

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

	1st Qtr January 18, 2009	2nd Qtr April 12, 2009	3rd Qtr July 05, 2009	4th Qtr September 27, 2009	YTD 2009
<b>Cash flows from operating activities:</b>					
Net income	\$ 32,329	\$ 35,258	\$ 42,807	\$ 36,410	\$ 146,804
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization	80,792	61,023	62,476	62,404	266,695
Loss on disposition of fixed assets	7	1,371	760	874	3,012
Impairment of long-lived assets	2,292	13,091	6,781	2,344	24,508
Share-based payments expense	3,789	2,353	2,687	3,966	12,795
LIFO expense (benefit)	3,600	-	(5,777)	(3,421)	(5,598)
Deferred income tax expense (benefit)	(1,839)	3,731	30,596	(18,412)	14,076
Excess tax benefit related to exercise of team member stock options	-	-	-	(42)	(42)
Deferred lease liabilities	13,162	16,244	9,932	8,691	48,029
Other	5,544	2,869	(3,272)	(2,341)	2,800
Net change in current assets and liabilities:					
Accounts receivable	4,378	(9,948)	14,482	1,496	10,408
Merchandise inventories	(15,888)	16,185	13,868	7,567	21,732
Prepaid expenses and other current assets	29,432	532	(5,253)	(3,296)	21,415
Accounts payable	(23,242)	27,069	(13,322)	16,022	6,527
Accrued payroll, bonus and other benefits due team members	8,592	(4,709)	5,845	2,257	11,985
Other current liabilities	(389)	8,937	(8,818)	14,966	14,696
Net change in other long-term liabilities	(461)	(1,008)	5,833	(16,485)	(12,121)
Net cash provided by operating activities	142,098	172,998	159,625	113,000	587,721
<b>Cash flows from investing activities:</b>					
Development costs of new locations	(82,086)	(60,376)	(54,487)	(51,050)	(247,999)
Other property and equipment expenditures	(28,209)	(14,548)	(12,425)	(11,434)	(66,616)
Acquisition of intangible assets	-	(416)	(937)	(251)	(1,604)
Increase in restricted cash	(3)	-	(70,394)	(9)	(70,406)
Other investing activities	(126)	(127)	722	(127)	342
Net cash used in investing activities	(110,424)	(75,467)	(137,521)	(62,871)	(386,283)
<b>Cash flows from financing activities:</b>					
Preferred stock dividends paid	(2,833)	(8,500)	(8,500)	-	(19,833)
Issuance of common stock	1,350	602	753	1,581	4,286
Excess tax benefit related to exercise of team member stock options	-	-	-	42	42
Proceeds from issuance of redeemable preferred stock, net	413,052	-	-	-	413,052
Proceeds from long-term borrowings	123,000	-	-	-	123,000
Payments on long-term debt and capital lease obligations	(320,715)	(151)	(114)	(112)	(321,092)
Net cash provided by (used in) financing activities	213,854	(8,049)	(7,861)	1,511	199,455
Effect of exchange rate changes on cash and cash equivalents	(3,468)	88	628	1,455	(1,297)
Net change in cash and cash equivalents	242,060	89,570	14,871	53,095	399,596
Cash and cash equivalents at beginning of period	30,534	272,594	362,164	377,035	30,534
Cash and cash equivalents at end of period	\$ 272,594	\$ 362,164	\$ 377,035	\$ 430,130	\$ 430,130
<b>Supplemental disclosure of cash flow information:</b>					
Interest paid	\$ 22,286	\$ 9,928	\$ 9,845	\$ 1,626	\$ 43,685
Federal and state income taxes paid	\$ 4,581	\$ 11,832	\$ 11,234	\$ 42,054	\$ 69,701

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