

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM484579

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in United States and Canadian Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rockport IP Holdings, LLC		08/02/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Gordon Brothers Finance Company		
Street Address:	800 Boylston Street, 27th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02199		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 46			
Property Type	Number	Word Mark	
Registration Number:	2800882	A	
Registration Number:	2791689	ARAVON	
Serial Number:	87655805	CITY LITES	
Registration Number:	4195885	COBB HILL	
Registration Number:	5061130	COMFORT WITHOUT COMPROMISE	
Registration Number:	2753373	D	
Registration Number:	1355551	DRESSPORTS	
Registration Number:	0895088	DUNHAM	
Registration Number:	3016520	DUNHAM	
Registration Number:	3948000	DUNHAM	
Registration Number:	3947999	DUNHAM	
Registration Number:	0740975	DUNHAM TYROLEANS	
Registration Number:	2732723	HYDROMOTION	
Registration Number:	2995079	HYDRO-SHIELD	
Serial Number:	87229570	LET'S WALK	
Registration Number:	5314613		
Registration Number:	5152850	MADE FOR MOVERS	
Registration Number:	5197201	MADE FOR MOVERS	
Registration Number:	1354287	PROWALKER	
TRADEMARK			

CH \$1165.00 2800882

Property Type	Number	Word Mark
Registration Number:	3142749	R
Registration Number:	3382280	R
Registration Number:	3015827	R
Registration Number:	4413269	R
Registration Number:	3142452	R ROCKPORT
Registration Number:	2729783	R ROCKPORT
Registration Number:	5148345	R-BAR
Registration Number:	1706924	ROCKPORT
Registration Number:	2105689	ROCKPORT
Registration Number:	3366596	ROCKPORT
Registration Number:	4413270	ROCKPORT
Serial Number:	87662612	ROCKPORT CITY LITES
Registration Number:	5365019	ROCKPORT WORKS
Registration Number:	5365020	ROCKPORT WORKS
Registration Number:	1202104	ROCSPTS
Registration Number:	5276180	THE ROCKPORT GROUP
Registration Number:	5433858	THE ROCKPORT GROUP
Registration Number:	5007789	TOTAL MOTION
Serial Number:	87837068	TRUFLEX
Registration Number:	5143347	TRUTECH
Registration Number:	1437386	TRU-TRAK
Registration Number:	4109371	TRUWALK
Registration Number:	4126139	WALKABILITY
Registration Number:	4048878	WORLD TOUR
Registration Number:	2090140	XCS
Registration Number:	1075072	ROCKPORT
Registration Number:	2081955	ROCKPORT

