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**

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

OMB No 1545-0052

**2009**

**For calendar year 2009, or tax year beginning , 2009, and ending , 20**

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] 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): 550 BOWIE STREET — Room/suite

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: [X] 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)* ▶ $ 4,424,304.

J Accounting method: [ ] Cash [X] 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) | 4,256,965. | | | |
| | 2 Check ▶ [ ] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 9,449. | 9,449. | 9,449. | ATCH 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) | 19,632. | | | ATCH 2 |
| | 12 **Total.** Add lines 1 through 11 | 4,286,046. | 9,449. | 9,449. | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 183,479. | | | 183,479. |
| | 14 Other employee salaries and wages | 201,040. | | | 201,040. |
| | 15 Pension plans, employee benefits | 84,006. | | | 84,006. |
| | 16a Legal fees (attach schedule) ATCH 3 | 144,228. | 0. | 0. | 144,228. |
| | b Accounting fees (attach schedule) ATCH 4 | 55,444. | 0. | 0. | 55,444. |
| | c Other professional fees (attach schedule) * | 6,393. | | | 6,393. |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | | | | |
| | 19 Depreciation (attach schedule) and depletion | 14,881. | | | |
| | 20 Occupancy | 18,271. | | | 18,271. |
| | 21 Travel, conferences, and meetings | 68,948. | | | 68,948. |
| | 22 Printing and publications | 14,670. | | | 14,670. |
| | 23 Other expenses (attach schedule) ATCH 6 | 149,367. | | | 139,985. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 940,727. | 0. | 0. | 916,464. |
| | 25 Contributions, gifts, grants paid | 2,023,901. | | | 2,023,901. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 2,964,628. | 0. | 0. | 2,940,365. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | 1,321,418. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 9,449. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 9,449. | |

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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 | 1,432,653. | 3,303,328. | 3,303,328. |
| | 3 Accounts receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ 683,733. | | | |
| | Less allowance for doubtful accounts ▶ | 1,546,876. | 683,733. | 683,733. |
| | 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 ▶ 43,267. | | | |
| | Less accumulated depreciation (attach schedule) ▶ 34,175. | 24,734. | 9,092. | 9,092. |
| | 15 Other assets (describe ▶ ATCH 7 ) | 99,623. | 428,151. | 428,151. |
| | 16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 3,103,886. | 4,424,304. | 4,424,304. |
| **Liabilities** | 17 Accounts payable and accrued expenses | 1,000. | 0. | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | 1,000. | 0. | |
| **Net Assets or Fund Balances** | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | 1,584,830. | 3,706,460. | |
| | 25 Temporarily restricted | 1,516,056. | 715,594. | |
| | 26 Permanently restricted | 2,000. | 2,250. | |
| | **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) | 3,102,886. | 4,424,304. | |
| | 31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 3,103,886. | 4,424,304. | |

## 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 | 3,102,886. |
| 2 | Enter amount from Part I, line 27a | 2 | 1,321,418. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 4,424,304. |
| 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 | 4,424,304. |

## 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)) |
|---|---|---|---|
| 2008 | 3,457,428. | 3,038,349. | 1.137930 |
| 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 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 184.858801 |
| 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 | 36.971760 |
| 4 | Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 3,769,838. |
| 5 | Multiply line 4 by line 3 | 5 | 139,377,546. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 94. |
| 7 | Add lines 5 and 6 | 7 | 139,377,640. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 3,127,865. |

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination 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 | 189. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 189. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0. |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 189. |
| 6 | Credits/Payments | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a | | |
| b | Exempt foreign organizations-tax withheld at source — 6b: 0. | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: 189. | | |
| d | Backup withholding erroneously withheld — 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 189. |
| 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 | |
| 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 2010 estimated tax** ▶ **Refunded** ▶ | 11 | |

**Part VII-A Statements Regarding Activities**

| | | | Yes | No |
|---|---|---|---|---|
| 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 | | 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)? | 1b | | X |
| | *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 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* | 2 | | 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* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | 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? | 6 | 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* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ATTACHMENT 8 | | | |
| 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV* | 9 | X | |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

## Part VII-A Statements Regarding Activities *(continued)*

| | | | Line | Yes | No |
|---|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? 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.WHOLEPLANETFOUNDATION.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 ▶ ☐
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.**

| | | | Line | 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 | | |
| | Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| 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 2009? | | 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? | ☐ 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 | | |
| 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 2009 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 2009 )* | | 3b | | |
| 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 2009? | | 4b | | X |

