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

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



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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): Boulder Natural Foods, Inc. 3500 South La Cometa Drive Goodyear, Arizona 85338

- Individual Association General Partnership Limited Partnership Corporation-Arizona Other

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

3. Nature of conveyance: Assignment Security Agreement Merger Change of Name Other

Execution Date: October 3, 1999

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

- Individual(s) citizenship Association National Bank General Partnership Limited Partnership Corporation Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) NONE

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:

Name: Todd D. Lee, Esq. Internal Address: Briggs and Morgan, P.A. Street Address: 2200 IDS Center, 80 South 8th Street City: Minneapolis State: MN Zip: 55402

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00 Enclosed Authorized to be charged to deposit account (for deficiency only)

8. Deposit account number: 02-3732

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

DO NOT USE THIS SPACE

9. Statement and signature. Briggs and Morgan, P.A. By: Todd D. Lee, Esq. Name of Person Signing

Signature

January 13, 2004 Date

Total number of pages including cover sheet, attachments, and documents: Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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EXHIBIT A
(Continuation of Item 4)

TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Description</u>
Boulder Potato Company and Design	2,633,721	October 15, 2002	Potato Chips

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 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 BOULDER NATURAL FOODS, INC., an Arizona 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

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Country</u>	<u>Description</u>
Boulder Potato Company and Design	2,633,721	October 15, 2002	USA	Potato Chips

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,

BOULDER NATURAL FOODS, INC.,
an Arizona corporation

By Thomas W. Jeeze
Its SVP & CFO

Acknowledged and accepted:

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

By [Signature]
Its VICE PRESIDENT