



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

March 5, 2009

Paul T. Denis, Esq.
Dechert LLP
1775 I Street, N.W.
Washington, DC 20006

Re: *In the Matter of Whole Foods Market, Inc., Docket No. 9324*

Dear Mr. Denis:

This letter notifies Respondent Whole Foods Market, Inc. ("Whole Foods") that the Federal Trade Commission has approved the Divestiture Trustee Agreement Between The Food Partners LLC and Whole Foods Market, Inc. in this matter.

In according its approval, the Commission has relied upon the information submitted and representations made by Whole Foods and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary

cc: Matthew S. Morris
The Food Partners LLC
5335 Wisconsin Avenue, N.W.
Suite 410
Washington, D.C. 200015