

12-26-2001



12/17/01

To the Honorable Director of Patents and Trademark.

101924729

or copy thereof.

7

1. Name of conveying party(ies): Harry's Farmers Market, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Georgia
☐ Other _____

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

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

Name: Whole Foods Market Group, Inc.

Internal Address: _____

Street Address: 601 N. Lamar BoulevardSuite 300City Austin State Texas 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 _____

Execution Date: October 31, 2001

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

A. Trademark Application No.(s) See Attached Schedule

B. Trademark Registration No.(s) See Attached Schedule

Additional numbers attached? ☒ Yes ☐ No

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

Name: Christopher L. GraffInternal Address: SKJERVEN MORRILL MacPHERSON, LLPStreet Address: 25 METRO DRIVE, SUITE 700City SAN JOSE State CA ZIP 951106. Total number of applications and registrations involved: Thirteen7. Total fee (37 CFR 3.41):\$ 340.00☐ Enclosed☒ Authorized to be charged to deposit account8. 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

12/17/01
DateTotal number of pages comprising cover sheet: 4

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

Do not detach this portion

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

Director of Patents and Trademarks
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-011), Washington, D.C. 20231.

TRADEMARK

SCHEDULE OF TRADEMARK APPLICATIONS AND REGISTRATIONS
ASSIGNED OVER FROM HARRY'S FARMERS MARKET, INC. TO
WHOLE FOODS MARKET GROUP, INC.

MARK	REGISTRATION NO.	REGISTRATION DATE
HARRY'S IN A HURRY	1,850,126	August 16, 1994
HARRY'S FARMERS MARKET (Stylized)	1,854,765	September 20, 1994
HARRY'S OLD FASHIONED LAYER CAKES & Design	1,883,775	March 14, 1995
GRAINGER COUNTY (Stylized)	1,883,811	March 14, 1995
HARRY'S (Stylized)	1,929,015	October 24, 1995
BEAR DANCE & Design	1,943,178	December 19, 1995
SPILL-DA-BEANS	2,165,954	June 16, 1998
CORAL RIVER ORCHARD	2,167,718	June 23, 1998
THE PIE TO DIE FOR!	2,180,991	August 11, 1998
MARTHASVILLE FARM FRESH & GOOD & Design	2,184,131	August 25, 1998
HARRY'S IN A HURRY	2,203,705	November 17, 1998

MARK	APPLICATION NO.	APPLICATION DATE
HARRY'S FARMERS MARKET	75/299,282	May 28, 1997
GEORGIA STYLE W.B. WILLIAMS PEACH SALSA & Design	76/161,572	November 8, 2000

ASSIGNMENT OF TRADEMARKS

WHEREAS, Harry's Farmers Market, Inc. ("Assignor") has adopted, owns and is using the following marks (the "Marks"), which are the subject of the following federal registrations and applications for federal registration owned by Assignor:

MARK	REGISTRATION NO.	REGISTRATION DATE
HARRY'S IN A HURRY	1,850,126	August 16, 1994
HARRY'S FARMERS MARKET (Stylized)	1,854,765	September 20, 1994
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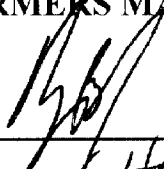
WHEREAS, pursuant to the terms of an Asset Purchase Agreement dated August 9, 2001 between Assignor and Whole Foods Market Group, Inc., Assignor agreed to transfer to Whole Foods Market Group, Inc. certain assets described in the Asset Purchase Agreement, including any and all rights and goodwill associated with the Marks and the above-referenced registrations and applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Whole Foods Market Group,

Inc., all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the federal registrations and applications for federal registration thereof.

Dated effective as of October 31, 2001.

HARRY'S FARMERS MARKET, INC.

By: 
Name: HARRY BUZAR
Title: CEO, President