

**Whole Foods Market, Inc.**  
**Consolidated Statements of Cash Flows**  
(In thousands)

	1st Qtr January 20, 2008	2nd Qtr April 13, 2008	3rd Qtr July 06, 2008	4th Qtr September 28, 2008	YTD 2008
<b>Cash flows from operating activities:</b>					
Net income	\$ 39,143	\$ 39,960	\$ 33,919	\$ 1,502	\$ 114,524
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization	74,482	57,115	57,789	59,827	249,213
Loss on disposition of fixed assets	642	1,021	1,061	1,030	3,754
Impairment of long-lived assets	-	99	-	9,096	9,195
Share-based payments expense	3,030	2,322	2,247	2,906	10,505
LIFO expense	2,632	2,700	2,700	4,651	12,683
Deferred income tax expense (benefit)	(11,137)	(901)	5,335	(3,290)	(9,993)
Excess tax benefit related to exercise of team member stock options	(1,613)	(3,386)	(163)	(524)	(5,686)
Deferred lease liabilities	17,755	6,380	11,018	9,014	44,167
Other	(505)	(146)	(640)	1,226	(65)
Net change in current assets and liabilities:					
Accounts receivable	(10,208)	(3,176)	(9,098)	12,014	(10,468)
Merchandise inventories	(29,988)	8,333	(14,608)	(16,367)	(52,630)
Prepaid expenses and other current assets	(7,053)	8,461	3,316	(32,557)	(27,833)
Accounts payable	(27,332)	(30,430)	8,650	3,734	(45,378)
Accrued payroll, bonus and other benefits due team members	20,215	(1,431)	436	(4,807)	14,413
Other current liabilities	4,092	4,501	8,559	(2,802)	14,350
Net change in other long-term liabilities	1,985	(6,285)	(419)	18,960	14,241
<b>Net cash provided by operating activities</b>	<b>76,140</b>	<b>85,137</b>	<b>110,102</b>	<b>63,613</b>	<b>334,992</b>
<b>Cash flows from investing activities:</b>					
Development costs of new locations	(106,492)	(67,927)	(109,606)	(73,495)	(357,520)
Other property and equipment expenditures	(59,050)	(36,887)	(14,876)	(61,139)	(171,952)
Proceeds from hurricane insurance	1,500	-	-	-	1,500
Acquisition of intangible assets	(973)	(57)	(537)	(63)	(1,630)
Purchase of available-for-sale securities	(194,316)	-	-	-	(194,316)
Sale of available-for-sale securities	194,316	-	-	-	194,316
Payment for purchase of acquired entities, net of cash	(4,913)	(567)	(14,650)	14,650	(5,480)
Proceeds from divestiture, net	165,142	(1,229)	-	-	163,913
Other investing activities	(139)	(95)	(2,998)	1,680	(1,552)
<b>Net cash used in investing activities</b>	<b>(4,925)</b>	<b>(106,762)</b>	<b>(142,667)</b>	<b>(118,367)</b>	<b>(372,721)</b>
<b>Cash flows from financing activities:</b>					
Common stock dividends paid	(25,074)	(27,900)	(28,041)	(28,057)	(109,072)
Issuance of common stock	6,967	9,230	1,822	-	18,019
Excess tax benefit related to exercise of team member stock options	1,613	3,386	163	524	5,686
Proceeds from long-term borrowings	30,000	81,000	63,000	143,000	317,000
Payments on long-term debt and capital lease obligations	(39,015)	(29,937)	(38,098)	(54,101)	(161,151)
Other financing activities	-	-	261	(913)	(652)
<b>Net cash provided by (used in) financing activities</b>	<b>(25,509)</b>	<b>35,779</b>	<b>(893)</b>	<b>60,453</b>	<b>69,830</b>
Effect of exchange rate changes on cash and cash equivalents	(1,835)	368	(18)	(82)	(1,567)
<b>Net change in cash and cash equivalents</b>	<b>43,871</b>	<b>14,522</b>	<b>(33,476)</b>	<b>5,617</b>	<b>30,534</b>
Cash and cash equivalents at beginning of period	-	43,871	58,393	24,917	-
<b>Cash and cash equivalents at end of period</b>	<b>\$ 43,871</b>	<b>\$ 58,393</b>	<b>\$ 24,917</b>	<b>\$ 30,534</b>	<b>\$ 30,534</b>
<b>Supplemental disclosure of cash flow information:</b>					
Interest paid	\$ 11,270	\$ 11,286	\$ 10,674	\$ 2,925	\$ 36,155
Federal and state income taxes paid	\$ 27,171	\$ 34,288	\$ 23,660	\$ 33,247	\$ 118,366
Non-cash transactions:					
Conversion of convertible debentures into common stock	\$ 154	\$ -	\$ -	\$ -	\$ 154

The notes in the company's Form 10K for fiscal year 2008 are an integral part of these condensed consolidated financial statements.