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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, 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) ▶ $ 8,487,856.

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)	10,493,420.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,063.	21,063.	21,063.	ATCH 1
	4 Dividends and interest from securities	24,523.	24,523.	24,523.	ATCH 2
	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) ATCH 3	16,654.	16,654.	16,654.	
	12 **Total.** Add lines 1 through 11	10,555,660.	62,240.	62,240.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	610,730.			610,730.
	15 Pension plans, employee benefits	107,962.			107,962.
	16a Legal fees (attach schedule) ATCH 4	22,630.			22,630.
	b Accounting fees (attach schedule) ATCH 5	78,915.			78,915.
	c Other professional fees (attach schedule) *	481,504.	200.	200.	481,504.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	432.	432.	432.	432.
	19 Depreciation (attach schedule) and depletion	3,665.			
	20 Occupancy	31,036.			31,036.
	21 Travel, conferences, and meetings	120,331.			120,331.
	22 Printing and publications	4,736.			4,736.
	23 Other expenses (attach schedule) ATCH 8	238,969.			238,969.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,700,910.	632.	632.	1,697,245.
	25 Contributions, gifts, grants paid	7,326,656.			7,326,656.
	26 **Total expenses and disbursements** Add lines 24 and 25	9,027,566.	632.	632.	9,023,901.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,528,094.			
	b **Net investment income** (if negative, enter -0-)		61,608.		
	c **Adjusted net income** (if negative, enter -0-)			61,608.	

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JSA **For Paperwork Reduction Act Notice, see instructions** *ATCH 6 Form **990-PF** (2012)

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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	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	5,183,880.	5,651,882.	5,651,882.
3	Accounts receivable ▶ 78,359. Less allowance for doubtful accounts ▶	74,080.	78,359.	78,359.
4	Pledges receivable ▶ 780,299. Less allowance for doubtful accounts ▶	1,252,454.	780,299.	780,299.
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) ATCH 9		1,731,196.	1,731,196.
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 ▶ 63,838. Less accumulated depreciation (attach schedule) ▶ 56,089.	11,742.	7,749.	7,749.
15	Other assets (describe ▶ ATCH 10)	257,608.	238,371.	238,371.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,779,764.	8,487,856.	8,487,856.
Liabilities				
17	Accounts payable and accrued expenses		35,326.	
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	35,326.	
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	5,841,319.	7,864,122.	
25	Temporarily restricted	925,352.	588,405.	
26	Permanently restricted	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)	6,779,764.	8,452,527.	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,779,764.	8,487,853.	

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	6,779,764.
2	Enter amount from Part I, line 27a	2	1,528,094.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	144,669.
4	Add lines 1, 2, and 3	4	8,452,527.
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	8,452,527.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c) (see 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))
2011	7,300,072.	7,135,964.	1.022997
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

2	Total of line 1, column (d)	2	4.084038
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	0.816808
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,111,598.
5	Multiply line 4 by line 3	5	7,442,426.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	616.
7	Add lines 5 and 6	7	7,443,042.
8	Enter qualifying distributions from Part XII, line 4	8	9,023,901.

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 ▶ [X] and enter 1% of Part I, line 27b		1	616.
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	616.
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	616.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,245.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,245.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	9.
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	620.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 620. **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 Instructions for the 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 12			
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 2012 or the taxable year beginning in 2012 (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 2012, 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

			Yes	No
	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			
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 ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	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 2012?	4b		X

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

			Yes	No
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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No *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? *If "Yes" to 6b, file Form 8870*	6b		X
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
ATCH 13		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
ATCH 14		514,807.	13,904.	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
ATCH 15		459,161.
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	9,023,899.
2 THEY CAN USE TO START THEIR OWN SMALL BUSINESSES. FUNDS IN 2012 SUPPORTED AN EXPANSION OF THE MICROLENDING PROGRAMS IN 54 COUNTRIES, INCLUDING THE UNITED STATES, AND SPANNING	
3 MULTIPLE CONTINENTS INCLUDING AFRICA, ASIA, NORTH AMERICA,AND SOUTH AMERICA. AS OF DECEMBER 31, 2012, OUR PROJECTS HAVE SUPPORTED OVER 250,000 BORROWERS AND HAVE	
4 DISBURSED OVER $190 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 . . . ▶	

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	1,134,274.
b	Average of monthly cash balances	1b	7,011,302.
c	Fair market value of all other assets (see instructions)	1c	1,104,777.
d	**Total** (add lines 1a, b, and c)	1d	9,250,353.
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	9,250,353.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	138,755.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,111,598.
6	**Minimum investment return.** Enter 5% of line 5	6	455,580.