**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 [X] | | |
| (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 [X] | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | Yes [ ] No [X] | | |
| (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 [X] 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 [X] | | |
| **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)? | | 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? ATTACHMENT 13 | Yes [X] 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? | Yes [ ] No [X] | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 6b | X |
| *If "Yes" to 6b, file Form 8870* | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | Yes [ ] No [X] | | |
| **b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | 7b | |

**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 |
|---|---|---|---|---|
| ATTACHMENT 9 | | 183,479. | 26,136. | -0- |
| | | | | |
| | | | | |
| | | | | |

**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 |
|---|---|---|---|---|
| ATTACHMENT 10 | | 197,756. | 23,245. | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 ▶ 3

**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 |
|---|---|---|
| SCHIRRMEISTER DIAZ ARRASTIA BREM LLP | LEGAL COUNSEL | 63,014. |
| | | |
| | | |
| | | |
| | | |
| **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 | 2,940,365. |
| 2 THEY CAN USE TO START THEIR OWN SMALL BUSINESSES. FUNDS IN 2009 SUPPORTED AN EXPANSION OF THE MICROLENDING PROGRAMS IN COSTA RICA, GUATEMALA, NICARAGUA, HONDURAS, INDIA, | |
| 3 EAST TIMOR, QUEENS, ETHIOPIA, INDONESIA, NEPAL, KENYA, PERU, HAITI, BOLIVIA, ARGENTINA, AND TURKEY. AS OF DECEMBER 31, 2009, OUR PROJECTS ARE SUPPORTING OVER 67,000 BORROWERS AND | |
| 4 HAVE DISBURSED OVER $25 MILLION IN MICRO CREDIT LOANS. | |

**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 SMALL ENTERPRISE DEVELOPMENT - THAILAND<br>SEE ATTACHMENT 14 | 187,500. |
| 2 | |
| All other program-related investments See page 24 of the instructions<br>3 NONE | |
| **Total.** Add lines 1 through 3 ▶ | 187,500. |

## 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 | 2,706,272. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 1,120,975. |
| d | **Total** (add lines 1a, b, and c) | 1d | 3,827,247. |
| 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 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 3,827,247. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 57,409. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 3,769,838. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 188,492. |

## 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 ▶ [X] and do not complete this part )

| | | | |
|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | 1 | |
| 2a | Tax on investment income for 2009 from Part VI, line 5 — 2a | | |
| b | Income tax for 2009 (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 | 2,940,365. |
| b | Program-related investments - total from Part IX-B | 1b | 187,500. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes | 2 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 3,127,865. |
| 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 | 3,127,865. |

**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 2008 | (c) 2008 | (d) 2009 |
|---|---|---|---|---|---|
| 1 | Distributable amount for 2009 from Part XI, line 7 | | | | |
| 2 | Undistributed income, if any, as of the end of 2009 | | | | |
| a | Enter amount for 2008 only | | | | |
| b | Total for prior years 20 07 ,20 06 ,20 05 | | 0. | | |
| 3 | Excess distributions carryover, if any, to 2009 | | | | |
| a | From 2004 | | | | |
| b | From 2005 | | | | |
| c | From 2006 | | | | |
| d | From 2007 | | | | |
| e | From 2008 0. | | | | |
| f | **Total** of lines 3a through e | 0. | | | |
| 4 | Qualifying distributions for 2009 from Part XII, line 4 ▶ $ | | | | |
| a | Applied to 2008, but not more than line 2a | | | 0. | |
| 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 2009 distributable amount | | | | |
| e | Remaining amount distributed out of corpus | 0. | | | |
| 5 | Excess distributions carryover applied to 2009 *(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 | 0. | | | |
| b | Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| 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 | | 0. | | |
| e | Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | 0. | |
| f | Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | 0. |
| 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 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 | **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 | Analysis of line 9 | | | | |
| a | Excess from 2005 | | | | |
| b | Excess from 2006 | | | | |
| c | Excess from 2007 | | | | |
| d | Excess from 2008 | | | | |
| e | Excess from 2009 0. | | | | |

