

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 Walking Company Holdings, Inc.	FORMERLY Big Dog Holdings, Inc.	03/17/2009	CORPORATION: DELAWARE
Big Dog USA, Inc.		03/17/2009	CORPORATION: CALIFORNIA
The Walking Company		03/17/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Reims Family Trust dated 11/22/91, Joel Reims and Kathleen Ann Reims, Trustees
Street Address:	c/o Kayne Anderson Capital Advisors
Internal Address:	1800 Avenue of the Stars, 2nd Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	TRUST: CALIFORNIA

Name:	The Gary Lieberthal Trust dated 3/29/99, Gary Lieberthal, Trustee
Street Address:	c/o Kayne Anderson Capital Advisors
Internal Address:	1800 Avenue of the Stars, 2nd Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	TRUST: CALIFORNIA

Name:	Robert P. Abate Rev Trust UA 8-29-95, Robert P. Abate, Trustee
Street Address:	PO Box 541N
City:	Elgin
State/Country:	ILLINOIS
Postal Code:	60123
Entity Type:	TRUST: ILLINOIS

900144555

**TRADEMARK
 REEL: 004073 FRAME: 0027**

OP \$515.00 73054753

Name:	Blackwell Partners, LLC
Street Address:	406 Blackwell Street, Suite 300
City:	Durham
State/Country:	NORTH CAROLINA
Postal Code:	27701
Entity Type:	LIMITED LIABILITY COMPANY: NORTH CAROLINA

Name:	RBC Dain Rauscher Cust. for C. Eric Warden SEP IRA
Street Address:	510 Marquette Avenue
Internal Address:	RBC Dain Rauscher, Custodian
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	SEP IRA: MINNESOTA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	73054753	FOOTWORKS
Serial Number:	73272436	OVERLAND
Serial Number:	73272437	OVERLAND TRADING CO.
Serial Number:	74028901	THE WALKING STORE
Serial Number:	74359782	THE WALKING COMPANY
Serial Number:	74384320	THE WALKING COMPANY
Serial Number:	74390409	SOLE OUTDOORS
Serial Number:	74625042	WE SEARCH THE WORLD OVER SO YOU CAN WALK THE WORLD IN COMFORT
Serial Number:	75851140	WALKING CO
Serial Number:	75851142	WALKING CO-
Serial Number:	76630936	FOOT WORX
Serial Number:	77115274	FOOTWORX
Serial Number:	78081082	FOOTWORKS
Serial Number:	78396667	AUTHENTIC COMFORT
Serial Number:	78397784	AUTHENTIC COMFORT
Serial Number:	78494998	THE BEST BRANDS FROM AROUND THE WORLD
Serial Number:	78495066	THE WALKING COMPANY
Serial Number:	78495074	THE WALKING COMPANY AUTHENTIC COMFORT
Serial Number:	78808375	ZEALAND

Serial Number:

78808396

ZEALAND

CORRESPONDENCE DATA

Fax Number: (805)564-8262

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 805-965-4400

Email: kurt@incip.com

Correspondent Name: Kurt Koenig

Address Line 1: 920 Garden Street, Suite A

Address Line 4: Santa Barbara, CALIFORNIA 93067

ATTORNEY DOCKET NUMBER:

2288-100

NAME OF SUBMITTER:

Kurt Koenig

Signature:

/Kurt Koenig/

Date:

10/04/2009

Total Attachments: 50

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TRADEMARK

REEL: 004073 FRAME: 0029

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

PLEASE RETURN TO

CSC
 2730 Gateway Oaks Drive, Suite 100
 Sacramento, CA 95833
 Acct. #10011306

09-7207705057

09/08/2009 14:35



FILED
 CALIFORNIA
 SECRETARY OF STATE



1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME The Walking Company Holdings, Inc.				FIRST NAME		MIDDLE NAME		SUFFIX	
OR 1b. INDIVIDUAL'S LAST NAME				FIRST NAME		MIDDLE NAME		SUFFIX	
1c. MAILING ADDRESS 121 Gray Avenue				CITY Santa Barbara		STATE CA	POSTAL CODE 93101		COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware		1g. ORGANIZATIONAL ID #, if any 2366283		<input type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME SEE ADDITIONAL DEBTORS ATTACHED HERETO AS EXHIBIT "A"				FIRST NAME		MIDDLE NAME		SUFFIX	
OR 2b. INDIVIDUAL'S LAST NAME				FIRST NAME		MIDDLE NAME		SUFFIX	
2c. MAILING ADDRESS				CITY		STATE	POSTAL CODE		COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION		2g. ORGANIZATIONAL ID #, if any		<input type="checkbox"/> NONE		

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Robert P. Abate Rev Trust UA 8-29-95, Robert P. Abate, Trustee				FIRST NAME		MIDDLE NAME		SUFFIX	
OR 3b. INDIVIDUAL'S LAST NAME				FIRST NAME		MIDDLE NAME		SUFFIX	
3c. MAILING ADDRESS P.O. Box 541N				CITY Elgin		STATE IL	POSTAL CODE 60123		COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

A security interest in all right, title and interest of the Debtors as more particularly described in that certain Security Agreement dated as of August 1, 2009, as amended or restated from time to time, by and between the Debtors and the Secured Party, including, without limitation, the property more particularly described on Exhibit "B" attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		All Debtors	Debtor 1	Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

119317-ADL
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EXHIBIT "A" TO UCC-1

Name of First Debtor:

The Walking Company Holdings, Inc.

1. ADDITIONAL DEBTORS:

Big Dog USA, Inc.

121 Gray Avenue

Santa Barbara, CA 93101

a California corporation

Organizational ID: 1878890

The Walking Company

121 Gray Avenue

Santa Barbara, CA 93101

a Delaware corporation

Organizational ID: 3766438

EXHIBIT "B" TO UCC-1

Debtors:

The Walking Company
Holdings, Inc.
Big Dog USA, Inc.
The Walking Company

Secured Party:

Robert P. Abate Rev Trust UA 8-29-95
Robert P. Abate, Trustee

A. All of Debtors' right, title and interest in and to the following described personal property, including, without limitation the following property, whether now owned or hereafter acquired:

All (i) Accounts, (ii) Chattel Paper; (iii) Commercial Tort Claims, (iv) Deposit Accounts; (v) Documents; (vi) Equipment; (vii) Fixtures; (viii) General Intangibles, including patents, copyrights, trademarks, service marks and trade names and any applications therefore or registrations thereof, including without limitation those set forth on Schedule A hereto, payment intangibles and software, but excluding BIG DOGS® and BIG DOG SPORTSWEAR® trademarks (the "Big Dog Marks") and all other copyrights, graphic artwork, internet domain names, trademarks, patents or other intellectual property owned by Debtors relating to or derivative of the Big Dog Marks or relating to or used in the business of Big Dog USA, Inc.; (ix) Goods; (x) Instruments; (xi) Inventory; (xii) Investment Property and Financial Assets; (xiii) Letter-of-Credit Rights and letters of credit; (xiv) Money; (xv) Supporting Obligations; (xvi) insurance claims and proceeds; (xvii) books, records, computer programs, databases and other materials pertaining to any of the foregoing; and (xviii) Proceeds and products of any of the foregoing (collectively, the "Collateral"). Capitalized terms used herein but not defined in this Exhibit shall have the meanings accorded to such terms under the Uniform Commercial Code in effect in the State of New York from time to time.