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 2012 from Part VI, line 5 2a		
b	Income tax for 2012 (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	9,023,901.
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	9,023,901.
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	616.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,023,285.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $				
a Applied to 2011, 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 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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	61,608.	21,612.	20,918.	9,449.	113,587.
b 85% of line 2a	52,367.	18,370.	17,780.	8,032.	96,549.
c Qualifying distributions from Part XII, line 4 for each year listed	9,023,901.	7,300,072.	4,728,364.	3,127,865.	24,180,202.
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	9,023,901.	7,300,072.	4,728,364.	3,127,865.	24,180,202.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets	8,487,856.	6,779,764.	5,375,235.	4,424,304.	25,067,159.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	8,487,856.	6,779,764.	5,375,234.	4,424,303.	25,067,157.
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	303,720.	237,865.	182,083.	125,661.	849,329.
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)	10,493,420.	8,416,152.	5,743,567.	4,256,965.	28,910,104.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)	8,143,367.	6,782,113.	4,114,463.	2,880,193.	21,920,136.
(3) Largest amount of support from an exempt organization					
(4) Gross investment income	62,240.	21,612.	20,918.	9,449.	114,219.

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 or e-mail 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*				
ATCH 16				
Total . . . . ▶ **3a**				7,326,656.
b *Approved for future payment*				
ATCH 17				
Total . . . . ▶ **3b**				5,255,140.

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	21,063.	
4 Dividends and interest from securities			14	24,523.	
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 ATCH 18			18	16,654.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				62,240.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 62,240.

(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	

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] 8/7/13 Asst. 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