**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 2009, 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 [X] 4942(j)(3) or [ ] 4942(j)(5)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | (e) Total |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 9,449. | 6,401. | | 258. | 16,108. |
| b 85% of line 2a | 8,032. | 5,441. | | 219. | 13,692. |
| c Qualifying distributions from Part XII, line 4 for each year listed | 3,127,865. | 3,457,428. | 535,217. | 2,534,904. | 9,655,414. |
| 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 | 3,127,865. | 3,457,428. | 535,217. | 2,534,904. | 9,655,414. |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | 4,424,304. | 3,103,886. | 2,584,196. | 593,515. | 10,705,901. |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | 4,424,303. | 3,103,886. | 2,584,196. | 593,515. | 10,705,900. |
| b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | 125,661. | 101,278. | 78,105. | 21,473. | 326,517. |
| 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) | 4,256,965. | 4,144,942. | 2,890,136. | 2,490,724. | 13,782,767. |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii) | 4,256,965. | 4,144,942. | 2,890,136. | 2,490,724. | 13,782,767. |
| (3) Largest amount of support from an exempt organization | | | | | 0. |
| (4) Gross investment income | 9,449. | 6,401. | | 258. | 16,108. |

**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 ▶ [X] 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<br>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* | | | | |
| ATTACHMENT 11 | | | | |
| **Total** . . . ▶ **3a** | | | | 2,023,901. |
| **b** *Approved for future payment* | | | | |
| ATTACHMENT 12 | | | | |
| **Total** . . . ▶ **3b** | | | | 300,000. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income (a) Business code | (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | (d) Amount | (e) Related or exempt function income (See page 28 of the instructions ) |
|---|---|---|---|---|---|
| 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 | 9,449. | |
| 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 | | | | 19,632. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 29,081. | |

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 29,081.

(See worksheet in line 13 instructions on page 28 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

| | | | Yes | No |
|---|---|---|---|---|
| 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? | | | |
| 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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | N/A | | N/A |
| | | | |
| | | | |
| | | | |
| | | | |
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| | | | |
| | | | |

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 |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

**Sign Here**

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 | 7/1/10 Date | ▶ ASSISTANT SECRETARY Title

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

# Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

**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 an organization 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 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does 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 instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | HAIN CELESTIAL GROUP<br>58 SOUTH SERVICE ROAD, SUITE 250<br>MELVILLE, NY 11747 | $ 50,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 2 | ALLEGRO COFFEE COMPANY<br>12799 CLAUDE COURT, BLDG B, DOCK 4<br>THORNTON, CO 80241 | $ 40,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 3 | KRAFT FOODS<br>100 DEFOREST AVENUE<br>EAST HANOVER, NJ 07936 | $ 50,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 4 | HONEST TEA<br>4827 BETHESDA AVENUE<br>BETHESDA, MD 20814 | $ 15,512. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 5 | WHOLE FOODS MARKET SERVICES, INC.<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | $ 1,376,772. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 6 | CASCAL<br>ONE COCA COLA PLAZA<br>ATLANTA, GA 30313 | $ 150,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(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 |
|---|---|---|---|
| 7 | GINGER PEOPLE<br>215 REINDOLLAR AVENUE<br>MARINA, CA 93933 | $ 5,616. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 8 | ITO EN<br>45 MAIN STREET<br>BROOKLYN, NY 11201 | $ 50,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 9 | METHOD<br>637 COMMERCIAL STREET, SUITE 300<br>SAN FRANCISCO, CA 94111 | $ 6,334. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 10 | NEW CHAPTER<br>P.O. BOX 1947<br>BRATTLEBORO, VT 05302 | $ 50,377. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 11 | PEPSICO<br>P.O. BOX 650378<br>DALLAS, TX 75265 | $ 32,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 12 | SEVENTH GENERATION<br>60 LAKE STREET<br>BURLINGTON, VT 05401 | $ 50,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(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 | SIMPLURIS, INC.<br>3176 PULLMAN STREET, STE 123<br>COSTA MESA, CA 92626 | $ 29,059. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 14 | VOLVIC<br>1417 6TH STREET, 3RD FLOOR<br>SANTA MONICA, CA 90401 | $ 6,302. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(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 | 9,449. | 9,449. | 9,449. |
| TOTAL | 9,449. | 9,449. | 9,449. |

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS |
|---|---|---|
| MARK TO MARKET A/R | | 19,632. |
| | TOTALS | 19,632. |

FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | 144,228. | | | 144,228. |
| TOTALS | 144,228. | 0. | 0. | 144,228. |

