

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM360860

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
THE ROCKPORT COMPANY, LLC		07/31/2015	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CORTLAND CAPITAL MARKET SERVICES, LLC		
<b>Street Address:</b>	225 W. WASHINGTON STREET, 21ST FLOOR		
<b>City:</b>	CHICAGO		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 33</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3142452	R ROCKPORT	
Registration Number:	2090140	XCS	
Registration Number:	3538829	THE DIFFERENCES INSIDE	
Registration Number:	2105689	ROCKPORT	
Registration Number:	3142749	R	
Registration Number:	4109371	TRUWALK	
Registration Number:	1354287	PROWALKER	
Registration Number:	3015827	R	
Registration Number:	2081955	ROCKPORT	
Registration Number:	4413269	R	
Registration Number:	2732723	HYDROMOTION	
Registration Number:	4048878	WORLD TOUR	
Registration Number:	1202104	ROCSPORTS	
Registration Number:	1355551	DRESSPORTS	
Registration Number:	1706924	ROCKPORT	
Registration Number:	3382280	R	
Registration Number:	1075072	ROCKPORT	
Registration Number:	3366596	ROCKPORT	
Registration Number:	4126139	WALKABILITY	
<b>TRADEMARK</b>			

OP \$840.00 3142452

Property Type	Number	Word Mark
Registration Number:	2729783	R ROCKPORT
Registration Number:	4413270	ROCKPORT
Registration Number:	2995079	HYDRO-SHIELD
Registration Number:	2791689	ARAVON
Registration Number:	4195885	COBB HILL
Registration Number:	3948000	DUNHAM
Registration Number:	3947999	DUNHAM
Registration Number:	4035170	DUNHAM
Registration Number:	0740975	DUNHAM TYROLEANS
Registration Number:	4035171	DUNHAM
Registration Number:	2800882	A
Registration Number:	2753373	D
Registration Number:	0895088	DUNHAM
Registration Number:	3016520	DUNHAM

**CORRESPONDENCE DATA**

**Fax Number:** 6175231231

*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.*

**Phone:** 6175701000

**Email:** rthomas@goodwinprocter.com

**Correspondent Name:** Ryan E. Thomas

**Address Line 1:** Goodwin Procter LLP

**Address Line 2:** Exchange Place, 53 State Street

**Address Line 4:** Boston, MASSACHUSETTS 02109

**ATTORNEY DOCKET NUMBER:** 133213/244823

**NAME OF SUBMITTER:** RYAN E. THOMAS

**SIGNATURE:** /RET/

**DATE SIGNED:** 11/02/2015

**Total Attachments: 27**

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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of July 31, 2015, is made by each entity listed as Grantor on the signature pages hereto (the “**Grantor**”) in favor of Cortland Capital Market Services, LLC, in its capacity as collateral agent for the Loan Parties under the Security Agreement referred to below (the “**Agent**”).

WHEREAS, pursuant to that certain Pledge and Security Agreement of even date herewith (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), among the Grantor, the Agent and certain other parties thereto, in order to secure payments of certain Secured Obligations (as defined in the Note Purchase Agreement, as such term is defined in the Security Agreement), the Grantor has assigned, pledged and granted to the Agent a continuing security interest in and to all of (i) its trademarks and trademark applications, including, without limitation, the trademarks and trademark applications listed on Schedule I hereto, (ii) its patents and patent applications, including, without limitation, the patents and patent applications listed on Schedule II hereto and (iii) its copyrights and copyright applications, including, without limitation, the copyrights listed on Schedule III hereto, in each case to the extent the same constitute Collateral (as defined in the Security Agreement) (the “**Intellectual Property**”). Until the Termination Date (as defined in the Note Purchase Agreement), the Agent shall retain its security interest in the Intellectual Property granted herein and in the Security Agreement.

NOW, THEREFORE, for the consideration set forth herein and in the Security Agreement, the parties hereby agree that the Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, hereby grants the Agent a lien on and security interest in, all of its right, title and interest in, to and under the Intellectual Property (including (i) all reissues, continuations, renewals or extensions of the foregoing, (ii) all goodwill of the business connected with the use of, and symbolized by, the Intellectual Property, and (iii) all products and proceeds of the foregoing).

FOR THE AVOIDANCE OF DOUBT, notwithstanding any other provision of this agreement, the Grantor does not grant any lien on or security interest in any of the Excluded Assets (as defined in the Security Agreement).

