

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of))	Docket No. 9324
WHOLE FOODS MARKET, INC.,))	NON-PUBLIC
a corporation.))	

**RESPONDENT WHOLE FOODS MARKET, INC.'S
MOTION TO WITHDRAW MATTER FROM ADJUDICATION**

Respondent Whole Foods Market, Inc. (“Whole Foods”) moves, pursuant to Rule 3.25(b) of the Commission’s Rules of Practice, to withdraw this matter from adjudication for the purpose of considering the attached proposed consent agreement and further moves, pursuant to Rule 3.25(d) of the Commission’s Rules of Practice, that the Administrative Law Judge certify the motion and proposed agreement to the Commission.

Respondent represents that the proposed agreement is likely to result in a settlement and conforms to the requirements of Rule 2.32 of the Commission’s Rules of Practice. Respondent has been informed that Complaint Counsel does not oppose this motion.

Respondent requests that this motion and all attachments thereto be treated as non-public and there be no public record of the same. Accordingly, Respondent also requests a waiver of the requirement under Rule 3.45(e) to file any public version of this motion or any of the attachments.

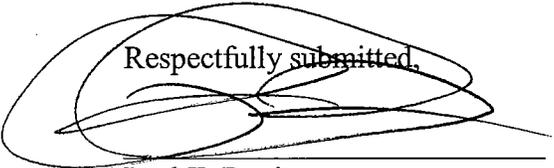
Respondent also requests that any Order granted in respect to the motion be treated as non-public and there be no public record of the same. Confidential treatment for Respondent’s

NON-PUBLIC

motion and attachments, as well as any Commission or Administrative Law Judge's Order with respect to the motion and attachments, would be consistent with the spirit and the letter of Rule 3.25.

Dated: January 26, 2009

Respectfully submitted,



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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing *Motion to Withdraw Matter from Adjudication* served on January 26, 2009, on the following persons by the indicated method:

By Hand Delivery and Email:

Donald S. Clark, Secretary
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

By Hand Delivery and Email:

The Honorable D. Michael Chappell
Chief Administrative Law Judge
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

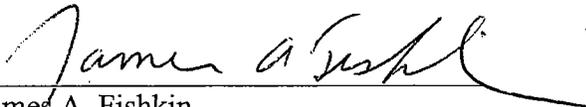
By E-Mail:

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Matthew J. Reilly, Esq.
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Attorney for Whole Foods Market, Inc.

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

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In the Matter of)

Docket No. 9324

WHOLE FOODS MARKET, INC.,)
a corporation.)

NON-PUBLIC

**[PROPOSED] ORDER GRANTING RESPONDENT'S
REQUEST FOR CERTIFICATION TO THE COMMISSION**

Upon due consideration of Respondent Whole Foods Market, Inc.'s ("Whole Foods") unopposed motion to certify to the Commission its Motion to Withdraw Matter from Adjudication, and upon finding a likelihood of settlement, it is hereby ORDERED that:

1. pursuant to Rule 3.25(d) of the Commission's Rules of Practice, Whole Foods' Motion to Withdraw Matter from Adjudication and proposed Agreement Containing Consent Order are certified to the Commission;
2. pursuant to Rule 3.45(e) of the Commission's Rules of Practice, Whole Foods' duty to file a public version of the motion and attachments is hereby waived; and
3. this Order will be treated as non-public and will not be placed in the public record.

IT IS SO ORDERED.

Date: _____

D. Michael Chappell
Administrative Law Judge

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BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of

WHOLE FOODS MARKET, INC.,
a corporation.

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Docket No. 9324

NON-PUBLIC

**[PROPOSED] ORDER GRANTING RESPONDENT'S
MOTION TO WITHDRAW MATTER FROM ADJUDICATION**

Respondent having moved that this matter be withdrawn from adjudication to enable the Commission to consider a proposed Consent Agreement; Respondent having submitted a proposed Consent Agreement containing a proposed Decision and Order, executed by the Respondent; and the Commission having been satisfied that there is a likelihood of settlement of this matter in its entirety;

IT IS ORDERED, pursuant to Rule 3.25(d) of the Commission Rules of Practice, 16 C.F.R. § 3.25(d), that this matter in its entirety is hereby withdrawn from adjudication, and that all proceedings before the Administrative Law Judge are hereby stayed pending a determination by the Commission with respect to the proposed Consent Agreement, pursuant to Rule 3.25(f), 16 C.F.R. § 3.25(f); and

IT IS FURTHER ORDERED, pursuant to Rule 3.25(b) of the Commission Rules of Practice, 16 C.F.R. § 3.25(b), that the proposed Consent Agreement shall not be placed on the public record unless and until it is accepted by the Commission; and

IT IS FURTHER ORDERED, pursuant to Rule 3.45(e) of the Commission Rules of Practice, 16 C.F.R. § 3.45(e), that Respondent's duty to file a public version of the motion and attachments is hereby waived; and

IT IS FURTHER ORDERED, that any Order in respect to the motion and attachment be treated as non-public and there be no public record of the same.

By the Commission.

Donald S. Clark
Secretary

Issued: January __, 2009