

**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.)

[PROPOSED] PRELIMINARY INJUNCTION ORDER

This matter comes before the Court on the Federal Trade Commission's (the "Commission") motion for a preliminary injunction.

Upon consideration of the plaintiff's pleadings, memoranda, declarations, and other exhibits filed in support of said motion, and of the papers filed in opposition thereto, and following a hearing on the motion, the Court finds as follows:

- (1) in the absence of preliminary relief, defendant Whole Foods Market, Inc. ("Whole Foods") will be able to consummate its acquisition of Wild Oats Markets, Inc. ("Wild Oats");
- (2) entry of a preliminary injunction is in the public interest and is appropriate and necessary to maintain the status quo pending the completion of administrative litigation;

(3) if adequate relief is not granted, plaintiff and the public interest will be irreparably injured because the Commission will be deprived of its ability to order effective relief should the acquisition ultimately be found to violate the antitrust laws or the Federal Trade Commission Act;

(4) defendants will not be substantially injured by the relief afforded by this Order; and

(5) plaintiff has made a sufficient showing of a likelihood of success on the merits of its complaint to warrant the relief afforded by this Order;

NOW THEREFORE IT IS ORDERED that plaintiff's motion for a preliminary injunction be, and hereby is, granted in its entirety; and

IT IS FURTHER ORDERED that defendant Whole Foods and any parent, affiliate, subsidiary, or division thereof are hereby enjoined and restrained, pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), from acquiring any stock, assets, or other interest, directly or indirectly, in defendant Wild Oats; and

IT IS FURTHER ORDERED that defendants take any and all necessary steps to prevent any of their domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, and joint ventures from completing such acquisition, and from taking any steps or actions in furtherance thereof; and

IT IS FURTHER ORDERED that defendants return all confidential information received directly or indirectly from one another and destroy all notes relating to such information; and

IT IS FURTHER ORDERED that defendants maintain the status quo pending the issuance of an administrative complaint by the Commission and until such complaint is dismissed by the Commission or set aside on review or until the order of the Commission made therein has become final.

ISSUED this _____ day of _____, 2007, at _____ a.m./p.m.

ORDERED:

United States District Court Judge