

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

WHOLE FOODS MARKET, INC.

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Docket No.

5. Because the Commission believes there may be interim competitive harm, the Commission may issue and serve the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
6. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Respondent, in which event it will take such action as it may consider appropriate, or issue and serve its Decision and Order in disposition of the proceeding.
7. This Consent Agreement is for settlement purposes only and does not 00 TD0 TD(ke)Tj11.j3.364.0400 0

11. Respondent has read the Orders contemplated hereby. Respondent understands that once the Orders have been issued, it will be required to file on to

Agreed this date:
February 27, 2009

Whole Foods Market, Inc.

Federal if

By: _____
Jim Sud

Executive Vice President Growth and
Business Development
Whole Foods Market, Inc.

By: _____
Paul T. Denis

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