

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Terra Nova Shoes Limited		04/17/2008	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Terra Nova Shoes ULC
Street Address:	250 WATER STREET
Internal Address:	P.O. Box 250
City:	HARBOUR GRACE, NEWFOUNDLAND
State/Country:	CANADA
Postal Code:	A0A - 2M0
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2115071	TERRA
Registration Number:	2449316	TERRA
Registration Number:	1608312	TERRA
Registration Number:	1533248	TERRA-LITES
Registration Number:	1615801	THERMA-TOE
Registration Number:	1828903	WILD SIDER
Registration Number:	2138114	

CORRESPONDENCE DATA

Fax Number: (615)259-1470
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 615-259-1308
 Email: haverly.rauen@arlaw.com
 Correspondent Name: Haverly A. Rauen
 Address Line 1: 424 Church Street

CH \$190.00 2115071

Address Line 2: Suite 2800
Address Line 4: Nashville, TENNESSEE 37219

ATTORNEY DOCKET NUMBER: 605186-3

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Haverly A. Rauen

Signature: /Haverly A. Rauen/

Date: 11/24/2008

Total Attachments: 5
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Nova Scotia

MEMORANDUM ALTERATION BY COURT ORDER

Companies Act

Registry Number

3227332

I Hereby Certify that

TERRA NOVA SHOES LIMITED

has by order of the Supreme Court of Nova Scotia dated April 17, 2008, altered its Memorandum of Association as set out in the attached Schedule "A".

A handwritten signature in black ink, appearing to read "J. S. C.", positioned above a horizontal line.

Registrar of Joint Stock Companies

April 17, 2008

Date of Alteration

TERRA NOVA SHOES LIMITED
(the "Company")

SCHEDULE "A"

PLAN OF ARRANGEMENT
under Section 130 of the *Companies Act* (Nova Scotia)

ARTICLE 1 – INTERPRETATION

1.1 Definitions

In this Plan of Arrangement, unless there is something in the subject matter or context inconsistent therewith, the following terms shall have the respective meanings set out below:

- (a) "Arrangement" means the arrangement under Section 130 of the *Companies Act* on the terms and subject to the conditions set out in this Plan of Arrangement, subject to any amendments or variations thereto made in accordance with Article 4 hereof or made at the direction of the Court in the Final Order;
- (b) "Company" means Terra Nova Shoes Limited, a company continued under the laws of the Province of Nova Scotia;
- (c) "*Companies Act*" means the *Companies Act*, R.S.N.S. 1989, c.81, as amended;
- (d) "Court" means the Supreme Court of Nova Scotia;
- (e) "Effective Date" means the date indicated in writing by the Company (or its solicitors) to the Registrar of Joint Stock Companies (Nova Scotia) at the time the Final Order is filed with the Registrar of Joint Stock Companies (Nova Scotia) pursuant to subsection 130(3) of the *Companies Act*; and
- (f) "Final Order" means the final order of the Court approving, among other things, the Arrangement.

1.2 Sections and Headings

The division of this Plan of Arrangement into sections and the insertion of headings are for reference purposes only and shall not affect the interpretation of this Plan of Arrangement. Unless otherwise indicated, any reference in this Plan of Arrangement to a section or a schedule refers to the specified section of or schedule to this Plan of Arrangement.

1.3 Number, Gender and Persons

In this Plan of Arrangement, unless the context otherwise requires, words importing the singular number include the plural and vice versa and words importing any gender include all genders.

1.4 Time

Any reference to time herein shall be construed as a reference to the time in Halifax, Nova Scotia.

ARTICLE 2 – ARRANGEMENT

2.1 Alteration of Memorandum of Association of the Company

On the Effective Date, paragraph 4 of the Company's memorandum of association shall be deleted without any further act or formality, and the words "The liability of all of the members is unlimited" shall be inserted in the place thereof.

ARTICLE 3 – CORRESPONDING CHANGES

3.1 Change of Name of the Company

On the Effective Date, the name of the Company shall be changed to Terra Nova Shoes ULC.

3.2 Restatement of Memorandum and Articles of Association of the Company

On the Effective Date, the memorandum of association and articles of association of the Company shall be amended and restated in the forms set out in Schedules "A" and "B" hereto, respectively.

ARTICLE 4 – AMENDMENT

4.1 Amendment

This Plan of Arrangement may be varied or amended by the Company prior to the Final Order or in accordance with the Final Order in such manner as the Court may approve or require.

[1163401.1]

SCHEDULE "A"

COMPANIES ACT
CHAPTER 81, R.S.N.S. 1989

MEMORANDUM OF ASSOCIATION OF TERRA NOVA SHOES ULC

- 1 - The name of the Company is **TERRA NOVA SHOES ULC**.

- 2 - There are no restrictions on the objects and powers of the Company.

- 3 - Pursuant to subsection 26(11) of the *Companies Act*, with the intent that subsection 26(9) of the *Companies Act* not apply to the Company, the following powers are hereby expressly conferred upon the Company:
 - (a) to sell or dispose of its undertaking or a substantial part thereof;
 - (b) subject to the provisions of the *Companies Act* with respect to reduction of capital, to distribute any of its property in specie among its members; and
 - (c) to amalgamate with any company or other body of persons.

- 4 - The liability of all of the members is unlimited.

[1169310.11]



Nova Scotia

CERTIFICATE OF NAME CHANGE

Companies Act

Registry Number

3227332

Name of Company

TERRA NOVA SHOES LIMITED

I hereby certify that the above-mentioned company has with approval of the Registrar of Joint Stock Companies changed its name to:

TERRA NOVA SHOES ULC

A handwritten signature in black ink, appearing to read "J. S. C.", written over a horizontal line.

Registrar of Joint Stock Companies

April 17, 2008

Date of Name Change