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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: WHOLE PLANET FOUNDATION

A Employer identification number: 20-2376273

Number and street (or P O box number if mail is not delivered to street address): 550 BOWIE STREET

Room/suite

B Telephone number (see instructions): (512) 477-4455

City or town, state, and ZIP code: AUSTIN, TX 78703

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 6,779,764.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	8,416,152.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,612.	21,612.	21,612.	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)	273,077.			ATCH 2
	12 **Total.** Add lines 1 through 11	8,710,841.	21,612.	21,612.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	503,876.			503,876.
	15 Pension plans, employee benefits	95,111.			95,111.
	16a Legal fees (attach schedule) ATCH 3	27,543.			27,543.
	b Accounting fees (attach schedule) ATCH 4	69,250.			69,250.
	c Other professional fees (attach schedule) *	359,446.			359,446.
	17 Interest	343.			343.
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	6,936.			
	20 Occupancy	22,649.			22,649.
	21 Travel, conferences, and meetings	86,507.			86,507.
	22 Printing and publications	12,867.			12,867.
	23 Other expenses (attach schedule) ATCH 6	139,753.			140,449.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,324,281.			1,318,041.
	25 Contributions, gifts, grants paid	5,982,031.			5,982,031.
	26 Total expenses and disbursements Add lines 24 and 25	7,306,312.	0	0	7,300,072.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,404,529.			
	b **Net investment income** (if negative, enter -0-)		21,612.		
	c **Adjusted net income** (if negative, enter -0-)			21,612.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,177,383.	5,183,880.	5,183,880.
	3 Accounts receivable ▶ 74,080.			
	Less allowance for doubtful accounts ▶	6,000.	74,080.	74,080.
	4 Pledges receivable ▶ 1,252,454.			
	Less allowance for doubtful accounts ▶	941,555.	1,252,454.	1,252,454.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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 ▶ 60,502.			
	Less accumulated depreciation (attach schedule) ▶ 48,760.	7,263.	11,742.	11,742.
	15 Other assets (describe ▶ ATCH 7)	243,034.	257,608.	257,608.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,375,235.	6,779,764.	6,779,764.
Liabilities	17 Accounts payable and accrued expenses			
	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)	0	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	4,679,829.	5,841,319.	
	25 Temporarily restricted	693,034.	925,352.	
	26 Permanently restricted	2,372.	13,093.	
	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 instructions)	5,375,235.	6,779,764.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,375,235.	6,779,764.	

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	5,375,235.
2	Enter amount from Part I, line 27a	2	1,404,529.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,779,764.
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	6,779,764.

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 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 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))
2010	4,728,364.	5,462,473.	0.865609
2009	3,127,865.	3,769,838.	0.829708
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

2 **Total** of line 1, column (d)	2	6.996170
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	1.399234
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,135,964.
5 Multiply line 4 by line 3	5	9,984,883.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	216.
7 Add lines 5 and 6	7	9,985,099.
8 Enter qualifying distributions from Part XII, line 4	8	7,300,072.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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	432.
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	432.
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	432.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 432.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	432.
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 2012 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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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)*

			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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ UNITED KINGDOM

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.

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

			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 instructions)?	1b		

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

			Yes	No
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No

If "Yes," list the years ▶ ________ , ________ , ________ , ________

			Yes	No
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 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

			Yes	No
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	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 2011?	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

(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 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 instructions)? . . . . . **5b** No: 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 14 . . ☒ Yes ☐ 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** No: 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

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 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		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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		436,624.	54,068.	0

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

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 11		350,734.
Total number of others receiving over $50,000 for professional services ▶		

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	7,300,072.
2 THEY CAN USE TO START THEIR OWN SMALL BUSINESSES. FUNDS IN 2011 SUPPORTED AN EXPANSION OF THE MICROLENDING PROGRAMS IN 40 COUNTRIES, INCLUDING THE UNITED STATES, SPANNING FIVE	
3 CONTINENTS INCLUDING AFRICA, ASIA, EUROPE, NORTH AMERICA, AND SOUTH AMERICA. AS OF DECEMBER 31, 2011, OUR PROJECTS HAVE SUPPORTED OVER 200,000 BORROWERS AND HAVE DISBURSED	
4 OVER $115 MILLION IN MICRO CREDIT LOANS.	

Part IX-B Summary of Program-Related Investments (see 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 instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see 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	5,648,748.
c	Fair market value of all other assets (see instructions)	1c	1,595,886.
d	**Total** (add lines 1a, b, and c)	1d	7,244,634.
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	
3	Subtract line 2 from line 1d	3	7,244,634.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	108,670.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,135,964.
6	**Minimum investment return.** Enter 5% of line 5	6	356,798.

Part XI Distributable Amount (see 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 2011 from Part VI, line 5 2a		
b	Income tax for 2011 (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 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 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	7,300,072.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,300,072.
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,300,072.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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	21,612.	20,918.	9,449.	6,401.	58,380.
b 85% of line 2a	18,370.	17,780.	8,032.	5,441.	49,623.
c Qualifying distributions from Part XII, line 4 for each year listed	7,300,072.	4,728,364.	3,127,865.	3,457,428.	18,613,729.
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	7,300,072.	4,728,364.	3,127,865.	3,457,428.	18,613,729.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets	6,779,764.	5,375,235.	4,424,304.	3,103,886.	19,683,189.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	6,779,764.	5,375,234.	4,424,303.	3,103,886.	19,683,187.
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	237,865.	182,083.	125,661.	101,278.	646,887.
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)	8,416,152.	5,743,567.	4,256,965.	4,144,942.	22,561,626.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)	8,416,152.	5,743,567.	4,256,965.	4,144,942.	22,561,626.
(3) Largest amount of support from an exempt organization					
(4) Gross investment income	21,612.	20,918.	9,449.	6,401.	58,380.