[Signature Pages Follow]

IN WITNESS WHEREOF, each Grantor has caused this INTELLECTUAL PROPERTY SECURITY AGREEMENT to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

THE ROCKPORT COMPANY, LLC

By:   
Name: Robert Infantino  
Title: President

**Schedule I**  
**Trademarks**

<b>Trademark Title</b>	<b>Name of the Registered Owner/Applicant</b>	<b>Registration/Application Number</b>
ROCKPORT	The Rockport Company, LLC	Canada 462,076
Lighthouse Design	The Rockport Company, LLC	Canada 845,593
HYDROSPORTS	The Rockport Company, LLC	Canada 838,475
WALKABILITY	The Rockport Company, LLC	Canada 1,486,487
HYDRO-SHIELD	The Rockport Company, LLC	Canada 805,037
SUNLIGHTS	The Rockport Company, LLC	Canada 578,076
ROCKPORT	The Rockport Company, LLC	Canada 401,966
PROWALKER	The Rockport Company, LLC	Canada 558,298
PROWALKER & W Design	The Rockport Company, LLC	Canada 613,754
R in Circle Logo	The Rockport Company, LLC	Canada 1,357,828
ROCKPORT	The Rockport Company, LLC	Canada 845,594
XCS	The Rockport Company, LLC	Canada 828,583
DRESSSPORTS	The Rockport Company, LLC	Canada 552,432

ROCSPORTS	The Rockport Company, LLC	Canada 471,305
WORLD TOUR	The Rockport Company, LLC	Canada 1,503,537
ROCKPORT	The Rockport Company, LLC	Canada 715,259
TRUWALK	The Rockport Company, LLC	Canada 1,469,058
R Rockport	The Rockport Company, LLC	3,142,452
XCS	The Rockport Company, LLC	2,090,140
THE DIFFERENCES INSIDE	The Rockport Company, LLC	3,538,829
ROCKPORT	The Rockport Company, LLC	2,105,689
R in Circle logo	The Rockport Company, LLC	3,142,749
TRUWALK	The Rockport Company, LLC	4,109,371
PROWALKER	The Rockport Company, LLC	1,354,287
R in Circle logo	The Rockport Company, LLC	3,015,827
ROCKPORT	The Rockport Company, LLC	2,081,955
R in Circle logo	The Rockport Company, LLC	4,413,269
HYDROMOTION	The Rockport Company, LLC	2,732,723
WORLD TOUR	The Rockport Company, LLC	4,048,878
ROCSPORTS	The Rockport Company, LLC	1,202,104

DRESSPORTS	The Rockport Company, LLC	1,355,551
ROCKPORT	The Rockport Company, LLC	1,706,924
R in Circle logo	The Rockport Company, LLC	3,382,280
ROCKPORT	The Rockport Company, LLC	1,075,072
ROCKPORT	The Rockport Company, LLC	3,366,596
WALKABILITY	The Rockport Company, LLC	4,126,139
ROCKPORT (stylized) version 2 + R in Circle logo	The Rockport Company, LLC	2,729,783
ROCKPORT	The Rockport Company, LLC	4,413,270
HYDRO-SHIELD	The Rockport Company, LLC	2,995,079
ARAVON	The Rockport Company, LLC	279,1689
ARAVON	The Rockport Company, LLC	TMA594134
Aravon w/ stylized a	The Rockport Company, LLC	1181545
Cobb Hill	The Rockport Company, LLC	4195885
Cobb Hill	The Rockport Company, LLC	TMA850940
DUNHAM	The Rockport Company, LLC	TMA460625
DUNHAM	The Rockport Company, LLC	3948000
DUNHAM & Design	The Rockport Company, LLC	3947999



DUNHAM & Design	The Rockport Company, LLC	4035170
DUNHAM TYROLEANS	The Rockport Company, LLC	740975
DUNHAM w/stylized D	The Rockport Company, LLC	4035171
DUNHAM w/stylized D	The Rockport Company, LLC	TMA674228
STYLIZED 'a'	The Rockport Company, LLC	2800882
STYLIZED 'a'	The Rockport Company, LLC	TMA617847
stylized 'D'	The Rockport Company, LLC	2753373
STYLIZED 'D'	The Rockport Company, LLC	TMA592956
DUNHAM	The Rockport Company, LLC	0895088
DUNHAM	The Rockport Company, LLC	3016520

