

RETURN TO: *PT*  
U.S. CORPORATE SERVICES  
P.O. BOX 65607 *MAR 8*  
ST. PAUL, MN 55165-0607  
(651) 227-7575

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

10-24-2000

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



101495864

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

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership

Corporation  Association

Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 150.00 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: 002159 FRAME: 0758

9-28-00

**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)

**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>
1,511,130	O'BOISIE'S	November 1, 1988
1,424,126	TATO SKINS	January 6, 1987
1,558,272	RIPPLIN'S	September 26, 1989
1,537,532	BRAIDS	May 2, 1989
1,417,946	BRAIDS	November 18, 1986
1,676,397	PIZZARIA'S	February 18, 1992
961,049	KNOTS	June 12, 1973

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

1191664.1

TRADEMARK  
REEL: 002159 FRAME: 0760

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,

WABASH FOODS, LLC  
a Delaware limited liability company

By Thomas W. Grege  
Its Manager

Acknowledged and Accepted:

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

By Jaye Robinson  
Its VP