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2007

990-PF

Form 990-PF
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2007, or tax year beginning

10/01, 2007, and ending

12/31/2007

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation WHOLE PLANET FOUNDATION	A Employer identification number 20-2376273
	Number and street (or P O box number if mail is not delivered to street address) 550 BOWIE STREET	Room/suite (512) 477-4455
	City or town, state, and ZIP code AUSTIN, TX 78703	B Telephone number (see page 10 of the instructions)
		C If exemption application is pending, check here

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ **2,584,196.**

J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here

D 1 Foreign organizations check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	2,890,136.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss) STATE UNIT RECEIVED				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gains/loss income (from Part IV, line 2) 2012				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns, allowances RANCH OGDEN				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	779.			STMT 1
12 Total Add lines 1 through 11	2,890,915.			
13 Compensation of officers, directors, trustees, etc	48,845.			48,845.
14 Other employee salaries and wages	64,830.			64,830.
15 Retirement, employee benefits	18,121.			18,121.
16a Legal fees (attach schedule) STMT 2	2,313.	NONE	NONE	2,313.
b Accounting fees (attach schedule) STMT 3	6,245.	NONE	NONE	6,245.
c Other professional fees (attach schedule) STMT 4	30,838.			30,838.
17 Interest STMT 5	3,337.			3,337.
18 Taxes (attach schedule) (see page 14 of the instructions) OGDEN UT				
19 Depreciation (attach schedule) and depletion	2,734.			
20 Occupancy	48,992.			48,992.
21 Travel, conferences, and meetings	19,411.			19,411.
22 Printing and publications	33,814.			33,814.
23 Other expenses (attach schedule) STMT 6	45,567.			39,421.
24 Total operating and administrative expenses				
Add lines 13 through 23	325,047.	NONE	NONE	316,167.
25 Contributions, gifts, grants paid	211,414.			211,414.
26 Total expenses and disbursements Add lines 24 and 25	536,461.	NONE	NONE	527,581.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,354,454.			
b Net investment income (if negative, enter -0-)		-0-		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	132,165.	337,932.	337,932.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ► 2,151,620.			
	Less allowance for doubtful accounts ►	367,070.	2,151,620.	2,151,620.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ► 43,846.			
	Less accumulated depreciation ► 5,949.		32,997.	37,897.
	15 Other assets (describe ► STMT 7)		61,283.	56,747.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	593,515.	2,584,196.	2,584,196.
	17 Accounts payable and accrued expenses			3,804.
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	546,249.	178,672.	
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	546,249.	182,476.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	-271,140.	1,119,470.	
	25 Temporarily restricted	318,406.	1,280,250.	
	26 Permanently restricted		2,000.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	47,266.	2,401,720.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	593,515.	2,584,196.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	47,266.
2 Enter amount from Part I, line 27a	2	2,354,454.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,401,720.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,401,720.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ }		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2006	2,534,904.	644,173.	3.935129
2005	511,101.	340,933.	1.499124
2004	9,081.	51.	178.058824
2003			
2002			
2 Total of line 1, column (d)			2 183.493077
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 61.164359
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			4 2,349,570.
5 Multiply line 4 by line 3			5 143,709,943.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 143,709,943.
8 Enter qualifying distributions from Part XII, line 4			8 535,217.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	NONE
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions) . . .			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	3
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		
3	Add lines 1 and 2 . . .		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	NONE
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- . . .		
6	Credits/Payments		
a	2007 estimated tax payments and 2006 overpayment credited to 2007 . . .	6a	1.
b	Exempt foreign organizations-tax withheld at source . . .		
c	Tax paid with application for extension of time to file (Form 8868) . . .		
d	Backup withholding erroneously withheld . . .		
7	Total credits and payments Add lines 6a through 6d . . .	7	1.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .		
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ► . . .	9	10
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► . . .		
11	Enter the amount of line 10 to be Credited to 2008 estimated tax ►	1. Refunded	11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a	Yes X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .		
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file Form 1120-POL for this year? . . .	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	2	X
If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .		
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .		
If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	6	X
● By language in the governing instrument, or			
● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV . . .	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► DE, TX, . . .		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . .	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? If "Yes," complete Part XIV . . .		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	9	X
		10	X

Part VII-A Statements Regarding Activities (continued)