B. The Secured Party is subject to a First Amended and Restated Subordination Agreement dated as of March 17, 2009 (the "Amended Subordination Agreement"), by and among the Debtors in favor of Wells Fargo Retail Finance, LLC (as successor in interest to Wells Fargo Retail Finance II, LLC) as Administrative Agent ("Agent") for the benefit of the "Lenders" under a First Amended, Restated and Consolidated Loan and Security Agreement dated as of July 7, 2005 (as amended by First through Ninth Amendments thereto and as it may be hereafter amended, restated, supplemented and/or modified from time to time, the "Loan Agreement") and, pursuant to the Amended Subordination Agreement, the security interests and liens granted to the Secured Party hereunder and all rights and remedies of the Secured Party hereunder are subject and subordinate to the prior indefeasible payment in full of the Debtors' "Obligations" (as defined in the "Loan Agreement") to the Agent and Lenders under the Loan Agreement and termination of Lender's Obligations to make any further advances thereunder.

22259710002

**Schedule A to Exhibit B
to UCC1 Financing Statement:**

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680340	12/8/1995	680340	12/8/1995
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680341	12/8/1995	680341	12/8/1995
The Walking Company	WALKING CO. (Stylized)	Brazil	824048016	6/28/2001		
The Walking Company Holdings, Inc. Need to assign from Steve's Shoes The Walking Company	OVERLAND TRADING CO.	Canada	0480921	1/15/1982	TMA294069	8/17/1984
The Walking Company Holdings, Inc.	THE WALKING COMPANY	Canada	756806	6/13/1994	496,512	6/19/1998
The Walking Company Holdings, Inc.	THE WALKING CO. & Design	Canada	756813	6/13/1994	456587	4/19/1996
The Walking Company assigned from TWC California	THE WALKING CO.	CTM	500850	4/2/1997	000500850	2/16/1999
The Walking Company Holdings, Inc.	ZANTE	CTM	001238146	6/30/1999	001238146	7/9/2001
The Walking Company Holdings, Inc.	WALKING CO & Design	CTM	2084150	1/19/2001	002084150	11/12/2003
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4443530	1/5/2001
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4002986	1/5/2001
The Walking Company assigned from TWC California	ZANTE	Japan	11-062409		4434993	
The Walking Company Holdings, Inc.	FOOTWORKS	USA	73054753	6/10/1975	1046870	8/24/1976
The Walking Company Holdings, Inc.	OVERLAND	USA	73272436	7/31/1980	1236791	5/3/1983
The Walking Company	OVERLAND	USA	73272437	7/31/1980	1250060	8/30/1983

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22259710002

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
Holdings, Inc.	TRADING CO.					
The Walking Company Holdings, Inc.	THE WALKING STORE	USA	74028901	2/14/1990	1641792	4/16/1991
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74359782	2/17/1993	1868904	12/20/1994
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74384320	4/30/1993	1854353	9/13/1994
The Walking Company Holdings, Inc. Steve's Shoes The Walking Company	SOLE OUTDOORS	USA	74390409	5/12/1993	1855400	9/20/1994
The Walking Company Holdings, Inc.	WE SEARCH THE WORLD OVER SO YOU CAN WALK THE WORLD IN COMFORT	USA	74625042	1/24/1995	2037633	2/11/1997
The Walking Company Holdings, Inc.	WALKING CO	USA	75851140	11/17/1999	2397876	10/24/2000
The Walking Company Holdings, Inc.	WALKING CO & Design	USA	75851142	11/17/1999	2397877	10/24/2000
The Walking Company Holdings, Inc.	FOOT WORX	USA	76630936	2/10/2005	3354712	12/18/2007
The Walking Company Holdings, Inc.	FOOTWORX	USA	77115274	2/23/2007		
The Walking Company Holdings, Inc.	FOOTWORKS	USA	78081082	8/24/2001	2866505	7/27/2004
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT	USA	78396667	4/5/2004	3197303	1/9/2007
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT & Design	USA	78397784	4/7/2004	3197305	1/9/2007
The Walking Company Holdings, Inc.	THE BEST BRANDS FROM AROUND THE WORLD	USA	78494998	10/5/2004	3038551	1/3/2006
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	78495066	10/5/2004	3070450	3/21/2006
The Walking Company Holdings, Inc.	THE WALKING	USA	78495074	10/5/2004	3072992	3/28/2006

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
	COMPANY AUTHENTIC COMFORT					
The Walking Company Holdings, Inc.	ZEALAND	USA	78808375	2/6/2006	3332011	11/6/2007
The Walking Company Holdings, Inc.	ZEALAND	USA	78808396	2/6/2006		

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 05:17 PM 09/08/2009
 INITIAL FILING # 2009 2882352

SRV: 090840157

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Arent Fox LLP
 1050 Connecticut Avenue, NW
 Washington, DC 2003605339
 Attn: Claudia Bass, Senior Paralegal

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME The Walking Company Holdings, Inc.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 121 Gray Avenue		CITY Santa Barbara		STATE CA	POSTAL CODE 93101	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 2366283 <input type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME SEE ADDITIONAL DEBTORS ATTACHED HERETO AS EXHIBIT "A"						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
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3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR(S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Robert P. Abate Rev Trust UA 8-29-95, Robert P. Abate, Trustee						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS P.O. Box 541N		CITY Elgin		STATE IL	POSTAL CODE 60123	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

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5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
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Organizational ID: 3766438

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GENBUS/692051.1

**TRADEMARK
REEL: 004073 FRAME: 0040**

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The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	78495066	10/5/2004	3070450	3/21/2006
The Walking Company Holdings, Inc.	THE WALKING	USA	78495074	10/5/2004	3072992	3/28/2006

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
	COMPANY AUTHENTIC COMFORT					
The Walking Company Holdings, Inc.	ZEALAND	USA	78808375	2/6/2006	3332011	11/6/2007
The Walking Company Holdings, Inc.	ZEALAND	USA	78808396	2/6/2006		



SECRETARY OF STATE
STATE OF CALIFORNIA

UCC Filing Acknowledgement

08/17/2009

Page 1 of 1

CSC	3 or more	\$20.00
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SACRAMENTO CA 95833	Special	\$6.00
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	Total Fee:	\$26.00

The California Secretary of State's Office has received and filed your document. The information below reflects the data that was indexed in our system. Please review the information for accuracy. Included is an image of the filed document to assist you in your review. If you find a potential error, please notify the UCC Section at the number listed below at your earliest convenience.

Filing Type: **Financing Statement**
Filing Number: **09-7205711739**

File Date: **08/14/2009**
Lapse Date: **08/14/2014**

File Time: **11:59**

Debtor(s):
ORGANIZATION

THE WALKING COMPANY HOLDINGS, INC.

121 GRAY AVENUE SANTA BARBARA CA USA 93101

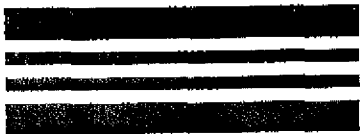
Secured Party(ies):
ORGANIZATION

BLACKWELL PARTNERS, LLC

**406 BLACKWELL STREET, SUITE 300 DURHAM NC USA
27701**

Not all data indexed : This filing included Debtor information that was either illegible or incomplete.

Filing by the Secretary of State is not conclusive proof that all conditions for securing priority have been met. Ensuring that accurate information is on the document to be filed is the responsibility of the filing party. If this filing is challenged, the Secretary of State does not guarantee that the filing is legally sufficient to secure priority under UCC Article 9 and expressly disclaims any liability for failure of the filing party to secure priority resulting from the information contained in the filed document, or the lack of information on the filed document.



