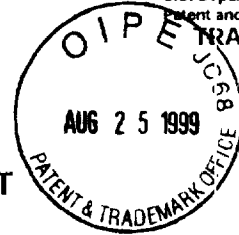


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Dudley Kebow, Inc.

06/14/99

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Progressive International

DBA/AKA/TA _____

Composed of _____

Address (line 1) 6111 South 228th Street

Address (line 2) _____

Address (line 3) Kent Washington 98032
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

08/27/1999 MTHAI1 00000192 75381717

115E

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002017 FRAME: 0161

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75381717"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="898693"/>	<input type="text" value="1914984"/>	<input type="text" value="709174"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

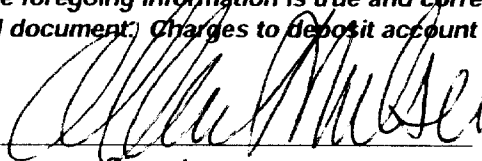
No

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. Charges to deposit account are authorized, as indicated herein.

ALLEN S. MELSER

Name of Person Signing



Signature

8/25/99

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, Dudley Kebow, Inc. a corporation organized under the laws of the State of California, located and doing business at 1965 Plaza Real, Oceanside, California 92056-6026, (hereinafter "Assignor") is the owner of the U.S. and foreign Trademark Registrations and the U.S. Trademark Application listed in Exhibit A hereto;

WHEREAS, Progressive International Corporation, a corporation organized under the laws of Delaware located and doing business at 6111 South 228th Street, Kent, Washington 98032 (hereinafter "Assignee"), desires to acquire the entire right, title and interest in and to each U.S. and foreign Trademark Registration and the U.S. Trademark Application listed in Exhibit A and the ongoing and existing business of Assignor to which the trademarks pertain;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title and interest in and to the U.S. and foreign Trademark Registrations and the U.S. Trademark Application listed in Exhibit A, the ongoing and existing business of Assignor to which the trademarks pertain and the goodwill of the business connected with the trademarks, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

Assignor further assigns to Assignee all right to sue for and receive all damages accruing from past infringements of the trademarks herein assigned.

This Assignment shall be binding upon the parties, their successors and/or assigns and all others acting by, through, with or under their direction, and all those in privity therewith.

In witness whereof, Dudley G. Kebow, an authorized representative of Dudley Kebow, Inc., has set his hand on behalf of Dudley Kebow, Inc. this 4 day of June, 1999.

DUDLEY KEBOW, INC.

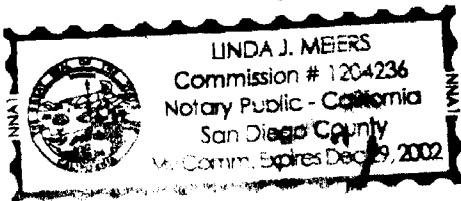
Dudley G. Kebow
By: Dudley G. Kebow
Title: President

State of CALIFORNIA :
County of SAN DIEGO :

Personally appeared before me the above-named Dudley G. Kebow, to me well known, who signed the foregoing ASSIGNMENT on behalf of Dudley Kebow, Inc. in my presence on the date thereof and acknowledged the same to be his voluntary act and deed.

Linda J. Meers
Notary Public

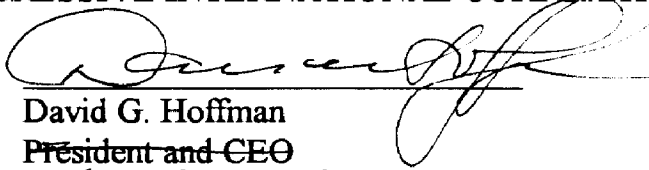
My commission to expire on 12-29-2002



DOCS_SF #363997 v1 /7SV101!.DOC

In witness whereof, David G. Hoffman, an authorized representative of Progressive International Corporation, has set his hand on behalf of Progressive International Corporation this ^{28th} day of April, 1999.

PROGRESSIVE INTERNATIONAL CORPORATION




David G. Hoffman
~~President and CEO~~
VP, Director

State of New York :
County of New York :

Personally appeared before me the above-named David G. Hoffman, to me well known, who signed the foregoing ASSIGNMENT on behalf of Progressive International Corporation in my presence on the date thereof and acknowledged the same to be his voluntary act and deed.

CLIFFORD R. MICHEL
NOTARY PUBLIC, State of New York
No. 02-M16009136
Qualified in New York County
Commission Expires June 22, 2000


Notary Public

My commission to expire on _____.

EXHIBIT A

U.S. TRADEMARK REGISTRATIONS AND APPLICATION

- (1) U.S. Trademark Registration No. 898,693 for the mark **SPICE TREE (& Design)**, registered September 15, 1970.
- (2) U.S. Trademark Registration No. 1,914,984 for the mark **SPICE TREE**, registered August 29, 1995.
- (3) U.S. Trademark Registration No. 709,174 for the mark **MR. DUDLEY**, registered January 3, 1961.
- (4) U.S. Trademark Application No. 75/381,717 for the mark **GREAT SHAKES**, for which a Notice of Allowance issued December 8, 1998.

FOREIGN TRADEMARK REGISTRATIONS

- (1) Canadian Trademark Registration No. 357960 for **MR. DUDLEY**.
- (2) Italian Trademark Registration No. 716357 for **MR. DUDLEY**.
- (3) Italian Trademark Registration No. 716152 for **SPICE TREE**.
- (4) Spanish Trademark Registration No. 1945511 for **MR. DUDLEY**.
- (5) Spanish Trademark Registration No. 1945510= for **SPICE TREE**.