

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM381430

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Walking Company Holdings, Inc.		04/21/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	One Boston Place		
Internal Address:	18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	86725678	THE WALKING COMPANY RX	
Registration Number:	4610729	ABEO R.O.C.S.	
Registration Number:	4734917	ABEO	
Registration Number:	4782155	ABEO	
CORRESPONDENCE DATA			
Fax Number:	6172484000		
<i>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.</i>			
Email:	tadmin@choate.com		
Correspondent Name:	Daniel L. Scales		
Address Line 1:	Two International Place		
Address Line 2:	Choate Hall & Stewart LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	2009985-0063		
NAME OF SUBMITTER:	Daniel L. Scales		
SIGNATURE:	/daniel l. scales/		
DATE SIGNED:	04/21/2016		

OP \$115.00 86725678

Total Attachments: 4

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GRANT OF SECURITY INTEREST
IN TRADEMARKS

April 21, 2016

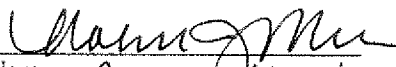
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, THE WALKING COMPANY HOLDINGS, INC., a Delaware corporation, (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as the administrative agent and collateral agent for the Secured Parties under the Security Agreement referred to below (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the trademarks, trademark registrations and use based trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Guaranteed Obligations of the Grantor, as such term is defined in the Amended and Restated Guarantor Security Agreement, by, among others, the Grantor and the Grantee, dated as of April 27, 2010 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[remainder of page intentionally left blank]

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

THE WALKING COMPANY HOLDINGS, INC. as
Grantor

By: 
Name: Robella Morris
Title: CFO

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

By: _____
Name: Connie Liu
Title: Director

[Signature Page to Grant of Security Interest in Trademarks]

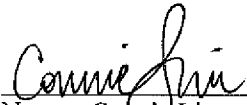
**TRADEMARK
REEL: 005775 FRAME: 0207**

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

THE WALKING COMPANY HOLDINGS, INC. as Grantor

By: _____
Name:
Title:

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Grantee

By:  _____
Name: Connie Liu
Title: Director

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

MARK	REG. DATE	REG. NO.	SERIAL NO.
THE WALKING COMPANY RX	-	-	86725678
ABEO R.O.C.S.	September 23, 2014	4610729	85937499
ABEO	May 12, 2015	4734917	86403881
ABEO	July 28, 2015	4782155	85327879