

Dear [CEO],

As CEO and Co-Founder of Whole Foods Market, I am writing to explain to you why our outside attorneys will be taking further legal measures to obtain documents from your company. We have no choice. The FTC is suing WFM claiming that our merger with Wild Oats may substantially lessen competition in 29 separate geographic areas across the country. It is trying to unravel the Wild Oats merger even though the transaction closed some 18 months ago and the integration with WFM has long been completed.

The key issue for us to establish is that we actually or potentially compete with other supermarkets for customers in each of these 29 areas. The documents our attorneys are asking from your companies relate to that issue. We wish we didn't have to ask for these documents. But we have no choice if we are to defend ourselves.

I understand that your company will have concerns about producing documents that have sensitive confidential information. To address these concerns, our attorneys have agreed to a "protective order" issued by the Commission that prevents anyone in our company, including myself, senior management and our own general counsel, from ever seeing any documents you label confidential or having any access to your confidential information. Only our outside attorneys, experts for both parties, and the FTC attorneys litigating the case may see them. Under the protective order, even if there is a trial, your company's confidential documents may be disclosed only "in camera" – that is, in private, only seen by the administrative judge, the FTC, the outside attorneys, and their experts. I've attached a copy of the FTC's protective order, the violation of which would be contempt.

I have also attached a draft letter to the FTC that I plan to send – and I invite you to co-sign with me – asking the FTC to confirm in writing that it will protect your company's confidential information in strict compliance with the protective order. Please let me know no later than close-of-business Friday, January 16, 2009 at [john.mackey@wholefoods.com](mailto:john.mackey@wholefoods.com) whether we can add your name to this letter.

I must say that if the FTC can act this way regarding WFM, it is possible that some day in the future your company similarly may be victimized. In this respect, all of us in today's economic environment share a common interest in challenging regulatory behavior that ignores the realities and challenges of the market place.

Please feel free to call me if you want any further explanation to the situation Whole Foods is in and why we have no choice but to ask for these documents.

Sincerely,  
John Mackey  
CEO, Whole Foods Market