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ST. PAUL, MN 55165-0607  
(651) 227-7575

10-24-2000



101495863

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

00-82-00

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

10/23/2000 DRYENE 00000084 146756

01 FC:481 10.00 OP

02 FC:482 15.00 OP

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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: 002159 FRAME: 0749

**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)

1,467,561

1,453,343

**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.

9/13/00

Name of Person Signing

Signature

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>
1,467,561	TEXAS STYLE	December 1, 1987
1,453,343	TEXAS STYLE POTATO CHIPS	August 18, 1987

RETURN TO: *PF*  
U.S. CORPORATE SERVICES  
P.O. BOX 65607 *M12284*  
ST. PAUL, MN 55165-0607  
(651) 227-7575

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TRADEMARK  
REEL: 002159 FRAME: 0751

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,

TEJAS PB DISTRIBUTING, INC.,  
an Arizona corporation

By Thomas W. Freese  
Its VP&CFO

Acknowledged and Accepted:

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

By Deane R. King  
Its VP