CORRESPONDENCE DATA

Fax Number: 6173417701

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: 6179518132

Email: linda.salera@morganlewis.com

Correspondent Name: Linda A. Salera, Senior Paralegal

Address Line 1: One Federal Street

Address Line 2: c/o Morgan, Lewis & Bockius LLP

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER: Linda A. Salera

SIGNATURE:	/Linda A. Salera/
DATE SIGNED:	08/02/2018
Total Attachments: 8 source=Marathon - TL - Trademark Security Agreement (Executed 8.2.18) (3) (5) (002)#page1.tif source=Marathon - TL - Trademark Security Agreement (Executed 8.2.18) (3) (5) (002)#page2.tif source=Marathon - TL - Trademark Security Agreement (Executed 8.2.18) (3) (5) (002)#page3.tif source=Marathon - TL - Trademark Security Agreement (Executed 8.2.18) (3) (5) (002)#page4.tif source=Marathon - TL - Trademark Security Agreement (Executed 8.2.18) (3) (5) (002)#page5.tif source=Marathon - TL - Trademark Security Agreement (Executed 8.2.18) (3) (5) (002)#page6.tif source=Marathon - TL - Trademark Security Agreement (Executed 8.2.18) (3) (5) (002)#page7.tif source=Marathon - TL - Trademark Security Agreement (Executed 8.2.18) (3) (5) (002)#page8.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES AND CANADIAN TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ROCKPORT IP HOLDINGS, LLC, a Delaware limited liability company ("Rockport IP" and the "Grantor"), hereby grants to GORDON BROTHERS FINANCE COMPANY, in its capacity as administrative and collateral agent for the Secured Parties (as such term is defined in the Term Loan Credit and Guaranty Agreement dated as of August 2, 2018, as amended, modified, restated and/or supplemented from time to time, the "TL Credit Agreement") (in such capacity, the "Grantee"), a continuing security interest in (a) all of the Grantor's right, title and interest in, to and under any and all Trademarks (as such term is defined in the U.S. TL Security Agreement described below), including, without limitation, the trademark registrations and trademark applications and recordings set forth on Schedule A attached hereto (the "Marks"), (b) all rights and privileges arising under applicable law with respect to the Marks, (c) the goodwill of the business symbolized by each of the Marks, (d) all income, fees, royalties and other payments now or hereafter due or payable with respect thereto, including, without limitation, payments under all licenses at any time entered into in connection therewith; (e) the right to sue for past, present and future infringements or any other violations of the Marks, (f) all rights corresponding thereto, (g) all causes of action arising prior to or after the date hereof relating to our arising from the same, (h) all present and future license agreements pertaining to the Marks, and (i) any and all other proceeds of any of the foregoing.

The Grantor authorizes and requests that the Commissioner of Patents and Trademarks and the Canadian Intellectual Property Office record this Grant against the Marks.

THIS GRANT (the "Grant") is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the U.S. Term Loan Pledge and Security Agreement, dated as of August 2, 2018 (as amended, modified, restated and/or supplemented from time to time, the "U.S. TL Security Agreement"; capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the U.S. TL Security Agreement), (i) CB MARATHON MIDCO, LLC, a Delaware limited liability company ("Holdings"), (ii) CB MARATHON OPCO, LLC, a Delaware limited liability company ("Rockport U.S."), and (iii) certain other direct and indirect Subsidiaries of Holdings that are party thereto from time as grantors (collectively and jointly and severally, in such capacities and together with any successors in such capacities, the "Grantors" and each, a "Grantor"), as pledgors, assignors and debtors, in favor of GORDON BROTHERS FINANCE COMPANY, in its capacity as administrative agent and collateral agent for the Secured Parties (as defined in the TL Credit Agreement) pursuant to the TL Credit Agreement, as pledgee, assignee and secured party (in its capacities as collateral agent and administrative agent and together with any successors in such capacities, the "TL Agent").

The Grantor does hereby acknowledge and confirm that the grant of the security interest herein, and the rights and remedies of the Grantee with respect to the security interest granted herein, are more fully set forth in the U.S. TL 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 U.S. TL Security Agreement, the provisions of the U.S. TL Security Agreement shall govern.

THIS GRANT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICT OF LAWS PRINCIPLES THEREOF THAT WOULD RESULT IN THE APPLICATION OF ANY OTHER LAW.

This Grant may be executed in any number of counterparts each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the undersigned has executed this Grant as of the 2nd day of August, 2018.

ROCKPORT IP HOLDINGS, LLC,
as Grantor

By: _____

Name: Joshua N. Beer
Title: Managing Director

[Signature Page to Grant of Security Interest in United States and Canadian Trademarks]

TRADEMARK
REEL: 006403 FRAME: 0795

GORDON BROTHERS FINANCE COMPANY,
as TL Agent and Grantee

By: 

