

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FEDERAL TRADE COMMISSION,)	
600 Pennsylvania Avenue, N.W.)	
Washington, DC 20580)	
)	
Plaintiff,)	
)	
v.)	Civ. No.
)	
WHOLE FOODS MARKET, INC.,)	
550 Bowie Street)	
Austin, Texas 78703)	
)	
- and -)	
)	
WILD OATS MARKETS, INC.,)	
1821 30th Street)	
Boulder, Colorado 80301)	
)	
Defendants.)	

**PLAINTIFF’S MOTION FOR TEMPORARY RESTRAINING ORDER
AND PRELIMINARY INJUNCTION**

Plaintiff, the Federal Trade Commission (the “Commission”), by its designated attorneys, moves the Court pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), for a temporary restraining order and a preliminary injunction enjoining defendant Whole Foods Market, Inc. (“Whole Foods”), including its domestic and foreign agents, divisions, subsidiaries, affiliates, partnerships, and joint ventures, from acquiring any stock, assets, or other interest, directly or indirectly, from defendant Wild Oats Markets, Inc. (“Wild Oats”).

The Commission has filed in this Court a complaint seeking a temporary restraining order and a preliminary injunction restraining the consummation of any acquisition by Whole Foods of Wild Oats, pending final disposition before the Commission of administrative proceedings to

determine whether such acquisition violates Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45.

Absent temporary injunctive relief, defendants will be free to consummate the proposed transaction after 11:59 p.m., Eastern Daylight Time, June 6, 2007.

A preliminary injunction is needed on the ground that there is reason to believe that, if defendants are permitted to consummate such acquisition, defendants will violate Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, and Section 7 of the Clayton Act, 15 U.S.C. § 18, by engaging in unfair methods of competition and otherwise substantially lessening competition or tending to create a monopoly in the relevant markets as alleged in the complaint. The Commission further asserts that a preliminary injunction is in the public interest because such relief will both preserve competition by maintaining the status quo and enable the Commission to order effective antitrust relief after an administrative adjudication of the merits of the case.

This motion is supported by the memorandum of points and authorities and attached exhibits filed with this motion.

The Commission respectfully requests the opportunity to present oral argument in support of this motion.

Notice of this motion has been given to defendants' attorneys by the undersigned attorneys prior to the filing of the present action and defendants' attorneys have indicated that they will oppose the motion.

A proposed temporary restraining order and a proposed preliminary injunction order are attached.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael J. Bloom", written over a horizontal line.

Michael J. Bloom
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Dated: June 6, 2007