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|---|
| ACCOUNTING FEES | | 55,444. | | | 55,444. |
| | TOTALS | 55,444. | 0. | 0. | 55,444. |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
| --- | --- | --- |
| OTHER PROFESSIONAL FESS | 6,393. | 6,393. |
| TOTALS | 6,393. | 6,393. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---|---|---|
| WEBSITE DESIGN AND MAINTENANCE | 10,989. | 10,989. |
| MARKETING | 705. | 705. |
| PROCESSING FEES | 569. | 569. |
| COMMUNICATION EXPENSE | 12,236. | 12,236. |
| SUPPLIES | 2,286. | 2,286. |
| POSTAGE & DELIVERY | 1,716. | 1,716. |
| MEMBERSHIP AND DUES | 647. | 647. |
| BAD DEBT EXPENSE | 8,945. | |
| MEALS | 5,164. | 5,164. |
| FUNDRAISING EXPENSES | 105,145. | 105,145. |
| MISCELLANEOUS | 965. | 528. |
| TOTALS | 149,367. | 139,985. |

WHOLE PLANET FOUNDATION 20-2376273

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 7

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| WFM STOCK OPTIONS | 240,651. | 240,651. |
| PROGRAM RELATED INVESTMENTS | 187,500. | 187,500. |
| TOTALS | 428,151. | 428,151. |

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

AL,AK,AZ,AR,CA,CO,CT,DE,DC,FL,GA,HI,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

ATTACHMENT 9

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS |
|---|---|---|---|
| LEE VALKENAAR<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | DIRECTOR & CEO<br>1.00 | | |
| PHILIP SANSONE<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | PRESIDENT & EXECUTIVE DIRECTOR<br>40.00 | 115,777. | 13,840. |
| ROBERTA LANG<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | VP, ASSIST SECRETARY,TREASURER<br>1.00 | | |
| PATRICIA YOST<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | ASSISTANT SECRETARY<br>1.00 | | |
| JOHN MACKEY<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | DIRECTOR<br>1.00 | | |
| GLENDA CHAMBERLAIN<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | DIRECTOR<br>1.00 | | |

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

ATTACHMENT 9 (CONT'D)

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS |
|---|---|---|---|
| MICHAEL BESANCON<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | DIRECTOR<br>1.00 | | |
| JEFF TETER<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | DIRECTOR<br>1.00 | | |
| WALTER ROBB<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | DIRECTOR<br>1.00 | | |
| JOY PETERSON<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | SECRETARY<br>40.00 | 67,702. | 12,296. |
| | GRAND TOTALS | 183,479. | 26,136. |

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

ATTACHMENT 10

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS |
|---|---|---|---|
| STEVE WANTA<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | PROGRAM MANAGER<br>40.00 | 73,217. | 8,286. |
| EVAN LAMBERT<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | FINANCE ANALYST<br>40.00 | 71,320. | 8,056. |
| GENIE BOLDUC<br>550 BOWIE STREET<br>AUSTIN, TX 78703 | INTERNAL PROGRAMS<br>40.00 | 53,219. | 6,903. |
| | TOTAL COMPENSATION | 197,756. | 23,245. |

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

ATTACHMENT 11

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| ASOCIACION COSTA RICA GRAMEEN - ACRG<br>GUACIMO<br>LIMON PROVINCE<br>COSTA RICA | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF A NEW MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN COSTA RICA | 500,000 |
| ASOCIACION CIVIL GUATEMALTECA GRAMEEN CREDIT<br>PANAJACHEL<br>GUATEMALA | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF A NEW MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN GUATEMALA | 3,000. |
| FUNDACION ADELANTE<br>LA CEIBA<br>HONDURAS | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FUNDACION ADELANTE IN CHOLUTECA AND THE ATLANTIDA REGION OF HONDURAS | 267,364 |
| MORRIS RASIK - EAST TIMOR<br>HULAREMA<br>AILEU<br>EAST TIMOR | | GRANT FUNDING FOR ONLENDING CAPITAL OF THE MICROFINANCE INSTITUTION OPERATED BY MORIS RASIK IN EAST TIMOR. | 100,000 |
| GRAMEEN TRUST - INDONESIA<br>GRAMEEN BANK, BHAPAN, MIRPUR 2 1216<br>DHAKA<br>BANGLADESH | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN THE TAKENGON REGION OF INDONESIA | 286,614 |
| UNITUS - KENYA<br>220 WEST MERCER STREET<br>SUITE W-500<br>SEATTLE, WA 98119 | | GRANT FUNDING TO EXPAND MICROFINANCE INSTITUTION OPERATIONS IN KENYA THE PROJECT IS OVERSEEN BY UNITUS, INC LOCATED IN SEATTLE, WA. A US 501(C)(3) NOT FOR PROFIT ORGANIZATION | 170,282 |

