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Form PTO-1594 (Rev. 03/05) OMB Collection 0651-0027 (exp. 6/30/2005)	U.S. DEPARTMENT OF COMMERCE United States Patent and Trademark Office		
RECORDATION FORM COVER SHEET TRADEMARKS ONLY			
To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.			
1. Name of conveying party(les): Rudi's Organic Bakery, LLC	2. Name and address of receiving party(les) Additional names, addresses, or citizenship attached? No Name: Rudi's Organic Bakery, Inc.		
Individual(s)	General Partnership Citizenship Limited Partnership Citizenship Corporation Citizenship Other Citizenship If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)		
A. Trademark Application No.(s) C. Identification or Description of Trademark(s) (and Filing RUDI'S ORGANIC BAKERY	B. Trademark Registration No.(s) 3025366 Additional sheet(s) attached? Yes Vo Date if Application or Registration Number is unknown):		
5. Name & address of party to whom correspondence concerning document should be mailed: Name: Lawrence A. Swain. Esq.	6. Total number of applications and registrations involved:		
Internal Address: Shughart Thomson & Kilroy, PC Street Address: 9225 Indian Creek Parkway, Suite 1100	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40 Authorized to be charged by credit card Authorized to be charged to deposit account Enclosed		
City: Overland Park State: Kansas Zip: 66210	8. Payment Information: a. Credit Card Last 4 Numbers Expiration Date		
Phone Number: <u>913-451-3355</u> Fax Number: <u>913-451-3361</u> Email Address: Iswain@stklaw.com	b. Deposit Account Number <u>12-1660</u> Authorized User Name <u>Shughart Thomson & Kilroy PC</u>		
9. Signature: Signature Lawrence A. Swain Name of Person Signing	72.30.05 Date Total number of pages including cover sheet, attachments, and document: 3		

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK REEL: 003244 FRAME: 0814

ASSIGNMENT

This Assignment is made as of the day of August, 2005, by and between Rudi's Organic Bakery, LLC, a Colorado limited liability company with a place of business at 3300 Walnut Street, Boulder, CO 80301 ("Assignor"), on the one hand, and Rudi's Organic Bakery, Inc., a Delaware corporation with a place of business at 3300 Walnut Street, Boulder, CO 80301("Assignee"), on the other hand.

WHEREAS, Assignor owns the trademark "Rudi's Organic Bakery" and the corresponding U.S. Trademark Serial No. 76/585452 (collectively the "Rudi's Trademark");

WHEREAS, Assignor owns the trademark "Rudi's Organic Bakery Right Choice" and the corresponding U.S. Trademark Serial No. 76/585453 (collectively the "Right Choice Trademark" and, together with the Rudi's Trademark, the "Trademarks");

WHEREAS, pursuant to an Asset Purchase Agreement dated as of the date hereof, Assignee is acquiring the Trademarks from Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

- I. Assignor hereby transfers, conveys, and assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill symbolized thereby, including all rights to sue and recover for past infringement.
- 2. Assignor agrees to execute all documents and assist in all proceedings to perfect, register, or record the rights of the Assignee to the Trademarks as Assignee may deem appropriate. If Assignor does not, within five days of presentment, return the requested executed documents, then Assignee is hereby granted a limited power of attorney to execute all such documents on behalf of Assignor. This power of attorney is coupled with an interest and is irrevocable.

RUDI'S ORGANIC BAKERY, LLC	RUDI'S ORGANIC BAKERY, INC.	
By: Daw & Jan	Ву:	
Name: David G. Sengpiel Title: Chairman of the Board	Name: Title:	
Dated: August 32, 2005	Dated: August2005	

ASSIGNMENT

This Assignment is made as of the 30th day of August, 2005, by and between Rudi's Organic Bakery, LLC, a Colorado limited liability company with a place of business at 3300 Walnut Street, Boulder, CO 80301 ("Assigner"), on the one hand, and Rudi's Organic Bakery, Inc., a Delaware corporation with a place of business at 3300 Walnut Street, Boulder, CO 80301("Assignee"), on the other hand.

WHEREAS, Assignor owns the trademark "Rudi's Organic Bakery" and the corresponding U.S. Trademark Serial No. 76/585452 (collectively the "Rudi's Trademark");

WHEREAS, Assignor owns the trademark "Rudi's Organic Bakery Right Choice" and the corresponding U.S. Trademark Serial No. 76/585453 (collectively the "Right Choice Trademark" and, together with the Rudi's Trademark, the "Trademarks");

WHEREAS, pursuant to an Asset Purchase Agreement dated as of the date hereof, Assignee is acquiring the Trademarks from Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

- 1. Assignor hereby transfers, conveys, and assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill symbolized thereby, including all rights to sue and recover for past infringement.
- 2. Assignor agrees to execute all documents and assist in all proceedings to perfect, register, or record the rights of the Assignee to the Trademarks as Assignee may deem appropriate. If Assignor does not, within five days of presentment, return the requested executed documents, then Assignee is hereby granted a limited power of attorney to execute all such documents on behalf of Assignor. This power of attorney is coupled with an interest and is irrevocable.

RUDI'S ORGANIC BAKERY, LLC	RUDI'S ORGANIC BAKERY, INC.	
Ву:	By:	
Name:	Named Jon F. Foley	
Title:	Title: CEO	
Dated: August, 2005	Dated: August 20 2005	

TRADEMARK REEL: 003244 FRAME: 0816

RECORDED: 12/30/2005