

Exhibit 12 to Plaintiff's
Memorandum of Points and Authorities
in Support of Its Motion for Temporary
Restraining Order and Preliminary Injunction
(PX01301)

Title:	Whole Foods Market : Company : Philosophy : Core Values	Date:	Tue May 29 2007
URL:	http://www.wholefoodsmarket.com/company/corevalues.html		

Our Core Values

The following list of core values reflects what is truly important to us as an organization. These are not values that change from time to time, situation to situation or person to person, but rather they are the underpinning of our company culture. Many people feel Whole Foods is an exciting company of which to be a part and a very special place to work. These core values are the primary reasons for this feeling, and they transcend our size and our growth rate. By maintaining these core values, regardless of how large a company Whole Foods becomes, we can preserve what has always been special about our company. These core values are the soul of our company.

Selling the Highest Quality Natural and Organic Products Available

Passion For Food

We appreciate and celebrate the difference natural and organic products can make in the quality of one's life.

Quality Standards

We have high standards and our goal is to sell the highest quality products we possibly can. We define quality by evaluating the ingredients, freshness, safety, taste, nutritive value and appearance of all of the products we carry. We are buying agents for our customers and not the selling agents for the manufacturers.

Satisfying and Delighting Our Customers

Our Customers

They are our most important stakeholders in our business and the lifeblood of our business. Only by satisfying our customers first do we have the opportunity to satisfy the needs of our other stakeholders.

Extraordinary Customer Service

We go to extraordinary lengths to satisfy and delight our customers. We want to meet or exceed their expectations on every shopping trip. We know that by doing so we turn customers into advocates for our business. Advocates do more than shop with us, they talk about Whole Foods to their friends and others. We want to serve our customers competently, efficiently, knowledgeably and with flair.

Education

We can generate greater appreciation and loyalty from all of our stakeholders by educating them about natural and organic foods, health, nutrition and the environment.

Meaningful Value

We offer value to our customers by providing them with high quality products, extraordinary service and a competitive price. We are constantly challenged to improve the value proposition to our customers.

Retail Innovation

We value retail experiments. Friendly competition within the company helps us to continually improve our stores. We constantly innovate and raise our retail standards and are not afraid to try new ideas and concepts.

Inviting Store Environments

We create store environments that are inviting and fun, and reflect the communities they serve. We want our stores to become community meeting places where our customers meet their friends and make new ones.

Supporting Team Member Excellence and Happiness

Empowering Work Environments

Our success is dependent upon the collective energy and intelligence of all of our Team Members. We strive to create a work environment where motivated Team Members can flourish and succeed to their highest potential.

We appreciate effort and reward results.

Self-Responsibility

We take responsibility for our own success and failures. We celebrate success and see failures as opportunities for growth. We recognize that we are responsible for our own happiness and success.

Self-Directed Teams

The fundamental work unit of the company is the self-directed Team. Teams meet regularly to discuss issues, solve problems and appreciate each others' contributions. Every Team Member belongs to a Team.

Open & Timely Information

We believe knowledge is power and we support our Team Members' right to access information that impacts their jobs. Our books are open to our Team Members, including our annual individual compensation report. We also recognize everyone's right to be listened to and heard regardless of their point of view.

Incremental Progress

Our company continually improves through unleashing the collective creativity and intelligence of all of our Team Members. We recognize that everyone has a contribution to make. We keep getting better at what we do.

Shared Fate

We recognize there is a community of interest among all of our stakeholders. There are no entitlements; we share together in our collective fate. To that end we have a salary cap that limits the compensation (wages plus profit incentive bonuses) of any Team Member to nineteen times the average total compensation of all full-time Team Members in the company.

Creating Wealth Through Profits & Growth

Stewardship

We are stewards of our shareholders' investments and we take that responsibility very seriously. We are committed to increasing long term shareholder value.

Profits

We earn our profits every day through voluntary exchange with our customers. We recognize that profits are essential to creating capital for growth, prosperity, opportunity, job satisfaction and job security.

Caring About Our Communities & Our Environment

Sustainable Agriculture

We support organic farmers, growers and the environment through our commitment to sustainable agriculture and by expanding the market for organic products.

Wise Environmental Practices

We respect our environment and recycle, reuse, and reduce our waste wherever and whenever we can.

Community Citizenship

We recognize our responsibility to be active participants in our local communities. We give a minimum of 5% of our profits every year to a wide variety of community and non-profit organizations. In addition, we pay our Team Members to give of their time to community and service organizations.

Integrity In All Business Dealings

Our trade partners are our allies in serving our stakeholders. We treat them with respect, fairness and integrity at all times and expect the same in return.

