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07-31-2000

Docket No.: **D**

34926.0003



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To the Honorable Commissioner of Patents :

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hed original documents or copy thereof.

1. Name of conveying party(ies):

Wild Oats Markets, Inc.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Stephen W. Boney, Inc.**

Internal Address: _____

Street Address: **510 West 13th Street**

City: **Escondido** State: **CA** ZIP: **92025**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **California**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

74-486145



B. Trademark Registration No.(s)

06-30-2000

U.S. Patent & TMOfo/TM Mail Ropt Dt: #70

Additional numbers Yes No

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

Name: **Henry G. Kohlmann**

Internal Address: **SNELL & WILMER**

Suite 1200

Street Address: **1920 Main Street**

City: **Irvine** State: **CA** ZIP: **92627**

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

8. Deposit account number:

19-2814

07/28/2000 DNGUYEN 00000141 74486145

01 FC:481 40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Henry G. Kohlmann

Name of Person Signing

Signature

6/30/2000

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

ASSIGNMENT

This Assignment is executed as part of an asset transfer agreement (hereinafter the "Agreement") executed on MAY 30, 2000 by and between WILD OATS MARKETS, INC., a Delaware Corporation, having a place of business at 3375 Mitchell Lane, Boulder, Colorado 80301 (hereinafter "WILD OATS") and STEPHEN W. BONEY, INC. a California corporation, having a place of business located at 510 West 13th Street, Escondido, CA 92025 (hereinafter "Assignee").

WHEREAS Boney's Services, Inc., the Registrant and Applicant of several trademark registrations and applications as set forth in Exhibit A, attached hereto changed its name to Boney's Marketplace, Inc. on August 29, 1996 as shown on that Certificate Of Amendment Of Articles Of Incorporation Of Boney's Services, Inc. attached hereto as Exhibit B and recorded September 9, 1996 with the California Secretary of State; and

WHEREAS Boney's Marketplace, Inc. changed its name to Henry's Marketplace, Inc. on April 28, 1997 as shown on that Certificate Of Amendment Of Articles Of Incorporation Of Boney's Services, Inc. attached hereto as Exhibit C and recorded April 30, 1997 with the California Secretary of State;

WHEREAS WILD OATS acquired all of the outstanding stock of HENRY'S MARKETPLACE, INC., and on September 27, 1999 merged HENRY'S MARKETPLACE, INC. into WILD OATS (hereinafter "Assignor"), as shown on that certificate of ownership recorded with the California Secretary of State attached hereto as Exhibit D and became the owner of all of the rights of Henry's Marketplace and its predecessors in interest, including the trademarks set forth on Exhibit A; and

WHEREAS Assignor uses many trademarks, trade names, service marks and other marks used in trade (hereinafter "Marks") in connection with its goods and services, including Henry's Marketplace and the marks and trade names as set forth on Exhibit A; and

WHEREAS WILD OATS has agreed to purchase certain operating assets of Assignee as set out in the asset Transfer Agreement Exclusive of the marks of Assignee which are specifically reserved to Assignee as set forth in the Asset Transfer Agreement; and

WHEREAS Assignor agreed to assign the Marks set forth on Exhibit A to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and transfers to Assignee, its successors, assigns and legal representatives, all of Assignor's right, title and interest in and to the Marks, including the goodwill associated therewith to the fullest extent owned or enjoyed by Assignor, along with all applications and registrations thereof before any governmental agency and applications and registrations, which are identified in Exhibit A attached to this Assignment. The terms Henry's and Henry's Marketplace, and various combinations and derivations thereof which use Henry in combination with any other terms, except the term Boney in any form, as well as the Henry's logo set forth in Exhibit E attached hereto, are agreed not to infringe the

mark Boney's Marketplace, Boney's or derivations thereof which use the term Boney in any form.

Assignor hereby authorizes and requests the California Secretary of State and the United States Commissioner of Patents and Trademarks to record this Assignment for the sole benefit of Assignee, its successors, assigns, and legal representatives.

Assignor hereby agrees, upon request of Assignee, and without further consideration, to promptly provide Assignee with all pertinent facts and documents relating to the Marks, or relating to the change of name of assignor and , and change of ownership of the Marks which may be known and accessible to Assignor and to promptly assist Assignee in the registration of the transfer of the Marks, including, without limitation, executing or obtaining the execution of all necessary documents to establish title in Assignee.

Assignor hereby warrants that no assignment has previously been made by Henry's Marketplace, or any of its predecessors or by WILD OATS which would conflict with interfere with Assignee's rights hereunder.

Executed on this 30th day of May, 2000.

ASSIGNOR

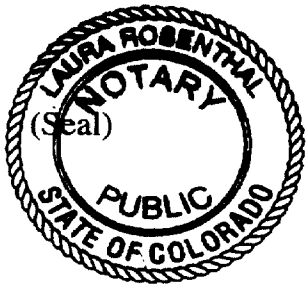
FOR WILD OATS, AND

BONEY'S SERVICES, INC. renamed HENRY'S MARKETPLACE, INC.