**Schedule II**  
**Patents**

1. Registrations

<b>Case Number / Jurisdiction</b>	<b>Catch Word</b>	<b>Status</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Owner</b>
US00D331494S	SHOE SOLE	Registered	07/844,975	D331,494	The Rockport Company, LLC
US005197210A	ATHLETIC SHOE	Registered	07/885,229	5,197,210	The Rockport Company, LLC
US00D394739S	SHOE UPPER	Registered	D/069,428	D394,739	The Rockport Company, LLC
US005729833A	CAP HAVING A TACTILE AND VISUAL EMBLEM	Registered	08/617,410	5,729,833	The Rockport Company, LLC
US00D394143S	SHOE SOLE	Registered	D/067,483	D394,143	The Rockport Company, LLC
US00D405597S	SHOE SOLE	Registered	D/088,394	D405,597	The Rockport Company, LLC
DS1312US00	SHOE UPPER	Registered	29/078,591	D401,398	The Rockport Company, LLC
DS13621T00	SHOE UPPER (M5110 BOAT SHOE)	Registered	22317-B/88	0057090	The Rockport Company, LLC

<b>Case Number / Jurisdiction</b>	<b>Catch Word</b>	<b>Status</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Owner</b>
DS13631T00	SHOE SOLE (M5000 BOAT SHOE)	Registered	22316-B/88	0057089	The Rockport Company, LLC
DS1364FR00	SHOE UPPER (XCS BOOT)	Registered	93 0234	032899803290	The Rockport Company, LLC
DS1365AU00	SHOE UPPER (M5150)	Registered	3606/92	119416	The Rockport Company, LLC
DS1365ES00	SHOE UPPER (M5150)	Registered	129027	129027	The Rockport Company, LLC
DS1365FR00	SHOE UPPER (M5150)	Registered	927580	927580	The Rockport Company, LLC
DS1366AU00	SHOE SOLE (M5150/M5160)	Registered	3605/92	119617	The Rockport Company, LLC
DS1366ES00	SHOE SOLE (M5150/M5160)	Registered	129026	129026	The Rockport Company, LLC
DS1366FR00	SHOE SOLE (M5150/M5160)	Registered	927581	927581	The Rockport Company, LLC
DS1366US00	SHOE SOLE (M5150/M5160)	Registered	07/898,070	D-337,427	The Rockport Company, LLC
DS1367US00	SHOE UPPER (SPORT CASUAL)	Registered	29/001,310	D-338,094	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS1368FR00	SHOE UPPER (M5560 HIP BOOT)	Registered	932505	0337932-41	The Rockport Company, LLC
DS1368US00	SHOE UPPER (M5560 HIP BOOT)	Registered	29/001,308	D-338,096	The Rockport Company, LLC
DS1369FR00	SHOE UPPER (M5530 CORDURA CEMENT BOOT)	Registered	932512	0337942	The Rockport Company, LLC
DS1369US00	SHOE UPPER (M5530 CORDURA CEMENT BOOT)	Registered	29/001,307	D-337,874	The Rockport Company, LLC
DS1370US00	SHOE SOLE (M5570)	Registered	29/001,306	D-342,153	The Rockport Company, LLC
DS1371US00	SHOE SOLE (M2100)	Registered	29/001,309	D-337,880	The Rockport Company, LLC
DS1372US00	SHOE UPPER (W2320 PROWALKER)	Registered	29/001,362	D-342,370	The Rockport Company, LLC
DS1373US00	SHOE UPPER (M7450)	Registered	29/001,312	D-338,097	The Rockport Company, LLC
DS1373US01	SHOE SOLE (M7450)	Registered	29/009,327	D-343,054	The Rockport Company, LLC
DS1374US00	SHOE UPPER (M3020, W3360, M3330 AND M3360)	Registered	29/004,503	D-346,483	The Rockport Company, LLC

