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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning

, 2008, and ending

, 20

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

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

550 BOWIE STREET

City or town, state, and ZIP code

AUSTIN, TX 78703

A Employer identification number

20-2376273

B Telephone number (see page 10 of the instructions)

(512) 477-4455

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 ☐

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) ▶ \$ 3,103,886.

J Accounting method

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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)
Revenue				
1 Contributions, gifts, grants, etc. received (attach schedule)	4,144,942.			
2 Check ☐ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	6,401.	6,401.	6,401.	STMT 1
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
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 gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	39,034.			STMT 2
12 Total. Add lines 1 through 11	4,190,377.	6,401.	6,401.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	256,356.			256,356.
14 Other employee salaries and wages	213,620.			213,620.
15 Pension plans, employee benefits	92,043.			92,043.
16a Legal fees (attach schedule) STMT 3	5,415.	NONE	NONE	5,415.
b Accounting fees (attach schedule) STMT 4	26,661.	NONE	NONE	26,661.
c Other professional fees (attach schedule) STMT 5	105,067.			105,067.
17 Interest STMT 6	218.			218.
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion	16,725.			
20 Occupancy	21,534.			21,534.
21 Travel, conferences, and meetings	90,891.			90,891.
22 Printing and publications	17,896.			17,896.
23 Other expenses (attach schedule) STMT 7	232,617.			214,759.
24 Total operating and administrative expenses. Add lines 13 through 23	1,079,043.	NONE	NONE	1,044,460.
25 Contributions, gifts, grants paid	2,410,168.			2,410,168.
26 Total expenses and disbursements. Add lines 24 and 25	3,489,211.	NONE	NONE	3,454,628.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	701,166.			
b Net investment income (if negative, enter -0-)		6,401.		
c Adjusted net income (if negative, enter -0-)			6,401.	

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)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	337,932.	1,432,653.	1,432,653.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable	1,546,876.			
		Less allowance for doubtful accounts		1,546,876.	1,546,876.	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 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	46,646.				
	Less accumulated depreciation (attach schedule)	21,912.	37,897.	24,734.	24,734.	
15	Other assets (describe)	STMT 8)	56,747.	99,623.	99,623.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,584,196.	3,103,886.	3,103,886.	
Liabilities	17	Accounts payable and accrued expenses	3,804.	1,000.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)	178,672.		STMT 9	
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		182,476.	1,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1,119,470.	1,584,830.	
	25	Temporarily restricted		1,280,250.	1,516,056.	
	26	Permanently restricted		2,000.	2,000.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	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)		2,401,720.	3,102,886.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,584,196.	3,103,886.	

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	2,401,720.
2	Enter amount from Part I, line 27a	2	701,166.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,102,886.
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	3,102,886.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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))
2007	535,217.	2,349,570.	0.227794
2006	2,534,904.	644,173.	3.935129
2005	511,101.	340,933.	1.499124
2004	9,081.	51.	178.058824
2003			

2 Total of line 1, column (d)	2	183.720871
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	45.930218
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3,038,349.
5 Multiply line 4 by line 3	5	139,552,032.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64.
7 Add lines 5 and 6	7	139,552,096.
8 Enter qualifying distributions from Part XII, line 4 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.	8	3,457,428.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	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 ☐ and enter 1% of Part I, line 27b	1	128.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	128.
3	Add lines 1 and 2	4	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	128.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6 a	
b	Exempt foreign organizations-tax withheld at source	6 b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6 c	NONE
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	NONE
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	128.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		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		X
c Did the foundation file Form 1120-POL for this year?		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 foundation 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? If "Yes," attach a detailed description of the activities		X
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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • 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?	X	
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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>SEE STATEMENT 10</u>		
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	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.WHOLEPLANETFUNDATION.ORG				
14	The books are in care of WHOLE FOODS MARKET - TAX DEPT Telephone no 512-542-0255			
Located at 550 BOWIE STREET AUSTIN, TX ZIP + 4 78703-4644				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A			
and enter the amount of tax-exempt interest received or accrued during the year		15		

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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 20 of the instructions)? ☐ 1b	N/A	
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 2008? ☐ 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No		
If "Yes," list the years _____		
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 20 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 _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2008 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 2008) 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 2008? 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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ 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) ☒ Yes ☐ 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? ☐ Yes ☒ 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)? ☐ Yes ☒ No **5b** X

Organizations relying on a current notice regarding disaster assistance check here ☐

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? ☒ Yes ☐ No **STATEMENT 18**

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? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

