

Exhibit 73 to Plaintiff's
Memorandum of Points and Authorities
in Support of Its Motion for Temporary
Restraining Order and Preliminary Injunction
(PX01313)

[PORTIONS REDACTED]

Team by Team competitive overview, 2002

Specialty

New Concepts- [REDACTED] and [REDACTED] will be the first stores with an expanded new olive bar holding [REDACTED]. We are also changing the island concept, putting in an [REDACTED] to hold all [REDACTED]. This will cut down on [REDACTED] [REDACTED] with the kind of volume we expect in this store. The olive bar constitutes another [REDACTED] so we will be able to merchandise the rest of [REDACTED] well.

[REDACTED] will merchandise more [REDACTED] next to the charcuterie case

[REDACTED] will incorporate the newer design of the wine dept., using [REDACTED] and [REDACTED] [REDACTED], focusing on the [REDACTED] wines. The vision for the region is to provide a focused selection [REDACTED]. We are considering this format for both [REDACTED] and [REDACTED].

Featured space for [REDACTED] are also in our plans for FY 2002

Competition- Austin, Houston, Dallas and San Antonio; [REDACTED]

We plan to be aggressive on [REDACTED]
[REDACTED]

Changing our wine program to better promote [REDACTED] and improve our [REDACTED] [REDACTED] selections offsets the [REDACTED] overkill wine departments well. We will install a new wine sign package in fy2002 that connects to [REDACTED] more effectively and offer [REDACTED] [REDACTED] to help consumers make more informed decisions.

[REDACTED] is in direct competition with [REDACTED] but one of their weaknesses is in Specialty. The cheese is very poor and the wine though merchandised well, is scattered and not very large. We should be able to category kill them and provide higher quality in our specialty area.

Colorado, New Mexico Wild Oats- ATTACK! We can beat them on all fronts. Cheese and wine selection, quality and service are superior when executed well at WFM. We will watch the pricing strategies at WO closely and match prices selectively

Support- we plan to have the cheese core list in place, as well as the beginnings of a [REDACTED]. This will help in the structure of the dept.

Meat Department

New Concepts: [redacted] will have in place the [redacted] program. Pilot for the region to match the [redacted] program in South Austin and Houston.

[redacted] and all upcoming stores will have the [redacted] in front of the meat dept this can be used for several new concepts such as [redacted]

This case can also be merchandised into a [redacted] to [redacted]

These stores will also have hot soups, a [redacted] and [redacted] that can be either Beef, Lamb or veal. This will [redacted]

[redacted] will be an addition to our present Beef program. [redacted] will have [redacted] for this. [redacted] are all candidates to carry this product.

All of the above will be incorporated into remodels and higher volume stores .

Competition

We will be reacting to competitors such as [redacted] WO with our merchandising standards. All rib roasts beef, lamb, pork & veal will be [redacted] expanding on what we are presently doing. Expanding and doing a better job with our [redacted]

New and improved [redacted] program will also go to the next level. Along with [redacted]

Support Systems

Regional direction on specials- We will set up [redacted] at all times so we improve our value image. [redacted] to help us improve consistency.

[redacted] Systems to insure that we set [redacted] and that every TM knows what they need to get done.

[redacted]

Seafood

Competition

██████████ metro is our most difficult market coming into the next fiscal year. In seafood, there are stores that are newer and flourishing, with room to grow and area within the store for ██████████. There are also stores that are challenged by space, sales and physical plant maturity. With the ██████████ openings, we need to be competitively priced while maintaining our program of quality, which ██████████ we do ██████████ store level.

We are very excited about the ██████████ metro and its movement toward a fully ██████████ seafood program. We have hired team leaders for both stores and will be using these stores as test models for new program implementation for the region. Both stores have committed capex dollars to refurbish the seafood departments this year, and with these remodels will come new venues such as ██████████

██████████ metro is one that needs some ██████████ at the retail counter, and our focus will be geared toward creating ██████████ in the store with these teams. The two larger stores, ██████████ have the ██████████ and the space to make things happen. ██████████ need to focus on developing the program and getting team members to do customer service at the seafood case.

██████████ metro is the strongest metro for seafood, and I think that the challenge will be the current team leaders moving into new positions and still having that ██████████ at the seafood case.

