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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Harry Miller
19 Hampden Street
Boston, Massachusetts 02119

Individual(s) Association
 General Partnership Limited Partnership

Corporation-State
 Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: **Inchworm Inc.**

Internal
Address: _____

Street Address: **19 Hampden Street**

City: **Boston** State: **MA** Zip: **02119**

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other _____

Execution Date: **June 11, 2004**

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

A. Trademark Application No.(s)
76/030000 76/283704 76/283703 76/198639 76/172200 76/203442
76/203441 76/204059 76/304118

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Michael Bevilacqua, Esquire**

Internal Address: **Wilmer Cutler Pickering Hale and Dorr LLP**

Street Address: **60 State Street**

City: **Boston** State: **Massachusetts** Zip: **02109**

6. Total number of applications and registrations involved: **NINE (9)**

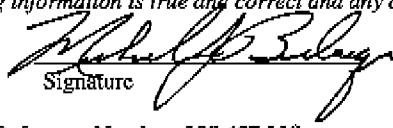
7. Total fee (37 CFR 3.41).....\$ **240.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-0219
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Michael Bevilacqua, Esquire  **June 18, 2004**
 Name of Person Signing Signature Date

Wilmer Cutler Pickering Hale and Dorr LLP Attorney Reference Number: **108.427.118**

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20231

Please return via FACSIMILE to:

Michael J. Bevilacqua, Esquire @ 617-526-5000

BOSTON 1933375v1

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TRADEMARK

REEL: 002873 FRAME: 0513

CH \$240.00 080219 76030000


ASSIGNMENT OF TRADEMARKS IN UNITED STATES

Harry Miller, a citizen of the United States, having a place of business at 19 Hampden Street, Boston, Massachusetts 02119, is the owner of the trademark applications identified on Schedule A, including the goodwill of the business connected with the use of, and symbolized by, said marks.

For good and valuable consideration, the receipt of which is hereby acknowledged, Harry Miller, in connection with a sale of his business to which the trademarks identified on Schedule A relates to Inchworm Inc., a Delaware corporation, having a place of business at 19 Hampden Street, Boston, Massachusetts 02119, hereby assigns to Inchworm Inc. the entire right, title and interest in and to the trademark applications identified below and the trademarks which are the subject thereof, including the goodwill of the business related to said marks.

Harry Miller, further agrees, for himself, his successors and assigns, to execute such further documents and to perform such further lawful acts as may reasonably be requested by Inchworm Inc., to effectuate this assignment.

Witness my hand and seal this 11 day of JUNE, 2004.



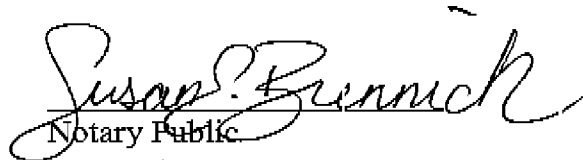
Harry Miller

COMMONWEALTH OF MASSACHUSETTS

County of Suffolk

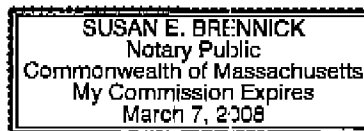
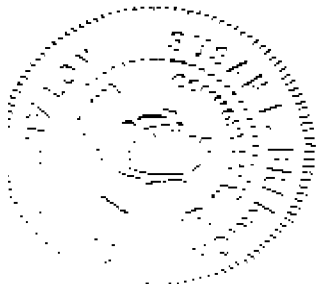
On this 11th day of June, 2004, before me, the undersigned notary public, personally appeared Harry Miller, proved to me through satisfactory evidence of identification, which was MA state driver's lic., to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.

[affix seal]






Notary Public

My commission expires:



United States Trademark Applications
Assigned from Harry Miller to Inchworm Inc.

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>
ARLO	United States	76/030000	04/18/00
I FIT	United States	76/283704	07/12/01
I FIT	United States	76/283703	07/12/01
INCH WORM	United States	76/198639	01/12/01
INCHWORM	United States	76/172200	11/28/00
INCHWORM and design 	United States	76/203442	02/01/01
INCHWORM and design 	United States	76/203441	02/01/01
MISCELLANEOUS DESIGN 	United States	76/204059	02/01/01
SHOES THAT GROW WITH YOUR KIDS	United States	76/304118	08/22/01