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June 29, 2005

* DENOTES PROFESSIONAL CORPORATION
† ADMITTED ONLY IN SWEDEN

VIA CERTIFIED MAIL & U.S. MAIL

John Mackey
Chairman and Chief Executive Officer
Whole Foods Market California, Inc.
601 N. Lamar Blvd #300
Austin, TX 78703

CC: *care of* Agent for Service of Process
CT Corporation
818 West Seventh St.
Los Angeles CA 90017

Dear Mr. Mackey:

The Environmental Law Foundation (“ELF”) is a California non-profit organization dedicated to the preservation and enhancement of human health and the environment. ELF has a long-standing interest in reducing health hazards to the public posed by toxic chemicals and protecting the public from harmful substances.

This letter constitutes notice that the entity listed below has violated and continues to violate provisions of the Safe Drinking Water and Toxic Enforcement Act of 1986, California Health and Safety Code §§ 25249.5 *et seq.* Specifically, this entity has violated and continues to violate the warning requirement at § 25249.6 of the California Health and Safety Code, which provides, “No person in the course of doing business shall knowingly and intentionally expose any individual to a chemical known to the state to cause cancer or reproductive toxicity without first giving clear and reasonable warning to such individual...”

Alleged Violator: Whole Foods Market California, Inc.

Whole Foods Market California, Inc. is a retail distributor of numerous products to the California consumer market. Specifically, Whole Foods Market California, Inc. sells the snack products Kettle Chips. These products are available in various types and flavors and may be readily purchased by consumers. Several of these varieties contain the chemical Acrylamide, known to the

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state to cause cancer. These varieties include, but are not limited to: Kettle Chips Lightly Salted and Kettle Chips Honey Dijon. At all relevant times and continuing to the present time, this entity has exposed and continues to expose all consumers of these products, within the state of California, to high levels of Acrylamide, a carcinogen. Exposure has occurred through ingestion of the product by consumers.

Because Acrylamide is a chemical listed in Proposition 65 as a cancer-causing chemical, pursuant to Health and Safety Code § 25249.6 this entity was, and is, required to provide clear and reasonable warnings to all consumers of its product. The warnings must state that products contain a chemical known by the State of California to cause cancer. Pursuant to Health and Safety Code § 25249.7(d), ELF intends to bring suit in the public interest against the above named entity sixty days hereafter to correct the violation occasioned by the failure to warn all consumers to the exposure of Acrylamide.

Pursuant to 22 California Code of Regulations § 12903(b)(1), attached is a copy of “The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary,” a summary of Proposition 65 prepared by the Office of Environmental Health Hazard Assessment of the California Environmental Protection Agency.

Pursuant to Health and Safety Code § 25249.7(d)(1), the undersigned hereby include the attached Certificate of Merit, to wit, that the undersigned have consulted with one or more persons with relevant and appropriate experience or expertise who has or have reviewed facts, studies, or other data regarding the exposure to the listed chemical that is the subject of this notice, and that, based on that information, the undersigned believe there is a reasonable and meritorious case. Factual information sufficient to establish the basis of this Certificate of Merit is included with the notice that is served on the Attorney General and is provided to that office in confidence and is not to be disclosed except according to law.

ELF is located at: 1736 Franklin, 9th Floor, Oakland, California 94612, telephone (510) 208-4555. ELF is represented in this matter by the law firm of Rose, Klein and Marias LLP: 801 S. Grand Ave., 18th Floor, Los Angeles, CA 90017-4645. All communications concerning this matter should be directed to Christopher P. Ridout.

Very truly yours,

ROSE, KLEIN & MARIAS LLP

Christopher P. Ridout

CPR:laa

cc: See attached list

CERTIFICATE OF MERIT
Health and Safety Code Section 25249.7(d)

I, Christopher P. Ridout, hereby declare:

(1) This Certificate of Merit accompanies the attached sixty-day notice in which it is alleged the parties identified in the notices have violated Health and Safety Code section 25249.6 by failing to provide clear and reasonable warnings.

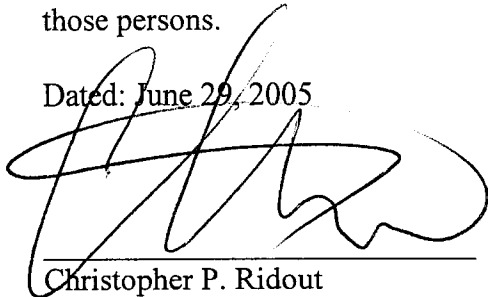
(2) I am an attorney for the Environmental Law Foundation.

(3) I have consulted with one or more persons with relevant and appropriate experience or expertise who has reviewed facts, studies, or other data regarding the alleged exposure to the listed chemical that is the subject of the action.

(4) Based on the information obtained through those consultations, and on all other information in my possession, I believe there is a reasonable and meritorious case for the private action. I understand that "reasonable and meritorious case for the private action" means that the information provides a credible basis that all elements of the plaintiffs' case can be established and the information did not prove that the alleged violator will be able to establish any of the affirmative defenses set forth in the statute.

(5) The copy of this Certificate of Merit served on the Attorney General attaches to it factual information sufficient to establish the basis for this certificate, including the information identified in Health and Safety Code section 25249.7(h)(2), *i.e.*, (1) the identity of the persons consulted with and relied on by the certifier, and (2) the facts, studies, or other data reviewed by those persons.

Dated: June 29, 2005



Christopher P. Ridout
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Attorney General of California
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P.O. Box 70550
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