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 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 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*				
ATTACHMENT 12				
Total . . . . . . ▶ **3a**				5,982,031.
b *Approved for future payment*				
ATTACHMENT 13				
Total . . . . . . ▶ **3b**				7,955,977.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	21,618.	
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				273,077.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				294,695.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 294,695.

(See worksheet in line 13 instructions 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 instructions)

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

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) is based on all information of which preparer has any knowledge

[signature] | 7/31/2012 | ASSISTANT SECRETARY

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

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, total 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 total 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 Part I, 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) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KRAFT FOODS GLOBAL, BACK TO NATURE 4970 PRICE DRIVE SUWANEE, GA 30024	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	ITO EN 45 MAIN STREET BROOKLYN, NY 11201	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	WHOLE FOODS MARKET SERVICES, INC. 550 BOWIE STREET AUSTIN, TX 78703	$ 1,634,039.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	SEVENTH GENERATION 60 LAKE STREET BURLINGTON, VT 05401	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	FRITO LAY, STACY'S PITA CHIPS 4170 ASFORD-DUNWOODY ROAD, STE 300 ATLANTA, GA 30319	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	PEPSICO, NAKED JUICE 1333 S. MAYFLOWER AVENUE, STE 100 MONROVIA, CA 91016	$ 150,000.	Person [X] 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) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	BARNEY BUTTER 2925 S. ELM AVENUE, STE 101 FRESNO, CA 93706	$ 42,323.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
8	LATE JULY 3166 MAIN STREET BARNSTABLE, MA 02630	$ 35,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
9	SNIKIDDY LLC 2505 WALNUT STREET #100 BOULDER, CO 80302	$ 30,328.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
10	ALACER CORP 80 ICON FOOTHILL RANCH, CA 92610	$ 30,170.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
11	CAFE SPICE, ZAIKA FLAVORS OF INDIA 677 LITTLE BRITAIN ROAD NEW WINDSOR, NY 12553	$ 28,314.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
12	MRS. MEYERS 420 NORTH 5TH STREET, STE 500 MINNEAPOLIS, MN 55401	$ 25,000.	Person [X] 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). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	SAMBAZON INC. 1160 CALLE CORDILLERA SAN CLEMENTE, CA 92673	$ 18,653.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
14	STEPHANIE FALK 614B FOREST AVE CHATTANOOGA, TN 37405	$ 18,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
15	GENJI, INC. 1500 JOHN F. KENNEDY BLVD, STE 725 PHILADELPHIA, PA 19102	$ 17,816.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
16	KASHI COMPANY 4275 EXECUTIVE SQUARE LA JOLLA, CA 92037	$ 15,768.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
17	34 DEGREES 3507 RINGSBY CT, STE 106 DENVER, CO 80216	$ 14,585.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
18	TDT MEDIA 495 BROOME STREET, FL3 NEW YORK, NY 10013	$ 13,000.	Person [X] 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	GARDEN OF LIFE 5500 VILLAGE BLVD, STE 202 WEST PALM BEACH, FL 33407	$ 12,048.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
20	TRADITIONAL MEDICINALS 4515 ROSS ROAD SEBASTOPOL, CA 95472	$ 11,928.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
21	SIMPLY ASIA GOODS, LLC 2342 SHATTUCK AVENUE, PMB #322 BERKELEY, CA 94712	$ 10,695.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
22	RAPHAEL SAGALYN, INC. 4922 FAIRMONT AVENUE, STE 200 BETHESDA, MD 20814	$ 10,625.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
23	STONYFIELD FARMS 10 BURTON DRIVE LONDONDERRY, NH 03053	$ 10,300.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
24	MCCORMICK THAI KITCHEN, SIMPLY ASIA FOOD PO BOX 13242 BERKELEY, CA 94712	$ 10,000.	Person [X] 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	O.N.E. COCONUT WATER 1401 WESTWOOD BLVD, STE 200 LOS ANGELES, CA 90024	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
26	GUAYAKI 6782 SEBASTOPOL AVENUE SEBASTOPOL, CA 95472	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
27	BE GREEN PACKAGING 121 WEST DE LA GUERRA STREET, STE B SANTA BARBARA, CA 93101	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
28	SOOFOO 2100 JACKSON STREET, APT. 1 SAN FRANCISCO, CA 94115	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
29	BOB'S RED MILL 13521 SE PHEASANT COURT MILWAUKIE, OR 97222	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
30	IZZE BEVERAGE CO. 1035 PEARL STREET BOULDER, CO 80302	$ 10,000.	Person [X] 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) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	BLUE SKY BEVERAGE CO. 550 MONICA CIRCLE, STE 201 CORONA, CA 92880	$ 9,472.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
32	VAN'S INTERNATIONAL 3285 EAST VERNON AVENUE VERNON, CA 90058	$ 9,152.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
33	VITAL FARMS 4507 BRANDT ROAD AUSTIN, TX 78744	$ 8,333.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
34	SR MAX SHOES 2701 PATTERSON STREET GREENSBORO, NC 27407	$ 7,530.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
35	ODWALLA 1205 S. PLATTE RIVER DRIVE #106 DENVER, CO 80223	$ 6,591.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
36	NATURE'S PATH FOODS 9100 VAN HORNE WAY V6X 1W3 RICHMOND BC CANADA	$ 5,857.	Person [X] 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	GREEN CHILDREN FOUNDATION 15821 VENTURA BLVD., STE 490 ENCINO, CA 91436	$ 5,378.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
38	ADVERTISING WITH WIT 6115 W. EXECUTIVE DRIVE MEQUON, WI 53092	$ 5,238.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
39	GLENDA FLANAGAN 550 BOWIE STREET AUSTIN, TX 78703	$ 5,200.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
40	JAMIESON SMITH 3998 NW 23RD TERR BOCA RATON, FL 33431	$ 5,200.	Person [X] 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.)

