

09-27-2000



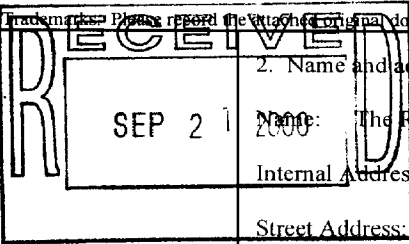
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Form PTO-1594

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please report the attached original documents or copy thereof.



1. Name of conveying party(ies):  
The Rockport Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Association
- Limited Partnership
- Other

2. Name and address of receiving party(ies):

The Rockport Company, LLC

Internal Address:

9-21-00

Street Address:

220 Donald J. Lynch Boulevard

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

City: Marlboro

State: MA

Zip Code: 01752

Country: USA

3. Nature of Conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

Execution Date(s): December 29, 1999

If assignee is not domiciled in the United States, a domestic representation is attached:  Yes  No.

(Designations must be a separate document from Assignment.)

Additional name(s) & address(es) attached?  Yes  No.

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

See the attached list

B. Trademark Registration No(s).

See the attached list

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 registrations involved

29

7. Total fee (37 C.F.R. § 3.41).....\$1,160.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number:

19-0036

09/27/2000 MTH

00000147 2251415

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Tracy-Gene G. Durkin  
Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document

OMB NO. 0651-0011 (exp.4/94)

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignment  
Washington, D.C. 20231

001743800  
09/27/2000 MAIL  
Name/Number: 2251415  
FC: 704

TRADEMARK

REEL: 002148 FRAME: 0063

## ATTACHMENT A

<u>No.</u>	<u>Trademark:</u>	
1.	2251415	Hydrosports
2.	2239431	Uncompromise
3.	2196546	New Comfort
4.	2106023	Hydro-Shield
5.	2105689	Rockport
6.	2090140	XCS
7.	2081955	Rockport
8.	2074377	(Design Mark)
9.	2072527	(Design Mark)
10.	1835505	Discovery
11.	1807642	(Design Mark)
12.	1706924	Rockport
13.	1356745	Supersports
14.	1355551	Dressports
15.	1354287	Prowalker
16.	1291217	Donner Mountain
17.	1291214	(Design Mark)
18.	1289130	Donner Mountain
19.	1285300	Outwest
20.	1277078	DMC
21.	1277058	Walk Support System
22.	1263015	Rockport
23.	1246440	Muir Trail
24.	1075072	Rockport
25.	1056132	California Squash
26.	75-845194	Camp Mocs
27.	1202104	Rocsports
28.	1149901	Sunlights
29.	1404151	Spring System

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State of Delaware  
Office of the Secretary of State

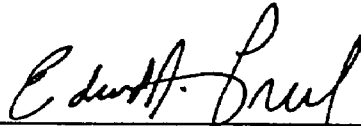
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE ROCKPORT COMPANY, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "THE ROCKPORT COMPANY, LLC" UNDER THE NAME OF "THE ROCKPORT COMPANY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2000.



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

0173415

DATE:

12-30-99

TRADEMARK

REEL: 002148 FRAME: 0065

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**CERTIFICATE OF MERGER**

OF

**THE ROCKPORT COMPANY, INC.**  
 a Massachusetts corporation

INTO

**THE ROCKPORT COMPANY, LLC**  
 a Delaware limited liability company

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, The Rockport Company, LLC, hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the domestic limited liability companies or other business entities that are constituent entities are:

<b>Name</b>	<b>Jurisdiction</b>
The Rockport Company, Inc.	Massachusetts
The Rockport Company, LLC	Delaware

2. An agreement and plan of merger has been approved and executed by each constituent entity.
3. The name of the surviving domestic limited liability company is The Rockport Company, LLC.
4. The merger is to become effective on January 1, 2000.
5. The agreement of merger is on file at 220 Donald J. Lynch Boulevard, Marlboro, Massachusetts 01752, which is the principal place of business of The Rockport Company, LLC.
6. A copy of the agreement and plan of merger will be furnished by The Rockport Company, LLC on request and without cost to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a constituent entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 29th day of December, 1999, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the surviving domestic limited liability company.

THE ROCKPORT COMPANY, LLC

By: David A. Pace  
Its: Authorized Person - David A. Pace