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? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

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 22 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 11		256,356.	51,517.	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
SEE STATEMENT 13		127,088.	21,141.	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 THE FOUNDATION PARTNERS WITH EXISTING CHARITABLE ORGANIZATIONS THAT MANAGE MICRO-CREDIT PROJECTS TO HELP FAMILIES ESCAPE POVERTY BY PROVIDING ACCESS TO CAPITAL THAT THEY CAN USE TO START THEIR OWN SMALL BUSINESSES. FUNDS IN 2008 SUPPORTED AN EXPANSION OF THE MICROLENDING PROGRAMS IN COSTA RICA, GUATEMALA, NICARAGUA, HONDURAS, INDIA, EAST TIMOR, QUEENS, ETHIOPIA, INDONESIA, NEPAL, AND KENYA. AS OF DECEMBER 31, 2008, OUR PROJECTS ARE SUPPORTING OVER 33,000 BORROWERS AND HAVE DISBURSED OVER \$4.7 MILLION IN MICRO CREDIT LOANS.	3,454,628.

Part IX-B Summary of Program-Related Investments (see page 23 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 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	1,413,386.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,671,232.
d	Total (add lines 1a, b, and c)	1d	3,084,618.
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	3,084,618.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	46,269.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,038,349.
6	Minimum investment return. Enter 5% of line 5	6	151,917.

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 2008 from Part VI, line 5	2a	
b	Income tax for 2008 (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 25 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	3,454,628.
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	2,800.
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	3,457,428.
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	3,457,428.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20 06 , 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (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	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
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 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	NONE			

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

1 a. If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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 ☒ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a. Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	6,401.		258.	643.	7,302.
b. 85% of line 2a	5,441.		219.	547.	6,207.
c. Qualifying distributions from Part XII line 4 for each year listed	3,457,428.	535,217.	2,534,904.	511,101.	7,038,650.
d. Amounts included in 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	3,457,428.	535,217.	2,534,904.	511,101.	7,038,650.
3. Complete 3a, b, or c for the alternative test relied upon					
a. "Assets" alternative test - enter					
(1) Value of all assets	3,103,886.	2,584,196.	593,515.	54,248.	6,335,845.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	3,103,886.	2,584,196.	593,515.	54,248.	6,335,845.
b. "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	101,278.	78,105.	21,473.	11,365.	212,221.
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)	4,144,942.	2,890,136.	2,490,724.	564,248.	10,090,050.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	4,144,942.	2,890,136.	2,490,724.	564,248.	10,090,050.
(3) Largest amount of support from an exempt organization					NONE
(4) Gross investment income	6,401.		258.	643.	7,302.

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 27 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 Name and address (home or business)	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
a Paid during the year SEE STATEMENT 14				
Total			▶ 3a	2,410,168.
b Approved for future payment SEE STATEMENT 17				
Total			▶ 3b	287,500.

Form **990-PF** (2008)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	6,401.	
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 _____				39,034.	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				45,435.	
13	Total. Add line 12, columns (b), (d), and (e)				13	45,435.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

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. | | | |

[illegible]

- 2a** 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 If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Signature of officer or trustee

Date _____

ASSISTANT SECRETARY
Title

Sign Here

Paid
Preparer's
Use Only

Preparer's
signature

Date _____

Check if self-employed ☐

Preparer's identifying number
(See **Signature** on page 30 of the
instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ►

Phone no

Schedule of Contributors

► Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

WHOLE PLANET FOUNDATION

Employer identification number

20-2376273

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 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 $\frac{1}{3}$ % 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 (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. 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** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their 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)

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization **WHOLE PLANET FOUNDATION**

Employer identification number

20-2376273

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HAIN CELESTIAL GROUP 58 SOUTH SERVICE ROAD, SUITE 250 MELVILLE, NY 11747	\$ 146,723.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	ALLEGRO COFFEE COMPANY 12799 CLAUDE COURT, BLDG B, DOCK 4 THORNTON, CO 80241	\$ 101,329.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	RBC CAPITAL MARKETS ONE LIBERTY PLAZA NEW YORK, NY 10006	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	BE GREEN PACKAGING 18 E. FIGUEROA STREET SANTA BARBARA, CA 93101	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	APPLIED WIND TURBINE SERVICES LLC P.O. BOX 26943 AUSTIN, TX 78755	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	ANNIE CHUNS 4340 REDWOOD HIGHWAY, SUITE B60 SAN RAFAEL, CA 94903	\$ 5,325.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization WHOLE PLANET FOUNDATIONEmployer identification number
20-2376273**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	IMAGINE 58 SOUTH SERVICE ROAD, SUITE 250 MELVILLE, NY 11747	\$ 16,891.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	KRAFT FOODS 100 DEFOREST AVENUE EAST HANOVER, NJ 07936	\$ 15,735.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	HONEST TEA 4827 BETHESDA AVENUE BETHESDA, MD 20814	\$ 8,563.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	DAVID DUPREE 1133 CONNECTICUT AVENUE, #700 WASHINGTON, DC 20036	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
11	RAYMOND RISK 602 WEST 13TH STREET AUSTIN, TX 78701	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
12	DAVID BRONNER P. O. BOX 28 ESCONDIDO, CA 92033	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization **WHOLE PLANET FOUNDATION**

