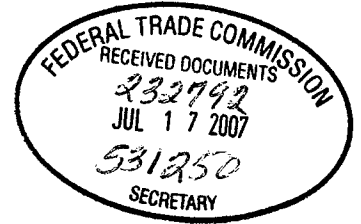


ORIGINAL



UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

In the Matter of )

WHOLE FOODS MARKET, INC., )

a corporation, )

and )

WILD OATS MARKETS, INC. )

a corporation. )

Docket No. 9324

PUBLIC

ANSWER OF RESPONDENT WHOLE FOODS MARKET, INC.

Pursuant to 16 C.F.R. § 3.12, Respondent Whole Foods Market, Inc. ("Whole Foods") hereby answers the Federal Trade Commission's June 27, 2007, Complaint as follows:

**RESPONSES TO THE FTC'S ALLEGATIONS**

Introduction: Whole Foods admits that the language quoted in the Introduction appeared

~~in an e-mail sent to the Board of Directors on July 11, 2007.~~

5. Whole Foods admits the allegations in Paragraph 5, except to the extent that Paragraph 5 contains legal conclusions to which no response is required.

6. Whole Foods admits the allegations in Paragraph 6

8. Whole Foods admits the allegations in the first sentence of Paragraph 8, but lacks knowledge or information sufficient to admit or deny the allegations in the remainder of that

15. Whole Foods denies the allegations in Paragraph 15 to the extent that Paragraph 15 purports to define an industry standard term for “natural foods.”

16. Whole Foods denies the allegations in Paragraph 16 to the extent that Paragraph 16 purports to define the term “organic foods” in any way other than foods that meet the requirements of the United States Department of Agriculture’s Organic Food Production Act of 1990.

17. Paragraph 17 contains legal conclusions to which no response is required.

18. Whole Foods denies the allegations in Paragraph 18.

19. Whole Foods admits that the statements quoted in Paragraph 19 were made, but denies the remainder of the allegations in that Paragraph.

20. Whole Foods admits that the statements quoted in Paragraph 20 were made, but denies the remainder of the allegations in that Paragraph.

28 Whole Foods admits that the statements quoted in Paragraph 28 were made, but

denies the remainder of the allegations in that Paragraph.

29 Whole Foods admits that the statements quoted in Paragraph 29 were made, but





**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing ANSWER OF RESPONDENT WHOLE FOODS MARKET, INC. was served on July 17, 2007, upon the following persons:

By Hand Delivery and Email:

Donald S. Clark, Secretary  
Federal Trade Commission  
600 Pennsylvania Ave., NW  
Room H-172  
Washington, D.C. 20580

By First Class Mail and Email:

Catherine M. Moscatelli (Complaint Counsel)  
Acting Assistant Director, Mergers IV  
601 New Jersey Avenue, NW  
Washington, D.C. 20001

By Email:

Clifford H. Aronson  
Thomas Pak  
Matthew P. Hendrickson  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

From: Thomas S. ...

New York, NY 10036-6522

By: 

James A. Fishkin  
DECHERT LLP  
1775 I Street, N.W.  
Washington D.C. 20006-2401