09-7205711739

08/14/2009 11:59

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY



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CALIFORNIA
SECRETARY OF STATE

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

*****PLEASE RETURN TO*****

CSC
2730 Gateway Oaks Drive, Suite 100
Sacramento, CA 95833
Acct. #10011306

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME The Walking Company Holdings, Inc.				FIRST NAME		MIDDLE NAME		SUFFIX	
OR 1b. INDIVIDUAL'S LAST NAME				CITY		STATE		POSTAL CODE	
1c. MAILING ADDRESS 121 Gray Avenue				Santa Barbara		CA		93101	
1d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR		1e. TYPE OF ORGANIZATION Corporation		1f. JURISDICTION OF ORGANIZATION Delaware		1g. ORGANIZATIONAL ID #, if any 2366283	
								<input type="checkbox"/> NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME SEE ADDITIONAL DEBTORS ATTACHED HERETO AS EXHIBIT "A"				FIRST NAME		MIDDLE NAME		SUFFIX	
OR 2b. INDIVIDUAL'S LAST NAME				CITY		STATE		POSTAL CODE	
2c. MAILING ADDRESS									
2d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR		2e. TYPE OF ORGANIZATION		2f. JURISDICTION OF ORGANIZATION		2g. ORGANIZATIONAL ID #, if any	
								<input type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR/S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Blackwell Partners, LLC				FIRST NAME		MIDDLE NAME		SUFFIX	
OR 3b. INDIVIDUAL'S LAST NAME				CITY		STATE		POSTAL CODE	
3c. MAILING ADDRESS 406 Blackwell Street, Suite 300				Durham		NC		27701	

4. This FINANCING STATEMENT covers the following collateral:
A security interest in all right, title and interest of the Debtors as more particularly described in that certain Security Agreement dated as of March 17, 2009, as amended or restated from time to time, by and between the Debtors and the Secured Parties, including, without limitation, the property more particularly described on Exhibit "B" attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILOR/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA LVD 097062 - 2 \$31 bpgs						

EXHIBIT "A" TO UCC-1

22025920003

Name of First Debtor:

The Walking Company Holdings, Inc.

1. ADDITIONAL DEBTORS:

Big Dog USA, Inc.
121 Gray Avenue
Santa Barbara, CA 93101
a California corporation
Organizational ID: 1878890

The Walking Company
121 Gray Avenue
Santa Barbara, CA 93101
a Delaware corporation
Organizational ID: 3766438

22025920003

EXHIBIT "B" TO UCC-1

Debtors:
The Walking Company
Holdings, Inc.
Big Dog USA, Inc.
The Walking Company

Secured Party:
Blackwell Partners LLC

A. All of Debtors' right, title and interest in and to the following described personal property, including, without limitation the following property, whether now owned or hereafter acquired:

All (i) Accounts, (ii) Chattel Paper; (iii) Commercial Tort Claims, (iv) Deposit Accounts; (v) Documents; (vi) Equipment; (vii) Fixtures; (viii) General Intangibles, including patents, copyrights, trademarks, service marks and trade names and any applications therefore or registrations thereof, including without limitation those set forth on Schedule A hereto, payment intangibles and software, but excluding BIG DOGS® and BIG DOG SPORTSWEAR® trademarks (the "Big Dog Marks") and all other copyrights, graphic artwork, internet domain names, trademarks, patents or other intellectual property owned by Debtors relating to or derivative of the Big Dog Marks or relating to or used in the business of Big Dog USA, Inc.; (ix) Goods; (x) Instruments; (xi) Inventory; (xii) Investment Property and Financial Assets; (xiii) Letter-of-Credit Rights and letters of credit; (xiv) Money; (xv) Supporting Obligations; (xvi) insurance claims and proceeds; (xvii) books, records, computer programs, databases and other materials pertaining to any of the foregoing; and (xviii) Proceeds and products of any of the foregoing (collectively, the "Collateral"). Capitalized terms used herein but not defined in this Exhibit shall have the meanings accorded to such terms under the Uniform Commercial Code in effect in the State of New York from time to time.

B. The Secured Parties are subject to a First Amended and Restated Subordination Agreement dated as of March 17, 2009 (the "Amended Subordination Agreement"), by and among the Debtors in favor of Wells Fargo Retail Finance, LLC (as successor in interest to Wells Fargo Retail Finance II, LLC) as Administrative Agent ("Agent") for the benefit of the "Lenders" under a First Amended, Restated and Consolidated Loan and Security Agreement dated as of July 7, 2005 (as amended by First through Ninth Amendments thereto and as it may be hereafter amended, restated, supplemented and/or modified from time to time, the "Loan Agreement") and that, pursuant to the Amended Subordination Agreement, the security interests and liens granted to the Secured Parties hereunder and all rights and remedies of the Secured Parties hereunder are subject and subordinate to the prior indefeasible payment in full of the Debtors' "Obligations" (as defined in the "Loan Agreement") to the Agent and Lenders under the Loan Agreement and termination of Lender's Obligations to make any further advances thereunder.

GENBUS/689715.1

22025920003

**Schedule A to Exhibit B
to UCCI Financing Statement:**

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number	Registration Date
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680340	12/8/1995	680340	12/8/1995
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680341	12/8/1995	680341	12/8/1995
The Walking Company	WALKING CO. (Stylized)	Brazil	824048016	6/28/2001		
The Walking Company Holdings, Inc. Need to assign from Steve's Shoes The Walking Company	OVERLAND TRADING CO.	Canada	0480921	1/15/1982	TMA294069	8/17/1984
The Walking Company Holdings, Inc.	THE WALKING COMPANY	Canada	756806	6/13/1994	496,512	6/19/1998
The Walking Company Holdings, Inc.	THE WALKING CO. & Design	Canada	756813	6/13/1994	456587	4/19/1996
The Walking Company assigned from TWC California	THE WALKING CO.	CTM	500850	4/2/1997	000500850	2/16/1999
The Walking Company Holdings, Inc.	ZANTE	CTM	001238146	6/30/1999	001238146	7/9/2001
The Walking Company Holdings, Inc.	WALKING CO & Design	CTM	2084150	1/19/2001	002084150	11/12/2003
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4443530	1/5/2001
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4002986	1/5/2001
The Walking Company assigned from TWC California	ZANTE	Japan	11-062409		4434993	
The Walking Company Holdings, Inc.	FOOTWORKS	USA	73054753	6/10/1975	1046870	8/24/1976
The Walking Company Holdings, Inc.	OVERLAND	USA	73272436	7/31/1980	1236791	5/3/1983
The Walking Company	OVERLAND	USA	73272437	7/31/1980	1250060	8/30/1983

GENBUS/689715.1

22025920003

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
Holdings, Inc.	TRADING CO.					
The Walking Company Holdings, Inc.	THE WALKING STORE	USA	74028901	2/14/1990	1641792	4/16/1991
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74359782	2/17/1993	1868904	12/20/1994
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74384320	4/30/1993	1854353	9/13/1994
The Walking Company Holdings, Inc. Steve's Shoes The Walking Company	SOLE OUTDOORS	USA	74390409	5/12/1993	1855400	9/20/1994
The Walking Company Holdings, Inc.	WE SEARCH THE WORLD OVER SO YOU CAN WALK THE WORLD IN COMFORT	USA	74625042	1/24/1995	2037633	2/11/1997
The Walking Company Holdings, Inc.	WALKING CO	USA	75851140	11/17/1999	2397876	10/24/2000
The Walking Company Holdings, Inc.	WALKING CO & Design	USA	75851142	11/17/1999	2397877	10/24/2000
The Walking Company Holdings, Inc.	FOOT WORX	USA	76630936	2/10/2005	3354712	12/18/2007
The Walking Company Holdings, Inc.	FOOTWORX	USA	77115274	2/23/2007		
The Walking Company Holdings, Inc.	FOOTWORKS	USA	78081082	8/24/2001	2866505	7/27/2004
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT	USA	78396667	4/5/2004	3197303	1/9/2007
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT & Design	USA	78397784	4/7/2004	3197305	1/9/2007
The Walking Company Holdings, Inc.	THE BEST BRANDS FROM AROUND THE WORLD	USA	78494998	10/5/2004	3038551	1/3/2006
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	78495066	10/5/2004	3070450	3/21/2006
The Walking Company Holdings, Inc.	THE WALKING	USA	78495074	10/5/2004	3072992	3/28/2006