<b>Case Number / Jurisdiction</b>	<b>Catch Word</b>	<b>Status</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Owner</b>
DS1375FR00	SHOE SOLE (M2740)	Registered	932525	340568	The Rockport Company, LLC
DS1375US00	SHOE SOLE (M2740)	Registered	29/001,363	D-338,098	The Rockport Company, LLC
DS1376US00	SHOE UPPER (M7250/M7600)	Registered	29/008,917	D-343,279	The Rockport Company, LLC
DS1377US00	SHOE UPPER (M/W 7440)	Registered	29/008,843	D-343,047	The Rockport Company, LLC
DS1378US00	SHOE UPPER (W7330)	Registered	29/008,844	D-343,278	The Rockport Company, LLC
DS1378US01	SHOE SOLE (W7330)	Registered	29/017,606	D-351,715	The Rockport Company, LLC
DS1379FR00	SHOE SOLE (TRACKER II)	Registered	940795	361576361580	The Rockport Company, LLC
DS1379US00	SHOE SOLE (TRACKER II)	Registered	29/011,661	D-347,516	The Rockport Company, LLC
DS1380US00	SHOE UPPER (8" XCS BOOT)	Registered	29/011,994	D-347,108	The Rockport Company, LLC
DS1381US00	SHOE SOLE (WOMEN'S TRACKER II)	Registered	29/018,222	D-349,599	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS1382GB00	SHOE UPPER M5190, M5180	Registered	2043186	2043186	The Rockport Company, LLC
DS1382US00	SHOE (M5180/M5190)	Registered	29/022,757	D-353,481	The Rockport Company, LLC
DS1382US01	SHOE UPPER	Registered	29/030,638	D-359,157	The Rockport Company, LLC
DS1383US00	SHOE UPPER (M1972)	Registered	29/023,843	D-353,482	The Rockport Company, LLC
DS1384CA00	SHOE SOLE	Registered	1995-1678	78441	The Rockport Company, LLC
DS1384CA01	SHOE SOLE (M3220)	Registered	1996-0885	78442	The Rockport Company, LLC
DS1384US00	SHOE SOLE (MLV40 AND MLV50 LAPLATA/ANTERO)	Registered	29/034,241	D-365,921	The Rockport Company, LLC
DS1385CA00	SHOE UPPER	Registered	1995-1679	77912	The Rockport Company, LLC
DS1385US00	SHOE UPPER	Registered	29/034,242	D-366,141	The Rockport Company, LLC
DS1385US01	SHOE UPPER (MLV40) (SEE DESCRIPTION FIELD)	Registered	29/047,240	D-374,339	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS1386US00	SHOE SOLE	Registered	29/034,290	D-374,118	The Rockport Company, LLC
DS1387US00	SHOE (M1310 "MCD", LV10 "RACER", M3260 & M3280)	Registered	29/045,332	D-374,763	The Rockport Company, LLC
DS1387US01	SHOE UPPER (LV10 RACER, M3280, M1310)	Registered	29/056,134	D-380,078	The Rockport Company, LLC
DS1388DE00	SHOE (W1W20, M1W20, WIW30, WIW10)	Registered	M9605976.1	M9605976.1	The Rockport Company, LLC
DS1388US00	SHOE (W1W20-INDIO, M1W20-CABO, W1W30-INTERVAL WALKER, AND W1W10-M	Registered	29/051,475	D-381,796	The Rockport Company, LLC
DS1388US01	SHOE SOLE	Registered	29/073,573	D-407,541	The Rockport Company, LLC
DS1389CA00	SHOE UPPER (MWT10)	Registered	1996-1712	79808	The Rockport Company, LLC
DS1389DE00	SHOE UPPER (M3390, MWT10, WWT20)	Registered	M9606019.0	M9606019.0	The Rockport Company, LLC
DS1389ES00	SHOE UPPER (MWT10)	Registered	138162	138162	The Rockport Company, LLC
DS1389FR00	SHOE UPPER (MWT10)	Registered	964924	452046-50	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS13891T00	SHOE UPPER (MWT10)	Registered	T0960000191	72474	The Rockport Company, LLC
DS1389US00	SHOE UPPER (LV70-QUANDRY, MWT80-WORLD TOUR LUXE, MWT10-WORLD T	Registered	29/051,474	D380,594	The Rockport Company, LLC
DS1389US01	ELEMENT OF A SHOE; (LV70-QUANDRY, MWT80-WORLD TOUR LUXE, MWT10-V	Registered	29/072,541	D395,347	The Rockport Company, LLC
DS1389US02	SHOE SOLE; (LV70-QUANDRY, MWT80-WORLD TOUR LUXE, MWT10-WORLD TO	Registered	29/081,861	D404,899	The Rockport Company, LLC
DS1389US03	SHOE SOLE; (LV70-QUANDRY, MWT80-WORLD TOUR LUXE, MWT10-WORLD TO	Registered	29/092,311	D432,766	The Rockport Company, LLC
DS1389US04	PORTION OF A SHOE SOLE (AS AMENDED) (LV70-QUANDRY, MWT80-WORLD 1	Registered	29/110,314	D424,284	The Rockport Company, LLC
DS1390US00	SHOE UPPER(W110-CAMPDEN)	Registered	29/052,288	D-380,595	The Rockport Company, LLC
DS1392DE00	SHOE, SHOE UPPERS AND SHOE SOLES	Registered	M9708128.0	M9708128.0	The Rockport Company, LLC



Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS1392GB00	SHOE	Registered	2068731	2068731	The Rockport Company, LLC
DS1392GB10	SHOE SOLE (HYDROSPORTS 5310)	Registered	2073233	2073233	The Rockport Company, LLC
DS1392IT00	SHOE	Registered	10970000204	74498	The Rockport Company, LLC
DS1392US00	SHOE UPPER (M3510)	Registered	29/067,380	D-394,145	The Rockport Company, LLC
DS1392US01	SHOE SOLE	Registered	29/075,298	D-395,157	The Rockport Company, LLC
DS1392US02	SHOE	Registered	29/084,522	D-412,236	The Rockport Company, LLC
DS1393DE00	SHOES	Registered	M9705607.3	M9795697.3	The Rockport Company, LLC
DS1393US00	SHOE UPPER (MOTATION 7510, MWT30, MLV20 LEADVILLE RACER)	Registered	29/063,715	D-391,752	The Rockport Company, LLC
DS1393US01	SHOE UPPER	Registered	29/081,767	D-398,752	The Rockport Company, LLC
DS1393US02	SHOE UPPER	Registered	29/091,927	D-418,668	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS1394US00	SHOE SOLE (MOTATION 7510, DENMARK, DRIVER MOC)	Registered	29/063,716	D-387,545	The Rockport Company, LLC
DS1394US01	SHOE SOLE	Registered	29/074,213	D-403,845	The Rockport Company, LLC
DS1394US02	SHOE SOLE	Registered	29/094,720	D-416,379	The Rockport Company, LLC
DS1395US00	SHOE UPPER	Registered	29/067,296	D-401,399	The Rockport Company, LLC
DS1395US01	SHOE UPPER	Registered	29/074,211	D-412,395	The Rockport Company, LLC
DS1395US02	SHOE SOLE	Registered	29/074,210	D412,613	The Rockport Company, LLC
DS1395US03	SHOE UPPER	Registered	29/082,992	D-398,753	The Rockport Company, LLC
DS1396US00	SHOE UPPER	Registered	29/067,297	D-398,750	The Rockport Company, LLC
DS1396US01	SHOE UPPER	Registered	29/089,532	D-410,326	The Rockport Company, LLC
DS1396US02	SHOE UPPER (M5410 ALLEGRO, FROMERLY M3311)	Registered	29/101,889	D-420,212	The Rockport Company, LLC