11a		
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b N/A
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12 X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.WHOLEPLANETFOUNDATION.ORG</u>	13 X
14	The books are in care of ► <u>WHOLE FOODS MARKET - TAX DEPT</u> Telephone no ► <u>512-542-0255</u> Located at ► <u>550 BOWIE STREET AUSTIN, TX</u> ZIP + 4 ► <u>78703-4644</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here N/A ► <u>15</u> and enter the amount of tax-exempt interest received or accrued during the year	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2007 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? STATEMENT 13	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	N/A
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		48,845.	4,798.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ► NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 <u>THE FOUNDATION PARTNERS WITH EXISTING CHARITABLE ORGANIZATIONS THAT MANAGE MICRO-CREDIT PROJECTS TO HELP FAMILIES ESCAPE POVERTY BY PROVIDING ACCESS TO CAPITAL THAT</u>	527, 581.
2 <u>THEY CAN USE TO START THEIR OWN SMALL BUSINESSES. FUNDS IN SHORT PERIOD YEAR ENDING 12/31/07 SUPPORTED AN EXPANSION OF THE MICROLENDING PROGRAMS IN BOTH COSTA RICA AND GUATEMALA.</u>	
3 <u>OUR PROJECT IN COSTA RICA WITH THE GRAMEEN TRUST IS SUPPORTING OVER 3,000 BORROWERS AND GUATEMALA THE PROGRAM IS NOW REACHING OVER 6,000 BORROWERS.</u>	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 <u>NONE</u>	
2	

All other program-related investments See page 24 of the instructions

3 <u>NONE</u>	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1. Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a Average monthly fair market value of securities	1a
b Average of monthly cash balances	1b 139,084.
c Fair market value of all other assets (see page 25 of the instructions)	1c 2,246,266.
d Total (add lines 1a, b, and c)	1d 2,385,350.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2. Acquisition indebtedness applicable to line 1 assets	2 NONE
3. Subtract line 2 from line 1d	3 2,385,350.
4. Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4 35,780.
5. Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,349,570.
6. Minimum investment return. Enter 5% of line 5	6 29,611.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1. Minimum investment return from Part X, line 6	1
2a. Tax on investment income for 2007 from Part VI, line 5	2a
b. Income tax for 2007 (This does not include the tax from Part VI)	2b
c. Add lines 2a and 2b	2c
3. Distributable amount before adjustments Subtract line 2c from line 1	3
4. Recoveries of amounts treated as qualifying distributions	4
5. Add lines 3 and 4	5
6. Deduction from distributable amount (see page 25 of the instructions)	6
7. Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7

Part XII Qualifying Distributions (see page 26 of the instructions)

1. Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
a. Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a 527,581.
b. Program-related investments - total from Part IX-B	1b NONE
2. Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 7,636.
3. Amounts set aside for specific charitable projects that satisfy the	
a. Suitability test (prior IRS approval required)	3a NONE
b. Cash distribution test (attach the required schedule)	3b NONE
4. Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 535,217.
5. Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5 N/A
6. Adjusted qualifying distributions. Subtract line 5 from line 4	6 535,217.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2007				
a From 2002				
b From 2003				
c From 2004				
d From 2005				
e From 2006				
f Total of lines 3a through e				
4 Qualifying distributions for 2007 from Part XII, line 4 ► \$				
a Applied to 2006, but not more than line 2a				NONE
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2007 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2007. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				NONE
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling			► 07/25/2007																																																																																				
b	Check box to indicate whether the foundation is a private operating foundation described in section			<input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																																																																				
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2007</th> <th>(b) 2006</th> <th>(c) 2005</th> <th>(d) 2004</th> </tr> </thead> <tbody> <tr> <td></td> <td>258.</td> <td>643.</td> <td></td> <td>901.</td> </tr> <tr> <td>b 85% of line 2a</td> <td>219.</td> <td>547.</td> <td></td> <td>766.</td> </tr> <tr> <td>c Qualifying distributions from Part XII, line 4 for each year listed</td> <td>535,217.</td> <td>2,534,904.</td> <td>511,101.</td> <td>9,081. 3,590,303.</td> </tr> <tr> <td>d Amounts included line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c</td> <td>535,217.</td> <td>2,534,904.</td> <td>511,101.</td> <td>9,081. 3,590,303.</td> </tr> <tr> <td>3 Complete 3a, b, or c for the alternative test relied upon</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a "Assets" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Value of all assets</td> <td>2,584,196.</td> <td>593,515.</td> <td>54,248.</td> <td>419. 3,232,378.</td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</td> <td>2,584,196.</td> <td>593,515.</td> <td>54,248.</td> <td>419. NONE</td> </tr> <tr> <td>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td> <td>19,741.</td> <td>21,473.</td> <td>11,365.</td> <td>1. 52,580.</td> </tr> <tr> <td>c "Support" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</td> <td>2,890,136.</td> <td>2,490,724.</td> <td>564,248.</td> <td>9,500. 5,954,608.</td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)</td> <td>2,890,136.</td> <td>2,490,724.</td> <td>564,248.</td> <td>9,500. 5,954,608.</td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization</td> <td></td> <td></td> <td></td> <td>NONE</td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td>258.</td> <td>643.</td> <td>901.</td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2007	(b) 2006	(c) 2005	(d) 2004		258.	643.		901.	b 85% of line 2a	219.	547.		766.	c Qualifying distributions from Part XII, line 4 for each year listed	535,217.	2,534,904.	511,101.	9,081. 3,590,303.	d Amounts included line 2c not used directly for active conduct of exempt activities					e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	535,217.	2,534,904.	511,101.	9,081. 3,590,303.	3 Complete 3a, b, or c for the alternative test relied upon					a "Assets" alternative test - enter					(1) Value of all assets	2,584,196.	593,515.	54,248.	419. 3,232,378.	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	2,584,196.	593,515.	54,248.	419. NONE	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	19,741.	21,473.	11,365.	1. 52,580.	c "Support" alternative test - enter					(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	2,890,136.	2,490,724.	564,248.	9,500. 5,954,608.	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)	2,890,136.	2,490,724.	564,248.	9,500. 5,954,608.	(3) Largest amount of support from an exempt organization				NONE	(4) Gross investment income		258.	643.	901.
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Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 11				
Total			► 3a	211,414.
b Approved for future payment				
SEE STATEMENT 12				
Total			► 3b	3,631,622.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

