2-28-05

03-03-2005

102952272

FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011

U.S. Department of Commerce

Patent and Trademark Office

To the Honorable Commissioner of Patents and Tradema... document or copy thereof.

OFFICE OF PUBLIC RECORDS
2005 FEB 28 PM 3:13
FINANCE SECTION

1. Name of conveying party:

WHOLE FOODS MARKET SOUTHWEST, L.P.

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

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

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 ___
__ 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 _X_ No

3. Nature of conveyance:

_X_ Assignment __ Merger
__ Security Agreement __ Change of Name
__ Other ___

Effective Date: February 4, 2004

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 2,753,745 (CITY BUTCHER) and 2,811,067 (CITY FISH MARKET)

Additional numbers attached? __ Yes _X_ No

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

Name: Christopher L. Graff

Internal Address: Trop, Pruner & Hu, P.C.

Street Address: 8554 Katy Freeway, Suite 100

City: Houston State: Texas Zip: 77024

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41)---------- $ 65.00
[$40 for 1st...$25 each additional]

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

8. Deposit account number: 20-1504(WFM.0385/0387)
(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
2/25/05 — 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

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:

2/25/05 — Date
Christopher L. Graff

03/02/2005 DBYRNE 00000010 2753745
01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

WFM_0385_0387 Assignment 20050225.DOC

TRADEMARK ASSIGNMENT

WHEREAS, Whole Foods Market Southwest, L.P. ("Assignor"), a Texas limited partnership having a business address of 1105 N. Lamar Blvd., Suite 200, Austin, Texas 78703, has adopted, owns, and is using the following marks (the "Marks") for which Assignor has obtained the following federal registrations:

MARK	REGISTRATION NO.	REGISTRATION DATE
CITY BUTCHER	2,753,745	Aug. 19, 2003
CITY FISH MARKET	2,811,067	Feb. 3, 2004

WHEREAS, Whole Foods Market IP, L.P. ("Assignee"), a Delaware limited partnership having a mailing address of 601 North Lamar Boulevard, Suite 300, Austin, Texas 78703, desires to acquire any and all rights and goodwill associated with the Marks and the above-referenced registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to said Marks, together with the goodwill of the business symbolized by the Marks, and the registrations thereof.

Dated effective as of February 4, 2004.

WHOLE FOODS MARKET SOUTHWEST, L.P.

By WHOLE FOODS MARKET SOUTHWEST I, INC., its General Partner

By: _____

Name: Roberta Lang

Title: Assistant Secretary