New Programs

Before the holidays- The ██████████ will ██████████ a ██████████ where applicable, which will help in customer satisfaction. We are beginning ██████████ platter program for the holidays ██████████. The new ██████████ and give direction to customers on how to cook and handle as well our ██████████. We have new frozen items being implemented into the system, as well as ██████████ to the seafood mix. We will be putting together a ██████████ in the case, and ██████████ sampling and ██████████ programs.

For support, I would like to ██████████ in the next month to help in the support of new stores and the development of the regional team. To me this is a great opportunity for someone to work closely with me while on the store budgets to learn the regional position and transition into the job smoothly and without a training period.

PREPARED FOODS 2002

What new retail concepts or programs will we see in your department in the coming year?

We don't anticipate introducing any new concepts. The concepts that we have in place are solid ones, but they can be enhanced through evolving programs. I also think it will be important to evaluate and improve upon the current concepts that we have and invigorate some of the older stores with the introduction of some of the newer concepts, perhaps with slight modification. (██████████ would be one example of this)

The way that some programs are executed will change slightly by altering design and merchandising. We must develop ██████████
██████████

Some program improvements that we would like to see:

- Expansion of Soup Program
- Consistent ██████████ program (including development of consistent ██████████). Also in development of new store plans, this area needs to be bigger and in a visible, easily accessible area. This is one area that, if done properly, could see explosive sales growth in all markets.
- More menu items available from the ██████████. Develop a baked ██████████ program for the colder months, ██████████ improve ██████████ program.
- Organic ingredients visible-particularly in ██████████

Competition

I believe that competition for the prepared foods segment of the industry will continue to be fierce. Mainstream grocery stores continue to improve their product selection in this category and wholesale markets must now even be considered competition-with packaged meals, salads, bake at home pizza's-all with a ██████████ touch. Celebrity chef's continue to jump into the HMR market, which offers them an opportunity to brand their name/restaurant. And just in the last couple of years more consumer dollars have been spent in restaurant take-out than in actual dining in!! That being said, Whole Foods Market Prepared Foods still has something to offer the customer that the competition can't touch---the quality of our ingredients!

- We need to improve how we ██████████ and ██████████ around the quality of our ██████████. Making some ██████████ will be paramount to the success of this campaign.
- Promote our organic ingredients!!!
- We need to do a better job of educating our team members about our ██████████ and why our ██████████ to others in mainstream grocery stores. Not one team member I have talked to behind a counter could tell me where our ██████████
██████████

With our main competitors in ██████████, price is not really a factor. Our prices and food choices are similar to ██████████ and prices at WFM are certainly

less than [REDACTED]. The steps outlined above will help differentiate us within these markets, as well. In addition, we must:

- Establish credibility with customers through consistency!
- Continue to find ways to [REDACTED] our customers.
- Develop menu avenues in order to appeal to the increasingly [REDACTED]
[REDACTED]

What new products or service innovations do you expect to implement?

- [REDACTED] in order to give the customer more choice, with [REDACTED]
[REDACTED]
- More educated team members in [REDACTED] armed with the [REDACTED]
[REDACTED] our customers.
- Improvement to [REDACTED] in order to make it easier for certain customer groups to find what they want within our department [REDACTED].
- Menu expansion that will appeal to the increasingly [REDACTED]

What new support systems do you expect to implement?

- Store [REDACTED] (to keep track of program development needs in each store) to be completed by regional group each time an [REDACTED]
- Assistant coordinators [REDACTED]. Stores must receive focused attention on a regular basis in order to constantly improve execution of programs.
- Consistent program in training [REDACTED] existing stores. New store TL's receive [REDACTED]
[REDACTED]

Bakery

Retail Concepts

It is my plan now, and in the coming year to [REDACTED] between our customer and our products. In effect to create more [REDACTED] in all our existing and future stores. I do not want to eliminate the presence of friendly, knowledgeable, and helpful team members however; I would like our customers to have the choice of interaction

Some physical retail changes involve the [REDACTED], and [REDACTED]-ready to go. There will still be [REDACTED] for those who wish to be serviced.

Programs in support of Concepts

There are several programs currently being worked on:

Providing [REDACTED] different locations in the stores where bread is available other than the Bakery.

[REDACTED] with other departments, ie; [REDACTED] so the customer may buy a cheese product as well as their Bread.

The [REDACTED] program: [REDACTED] where [REDACTED] will be offered directly to the customer from our in [REDACTED] Ideally I would like our team members on the floor with hand held baskets selling their wares.

