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To the Honorable Commissioner of Patents and

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original documents or copy thereof.

1. Name of conveying party(ies):
PIC Acquisition Corp.
 6111 South 228th Street
 Kent, WA 98032

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

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

2. Name and address of receiving party(ies):
 Name: **Fleet Capital Corporation, as Agent**
 Internal Address: _____
 Street Address: **200 Glastonbury Boulevard**
 City: **Glastonbury** State: **CT** ZIP: **06033**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Rhode Island**
 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 5, 1998**

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

A. Trademark Application No.(s)
See attached Schedule A

B. Trademark registration No.(s)
See attached Schedule A

Additional numbers attached? Yes No

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

Name: **Federal Research Corp**
 Internal Address: _____
 Street Address: **400 Seventh St NW**
Suite
 City: **Washington** State: **DC** ZIP: **20004**

6. Total number of applications and registrations involved: **4**

7. Total fee (37 CFR 3.41): \$ **115.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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

Benjamin Katz **B Katz** **6/8/98**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **4**

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

06/16/1998 10:56:15
01 FC:481
02 FC:482

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated June 5, 1998, by and between PIC ACQUISITION CORP. and FLEET CAPITAL CORPORATION, as Agent.

<u>Reg. No. or Application No</u>	<u>Reg. or Mark</u>	<u>Country</u>	<u>Filing Date</u>
1,955,619	Progressive International	U.S.A.	10/13/95
2,105,652	Healthy Kitchen	U.S.A.	06/04/97
2,077,816	Healthy Cooking	U.S.A.	02/07/94
1,173,076	Lifestyle	U.S.A.	10/13/81

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, PIC ACQUISITION CORP. (to be renamed Progressive International Corporation), a corporation formed under the laws of the State of Delaware ("Borrower") located at 6111 South 228th Street, Kent, Washington 98032, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to FLEET CAPITAL CORPORATION ("Fleet"), the various other financial institutions (together with Fleet, collectively, the "Lenders") named in and which hereafter become a party to the Loan Agreement (as hereinafter defined) and Fleet as agent for Lenders (in such capacity, the "Agent"), pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent for its benefit and for the ratable benefit of the Lenders (as such agreements may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders, a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: June 5, 1998

Witness:

Sean Soltz

PIC ACQUISITION CORP.

By: [Signature]
Name: [Name]
Title: [Title]

Witness:

Sean Soltz

FLEET CAPITAL CORPORATION, as Agent

By: [Signature]
Name: [Name]
Title: [Title]

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 4th day of June, 1998, before me personally came David Hoffmann, to me known, who, being by me duly sworn, did depose and say that he is the President of PIC Acquisition Corp., the corporation described in and which executed the foregoing instrument, and that he was authorized to sign his name thereto.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 4th day of June, 1998 before me personally came Richard A. Gere, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of Fleet Capital Corporation, the corporation described in and which executed the foregoing instrument, and that he was authorized to sign his name thereto.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000