

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT																	
NATURE OF CONVEYANCE:	Corrective Assignment to correct the state of incorporation of assignee from Ohio to Delaware previously recorded on Reel 004793 Frame 0987. Assignor(s) hereby confirms the the release of security interest should have referred to SUNFLOWER FARMER'S MARKET, INC. as a Delaware corporation.																	
CONVEYING PARTY DATA																		
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>FIFTH THIRD BANK</td> <td></td> <td>05/29/2011</td> <td>CORPORATION: OHIO</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	FIFTH THIRD BANK		05/29/2011	CORPORATION: OHIO							
Name	Formerly	Execution Date	Entity Type															
FIFTH THIRD BANK		05/29/2011	CORPORATION: OHIO															
RECEIVING PARTY DATA																		
Name:	SUNFLOWER FARMER'S MARKET, INC.																	
Street Address:	2585 CENTRAL AVENUE, SUITE 200																	
City:	Boulder																	
State/Country:	COLORADO																	
Postal Code:	80301																	
Entity Type:	CORPORATION: DELAWARE																	
PROPERTY NUMBERS Total: 4																		
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Serial Number:</td> <td>76492710</td> <td>SERIOUS FOOD...SILLY PRICES</td> </tr> <tr> <td>Serial Number:</td> <td>77637072</td> <td>NEWFLOWER FARMERS MARKET</td> </tr> <tr> <td>Serial Number:</td> <td>78191392</td> <td>SUNFLOWER</td> </tr> <tr> <td>Serial Number:</td> <td>78722380</td> <td>SUNFLOWER MARKET</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Serial Number:	76492710	SERIOUS FOOD...SILLY PRICES	Serial Number:	77637072	NEWFLOWER FARMERS MARKET	Serial Number:	78191392	SUNFLOWER	Serial Number:	78722380	SUNFLOWER MARKET
Property Type	Number	Word Mark																
Serial Number:	76492710	SERIOUS FOOD...SILLY PRICES																
Serial Number:	77637072	NEWFLOWER FARMERS MARKET																
Serial Number:	78191392	SUNFLOWER																
Serial Number:	78722380	SUNFLOWER MARKET																
CORRESPONDENCE DATA																		
Fax Number:	2027393001																	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																		
Phone:	202-739-5652																	
Email:	chowell@morganlewis.com																	
Correspondent Name:	Catherine R. Howell, Senior Paralegal																	
Address Line 1:	1111 Pennsylvania Ave., N.W.																	
Address Line 2:	Morgan, Lewis & Bockius LLP																	
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004																	

CH \$115.00 76492710

TRADEMARK

ATTORNEY DOCKET NUMBER:	CORRECTION--
NAME OF SUBMITTER:	Catherine R. Howell, Senior Paralegal
Signature:	/Catherine R. Howell/
Date:	06/27/2012
Total Attachments: 5 source=for correction#page1.tif source=for correction#page2.tif source=for correction#page3.tif source=for correction#page4.tif source=for correction#page5.tif	

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interests (Senior Debt and Senior Subordinated Debt)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fifth Third Bank		05/29/2012	CORPORATION: OHIO
RECEIVING PARTY DATA			
Name:	Sunflower Farmer's Market, Inc.		
Street Address:	2585 Central Avenue, Suite 200		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80301		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3761801	NEWFLOWER FARMERS MARKET	
Registration Number:	3157596	SUNFLOWER MARKET	
Registration Number:	2891747	SERIOUS FOOD...SILLY PRICES	
Registration Number:	2827865	SUNFLOWER	
CORRESPONDENCE DATA			
Fax Number:	2027393001		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-739-5652		
Email:	chowell@morganlewis.com		
Correspondent Name:	Catherine R. Howell, Senior Paralegal		
Address Line 1:	1111 Pennsylvania Ave., N.W.		
Address Line 2:	Morgan, Lewis & Bockius LLP		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	034664-01.0233		
TRADEMARK REEL: 004809 FRAME: 0739			

CH \$115.00 3761801

RELEASE OF SECURITY INTERESTS IN TRADEMARKS

This Release of Security Interests in Trademarks is granted and conveyed as of May 29, 2012 by Fifth Third Bank, an Ohio banking corporation, for itself and as agent for each affiliate of Fifth Third Bancorp (collectively, "Fifth Third"), in favor of Sunflower Farmers Markets, Inc. f/k/a Newflower Market, Inc. ("Sunflower"), a Delaware corporation, having its principal business address at 2585 Central Avenue, Suite 200, Boulder, Colorado 80301.

WHEREAS, Fifth Third and Sunflower entered into a (i) Trademark Security Agreement (Senior Debt) dated as of November 25, 2009; (ii) Trademark Security Agreement (Senior Subordinated Debt) dated as of November 25, 2009; (iii) First Amendment to Trademark Security Agreement (Senior Debt) dated as of January 25, 2011; and (iv) First Amendment to Trademark Security Agreement (Senior Subordinated Debt) dated as of January 25, 2011 (collectively, "Security Agreements"), under which Sunflower granted to Fifth Third a security interest in the trademarks listed on the attached Schedule A, any applications for federal registration or federal registrations therefor, and the goodwill associated therewith (the "Marks"), in connection with the "Credit Agreements" between the parties dated November 25, 2009.


WHEREAS, the United States Patent and Trademark Office ("PTO") recorded the Security Agreements against the Marks at (i) Trademark Reel 4108, Frame 0752 (recorded on December 6, 2009); (ii) Trademark Reel 4108, Frame 0794 (recorded on December 7, 2009); (iii) Trademark Reel 4466, Frame 0052 (recorded on February 2, 2011); and (iv) Trademark Reel 4467, Frame 0735 (recorded on February 4, 2011).

WHEREAS, Sunflower has satisfied all of its outstanding obligations under the Credit Agreements and the Security Agreements, and the parties seek to make a record of Fifth Third's release and reassignment to Sunflower of any and all of its security interest in the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties acknowledge, Fifth Third hereby (1) releases, discharges and relinquishes, as of May , 2012, all of its security interests in the Marks, and (2) reassigns to Sunflower, without warranty or recourse, any and all interest of Fifth Third in and to the Marks. Fifth Third specifically acknowledges that the Security Agreements are no longer effective, and that it does not own any rights to or have any ownership interest in the Marks, and all of its rights and remedies with respect to the Marks have been and are hereby extinguished.


FIFTH THIRD BANK

Date: May 29 2012

By: 
Name: Gregory J. Vollmer
Title: Vice President

SCHEDULE A

Federal Trademark Registrations

<i>Mark</i>	<i>Registration Number</i>	<i>Registration Date</i>
NEWFLOWER FARMERS MARKET	3,761,801	March 16, 2010
SUNFLOWER MARKET 	3,157,596	October 17, 2006
SERIOUS FOOD ... SILLY PRICES	2,891,747	October 5, 2004
SUNFLOWER	2,827,865	March 30, 2004

DBI/ 69832997.1