TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Intellectual Property Security Release Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jefferies Finance LLC		04/23/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Henry's Holdings LLC
Street Address:	11811 N. Tatum Blvd.
Internal Address:	Suite 2400
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85028
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2784309	HENRY'S MARKETPLACE
Registration Number:	3659270	BEST PEOPLE · BEST PRODUCTS · BEST VALUE
Registration Number:	3023486	HENRY'S FARMERS MARKET
Registration Number:	3803740	SUN HARVEST
Registration Number:	3768225	SUN HARVEST
Registration Number:	3861331	SUN HARVEST
Registration Number:	3861329	SUN HARVEST
Registration Number:	3861330	SUN HARVEST
Registration Number:	3816122	SUN HARVEST
Registration Number:	3782049	SUN HARVEST
Registration Number:	3967921	SUN HARVEST
Registration Number:	3440589	SUN HARVEST MARKET
Registration Number:	3822219	TRUST HENRY'S FOR LIFE

OP $590.00 2784309

Registration Number:	3734210	TRUST HENRY'S FOR LIFE
Registration Number:	3827016	TRUST SUN HARVEST FOR LIFE
Registration Number:	1781641	SUN HARVEST
Registration Number:	1736903	SUN HARVEST
Registration Number:	1226340	
Registration Number:	2402310	HENRY'S MARKETPLACE
Registration Number:	2433795	HENRY'S MARKETPLACE
Registration Number:	2543183	HENRY'S MARKETPLACE
Serial Number:	77458725	SUN HARVEST
Registration Number:	3125951	SUN HARVEST FARMS

CORRESPONDENCE DATA

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2023704761

Email: tfahey@nationalcorp.com

Correspondent Name: Thomas Fahey

Address Line 1: 1100 G Street NW, Suite 420

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F144427
NAME OF SUBMITTER:	Rick Harrison
Signature:	/Rick Harrison/
Date:	04/24/2013

Total Attachments: 4

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EXECUTION VERSION

INTELLECTUAL PROPERTY SECURITY RELEASE AGREEMENT

This INTELLECTUAL PROPERTY SECURITY RELEASE AGREEMENT is dated as of April 23, 2013 (the "***IP Security Release***") and executed and delivered by Jefferies Finance LLC, as administrative agent and collateral agent (in such capacity, the "***Administrative Agent***") for the Lenders (as that term is defined in the Credit Agreement dated as of April 18, 2011 (as amended by the First Amendment and Incremental Assumption Agreement dated as of April 19, 2012)(the "***Credit Agreement***") among Sprouts Farmers Markets, LLC, Sprouts Farmers Markets Holdings, LLC, the Lenders party thereto from time to time, the Administrative Agent and the other parties party thereto), in favor of Henry's Holdings LLC (the "***Grantor***"). All capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to those terms in the IP Security Agreement (as defined below).

WHEREAS, pursuant to a certain Trademark Collateral Agreement dated as of April 18, 2011 (the "***IP Security Agreement***"), the Grantor granted to the Administrative Agent a lien on and security interest in and to all of the Grantor's right, title and interest in and to certain Trademarks (including without limitation those identified on Schedule A hereto), all goodwill associated with such Trademarks, and all proceeds of any and all of the foregoing (collectively, the "***Trademark Collateral***");

WHEREAS, the IP Security Agreement was recorded with the United States Patent and Trademark Office on April 22, 2011 on reel 004527 frame 0312; and

WHEREAS, the Administrative Agent desires to release its lien on and security interest in and to the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Administrative Agent hereby states as follows:

SECTION 1. Release of Security Interest. The Administrative Agent does hereby release, relinquish and discharge its lien on and security interest in and to the Trademark Collateral and convey to the Grantor, any and all interest the Administrative Agent may have in the Trademark Collateral.

SECTION 2. Execution in Counterparts. This IP Security Release may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this IP Security Release by facsimile will be as effective as delivery of a manually executed counterpart of this IP Security Release.

SECTION 3. Governing Law. This IP Security Release shall be governed by, and construed in accordance with, the laws of the State of New York.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this IP Security Release to be duly executed and delivered by its duly authorized officer as of the date first above written.

JEFFERIES FINANCE LLC

By: _____
Name: J. Paul McDonnell
Title: Managing Director

TRADEMARK
REEL: 005013 FRAME: 0383

Schedule A

Trademark Name	Application Number	Registration Number	Trademark Status	Filing Date	Registration Date
HENRY'S MARKETPLACE	78/170840	2784309	Registered	03-Oct-2002	18-Nov-2003
BEST PEOPLE - BEST PRODUCTS - BEST VALUE	77/575754	3659270	Registered	22-Sep-2008	21-Jul-2009
HENRY'S FARMERS MARKET	78/491460	3023486	Registered	29-Sep-2004	06-Dec-2005
SUN HARVEST	77/458721	3803740	Registered	25-Apr-2008	15-Jun-2010
SUN HARVEST	77/458726	3768225	Registered	25-Apr-2008	30-Mar-2010
SUN HARVEST	77/458722	3861331	Registered	25-Apr 2008	12-Oct-2010
SUN HARVEST	77/458715	3861329	Registered	25-Apr-2008	12-Oct-2010
SUN HARVEST	77/458720	3861330	Registered	25-Apr 2008	12-Oct-2010
SUN HARVEST	77/458712	3816122	Registered	25-Apr 2008	13-Jul-2010
SUN HARVEST	77/563781	3782049	Registered	05-Sep-2008	27-Apr-2010
SUN HARVEST	85/088635	3967921	Registered	20-Jul-2010	24 May 2011
SUN HARVEST MARKET	78/558157	3440589	Registered	01-Feb-2005	03-Jun-2008
TRUST HENRY'S FOR LIFE	77/012069	3822219	Registered	02-Oct-2006	20-Jul-2010
TRUST HENRY'S FOR LIFE	77/755786	3734210	Registered	09-Jun-2009	05-Jan-2010
TRUST SUN HARVEST FOR LIFE	77/755785	3827016	Registered	09-Jun-2009	03-Aug-2010
SUN HARVEST (stylized)	74/311677	1781641	Registered	08-Sep-1992	13-Jul-1993

Trademark Name	Application Number	Registration Number	Trademark Status	Filing Date	Registration Date
SUN HARVEST (stylized)	73350120	1736903	Registered	8-Apr-1992	1-Dec-1992
(design only)	74263964	1226340	Registered	12-Feb-1982	1-Feb-1983
HENRY'S MARKETPLACE (stylized)	75275384	2402310	Cancelled	15-Apr-1997	7-Nov-2000
HENRY'S MARKETPLACE (stylized)	75365378	2433795	Cancelled	30-Sept-1997	6-Mar-2001
HENRY'S MARKETPLACE (stylized)	75365379	2543183	Cancelled	30-Sept-1997	26-Feb-2002
SUN HARVEST	77458725	N/A	Abandoned	25-Apr-2008	N/A
SUN HARVEST FARMS	78558141	3125951	Cancelled	1-Feb-2005	8-Aug-2006