Name of organization WHOLE PLANET FOUNDATION

Employer identification number 20-2376273

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization WHOLE PLANET FOUNDATION

Employer identification number 20-2376273

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST INCOME		21,612.	21,612.	21,612.
	TOTAL	21,612.	21,612.	21,612.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
MARK TO MARKET A/R	273,077.
TOTALS	273,077.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		27,543.			27,543.
	TOTALS	27,543.			27,543.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	69,250.			69,250.
TOTALS	69,250.			69,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	8,712.	8,712.
FIELD PROGRAM MANAGEMENT	350,734.	350,734.
TOTALS	359,446.	359,446.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
WEBSITE DESIGN AND MAINTENANCE	23,110.	23,110.
MARKETING	-791.	-791.
PROCESSING FEES	1,650.	1,650.
COMMUNICATION EXPENSE	11,743.	11,743.
SUPPLIES	3,986.	3,986.
POSTAGE & DELIVERY	2,164.	2,164.
MEMBERSHIP AND DUES	1,552.	1,552.
MEALS	7,736.	7,736.
FUNDRAISING EXPENSES	86,267.	86,267.
MISCELLANEOUS	2,336.	3,032.
TOTALS	139,753.	140,449.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WFM STOCK OPTIONS	201,204.	201,204.
OTHER LT INVESTMENT SECURITIES	56,404.	56,404.
TOTALS	257,608.	257,608.

ATTACHMENT 8

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

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

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
LEE VALKENAAR 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0
PHILIP SANSONE 550 BOWIE STREET AUSTIN, TX 78703	PRESIDENT 1.00	0	0	0
ROBERTA LANG 550 BOWIE STREET AUSTIN, TX 78703	VP,ASST SECRETARY,TREASURER,DIRECTOR 1.00	0	0	0
PATRICIA YOST 550 BOWIE STREET AUSTIN, TX 78703	ASSISTANT SECRETARY 1.00	0	0	0
JOHN MACKEY 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0
GLENDA FLANAGAN 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
MICHAEL BESANCON 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0
JEFF TETER 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0
WALTER ROBB 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0
JOY STODDARD 550 BOWIE STREET AUSTIN, TX 78703	SECRETARY 1.00	0	0	0
SCOTT ALLSHOUSE 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0
KEN MEYER 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0

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			
WILL PARADISE 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR 1.00	0	0	0
	GRAND TOTALS			

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 550 BOWIE STREET AUSTIN, TX 78703	PROGRAM DIRECTOR 40.00	87,260.	10,768.	0
GENIE BOLDUC 550 BOWIE STREET AUSTIN, TX 78703	INTERNAL PROGRAMS 40.00	55,167.	7,562.	0
LAUREN EVANS 550 BOWIE STREET AUSTIN, TX 78703	MARKETING SPECIALIST 40.00	62,764.	8,479.	0
PHILIP SANSONE 550 BOWIE STREET AUSTIN, TX 78703	EXECUTIVE DIRECTOR 40.00	154,678.	16,634.	0
JOY STODDARD 550 BOWIE STREET AUSTIN, TX 78703	FUNDRAISING DIRECTOR 40.00	76,755.	10,625.	0
	TOTAL COMPENSATION	436,624.	54,068.	

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

ATTACHMENT 11

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BRIAN DOE 35585 SUFFOLK LANE PURCELLVILLE, VA 20132 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN AFRICA AND THE MIDDLE EAST.	FIELD PROGRAM MGMT	128,570.
EVAN LAMBERT 1803 ROMERIA DRIVE AUSTIN, TX 78757 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN LATIN AMERICA.	FIELD PROGRAM MGMT	113,144.
DANIEL ZOLTANI 43 PUGET DRIVE STEILACOOM, WA 98388 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN ASIA.	FIELD PROGRAM MGMT	109,020.
TOTAL COMPENSATION		350,734.