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
	COMPANY AUTHENTIC COMFORT					
The Walking Company Holdings, Inc.	ZEALAND	USA	78808375	2/6/2006	3332011	11/6/2007
The Walking Company Holdings, Inc.	ZEALAND	USA	78808396	2/6/2006		

22025920003

SRV: 090780121

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Arent Fox LLP
 1050 Connecticut Avenue, NW
 Washington, DC 2003605339
 Attn: Claudia Bass, Senior Paralegal

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME The Walking Company Holdings, Inc.				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 121 Gray Avenue		CITY Santa Barbara	STATE CA	POSTAL CODE 93101
				COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 2366283 <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME SEE ADDITIONAL DEBTORS ATTACHED HERETO AS EXHIBIT "A"				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Blackwell Partners, LLC				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 406 Blackwell Street, Suite 300		CITY Durham	STATE NC	POSTAL CODE 27701
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

A security interest in all right, title and interest of the Debtors as more particularly described in that certain Security Agreement dated as of March 17, 2009, as amended or restated from time to time, by and between the Debtors and the Secured Parties, including, without limitation, the property more particularly described on Exhibit "B" attached hereto.

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6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)	ADDITIONAL FEE	All Debtors	Debtor 1	Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

EXHIBIT "A" TO UCC-1

Name of First Debtor:

The Walking Company Holdings, Inc.

I. ADDITIONAL DEBTORS:

Big Dog USA, Inc.

121 Gray Avenue

Santa Barbara, CA 93101

a California corporation

Organizational ID: 1878890

The Walking Company

121 Gray Avenue

Santa Barbara, CA 93101

a Delaware corporation

Organizational ID: 3766438

EXHIBIT "B" TO UCC-1

Debtors:

The Walking Company
Holdings, Inc.
Big Dog USA, Inc.
The Walking Company

Secured Party:

Blackwell Partners LLC

A. All of Debtors' right, title and interest in and to the following described personal property, including, without limitation the following property, whether now owned or hereafter acquired:

All (i) Accounts, (ii) Chattel Paper; (iii) Commercial Tort Claims, (iv) Deposit Accounts; (v) Documents; (vi) Equipment; (vii) Fixtures; (viii) General Intangibles, including patents, copyrights, trademarks, service marks and trade names and any applications therefore or registrations thereof, including without limitation those set forth on Schedule A hereto, payment intangibles and software, but excluding BIG DOGS® and BIG DOG SPORTSWEAR® trademarks (the "Big Dog Marks") and all other copyrights, graphic artwork, internet domain names, trademarks, patents or other intellectual property owned by Debtors relating to or derivative of the Big Dog Marks or relating to or used in the business of Big Dog USA, Inc.; (ix) Goods; (x) Instruments; (xi) Inventory; (xii) Investment Property and Financial Assets; (xiii) Letter-of-Credit Rights and letters of credit; (xiv) Money; (xv) Supporting Obligations; (xvi) insurance claims and proceeds; (xvii) books, records, computer programs, databases and other materials pertaining to any of the foregoing; and (xviii) Proceeds and products of any of the foregoing (collectively, the "Collateral"). Capitalized terms used herein but not defined in this Exhibit shall have the meanings accorded to such terms under the Uniform Commercial Code in effect in the State of New York from time to time.

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**Schedule A to Exhibit B
to UCC1 Financing Statement:**

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The Walking Company	WALKING CO. (Stylized)	Brazil	824048016	6/28/2001		
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The Walking Company Holdings, Inc.	ZANTE	CTM	001238146	6/30/1999	001238146	7/9/2001
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GENBUS/689715.1

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The Walking Company Holdings, Inc.	THE WALKING	USA	78495074	10/5/2004	3072992	3/28/2006

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
	COMPANY AUTHENTIC COMFORT					
The Walking Company Holdings, Inc.	ZEALAND	USA	78808375	2/6/2006	3332011	11/6/2007
The Walking Company Holdings, Inc.	ZEALAND	USA	78808396	2/6/2006		



SECRETARY OF STATE
STATE OF CALIFORNIA

UCC Filing Acknowledgement

08/17/2009

Page 1 of 1

CSC
2730 GATEWAY OAKS DRIVE, SUITE 100
SACRAMENTO CA 95833

3 or more pages:
Special Handling Fee: \$6.00
Total Fee: \$26.00

The California Secretary of State's Office has received and filed your document. The information below reflects the data that was indexed in our system. Please review the information for accuracy. Included is an image of the filed document to assist you in your review. If you find a potential error, please notify the UCC Section at the number listed below at your earliest convenience.

Filing Type: **Financing Statement**
Filing Number: **09-7205711850**

File Date: **08/14/2009**
Lapse Date: **08/14/2014**

File Time: **11:59**

Debtor(s):
ORGANIZATION

THE WALKING COMPANY HOLDINGS, INC.

121 GRAY AVENUE SANTA BARBARA CA USA 93101

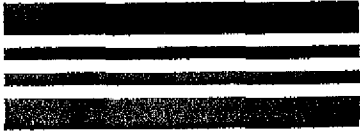
Secured Party(ies):
ORGANIZATION

THE GARY LIEBERTHAL TRUST DATED 3/29/99, GARY LIEBERTHAL, TRUSTEE

1800 AVENUE OF THE STARS, SECOND FLOOR LOS ANGELES CA USA 90067

Not all data indexed : This filing included Debtor information that was either illegible or incomplete.

Filing by the Secretary of State is not conclusive proof that all conditions for securing priority have been met. Ensuring that accurate information is on the document to be filed is the responsibility of the filing party. If this filing is challenged, the Secretary of State does not guarantee that the filing is legally sufficient to secure priority under UCC Article 9 and expressly disclaims any liability for failure of the filing party to secure priority resulting from the information contained in the filed document, or the lack of information on the filed document.



09-7205711850

08/14/2009 11:59

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

*****PLEASE RETURN TO*****

CSC
2730 Gateway Oaks Drive, Suite 100
Sacramento, CA 95833
Acct. #10011306



FILED
CALIFORNIA
SECRETARY OF STATE

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME			
The Walking Company Holdings, Inc.			
OR	1b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
121 Gray Avenue		Santa Barbara	CA 93101 USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION
		Corporation	Delaware
			1g. ORGANIZATIONAL ID #, if any
			2366283 <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME			
SEE ADDITIONAL DEBTORS ATTACHED HERETO AS EXHIBIT "A"			
OR	2b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
			2g. ORGANIZATIONAL ID #, if any
			<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME			
The Gary Lieberthal Trust dated 3/29/99, Gary Lieberthal, Trustee			
OR	3b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
1800 Avenue of the Stars, Second Floor		Los Angeles	CA 90067 USA

4. This FINANCING STATEMENT covers the following collateral:

A security interest in all right, title and interest of the Debtors as more particularly described in that certain Security Agreement dated as of August 1, 2009, as amended or restated from time to time, by and between the Debtors and the Secured Parties, including, without limitation, the property more particularly described on Exhibit "B" attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)			All Debtors	Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA						

LVD 097062-1 \$31 6 PGS

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

TRADEMARK
REEL: 004073 FRAME: 0057

22025920004

EXHIBIT "A" TO UCC-1

Name of First Debtor:

The Walking Company Holdings, Inc.