<b>Case Number / Jurisdiction</b>	<b>Catch Word</b>	<b>Status</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Owner</b>
DS1397US00	SHOE SOLE	Registered	29/076,578	D-396,549	The Rockport Company, LLC
DS1397US01	SHOE SOLE	Registered	29/083,942	D-404,902	The Rockport Company, LLC
DS1397US02	SHOE SOLE	Registered	29/085,115	D-418,282	The Rockport Company, LLC
DS1398FR00	SHOE UPPER	Registered	984643	536849-63	The Rockport Company, LLC
DS1398US00	SHOE	Registered	29/083,233	D-399,999	The Rockport Company, LLC
DS1398US01	SHOE UPPER	Registered	29/086,934	D-401,753	The Rockport Company, LLC
DS1398US02	SHOE UPPER	Registered	29/092,306	D-419,755	The Rockport Company, LLC
DS1398US03	SHOE UPPER	Registered	29/114,714	D-457,295	The Rockport Company, LLC
DS1399US00	SHOE SOLE (AS AMENDED)	Registered	29/080,248	D-399,342	The Rockport Company, LLC
DS1400US00	CONTAINER; Rockport; Shoe Bag	Registered	29/085,339	D409,834	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS1401AU00	SHOE UPPER (M8110 WORLD TOUR PRO WALKER GOLF (MODIFIED WT10 UPPF	Registered	3482/1998	138212	The Rockport Company, LLC
DS1401GB10	SHOE SOLE (M8110 WORLD TOUR PRO WALKER GOLF (NEW GENERATION TU	Registered	2078680	2078680	The Rockport Company, LLC
DS1401US00	SHOE UPPER	Registered	29/087,402	D-405,948	The Rockport Company, LLC
DS1401US01	SHOE SOLE	Registered	29/096,345	D-411,911	The Rockport Company, LLC
DS1402US00	SHOE UPPER	Registered	29/087,993	D-438,370	The Rockport Company, LLC
DS1402US01	SHOE SOLE	Registered	29/112,166	D-449,729	The Rockport Company, LLC
DS1403AU00	SHOE UPPER (ML300)	Registered	735/1999	138769	The Rockport Company, LLC
DS1403CA00	SHOE UPPER (ML300)	Registered	1999-0607	87523	The Rockport Company, LLC
DS1403FR00	SHOE UPPER (ML300)	Registered	991599	545279-83	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS1403US00	SHOE UPPER	Registered	29/094,033	D-419,757	The Rockport Company, LLC
DS1404CA00	SHOE UPPER (MW910)	Registered	1999-1211	90271	The Rockport Company, LLC
DS1404FR00	SHOE UPPERS (MW910, WW410, W5210, W5290 & WW990)	Registered	993132	554714-38	The Rockport Company, LLC
DS1404US00	SHOE	Registered	29/096,658	D-431,897	The Rockport Company, LLC
DS1404US01	SHOE UPPER	Registered	29/112,215	D-435,161	The Rockport Company, LLC
DS1405CA00	SHOE UPPER (W5210)	Registered	1999-1212	90272	The Rockport Company, LLC
DS1405US00	SHOE	Registered	29/096,657	D-431,347	The Rockport Company, LLC
DS1406US00	SHOE	Registered	29/097,660	D-420,790	The Rockport Company, LLC
DS1407CA00	SHOE UPPER (MW600)	Registered	1999-1814	90404	The Rockport Company, LLC
DS1407DE00	SHOE UPPER (MW600); Rockport	Registered	49907106.9	49907106.9	The Rockport Company, LLC

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DS1407GB00	SHOE UPPER (MW600); Rockport	Registered	2085379	2085379	The Rockport Company, LLC
DS1407US00	SHOE (MW600); Rockport	Registered	29/099,829	D-444,621	The Rockport Company, LLC
DS1408US00	SHOE	Registered	29/101,596	D-435,717	The Rockport Company, LLC
DS1409US00	SHOE	Registered	29/112,595	D-445,244	The Rockport Company, LLC
DS1409US01	SHOE UPPER	Registered	29/142,364	D-457,716	The Rockport Company, LLC
DS1409US02	SHOE UPPER	Registered	29/142,382	D-456,984	The Rockport Company, LLC
DS1410DE00	SHOE UPPER (ENGULF, ENCAPSULATE, ENMESH, ENCLOSE, ENCIRCLE)	Published	40009117.8		The Rockport Company, LLC
DS1410FR00	SHOE UPPER (ENGULF, ENCAPSULATE, ENMESH, ENCLOSE, ENCIRCLE)	Registered	005431	005431	The Rockport Company, LLC
DS1410US01	SHOE UPPER	Registered	29/137,083	D-446,638	The Rockport Company, LLC

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DS1410US02	SHOE UPPER	Registered	29/137,389	D 448,921	The Rockport Company, LLC
DS1411FR00	ARTICLE SUPPORT; Store Display; Curved Surface for Supporting a Shoe	Published	010177	010177	The Rockport Company, LLC
DS1411US00	ARTICLE SUPPORT; Store Display; Curved Surface for Supporting a Shoe	Registered	29/126,347	D-447,359	The Rockport Company, LLC
DS1412US00	SHOE UPPER	Registered	29/142,367	D-465,902	The Rockport Company, LLC
DS1412US02	SHOE UPPER	Registered	29/166,365	D-470,300	The Rockport Company, LLC
DS1412US04	SHOE SOLE	Registered	29/166,317	D-470,652	The Rockport Company, LLC
DS1412US05	SHOE SOLE	Registered	29/166,321	D-474,880	The Rockport Company, LLC
DS1414CA00	SHOE SOLE (M7130 ACADIA)	Registered	101146	101146	The Rockport Company, LLC
DS1414GB00	SHOE SOLE (M7130 ACADIA)	Registered	3008452	3008452	The Rockport Company, LLC
DS1414US00	SHOE SOLE (M7130 ACADIA)	Registered	29/160,173	D-512,817	The Rockport Company, LLC