The [REDACTED] program: providing [REDACTED] on special days during the week. For instance; [REDACTED] It is my hope that this program can be executed to a level where we can [REDACTED]

[REDACTED] on a consistent basis, so that we provide our customer with new and unique products at an exceptional value.

[REDACTED] Working [REDACTED] to create product for our stores alone, creating [REDACTED] for all Holidays

[REDACTED] products: Increase and define more [REDACTED] products, ie: the [REDACTED] etc.

Competitive Strategy

Our current competition ([REDACTED], WO) is already providing the easy access-grab and go concept. I believe if we move in this same direction, adding our existing concepts of fine service, and unique and exciting items at good value we will stay ahead of the curve.

Produce

New Concepts

- A). [REDACTED] in all stores.
- B). [REDACTED] in all stores.
- C). [REDACTED] in growth and sales.
- D). [REDACTED] tables in certain stores.
- E). [REDACTED]
- F). A program that has [REDACTED] in the department.
- G). Take the [REDACTED]

Innovations

- A). [REDACTED]
- B). [REDACTED]
- C). [REDACTED]
- D). [REDACTED]

Support Programs

- A). [REDACTED]
- B). [REDACTED]
- C). [REDACTED]
- D). [REDACTED] board.
- E). [REDACTED] bulletin.

Competition

Dallas, Houston, San Antonio, Austin

- A). [REDACTED] We will be aggressive on pricing [REDACTED]
[REDACTED] We will also focus on [REDACTED]

Rocky Mountain (including Cerrillos)

- A). Wild Oats. Stay aggressive with [REDACTED]
[REDACTED]

New Orleans

- A). No apparent [REDACTED] in new store. Will need to stay competitive [REDACTED] while giving [REDACTED] service and great quality. This market is one to take!!

Kansas City

- A). Develop our name in the city as THE PLACE to buy your Produce. Do this by maintaining great [REDACTED]
[REDACTED]

Nutrition

New Retail Concepts

In the next year it is planned to reset the supplement section of the [REDACTED] store. The supplements will be categorized by [REDACTED] instead of [REDACTED] categories.

[REDACTED] will still be in existence, but instead of having common items and [REDACTED]

the items will be [REDACTED] blocked. After an evaluation period of [REDACTED] to see the effect on sales the decision will be made as to whether or not to roll this out to existing stores. Stores set in new markets will be automatically set this way. The idea stems from an evaluation put together by [REDACTED] which shows the average basket size for [REDACTED] is larger in stores set by [REDACTED] versus [REDACTED]. The evaluation does not include any stores set one way going to the other; instead it shows comparisons of one philosophy of [REDACTED]. This reset will give us a true comparison to see whether or not this is an opportunity for improvement in sales in this region. Another concept is an increase in [REDACTED] through better merchandising. [REDACTED] merchandising will allow for a larger presence of top selling [REDACTED] lines. [REDACTED] is also an area where the larger comps exist due to a lack of competition in the category as a whole.

By market, assess competition and how your department will be reacting?

Competition is not too much of an issue with [REDACTED] so long as customer service do not levels drop. In the [REDACTED] Market with the introduction of [REDACTED] the [REDACTED] store has taken a small hit. This is probably more due to the overall store's customer count [REDACTED] than a direct result of [REDACTED] presence. The percentage of store sales of the [REDACTED] is right about the same level prior to [REDACTED] opening. In [REDACTED] as [REDACTED] heads that way, even more emphasis is being placed on presence on the sales floor by the [REDACTED] increased focus [REDACTED] and better representation of [REDACTED]. If the supplement and bodycare categories do take a hit due to increased competition we will immediately implement a [REDACTED] strategy based on key items in better selling categories. Another area of focus is the [REDACTED] items. Increasing presence of best selling [REDACTED] will make WFM a destination versus competition. This is an area currently lacking in the [REDACTED] and [REDACTED] stores. In [REDACTED] competition is decreasing as [REDACTED] impact and [REDACTED] impact continue to decline. This has been accomplished through increased competition shopping [REDACTED] and [REDACTED] when necessary on key sellers. The [REDACTED] store still has the unique instance of having direct competition sitting in the parking lot of the store. They continue to shop the [REDACTED] store for areas of concern in pricing, but [REDACTED] cannot match the quality of customer service the [REDACTED] store provides. Levels of competition in [REDACTED] continue to decline as WO focuses on competing with us in every team except nutrition.

What new products or service innovations do you expect to implement?

