

Interlocutory Orders, Etc.

IN THE MATTER OF

**WHOLE FOODS MARKET, INC.,
AND
WILD OATS MARKETS, INC.**

Docket No. 9324. Order, August 7, 2007

Order staying the Commission action during the pendency of other federal court proceedings.

ORDER STAYING ADMINISTRATIVE PROCEEDINGS

On June 6, 2007, the Commission filed a complaint and motions for a temporary restraining order and a preliminary injunction against Respondents in the United States District Court for the District of Columbia. On June 7, 2007, the District Court issued a Temporary Restraining Order preventing Respondent Whole Foods Market, Inc., from consummating any acquisition of any stock, assets, or other interest, directly or indirectly, in Respondent Wild Oats Markets, Inc., pending the District Court's decision on the Commission's motion for a preliminary injunction.

On June 28, 2007, Commission issued the complaint in this administrative action. The Commission retained adjudicative responsibility for the matter. Rule 3.42(a), 15 C.F.R. § 3.42(a). On July 17, 2007, the Respondents in this matter filed their respective Answers to the Complaint.

In light of the pendency of the federal court proceedings, the Commission, as a matter of discretion, has determined to stay these proceedings pursuant to Rule 3.51, 16 C.F.R. § 3.51.

Accordingly,

IT IS ORDERED THAT this administrative proceeding is stayed pending the proceedings in the collateral federal district court

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case (Case Number 07-cv-01021-PLF) and further order of the Commission.

By the Commission.

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IN THE MATTER OF

**SERVICE CORPORATION INTERNATIONAL
AND
ALDERWOODS GROUP, INC.**

Docket No. C-4174. Order, August 9, 2007

Letter approving the petitions filed by SCI to divest certain assets to Wilson Family Funeral Chapel, Inc. and EMCR, LLC.

COMMISSION LETTER APPROVING DIVESTITURE

Dear Mr. Schwartz:

This is in reference to the Petition for Approval of Proposed Divestiture to EMCR, LLC (“EMCR”), filed by Service Corporation International (“SCI”) and received on May 11, 2007 (“Petition”). Pursuant to the Decision and Order in Docket No. C-4174, SCI requests prior Commission approval of its proposal to divest certain assets to EMCR.

After consideration of SCI’s Petition and other available information, the Commission has determined to approve the proposed divestiture as set forth in the Petition. In according its approval, the Commission has relied upon the information submitted and the representations made by SCI and EMCR in connection with SCI’s Petition and has assumed them to be accurate and complete.

By direction of the Commission.