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DS1415EU00	SHOE SOLE (TRACK-ONIC)	Registered	000056635	000056635-00	The Rockport Company, LLC
DS1415JP00	SHOE SOLE (TRACK-ONIC)	Registered	2003-21110	1206687	The Rockport Company, LLC
DS1415US00	SHOE SOLE	Registered	29/174,492	D-487,955	The Rockport Company, LLC
DS1416US00	PORTION OF A SHOE MIDSOLE; Rockport; Heel Feature	Registered	29/174,546	D489,525	The Rockport Company, LLC
DS1417US00	PORTION OF A SHOE MIDSOLE; Rockport; Heel Feature	Registered	29/174,545	D490,599	The Rockport Company, LLC
DS1418US00	AN ELEMENT OF A SHOE; Double Roll Element Encircling Toe Box and Extending A	Registered	29/179,513	D494,357	The Rockport Company, LLC
DS1419US00	SHOE SOLE	Registered	29/188,913	D-500,914	The Rockport Company, LLC
DS1420US00	SHOE SOLE	Registered	29/188,908	D-504,007	The Rockport Company, LLC
DS1421US00	PORTION OF A SHOE UPPER	Registered	29/222,481	US D-525,775	The Rockport Company, LLC
DS1422US00	SHOE SOLE (AS AMENDED)	Registered	29/252,940	D554,508 S	The Rockport Company, LLC



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DS1423EU00	DESIGN 1: Shoe; DESIGN 2: Shoe Upper; DESIGN 3: Shoe Sole	Registered	000571849	000571849-00	The Rockport Company, LLC
DS1423US00	SHOE SOLE (AS AMENDED)	Registered	29/252,941	D559,509 S	The Rockport Company, LLC
DS1424AU00	PORTION OF A SHOE SOLE; Rockport; Torsion; Photo Design	Registered	18690/2007	316155	The Rockport Company, LLC
DS1424AU10	PORTION OF A SHOE SOLE; Rockport; Torsion; Photo Design	Registered	18691/2007	316156	The Rockport Company, LLC
DS1424CA00	PORTION OF A SHOE SOLE; Rockport; Torsion; Drawing Design	Registered	121225	121225	The Rockport Company, LLC
DS1424CH00	PORTION OF A SHOE SOLE; Rockport; Torsion; Photo Design	Registered	2007-00666	134 378	The Rockport Company, LLC
DS1424EU00	PORTION OF A SHOE SOLE; Rockport; Torsion; Photo Design	Registered	000752852	755852-001, 7	The Rockport Company, LLC
DS1424HK00	PORTION OF A SHOE SOLE; Rockport; Torsion; Photo Design	Registered	0701726.8M	0701726.8M0	The Rockport Company, LLC
DS1424MX00	PORTION OF A SHOE SOLE; Rockport; Torsion	Registered	MX/f/2007/001	32856942	The Rockport Company, LLC
DS1424MX10	PORTION OF A SHOE SOLE; Rockport; Torsion	Registered	MX/f/2007/001	32867091	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
DS1424SG00	PORTION OF A SHOE SOLE; Rockport; Torsion; Photo Design	Registered	D2007/739/F	D2007/739/F	The Rockport Company, LLC
DS1424SG10	PORTION OF A SHOE SOLE; Rockport; Torsion; Photo Design	Registered	D2007/740/D	D2007/740/D	The Rockport Company, LLC
DS1431US00	SHOE SOLE	Registered	88,394	405,597	The Rockport Company, LLC
DS1458EU00	SHOE SOLE DESIGN (SAILING CLUB)	Registered	000145586	000145586	The Rockport Company, LLC
DS1492US00	TruWalk Downtown Loft and Alpine Lodge Heel Design; Grooves Show Foam Under	Registered	29/375,284	US D 677041	The Rockport Company, LLC
DS1493EU00	TruWalk Emma Heel Design; Grooves Show Foam Under Outsole; Egg-Shaped Heel	Registered		001244008	The Rockport Company, LLC
DS1493US00	TruWalk Emma Heel Design; Grooves Show Foam Under Outsole; Egg-Shaped Heel	Registered	29/375,285	US D 677042	The Rockport Company, LLC
PT1240US00	SHOE STRUCTURE	Registered	07/179,363	4,835,884	The Rockport Company, LLC
PT1242AU09	INSERT FOR A SHOE SOLE (GAIT SYSTEM); Rockport; Heel Lever Absorbs Energy	Registered	PCT/US96/06	7002229	The Rockport Company, LLC

