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10-24-2000



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

9.28.00

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

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

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Name

DBA/AKA/TA

Composed of

Address (line 1)

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Individual General Partnership Limited Partnership Corporation Association

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Citizenship/State of Incorporation/Organization

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.)

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10/23/2000 DRYKNE 00000083 2329039

01 FC:481 40.00 OP

02 FC:482 125.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002159 FRAME: 0743

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Pages

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

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

2,329,039	1,911,595	<input type="text"/>
2,329,040	2,137,865	<input type="text"/>
2,117,466	2,220,589	<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.

Briggs and Morgan, P.A.

By: Todd D. Lee, Esq.

Name of Person Signing



Signature

9/13/00

Date Signed

Attorneys for U.S. Bank National Association

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 3, 1999 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") from POORE BROTHERS, INC., a Delaware corporation ("PBI"), POORE BROTHERS ARIZONA, INC., an Arizona corporation ("PBAI"), POORE BROTHERS DISTRIBUTING, INC., an Arizona corporation ("PBDI"), TEJAS PB DISTRIBUTING, INC., an Arizona corporation ("Tejas"), WABASH FOODS, LLC, a Delaware limited liability company ("Wabash"), BOULDER NATURAL FOODS, INC., an Arizona corporation ("Boulder") and BN FOODS, INC., a Colorado corporation ("BNF") (PBI, PBAI, PBDI, Tejas, Wabash, Boulder and BNF are collectively referred to herein as the "Borrowers") in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association, successor in interest to U.S. BANCORP REPUBLIC COMMERCIAL FINANCE, INC., a Minnesota corporation (the "Lender"), the Borrowers executing this notice have granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Lender:

REGISTERED TRADEMARKS

<u>Registration No.</u>	<u>Trademark</u>	<u>Registration Date</u>
2,329,039	POORE BROTHERS	March 14, 2000
2,329,040	POORE BROTHERS (design only)	March 14, 2000
2,117,466	POORE BROTHERS	December 2, 1997
1,911,595	POORE BROTHERS (words and design)	August 15, 1995
2,137,865	IF WE DIDN'T TELL YOU - YOU WOULDN'T KNOW	February 17, 1998
2,220,589	AN INTENSELY DIFFERENT TASTE	January 26, 1999

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U.S. CORPORATE SERVICES
P.O. BOX 65607 *U.S. Corp*
ST. PAUL, MN 55165-0607
(651) 227-7575

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TRADEMARK
REEL: 002159 FRAME: 0745

The Borrowers and Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement, and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

POORE BROTHERS, INC.,
a Delaware corporation

By Thomas W. Jeeze
Its VPRFO

Acknowledged and Accepted:

U.S. BANK NATIONAL ASSOCIATION,
a national banking association

By Loye Robinson
Its VP