


Form PTO-1594 (Rev. 01-09)
 OMB Collection 0651-0027 (exp. 02/28/2009)

CORRECTED

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.

<p>1. Name of conveying party(ies):</p> <p>Rudi's Organic Bakery, LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- State: _____ <input checked="" type="checkbox"/> Other <u>Colorado Limited Liability Company</u></p> <p>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Name: <u>Rudi's Organic Bakery, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>3640 Walnut Street</u></p> <p>City: <u>Boulder</u></p> <p>State: <u>Colorado</u></p> <p>Country: <u>USA</u> Zip: <u>80301</u></p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance /Execution Date(s) :</p> <p>Execution Date(s) <u>August 30, 2005</u></p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p>	
<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>3025366</u></p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</p> <p><u>RUDI'S ORGANIC BAKERY</u></p>	
<p>5. Name & address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Lawrence A. Swain</u></p> <p>Internal Address: <u>Polsinelli Shughart PC</u></p> <p>Street Address: <u>6201 Collicge Boulevard, Suite 500</u></p> <p>City: <u>Overland Park</u></p> <p>State: <u>Kansas</u> Zip: <u>66211</u></p> <p>Phone Number: <u>913-234-7526</u></p> <p>Fax Number: <u>913-273-1882</u></p> <p>Email Address: <u>lswain@polsinelli.com</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) <u>\$40.00</u></p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p>
<p>8. Payment Information:</p> <p>Deposit Account Number <u>501662</u></p> <p>Authorized User Name <u>Polsinelli</u></p>	
<p>9. Signature: <u></u> <u>5-26-10</u></p> <p style="text-align: center;">Signature Date</p> <p style="text-align: center;">Lawrence A. Swain</p> <p style="text-align: center;">Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 3</p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 501662 3025366

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: 

By: _____

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

Name: _____
Title: _____

Dated: August 30, 2005

Dated: August , 2005

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RUDI'S ORGANIC BAKERY, LLC

RUDI'S ORGANIC BAKERY, INC.

By: _____
Name:
Title:

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

Dated: August __, 2005

Dated: August 30 2005