1. ADDITIONAL DEBTORS:

Big Dog USA, Inc.
121 Gray Avenue
Santa Barbara, CA 93101
a California corporation
Organizational ID: 1878890

The Walking Company
121 Gray Avenue
Santa Barbara, CA 93101
a Delaware corporation
Organizational ID: 3766438

2. ADDITIONAL SECURED PARTY:

Reims Family Trust dated 11/22/91
Joel Reims and Kathleen Ann Reims, Trustees
c/o Kayne Anderson Capital Advisors
1800 Avenue of the Stars, Second Floor
Los Angeles, CA 90067

22025920004

EXHIBIT "B" TO UCC-1

Debtors:

The Walking Company
Holdings, Inc.
Big Dog USA, Inc.
The Walking Company

Secured Party:

The Gary Lieberthal Trust dated 3/22/99
Gary Lieberthal, Trustee
Reims Family Trust dated 11/22/91
Joel Reims and Kathleen Ann Reims, Trustees

A. All of Debtors' right, title and interest in and to the following described personal property, including, without limitation the following property, whether now owned or hereafter acquired:

All (i) Accounts, (ii) Chattel Paper; (iii) Commercial Tort Claims, (iv) Deposit Accounts; (v) Documents; (vi) Equipment; (vii) Fixtures; (viii) General Intangibles, including patents, copyrights, trademarks, service marks and trade names and any applications therefore or registrations thereof, including without limitation those set forth on Schedule A hereto, payment intangibles and software, but excluding BIG DOGS® and BIG DOG SPORTSWEAR® trademarks (the "Big Dog Marks") and all other copyrights, graphic artwork, internet domain names, trademarks, patents or other intellectual property owned by Debtors relating to or derivative of the Big Dog Marks or relating to or used in the business of Big Dog USA, Inc.; (ix) Goods; (x) Instruments; (xi) Inventory; (xii) Investment Property and Financial Assets; (xiii) Letter-of-Credit Rights and letters of credit; (xiv) Money; (xv) Supporting Obligations; (xvi) insurance claims and proceeds; (xvii) books, records, computer programs, databases and other materials pertaining to any of the foregoing; and (xviii) Proceeds and products of any of the foregoing (collectively, the "Collateral"). Capitalized terms used herein but not defined in this Exhibit shall have the meanings accorded to such terms under the Uniform Commercial Code in effect in the State of New York from time to time.

B. The Secured Parties are subject to a First Amended and Restated Subordination Agreement dated as of March 17, 2009 (the "Amended Subordination Agreement"), by and among the Debtors in favor of Wells Fargo Retail Finance, LLC (as successor in interest to Wells Fargo Retail Finance II, LLC) as Administrative Agent ("Agent") for the benefit of the "Lenders" under a First Amended, Restated and Consolidated Loan and Security Agreement dated as of July 7, 2005 (as amended by First through Ninth Amendments thereto and as it may be hereafter amended, restated, supplemented and/or modified from time to time, the "Loan Agreement") and that, pursuant to the Amended Subordination Agreement, the security interests and liens granted to the Secured Parties hereunder and all rights and remedies of the Secured Parties hereunder are subject and subordinate to the prior indefeasible payment in full of the Debtors' "Obligations" (as defined in the "Loan Agreement") to the Agent and Lenders under the Loan Agreement and termination of Lender's Obligations to make any further advances thereunder.

GENBUS/689715.1

22025920004

**Schedule A to Exhibit B
to UCC1 Financing Statement:**

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680340	12/8/1995	680340	12/8/1995
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680341	12/8/1995	680341	12/8/1995
The Walking Company	WALKING CO. (Stylized)	Brazil	824048016	6/28/2001		
The Walking Company Holdings, Inc. Need to assign from Steve's Shoes The Walking Company	OVERLAND TRADING CO.	Canada	0480921	1/15/1982	TMA294069	8/17/1984
The Walking Company Holdings, Inc.	THE WALKING COMPANY	Canada	756806	6/13/1994	496,512	6/19/1998
The Walking Company Holdings, Inc.	THE WALKING CO. & Design	Canada	756813	6/13/1994	456587	4/19/1996
The Walking Company assigned from TWC California	THE WALKING CO.	CTM	500850	4/2/1997	000500850	2/16/1999
The Walking Company Holdings, Inc.	ZANTE	CTM	001238146	6/30/1999	001238146	7/9/2001
The Walking Company Holdings, Inc.	WALKING CO & Design	CTM	2084150	1/19/2001	002084150	11/12/2003
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4443530	1/5/2001
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4002986	1/5/2001
The Walking Company assigned from TWC California	ZANTE	Japan	11-062409		4434993	
The Walking Company Holdings, Inc.	FOOTWORKS	USA	73054753	6/10/1975	1046870	8/24/1976
The Walking Company Holdings, Inc.	OVERLAND	USA	73272436	7/31/1980	1236791	5/3/1983
The Walking Company	OVERLAND	USA	73272437	7/31/1980	1250060	8/30/1983

GENBUS/689715.1

22025920004

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
Holdings, Inc.	TRADING CO.					
The Walking Company Holdings, Inc.	THE WALKING STORE	USA	74028901	2/14/1990	1641792	4/16/1991
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74359782	2/17/1993	1868904	12/20/1994
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74384320	4/30/1993	1854353	9/13/1994
The Walking Company Holdings, Inc. Steve's Shoes The Walking Company	SOLE OUTDOORS	USA	74390409	5/12/1993	1855400	9/20/1994
The Walking Company Holdings, Inc.	WE SEARCH THE WORLD OVER SO YOU CAN WALK THE WORLD IN COMFORT	USA	74625042	1/24/1995	2037633	2/11/1997
The Walking Company Holdings, Inc.	WALKING CO	USA	75851140	11/17/1999	2397876	10/24/2000
The Walking Company Holdings, Inc.	WALKING CO & Design	USA	75851142	11/17/1999	2397877	10/24/2000
The Walking Company Holdings, Inc.	FOOT WORX	USA	76630936	2/10/2005	3354712	12/18/2007
The Walking Company Holdings, Inc.	FOOTWORX	USA	77115274	2/23/2007		
The Walking Company Holdings, Inc.	FOOTWORKS	USA	78081082	8/24/2001	2866505	7/27/2004
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT	USA	78396667	4/5/2004	3197303	1/9/2007
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT & Design	USA	78397784	4/7/2004	3197305	1/9/2007
The Walking Company Holdings, Inc.	THE BEST BRANDS FROM AROUND THE WORLD	USA	78494998	10/5/2004	3038551	1/3/2006
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	78495066	10/5/2004	3070450	3/21/2006
The Walking Company Holdings, Inc.	THE WALKING	USA	78495074	10/5/2004	3072992	3/28/2006

22025920004

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
	COMPANY AUTHENTIC COMFORT					
The Walking Company Holdings, Inc.	ZEALAND	USA	78808375	2/6/2006	3332011	11/6/2007
The Walking Company Holdings, Inc.	ZEALAND	USA	78808396	2/6/2006		

SRV: 090780066

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Arent Fox LLP
 1050 Connecticut Avenue, NW
 Washington, DC 2003605339
 Attn: Claudia Bass, Senior Paralegal

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
 The Walking Company Holdings, Inc.

OR
 1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS
 121 Gray Avenue

CITY
 Santa Barbara

STATE
 CA

POSTAL CODE
 93101

COUNTRY
 USA

1d. SEE INSTRUCTIONS

ADD'L INFO RE ORGANIZATION DEBTOR

1e. TYPE OF ORGANIZATION
 Corporation

1f. JURISDICTION OF ORGANIZATION
 Delaware

1g. ORGANIZATIONAL ID #, if any
 2366283 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME
 SEE ADDITIONAL DEBTORS ATTACHED HERETO AS EXHIBIT "A"

OR
 2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. SEE INSTRUCTIONS

ADD'L INFO RE ORGANIZATION DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
 The Gary Lieberthal Trust dated 3/29/99, Gary Lieberthal, Trustee

OR
 3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS
 1800 Avenue of the Stars, Second Floor

CITY
 Los Angeles

STATE
 CA

POSTAL CODE
 90067

COUNTRY
 USA

4. This FINANCING STATEMENT covers the following collateral:

A security interest in all right, title and interest of the Debtors as more particularly described in that certain Security Agreement dated as of August 1, 2009, as amended or restated from time to time, by and between the Debtors and the Secured Parties, including, without limitation, the property more particularly described on Exhibit "B" attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum if applicable

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) All Debtors Debtor 1 Debtor 2

7. Check to REQUEST ADDITIONAL FEE (optional)

8. OPTIONAL FILER REFERENCE DATA

EXHIBIT "A" TO UCC-1

Name of First Debtor:

The Walking Company Holdings, Inc.

