



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

102373675

To the Honorable Commissioner of Patents and Trademark

copy thereof.

1. Name of conveying party:

WHOLE FOODS MARKET IP, INC.

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

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

3. Nature of conveyance:

Assignment Merger
Security Agreement X Change of Name
Other

Effective Date: January 17, 2002

2. Name and address of receiving party:

Name: WHOLE FOODS MARKET IP, L.P.

Internal Address:

Street Address: 601 N. Lamar, Suite 300

City: Austin State: TX Zip: 78703

individual(s) citizenship
Association
General Partnership
X Limited Partnership Delaware
Corporation-State
Other

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

4. Application number(s) or registration number(s): Schedule A Attached

A. Trademark Application No.(s):
B. Trademark Registration No.(s):

Additional numbers attached? X Yes No

2042177

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

Name: Christopher L. Graff

Internal Address: Thompson & Knight LLP

Street Address: 1200 San Jacinto Center, 98 San Jacinto Blvd.

City: Austin State: Texas Zip: 78701-4081

6. Total number of applications and registrations involved: 101

7. Total fee (37 C.F.R. 3.41) \$ 2,540.00
[\$40 for 1st...\$25 each additional]

X Enclosed
Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number: 20-0821/503320.000002
(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

2-13-03
Date

Total number of pages including cover sheet, attachments and documents: 13

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

BOX ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

02/26/2003 ECOMPER 00000100 2062177

01 FC:8521
02 FC:8522

40.00 DP
2500.00 BP

CERTIFICATE OF MAILING
37 C.F.R.1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on the date below:

2-13-03
Date

Christopher L. Graff

SCHEDULE A

Application/Registration No.	Mark
2,062,177	365 MURAD and Design
2,066,983	365 MURAD and Design
2,062,176	365 MURAD and Design
2,501,315	ANTI-STRESS & MOOD and Design
2,379,318	ANTI-STRESS & MOOD and Design
2,379,319	ANTIOXIDANTS and Design
2,482,832	ANTIOXYGUARD
2,255,637	ARTHRIRESCUE
2,420,890	BONE & JOINT HEALTH and Design
2,372,711	BRAIN FUNCTION and Design
1,600,793	BREAD & CIRCUS
1,618,939	BREAD & CIRCUS
1,621,489	BREAD & CIRCUS
1,621,523	BREAD & CIRCUS
1,607,813	BREAD & CIRCUS
1,623,240	BREAD & CIRCUS
2,255,646	BROMEZAIN
2,432,068	CAPRILYCARE
2,342,355	CARDIOBOOST Q10
2,164,563	CELEBRATION CIDER
2,308,642	CRANGUARD
2,443,909	DIGESTIVE HEALTH & CLEANSING and Design
2,382,243	FLAVORS
2,267,024	FLORASOURCE WITH FOS
1,837,157	FRESH FIELDS
1,837,156	FRESH FIELDS GOOD FOR YOU FOOD and Design
2,533,092	GARLIC 1200
2,346,309	GOOD FOR YOU FOODS
2,448,853	GOURMET TO EVERYDAY...NATURALLY!
1,352,166	HEARTLAND
2,515,924	HERBAL REGULARITY
2,450,924	HERPENEX
2,460,975	IMMUNE SYSTEM HEALTH and Design
2,427,295	INFLAMED COMPLEX
2,439,593	KAVA SLEEP
2,518,441	LAMAR ST. PALE ALE and Design
2,253,672	MACUGUARD
1,170,664	MRS. GOOCH'S

