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To the Honorable Director of Patents and Trademarks

1. Name of conveying party(ies): Wholepeople.com, Inc.

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

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

9-10-01



09-10-2001

U.S. Patent & TMO/TM Mail Report #11

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

Name: Whole Foods Market Group, Inc.

Internal Address: \_\_\_\_\_

Street Address: 601 N. Lamar Boulevard, Suite 300

City Austin State TX ZIP 78703

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- 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  No

3. Nature of Conveyance:

- Assignment                       Merger
- Security Agreement               Change of Name

Other Please re-record the attached Certificate of Merger to correct the receiving party's name. This document was previously recorded on August 23, 2001, at Reel 002315, Frame 0106. The Notice of Recordation issued on August 23, 2001, as well as the Recordation Form Cover Sheet submitted on June 7, 2001, along with attachments, is also enclosed.

Execution Date: December 21, 2000

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

A. Trademark Application No.(s) See the attached Schedule A.

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Christopher L. Graff

Internal Address: SKJERVEN, MORRILL, MacPHERSON,

FRANKLIN & FRIEL LLP

Street Address: 25 METRO DRIVE, SUITE 700

City SAN JOSE State CA ZIP 95110

6. Total number of applications and registrations involved: 16

415E

7. Total fee (37 CFR 3.41): ..... \$.415.00

- Enclosed
- Authorized to be charged to deposit account

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

09/26/2001 6TON11 00000018 192386 75819458

01 FC:481 40.00 CH  
02 FC:482 375.00 CH

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

9/7/01  
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:

**Director of Patents and Trademarks**  
**Box Assignments**  
**Washington, D.C. 20231**

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TRADEMARK

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REEL: 002377 FRAME: 0657

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**SCHEDULE A**

<b><u>ATTY. DKT NO.</u></b>	<b><u>SERIAL NO.</u></b>	<b><u>FILING DATE</u></b>	<b><u>MARK</u></b>
TM-2365i US	75/819,458		<b>WHOLEPEOPLE.COM</b>
TM-2366i US	75/819,463		<b>WHOLE PEOPLE</b>
TM-2374i US	75/827,476		<b>WHOLE LIVING</b>
TM-2375i US	75/827,477		<b>WHOLELIVING.COM</b>
TM-2466i US	75/819,462		<b>WHOLE HEARTS</b>
TM-2467i US	75/821,044		<b>WHOLEHEARTS.COM</b>
TM-2473i US	75/820,665		<b>WHOLE JOURNEYS</b>
TM-2474i US	75/821,038		<b>WHOLEJOURNEYS.COM</b>
TM-2477i US	75/821,154		<b>WHOLE PET</b>
TM-2478i US	75/821,045		<b>WHOLEPET.COM</b>
TM-2479i US	75/821,046		<b>WHOLE PETS</b>
TM-2480i US	75/820,666		<b>WHOLEPETS.COM</b>
TM-2481i US	75/820,667		<b>WHOLE MEDICA</b>
TM-2482i US	75/819,464		<b>WHOLEMEDICA.COM</b>
TM-2484i US	75/851,780		<b>WHOLE SPECTRUM</b>
TM-2485i US	75/851,775		<b>WHOLESPPECTRUM.COM</b>

06-18-2001



To the Honorable Director of Patents and Trademarks. F

copy thereof.

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6-7-01

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- General Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_

- Association
- Limited Partnership

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Internal Address: \_\_\_\_\_

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City Austin State TX ZIP 78703

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Christopher L. Graff  
Name of Person Signing

June 7, 2001  
Date

Total number of pages comprising cover sheet: 2

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

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TRADEMARK

REEL: 002377 FRAME: 0659

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TM-2484i US	75/851,780		<b>WHOLE SPECTRUM</b>
TM-2485i US	75/851,775		<b>WHOLE SPECTRUM.COM</b>

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WHOLEPEOPLE.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WHOLE FOODS MARKET GROUP, INC." UNDER THE NAME OF "WHOLE FOODS MARKET GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Secretary of State

2249102 8100M

AUTHENTICATION: 0919886

001644994

DATE: 01-17-01

TRADEMARK  
REEL: 002377 FRAME: 0661

CERTIFICATE OF MERGER  
OF  
DOMESTIC CORPORATIONS

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law, Whole Foods Market Group, Inc., a Delaware corporation, hereby delivers to the Secretary of State of Delaware the following Certificate of Merger:

1. The names of the constituent corporations in the merger and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Whole Foods Market Group, Inc.	Delaware
WholePeople.com, Inc.	Delaware

2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.
3. WholePeople.com, Inc. will merge with and into Whole Foods Market Group, Inc. (the "Merger"), and Whole Foods Market Group, Inc. shall be the corporation surviving the Merger (the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Delaware. The Certificate of Incorporation of Whole Foods Market Group, Inc. shall be the Surviving Corporation's certificate of incorporation.
4. A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 601 N. Lamar Boulevard, Suite 300, Austin, Texas 78703. A copy of the Agreement and Plan of Merger will be furnished by Whole Foods Market Group, Inc., as the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent corporations.

IN WITNESS WHEREOF, the undersigned corporation has executed this Certificate of Merger as of the 21 day of December, 2000.

WHOLE FOODS MARKET GROUP, INC.

By:

Name:

Title:

Glenda Flanagan  
Glenda Flanagan  
President

174703.1/18374.1

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