Approved 4/16/10

THE TALBOTS, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Corporate Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of The Talbots, Inc. (the "Company") to (1) regularly assess and provide recommendations to the Board concerning best corporate governance policies and practices applicable to the Company, (2) assess and make recommendations to the Board concerning the composition, operation and performance of the various Committees of the Board, and (3) assist the Board by identifying individuals qualified to become new Board members and to recommend to the Board candidates for election or appointment as director.

Committee Membership

The Committee shall generally consist of no fewer than three members, all of whom shall be independent directors. The members of the Committee shall meet any applicable requirements established by the New York Stock Exchange. The Chairperson of the Committee will be nominated by the Committee and appointed by the Board. The Board is responsible for the appointment or removal of Committee members and the Committee Chairperson according to criteria that it determines to be in the best interests of the Company and its shareholders.

Meetings

The Committee will meet not less than three (3) times each year.

Committee Authority and Responsibilities

Corporate Governance

The Committee will develop and recommend to the Board effective and appropriate corporate governance policies and practices applicable to the Company, including policies and practices concerning:

- Expected responsibilities and duties of directors
- Timely and effective communication of information to the Board and its Committees
- Management development and succession planning
- Committee functioning and reporting

    - Board access to management and advisors
    - Conflicts of interest and code of business conduct and ethics
    - Board expectations of senior management
    - Director orientation and continuing education
- Review on a regular basis the corporate governance practices of other public companies and the corporate governance practices recommended or suggested by leading authorities, and regularly assess the Company's corporate governance policies and practices.
- Review on a regular basis and make recommendations to the Board concerning the structure, composition, operation, reporting and member qualifications of the Committees of the Board.
- Generally advise the Board and its Committees on corporate governance matters.

Candidates to the Board

- The Committee shall establish policies and procedures regarding the submission of director nominations to the Committee by shareholders.
- The Committee shall, as needed, identify and screen individuals qualified to become new Board members for recommendation to the full Board. The Committee, in consultation with the Chairman of the Board, the Lead Director and other Board members as appropriate, will develop and periodically assess criteria, including appropriate qualifications, characteristics, skills and experience, for the identification, selection and evaluation of new directors and nominees for vacancies on the Board.
- The Committee shall have the authority, at Company expense, to retain and terminate any search firm to be used to identify or screen director candidates and to approve the search firm's fees and other retention terms.

Other Responsibilities And Authority

- The Committee shall annually solicit comments from all directors concerning the Board's performance as a whole and shall lead the Board in its annual assessment of Board performance.
- The Committee will review and make recommendations to the Board with respect to compensation of non-management directors.
- The Committee may, when appropriate, delegate authority to one or more members or to one or more subcommittees established by the Committee.

- The Committee shall have authority to obtain advice and assistance from outside legal, accounting or other advisors at the cost of the Company.
- The Committee shall make regular reports to the Board.
- The Committee shall review this Charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall review its own performance annually and report to the Board.