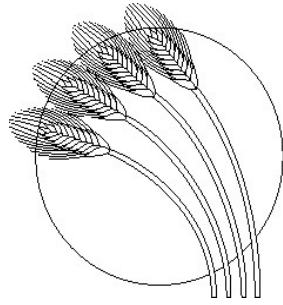


*Whole
Foods
Co-op*



Your Source For Quality Natural Foods

Whole Foods Cooperative
1341 W. 26th Street - Erie, PA 16508
814-456-0282

Website: www.wholefoodcoop.org
E-mail: customersvc@wholefoodcoop.org

1341 W. 26th Street - Erie, PA 16508
Phone: 814-456-0282
Fax: 814-459-7079

Visit our website at: www.wholefoodcoop.org

6 GREAT REASONS

to be a Whole Foods Co-op Owner

1. OWNER MEETINGS, BOARD POSITIONS & VOTING

You can influence major decisions affecting the Co-op by participating in our owner meetings. Plus, you can run for the Board of Directors in the annual election.

2. SPECIAL ORDERING

You are eligible to place special orders for large quantity purchases and items we don't typically stock.

3. CO-OP OWNER SALES

Take advantage of our owner sales. The more you shop, the more you save!

4. OWNER DISCOUNTS

You will receive a discount on all your purchases at the Co-op.

5. OUR NEWSLETTER

Our printed and e-mailed newsletters are packed with information on store activities, health news, recipes, new items, organic products, nutrition, herbs and supplements, and community events. Sign up at www.wholefoodcoop.org if you would like to be on our e-mail list.

6. AN OPPURTUNITY TO SUP- PORT A COMMUNITY STORE THAT IS COMMITTED TO BRINGING YOU THE HIGHEST QUALITY PRODUCTS

We strive to provide you with the best organic, local and natural products.

How to Become a Whole Foods Co-op Owner

1. Complete the owner application.
2. Mail or deliver the application with your payment to the Co-op.

We encourage payment in full whenever possible. If you wish to take advantage of the installment plan, payments will be due on a quarterly basis. Please keep your receipts for verification of payment.

The \$100.00 membership buys one share of stock and applies to households and families with no more than two adults and an unlimited number of children residing in the same home. **YOUR BENEFITS BEGIN WITH YOUR FIRST PAYMENT!**

You will receive a stock certificate upon full owner payment. Your owner card will be available at the Co-op next time you shop.

For Refunds:

If for any reason you would like to revoke your membership in the WHOLE FOODS CO-OP, your equity payments are refundable. The Co-op requests a written letter with the owner's full name, address, phone number, owner number, and a brief description stating the reason for cancellation of the membership. Stock Certificates that have been issued must be turned in prior to repayment. Your money will be refunded to you as soon as the funds become available and approved by the Board of Directors. Membership fees paid prior to September 2000 are not included in the repayment.

Big Enough To Meet Your Needs, Small Enough To Know Your Name

THE WHOLE FOODS CO-OP is a full-service natural foods market. We are proud of our knowledgeable staff, who can assist you with your regular purchases as well as special inquiries. We are a cooperative business, which means we are owned and democratically controlled by our owners.

WHOLE FOODS CO-OP got its start in 1978 when the Minority Health Education Delivery System (MHEDS), a social service agency in Erie, obtained funds to start a Co-op with paid employees. Known as the Food Basket at 540 East 14th Street in Erie, its purpose was to serve the Hispanic community in the area by providing foods of their culture for affordable prices.

Although Hispanic food was a priority, the Co-op ordered and sold natural foods as well. By 1980, almost all members interested in Hispanic foods had left. At that time, MHEDS wanted to withdraw funding and have the Co-op become self-supporting.

Within one year, natural foods became the priority and the Co-op was running without outside funding. Its name was changed to the WHOLE FOODS COOPERATIVE and it was incorporated on June 30, 1981. In November 1990, the Cooperative purchased and moved into the former Medi-Center Pharmacy building at 318 East 6th Street. This new site was quadruple the size of the store's 14th and Ash streets location. Just 10 years later, the co-op relocated to another facility four times the size of the 6th Street site. It remains today at 1341 West 26th Street.

More than just a place to get great food, WHOLE FOODS CO-OP is committed to its Mission:

1. to be the premier provider of affordable foods and products which enhance health and well-being.
2. to enrich the community through education and excellent service.
3. to create an atmosphere conducive to maximizing the potential of all concerned: members, employees, customers, suppliers, the community, and the environment.
4. to be stewards of the environment in all our endeavors.
5. to embrace the seven cooperative principles:

- Voluntary and Open Membership
- Democratic Member Control
- Member Economic Participation
- Autonomy and Independence
- Education, Training, and Information
- Cooperation Among Cooperatives
- Concern for the Community

Enjoy the Products & Services We Have to Offer

Friendly Service

You can count on our knowledgeable staff to answer your questions and help you find the items you need.

Education & Product Information

We strive to educate ourselves and our customers about natural foods, sustainable agriculture and consumer control. Our buyers research every product purchased to assure that you're getting the highest quality merchandise. In addition, many of our staff attend training sessions on natural food products and nutrition. And, we pass along this information to you as you shop in our store. If we don't have an immediate answer to your question, we will try and find the answer and get back to you.

Organic & Locally Grown Products

To make a difference in your health and the health of our planet, we offer a large selection of organically grown produce, dairy, and grocery items. We also provide various merchandise produced without the use of harmful chemicals or sprays from local growers and farmers.

Bulk Products

Buy in bulk and cut your expenses while reducing wasteful packaging. Bring your own reusable containers from home, or buy one here to reuse the next time.

Special Ordering

If you don't see it on the shelf, we can most likely special order it for you. Inquire at our customer service desk.

Listening

At WHOLE FOODS CO-OP, we work to provide the best in customer service. Your ideas and suggestions are important and help us to serve you better. Please talk to us and let us know what you are thinking. We care about your ideas!

INVESTOR AGREEMENT

For the purpose of acquiring investment in the Whole Foods Cooperative, Inc. ("the Co-op"), I/we hereby subscribe to purchase one (1) share of Common Stock, no par value, by paying the purchase price of \$100.00, and by paying such additional assessments on an annual basis as is determined by the Board of Directors, I/we understand that failure to make the payment hereby agreed to will result in suspension of owner rights and benefits, that the share to be hereby acquired is non-transferable, and that its ability to be redeemed is restricted in accordance with the Bylaws of the Co-op.

I agree to abide by Whole Foods Cooperative's Bylaws and Policies.

Primary Owner's Name (Please Print)

Primary Owner's Signature

Primary Owner's Drivers License Number

Address

City/State/Zip

Telephone

E-mail Address

Secondary Owner's Name (Please Print)

For those holding former memberships purchased before September 2000:

Since my membership fee was consumed by taxes and services, I would NOT like my \$5 or \$10 fee back.

I would like my initial \$5 or \$10 fee back as credit on my new investment.

For Official Use Only

Investor Information

Authorized Signature

65 or over

____ Card(s) needed

Date of Initial Payment or Full Purchase

Payment Plan Selected:

\$100.00 paid in full \$25.00 to be paid in quarterly installments

Owner Number