2012

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	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ITO EN 45 MAIN STREET BROOKLYN, NY 11201	$ 75,000.	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	$ 2,345,914.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	SEVENTH GENERATION 60 LAKE STREET BURLINGTON, VT 05401	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	PEPSICO, NAKED JUICE 700 ANDERSON HILL PURCHASE, NY 10577	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	LATE JULY 3166 MAIN STREET BARNSTABLE, MA 02630	$ 16,448.	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	CAFE SPICE, ZAIKA FLAVORS OF INDIA 677 LITTLE BRITAIN ROAD NEW WINDSOR, NY 12553	$ 41,995.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8	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.)
9	SAMBAZON INC. 1160 CALLE CORDILLERA SAN CLEMENTE, CA 92673	$ 7,103.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
10	GENJI, INC. 1500 JOHN F. KENNEDY BLVD, STE 725 PHILADELPHIA, PA 19102	$ 13,967.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
11	TDT MEDIA 495 BROOME STREET, FL3 NEW YORK, NY 10013	$ 14,180.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
12	GARDEN OF LIFE 5500 VILLAGE BLVD, STE 202 WEST PALM BEACH, FL 33407	$ 41,513.	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	STONYFIELD FARMS 10 BURTON DRIVE LONDONDERRY, NH 03053	$ 14,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
14	GUAYAKI 6782 SEBASTOPOL AVENUE SEBASTOPOL, CA 95472	$ 5,823.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
15	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.)
16	VAN'S INTERNATIONAL 3285 EAST VERNON AVENUE VERNON, CA 90058	$ 12,737.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
17	VITAL FARMS 4507 BRANDT ROAD AUSTIN, TX 78744	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
18	SR MAX SHOES 2701 PATTERSON STREET GREENSBORO, NC 27407	$ 7,530.	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	ODWALLA 1205 S. PLATTE RIVER DRIVE #106 DENVER, CO 80223	$ 17,697.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
20	NATURE'S PATH FOODS 9100 VAN HORNE WAY V6X 1W3 RICHMOND BC CANADA	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
21	ALLEGRO COFFEE 12799 CLAUDE COURT THORTON, CO 80241	$ 88,643.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
22	HAIN CELESTIAL GROUP 58 SOUTH SERVICE ROAD, SUITE 250 MELIVILLE, NY 11747	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
23	ONESOURCE DISTRIBUTION 401 EAST 124TH AVE THORNTON, CO 80241	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
24	DIAMOND FOODS 1050 S DIAMOND ST STOCKTON, CA 95205	$ 30,000.	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	PROBAR 4752 W. CALIFORNIA AVE STE 1000 SALT LAKE CITY, UT 84104	$ 23,085.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
26	STEAZ - HEALTHY BEVERAGE CO 329B S. MAIN STREET DOYLESTOWN, PA 18901	$ 21,358.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
27	NELSON'S 21 HIGH STREET STE 302 NORTH ANDOVER, MA 01845	$ 21,207.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
28	ZEVIA 10200 CULVER BLVD CULVER CITY, CA 90232	$ 20,147.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
29	SMALL PLANET FOODS PO BOX 9452 MINNEAPOLIS, MN 55440	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
30	ALEXIA 8701 W GAGE BLVD KENNEWICK, WA 99336	$ 15,000.	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	TANDOOR CHEF, DEEP FOODS 1090 SPRINGFIELD RD UNION, NJ 07083	$ 14,208.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
32	METHOD 637 COMMERCIAL ST STE 300 SAN FRANCISCO, CA 94111	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
33	THE REPUBLIC OF TEA 5 HAMILTON LANDING STE 100 NOVATO, CA 94949	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
34	TOM'S OF MAINE 302 LAFAYETTE CENTER KENNEBUNK, ME 04043	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
35	MUIR GLEN PO BOX 18932 DENVER, CO 80218	$ 9,046.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
36	MS DAIRIES BITRUHALS 1 110 REYKJAVIK ICELAND	$ 8,707.	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	THREE SISTERS PO BOX 1025 LAKEVILLE, MN 55044	$ 8,549.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
38	PRESENCE MARKETING 12 EXECUTIVE COURT STE 1 SOUTH BARINGTON, IL 60010	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
39	NASOYA ONE NEW ENGLAND WAY AYER, MA 01432	$ 7,228.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
40	ILLY ISSIMO 521 LAKE KATHY DR. BRANDON, FL 33510	$ 7,200.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
41	POPCHIPS 550 MONTGOMERY TREE STE 925 SAN FRANCISCO, CA 94111	$ 6,954.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
42	FIJI WATER 109 HAYSTACK LN SNOWMASS, CO 81654	$ 6,294.	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
43	KIT'S ORGANIC 1451 66TH ST EMERYVILLE, CA 94608	$ 5,807.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
44	IF YOU CARE 140 SYLVAN AVE ENGLEWOOD CLIFFS, NJ 07632	$ 5,297.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
45	VITAMIN WATER PO BOX 1734 ATLANTA, GA 30301	$ 5,081.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
46	DR. BRONNER'S MAGIC SOAPS 4224 SOUTH 133RD ST OMAHA, NE 68137	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
47	FRONTIER 3021 78TH ST NORWAY, IA 52318	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
48	NANCY'S YOGURT 29440 AIRPORT RD EUGENE, OR 97402	$ 5,000.	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
49	ORGANIC VALLEY ONE ORGANIC WAY LA FARGE, WI 54639	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
50	NAKED JUICE 1333 S MAYFLOWER AVE STE 100 MONROVIA, CA 91016	$ 50,000.	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)
		$	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		21,063.	21,063.	21,063.
	TOTAL	21,063.	21,063.	21,063.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDEND INCOME	24,523.	24,523.	24,523.
TOTAL	24,523.	24,523.	24,523.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
REALIZED GAIN ON INVESTMENTS	16,654.	16,654.	16,654.
TOTALS	16,654.	16,654.	16,654.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	22,630.			22,630.
TOTALS	22,630.			22,630.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		78,915.			78,915.
	TOTALS	78,915.			78,915.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	22,343.	200.	200.	22,343.
FIELD PROGRAM MANAGEMENT	459,161.			459,161.
TOTALS	481,504.	200.	200.	481,504.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAXES	432.	432.	432.	432.
TOTALS	432.	432.	432.	432.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
WEBSITE DESIGN AND MAINTENANCE	15,497.	15,497.
MARKETING	1,353.	1,353.
PROCESSING FEES	1,083.	1,083.
COMMUNICATION EXPENSE	15,394.	15,394.
SUPPLIES	14,335.	14,335.
POSTAGE & DELIVERY	3,937.	3,937.
MEMBERSHIP AND DUES	14,174.	14,174.
MEALS	11,735.	11,735.
FUNDRAISING EXPENSES	138,959.	138,959.
MISCELLANEOUS	17,962.	17,962.
LICENSES, FEES & PERMITS	4,540.	4,540.
TOTALS	238,969.	238,969.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD INVESTMENT	1,731,196.	1,731,196.
TOTALS	1,731,196.	1,731,196.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WFM STOCK OPTIONS	238,371.	238,371.
TOTALS	238,371.	238,371.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS		144,669.
	TOTAL	144,669.