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASOCIACION CIVIL GUATEMALTECA GRAMEEN CREDIT PANAJACHEL GUATEMALA		GRANT FUNDING FOR OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN GUATEMALA.	3,550.
GRAMEEN AMERICA 1460 BROADWAY, 14TH FLOOR NEW YORK, NY 10036		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN AMERICA IN OMAHA, NE ($50,000), BROOKLYN, NY ($50,000), AND INDIANAPOLIS, IN ($50,000)	150,000.
PRO MUJER - ARGENTINA ESPANA 817 SALTA 4400 ARGENTINA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER ARGENTINA.	100,000.
GRAMEEN TRUST - INDIA GRAMEEN BANK BHAPAN, MIRPUR 2 DHAKA 1216 BANGLADESH		GRANT FUNDING FOR OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN INDIA.	212,603.
A GLIMMER OF HOPE - ETHIOPIA 3600 N CAPITAL OF TEXAS HWY, BLDG B, STE 330 AUSTIN, TX 78746		GRANT FUNDING FOR ONLENDING CAPITAL OF THE MICROFINANCE INSTITUTIONS OMI AND OSCCO IN ETHIOPIA.	175,000
MERCY CORPS - NEPAL 3015 SW FIRST AVENUE PORTLAND, OR 97201		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY NIRDHAN BANK IN THE EASTERN HIGHLANDS OF NEPAL	58,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SMALL ENTERPRISE DEVELOPMENT - THAILAND 21/50 LAK MUANG ROAD MUANG SURIN, 32000 THAILAND		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTIONS OPERATED BY SMALL ENTERPRISE DEVELOPMENT (SED) IN SURIN THAILAND	187,500.
GRAMEEN GHANA WATHERSON RESIDENTIAL AREA TAMALE GHANA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTIONS OPERATED BY GRAMEEN IN GHANA	100,000
ONE ACRE FUND BOX 482, BUNGOMA 50200, KENYA/TYAZO HEAD OFFICE NYAMASHEKE DISTRICT RWANDA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ONE ACRE FUND IN RWANDA ($133,739), KENYA ($168,800), AND BURUNDI ($100,000).	402,539.
CAURIE MICROFINANCE - SENEGAL BD MGR FRANCOIS XAVIER DIONE ESCALE NORD THIES BP· 3023 SENEGAL		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CAURIE MICROFINANCE IN SENEGAL	145,914.
PRO MUJER - MEXICO BENEFICIO DEL PATIO #100 FRACC REAL DE MINAS, PACHUCA DE SOTO HIDALGO, 42090 MEXICO		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER MEXICO	125,000.
INMAA - MOROCCO IMMEUBLE NAFOURA A, 2 EMEETAGE APPARTEMENT N2, KENITRA MAAMORA KENITRA, 14000		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY MICROLOAN FOUNDATION IN MOROCCO	123,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOROCCO			
MICROLOAN FOUNDATION - MALAWI COLLADO HOUSE, BOMA STREET P O BOX 491 KASUNGU MALAWI		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY MICROLOAN FOUNDATION IN MALAWI.	150,000
KOMIDA - INDONESIA JL MEKAR 03 A RT, 07 RW 04 TANJUNG BARAT, JAGAKARSA JAKARTA, 12530 INDONESIA		GRANT FUNDING FOR OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY KOMIDA IN INDONESIA.	17,397
PRO MUJER - PERU JR. LIBERTAD 345, TERCER PISO APARTADO POSTAL 545 PUNO PERU		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER PERU IN THE AREQUIPA REGION OF PERU.	270,000
FUNDACION PARAGUAYA DE COPPERACION Y DESARROLLO ESQUINA TENIENTE ESPINOZA #5589 ASUNCION PARAGUAY		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FUNDACION PARAGUAYA DE COOPERACION Y DESARROLLO IN PARAGUAY	76,800.
FONDO DE DESARROLLO MICROEMPRESARIAL - ECUADOR AV JAIME RIVADENEIRA 688 Y AV MARIANO ACOSTA IBARRA, IMBABURA ECUADOR		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FONDO DE DESARROLLO MICROEMPRESARIAL (FODEMI) ECUADOR	300,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASALA WEST BANK / GAZA P.O BOX 2316 RAMALLAH, WEST BANK PALESTINE		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PALESTINIAN BUSINESSWOMEN'S ASSOCIATION (ASALA) IN PALESTINE	150,000
KORET ISRAEL ECONCOMIC DEVELOPMENT FUNDS 35 SHAUL HAMELECH BLVD TEL AVIV 61333 ISRAEL		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY KORET ISRAEL ECONOMIC DEVELOPMENT FUNDS (KIEDF) IN ISRAEL	200,000
BANCO DE AHORRO Y CREDITO (ADOPEM) CALLE HERIBERTO PIETER NO 12 ENSANCHE NACO SANTO DOMINGO DOMINICAN REPUBLIC		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ADOPEM IN DOMINICAN REPUBLIC	100,000.
SMALL ENTERPRISE FOUNDATION - SOUTH AFRICA P.O. BOX 212 TZANEEN 850 SOUTH AFRICA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SMALL ENTERPRISE FOUNDATION (SEF) IN SOUTH AFRICA	150,000
NEGROS WOMEN FOR TOMORROW FOUNDATION 102 SAN SEBASTIAN/VERBENA STREETS BACOLOD CITY 6100 PHILIPPINES		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY NWTF IN THE PHILIPPINES	111,147.
GRAMEEN AVAL - COLOMBIA CRA 1 A BIS B ESTE NO 76 A 30 SUR BARRIO SANTA LIBRADA COLOMBIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN COLOMBIA	310,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRO MUJER - NICARAGUA ESTATUA DE LA MADRE 1 CUADRA AL OESTE, PARQUE SAN JUAN LEON, 52003 NICARAGUA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN NICARAGUA	150,000.
CHAMROEUN - CAMBODIA #42D, STREET 320 BOEUNG TRABEK PHNOM PENH 1113 CAMBODIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CHAMROEUN IN CAMBODIA.	200,000.
TAO YEU MAY (TYM FUND) - VIETNAM 20 THUY KHUE STREET, ROOM 304/305 HANOI VIETNAM		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY TYM IN VIETNAM	200,000.
BRAC - SIERRA LEONE 23 OLD LUMLEY ROAD, OFF SPUR ROAD WILBERFORCE FREE TOWN, WESTERN AREA, 232 SIERRA LEONE		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN SIERRA LEONE	167,000.
SOUTH PACIFIC BUSINESS DEVELOPMENT - SAMOA GROUND FLOOR, PACIFIC BUILDINGS PO BOX 1614 APIA SAMOA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SOUTH PACIFIC BUSINESS DEVELOPMENT (SPBD) IN SAMOA	200,000.
FUNDACION BANLGUALDAD - CHILE ORREGO LUCO 0140 SANTIAGO, PROVIDENCIA 4500000		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FUNDACION BANLGUALDAD IN CHILE	220,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILE			
GRAINE - BURKINA FASO S/C 01 OUAGADOUGOU BP 469 BURKINA FASO		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GROUP D'ACCOMPAGNEMENT A I, INVESTISSEMENT ET A I'EPARGNE (GRAINE) IN BURKINA FASO	107,000.
ENDA INTER-ARABE - TUNISIA 3 RUE EL AACHA CITE ETTADHAMEN ARIANA, 2041 TUNISIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ENDA INTER-ARABE (ENDA) IN TUNISIA	94,000.
BRAC - SRI LANKA 111 ANGULANA STATION ROAD COLOMBO SRI LANKA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN SRI LANKA	200,000
PRO MUJER - BOLIVIA AVENIDA HERNANDO SILES N 5411 ESQ CALLE 8, OBRAJES, LA PAZ MURILLO, 7338 BOLIVIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN BOLIVIA.	200,000.
CZWSDA - CHINA NO 1 ZHAOWUDA ROAD, HONGSHAN DISTR CHIFENG INNER MONGOLIA 24000 CHINA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CHIFENG ZHAOWUDA WOMEN'S SUSTAINABLE DEVELOPMENT ASSOCIATION (CZWSDA) IN CHINA	150,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BANCO DO POVO - BRAZIL RUA GRAO MOGOL, 650 - SION BELO HORIZONTE MINAS GERAIS BRAZIL		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BANCO DO POVO IN BRAZIL	100,000
GMPF - INDIA GRAMEEN BANK BHAPAN, MIRPUR 2 DHAKA BANGLADESH, 1216 INDIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN BANGLADESH	200,000.
BRAC - TANZANIA PLOT 2329 BLOCK H, MBEZI BEACH P.O BOX 105213 DAR ES SALAM TANZANIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN TANZANIA	150,581.
FAMA - HONDURAS BARRIO EL CENTRO, UNA CUADRA AL ESTE DEL PARQUE CENTRAL FLORES JUTICALPA, OLANCHO HONDURAS		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FAMA IN HONDURAS.	25,000
		TOTAL CONTRIBUTIONS PAID	5,982,031.

