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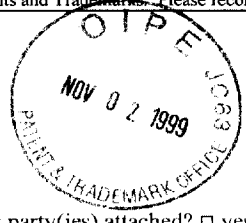
Form PTO-1595
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U.S. Department of Commerce
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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party:
1. Carrie Bettencourt

Additional name(s) of conveying party(ies) attached? yes
 no



2. Name and address of receiving parties:
Name: The Rockport Company, Inc.
Street Address: 220 Donald J. Lynch Blvd.
City: Marlborough State: MA Zip Code: 01752
Country: United States

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Corrective Cover Sheet; Reel: 010161;
Frame: 0278; Recordation Date: February 3,
1999.
Execution Date: 1. January 22, 1999.

Additional name(s) & address(es) attached? yes no

4. Application number:
If this document is being filed together with a new application, the execution date of the application is

A. Patent Application No. 29/096,657

B. Patent No(s).

Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Sterne, Kessler, Goldstein & Fox P.L.L.C.**
Internal Address: c/o Tracy-Gene G. Durkin
Street Address: 1100 New York Ave., N.W.
Suite 600
City: Washington State: D.C. Zip Code: 20005-3934

6. Total number of applications and patents involved 1
7. Total fee (37 C.F.R. § 3.41).....\$ 40.00
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9. Statement and signature.
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Tracy-Gene G. Durkin November 2, 1999
Name of Person Signing Signature Date
Registration No. 32,831 Total number of pages including cover sheet, attachments and document 3

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 Assignment Merger
 Security Agreement Change of Name
 Other _____

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Additional name(s) & address(es) attached? yes no

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A. Patent Application No. 29/094,033

B. Patent No(s).

Additional numbers attached? yes no

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Suite 600

City: Washington State: D.C. Zip Code: 20005-3934

6. Total number of applications and patents involved
1

7. Total fee (37 C.F.R. § 3.41).....\$ 40.00
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Tracy-Gene G. Durkin
Name of Person Signing
Registration No. 32,831

Tracy Durkin
Signature

February 3, 1999
Date

Total number of pages including cover sheet, attachments and document 3

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ASSIGNMENT

In consideration of the sum of One Dollar (\$1.00) or equivalent and other good and valuable consideration paid to each of the undersigned inventor: Carrie Bettencourt, the undersigned inventor(s) hereby sell(s) and assign(s) to **THE ROCKPORT COMPANY, INC. 220 Donald J. Lynch Blvd., Marlborough, MA 01752** (the Assignee) his/her entire right, title and interest, including the right to sue for and collect for all past, present and future damages:

check applicable box(es) for the United States of America (as defined in 35 U.S.C. § 100),
 and throughout the world,

(a) in the invention(s) known as **SHOE** for which application(s) for patent in the United States of America has (have) been executed by the undersigned on Jan 22, 1999 (also known as United States Application No. 29/096,657, filed November 17, 1998), in any and all applications thereon, in any and all Letters Patent(s) therefor, and

(b) in any and all applications that claim the benefit of the patent application listed above in part (a), including continuing applications, reissues, extensions, renewals and reexaminations of the patent application or Letters Patent therefor listed above in part (a), to the full extent of the term or terms for which Letters Patents issue, and

(c) in any and all inventions described in the patent application listed above in part (a), and in any and all forms of intellectual and industrial property protection derivable from such patent application, and that are derivable from any and all continuing applications, reissues, extensions, renewals and reexaminations of such patent application, including, without limitation, patents, applications, utility models, inventor's certificates, and designs together with the right to file applications therefor; and including the right to claim the same priority rights from any previously filed applications under the International Agreement for the Protection of Industrial Property, or any other international agreement, or the domestic laws of the country in which any such application is filed, as may be applicable; all such rights, title and interest to be held and enjoyed by the above-named Assignee, its successors, legal representatives and assigns to the same extent as all such rights, title and interest would have been held and enjoyed by the Assignor had this assignment and sale not been made.

The undersigned inventor(s) agree(s) to execute all papers necessary in connection with the application(s) and any continuing (continuation, divisional, or continuation-in-part), reissue, reexamination or corresponding application(s) thereof and also to execute separate assignments in connection with such application(s) as the Assignee may deem necessary or expedient.

The undersigned inventor(s) agree(s) to execute all papers necessary in connection with any interference or patent enforcement action (judicial or otherwise) related to the application(s) or any continuing (continuation, divisional, or continuation-in-part), reissue or reexamination application(s) thereof and to cooperate with the Assignee in every way possible in obtaining evidence and going forward with such interference or patent enforcement action.

The undersigned inventor(s) hereby represent(s) that he/she has full right to convey the entire interest herein assigned, and that he/she has not executed, and will not execute, any agreement in conflict therewith.

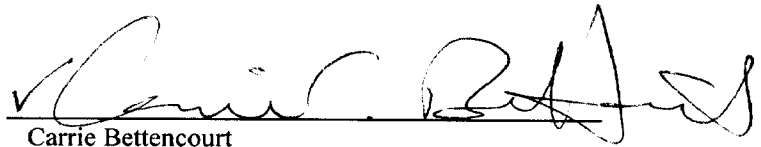
The undersigned inventor(s) hereby grant(s) Robert Greene Sterne, Esquire, Registration No. 28,912; Edward J. Kessler, Esquire, Registration No. 25,688; Jorge A. Goldstein, Esquire, Registration No. 29,021; Samuel L. Fox, Esquire, Registration No. 30,353; David K.S. Cornwell, Esquire, Registration No. 31,944; Robert W. Esmond, Esquire, Registration No. 32,893; Tracy-Gene G. Durkin, Esquire, Registration No. 32,831; Michele A. Cimbala, Esquire, Registration No. 33,851; Michael B. Ray, Esquire, Registration No. 33,997; Robert E. Sokohl, Esquire, Registration No. 36,013; Eric K. Steffe, Esquire, Registration No. 36,688; and Michael Q. Lee, Esquire, Registration No. 35,239, of STERNE, KESSLER, GOLDSTEIN & FOX P.L.L.C., 1100 New York Avenue, N.W., Suite

600, Washington, D.C. 20005-3934, power to insert in this assignment any further identification that may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.

IN WITNESS WHEREOF, executed by the undersigned inventor(s) on the date opposite his/her name.

Date: 1-22-99

Signature of Inventor:


Carrie Bettencourt