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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
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date   
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

02/07/2000 DNGUYEN 00000101 75381717

01 FC:481  
02 FC:482

40.00 OP  
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. 20231  
TRADEMARK

REEL: 002023 FRAME: 0280

**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

(415) 371-1200

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

BECKY L. TROUTMAN

Name of Person Signing

Becky L. Troutman

Signature

1/6/00

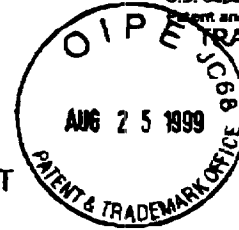
Date Signed

FORM PTO-1618A  
Expires 06/30/99  
OMB 0951-0027

08-30-1999



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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

*Mag*  
*8/25/99*

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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08/27/1999 MTHAI1 00000192 75381717

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

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REEL: 002023 FRAME: 0282

FORM PTO-1618E  
Expires 08/30/99  
OMB 0851-0027

Page 2

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

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Address (line 4)

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Authorization to charge additional fees:

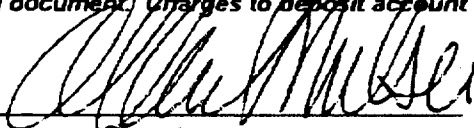
Yes

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



8/25/99

Name of Person Signing

Signature

Date Signed

**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**.

**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 14 day of June, 1999.

DUDLEY KEBOW, INC.

Dudley G. Kebow

By: Dudley G. Kebow

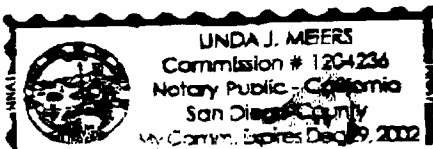
Title: President

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.

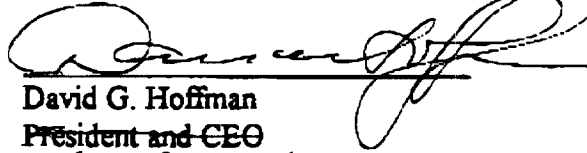
Linda J. Meers  
Notary Public

My commission to expire on 12-29-2002



In witness whereof, David G. Hoffman, an authorized representative of Progressive International Corporation, has set his hand on behalf of Progressive International Corporation this <sup>28<sup>th</sup></sup> 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-M16009135  
Qualified in New York County  
Commission Expires June 22, 2000

  
Notary Public

My commission to expire on \_\_\_\_\_