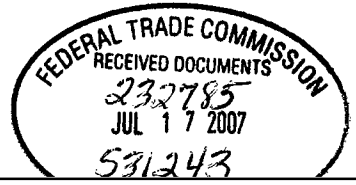


ORIGINAL



UNITED STATES OF AMERICA

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In the Matter of :

WHOLE FOODS MARKET, INC., : (Public Version)

a corporation :

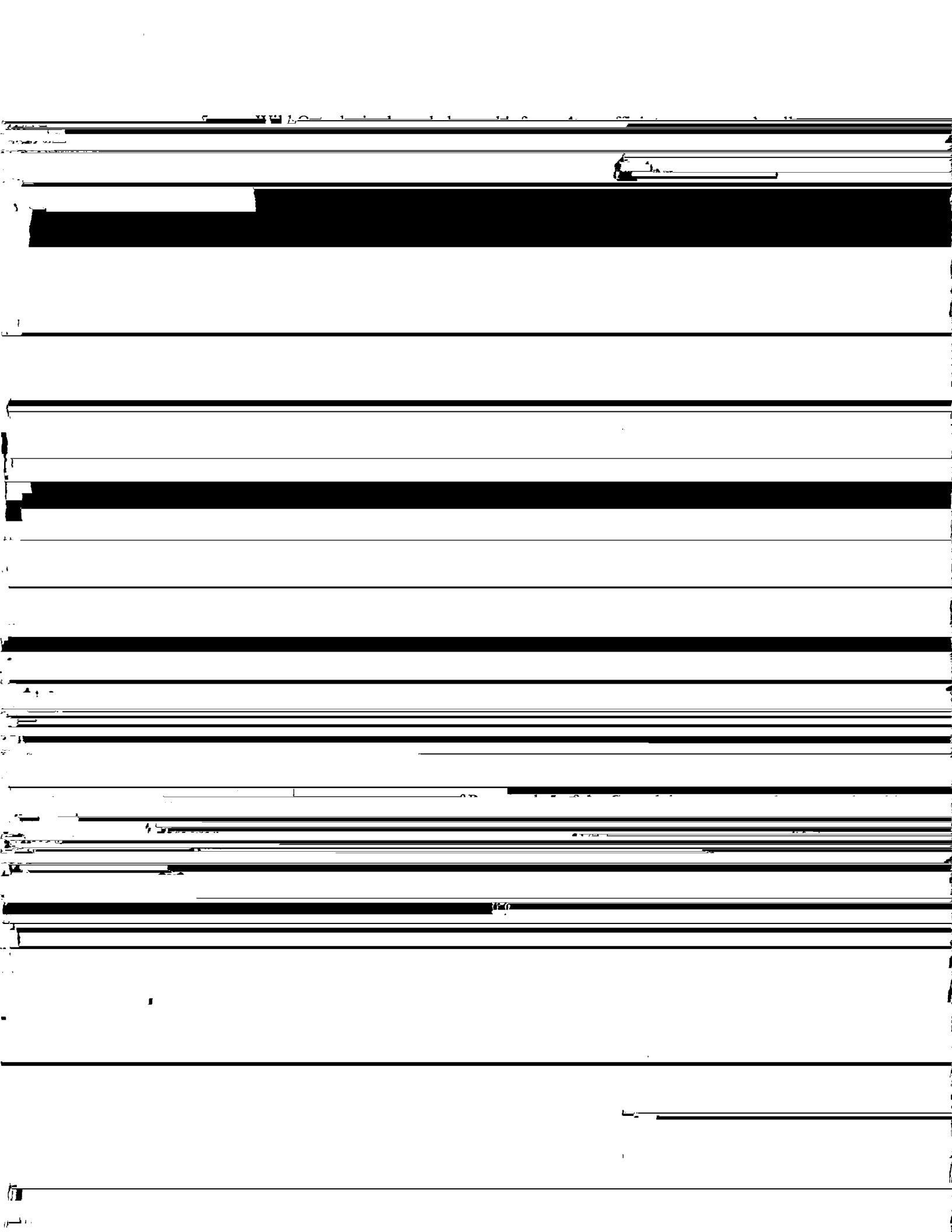
- and - : **Docket No. 9324**

WILD OATS MARKETS, INC. :

a corporation :

ANSWER OF RESPONDENT WILD OATS MARKETS, INC.

Respondent Wild Oats Market, Inc. ("Wild Oats"), by its attorneys, Skadden, Arps, Slate, Meagher & Flom LLP, answers the Complaint ("Complaint") filed by Petitioner, the Federal Trade Commission, and respond as follows:



14. Wild Oats admits the allegations of the first sentence of Paragraph 14 of the Complaint and denies the allegations of the second sentence of this Paragraph to the extent it alleges that the Court's temporary restraining order may be the "only" prohibi-

22. Wild Oats denies the allegations of Paragraph 22 of the Complaint.
23. Wild Oats denies the allegations of Paragraph 23 of the Complaint.
24. Wild Oats denies the allegations of Paragraph 24 of the Complaint.
25. Wild Oats denies the allegations of Paragraph 25 of the Complaint, except

denies knowledge and information sufficient to admit or deny the accuracy of the

quotes in this Paragraph.

26. Wild Oats denies the allegations of Paragraph 26 of the Complaint, except denies knowledge and information sufficient to admit or deny the accuracy of the quote in this Paragraph.

35. Wild Oats denies knowledge and information sufficient to answer the allegations of Paragraph 35 of the Complaint except denies that Wild Oats has ever enjoyed

a "monopoly" in any market.

36. Wild Oats admits the allegations of the first sentence Paragraph 36 of the Complaint and otherwise denies the allegations of this Paragraph.

denies knowledge and information sufficient to admit or deny the accuracy of either

1.1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

WHEREFORE, respondent Wild Oats respectfully requests that the Administrative Law Judge:

- B. Dismiss the Complaint with prejudice as against all respondents;
- C. Award Wild Oats the reasonable costs of this litigation, including reasonable attorneys' fees; and
- D. Grant Wild Oats such other and further relief as the Administrative Law Judge deems just and proper.

Dated: July 17, 2007

By: Clifford Aronson
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2224 Pacific Dr.
Corona Del Mar, CA 92625

CERTIFICATE OF SERVICE

I hereby certify that on _____ at _____ o'clock _____ ANSWER OF _____

RESPONDENT WILD OATS MARKETS, INC. was served on July 17, 2007, upon the following persons:

By Hand Delivery:

Donald S. Clark, Secretary
Federal Trade Commission
600 Pennsylvania Ave., N.W.
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, DC 20001

By Email: