

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM306792

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Walking Company Holdings, Inc.		06/05/2014	CORPORATION: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Wells Fargo Bank, National Association
<b>Street Address:</b>	One Boston Place
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02108
<b>Entity Type:</b>	National Association: UNITED STATES

## PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	4467829	ABEO AERO SYSTEM
Registration Number:	4463919	TARA M
Registration Number:	4432816	FOOTWORX
Registration Number:	4420717	THE FUTURE OF FOOTWEAR
Registration Number:	4371138	ABEO
Registration Number:	4331407	ABEO
Registration Number:	4309667	B.I.O.SYSTEM
Registration Number:	4296139	ABEO 3D3
Registration Number:	4113911	SMARTSYSTEM
Registration Number:	4085050	SUZZATO
Registration Number:	4126243	SIERRA WEST
Registration Number:	3932730	THAD STUART

## CORRESPONDENCE DATA

Fax Number: 6172484000

*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.*

Email: tadmin@choate.com

Correspondent Name: Elizabeth A. Walker

Address Line 1: Two International Place

Address Line 2: Choate Hall &amp; Stewart LLP

TRADEMARK

<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110
<b>ATTORNEY DOCKET NUMBER:</b>	2009985-0063
<b>NAME OF SUBMITTER:</b>	Elizabeth A. Walker
<b>SIGNATURE:</b>	/Elizabeth A. Walker/
<b>DATE SIGNED:</b>	06/05/2014
<b>Total Attachments: 4</b> source=A&R Grant of Security Interest in Trademarks (Executed Copy)#page1.tif source=A&R Grant of Security Interest in Trademarks (Executed Copy)#page2.tif source=A&R Grant of Security Interest in Trademarks (Executed Copy)#page3.tif source=A&R Grant of Security Interest in Trademarks (Executed Copy)#page4.tif	

GRANT OF SECURITY INTEREST  
IN TRADEMARKS

June 5, 2014

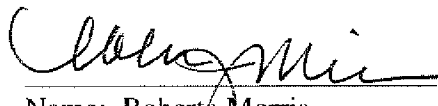
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, THE WALKING COMPANY HOLDINGS, INC., a Delaware corporation, (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as the administrative agent and collateral agent for the Secured Parties under the Security Agreement referred to below (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the trademarks, trademark registrations and use based 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 Guaranteed Obligations of the Grantor, as such term is defined in the Amended and Restated Guarantor Security Agreement, by, among others, the Grantor and the Grantee, dated as of April 27, 2010 (as amended, restated, supplemented or otherwise modified and in effect from time to time, 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.

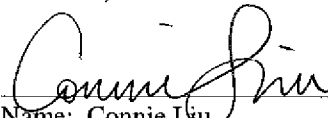
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

**THE WALKING COMPANY HOLDINGS, INC.** as  
Grantor

By:   
Name: Roberta Morris  
Title: Chief Financial Officer

**WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee**


By:   
Name: Connie Liu  
Title: Director

[Signature Page to Grant of Security Interest in Trademarks]

**TRADEMARK  
REEL: 005297 FRAME: 0156**

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

<b>MARK</b>	<b>REG. DATE</b>	<b>REG. NO.</b>	<b>SERIAL NO.</b>
ABEO AERO SYSTEM	1/14/2014	4,467,829	85/862,561
TARA M	1/7/2014	4,463,919	85/801,853
FOOTWORX	11/12/2013	4,432,816	85/104,576
THE FUTURE OF FOOTWEAR	10/22/2013	4,420,717.	85/712,740
	7/23/2013	4,371,138	85/716,330
ABEO	5/7/2013	4,331,407	85/712,754
B.I.O.system	3/26/2013	4,309,667	85/327,847
ABEO 3D3	2/26/2013	4,296,139	85/326,581
SMARTSYSTEM	3/20/2012	4,113,911	85/222,718
SUZZATO	1/10/2012	4,085,050	85/216,305
SIERRA WEST	4/10/2012	4,126,243	85/107,888
THAD STUART	3/15/2011	3,932,730	85/007,814