

**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] TEMPORARY RESTRAINING ORDER**

Pursuant to authority conferred by Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), plaintiff, the Federal Trade Commission (the “Commission”), having reason to believe that defendant Whole Foods Market, Inc. (“Whole Foods”), is violating or is about to 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, in that defendant Whole Foods is about to acquire the voting securities of Wild Oats Markets, Inc. (“Wild Oats”), and the Court having considered the Commission’s complaint for temporary restraining order and preliminary injunction pursuant to Section 13(b) of the Federal Trade Commission Act, and motion for a temporary restraining order, and the papers filed in support thereof, and it appearing that:

- (1) In the absence of temporary relief, defendant Whole Foods will be free to

consummate the proposed acquisition of Wild Oats after 11:59 p.m., Eastern Daylight Time, on June 6, 2007;

(2) 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;

(3) The equities favor the issuance of this Order because if such a transaction is consummated, the Commission will be hindered in its ability to order effective relief should the acquisition ultimately be found to violate antitrust laws; and

(4) Entry of a temporary restraining order preventing the proposed acquisition is in the public interest, and is appropriate and necessary to prevent the planned transaction.

NOW THEREFORE IT IS ORDERED, that sufficient reason having been shown therefor, pending the hearing of the plaintiff's complaint and motion for preliminary injunction, pursuant to Section 13(b) of the Federal Trade Commission Act, defendant Whole Foods is temporarily restrained and enjoined from consummating any acquisition of any stock, assets, or other interest, directly or indirectly, in Wild Oats.

IT IS FURTHER ORDERED that defendant Whole Foods take any and all necessary steps to prevent any of its domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, or joint ventures from making any such acquisition.

IT IS FURTHER ORDERED that defendant Whole Foods appear before this Court at Courtroom No. \_\_\_\_\_, United States District Court for the District of Columbia, on the \_\_\_\_\_ day of \_\_\_\_\_, 2007 at \_\_\_\_\_ a.m./p.m. for a hearing on the plaintiff's motion for a preliminary injunction.

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

ORDERED:

\_\_\_\_\_  
United States District Court Judge