Exhibit 59 to Plaintiff's
Memorandum of Points and Authorities
in Support of Its Motion for Temporary
Restraining Order and Preliminary Injunction
(PX00676)
Part 13 of 17

MapInfo Top 45 Market Prioritization

	MSA Name	No. Wild Oats Target Sites	No. of Existing Whole Foods	No. of Existing Supermarkets
1	[redacted]	25	8	142
2	[redacted]	21	12	302
3	[redacted]	21	21	456
4	[redacted]	20	16	360
5	[redacted]	17	16	163
6	[redacted]	15	2	163
7	[redacted]	15	7	234
8	[redacted]	12	2	87
9	[redacted]	12	4	127
10	[redacted]	11	5	267
11	[redacted]	11	4	260
12	[redacted]	11	6	73
13	[redacted]	10	2	193

Redacted

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MapInfo Top 45 Market Prioritization

	MSA Name	No. Wild Oats Target Sites	No. of Existing Whole Foods	No. of Existing Supermarkets
14	[redacted]	9	3	147
15	[redacted]	9	3	91
16	[redacted]	9	2	154
17	[redacted]	9	2	70
18	[redacted]	8	8	348
19	[redacted]	8	5	92
20	[redacted]	8	4	187
21	[redacted]	7	3	173
22	[redacted]	6	1	109
23	[redacted]	6	0	65
24	[redacted]	6	2	113
25	[redacted]	5	0	49
26	[redacted]	5	1	5
27	[redacted]	5	1	120
28	[redacted]	4	0	19
29	[redacted]	4	3	129

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MapInfo Top 45 Market Prioritization

	MSA Name	No. of Wild Oats Target Sites	No. of Existing Whole Foods	No. of Existing Supermarkets
30	[redacted]	4	0	44
31	[redacted]	4	0	22
32	[redacted]	4	3	70
33	[redacted]	4	2	103
34	[redacted]	3	0	45
35	[redacted]	3	1	82
36	[redacted]	3	4	157
37	[redacted]	3	1	127
38	[redacted]	3	0	38
39	[redacted]	3	1	52
40	[redacted]	3	3	121
41	[redacted]	3	1	157
42	[redacted]	3	4	157
43	[redacted]	3	0	40
44	[redacted]	3	1	47
45	[redacted]	3	0	30

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2007 and 2008 Market Priorities

[redacted] prioritized [redacted] markets using demographic data obtained during customer intercepts performed to build forecasting tool.

[redacted]

- From that list, Wild Oats selected markets as listed below as priorities for 2006, 2007 and 2008, considering:
  - [redacted] market prioritization
  - Adjacencies with existing stores/synergies with marketing and distribution
  - [redacted]
  - Supplemental Spins/IRI data regarding overall organic and natural food purchases in the MSA
  - [redacted]

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2007 and 2008 Market Priorities

MapInfo Markets	Number Addt'l Potential Stores Per MapInfo **	MapInfo MSA Ranking (1)	Spins Ranking (2)
[redacted]	21	2	16
	17	5	2
	15	6	6
	15	7	15
	19	12, 19	1
	9	17	
	8	28, 31	9
	20	23	
	3	34	10
	3	39	9
	14	29, 33, 40, 41	12, 23
TOTAL	**144 Potential Stores ****		

** Potential Stores Calculated Based On Demand In Market, Existing Retail Centers And Existing Wild Oats And Whole Foods Stores.

1. Based On 140 Total Markets Ranked 2. Based On 52 Total Markets Ranked.

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Targeting Whole Foods Stores

We propose to target markets [redacted] Whole Foods sites [redacted] in the previously identified priority markets and in other high-demand markets.

Potential identified targets:

The north [redacted] region – 11 sites
[redacted] – 8 sites
The south – [redacted] – 4 sites
[redacted] – 3 sites
[redacted] – 4 sites

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WFMI Data by Store Age/Size

Store Age	Average Size	Average Comps	No. Of Comp. Stores
Over 8 Years Old	28,000	9.7%	69
Between 5 And 8 Years Old	32,000	8.1%	30
Between 2 And 5 Years Old	32,000	12.8%	42
Stores Less Than 2 Years Old	40,000	24.8%	15

•Data Acquired From Whole Foods Markets, Inc, Q2 Form 8-K, May 4, 2005

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Targeting Whole Foods Stores

