

04-22-2002



To the Honorable Director of Patents and Trademark

nts or copy thereof.

1. Name of conveying party: Whole Foods Market, Inc. **102062999**

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

2. Name and address of receiving party:
 Name: Whole Foods Market IP, Inc.
 Internal Address: _____

Additional names of conveying parties attached? Yes No

4-8-02

Street Address: 601 N. Lamar Boulevard
 Suite 300
 City 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: November 1, 2001

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

A. Trademark Application No.(s) 75/299,572 (and See Attached Schedule)

B. Trademark Registration No.(s) 1,850,126 (and 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. 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: Thirteen

7. Total fee (37 CFR 3.41):\$ 340.00

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)

04/19/2002 DBYRNE 00000146 192386 75299572
 01 FC:481 40.00 CH
 02 FC:482 300.00 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

4/18/02
Date

Total number of pages comprising cover sheet: 2

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
Box Assignments
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

REEL: 002487 FRAME: 0951

**SCHEDULE OF TRADEMARK APPLICATIONS AND REGISTRATIONS
ASSIGNED OVER FROM WHOLE FOODS MARKET GROUP, INC. TO
WHOLE FOODS MARKET IP, 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, Whole Foods Market Group, Inc. (“Assignor”), a Delaware corporation, having a business address of 601 N. Lamar, Suite 300, Austin, Texas 78703, 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
HARRY’S OLD FASHIONED LAYER CAKES & Design	1,883,775	March 14, 1995
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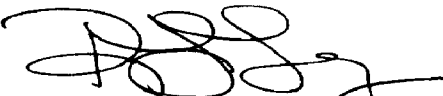
WHEREAS, Whole Foods Market IP, Inc., a Delaware corporation having an address of 601 N. Lamar, Suite 300, Austin, Texas 78703, desires to acquire any and all rights and goodwill associated with the Marks and the above-referenced registrations and applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Whole Foods Market IP, 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 November 1, 2001.

WHOLE FOODS MARKET GROUP, INC.

By: 
Name: Roberta Lang
Title: Assistant Secretary