

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
The Orvis Company, Inc.		07/15/2008	CORPORATION: VERMONT
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: 8			
Property Type	Number	Word Mark	
Registration Number:	0580991	ORVIS	
Registration Number:	1023535	ORVIS	
Registration Number:	2454958	ORVIS	
Registration Number:	2645000	ORVIS	
Registration Number:	2853637	ORVIS	
Registration Number:	3389669	ORVIS	
Registration Number:	2722231	ORVIS SPORTING TRADITIONS SINCE 1856	
Registration Number:	2750999	ORVIS SPORTING TRADITIONS SINCE 1856	
CORRESPONDENCE DATA			
Fax Number:	(617)502-4877		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-248-4877		
Email:	hbalmat@choate.com		
Correspondent Name:	Heather E. Balmat		
Address Line 1:	Two International Place		

OP \$215.00 0580991

Address Line 2: Choate, Hall & Stewart LLP
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2005936.0010
NAME OF SUBMITTER:	Heather E. Balmat
Signature:	/Heather E. Balmat/
Date:	04/16/2009

Total Attachments: 5
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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "*Agreement*"), is entered into as of July 15, 2008, by The Orvis Company, Inc., a Vermont corporation (the "*Grantor*"), in favor of BANK OF AMERICA, N.A., in its capacity as Agent under and as defined in the Third Amended and Restated Revolving Credit, Term Loan and Security Agreement.

WITNESSETH:

WHEREAS, the Grantor is a party to a Third Amended and Restated Revolving Credit, Term Loan and Security Agreement dated as of July 15, 2008 (the "*Security Agreement*") in favor of the Agent pursuant to which the Grantor is required to execute and deliver this Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Agent, for the benefit of the lenders party thereto, to enter into the Security Agreement, the Grantors hereby agree with the Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Grantor hereby pledges and grants to the Agent for the benefit of the Lenders, L/C Issuer and Agent a lien on and a security interest in and to all of its right, title and interest in, to and under all:

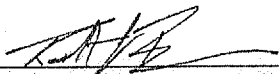
- (a) Trademarks for which registrations or applications for registration are listed on Schedule 1 hereto;
- (b) Good will associated with such Trademarks; and
- (c) Proceeds of any and all of the foregoing.

SECTION 3. Security Agreement. The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Security Agreement and the Grantor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provision of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

THE ORVIS COMPANY, INC.

By: 
Name: Robert J. Bean
Title: Vice President – Finance

BANK OF AMERICA, N.A., as Agent

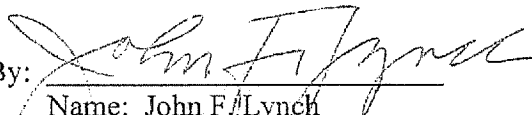
By: _____
Name: John F. Lynch
Title: Senior Vice President

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

THE ORVIS COMPANY, INC.

By: _____
Name: Robert J. Bean
Title: Vice President – Finance

BANK OF AMERICA, N.A., as Agent

By: 
Name: John F. Lynch
Title: Senior Vice President

SCHEDULE 1

Trademark	Int'l Classes	Status/Status Date	Ser./Reg./App. No.	Owner
ORVIS	Int'l Class(es): 28	Renewed Principal Register – Sec. 2(F) 8 & 15 October 13, 2003	SN: 71-633626 RN: 580,991	The Orvis Company, Inc. (Vermont Corp.) Historic Route 7A Manchester, Vermont 05254
ORVIS	Int'l Class(es): 1, 8, 9, 18, 25, 28	Renewed 8 & 15 October 28, 2005	SN: 73-010573 RN: 1,023,535	The Orvis Company, Inc. (Vermont Corp.) Historic Route 7A Manchester, Vermont 05254
ORVIS	Int'l Class(es): 35, 39, 40, 41, 42	Registered Principal Register – Sec. 2(F) 8 & 15 September 7, 2006	SN: 75-892769 RN: 2,454,958	The Orvis Company, Inc. (Vermont Corp.) Historic Route 7A Manchester, Vermont 05254
ORVIS	Int'l Class(es): 6, 8, 9, 11, 12, 13, 14, 16, 18, 20, 25, 28, 34	Registered Principal Register – Sec. 2(F) November 5, 2002	SN: 75-895771 RN: 2,645,000	The Orvis Company, Inc. (Vermont Corp.) Historic Route 7A Manchester, Vermont 05254
ORVIS	Int'l Class(es): 20	Registered Principal Register – Sec. 2(F) June 15, 2004	SN: 78-221341 RN: 2,853,637	The Orvis Company, Inc. (Vermont Corp.) Historic Route 7A Manchester, Vermont 05254
ORVIS	Int'l Class(es): 35, 37, 43, 36	Registered Principal Register – Sec. 2(F) February 26, 2008	SN: 78-321696 RN: 3,389,669	The Orvis Company, Inc. (Vermont Corp.) Historic Route 7A Manchester, Vermont 05254
ORVIS SPORTING TRADITIONS SINCE 1856 (Stylized)	Int'l Class(es): 35, 39, 40, 41, 42	Registered June 3, 2003	SN: 76-263137 RN: 2,722,231	The Orvis Company, Inc. (Vermont Corp.) Historic Route 7A Manchester, Vermont 05254

Trademark	Int'l Classes	Status/Status Date	Ser./Reg./App. No.	Owner
ORVIS SPORTING TRADITIONS SINCE 1856 (Stylized)	Int'l Class(es): 8, 9, 13, 14, 16, 18, 20, 25, 28, 34	Registered August 12, 2003	SN: 76-263138 RN: 2,750,999	The Orvis Company, Inc. (Vermont Corp.) Historic Route 7A Manchester, Vermont 05254