Process For Selecting Targets:

- Project total demand in market based on forecasting tool/ estimated number of new stores for total market per [redacted]
- Confirm through Spins/IRI data for demand for natural and organic purchases
- [redacted]
- [redacted]
- [redacted]

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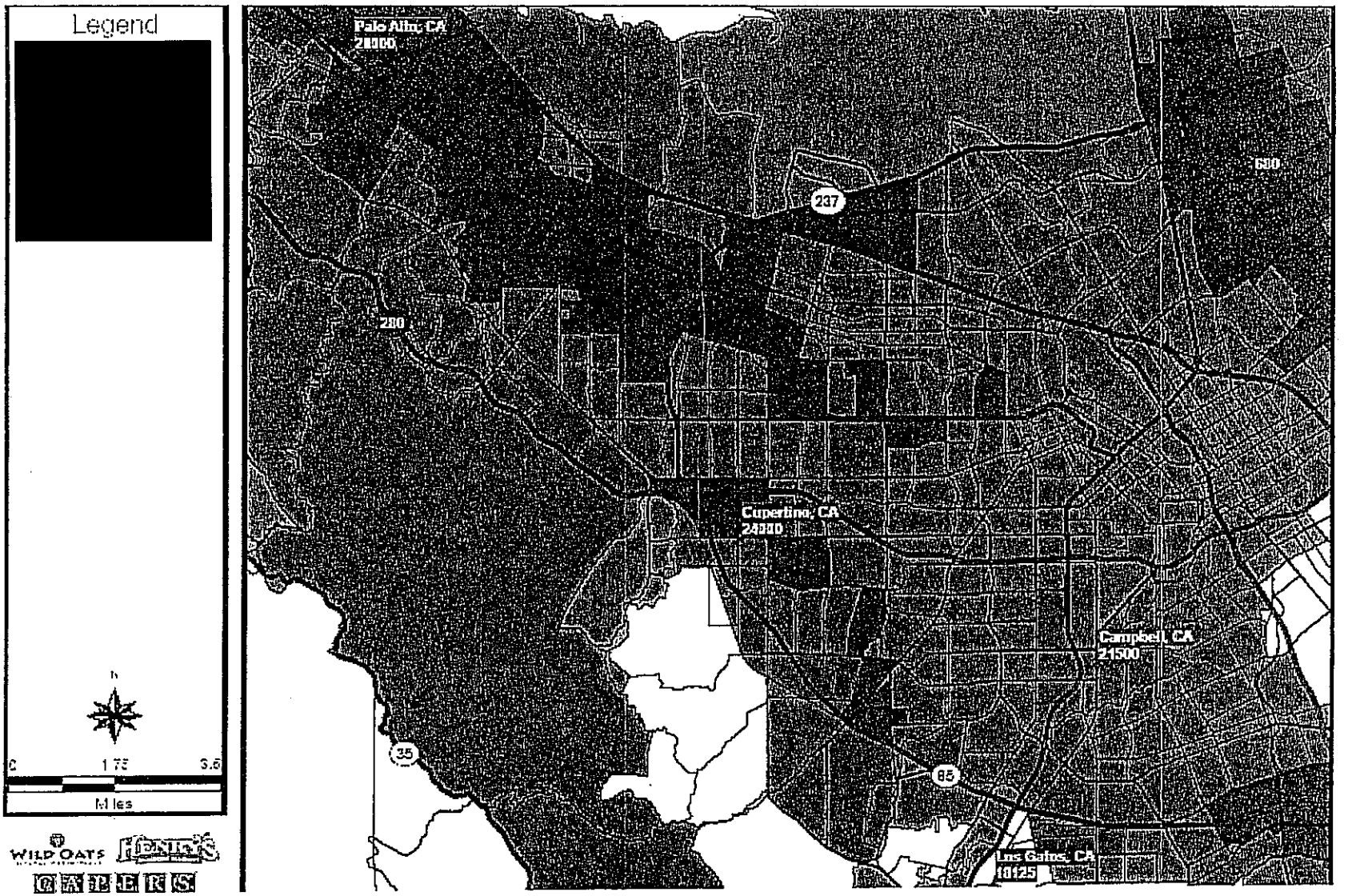
Example Demand Surface Map – Existing WFMI Stores in No. California



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