Case Number / Jurisdiction	Catch Word	Status	Application No.	Registration No.	Owner
PT11242]P09	INSERT FOR A SHOE SOLE (GAIT SYSTEM); Rockport; Heel Lever Absorbs Energ	Registered	8-536490	3795526	The Rockport Company, LLC
PT11242US09	INSERT FOR A SHOE SOLE (GAIT SYSTEM); Rockport; Heel Lever Absorbs Energ	Registered	08/450,670	5,528,842	The Rockport Company, LLC
PT11243US00	SHOE HAVING A WATERPROOF LINER	Registered	08/445,033	5,664,343	The Rockport Company, LLC
PT11244US00	AIR CIRCULATING FOOTBED; Underfoot pump; Removable footbed	Registered	08/557,757	5,675,914	The Rockport Company, LLC
PT11245US00	SHOE CONSTRUCTION	Registered	09/162,163	6,018,891	The Rockport Company, LLC
PT11246US01	MOLDABLE ARTICLE, METHOD OF MAKING AND COMPOSITION FOR MAKING	Registered	09/838,345	6,703,142	The Rockport Company, LLC
PT11246US02	Moldable Helmet Insert Including a Layer of Foamed EVA and an Antistatic Agent; Ro	Registered	10/791,877	7,029,749	The Rockport Company, LLC
PT11247US01	SUSCEPTOR-BASED POLYMERIC MATERIALS	Registered	09/023,740	6,346,210	The Rockport Company, LLC
PT11247US02	SUSCEPTOR-BASED POLYMERIC MATERIAL	Registered	10/024,362	6,812,271	The Rockport Company, LLC

<b>Case Number / Jurisdiction</b>	<b>Catch Word</b>	<b>Status</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Owner</b>
PT1248US01	CUSHIONING SOLE FOR AN ARTICLE OF FOOTWEAR	Registered	10/609,652	6,951,066	The Rockport Company, LLC
PT1250US00	AIR CIRCULATING SHOE; Rockport; Dressport H2O Circulator	Registered	11/005,031	7,178,266	The Rockport Company, LLC
PT1251CN00	CUSHIONING MEMBER; DMX In-and-Out; Vis-Vis; Rockport	Registered	20078001491	20078001491	The Rockport Company, LLC
PT1251EP00	CUSHIONING MEMBER; DMX In-and-Out; Vis-Vis; Rockport	Published	07776131.0		The Rockport Company, LLC
PT1251US00	CUSHIONING MEMBER; DMX In-and-Out; Vis-Vis; Rockport	Registered	11/380,543	7,757,409 B2	The Rockport Company, LLC
PT1252US00	SHOE CONSTRUCTION; Rockport	Registered	11/182,898	7,377,056	The Rockport Company, LLC
United States	SHOE UPPER	Registered	29/144,750	D462,511	The Rockport Company, LLC

2. Applications

<b>Case Number / Jurisdiction</b>	<b>Catch Word</b>	<b>Status</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Owner</b>
DS1399US01	SHOE SOLE (TURFWALKER II SOLE)	Pending	29/088,394		The Rockport Company, LLC

DS1412US01	SHOE SOLE	Pending	29/166,366		The Rockport Company, LLC
DS1412US03	SHOE SOLE	Pending	29/166,320		The Rockport Company, LLC

**Schedule III**  
**Copyrights**

1. Registrations

<b><u>Copyright Title</u></b>	<b><u>Name of the Registered Owner/Applicant</u></b>	<b><u>Registration/Application Number</u></b>
Lighthouse logo design	The Rockport Company, LLC	VAu000341644
Rockport Walking Institute Press Kit	The Rockport Company, LLC	TX0002045612