

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rachel's Gourmet Snacks, Inc.		05/19/2003	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Barrel O'Fun Snack Foods Co.
Street Address:	800 - 4th Street N.W.
Internal Address:	P.O. Box 230
City:	Perham
State/Country:	MINNESOTA
Postal Code:	56573
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 6

Property Type	Number
Serial Number:	75909132
Serial Number:	75914096
Registration Number:	1995057
Registration Number:	2221540
Registration Number:	2684146
Registration Number:	2666885

CORRESPONDENCE DATA

Fax Number: (612)333-0066
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-343-5388
 Email: trademark@gpmlaw.com
 Correspondent Name: Cheryl Myers

CH \$165.00 75909132

Address Line 1: P.O. Box 2906
Address Line 4: Minneapolis, MINNESOTA 55402-0906

ATTORNEY DOCKET NUMBER:	76471
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NAME OF SUBMITTER:	Cheryl Myers
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Total Attachments: 3 source=assign-t#page1.tif source=assign-t#page2.tif source=assign-t#page3.tif

ASSIGNMENT OF TRADEMARKS

WHEREAS, Ronald J. Bach ("Bach") is the true and lawful attorney-in-fact for Rachel's Manufacturing, Inc., Charter 6J-240 ("Rachel's 6J-240"), a Minnesota corporation; Rachel's Gourmet Snacks, Inc., Charter 6Z-890 ("Rachel's 6Z-890"), a Minnesota corporation; and Rachel's Gourmet Snacks, Inc. f/k/a GO-RACHELS.COM CORP., Charter 9F-392 ("Rachel's 9F-392"), a Minnesota corporation, jointly and severally, (Rachel's 6J-240, Rachel's 6Z-890, and Rachel's 9F-392 are sometimes collectively referred to herein as the "Assignors") pursuant to the terms of the Amended and Restated Security Agreement dated January 8, 2003, by and among Bach and Rachel's 6J-240, Rachel's 6Z-890, and Rachel's 9F-392 (the "Security Agreement");

WHEREAS, based on representations and warranties made to Lender by Rachel's 6J-240, Rachel's 6Z-890 and Rachel's 9F-392, GO-RACHELS.COM CORP. is named in the records of the United States Patent and Trademark Office ("USPTO") as the owner of certain trademarks and associated applications and registrations listed on the attached Schedule A (hereinafter the "Marks"); and

WHEREAS, Bach has not conducted an independent investigation as to the record owner of the "Marks" with the USPTO and Bach makes no representations and warranties as to the ownership of the Marks; and

WHEREAS, Barrel O'Fun Snack Foods Co., a Minnesota corporation having a place of business at 800 4th Street NW, Perham, MN 56573 (hereinafter "Assignee") is desirous of acquiring the Marks and the associated applications and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, to the extent that Assignors have rights therein, Assignors jointly and severally hereby assign to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business associated therewith and the associated applications and registrations thereof, as set forth on Schedule A hereto.


This Assignment includes all rights in the nature of trademark, service mark, and trade name rights, as well as the right to sue for past infringement by any third party.

This instrument is effective as of May 19, 2003.

[Signatures on the Following Page]

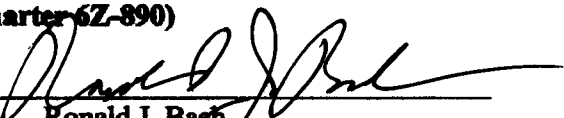
(“Rachel’s 6J-240”)

**RACHEL’S MANUFACTURING, INC.
(Charter 6J-240)**

By 
Ronald J. Bach
Attorney-In-Fact

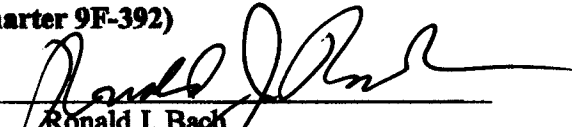
(“Rachel’s 6Z-890”)

**RACHEL’S GOURMET SNACKS, INC.
(Charter 6Z-890)**

By 
Ronald J. Bach
Attorney-In-Fact

(“Rachel’s 9F-392”)

**RACHEL’S GOURMET SNACKS, INC.
f/k/a GO-RACHELS.COM CORP.
(Charter 9F-392)**

By 
Ronald J. Bach
Attorney-In-Fact

Schedule A

Registered U.S. Trademarks

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
RACHEL'S MADE FROM THE HEART (and design)	1,995,057	August 20, 1996
GOURMET AMERICA'S FINEST (and design)	2,221,540	February 2, 1999
RACHEL'S BATONNETS	2,684,146	February 4, 2003
RACHEL'S COFFEE REVELATIONS	2,666,885	December 24, 2002

Pending U.S. Trademark Applications

<u>Mark</u>	<u>Application Number</u>	<u>Filing Date</u>
RACHEL'S MADE FROM THE HEART (and design)	75/909,132	February 4, 2000
RACHEL'S REVELATIONS	75/914,096	February 10, 2000

Unregistered Trademarks

SQUAW BUCK
GOLDEN REVELATIONS