Employer identification number

20-2376273

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	WHOLE FOODS MARKET SERVICES, INC. 550 BOWIE STREET AUSTIN, TX 78703	\$ 2,149,078.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST INCOME	6,401.	6,401.	6,401.
TOTAL	6,401.	6,401.	6,401.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
MARK TO MARKET A/R	39,034.

TOTALS	39,034.
	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	5,415.			5,415.
TOTALS	5,415.	NONE	NONE	5,415.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING FEES	26,661.			26,661.
TOTALS	26,661.	NONE	NONE	26,661.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
OTHER PROFESSIONAL FEES	105,067.

TOTALS	105,067.
	=====

CHARITABLE PURPOSES

105,067.

105,067.
=====

FORM 990PF, PART I - INTEREST EXPENSE
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
INTEREST EXPENSE	218.	218.
TOTALS	218.	218.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
VIDEO PROJECT	14,432.	14,432.
WEBSITE DESIGN AND MAINTENANCE	9,818.	9,818.
MARKETING	10,240.	10,240.
PROCESSING FEES	756.	756.
COMMUNICATION EXPENSE	17,266.	17,266.
SUPPLIES	3,843.	3,843.
POSTAGE & DELIVERY	922.	922.
COMPUTER EXPENSE	702.	702.
MEMBERSHIP AND DUES	1,246.	1,246.
BAD DEBT EXPENSE	17,678.	
MEALS	9,475.	9,475.
STAFF DEVELOPMENT	198.	198.
FUNDRAISING EXPENSES	145,573.	145,573.
MISCELLANEOUS	468.	288.
	-----	-----
TOTALS	232,617.	214,759.
	=====	=====

WHOLE PLANET FOUNDATION

20-2376273

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WFM STOCK OPTIONS	99,623.	99,623.
	-----	-----
TOTALS	99,623.	99,623.
	=====	=====

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 178,672.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE 178,672.
=====

FORM 990PF, PART VII-A, LINE 8A - STATES
=====

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, IL,
KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY,
NC, ND, OH, OK, OR, SC, TN, TX, UT, VA, WV, WI,

WHOLE PLANET FOUNDATION

20-2376273

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.		
PHILLIP SANSONE 550 BOWIE STREET AUSTIN, TX 78703	PRESIDENT & EXECUTIVE DIRECTOR 40.	116,218.	19,793.
ROBERTA LANG 550 BOWIE STREET AUSTIN, TX 78703	VP, ASSIST SECRETARY, TREASURER 1.		
PATRICIA YOST 550 BOWIE STREET AUSTIN, TX 78703	ASSISTANT SECRETARY 1.		
JOHN MACKEY 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.		
GLENDA CHAMBERLAIN 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.		

WHOLE PLANET FOUNDATION

20-2376273

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
MARGARET WITTENBERG 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.		
MICHAEL BESANCON 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.		
JEFF TETER 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.		
WALTER ROBB 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.		
JOY PETERSON 550 BOWIE STREET AUSTIN, TX 78703	SECRETARY 40.	68,259.	22,209.
DONNELL OCKER 550 BOWIE STREET AUSTIN, TX 78703	SECRETARY 40.	71,879.	9,515.
GRAND TOTALS		256,356.	51,517.

WHOLE PLANET FOUNDATION

20-2376273

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
STEVE WANTA 550 BOWIE STREET AUSTIN, TX 78703	PROGRAM MANAGER 40.	70,838.	10,473.
EVAN LAMBERT 550 BOWIE STREET AUSTIN, TX 78703	FINANCE ANALYST 40.	56,250.	10,668.
TOTAL COMPENSATION		127,088.	21,141.