1. ADDITIONAL DEBTORS:

Big Dog USA, Inc.

121 Gray Avenue
Santa Barbara, CA 93101
a California corporation
Organizational ID: 1878890

The Walking Company

121 Gray Avenue
Santa Barbara, CA 93101
a Delaware corporation
Organizational ID: 3766438

2. ADDITIONAL SECURED PARTY:

Reims Family Trust dated 11/22/91
Joel Reims and Kathleen Ann Reims, Trustees
c/o Kayne Anderson Capital Advisors
1800 Avenue of the Stars, Second Floor
Los Angeles, CA 90067

EXHIBIT "B" TO UCC-1

Debtors:

The Walking Company
Holdings, Inc.
Big Dog USA, Inc.
The Walking Company

Secured Party:

The Gary Lieberthal Trust dated 3/22/99
Gary Lieberthal, Trustee
Reims Family Trust dated 11/22/91
Joel Reims and Kathleen Ann Reims, Trustees

A. All of Debtors' right, title and interest in and to the following described personal property, including, without limitation the following property, whether now owned or hereafter acquired:

All (i) Accounts, (ii) Chattel Paper; (iii) Commercial Tort Claims, (iv) Deposit Accounts; (v) Documents; (vi) Equipment; (vii) Fixtures; (viii) General Intangibles, including patents, copyrights, trademarks, service marks and trade names and any applications therefore or registrations thereof, including without limitation those set forth on Schedule A hereto, payment intangibles and software, but excluding BIG DOGS® and BIG DOG SPORTSWEAR® trademarks (the "Big Dog Marks") and all other copyrights, graphic artwork, internet domain names, trademarks, patents or other intellectual property owned by Debtors relating to or derivative of the Big Dog Marks or relating to or used in the business of Big Dog USA, Inc.; (ix) Goods; (x) Instruments; (xi) Inventory; (xii) Investment Property and Financial Assets; (xiii) Letter-of-Credit Rights and letters of credit; (xiv) Money; (xv) Supporting Obligations; (xvi) insurance claims and proceeds; (xvii) books, records, computer programs, databases and other materials pertaining to any of the foregoing; and (xviii) Proceeds and products of any of the foregoing (collectively, the "Collateral"). Capitalized terms used herein but not defined in this Exhibit shall have the meanings accorded to such terms under the Uniform Commercial Code in effect in the State of New York from time to time.

B. The Secured Parties are subject to a First Amended and Restated Subordination Agreement dated as of March 17, 2009 (the "Amended Subordination Agreement"), by and among the Debtors in favor of Wells Fargo Retail Finance, LLC (as successor in interest to Wells Fargo Retail Finance II, LLC) as Administrative Agent ("Agent") for the benefit of the "Lenders" under a First Amended, Restated and Consolidated Loan and Security Agreement dated as of July 7, 2005 (as amended by First through Ninth Amendments thereto and as it may be hereafter amended, restated, supplemented and/or modified from time to time, the "Loan Agreement") and that, pursuant to the Amended Subordination Agreement, the security interests and liens granted to the Secured Parties hereunder and all rights and remedies of the Secured Parties hereunder are subject and subordinate to the prior indefeasible payment in full of the Debtors' "Obligations" (as defined in the "Loan Agreement") to the Agent and Lenders under the Loan Agreement and termination of Lender's Obligations to make any further advances thereunder.

**Schedule A to Exhibit B
to UCC1 Financing Statement:**

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680340	12/8/1995	680340	12/8/1995
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680341	12/8/1995	680341	12/8/1995
The Walking Company	WALKING CO. (Stylized)	Brazil	824048016	6/28/2001		
The Walking Company Holdings, Inc. Need to assign from Steve's Shoes The Walking Company	OVERLAND TRADING CO.	Canada	0480921	1/15/1982	TMA294069	8/17/1984
The Walking Company Holdings, Inc.	THE WALKING COMPANY	Canada	756806	6/13/1994	496,512	6/19/1998
The Walking Company Holdings, Inc.	THE WALKING CO. & Design	Canada	756813	6/13/1994	456587	4/19/1996
The Walking Company assigned from TWC California	THE WALKING CO.	CTM	500850	4/2/1997	000500850	2/16/1999
The Walking Company Holdings, Inc.	ZANTE	CTM	001238146	6/30/1999	001238146	7/9/2001
The Walking Company Holdings, Inc.	WALKING CO & Design	CTM	2084150	1/19/2001	002084150	11/12/2003
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4443530	1/5/2001
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4002986	1/5/2001
The Walking Company assigned from TWC California	ZANTE	Japan	11-062409		4434993	
The Walking Company Holdings, Inc.	FOOTWORKS	USA	73054753	6/10/1975	1046870	8/24/1976
The Walking Company Holdings, Inc.	OVERLAND	USA	73272436	7/31/1980	1236791	5/3/1983
The Walking Company	OVERLAND	USA	73272437	7/31/1980	1250060	8/30/1983

GENBUS/689715.1

**TRADEMARK
REEL: 004073 FRAME: 0066**

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
Holdings, Inc.	TRADING CO.					
The Walking Company Holdings, Inc.	THE WALKING STORE	USA	74028901	2/14/1990	1641792	4/16/1991
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74359782	2/17/1993	1868904	12/20/1994
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74384320	4/30/1993	1854353	9/13/1994
The Walking Company Holdings, Inc. Steve's Shoes The Walking Company	SOLE OUTDOORS	USA	74390409	5/12/1993	1855400	9/20/1994
The Walking Company Holdings, Inc.	WE SEARCH THE WORLD OVER SO YOU CAN WALK THE WORLD IN COMFORT	USA	74625042	1/24/1995	2037633	2/11/1997
The Walking Company Holdings, Inc.	WALKING CO	USA	75851140	11/17/1999	2397876	10/24/2000
The Walking Company Holdings, Inc.	WALKING CO & Design	USA	75851142	11/17/1999	2397877	10/24/2000
The Walking Company Holdings, Inc.	FOOT WORX	USA	76630936	2/10/2005	3354712	12/18/2007
The Walking Company Holdings, Inc.	FOOTWORX	USA	77115274	2/23/2007		
The Walking Company Holdings, Inc.	FOOTWORKS	USA	78081082	8/24/2001	2866505	7/27/2004
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT	USA	78396667	4/5/2004	3197303	1/9/2007
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT & Design	USA	78397784	4/7/2004	3197305	1/9/2007
The Walking Company Holdings, Inc.	THE BEST BRANDS FROM AROUND THE WORLD	USA	78494998	10/5/2004	3038551	1/3/2006
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	78495066	10/5/2004	3070450	3/21/2006
The Walking Company Holdings, Inc.	THE WALKING	USA	78495074	10/5/2004	3072992	3/28/2006

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
	COMPANY AUTHENTIC COMFORT					
The Walking Company Holdings, Inc.	ZEALAND	USA	78808375	2/6/2006	3332011	11/6/2007
The Walking Company Holdings, Inc.	ZEALAND	USA	78808396	2/6/2006		



09-7208901056

09/22/2009 14:41

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

PLEASE RETURN TO

CSC
2730 Gateway Oaks Drive, Suite 100
Sacramento, CA 95833
Acct. #10011306



FILED

CALIFORNIA SECRETARY OF STATE



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
The Walking Company Holdings, Inc.