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FINCA - CONGO 1286 AVE TOMBALBAYE ENTREE AU COIN AVE COLONEL EBEYA-AVE HOPITAL BP 13447 CONGO (KINSHASA)		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FINCA IN THE DEMOCRATIC REPUBLIC OF CONGO	500,000.
BRAC - AFGHANISTAN HOUSE #43, LANE #4, BUTCHER STREET BAHRISTAN, KART-E-PARWAN KABUL AFGHANISTAN		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN AFGHANISTAN	500,000.
ASALA WEST BANK / GAZA P.O BOX 2316 RAMALLAH, WEST BANK PALESTINE		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ASALA IN PALESTINE.	300,000
KORET ISRAEL ECONOMIC DEVELOPMENT FUNDS - ISRAEL 35 SHAUL HAMELECH BLVD TEL AVIV 61333 ISRAEL		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY KORET ISRAEL ECONOMIC DEVELOPMENT FUNDS (KIEDF) IN ISRAEL	200,000
SMALL ENTERPRISE FOUNDATION - SOUTH AFRICA P O. BOX 212 TZANEEN 850 SOUTH AFRICA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SMALL ENTERPRISE FOUNDATION (SEF) IN SOUTH AFRICA	350,000
NEGROS WOMEN FOR TOMORROW FOUNDATION 102 SAN SEBASTIAN/VERBENA STREETS BACOLOD CITY 6100		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY NWTF IN THE PHILIPPINES	222,293