1 Program service revenue

a _____
 b _____
 c _____
 d _____
 e _____
 f _____
 g Fees and contracts from government agencies _____

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate**

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue a**

b MARK TO MARKET A/R _____
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)**13 Total. Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions on page 29 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

B-11-103, complete the following schedule	(a) Name of organization	(b) Type of organization	(c) Description of relationship

<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p>Signature of officer or trustee</p>		<p>Date</p>	<p>ASSISTANT SECRETARY</p>	
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p>	<p>Date</p>	<p>Check if self-employed</p> <p><input type="checkbox"/></p>	<p>Preparer's SSN or PTIN (See Signature on page 30 of the instructions)</p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>	<p>EIN</p> <p><input type="checkbox"/></p>	<p>Phone no</p>	

Schedule B
 (Form 990, 990-EZ,
 or 990-PF)
 Department of the Treasury
 Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

Supplementary Information for
 line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

2007

Name of organization	Employer identification number
WHOLE PLANET FOUNDATION	20-2376273

Organization type (check one)

Filers of: **Section:**

Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions)

General Rule -

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules -

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year) ► \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization WHOLE PLANET FOUNDATION

Employer identification number

20-2376273

Part I **Contributors** (See Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PEPSICO 700 ANDERSON HILL ROAD PURCHASE, NY 10577	\$ 144,237.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	SEVENTH GENERATION 60 LAKE STREET BURLINGTON, VT 05401	\$ 144,671.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	ITO EN 45 MAIN STREET BROOKLYN, NY 11201	\$ 145,319.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	WHOLE FOODS MARKET SERVICES, INC. 550 BOWIE STREET AUSTIN, TX 78703-4644	\$ 1,453,041.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
MARK TO MARKET A/R	779.
TOTALS	779.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,313.			2,313.
TOTALS	2,313.	NONE	NONE	2,313.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	6,245.			6,245.
TOTALS	6,245.	NONE	NONE	6,245.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
OTHER PROFESSIONAL FEES	30,838.
TOTALS	30,838.
	30,838.

CHARITABLE PURPOSES
30,838.
30,838.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INTEREST EXPENSE	3,337.	3,337.
TOTALS	3,337.	3,337.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
VIDEO PROJECT	15, 217.	15, 217.
WEBSITE DESIGN AND MAINTENANCE	: 1, 328.	1, 328.
MARKETING	10, 722.	10, 722.
PROCESSING FEES	4, 166.	4, 166.
COMMUNICATION EXPENSE	3, 877.	3, 877.
SUPPLIES	386.	386.
POSTAGE & DELIVERY	62.	62.
COMPUTER EXPENSE	521.	521.
MEMBERSHIP DUES	246.	246.
STAFF DEVELOPMENT	174.	174.
CURRENCY EXCHANGE LOSS	1, 610.	
LOSS ON INVESTMENT	4, 536.	
MEALS	2, 722.	
TOTALS	45, 567.	39, 421.

WHOLE PLANET FOUNDATION

20-2376273

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WFM STOCK OPTIONS	56,747.	56,747.
TOTALS	56,747.	56,747.

