

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
J. Jill Sourcing LLC		10/09/2009	LIMITED LIABILITY COMPANY: DELAWARE
Jill Acquisition LLC		10/09/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 Federal Street
Internal Address:	9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3483528	COMPASSION TEE
Registration Number:	2549253	J. JILL
Registration Number:	2549252	J. JILL
Registration Number:	2234098	J. JILL
Registration Number:	2226071	J. JILL
Registration Number:	2286599	J. JILL
Registration Number:	3665005	J. JILL
Registration Number:	3495018	J. JILL COMPASSION FUND
Registration Number:	2947688	LIVE LOVE LAUGH
Registration Number:	3401652	NATURE OF COMPASSION
Registration Number:	2841401	NATURE'S JEANSWEAR

CH \$390.00 3483528

900145765

**TRADEMARK
 REEL: 004081 FRAME: 0696**

Registration Number:	3399428	PURE JILL
Registration Number:	3614025	PURE JILL
Registration Number:	3662982	TAKE 5
Registration Number:	3089255	THE ART AND CRAFT OF J. JILL

CORRESPONDENCE DATA

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 1501 Wilson Boulevard
Address Line 2: Suite 510
Address Line 4: Arlington, VIRGINIA 22209

ATTORNEY DOCKET NUMBER:	9100802
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	10/20/2009

Total Attachments: 4
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

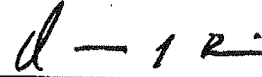
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, J. JILL SOURCING LLC, a Delaware limited liability company and JILL ACQUISITION LLC (individually, each a "Grantor" and collectively, the "Grantors"), hereby grant to BANK OF AMERICA, N.A. (the "Grantee"), a continuing security interest in the Trademarks (as defined in the Security Agreement defined below) included in the Pledged Collateral (as defined in the Security Agreement), including (i) all of each Grantor's right, title and interest in, to and under to the United States 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 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 October 9, 2009 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

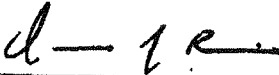
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
7th day of October, 2009.

J. JILL SOURCING LLC, as a Grantor

By: 
Name: David J. Biese
Title: Chief Financial Officer

JILL ACQUISITION LLC, as a Grantor

By: 
Name: David J. Biese
Title: Chief Financial Officer

BANK OF AMERICA, N.A.,
as Grantee


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
9th day of October, 2009.

J. JILL SOURCING LLC, as Grantor

By: _____
Name: _____
Title: _____

BANK OF AMERICA, N.A.,
as Grantee

By: 
Name: Mark D. Twomey
Title: Senior Vice President

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
COMPASSION TEE	3483528	8/12/08
J. JILL	2549253	3/19/02
J. JILL	2549252	3/19/02
J. JILL	2234098	3/23/99
J. JILL	2226071	2/23/99
J. JILL	2286599	10/12/99
J. JILL (STYLIZED)	3665005	8/4/09
J. JILL COMPASSION FUND	3495018	9/2/08
LIVE LOVE LAUGH	2947688	5/10/05
NATURE OF COMPASSION	3401652	3/25/08
NATURE'S JEANSWEAR	2841401	5/11/04
PURE JILL	3399428	3/18/08
PURE JILL	3614025	4/28/09
TAKE 5	3662982	8/4/09
THE ART AND CRAFT OF J. JILL	3089255	5/9/06