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILIPPINES			
GRAMEEN AVAL - COLOMBIA CRA 1 A BIS B ESTE NO 76 A SUR BARRIO SANTA LIBRADA COLOMBIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN AVAL IN COLOMBIA	190,000.
PRO MUJER - NICARAGUA ESTATUA DE LA MADRE 1 CUADRA AL OESTE, PARQUE SAN JUAN LEON, 52003 NICARAGUA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN NICARAGUA.	150,000
CHAMROEUN - CAMBODIA #42D, STREET 320 BOEUNG TRABEK PHNOM PENH 1113 CAMBODIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CHAMROEUN IN CAMBODIA	300,000
TAO YEU MAY - VIETNAM 20 THUY KHUE STREET, ROOM 304/305 HANOI VIETNAM		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY TAO YEU MAY (TYM) IN VIETNAM.	300,000.
GRAMEEN AMERICA 1101 15TH STREET NW WASHINGTON, DC 20005		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN IN OMAHA, NE ($200,000), BROOKLYN, NY ($50,000), AND INDIANAPOLIS, IN ($200,000)	450,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRAC - SIERRA LEONE 23 OLD LUMLEY ROAD, OFF SPUR ROAD WILBERFORCE FREETOWN, 232 SIERRA LEONE		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN SIERRA LEONE	333,000.
SOUTH PACIFIC BUSINESS DEVELOPMENT - SAMOA GROUND FLOOR, PACIFIC BUILDINGS BOX 1614 APIA SAMOA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SOUTH PACIFIC BUSINESS DEVELOPMENT (SPBD) IN SAMOA	300,000
FUNDACION BANLGUALDAD - CHILE ORREGO LUCO 0140 SANTIAGO, PROVIDENCIA 4500000 CHILE		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FUNDACION BANLGUALDAD IN CHILE	280,000
GRAINE - BURKINA FASO S/C 01 OUAGADOUGOU BP 469 BURKINA FASO		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GROUP D'ACCOMPAGNEMENT A I,INVESTISSEMENT ET A I'EPARGNE (GRAINE) IN BURKINA FASO	375,000
ENDA INTER-ARABE - TUNISIA 3 RUE EL AACHA, CITE ETTADHAMEN ARIANA 2041 TUNISIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ENDA INTER-ARABE (ENDA) IN TUNISIA	401,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRO MUJER - PERU JR. LIBERTAD 345 TERCER PISO AP 545 PUNO PERU		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN PERU	300,000.
BRAC - SRI LANKA 111 ANGULANA STATION ROAD COLOMBO SRI LANKA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN SRI LANKA.	300,000
ONE ACRE FUND BOX 482, BUNGOMA, 50200 KENYA/TYAZO HEAD OFFICE NYAMASHEKE DISTRICT RWANDA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ONE ACRE FUND (OAF) IN KENYA ($331,200) AND BURUNDI ($203,000).	534,200
PRO MUJER - BOLIVIA AVENIDA HERNANDO SILES N 5411, ESQ CALLE 8, OBRAJES, PLANTA BAJA LA PAZ, MURILLO, 7338 BOLIVIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN BOLIVIA	400,000
CZWSDA - CHINA NO 1 ZHAOWUDA ROAD HONGSHAN DISTR CHIFENG INNER MONGOLIA 24000 CHINA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CHIFENG ZHAOWUDA WOMEN'S SUSTAINABLE DEVELOPMENT ASSOCIATION (CZWSDA) IN CHINA	150,000.
BANCO DO POVO - BRAZIL RUA GRAO MOGOL, 650 - SION BELO HORIZONTE MINAS GERAIS		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BANCO DO POVO IN BRAZIL	200,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRAZIL			
GRAMEEN TRUST - BANGLADESH GRAMEEN BANK BHAPAN, MIRPUR 2 DHAKA 1216 BANGLADESH		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN BANGLADESH	300,000
BRAC - TANZANIA PLOT 2329, BLOCK H MBEZI BEACH PO BOX 105213 DAR ES SALAAM TANZANIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN TANZANIA	345,484
FAMA - HONDURAS BARRIO EL CENTRO, UNA CUADRA AL ESTE DEL PARQUE CENTRAL FLORES JUTICALPA, OLANCHO HONDURAS		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FAMA IN HONDURAS.	275,000
		TOTAL CONTRIBUTIONS APPROVED	7,955,977

Whole Planet Foundation
EIN 20-2376273

Expenditure Responsibility Statement
Statement Required by Reg 53 4945 5(d)
Tax Year 2010 January 1st 2011 - December 31st 2011

Grantee's Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Asociacion Civil - Guatemalteca Grameen Credit - ACGGC	Panajachel Guatemala	01/03/2011 04/05/2011 07/05/2011 10/19/2011	$3,550 00	The Foundation provided $3,550 in grant funding in the current tax year for operating expenses of the microfinance institution operated by Grameen	$ 3,550	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Grameen Trust - India / Microfinance Initiative Grameen	Kerala, India Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	04/03/2011	$212,603 00	The grantee carried over $2,611 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen The Foundation provided $212,603 in grant funding in the current tax year for operating expenses of the microfinance institution operated by Grameen	$ 215,214	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	1/14/11 3/16/11 5/4/11 6/15/11 7/4/11 9/12/11 10/3/11 10/12/11 10/31/11 12/15/11 1/3/12	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
A Glimmer of Hope / OCSSCO - Ethiopia	3600 N Capital of Texas Hwy Bldg B, Suite 330 Austin, TX 78746	8/30/2011	$175,000 00	The Foundation provided $175,000 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	$ 175,000	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	April 2011 Quarterly Report and Close Out Report July 2011	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
KOMIDA - Indonesia (formerly Grameen)	JL Mekar No 03 A RT 07 RW 04 Tanjung Barat, Jagakarsa Jakarta 12530 Indonesia	04/03/2011 07/14/2011	$17,397 00	The grantee carried over $212,603 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by KOMIDA The Foundation provided $17,397 in grant funding in the current tax year for operating expenses of the microfinance institution operated by Komida	$ 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	6/29/11 7/22/11 10/31/11 11/2/2011 12/9/11 1/31/12	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Mercy Corps - Nepal	3015 SW First Ave Portland, OR 97201	09/08/2011	$58,000 00	The Foundation provided $58,000 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	$ 51,201	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	2/4/11 5/4/11 6/29/11 8/3/11 8/29/11 12/13/11 11/16/11	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Small Enterprise Development (SED) - Thailand	21/50 Lak Muang Road Muang Surin 32000 Thailand	05/10/2011	$187,500 00	The Foundation provided $187,500 in PRI 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	3/25/11 6/30/11 7/29/2011 10/27/11 1/27/12	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee

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Grantee's Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Pro Mujer - Peru	Jr Libertad 345 Tercer Piso Puno Puno Apartado Postal 545 Peru	01/11/2011	$70,000 00	The Foundation provided $70,000 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	$ 70,000	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Additionally a Field Project review and site visit was conducted in May 2011
Pro Mujer - Argentina	España 817 Salta Salta 4400 Argentina	11/08/2011	$100,000 00	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	$ 84,355	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Grameen Ghana	Watherson Residential Area, Tamale, Ghana	06/22/2011	$100,000 00	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 Grameen in Ghana	$ 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	April 2011, August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
One Acre Fund (OAF) - Rwanda	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	10/04/2011	$133,739 00	The Foundation provided $133,739 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by One Acre Fund in Rwanda	$ 119,319	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	April 2011, August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Caurie MF Senegal	BD MGR Francois Xavier Dione Escale Nord Thies BP 3023 Senegal	10/04/2011	$145,914 00	The Foundation provided $145,914 in PRI 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 Caurie Microfinance in Senegal	$ 145,914	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	April 2011, August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Site visit was conducted in October 2011
Pro Mujer - Mexico	Beneficio del Patio #100 Fracc Real de Minas Pachuca de Soto Hidalgo 42090 Mexico	08/05/2011	$125,000 00	The grantee carried over $121,347 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer Mexico The Foundation provided $125,000 in grant 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 Pro Mujer Mexico	$ 246,347	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Additionally a Field Project review and site visit was conducted in January 2012

