

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	First Supplement to Grant of Security Interest in U.S. Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE TALBOTS, INC.		09/26/2013	CORPORATION: DELAWARE
THE TALBOTS GROUP, LIMITED PARTNERSHIP		09/26/2013	LIMITED PARTNERSHIP: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	100 FEDERAL STREET
City:	BOSTON
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
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 via US Mail.
 Phone: 2023704761
 Email: tfahey@nationalcorp.com
 Correspondent Name: Thomas Fahey
 Address Line 1: 1025 Vermont Avenue NW, Suite 1130
 Address Line 2: National Corporate Research, Ltd.
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F146535
NAME OF SUBMITTER:	ANDREW NASH
Signature:	/ANDREW NASH/
Date:	09/26/2013
Total Attachments: 4 source=FINAL - First Supplement to Trademark Security Agreement -- Talbots Inc #page2.tif source=FINAL - First Supplement to Trademark Security Agreement -- Talbots Inc #page3.tif source=FINAL - First Supplement to Trademark Security Agreement -- Talbots Inc #page4.tif source=FINAL - First Supplement to Trademark Security Agreement -- Talbots Inc #page5.tif	

FIRST SUPPLEMENT TO GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

This Supplement to Grant of Security Interest in United States Trademarks (this "Supplement") is made as of the 26th day of September, 2013 by **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, a "Grantor," and collectively, the "Grantors") in favor of **BANK OF AMERICA, N.A.**, in its capacity as the administrative agent and collateral agent for the credit parties under the Security Agreement by, among others, the Grantors and the Grantee, dated as of January 25, 2013 (in such capacity, the "Grantee").

WHEREAS, the Grantors executed and delivered a Grant of Security Interest in United States Trademarks dated January 25, 2013 and recorded on January 28, 2013 at Reel 4950, Frame 0478 (as amended of record from time to time, hereinafter, the "Grant") in favor of the Grantee, pursuant to which the Grantors pledged, assigned and granted a security interest in certain Trademarks (as defined therein); and

WHEREAS, the Grantors have developed additional Trademarks and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Trademarks in favor of the Grantee.


NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. Supplement to Schedule A. Schedule A to the Grant is hereby supplemented, but not replaced, by Schedule A-1 annexed hereto.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantors hereby ratify, confirm and reaffirm all of the representations, warranties and covenants contained therein.
 - b. This Supplement and the Grant cover the entire understanding of the parties with respect to the matters set forth herein and supersede all prior discussions and negotiations hereon.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned have executed this Supplement as of the date first written above.

THE TALBOTS, INC., as Grantor

By: 
Name: David Charne
Title: Chief Financial Officer (Interim)

THE TALBOTS GROUP, LIMITED
PARTNERSHIP, as Grantor

By: _____
Name: Lizanne Kindler
Title: President

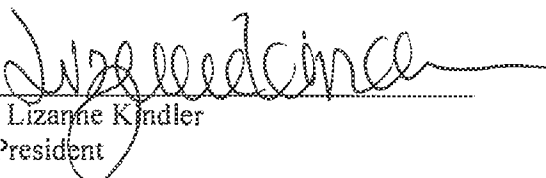
[Signature Page to First Supplement to Grant of Security Interest in United States Trademarks]

IN WITNESS WHEREOF, the undersigned have executed this Supplement as of the date first written above.

THE TALBOTS, INC., as Grantor

By: _____
Name: David Charne
Title: Chief Financial Officer (Interim)

THE TALBOTS GROUP, LIMITED
PARTNERSHIP, as Grantor

By: 
Name: Lizanne Kindler
Title: President

[Signature Page to First Supplement to Grant of Security Interest in United States Trademarks]

SCHEDULE A-1

<u>Mark</u>	<u>App. No/Reg. No</u>	<u>Date</u>	<u>Owner</u>
DRAGONFLY DESIGN	85864612	3/1/2013	The Talbots, Inc.; The Talbots Group, Limited Partnership
DRAGONFLY DESIGN	85864606	3/1/2013	The Talbots, Inc.; The Talbots Group, Limited Partnership
DRAGONFLY DESIGN	85979571	3/1/2013	The Talbots, Inc.; The Talbots Group, Limited Partnership