbots, Inc to The Talbots LLC effective as of 4.28.2023#page3.tif

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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:18 PM 04/25/2023
FILED 04:18 PM 04/25/2023
SR 20231626102 - File Number 2211360

**CERTIFICATE OF CONVERSION
FROM A DOMESTIC CORPORATION TO
A LIMITED LIABILITY COMPANY**

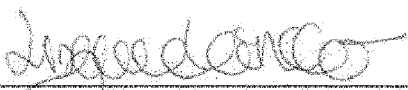
*In accordance with the provisions of Section 266 of the
General Corporation Law of the State of Delaware and
Section 18-214 of the Delaware Limited Liability Company Act*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting The Talbots, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act does hereby certify as follows:

- FIRST:** The jurisdiction where the Corporation was first formed is Delaware.
- SECOND:** The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
- THIRD:** The date the Corporation was first formed is October 23, 1989 under the name of The Talbots, Inc.
- FOURTH:** The name of the Corporation immediately prior to filing this Certificate of Conversion is The Talbots, Inc.
- FIFTH:** The name of the limited liability company into which the Corporation is converting as set forth in the certificate of formation is The Talbots LLC.
- SIXTH:** This Certificate of Conversion shall become effective on April 29, 2023 at 12:04 am Eastern Time.

The undersigned, being duly authorized to sign on behalf of the Corporation, for the purposes of converting the Corporation into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act, does make this Certificate of Conversion, hereby declare and certify that this my act and deed and the facts stated herein are true, and accordingly have hereunto set my hands on April 25, 2023.

The Talbots, Inc.
a Delaware corporation

By: 
Name: Lizanne Kindler
Title: Chief Executive Officer

CERTIFICATE OF FORMATION

OF

THE TALBOTS LLC

This Certificate of Formation is being executed as of April 25, 2023, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq.

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is “The Talbots LLC” (the “Company”).
2. Registered Office and Registered Agent. The Company’s registered office in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The registered agent of the Company for service of process is The Corporation Trust Company located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.
3. This Certificate of Formation shall become effective on April 29, 2023 at 12:04 am Eastern Time.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

By: /s/ Lizanne Kindler
Lizanne Kindler, an Authorized Person

**State of Delaware
Certificate of Correction
of a Limited Liability Company
to be filed pursuant to Section 18-211(a)**

1. The name of the Limited Liability Company is: The Talbots LLC
_____.

2. That a Certificate of Formation was filed by the Secretary of State of Delaware on April 25, 2023, and that said Certificate requires correction as permitted by Section 18-211 of the Limited Liability Company Act.

3. The inaccuracy or defect of said Certificate is: (must give specific reason)

Due to administrative error the effective date in Article 3 states The Certificate of Formation shall become effective on April 29th 12:04am and it should be effective as of April 28 at 12:04am Eastern Time.

4. The Certificate is hereby corrected to read as follows:

The Certificate of Formation shall become effective on April 28th, 2023 at 12:04 am Eastern Time.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 27th day of April, A.D. 2023.

By: /s/ Lizanne Kindler
Authorized Person

Name: Lizanne Kindler
Print or Type

**STATE OF DELAWARE
CERTIFICATE OF CORRECTION**

of the Certificate of Conversion of The Talbots, Inc. _____, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

1. The name of the corporation is The Talbots, Inc.
2. That a Certificate of Conversion
(Title of Certificate Being Corrected)
was filed by the Secretary of State of Delaware on April 25, 2023
and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate is: (must be specific)
Due to administrative error the effective date in Article SIXTH states The Certificate of Conversion shall become effective on April 29th 12:04am and it should be effective as of April 28 at 12:04am Eastern Time.
4. Article SIXTH of the Certificate is corrected to read as follows:
The Certificate of Conversion shall become effective on April 28th, 2023 at 12:04 am Eastern Time.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction this 27th day of April, A.D. 2023.

By: /s/ Lizanne Kindler
Authorized Officer
Name: Lizanne Kindler
Print or Type
Title: Chief Executive Officer