

7-10-00



101419405

... or copy thereof.

To the Honorable Commissioner of Patents and Tr.

1. Name of conveying party(ies):

Whole Foods Market Group, Inc.

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

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

3. Nature of conveyance:

X Assignment Merger
Security Agreement Change of Name
Other

Execution Date: 07/03/00

2. Name and address of receiving party(ies):

Name: Whole Foods Market IP Inc.

Internal Address:

Street Address: 601 N. Lamar, Suite 300

City: Austin State: TX Zip: 78703

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

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

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

Additional numbers attached? X Yes No

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

Name: Linda Fontaine

Internal Address: Whole Foods Market

Street Address: 601 N. Lamar, Suite 300

City: Austin State: Texas Zip: 78703

6. Total number of applications and registrations involved: 14

7. Total fee (37 C.F.R. 3.41) \$ 365.00

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

8. Deposit account number:
(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.

Linda Fontaine

Linda Fontaine Signature

07/03/00 Date

Total number of pages including cover sheet, attachments and documents: 4

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

BOX ASSIGNMENT

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

07/31/2000 DNGUYEN 00000264 1424434

01 FC:481
02 FC:482

40.00 OP
325.00 OP

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:

07/03/00 Date

Linda Fontaine Linda Fontaine

WHOLE FOODS MARKET GROUP, INC.

| <u>Mark</u> | <u>Registration No.</u> | <u>Issued</u> |
|--|-------------------------|---------------|
| WELLSPRINGS | 1,424,434 | 01/06/87 |
| WELLSPRING and Design | 1,575,287 | 01/02/90 |
| BREAD & CIRCUS | 1,600,793 | 06/12/90 |
| BREAD & CIRCUS | 1,607,813 | 07/24/90 |
| BREAD & CIRCUS | 1,618,939 | 10/23/90 |
| BREAD & CIRCUS | 1,621,489 | 11/06/90 |
| BREAD & CIRCUS | 1,621,523 | 11/06/90 |
| BREAD & CIRCUS | 1,623,240 | 11/20/90 |
| THE FOOD, THE WHOLE FOOD AND NOTHING BUT THE FOOD | 1,734,758 | 11/24/92 |
| FRESH FIELDS GOOD FOR YOU FOODS and Design | 1,837,156 | 05/17/94 |
| FRESH FIELDS | 1,837,157 | 05/17/94 |
| WELLSPRING | 1,976,188 | 05/28/96 |
| WELLSPRING | 2,102,777 | 10/07/97 |
| GOOD FOR YOU FOODS | 2,346,309 | 05/02/00 |

ASSIGNMENT OF MARKS

WHEREAS, Whole Foods Market Group, Inc., a Delaware corporation, having a business address of 601 N. Lamar, Suite 300, Austin, Texas 78703 has adopted and is using the following marks for which Whole Foods Market Group, Inc. has obtained the following U.S. registrations:

| <u>Mark</u> | <u>Registration No.</u> | <u>Issued</u> |
|--|-------------------------|---------------|
| WELLSPRINGS | 1,424,434 | 01/06/87 |
| WELLSPRING and Design | 1,575,287 | 01/02/90 |
| BREAD & CIRCUS | 1,600,793 | 06/12/90 |
| BREAD & CIRCUS | 1,607,813 | 07/24/90 |
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| WELLSPRING | 2,102,777 | 10/07/97 |
| GOOD FOR YOU FOODS | 2,346,309 | 05/02/00 |

WHEREAS, Whole Foods Market IP Inc., a Delaware corporation having an address of 601 N. Lamar, Suite 300, Austin, Texas 78703, desires to acquire any and all rights and goodwill associated with these marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Whole Foods Market Group, Inc. does hereby assign to Whole

Foods Market IP Inc. all right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks and the above-identified registrations of said marks.

WHOLE FOODS MARKET GROUP, INC.

By: Linda Fontaine

Name: Linda Fontaine

Title: Asst. Sec.

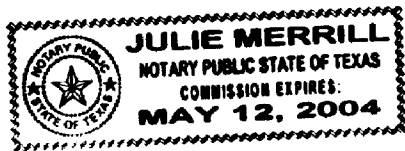
Date: 7-3-00

STATE OF TEXAS

§
§
§

COUNTY OF TRAVIS

Before me, the undersigned authority, on this 3rd day of July, 2000, personally appeared Linda Fontaine known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged to me that (he/she) is authorized to execute the same on behalf of the identified corporation and that (he/she) executed the same on behalf of the corporation for the purposes and consideration therein expressed.



Julie Merrill
Notary Public, State of Texas

Printed Name: Julie Merrill

My Commission Expires: 5/12/04