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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECOF



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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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): Poore Brothers, Inc. 3500 South La Cometa Drive Goodyear, AZ 85338

2. Name and address of receiving party(ies) Name: U.S. Bank National Association, as Agent Internal Address: 800 Nicollet Mall Street Address: City: Minneapolis State: MN Zip: 55402

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

3. Nature of conveyance: Security Agreement

Association National Bank

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No N/A

Execution Date: October 3, 1999

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE EXHIBIT A ATTACHED HERETO.

B. Trademark Registration No.(s) SEE EXHIBIT A ATTACHED HERETO.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed:

6. Total number of applications and registrations involved: 8

Name: Todd D. Lee, Esq. Internal Address: Briggs and Morgan, P.A.

7. Total fee (37 CFR 3.41) \$ 320.00 Enclosed Authorized to be charged to deposit account (for deficiency only)

Street Address: 2200 IDS Center, 80 South 8th Street City: Minneapolis State: MN Zip: 55402

8. Deposit account number: 02-3732

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

01/15/2004 LMUELLER 00000021 2459870

01 FC:8521 02 FC:8522

40.00 DP 175.00 DP DO NOT USE THIS SPACE

9. Statement and signature.

Briggs and Morgan, P.A. By: Todd D. Lee, Esq.

Signature

January 13, 2004

Refund Ref: 01/15/2004 LMUELLER 0000133318 Name of Person Signing

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Total number of pages including cover sheet, attachments, and documents:

CHECK Refund Total: \$105.00 Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

EXHIBIT A
(Continuation of Item 4)

TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Description</u>
PIZZARIAS	2,459,870	June 12, 2001	Wheat-Based Snack Chips
PIZZARIAS THE TASTE OF OLD ITALY	2,500,113	October 23, 2001	Wheat-Based Snack Chips

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application No.</u>	<u>Application Date</u>	<u>Description of Application Applied For</u>
CRUNCH TOONS	78-219,422	February 26, 2003	Potato Chips and Potato Crisps
SNACK OUT LOUD	78-249,025	May 13, 2003	Snack foods, namely tortilla chips, pretzels, cheese flavored puff snacks, namely, grain-based chips and cheese flavored puff snacks
SNACK OUT LOUD	78-249,022	May 13, 2003	Potato Chips and Potato Crisps
CRUNCH TOONS	78-209,226	January 30, 2003	Potato Chips and Potato Crisps
SNACKTOONS	78-201,222	January 8, 2003	Potato Chips and Potato Crisps
PLAY SNACKS	78-135,824	June 14, 2002	Potato-Based Snack Foods

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office
Ladies and Gentlemen:

Please be advised that pursuant to the Credit Agreement dated as of October 3, 1999, as amended by a First Amendment dated as of June 30, 2000, a Second Amendment dated as of March 1, 2001, a Third Amendment dated as of March 30, 2001, a Fourth Amendment dated as of July 30, 2002, and a Fifth Amendment dated as of September 27, 2003 (as amended and as the same may be further amended, modified, extended or restated from time to time, the "Credit Agreement") by and between POORE BROTHERS, INC., a Delaware corporation (the "Debtor") in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Lender"), the Borrower has granted a continuing security interest in and continuing lien upon, among other things, the trademarks and trademark applications shown below to the Lender:

TRADEMARKS

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The Debtor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Credit Agreement and (b) 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. Grege
Its SVP & CFO

Acknowledged and accepted:

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

By [Signature]
Its VICE PRESIDENT