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Grantee's Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Institution Marocaine d'Appui a la Micro-entreprise (INMAA) - Morocco	Angle Rue Maâmora et Rue Reine Elizabeth II, Immeuble Nafoura A, 2ème étage, Appartement N°2, Kénitra Maâmora Kénitra Kénitra 14000 Morocco	11/04/2011	$123,000 00	The Foundation provided $123,000 in PRI 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 Microloan Foundation in Morocco	$ 121,064	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	April 2011, August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Site visit was conducted in October 2011
Microloan Foundation (MLF) - Malawi	Collado House, Boma St P O Box 491, Kasungu, Malawi	12/12/2011	$150,000 00	The Foundation provided $150,000 in grant funding in the current tax year for onlending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Malawi	$ 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	April 2011, August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Site visit was conducted in February 2012
Fundación Paraguaya - Paraguay	Manuel Blinder, Esquina Teniente Espinoza #5589 Asuncion Paraguay	01/11/2011	$76,800 00	The Foundation provided $76,800 in PRI 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 Fundacion Paraguaya de Cooperacion y Desarrollo in Paraguay	$ 76,800	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Additionally a Field Project review and remote project review was conducted in September 2011
Fondo de Desarrollo Microempresarial (FODEMI) - Ecuador	AV Jaime Rivadeneira 688 y Av Mariano Acosta Ibarra Imbabura Ecuador	01/18/2011 08/19/2011	$300,000 00	The Foundation provided $300,000 in PRI 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 FODEMI Ecuador	$ 277,919	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Additionally a Field Project review and remote project review was conducted in August 2011
Palestinian Businesswomen's Association (ASALA) - West Bank / Gaza (Palestine)	2nd floor Issa El Tawil Bld'g Al Mobaden St, Irsal P O Box 2316 Ramallah West Bank Palestine	05/16/2011	$150,000 00	The Foundation Board has approved $450,000 and provided $150,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by ASALA in Palestine	$ 116,100	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee

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Grantee's Name	Grantee's Address	Dates of Grant In Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Koret Israel Economic Development Funds (KIEDF) - Israel	35 Shaul Hamelech Blvd Tel Aviv 61333 Israel	05/16/2011	$200,000 00	The Foundation Board has approved $400,000 and provided $200,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by Kiedf in Israel	$ 200,000	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Banco de Ahorro y Crédito (ADOPEM) - Dominican Republic	Calle Heriberto Pieter No 12 Ensanche Naco Santo Domingo Dominican Republic	05/18/2011	$100,000 00	The Foundation Board has approved $300,000 and provided $100,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by ADOPEM in Dominican Republic	$ 91,001	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Additionally a Field Project review and site visit was conducted in March 2012
Small Enterprise Foundation (SEF) - South Africa	P O Box 212 Tzaneen 850 South Africa	05/26/2011	$150,000 00	The Foundation Board has approved $500,000 and provided $150,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by SEF in South Africa	$ 120,666	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Negros Women for Tomorrow Foundation (NWTF) - Philippines	102 San Sebastian/Verbena Streets Bacolod City 6100 Philippines	06/07/2011	$111,147 00	The Foundation Board has approved $333,440 and provided $111,147 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by NWFT in the Philippines	$ 111,147	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	8/4/11 10/11/12 10/14/11 1/27/12	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Grameen Aval - Colombia	Cra 1ª A Bis B Este No 76 A 30 Sur, Barrio Santa Ubrada	06/10/2011 10/21/2011	$310,000 00	The Foundation Board has approved $500,000 and provided $310,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by Grameen Trust in Colombia	$ 196,355	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Additionally a Field Project review and site visit was conducted in May 2012
Pro Mujer - Nicaragua (G2)	Estatua de la Madre, 1 cuadra al oeste Parque San Juan León León 52003 Nicaragua	07/01/2011	$150,000 00	The Foundation Board has approved $300,000 and provided $150,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer in Nicaragua	$ 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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Additionally a Field Project review and site visit was conducted in January 2012

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Grantee's Name	Grantee's Address	Dates of Grant In Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Chamroeun - Cambodia	#42D, street 320Boeung Trabek Phnom Penh 1113 Cambodia	07/05/2011	$200,000 00	The Foundation Board has approved $500,000 and provided $200,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by Chamroeun in Cambodia	$ 200,000	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	9/19/11 10/28/2011 12/1/11 1/9/12	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Tao Yeu May (TYM Fund) - Vietnam	20 Thuy Khue St, Room 304/305 Hanoi Vietnam	07/06/2011	$200,000 00	The Foundation Board has approved $500,000 and provided $200,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by TYM in Vietnam	$ 154,035	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	7/21/2011 10/31/11 11/3/11 2/3/12	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Grameen America - Omaha	1460 Broadway 14th Floor New York, NY 10036	07/20/2011	$50,000 00	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 Omaha NB	0	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 2011, February 2012	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
BRAC - Sierra Leone	23 Old Lumley Road, Off Spur Road, Wilberforce Freetown Western Area 232 Sierra Leone	07/22/2011	$167,000 00	The Foundation Board has approved $500,000 and provided $167,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by BRAC in Sierra Leone	$ 109,577	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
South Pacific Business Development (SPBD) - Samoa	Ground Floor, Pacific Buildings Saleufi PO Box 1614 Apia Samoa	07/25/2011	$200,000 00	The Foundation Board has approved $500,000 and provided $200,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by SPBD in Samoa	$ 200,000	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	4/30/11 8/3/11 10/26/11 2/7/12	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Fundación Banigualdad - Chile	Orrego Luco 0140 Santiago Providencia 4500000 Chile	07/25/2011	$220,000 00	The Foundation Board has approved $500,000 and provided $220,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by Fundación Banigualdad in Chile	$ 39,814	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Additionally email correspondence and skype telephone calls have been help Site visit scheduled for July 2012