ATTACHMENT 12

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 13

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

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
JEFF TETER 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
WALTER ROBB 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
JOY STODDARD 550 BOWIE STREET AUSTIN, TX 78703	SECRETARY	0	0	0
SCOTT ALLSHOUSE 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
WILL PARADISE 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
JEFF TURNAS 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
AC GALLO 550 BOWIE STREET AUSTIN, TX 78703	DIRECTORS	0	0	0
	GRAND TOTALS			

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
PHILIP SANSONE 550 BOWIE ST AUSTIN, TX 78703	EXECUTIVE DIRECTOR 40.00	187,267.	6,179.	0
JOY STODDARD 550 BOWIE STREET AUSTIN, TX 78703	FUNDRAISING DIRECTOR 40.00	89,264.	2,575.	0
STEVE WANTA 550 BOWIE STREET AUSTIN, TX 78703	PROGRAM DIRECTOR 40.00	97,690.	2,575.	0
LAUREN EVANS 550 BOWIE STREET AUSTIN, TX 78703	MARKETING SPECIALIST 40.00	69,864.	2,575.	0
JOHN KLONINGER 5550 BOWIE STREET AUSTIN, TX 78703	FINANCE DIRECTOR 40.00	70,722.	0	0
	TOTAL COMPENSATION	514,807.	13,904.	

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

ATTACHMENT 15

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	161,067.
EVAN LAMBERT 1803 ROMERIA DRIVE AUSTIN, TX 78757 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN LATIN AMERICA.	FIELD PROGRAM MGMT	142,930.
DANIEL ZOLTANI 43 PUGET DRIVE STEILACOOM, WA 98388 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN ASIA.	FIELD PROGRAM MGMT	155,164.
TOTAL COMPENSATION		459,161.