Name: Lisa Galeota

Title: Managing Director

SCHEDULE A

<u>Mark</u>	<u>Country</u>	<u>Appl./Serial No.</u>	<u>File Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Owner</u>
A and Design	UNITED STATES	76/294,372	08/02/2001	2,800,882	12/30/2003	Rockport IP Holdings, LLC
A and Design	CANADA	1128422	01/17/2002	TMA617847	08/27/2004	Rockport IP Holdings, LLC
ARAVON	UNITED STATES	75/851,519	11/17/1999	2,791,689	12/09/2003	Rockport IP Holdings, LLC
ARAVON	CANADA	1128423	01/17/2002	TMA594134	11/06/2003	Rockport IP Holdings, LLC
CITY LITES	UNITED STATES	87/655,805	10/23/2017			Rockport IP Holdings, LLC
CITY LITES	CANADA	1,886,154	03/05/2018			Rockport IP Holdings, LLC
COBB HILL	UNITED STATES	85/417,393	09/08/2011	4,195,885	08/21/2012	Rockport IP Holdings, LLC
COBB HILL	CANADA	1544570	09/21/2011	TMA850940	05/14/2013	Rockport IP Holdings, LLC
COMFORT WITHOUT COMPROMISE	UNITED STATES	86/918,227	02/24/2016	5,061,130	10/11/2016	Rockport IP Holdings, LLC
COMFORT WITHOUT COMPROMISE	CANADA	1770178	03/01/2016	TMA977,318	08/01/2017	Rockport IP Holdings, LLC
D Logo	UNITED STATES	75/668,023	03/26/1999	2,753,373	08/19/2003	Rockport IP Holdings, LLC
D Logo	CANADA	1051852	03/22/2000	TMA592956	10/23/2003	Rockport IP Holdings, LLC
DRESSPORTS	UNITED STATES	73/519,515	01/28/1985	1,355,551	08/20/1985	Rockport IP Holdings, LLC
DRESSPORTS	CANADA	0552432	11/14/1985	TMA318206	09/05/1986	Rockport IP Holdings, LLC
DUNHAM	UNITED STATES	72/326,362	05/05/1969	895,088	07/21/1970	Rockport IP Holdings, LLC
DUNHAM	CANADA	0699353	02/20/1992	TMA460625	08/02/1996	Rockport IP Holdings, LLC
DUNHAM	UNITED STATES	75/758,998	07/23/1999	3,016,520	11/22/2005	Rockport IP Holdings, LLC
DUNHAM	UNITED STATES	76/015,365	04/03/2000	3,948,000	04/19/2011	Rockport IP Holdings, LLC
DUNHAM and Design	UNITED STATES	76/015,364	04/03/2000	3,947,999	04/19/2011	Rockport IP Holdings, LLC
DUNHAM TYROLEANS	UNITED STATES	72/137,512	02/08/1962	740,975	11/20/1962	Rockport IP Holdings, LLC
HYDROMOTION	UNITED STATES	76/139,383	09/28/2000	2,732,723	07/01/2003	Rockport IP Holdings, LLC
HYDRO-SHIELD	UNITED STATES	78/452,715	07/19/2004	2,995,079	09/13/2005	Rockport IP Holdings, LLC
HYDROSPORTS	CANADA	0838475	03/05/1997	TMA671987	09/01/2006	Rockport IP Holdings, LLC
LET'S WALK	UNITED STATES	87/229,570	11/08/2016			Rockport IP Holdings, LLC
LET'S WALK	CANADA	1835214	05/01/2017			Rockport IP