OR 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
121 Gray Avenue Santa Barbara CA 93101 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION Corporation 1f. JURISDICTION OF ORGANIZATION Delaware 1g. ORGANIZATIONAL ID #, if any 2366283 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME
SEE ADDITIONAL DEBTORS ATTACHED HERETO AS EXHIBIT "A"

OR 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR/S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
RBC Dain Rauscher Cust. For C. Eric Warden SEP IRA

OR 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS c/o Alternative Investments-MO8 CITY STATE POSTAL CODE COUNTRY
510 Marquette Avenue Minneapolis MN 55402 USA

4. This FINANCING STATEMENT covers the following collateral:

A security interest in all right, title and interest of the Debtors as more particularly described in that certain Security Agreement dated as of August 20, 2009, as amended or restated from time to time, by and between the Debtors and the Secured Party, including, without limitation, the property more particularly described on Exhibit "B" attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum. 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

RSS 31 132421-001

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

EXHIBIT "A" TO UCC-1

Name of First Debtor:

The Walking Company Holdings, Inc.

I. ADDITIONAL DEBTORS:

Big Dog USA, Inc.
121 Gray Avenue
Santa Barbara, CA 93101
a California corporation
Organizational ID: 1878890

The Walking Company
121 Gray Avenue
Santa Barbara, CA 93101
a Delaware corporation
Organizational ID: 3766438

22400760002

EXHIBIT "B" TO UCC-1

Debtors:

The Walking Company
Holdings, Inc.
Big Dog USA, Inc.
The Walking Company

Secured Party:

RBC Dain Rauscher Cust. For
C. Eric Warden SEP IRA

A. All of Debtors' right, title and interest in and to the following described personal property, including, without limitation the following property, whether now owned or hereafter acquired:

All (i) Accounts, (ii) Chattel Paper, (iii) Commercial Tort Claims, (iv) Deposit Accounts; (v) Documents; (vi) Equipment; (vii) Fixtures; (viii) General Intangibles, including patents, copyrights, trademarks, service marks and trade names and any applications therefore or registrations thereof, including without limitation those set forth on Schedule A hereto, payment intangibles and software, but excluding BIG DOGS® and BIG DOG SPORTSWEAR® trademarks (the "Big Dog Marks") and all other copyrights, graphic artwork, internet domain names, trademarks, patents or other intellectual property owned by Debtors relating to or derivative of the Big Dog Marks or relating to or used in the business of Big Dog USA, Inc.; (ix) Goods; (x) Instruments; (xi) Inventory; (xii) Investment Property and Financial Assets; (xiii) Letter-of-Credit Rights and letters of credit; (xiv) Money; (xv) Supporting Obligations; (xvi) insurance claims and proceeds; (xvii) books, records, computer programs, databases and other materials pertaining to any of the foregoing; and (xviii) Proceeds and products of any of the foregoing (collectively, the "Collateral"). Capitalized terms used herein but not defined in this Exhibit shall have the meanings accorded to such terms under the Uniform Commercial Code in effect in the State of New York from time to time.

B. The Secured Party is subject to a First Amended and Restated Subordination Agreement dated as of March 17, 2009 (the "Amended Subordination Agreement"), by and among the Debtors in favor of Wells Fargo Retail Finance, LLC (as successor in interest to Wells Fargo Retail Finance II, LLC) as Administrative Agent ("Agent") for the benefit of the "Lenders" under a First Amended, Restated and Consolidated Loan and Security Agreement dated as of July 7, 2005 (as amended by First through Ninth Amendments thereto and as it may be hereafter amended, restated, supplemented and/or modified from time to time, the "Loan Agreement") and, pursuant to the Amended Subordination Agreement, the security interests and liens granted to the Secured Party hereunder and all rights and remedies of the Secured Party hereunder are subject and subordinate to the prior indefeasible payment in full of the Debtors' "Obligations" (as defined in the "Loan Agreement") to the Agent and Lenders under the Loan Agreement and termination of Lender's Obligations to make any further advances thereunder.

22400760002

**Schedule A to Exhibit B
to UCC1 Financing Statement:**

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680340	12/8/1995	680340	12/8/1995
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680341	12/8/1995	680341	12/8/1995
The Walking Company	WALKING CO. (Stylized)	Brazil	824048016	6/28/2001		
The Walking Company Holdings, Inc. Need to assign from Steve's Shoes The Walking Company	OVERLAND TRADING CO.	Canada	0480921	1/15/1982	TMA294069	8/17/1984
The Walking Company Holdings, Inc.	THE WALKING COMPANY	Canada	756806	6/13/1994	496,512	6/19/1998
The Walking Company Holdings, Inc.	THE WALKING CO. & Design	Canada	756813	6/13/1994	456587	4/19/1996
The Walking Company assigned from TWC California	THE WALKING CO.	CTM	500850	4/2/1997	000500850	2/16/1999
The Walking Company Holdings, Inc.	ZANTE	CTM	001238146	6/30/1999	001238146	7/9/2001
The Walking Company Holdings, Inc.	WALKING CO & Design	CTM	2084150	1/19/2001	002084150	11/12/2003
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4443530	1/5/2001
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4002986	1/5/2001
The Walking Company assigned from TWC California	ZANTE	Japan	11-062409		4434993	
The Walking Company Holdings, Inc.	FOOTWORKS	USA	73054753	6/10/1975	1046870	8/24/1976
The Walking Company Holdings, Inc.	OVERLAND	USA	73272436	7/31/1980	1236791	5/3/1983
The Walking Company	OVERLAND	USA	73272437	7/31/1980	1250060	8/30/1983

22400760002

GENBUS/692051.1

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
Holdings, Inc.	TRADING CO.					
The Walking Company Holdings, Inc.	THE WALKING STORE	USA	74028901	2/14/1990	1641792	4/16/1991
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74359782	2/17/1993	1868904	12/20/1994
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74384320	4/30/1993	1854353	9/13/1994
The Walking Company Holdings, Inc. Steve's Shoes The Walking Company	SOLE OUTDOORS	USA	74390409	5/12/1993	1855400	9/20/1994
The Walking Company Holdings, Inc.	WE SEARCH THE WORLD OVER SO YOU CAN WALK THE WORLD IN COMFORT	USA	74625042	1/24/1995	2037633	2/11/1997
The Walking Company Holdings, Inc.	WALKING CO	USA	75851140	11/17/1999	2397876	10/24/2000
The Walking Company Holdings, Inc.	WALKING CO & Design	USA	75851142	11/17/1999	2397877	10/24/2000
The Walking Company Holdings, Inc.	FOOT WORX	USA	76630936	2/10/2005	3354712	12/18/2007
The Walking Company Holdings, Inc.	FOOTWORX	USA	77115274	2/23/2007		
The Walking Company Holdings, Inc.	FOOTWORKS	USA	78081082	8/24/2001	2866505	7/27/2004
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT	USA	78396667	4/5/2004	3197303	1/9/2007
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT & Design	USA	78397784	4/7/2004	3197305	1/9/2007
The Walking Company Holdings, Inc.	THE BEST BRANDS FROM AROUND THE WORLD	USA	78494998	10/5/2004	3038551	1/3/2006
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	78495066	10/5/2004	3070450	3/21/2006
The Walking Company Holdings, Inc.	THE WALKING	USA	78495074	10/5/2004	3072992	3/28/2006

22400760002

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
	COMPANY AUTHENTIC COMFORT					
The Walking Company Holdings, Inc.	ZEALAND	USA	78808375	2/6/2006	3332011	11/6/2007
The Walking Company Holdings, Inc.	ZEALAND	USA	78808396	2/6/2006		

22400760002

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 05:46 PM 09/22/2009
 INITIAL FILING # 2009 3032437