WHOLE PLANET FOUNDATION

20-2376273

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASSOCIACION COSTA RICA GRAMEEN DHAKA BANGLADESH	-----	GRANT FUNDING FOR MICRO CREDIT OPERATIONS OF GRAMEEN TRUST IN COSTA RICA	680,000
ASSOCIACION CIVIL GUATEMALTECA GRAMEEN CREDIT DHAKA BANGLADESH	-----	GRANT FUNDING FOR MICRO CREDIT OPERATIONS OF GRAMEEN TRUST IN GUATEMALA	11,120
PRO MUJER NICARAGUA LEON NICARAGUA	-----	GRANT FUNDING FOR MICRO CREDIT OPERATIONS OF PRO MUJER IN NICARAGUA	200,000.
FUNDACION ADELANTE LA CEIBA, ATLANTIDA HONDURAS	-----	GRANT FUNDING FOR MICRO CREDIT OPERATIONS OF FUNDACION IN ADELANTE	170,854.
GRAMEEN TRUST - INDIA DHAKA BANGLADESH	-----	GRANT FUNDING FOR MICRO CREDIT OPERATIONS OF GRAMEEN TRUST IN INDIA	359,733.
MORRIS RASIA - EAST TIMOR DILI EAST TIMOR	-----	GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN EAST TIMOR	100,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRAMEEN USA 60 EAST 42ND STREET SUITE 1022 NEW YORK, NY 10165		GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN QUEENS, NEW YORK	50,000
GLIMMER OF HOPE - ETHIOPIA 3600 N. CAPITAL OF TEXAS HWY BUILDING B, SUITE 330 AUSTIN, TX 78746		GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN ETHIOPIA	150,000.
GRAMEEN TRUST - INDONESIA DHAKA BANGLADESH		GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN INDONESIA	233,950.
MERCY CORPS - NEPAL 3015 SW FIRST AVENUE PORTLAND, OR 97201		GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN NEPAL	135,000.
UNITUS - KENYA 220 WEST MERCER STREET SUITE W-500 SEATTLE, WA 98119		GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN KENYA	316,610
GRAMEEN TRUST - BANGLADESH DHAKA BANGLADESH		GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN BANGLADESH.	2,901

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

=====

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

TOTAL CONTRIBUTIONS PAID

2,410,168.

=====

WHOLE PLANET FOUNDATION

20-2376273

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

=====

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
-----	-----	-----	-----
SED - THAILAND MUANG SURIN THAILAND		GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN THAILAND.	187,500.
PRO MUJER -PERU PUNO PERU		GRANT FUNDING FOR MICRO CREDIT OPERATIONS IN PERU	100,000.
		TOTAL CONTRIBUTIONS APPROVED	287,500.
			=====

Whole Planet Foundation

EIN 20-2376273

Expenditure Responsibility Statement
Statement Required by Reg. 53.4945-5(d)
Tax Year 2008 January 1st 2008 - December 31st 2008

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	1/4/08 2/6/08 3/12/08 4/18/08 6/10/08 9/3/08 10/8/08 11/4/08 11/5/08	\$ 682,901	The Foundation provided \$680,000 in grant funding in the current tax year for onlending capital and operating expenses of a new microfinance institution operated by Grameen Trust in Costa Rica.	\$ 680,000	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	2/6/08 by The Grantee as the Foundation field staff personally conducting monitoring and evaluation reviews of project progress visiting the project 3/3/08 5/1/08 6/13/08 6/13/08 several times during the current tax year 7/21/08	The Foundation verified that there was no diversion of Grant Funding by The Grantee as the Foundation field staff personally conducting monitoring and evaluation reviews of project progress visiting the project several times during the current tax year
Asociacion Civil Guatemalteca Grameen Credit - ACGCC	Panajachel Guatemala	3/18/08 4/8/08 5/1/08 6/1/08 6/30/08 7/30/08 8/28/08 9/29/08 11/25/08 12/30/08	\$ 11,120	The Foundation provided \$11,120 in grant funding in the current tax year for onlending capital and operating expenses of a new microfinance institution operated by Grameen Trust in Guatemala	\$ 11,120	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	2/6/08 by The Grantee as the Foundation field staff personally conducting monitoring and evaluation reviews of project progress visiting the project several times during the current tax year 5/1/08 6/9/08 7/7/08 11/6/08 12/2/08	The Foundation verified that there was no diversion of Grant Funding by The Grantee as the Foundation field staff personally conducting monitoring and evaluation reviews of project progress visiting the project several times during the current tax year
Pro Mujer Nicaragua	Pro Mujer Nicaragua Ciudad de Leon, Nicaragua Pro Mujer International 240 W 35th St New York, NY 1001	2/13/08 8/6/08 11/4/08	\$ 200,000	The Foundation provided \$200,000 in grant funding in the current tax year for onlending capital and operating expenses of a new branch of the microfinance institution operated by Pro Mujer in Nicaragua	\$ 199,598	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.	5/1/08 and evaluation reviews of project progress visiting the project 7/29/08 10/14/2008	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee. Additionally Foundation field staff personally conducted monitoring and evaluation reviews of project progress visiting the project in December of 2007
Adelante Foundation / Fundacion Adelante	Fundacion Adelante, La Ceiba, Honduras Adelante Foundation PO BOX 4473 Englewood, CO 80155	2/6/08 7/10/08 10/10/08	\$ 170,854	The Foundation provided \$170,854 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Fundacion Adelante in Choluteca and the Atlantida region of Honduras	\$ 170,854	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	2/6/08 personally conducted monitoring 5/7/08 7/22/08 and evaluation reviews of project progress visiting the project 12/31/2008 1/23/09	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee. Additionally Foundation field staff personally conducted monitoring and evaluation reviews of project progress visiting the project in April of 2008