<u>Mark</u>	<u>Country</u>	<u>Appl./Serial No.</u>	<u>File Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Owner</u>
						Holdings, LLC
Lighthouse Design	UNITED STATES	86/950,060	03/23/2016	5,314,613	10/24/2017	Rockport IP Holdings, LLC
Lighthouse Design	CANADA	0845593	05/21/1997	TMA494725	05/15/1998	Rockport IP Holdings, LLC
Lighthouse Design	CANADA	1775458	04/04/2016	TMA977,413	08/02/2017	Rockport IP Holdings, LLC
MADE FOR MOVERS	UNITED STATES	87/039,663	05/17/2016	5,152,850	02/28/2017	Rockport IP Holdings, LLC
MADE FOR MOVERS and Design	UNITED STATES	87/039,698	05/17/2016	5,197,201	05/02/2017	Rockport IP Holdings, LLC
PROWALKER	UNITED STATES	73/500,504	09/21/1984	1,354,287	08/13/1985	Rockport IP Holdings, LLC
PROWALKER	CANADA	0558298	03/03/1986	TMA322007	12/19/1986	Rockport IP Holdings, LLC
PROWALKER and Design	CANADA	0613754	08/23/1988	TMA384447	05/17/1991	Rockport IP Holdings, LLC
R Logo	UNITED STATES	76/978,131	08/10/2000	3,142,749	09/12/2006	Rockport IP Holdings, LLC
R Logo	CANADA	1357828	07/30/2007	TMA735618	03/03/2009	Rockport IP Holdings, LLC
R Logo	UNITED STATES	76/106,115	08/10/2000	3,382,280	02/12/2008	Rockport IP Holdings, LLC
R Logo	UNITED STATES	76/110,109	08/14/2000	3,015,827	11/15/2005	Rockport IP Holdings, LLC
R Logo	UNITED STATES	85/703,392	08/14/2012	4,413,269	10/08/2013	Rockport IP Holdings, LLC
R Logo	UNITED STATES	85/703,392	08/14/2012	4,413,269	10/08/2013	Rockport IP Holdings, LLC
R ROCKPORT and Design	UNITED STATES	76/110,107	08/14/2000	3,142,452	09/12/2006	Rockport IP Holdings, LLC
R ROCKPORT and Design (Horizontal)	UNITED STATES	76/106,116	08/10/2000	2,729,783	06/24/2003	Rockport IP Holdings, LLC
R-BAR and Design	UNITED STATES	87/056,445	06/01/2016	5,148,345	02/21/2017	Rockport IP Holdings, LLC
R-BAR and Design	CANADA	1791669	07/15/2016	TMA990,438	02/09/2018	Rockport IP Holdings, LLC
ROCKPORT	CANADA	0401966	09/07/1976	TMA227451	04/28/1978	Rockport IP Holdings, LLC
ROCKPORT	UNITED STATES	74/222,584	11/15/1991	1,706,924	08/11/1992	Rockport IP Holdings, LLC
ROCKPORT	UNITED STATES	74/614,859	12/23/1994	2,105,689	10/14/1997	Rockport IP Holdings, LLC
ROCKPORT	CANADA	0845594	05/21/1997	TMA494727	05/15/1998	Rockport IP Holdings, LLC
ROCKPORT	UNITED STATES	78/451,148	07/15/2004	3,366,596	01/08/2008	Rockport IP Holdings, LLC
ROCKPORT	UNITED STATES	85/703,408	08/14/2012	4,413,270	10/08/2013	Rockport IP Holdings, LLC
ROCKPORT	UNITED STATES	85/703,408	08/14/2012	4,413,270	10/08/2013	Rockport IP Holdings, LLC