Besides focusing on increasing presence of high quality [REDACTED] products and focus on these items there will be no new product lines introduced for the department. With a National and Regional push on [REDACTED] levels, new

products are being closely evaluated to determine necessity. There will be no approval on [REDACTED] and all [REDACTED] will be looked at for uniqueness (i.e. [REDACTED]). We are currently working with a woman in [REDACTED] who is an independent distributor of a high-end, high-quality [REDACTED] line who would like to be in our stores. This is a unique opportunity because she is looking to set up a [REDACTED] display of the line, [REDACTED] with her own person, and sell the product through our store. Her employees would be [REDACTED] and [REDACTED] and therefore would have the ability to do [REDACTED] in store. This is an idea [REDACTED] and I have been exploring at the bequest of [REDACTED] for a few months. She is currently working on issues with importing and getting UPCs for the product. I would like to put the idea into place starting in the [REDACTED] and [REDACTED] stores and to see where it goes from there. Another service we are currently reviewing is OrderDog. This is a 3rd Party B2B service for ordering product from Direct Line Companies. It uses a Palm device to scan product for ordering; when the device is synced to a computer it sorts all products out by UPC allowing for multiple manufacturers to be ordered at the same time. The orders are then sent online to the manufacturers as needed, and all tracking of the order can be done through the web. OrderDog is currently in its infancy so many changes are being done and still need to be done to improve efficiency of the system. Myself, [REDACTED] and [REDACTED] are all working with them to make their system the best it can be for us. OrderDog or services like theirs will prove very useful in the future as labor is reduced for teams to effectively be able to order the many direct lines for our stores.

What new support systems do you expect to implement?

A support system I'd like to see put in place is a [REDACTED] for each metro area. This person would be a [REDACTED] for regional contact. Each metro would then have someone who would be able to [REDACTED] [REDACTED] standards and programs. These are but a few of the duties which could be performed by such a person. Each metro area already has in place a [REDACTED] who would be ideal for the position, and the idea comes from conversations with one of these individuals, [REDACTED]. We have discussed this potential position at pretty great length and he is currently working on a job description and proposal for the position to show how time could be divided fairly and the position could exist on its own without it being someone who is currently a [REDACTED] [REDACTED]

Grocery

Innovations

Grocery teams are in a period of fast change with the implementation of [REDACTED]. We will be able to make decisions within [REDACTED] more effectively than ever before. The recent hiring of the grocery [REDACTED] administrator is the first step in managing [REDACTED] more effectively. We need to do much more work in updating and organizing our [REDACTED] will be truly beneficial but, we will make fast progress with a dedicated person working on the project.

Our new stores will all incorporate [REDACTED] grocery shelves to highlight the [REDACTED] on the grocery aisle. [REDACTED] space is increasing in new stores with our new minimum space requirements at [REDACTED] category is one of our fastest growing and the space is also expanding by [REDACTED] in new stores. We see opportunities to work on our [REDACTED] displays to more effectively hit seasonal needs. We plan on incorporating the [REDACTED] and endcap plans into our monthly marketing plan soon after the holidays.

Competition

[REDACTED] will give us much faster response time to comp shopping and category management. Our ability to specifically fight competitors on price and limit the financial impact is a very exciting component of the new [REDACTED].

We are also focusing a new [REDACTED] program and marketing campaign specifically on value image. We see this as a way that will continue to impact the cost stigma that keeps crossover shoppers from filling their baskets in our stores. 365, of course, is an [REDACTED] based program that we continue to drive through [REDACTED].

We currently have a regional [REDACTED] position posted. We are planning on having [REDACTED] per week happening in all SW stores. We should be up to speed on this plan soon after January 1.

[REDACTED] will also be a FY2002 focus. We know that to provide the level of service we expect on the floor of the store, we need to step up the [REDACTED] available. We are working with [REDACTED] to set up constant [REDACTED]s for our teams.

Support Systems

We are currently working on [REDACTED] that will [REDACTED] the job, expectations and systems in a comprehensive way. Currently, much of this information is available but not in one place. We expect this to be ready before the holidays.

Grocery [REDACTED] will be set up similarly at all stores [REDACTED]

[REDACTED] Our expectation is that every store will have this [REDACTED] set up with the [REDACTED]

We are planning [redacted] capabilities out of the [redacted] It is very exciting to think that our [redacted] and we will have much better ability to direct where [redacted]

The [redacted] changes in [redacted] and [redacted] will also give us later [redacted] [redacted] and [redacted] This should result in lower [redacted] and much more [redacted]