

Form PTO-1594 (Rev. 03/05)
 OMB Collection 0851-0027 (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(ies):

Rudi's Organic Bakery, LLC

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other Colorado limited liability company

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Rudi's Organic Bakery, Inc.

Internal Address: _____

Address: _____

Street Address: 3300 Walnut Street

City: Boulder

State: Colorado

Country: USA Zip: 80301

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) August 30, 2005 and March 10, 2006

- Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
 76/585453
 76/585576

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

RUDI'S ORGANIC BAKERY RIGHT CHOICE
 RIGHT CHOICE

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

Name: Lawrence A. Swain, Esq.

Internal Address: Shughart Thomson & Kilroy, PC

Street Address: 9225 Indian Creek Parkway, Suite 1100

City: Overland Park

State: Kansas Zip: 66210

Phone Number: 913-451-3355

Fax Number: 913-451-3361

Email Address: lswain@stklaw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

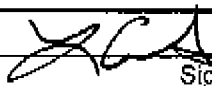
8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 12-1660

Authorized User Name Shughart Thomson & Kilroy PC

9. Signature:


 Signature

3-13-06
 Date

Lawrence A. Swain
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$65.00 121660 76585453

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 ("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:

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.

By:



Name: **David G. Sengpiel**
Title: **Chairman of the Board**

By:

Name:
Title:

Dated: August 30, 2005

Dated: August __, 2005

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 ("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:

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.

By: _____
Name:
Title:

By: John F. Folsom
Name: John F. Folsom
Title: CEO

Dated: August __, 2005

Dated: August 30, 2005

01/10/2008 09:57 FAX 5152255577

IowaFarmBureau

002/002

ASSIGNMENT OF TRADEMARK

WHEREAS, Rudi's Organic Bakery, LLC, a Colorado limited liability company, United States of America, of 3300 Walnut Street, Boulder, Colorado 80301 (the "Assignor"), has adopted, used, is using and owns the following trademark (the "Mark"), which is now a pending application for registration in the United States Patent and Trademark Office;

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE OF APPLICATION</u>
RIGHT CHOICE	76/583,576	April 5, 2004

WHEREAS, Rudi's Organic Bakery, Inc., a Delaware corporation, United States of America, of 3300 Walnut Street, Boulder, Colorado 80301 (the "Assignee"), is desirous of acquiring the Mark and the application for registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns unto Assignee all of its right, title and interest in the United States in and to the Mark together with the goodwill of the business symbolized by the Mark, and the pending application for registration thereof, including all common law rights and all claims for damages by reason of past infringement of said mark with the right to sue and collect therefor.

FURTHERMORE, Assignee hereby appoints Shughart Thomson & Kilroy, P.C., 120 West 12th Street, Suite 1800, Kansas City, Missouri 64105, telephone (816) 421-3355, which has associated with it Lawrence A. Swain, Richard P. Stitt and Marcia J. Rodgers, who are members of the bar of the State of Missouri, to prosecute the assignment, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection therewith.

RUDI'S ORGANIC BAKERY, LLC

RUDI'S ORGANIC BAKERY, INC.

By 

By 

Name David G. Scheniel

Name John F. Foley

Title Chairman of the Board

Title CEO

Date 1-09-06

Date 3/10/06