By: [Signature]
Name: Freya R. Brier
Title: VP Legal

Colorado
STATE OF ~~CALIFORNIA~~)
Boulder) ss.
COUNTY OF ~~SAN DIEGO~~)

On this 30th day of May, 2000, before me, a notary public in and for said county, appeared Freya R Brier, who is known to me to be the same person whose name is subscribed to the foregoing instrument, and she acknowledges that she signed, sealed and delivered the said instrument as a free and voluntary act for the uses and purposes therein set forth.



Laura C Rosenthal

Notary Public

My Commission Expires 02/04/2004

**EXHIBIT A
MARKS TRANSFERRED TO ASSIGNEE**

State Trademarks

MARK	REGISTRATION NUMBER/SERIAL NUMBER	STATE	STATUS
BONEY'S	91,663	California	Expired 2/1/00
BONEY'S MARKETPLACE	36,626	California	Expired 4/19/00

U.S. Trademarks

MARK	REGISTRATION NUMBER/SERIAL NUMBER	STATUS
BONEY'S MARKETPLACE	1,942,055	Registered 12/19/1995
BONEY'S MARKETPLACE AND DESIGN	74-486037	Pending Filed 2/3/1994
BONEY'S MARKETPLACE AND DESIGN	74-486145	Pending Filed 2/3/1994

All other words, names, marks, applications, or registrations used or where any registrations are pending or applications which have matured into registration anywhere in the world along with the goodwill of the business in connection with which said marks are used and all rights of action and recovery for past infringements of said marks and in, to and under any and all renewals and other extensions of the registrations or rights thereof whether characterized as trade names, trademarks, service marks or any other marks used in trade which use all or part of the following words:

**BONEY'S MARKETPLACE
BONEY'S**

are transferred by this assignment.

EXHIBIT B
Name Change to Boney's Marketplace, Inc.

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Assignment Stephen W. Boney, Inc from
Boney's Services and Henry's.doc

- 5 -

TRADEMARK
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ENDORSED
FILED

In the office of the Secretary of State
of the State of California

SEP 9 1996

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION OF
BONEY'S SERVICES, INC.,
a California corporation

Bill Jones
BILL JONES, Secretary of State

Craig S. Engstrand and Stanley A. Boney certify that:

1. They are the president and secretary, respectively, of Boney's Services, Inc., a California corporation.
2. The Board of Directors of Boney's Services, Inc., has approved the following amendment to Article One of the Articles of Incorporation of said corporation:

"The name of the corporation is: Boney's Marketplace, Inc."

3. The foregoing amendment to the articles of incorporation have been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 555,500. The number of shares voting in favor of the amendment equaled or exceeded the required vote. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: Aug. 29, 1996

Craig S. Engstrand
Craig S. Engstrand, President

Stanley A. Boney
Stanley A. Boney, Secretary

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7629.001/082796

EXHIBIT C
Name Change to Henry's Marketplace, Inc.

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Assignment Stephen W. Boney, Inc from
Boney's Services and Henry's.doc

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION OF
BONEY'S MARKETPLACE, INC.,
a California corporation

FILED
in the office of the Secretary of State
of the State of California

APR 30 1997

Bill Jones
BILL JONES, Secretary of State

Joseph J. Lucia and Stanley A. Boney certify that:

1. They are the president and secretary, respectively, of Boney's Marketplace, Inc., a California corporation.
2. The Board of Directors of Boney's Marketplace, Inc., has approved the following amendment to Article One of the Articles of Incorporation of said corporation:

"The name of the corporation is: Henry's Marketplace, Inc."

3. The foregoing amendment to the articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 555,500. The number of shares voting in favor of the amendment equaled or exceeded the required vote. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: April 28, 1997

Joseph J. Lucia
Joseph J. Lucia, President

Stanley A. Boney
Stanley A. Boney, Secretary

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7629.001/042197

EXHIBIT D
Merger of Henry's Marketplace, Inc.

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Assignment Stephen W. Boney, Inc from
Boney's Services and Henry's.doc

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TRADEMARK
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CERTIFICATE OF OWNERSHIP

JAN 13 2000

BILL JONES, Secretary of State

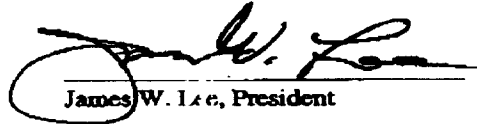
James W. Lee and Mary Beth Lewis, certify that:

1. They are the President and the Secretary, respectively, of Wild Oats Markets, Inc., a Delaware corporation ("Corporation").
2. The Corporation owns all the outstanding shares of stock of Henry's Marketplace, Inc., a California corporation.
3. The Board of Directors of the Corporation duly adopted the following resolution:

RESOLVED: That Wild Oats Markets, Inc. merge Henry's Marketplace, Inc., its wholly-owned subsidiary, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Ownership are true and correct of our own knowledge.

Date: September 27, 1999


James W. Lee, President


Mary Beth Lewis, Secretary



** TOTAL PAGE.003 **

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EXHIBIT E
Wild Oats "Henry's" Logo

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Assignment Stephen W. Boney, Inc from
Boney's Services and Henry's.doc

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TRADEMARK
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