Whole Planet Foundation

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Expenditure Responsibility Statement
Statement Required by Reg 53.4945-5(d)
Tax Year 2008 January 1st 2008 - December 31st 2008

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
Grameen Trust India / Microfinance Initiative Grameen	Assam, India Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	3/19/2008	\$ 359,733	The Foundation provided \$359,733 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen Trust in the Assam State of India	\$ 26,750	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		The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Morris Rasik East Timor	Hularema, Alleu, East Timor	4/16/08 7/16/08	\$ 100,000	The Foundation provided \$100,000 in grant funding in the current tax year for onlending capital of the microfinance institution operated by Morris Rasik in East Timor	\$ 100,000	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	7/16/08 10/15/08 1/16/09 4/15/09	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee. Additionally Foundation field staff personally conducted monitoring and evaluation reviews of project progress visiting the project in July of 2008
Grameen America	1460 Broadway 14th Floor New York, NY 10036	7/10/2008	\$ 50,000	The Foundation provided \$50,000 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen America in Queens, NY	\$ 50,000	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	12/11/08 1/14/09 2/16/09 7/30/09	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee. Additionally Foundation field staff personally conducted monitoring and evaluation reviews of project progress visiting the project in June of 2008
A Glimmer of Hope Ethiopia	3600 N Capital of Texas Hwy Bldg B, Suite 330 Austin, TX 78746	8/29/2008	\$ 150,000	The Foundation provided \$150,000 in grant funding to A Glimmer of Hope Foundation, a US 501-c3 not for profit in the current tax year for onlending capital of the microfinance institutions OMI and OSCCO in Ethiopia	\$ 150,000	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	January 2009 February 2009 April 2009	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee. Additionally A Glimmer of Hope maintains field staff in Ethiopia to monitor and evaluate the project progress throughout the project lifecycle

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Tax Year 2008 January 1st 2008 - December 31st 2008

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
Grameen Trust Indonesia	Banda Aceh, Indonesia Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	8/28/2008	\$ 233,950	The Foundation provided \$233,950 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen Trust in the Takengon region of Indonesia	\$ 233,950	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	October 2008 November 2008 December 2008 January 2009 March 2009	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee personally conducted monitoring progress visiting the project in July of 2008
Mercy Corps Nepal	3015 SW First Ave Portland, OR 97201	9/3/2008	\$ 135,000	The Foundation provided \$135,000 in grant funding to Mercy Corps, a US 501-c3, not for profit in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Nirdhan Bank in the Eastern Highlands of Nepal	\$ 2,359	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	December 2008 March 2009	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee. Additionally Mercy Corps maintains field staff in Nepal to monitor and evaluate the project progress throughout the project lifecycle
Unitus	220 W Mercer St Suite W-500 Seattle, WA 98119	9/19/08 9/22/08	\$ 316,610	The Foundation provided \$316,610 in grant funding in the current tax year to expand microfinance institution operations in Kenya. The project is overseen by Unitus, Inc. located in Seattle, WA, a US 501-c3 not for profit organization.	\$ 291,264	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	January 2009 4/30/2009	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee. Additionally Unitus maintains field staff in Kenya to monitor and evaluate the project progress throughout the project lifecycle
Total			\$ 2,410,168					