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

1. Name of conveying party(ies):  
MORE PEPPER PLEASE, INC.  
6111 South 228th Street  
Kent, Washington 98032

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyances:

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

Execution Date: March 12, 1999

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 CT
- 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

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

A. Trademark Application.(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 Corporation

Internal Address: \_\_\_\_\_

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): ..... \$ 115<sup>00</sup>

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

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OL FC:482 75.00 OP

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

Deborah Scheff

*Deborah Scheff*

3/12/99

Name of Person Signing

Signature

Date

Total number of pages including coversheet, attachments and document: 4

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

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, MORE PEPPER PLEASE, INC., a corporation formed under the laws of the State of Delaware, located at 6111 South 228<sup>th</sup> Street, Kent, Washington 98032 ("MPP") 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, MPP and Progressive International Corporation (f/k/a PIC Acquisition Corp.) (together with MPP, each a "Borrower" and jointly and severally the "Borrowers") are 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 Amended and Restated Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrowers and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by MPP 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, MPP 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, MPP 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.

MPP 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.

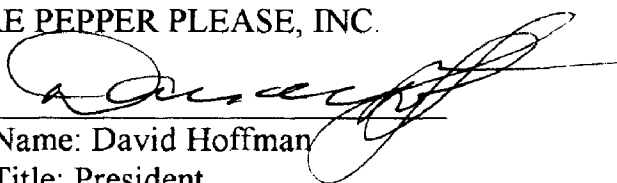
Dated: March 12, 1999

Witness:



MORE PEPPER PLEASE, INC.

By:



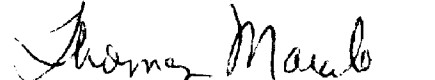
Name: David Hoffman  
Title: President

Witness:



FLEET CAPITAL CORPORATION, as Agent

By:



Name: Thomas Maiato  
Title: Vice President

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March 12, 1999, by and between MORE PEPPER PLEASE, INC. and FLEET CAPITAL CORPORATION, as Agent.

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Reg. or Filing Date</u>	<u>Country</u>
898,693	SPICE TREE and Design	9/15/70	USA
1,914,984	SPICE TREE	8/04/94	USA
709,174	MR. DUDLEY	1/31/61	USA
75/381,717	GREAT SHAKES	10/30/97	USA

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

On this 17 day of March, 1999, before me personally came David Hoffman, to me known, who, being by me duly sworn, did depose and say that he is the President of More Pepper Please, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto.

Deborah Scheff  
Notary Public

DEBORAH SCHEFF  
NOTARY PUBLIC, State of New York  
No. 4907990  
Qualified in Nassau County  
Commission Expires October 13, 1999

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

On this 12 day of March, 1999 before me personally came THOMAS MAJALL, 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.

Deborah Scheff  
Notary Public

DEBORAH SCHEFF  
NOTARY PUBLIC, State of New York  
No. 4907990  
Qualified in Nassau County  
Commission Expires October 13, 1999