SRV: 090875558

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Arent Fox LLP
 1050 Connecticut Avenue, NW
 Washington, DC 2003605339
 Attn: Claudia Bass, Senior Paralegal

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME				
OR The Walking Company Holdings, Inc.				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
121 Gray Avenue		Santa Barbara	CA	93101
1d. SEE INSTRUCTIONS		1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	
ADD'L INFO RE ORGANIZATION DEBTOR		Corporation	Delaware	
			1g. ORGANIZATIONAL ID #, if any	
			2366283 <input type="checkbox"/> NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR SEE ADDITIONAL DEBTORS ATTACHED HERETO AS EXHIBIT "A"				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS		2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	
ADD'L INFO RE ORGANIZATION DEBTOR				
			2g. ORGANIZATIONAL ID #, if any	
			<input type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME				
OR RBC Dain Rauscher Cust. For C. Eric Warden SEP IRA				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
c/o Alternative Investments-MO8		Minneapolis	MN	55402
510 Marquette Avenue				USA

4. This FINANCING STATEMENT covers the following collateral:

A security interest in all right, title and interest of the Debtors as more particularly described in that certain Security Agreement dated as of August 20, 2009, as amended or restated from time to time, by and between the Debtors and the Secured Party, including, without limitation, the property more particularly described on Exhibit "B" attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable):	LESSOR/LESSOR	CONSIGNEE/CONSIGNOR	BAILOR/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)			All Debtors	Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA						

EXHIBIT "A" TO UCC-1

Name of First Debtor:

The Walking Company Holdings, Inc.

1. ADDITIONAL DEBTORS:

Big Dog USA, Inc.
121 Gray Avenue
Santa Barbara, CA 93101
a California corporation
Organizational ID: 1878890

The Walking Company
121 Gray Avenue
Santa Barbara, CA 93101
a Delaware corporation
Organizational ID: 3766438

EXHIBIT "B" TO UCC-1

Debtors:

The Walking Company
Holdings, Inc.
Big Dog USA, Inc.
The Walking Company

Secured Party:

RBC Dain Rauscher Cust. For
C. Eric Warden SEP IRA

A. All of Debtors' right, title and interest in and to the following described personal property, including, without limitation the following property, whether now owned or hereafter acquired:

All (i) Accounts, (ii) Chattel Paper; (iii) Commercial Tort Claims, (iv) Deposit Accounts; (v) Documents; (vi) Equipment; (vii) Fixtures; (viii) General Intangibles, including patents, copyrights, trademarks, service marks and trade names and any applications therefore or registrations thereof, including without limitation those set forth on Schedule A hereto, payment intangibles and software, but excluding BIG DOGS® and BIG DOG SPORTSWEAR® trademarks (the "Big Dog Marks") and all other copyrights, graphic artwork, internet domain names, trademarks, patents or other intellectual property owned by Debtors relating to or derivative of the Big Dog Marks or relating to or used in the business of Big Dog USA, Inc.; (ix) Goods; (x) Instruments; (xi) Inventory; (xii) Investment Property and Financial Assets; (xiii) Letter-of-Credit Rights and letters of credit; (xiv) Money; (xv) Supporting Obligations; (xvi) insurance claims and proceeds; (xvii) books, records, computer programs, databases and other materials pertaining to any of the foregoing; and (xviii) Proceeds and products of any of the foregoing (collectively, the "Collateral"). Capitalized terms used herein but not defined in this Exhibit shall have the meanings accorded to such terms under the Uniform Commercial Code in effect in the State of New York from time to time.

B. The Secured Party is subject to a First Amended and Restated Subordination Agreement dated as of March 17, 2009 (the "Amended Subordination Agreement"), by and among the Debtors in favor of Wells Fargo Retail Finance, LLC (as successor in interest to Wells Fargo Retail Finance II, LLC) as Administrative Agent ("Agent") for the benefit of the "Lenders" under a First Amended, Restated and Consolidated Loan and Security Agreement dated as of July 7, 2005 (as amended by First through Ninth Amendments thereto and as it may be hereafter amended, restated, supplemented and/or modified from time to time, the "Loan Agreement") and, pursuant to the Amended Subordination Agreement, the security interests and liens granted to the Secured Party hereunder and all rights and remedies of the Secured Party hereunder are subject and subordinate to the prior indefeasible payment in full of the Debtors' "Obligations" (as defined in the "Loan Agreement") to the Agent and Lenders under the Loan Agreement and termination of Lender's Obligations to make any further advances thereunder.

**Schedule A to Exhibit B
to UCC1 Financing Statement:**

Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680340	12/8/1995	680340	12/8/1995
The Walking Company Holdings, Inc. The Walking Company assigned from TWC California	THE WALKING COMPANY	Australia	680341	12/8/1995	680341	12/8/1995
The Walking Company	WALKING CO. (Stylized)	Brazil	824048016	6/28/2001		
The Walking Company Holdings, Inc. Need to assign from Steve's Shoes The Walking Company	OVERLAND TRADING CO.	Canada	0480921	1/15/1982	TMA294069	8/17/1984
The Walking Company Holdings, Inc.	THE WALKING COMPANY	Canada	756806	6/13/1994	496,512	6/19/1998
The Walking Company Holdings, Inc.	THE WALKING CO. & Design	Canada	756813	6/13/1994	456587	4/19/1996
The Walking Company assigned from TWC California	THE WALKING CO.	CTM	500850	4/2/1997	000500850	2/16/1999
The Walking Company Holdings, Inc.	ZANTE	CTM	001238146	6/30/1999	001238146	7/9/2001
The Walking Company Holdings, Inc.	WALKING CO & Design	CTM	2084150	1/19/2001	002084150	11/12/2003
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4443530	1/5/2001
The Walking Company assigned from TWC California	THE WALKING COMPANY	Japan	10-33548	4/22/1998	4002986	1/5/2001
The Walking Company assigned from TWC California	ZANTE	Japan	11-062409		4434993	
The Walking Company Holdings, Inc.	FOOTWORKS	USA	73054753	6/10/1975	1046870	8/24/1976
The Walking Company Holdings, Inc.	OVERLAND	USA	73272436	7/31/1980	1236791	5/3/1983
The Walking Company	OVERLAND	USA	73272437	7/31/1980	1250060	8/30/1983

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Owner	Trademark	Country of Application	Application Serial Number	Application Filing Date	Registration Number:	Registration Date:
Holdings, Inc.	TRADING CO.					
The Walking Company Holdings, Inc.	THE WALKING STORE	USA	74028901	2/14/1990	1641792	4/16/1991
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74359782	2/17/1993	1868904	12/20/1994
The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	74384320	4/30/1993	1854353	9/13/1994
The Walking Company Holdings, Inc. Steve's Shoes The Walking Company	SOLE OUTDOORS	USA	74390409	5/12/1993	1855400	9/20/1994
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The Walking Company Holdings, Inc.	FOOT WORX	USA	76630936	2/10/2005	3354712	12/18/2007
The Walking Company Holdings, Inc.	FOOTWORX	USA	77115274	2/23/2007		
The Walking Company Holdings, Inc.	FOOTWORKS	USA	78081082	8/24/2001	2866505	7/27/2004
The Walking Company Holdings, Inc.	AUTHENTIC COMFORT	USA	78396667	4/5/2004	3197303	1/9/2007
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The Walking Company Holdings, Inc.	THE WALKING COMPANY	USA	78495066	10/5/2004	3070450	3/21/2006
The Walking Company Holdings, Inc.	THE WALKING	USA	78495074	10/5/2004	3072992	3/28/2006

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The Walking Company Holdings, Inc.	ZEALAND	USA	78808375	2/6/2006	3332011	11/6/2007
The Walking Company Holdings, Inc.	ZEALAND	USA	78808396	2/6/2006		