

Exhibit 39 to Plaintiff's
Memorandum of Points and Authorities
in Support of Its Motion for Temporary
Restraining Order and Preliminary Injunction
(PX00234)

From: Will Paradise (RM HSO)

Sent: 11/30/2006

To: Jim Speirs (CE CEN); Bruce Silverman (SW SWC)

Cc: Walter Robb (CEN REM); Tim Gates (RM HSO); Paul McLean (RM HSO)

Bcc:

Subject: RE: [REDACTED]

Hi Jim and Bruce,

We need your help as we approach the opening on the new Wild Oats flagship in Boulder in March. My goal is simple- I want to crush them and am willing to spend a lot of money in the process. We are going to run a 90 day strategy against Oats that includes many different aspects but value is a key component. [REDACTED] We also want to go at them w/ head to head taste tests of our private label against theirs.

I am asking for two things:

Can we set up a time to talk w/ in the next two weeks to work on some deals for Feb?

How can you help us during this time?

Let us know what works for you.

Thanks,

Will

From: Jim Speirs (CE CEN)

Sent: Thursday, November 30, 2006 11:13 AM

To: WFM Regional Presidents

Cc: Walter Robb (CEN REM); AC Gallo (NA NAO)

Subject: FW: [REDACTED]

Hi All,

Wanted to give you an update on [REDACTED] we talked about at the last Ops meeting. We have not been sleeping but have found that there is a little hand holding needed to get [REDACTED]

[REDACTED] It's new to most of them. [REDACTED]

[REDACTED] Options will build over time. We'll make sure that your [REDACTED]

[REDACTED] Perry gives a little more color in his update below. We

have other items not listed in his update but they are not as far along.

[REDACTED] ETA on that is a little further off.

Hope you are having a great holiday season-

Jim

Jim Speirs

National Vice President

Procurement NP

Whole Foods Market

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From: Perry Abbenante (CE CEN)
Sent: Thursday, November 30, 2006 11:24 AM
To: Jim Speirs (CE CEN)
Subject: [REDACTED]

Jim – As a follow up to our discussion about [REDACTED] below is a quick synopsis of what we've been able to get in process.

[REDACTED]

We hope to be able to test a few out in [REDACTED] Let me know if you want anymore information.....Thanks.....Perry

Perry Abbenante

Senior National Grocery Coordinator

Whole Foods Market

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