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ROCKPORT	CANADA	0715259	10/21/1992	TMA450996	12/01/1995	Rockport IP Holdings, LLC
ROCKPORT CITY LITES (Stylized)	UNITED STATES	87/662,612	10/27/2017			Rockport IP Holdings, LLC
ROCKPORT CITY LITES (Stylized)	CANADA	1,886,146	03/05/2018			Rockport IP Holdings, LLC
ROCKPORT WORKS	UNITED STATES	87/471,475	06/01/2017	5,365,019	12/26/2017	Rockport IP Holdings, LLC
ROCKPORT WORKS and Design	UNITED STATES	87/471,485	06/01/2017	5,365,020	12/26/2017	Rockport IP Holdings, LLC
ROCSPORT	CANADA	0462076	11/25/1980	TMA271291	07/23/1982	Rockport IP Holdings, LLC
ROCSPORTS	UNITED STATES	73/301,180	03/16/1981	1,202,104	07/20/1982	Rockport IP Holdings, LLC
ROCSPORTS	CANADA	0471305	06/12/1981	TMA291971	06/15/1984	Rockport IP Holdings, LLC
ROCSPORTS	CANADA	0471305	06/12/1981	TMA291971	06/15/1984	Rockport IP Holdings, LLC
SUNLIGHTS	CANADA	0578076	02/11/1987	TMA340368	05/20/1988	Rockport IP Holdings, LLC
THE ROCKPORT GROUP	UNITED STATES	87/323,462	02/03/2017	5,276,180	08/29/2017	Rockport IP Holdings, LLC
THE ROCKPORT GROUP	UNITED STATES	87/323,462	02/03/2017	5,276,180	08/29/2017	Rockport IP Holdings, LLC
THE ROCKPORT GROUP	CANADA	1828437	03/21/2017			Rockport IP Holdings, LLC
THE ROCKPORT GROUP (Stylized)	UNITED STATES	86/851,082	12/16/2015	5,433,858	03/27/2018	Rockport IP Holdings, LLC
THE ROCKPORT GROUP (Stylized)	CANADA	1769974	02/29/2016			Rockport IP Holdings, LLC
TOTAL MOTION	UNITED STATES	86/849,471	12/15/2015	5,007,789	07/26/2016	Rockport IP Holdings, LLC
TRUFLEX	UNITED STATES	87/837,068	03/16/2018			Rockport IP Holdings, LLC
TRUFLEX	CANADA	1888825	03/19/2018			Rockport IP Holdings, LLC
TRUTECH	UNITED STATES	86/960,980	04/01/2016	5,143,347	02/14/2017	Rockport IP Holdings, LLC
TRUTECH	CANADA	1775257	04/01/2016	TMA973,937	06/20/2017	Rockport IP Holdings, LLC
TRU-TRAK	UNITED STATES	73/603,157	06/09/1986	1,437,386	04/21/1987	Rockport IP Holdings, LLC
TRUWALK	UNITED STATES	77/933,319	02/11/2010	4,109,371	03/06/2012	Rockport IP Holdings, LLC
TRUWALK	CANADA	1469058	02/10/2010	TMA787641	01/18/2011	Rockport IP Holdings, LLC
WALKABILITY	UNITED STATES	85/070,611	06/24/2010	4,126,139	04/10/2012	Rockport IP Holdings, LLC
WALKABILITY	CANADA	1486487	06/25/2010	TMA803126	07/28/2011	Rockport IP Holdings, LLC

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WORLD TOUR	UNITED STATES	85/286,477	04/05/2011	4,048,878	11/01/2011	Rockport IP Holdings, LLC
WORLD TOUR	CANADA	1503537	11/12/2010	TMA809082	10/14/2011	Rockport IP Holdings, LLC
XCS	UNITED STATES	75/114,538	06/05/1996	2,090,140	08/19/1997	Rockport IP Holdings, LLC
XCS	CANADA	0828583	11/12/1996	TMA487221	12/17/1997	Rockport IP Holdings, LLC
DUNHAM DESIGN	CANADA	1191229	09/19/2003	TMA674228	10/05/2006	Rockport IP Holdings, LLC
HYDRO-SHIELD	CANADA	0805037	02/21/1996	TMA482294	09/10/1997	Rockport IP Holdings, LLC
ROCKPORT	UNITED STATES	73/095,649	08/05/1976	1,075,072	10/11/1997	Rockport IP Holdings, LLC

<u>Citation</u>	<u>Source</u>	<u>Status</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Reg. Number</u>	<u>Reg. Date</u>	<u>Owner</u>
ROCKPORT	USPTO	Renewed (Registered) USPTO Status: Registered and renewed USPTO Status Date: 24-AUG-2007	App 74614860	App 23-DEC-1994	Reg 2081955	Reg 22-JUL-1997	Rockport IP Holdings, LLC