Application/Registration No.	Mark
2,017,290	MRS. GOOCH'S
1,557,563	MRS. GOOCH'S
1,170,665	MRS. GOOCH'S and Design
1,271,193	MRS. GOOCH'S and Design
1,480,415	MRS. GOOCH'S and Design
2,415,413	MULTI-VITAMINS and Design
2,528,915	MULTI-VITS and Design
2,157,674	NATURE'S HEARTLAND and Design
2,157,675	NATURE'S HEARTLAND and Design
2,375,892	OMEGAFORCE
2,253,674	OPTILIVER
2,556,455	OPTIMOOD
2,255,643	OSTEOSTRENGTH
2,255,645	PROMASCULINE
2,532,453	PROSTASSURE
2,470,992	RESPIRATORY HEALTH and Design
2,288,736	RESPIREASE
2,253,673	SLENDERIZE
2,345,762	SPORTS NUTRITION and Design
1,734,758	THE FOOD, THE WHOLE FOOD AND NOTHING BUT THE FOOD
75/490,217	THINK SMART
2,344,524	TRIPLE DEFENDER
2,301,059	TRIPLE GINSENG
2,423,016	VEGGIE SHIELD
2,372,712	VISION HEALTH and Design
2,353,159	VISION RX
1,976,188	WELLSPRING
2,102,777	WELLSPRING
1,575,287	WELLSPRING and Design
76/093,667	WELLSPRING WHOLE FOODS MARKET and Design
1,424,434	WELLSPRINGS
76/112,014	WFM
75/927,708	WFM
76/094,375	WHOLE FOODS 365 EVERY DAY VALUE and Design
75/617,512	WHOLE FOODS and Design
76/110,946	WHOLE FOODS and Design
75/861,805	WHOLE FOODS BATH BOMB and Design
1,961,586	WHOLE FOODS MARKET
75/285,483	WHOLE FOODS MARKET 365 EVERY DAY VALUE and Design

Application/Registration No.	Mark
75/977,258	WHOLE FOODS MARKET 365 EVERY DAY VALUE and Design
1,557,320	WHOLE FOODS MARKET and Design
76/171,536	WHOLE FOODS MARKET EXPRESS
76/150,955	WHOLE KIDS and Design
75/816,483	WHOLE PEOPLE
75/778,930	WHOLELIVING.COM
75/758,366	WHOLEPEOPLE.COM
2,473,973	WHOLEZYME
2,479,072	WOMEN'S HEALTH and Design
1,943,178	BEAR DANCE and Design
2,167,718	CORAL RIVER ORCHARD
76/161,572	GEORGIA STYLE W.B. WILLIAMS PEACH SALSA and Design
1,929,015	HARRY'S (Stylized)
75/299,282	HARRY'S FARMERS MARKET
1,854,765	HARRY'S FARMERS MARKET (Stylized)
2,203,705	HARRY'S IN A HURRY
1,850,126	HARRY'S IN A HURRY and Design
2,184,131	MARTHASVILLE FARM FRESH & GOOD and Design
2,165,954	SPILL-DA-BEANS
2,180,991	THE PIE TO DIE FOR!
1,302,700	W.F.M.
1,262,492	WFM and Design
75/819,463	WHOLE PEOPLE
2,534,810	WHOLE KIDS ORGANIC and Design

**CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A LIMITED PARTNERSHIP**

The undersigned, pursuant to Section 266 of the Delaware General Corporation Law, does hereby certify as follows:


1. The name of the corporation is Whole Foods Market IP, Inc.
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is September 22, 1999.
3. The name of the limited partnership into which the corporation is herein being converted is Whole Foods Market IP, L.P.
4. The conversion has been approved in accordance with the provisions of Section 266.

WHOLE FOODS MARKET IP, INC., a
Delaware corporation

By: _____

Name: _____

Its: _____


ROBERTA LANG
President

**STATE OF DELAWARE
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, does hereby certify as follows:

First: The name of the limited partnership is Whole Foods Market IP, L.P.

Second: The address of its registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801. The name of its Registered Agent at such address is CT Corporation.

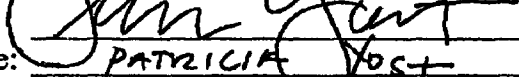
Third: The name and mailing address of the general partner is as follows:

WFM IP Management, Inc.
615 South Dupont Highway
Dover, Delaware 19901-4517

In Witness Whereof, the undersigned has executed this Certificate of Limited Partnership of Whole Foods Market IP, L.P. as of January 17, 2002.

GENERAL PARTNER:

WFM IP MANAGEMENT, INC., a Delaware
corporation

By: 
Name: PATRICIA YOST
Its: ASST. SECRETARY