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

=====

LENDER: JPMORGAN CHASE LINE OF CREDIT
ORIGINAL AMOUNT: 2,000,000.
INTEREST RATE: 5.000000
DATE OF NOTE: 01/08/2007
MATURITY DATE: 01/08/2009
REPAYMENT TERMS: PROMISE TO PAY \$2M PLUS INTEREST COMPUTED
SECURITY PROVIDED: PERSONAL GUARANTY OF FOUNDATION BOARD MEMBER
PURPOSE OF LOAN: BUSINESS LOAN TO FUND MFI FIELD PROJECTS
DESCRIPTION AND FMV N/A
OF CONSIDERATION:

BEGINNING BALANCE DUE 546,249.

ENDING BALANCE DUE 178,672.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE 546,249.

=====

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE 178,672.

=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS
			TO EMPLOYEE BENEFIT PLANS
LEE VALKENAAR 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR & CEO 1. 00		
PHILLIP SANSONE 550 BOWIE STREET AUSTIN, TX 78703	PRESIDENT & EXECUTIVE DIRECTOR 40. 00	26,695.	2,544.
DONNELL OCKER 550 BOWIE STREET AUSTIN, TX 78703	SECRETARY 40. 00	22,150.	2,254.
ROBERTA LANG 550 BOWIE STREET AUSTIN, TX 78703	VP, ASSIST SECRETARY, TREASURER 1. 00		
PATRICIA YOST 550 BOWIE STREET AUSTIN, TX 78703	ASSISTANT SECRETARY 1. 00		
JOHN MACKEY 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1. 00		

FORM 90PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CONTRIBUTIONS		
		COMPENSATION	TO EMPLOYEE	BENEFIT PLANS
GLENDA CHAMBERLAIN 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00			
MARGARET WITTENBERG 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00			
MICHAEL BESANCON 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00			
JEFF TETER 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00			
WALTER ROBB 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00			
GRAND TOTALS		48,845.	4,798.	

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASSOCIACION COSTA RICA GRAMEEN LIMON COSTA RICA		GRANT FUNDING FOR MICRO CREDIT OPERATIONS OF GRAMEEN TRUST IN COSTA RICA.	132,707.
ASSOCIACION CIVIL GUATEMALTECA GRAMEEN CREDIT PANAJACHEL, GUATEMALA		TOTAL CONTRIBUTIONS PAID	211,414.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

DEI ANTONIO

RECIPIENT NAME AND ADDRESS

GRAMENE CREDIT PROJECT - IN
TEUPUR DISTRICT
ASSAM
INDIA

TAKEONG GRAMEEN CREDIT PROJECT - INDIA
TEUPUR DISTRICT
ASSAM
INDIA

TAKEONG GRAMEEN CREDIT PROJECT
BANDA ACEH
INDONESIA

ASSOCIACION COSTA RICA GRAMEN
LIMON
COSTA RICA

FUNDACION ADELANTE
LA CEIBA
ATLANTIDA
ONDIBAS

PRO MUJER NICARAGUA
LEON
NICARAGUA

ASSOCIACION CIVIL GUATEMALTECA GRAMEEN CREDIT
PANAJACHEL
GUATEMALA

TOTAL CONTRIBUTIONS APPROVED

Whole Planet Foundation
EIN 20-2376273

Expenditure Responsibility Statement
Statement Required by Reg 53.4945-5(d)
Tax Year 2007 October 1st 2007 - December 31st 2007

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant Amount	Grant Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Asociacion Costa Rica Grameen - ACRG	Guacimo Limon Province Costa Rica	10/1/07 11/14/07 11/25/07	\$ 132,707	The Foundation provided \$132,707 in grant funding in the current tax year for onlending capital and operating expenses of a new microfinance institution operated by Gramseen Trust in Costa Rica	\$ 132,707	To the knowledge of the Foundation, and based on direct participation with the Grantee, no part has been used for other than its intended purposes	11/2/2007 12/3/2007	The Foundation received and reviewed monthly reports from The Grantee while maintaining strong lines of communication through field visits to the project several times during the current tax year
Asociacion Civil Guatemaleteca - Grameen Credit - ACCGC	Panajachel Guatemala	10/1/07 11/1/07 11/25/07	\$ 78,707	The Foundation provided \$78,707 in grant funding in the current tax year for onlending capital and operating expenses of a new microfinance institution operated by Gramseen Trust in Guatemala	\$ 78,707	To the knowledge of the Foundation, and based on direct participation with the Grantee, no part has been used for other than its intended purposes	10/2/2007	The Foundation received and reviewed monthly reports from The Grantee while maintaining strong lines of communication through field visits to the project several times during the current tax year