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U.S. DEPARTMENT OF COMMERC
Patent and Trademark Off

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To the Honorable I the attached original documents or copy thereof.

1. Name of conveying party(ies): Whole Foods Market Group, Inc.

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State Delaware
- [ ] Other

07/24/01

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

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

Name: Whole Foods Market IP, Inc.

Internal Address:

Street Address: 601 N. Lamar Boulevard 300

City Austin State Texas ZIP 78703

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State Delaware
- [ ] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:
[ ] Yes [ ] No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of Conveyance:

- [x] Assignment
- [ ] Merger
- [ ] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: July 17, 2001

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

A. Trademark Application No.(s) 76/093,667

B. Trademark Registration No.(s)

Additional numbers attached? [ ] Yes [x] No

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

Name: Christopher L. Graff

Internal Address: SKJERVEN MORRILL MacPHERSON LLP

Street Address: 25 METRO DRIVE, SUITE 700

City SAN JOSE State CA ZIP 95110

6. Total number of applications and registrations involved: One

7. Total fee (37 CFR 3.41): .....$ 40.00

- [ ] Enclosed
- [x] Authorized to be charged to deposit account

08/02/2001 GTON11 00000135 192386 76093667
01 FC:481 40.00 CH

8. Deposit account number: 19-2386
(Attach duplicate copy of this page if paying by deposit account)

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.

Christopher L. Graff
Name of Person Signing

Signature

7/24/01
Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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Washington, D.C. 20231

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TM-2351 US

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ASSIGNMENT

WHEREAS, Whole Foods Market Group, Inc., a Delaware corporation, having a business address of 601 N. Lamar, Suite 300, Austin, Texas 78703 has adopted and is using the following mark for which the following United States trademark application for registration has been filed:

MARK	SERIAL NO.	FILED
WELLSPRING WHOLE FOODS MARKET & Design	76/093,667	July 21, 2000

WHEREAS, Whole Foods Market IP, Inc., a Delaware corporation having an address of 601 N. Lamar, Suite 300, Austin, Texas 78703, desires to acquire any and all rights and goodwill associated with the above-referenced mark and the application for registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Whole Foods Market Group, Inc. does hereby assign to Whole Foods Market IP, Inc. all right, title and interest in and to said mark, together with the goodwill of the business symbolized by the mark and the application for registration of the mark.

WHOLE FOODS MARKET GROUP, INC.

By: Glenda Flanagan

Name: GLENDA FLANAGAN

Title: VP / CFO

Date: JULY 17, 2001

STATE OF TEXAS §
§
COUNTY OF TRAVIS §

Before me, the undersigned authority, on this 17 day of July, 2001, personally appeared GLENDA FLANAGAN known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged to me that (he/she) is authorized to execute the same on behalf of the identified corporation and that (he/she) executed the same on behalf of the corporation for the purposes and consideration therein expressed.

LESLIE RHODES ELLERBE
MY COMMISSION EXPIRES
March 29, 2002

Leslie Rhodes Ellerbe
Notary Public, State of Texas
Name Printed: LESLIE RHODES ELLERBE
My Commission Expires: MARCH 29, 2002

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