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

ATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| GRAMEEN AMERICA<br>1460 BROADWAY, 14TH FLOOR<br>NEW YORK, NY 10036 | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN AMERICA IN QUEENS, NY | 50,000 |
| PRO MUJER PERU<br>AREQUIPA<br>PERU | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER PERU IN THE AREQUIPA REGION OF PERU | 230,000 |
| FONKOZE HAITI<br>119 AVENUE CHRISTOPHER<br>PORT-AU-PRINCE<br>HAITI | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FONKOZE IN HAITI | 146,641 |
| PRO MUJER BOLIVIA<br>LA PAZ<br>BOLIVIA | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER BOLIVIA | 125,000 |
| PRO MUJER ARGENTINA<br>SALTA<br>ARGENTINA | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER ARGENTINA | 100,000 |
| GRAMEEN TURKEY<br>DIYARBAKIR<br>TURKEY | | GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN TURKEY | 45,000 |
| | | TOTAL CONTRIBUTIONS PAID | 2,023,901 |

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

ATTACHMENT 12

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| ADOPEM<br>CALLE HERIBERTO PIETER NO 12 ENS NA<br>SANTO DOMINGO<br>D N<br>DOMINICAN REPUBLIC | | FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ADOPEM IN THE DOMINICAN REPUBLIC | 300,000 |
| | | TOTAL CONTRIBUTIONS APPROVED | 300,000 |

**Whole Planet Foundation**
EIN 20-2376273

Expenditure Responsibility Statement
Statement Required by Reg 53 4945-5(d)
Tax Year 2009 January 1st 2009 - December 31st 2009

| 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<br>Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh | n/a | $ 332,983 | The grantee carried over $332,983 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen Trust in the Assam State of India | $ 150,135 | 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 | 12/22/2009 | The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee. |
| Asociacion Costa Rica Grameen - ACRG | Guacimo Limon Province Costa Rica | 2/18/09<br>4/30/09<br>7/2/09<br>10/15/09<br>12/10/09<br>12/11/09 | $ 500,000 | The Foundation provided $500,000 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 | $ 500,000 | 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<br>3/3/08<br>5/1/08<br>6/13/08<br>5/1/08<br>6/13/08<br>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 three times during the course of the tax year. |
| Asociacion Civil Guatemalteca Grameen Credit - ACGGC | Panajachel Guatemala | 1/30/09<br>5/18/09<br>12/1/09 | $ 3,000 | The Foundation provided $3,000 in grant funding in the current tax year for onlending capital and operating expenses of a new microfinance institution operated by Grameen Trust in Guatemala - | $ 3,000 | 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<br>5/1/08<br>6/9/08<br>7/7/08<br>11/6/08<br>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 once during the tax year |
| Adelante Foundation / Fundacion Adelante | Fundacion Adelante, La Ceiba, Honduras<br>Adelante Foundation PO BOX 4473 Englewood, CO 80155 | 1/2/09<br>6/1/09<br>12/21/09 | $ 267,364 | The Foundation provided $267,364 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 | $ 267,364 | 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<br>5/7/08<br>7/22/08<br>12/31/2008<br>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 |
| Morris Rasik East Timor | Hularema, Aileu, East Timor | 6/18/2009 | $ 100,000 | The Foundation provided $100,000 in grant funding in the current tax year for onlending capital of the microfinance institution operated by Moris 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<br>10/15/08<br>1/16/09<br>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 November of 2009 |

**Whole Planet Foundation**
EIN 20-2376273

Expenditure Responsibility Statement
Statement Required by Reg 53 4945-5(d)
Tax Year 2009 January 1st 2009 December 31st 2009