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Grantee's Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
GRoupe d'Accompagnement à l'INvestissement et à l'Epargne (GRAINE) - Burkina Faso	S/c 01 Ouagadougou BP 469 Burkina Faso	08/12/2011	$107,000 00	The Foundation Board has approved $482,000 and provided $107,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by GRAINE in Burkina Faso	$ 70,560	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Enda Inter-Arabe (ENDA) Tunisia	3 rue El Aâcha Cité Ettadhamen Ariana 2041 Tunisia	08/18/2011	$94,000 00	The Foundation Board has approved $495,000 and provided $94,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by ENDA in Tunisia	$ 94,000	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Pro Mujer - Peru (G2)	Jr Libertad 345 Tercer Piso Puno Puno Apartado Postal 545 Peru	09/02/2011	$200,000 00	The Foundation Board has approved $500,000 and provided $300,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by Pro mujer in Peru	$ -	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Site visit is scheduled for June 2012
BRAC - Sri Lanka	111, Angulana Station Road Colombo Sri Lanka	09/14/2011	$200,000 00	The Foundation Board has approved $500,000 and provided $300,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by BRAC in Sri Lanka	$ -	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	1/29/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Grameen America - Brooklyn	1460 Broadway 14th Floor New York, NY 10036	09/15/2011	$50,000 00	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 Brooklyn NY	$ -	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	2/1/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Grameen America - Indianapolis	1460 Broadway 14th Floor New York, NY 10036	09/15/2011	$50,000 00	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 Indianapolis IN	$ -	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	2/1/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee.
One Acre Fund (OAF) - Kenya (G2)	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	09/28/2011	$168,800 00	The Foundation Board has approved $500,000 and provided $168,800 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by OAF in Kenya	$ -	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee

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Grantee's Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
One Acre Fund (OAF) - Burundi	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	10/20/2011	$100,000 00	The Foundation Board has approved $303,000 and provided $100,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by OAF in Burundi	$ -	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Pro Mujer - Bolivia (G2)	Avenida Hernando Siles N° 5411, Esq Calle 8, Obrajes, Edificio Ignacio de Loyola, Planta Baja La Paz Murillo 7338 Bolivia	10/31/2011	$200,000 00	The Foundation Board has approved $600,000 and provided $200,000 in PRI funding in 2011 for onlending capital and operating expenses of the microfinance Institution operated by Pro mujer in Bolivia	$ 197,419	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Site visit is scheduled for June 2012
Chifeng Zhaowuda Women's Sustainable Development Association (CZWSDA) - China	No 1 Zhaowuda Road Hongshan District Chifeng Inner Mongolia 24000 China, People's Republic of	10/19/2011	$150,000 00	The Foundation Board has approved $300,000 and provided $150,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by CZWSDA in China	$ 43,333	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	8/15/11 1/31/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
Banco Do Povo - Brazil	Rua Grão Mogol, 650 - Sion Belo Horizonte Minas Gerais Brazil	11/18/2011	$100,000 00	The Foundation Board has approved $300,000 and provided $100,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by Banco Do Povo in Brazil	$ 25,008	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Site visit is scheduled for Q4 2012
Grameen Motsho O Pashusampad Foundation (GMPF)	Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	11/25/2011	$200,000 00	The Foundation Board has approved $500,000 and provided $200,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by Grameen Trust in Bangladesh	$ -	To the knowledge of the Foundation, and based on direct participation with the Grantee, no part has been used for other than its intended purposes	10/4/2011	The Foundation verified that there was no diversion of Grant Funding by reviewing quarterly reports of grant utilization by The Grantee
BRAC - Tanzania	Plot 2329, Block H Mbezi Beach PO Box 105213 Dar es Salaam Tanzania	12/13/2011	$150,581 00	The Foundation Board has approved $496,065 and provided $150,581 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by BRAC in Tanzania	$ -	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	August 2011, October 2011, February 2012 Quarterly Reports	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee

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Tax Year 2010 January 1st 2011 - December 31st 2011

Grantee's Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
FAMA - Honduras (G2)	Barrio el centro, una cuadra al este del parque central flores Juticalpa Olancho Honduras	12/16/2011	$25,000 00	The Foundation Board has approved $300,000 and provided $25,000 in grant funding in 2011 for onlending capital and operating expenses of the microfinance institution operated by FAMA in Honduras	$ -	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	3/31/2011 6/30/2011 9/30/2011 12/31/11	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee Site visit was conducted in May 2012

ATTACHMENT 14

Form **8868** (Rev January 2012) 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.

Electronic filing (*e-file*) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions WHOLE PLANET FOUNDATION	[X] Employer identification number (EIN) or 20-2376273
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 550 BOWIE STREET	[ ] Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions AUSTIN, TX 78703	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0][4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 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**	$ 432.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions -- paid via EFT	**3c**	$ 432.

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 1-2012)

JSA 1F8054 4 000