

01-12-2004

(Rev. 6-93)

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

TR



Patent and Trademark Office

102642827

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document.

1. Name of conveying party:

WHOLE FOODS MARKET IP, INC.

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

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

3. Nature of conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☒ 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
☒ 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 ☐ No4. Application number(s) or registration number(s): **Schedule A Attached**

A. Trademark Application No.(s):

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: Thompson & Knight LLP

Street Address: 1900 San Jacinto Center, 98 San Jacinto Blvd.

City: Austin State: Texas Zip: 78701-4081

6. Total number of applications and registrations involved: 117. Total fee (37 C.F.R. 3.41) \$ 290.00

[\$40 for 1st...\$25 each additional]

☒ Enclosed☐ Authorized to be charged to deposit account if check insufficient or inadvertently omitted8. 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]
Signature1/5/04
Date

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

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

MAIL STOP ASSIGNMENT
RECORDATION SERVICES

Director of the United States Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450

01/03/2004 DBYRNE 00000052 76293538

01/03/2004 40.00 DP
 01/03/2004 250.00 DP

503320 000002 AUSTIN 205441.1

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: Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450, on the date below:

1/5/04
Date[Signature]
Christopher L. Graff

TRADEMARK
 REEL: 002894 FRAME: 0200

SCHEDULE A

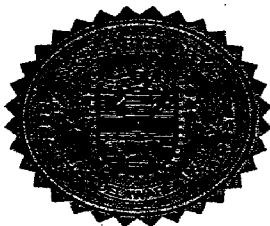
Application/Registration No.	Mark
76/293,538	TORTAMOLE
1,436,587	ALLEGRO COFFEE COMPANY
1,654,990	ALLEGRO
2,219,015	CELEBRATION CAFFE
2,228,760	PURE WATER DECAF and Design
2,326,934	VELVET COFFEE UNDERGROUND
2,333,371	ESPRESSO BEL CANTO
2,341,421	VANILLA SNOW CAPP FRAPP
2,422,105	ALLEGRO PASSION FOR COFFEE and Design
2,501,712	VERVE
2,763,122	WHOLE FOODS and Design

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "WHOLE FOODS MARKET IP, INC." TO A DELAWARE LIMITED PARTNERSHIP OF "WHOLE FOODS MARKET IP, L.P.", WAS FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JANUARY, A.D. 2002, AT 11 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3100638 8317

020041144

AUTHENTICATION: 1570841

DATE: 01-22-02

TRADEMARK
REEL: 002894 FRAME: 0202

**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: [Signature]
Name: ROBERTA L. LEO
Its: President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 01/18/2002
020036431 - 3100638

**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 The Corporation Trust Company.

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 PORT

Its: Asst. Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 01/18/2002
020036431 - 3100638

TOTAL P.03