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Grameen America | 1460 Broadway<br>14th Floor<br>New York, NY<br>10036 | 6/11/2009 | $ 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<br>1/14/09<br>2/16/09<br>7/30/09 | The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee |
| Grameen Trust<br>Indonesia | Banda Aceh, Indonesia<br><br>Grameen Bank<br>Bhapan, Mirpur 2,<br>Dhaka 1216,<br>Bangladesh | 6/30/2009 | $ 286,614 | The Foundation provided $286,614 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 | $ 286,614 | 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<br>November 2008<br>December 2008<br>January 2009<br>March 2009 | 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 November of 2009 |
| Jami Bora Trust /<br>Kenya<br><br>Unitus | 220 W Mercer St<br>Suite W-500<br>Seattle, WA 98119 | 9/15/2009 | $ 170,282 | The Foundation provided $170,282 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 | $ 93,864 | 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<br>11/1/2009<br>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 |
| Pro Mujer Peru | Pro Mujer Peru<br>Arequipa, Peru<br><br>Pro Mujer<br>International<br>240 West 35th<br>Street, Suite 404,<br>New York, NY<br>10001 | 2/13/09<br>11/23/09 | $ 230,000 | The Foundation provided $230,000 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer Peru in the Arequipa region of Peru | $ 230,000 | 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 | 9/23/09<br>10/9/2009<br>11/17/09<br>12/2/09 | 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 2009 |
| Fonkoze Haiti | Fonkoze USA<br>50 F St NW Suite<br>810<br>Washington DC<br>20001<br><br>Fonkoze Haiti<br>119 Avenue<br>Christophe, Port-au-<br>Prince, HAITI | 3/20/2009 | $ 146,641 | The Foundation provided $146,641 in grant funding to Fonkoze USA, a US 501-c3 not for profit in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Fonkoze in Haiti. | $ 47,362 | 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 | 7/31/2009<br>12/2/2009 | 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 September of 2009 |

## Whole Planet Foundation

EIN 20-2376273

Expenditure Responsibility Statement
Statement Required by Reg 53 4945-5(d)
Tax Year 2009 January 1st 2009 - December 31st 2009

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Pro Mujer Bolivia | Pro Mujer Bolivia La Paz, Bolivia<br><br>Pro Mujer International 240 West 35th Street, Suite 404, New York, NY 10001 | 6/1/2009 | $ 125,000 | The Foundation provided $125,000 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer Bolivia | $ 125,000 | 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 | 8/7/09<br>10/23/09<br>1/26/10 | 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 2009 |
| Pro Mujer Argentina | Pro Mujer Argentina Salta, Argentina<br><br>Pro Mujer International- 240 West 35th Street, Suite 404, New York, NY 10001 | 10/28/2009 | $ 100,000 | The Foundation provided $100,000 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer Argentina | $ 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 | 2/16/2010 | The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee |
| Grameen Turkey | Diyarbakir, Turkey | 11/6/2009 | $ 45,000 | The Foundation provided $45,000 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen Trust in Turkey | $ | 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 | n/a | The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee |
| Small Enterprise Development - Thailand | Surin, Thailand | 2/17/2009 | $ 187,500 | The Foundation provided $187,500 in funding in the form of a program related investment in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Small Enterprise Development (SED) in Surin Thailand | $ 187,500 | 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 | 3/26/09<br>8/1/09<br>3/19/10 | 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 November of 2009 |
| | | Total | $ 2,544,384 | | | | | |

Form 990PF, Part IX-B, Line 1 - Summary of Program-Related Investments
==============================================================================

Form 990PF, Part IX-B, Line 1 - Summary of Program-Related Investments

Description of Program Related Investments

The Foundation provided $187,500 in funding in the form of a program related investment in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Small Enterprise Development (SED) in Surin Thailand

Form **8868**

(Rev April 2009)

Department of the Treasury Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . . . . . . . . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

***Do not complete Part II unless*** you have already been granted an automatic 3-month extension on a previously filed Form 8868

## Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ [ ]

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

**Electronic Filing *(e-file)*** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

| **Type or print** | Name of Exempt Organization | **Employer identification number** |
|---|---|---|
| File by the due date for filing your return See instructions | WHOLE PLANET FOUNDATION | 20-2376273 |
| | Number, street, and room or suite no If a P O box, see instructions<br>550 BOWIE STREET | |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>AUSTIN, TX 78703 | |

**Check type of return to be filed** (file a separate application for each return)

| | | |
|---|---|---|
| [ ] Form 990 | [ ] Form 990-T (corporation) | [ ] Form 4720 |
| [ ] Form 990-BL | [ ] Form 990-T (sec 401(a) or 408(a) trust) | [ ] Form 5227 |
| [ ] Form 990-EZ | [ ] Form 990-T (trust other than above) | [ ] Form 6069 |
| [X] Form 990-PF | [ ] Form 1041-A | [ ] Form 8870 |

- The books are in the care of ▶ WHOLE FOODS MARKET - TAX DEPT

Telephone No ▶ 512 542-0255 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . . . . . . . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ [ ] If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______ , ______ , and ending ______ , ______

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

| | | | |
|---|---|---|---|
| **3a** | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions | **3a** | $ 189. |
| **b** | If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit | **3b** | $ 0. |
| **c** | **Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | **3c** | $ 189. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 4-2009)