Exhibit 59 to Plaintiff's
Memorandum of Points and Authorities
in Support of Its Motion for Temporary
Restraining Order and Preliminary Injunction
(PX00676)
Part 16 of 17

Grand Opening Analysis – Wild Oats Competition

Uncompetitive market

- Low concentration of similar grocery offerings
- Need to quickly build brand awareness
- Promote the store as "the place to be" in the market (make it "cool" to be seen there) through the use of media, local celebrities and advertising
- Establish strong ties with local media and organizations

- **Tactics**
  - [redacted]
  - [redacted]
  - [redacted]
  - [redacted]

Redacted

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Grand Opening Analysis – Wild Oats Competition

Competitive market

- Critical to communicate point of difference
- Critical to optimize the in-store experience – hire extra staff during busy hours, hold more demos, make sure the store is extremely clean, etc.
- Prices must be competitive
- [redacted]
- Community outreach is important – partner with schools, hospitals, local chefs, gluten-free groups, universities, environmental groups, etc.

- **Tactics**
  - [redacted]
  - [redacted]
  - [redacted]
  - [redacted]

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Marketing Tactics: [redacted]

[redacted]	[redacted]			
	New vs. Exiting Markets	Natural / Organic Dev't	Culinary Sophistication	Competition

Code: More shading indicates situation more difficult

[redacted]

- Communicate high end, high quality food and wine offering
- Emphasize benefits of natural/organic
- Hire a store chef for demos, recommendations, cooking classes, etc.
- Hold food and wine tastings at the store
- Advertise on local epicurean websites
- Build alliances with foodie organizations - chefs, cooking schools, high end restaurants, etc.

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Marketing Tactics: [redacted]

[redacted]	[redacted]			
	New vs. Exiting Markets	Natural / Organic Dev't	Culinary Sophistication	Competition

Code: More shading indicates situation more difficult

[redacted]

- Educate the market about the benefits of natural/organic
- Talk to the customer – sample products, hand out coupons, etc.
- Offer low prices on staple items
- Emphasize event marketing to build awareness
- Outreach to the community - partner with schools, hospitals, gluten-free groups, etc.
- Target local businesses – promote deli for lunch crowd and catering for businesses

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Marketing Tactics: [redacted]

[redacted]	[redacted]			
	New vs. Exiting Markets	Natural / Organic Dev't	Culinary Sophistication	Competition

Code: More shading indicates situation more difficult

[redacted]

- Communicate wide offering of natural and organic
- Communicate affiliation with local farms and wineries
- Create in-store signage to highlight local products
- Hold demos that highlight local food and wine
- Offer cooking school classes and demonstrations
- Hold in-store health fairs with nutritionists, chefs fitness trainers, local farmers etc.
- Advertise in local "foodie" cooking publications

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Marketing Tactics: [redacted]

[redacted]	[redacted]			
	New vs. Exiting Markets	Natural / Organic Dev't	Culinary Sophistication	Competition

Code: More shading indicates situation more difficult

[redacted]

[redacted]

[redacted]

- Build awareness with direct mail, newspaper advertising campaign and partnership with NPR
- Communicate health and fitness benefits of natural/organic.
- Target affluent families through cultural sponsorships of arts, music and culinary events
- Put on a "Wild Chef" cooking competition with local celebrity chefs and members of the media as judges
- Sponsor high profile cultural community events to increase awareness

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Wild Oats: Building Awareness

Communication Tactics

- Mass media
  - Invest heavily in advertising to build awareness quickly - spend [redacted]% of advertising budget in pre-opening week through week [redacted] and balance of budget spent weeks [redacted]
- Print
  - Target likely shoppers based on lifestyle profile and proximity
- Local marketing support
  - Appoint CMC [redacted] months prior to grand opening

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Wild Oats: Driving Traffic

Community outreach

- Grassroots marketing
  - Build alliances with local organizations that appeal to cultural creatives
    - Arts, culinary, environmental, fitness, theatre, cooking schools, etc.
  - Target local businesses – promote deli for lunch crowd and catering services for business functions

- Guerilla marketing
  - [redacted]
  - [redacted]
  - [redacted]

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Henry's: Grand Opening Strategies

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Henry's: Grand Opening Metrics

Achieve key metrics for grand openings

- Assumptions:
  - Average weekly sales will decrease by [redacted] after 2 weeks
- Achieve key targets:
  - Weeks 1 and 2 - target minimum average weekly sales of [redacted] transactions/week
  - Weeks 3 and beyond – target minimum average weekly sales at [redacted] and average weekly customer count at [redacted]

	Pro Forma Sales	GO Week @ 60-70%	Actuals: GO Week	Actuals: Current (week 25)	Actuals: % of GO week sales	Index current actual vs. pro forma
[redacted]	$ [redacted]	$ [redacted]	$ [redacted]	$ [redacted]	[redacted]%	[redacted]
	$	$	$	$	%	
	$	$	$	$	%	
	$	$	$	$	%	
	$	$	$	$	%	
	$	$	$	$	%	

Notes: [1] [redacted] GO week was $[redacted]K, sales sank to $[redacted]K range at week 7, then gradually built back to $[redacted]K range

Redacted

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Henry's: Marketing Criteria

[redacted]

- Communicate the launch of a new store and location

- Other considerations
  - Competition: other value-oriented health food stores in the market area

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Henry's: Building Awareness

[redacted]

Redacted

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Henry's: Driving Traffic

[redacted]

Redacted

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Henry's:
Phoenix Market Entry Post-Mortem

[redacted]

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Whole Foods Competitive Marketing Plan

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