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

ATTACHMENT 16

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 ($100,000), BROOKLYN, NY ($50,000), INDIANAPOLIS, IN ($100,000), AND BAY AREA ($50,000)	300,000
GRAMEEN GHANA WATHERSON RESIDENTIAL AREA TAMALE GHANA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTIONS OPERATED BY GRAMEEN IN GHANA	300,000
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 ($289,291), KENYA ($179,300), AND BURUNDI ($99,592)	568,183
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	194,552
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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INMAA - MOROCCO IMMEUBLE NAFOURA A, 2 EMEETAGE APPARTEMENT N2, KENITRA MAAMORA KENITRA, 14000 MOROCCO		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY MICROLOAN FOUNDATION IN MOROCCO.	123,000
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 RAYA LENTENG AGUNA KM 3 NO.10 12610 AGUNG, JAGAKARSA JAKARTA INDONESIA		GRANT FUNDING FOR OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY KOMIDA IN INDONESIA	230,000.
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	120,000.
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	100,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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.	205,882
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
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.	150,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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	150,000
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	150,000
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	160,000
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	168,272
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	150,000
CZWSDA - CHINA NO 1 ZHAOWUDA ROAD, HONGSHAN DISTR CHIFENG INNER MONGOLIA 24000		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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHINA			
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	37,500
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	200,000
WFDF - LAOS BAN PHONETHAN NUA, SAYSETHA DISTRIC VIENTIANE LAOS		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY WOMEN AND FAMILY DEVELOPMENT FUND IN LAOS	100,000
PAMF - MADAGASCAR 1,LALANA SOLOMBAVAMBAHOAKA FRANTSAY ANTSAHAVOLA ANTANANARIVO MADAGASCAR		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PAMF IN MADAGASCAR	100,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FINCA - DEMOCRATIC REPUBLIC OF CONGO 1286 AVENUE TOMBALBAYE KINSHASA CONGO (KINSHASA)		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FINCA IN THE DEMOCRATIC REPUBLIC OF CONGO	100,000
MICROFINANZAS DEL URUGUAY SA 3095 CENTENARIO Y LUIS DE HERRERA CP 11600 MONTEVIDEO URUGUAY		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY MICROFINANZAS DEL URUGUAY SA. SAMOA	100,000
SOUTH PACIFIC BUSINESS DEVELOPMENT - TONGA PO BOX NO 21 NUKU'ALOFA TONGA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SOUTH PACIFIC BUSINESS DEVELOPMENT (SPBD) IN TONGA	143,860
FONKOZE - HAITI 50 F ST NW SUITE 810 WASHINGTON, DC 20001		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FONKOZE IN HAITI ($250,000) AND FONKOZE HAITI DEEP DIVE ($500,000)	750,000
OCSSCO - ETHIOPIA PO BOX 19853 ADDIS ABABA ETHIOPIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY OCSSCO IN ETHIOPIA	250,000
BRAC - UGANDA PLOT-90 BUSINIRI ZONE NYANAMA KAMPALA UGANDA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN UGANDA DEEP DIVE SAMOA	476,000

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CASHPOR - INDIA N-7/1-R-9 DLW-BHU ROAD, BHIKARIPUR 221001 VARANASI UTTAR PRADESH INDIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CASHPOR IN INDIA SAMOA	500,000
ACRG - COSTA RICA GUACIMO LIMON PROVINCE COSTA RICA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ASOCIACION COSTA RICA GRAMEEN (ACRG) IN COSTA RICA	459,710
		TOTAL CONTRIBUTIONS PAID	7,326,656.

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

ATTACHMENT 17

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		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN NICARAGUA	675,000
GRAMEEN AMERICA 1460 BROADWAY 14TH FLOOR NEW YORK, NY 10036		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN AMERICA IN OAKLAND / SAN FRANCISCO ($200,000), CHARLOTTE ($250,000) AND LOS ANGELES ($250,000)	700,000
WFDF - LAOS BAN PHONETHAN NUA, SAYSETHA DISTRIC VIENTIANE LAOS		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY WFDF IN LAOS	200,000
PAMF - MADAGASCAR 1, LALANA SOLOMBAVAMBAHOAKA ANTANANARIVO MADAGASCAR		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PAMF IN MADAGASCAR	400,000.
SPBD - MICROFINANCE LIMITED P O BOX NO 21 NUKU'ALOFA TONGA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SPBD IN TONGA	156,140.
GRAMEEN - GHANA WATHERSON RESIDENTIAL AREA TAMALE GHANA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN IN GHANA	300,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FONKOZE - HAITI 50 F ST NW SUITE 810 WASHINGTON, DC 20001		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FONKOZE IN HAITI	250,000
OCSSCO - ETHIOPIA P O BOX 19853 ADDIS ABABA ETHIOPIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY OCSSCO IN ETHIOPIA	250,000
BRAC - UGANDA PLOT-30, OFF ENTEBBE ROAD KAMPALA UGANDA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN UGANDA	524,000
FONKOZE - HAITI 50 F ST NW SUITE 810 WASHINGTON, DC 20001		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FONKOZE IN HAITI	500,000
CASHPOR - INDIA N-7/1-R-9 DLW-BHU ROAD, BHIKARIPUR 221001 VARANASI UTTAR PRADESH INDIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CASHPOR IN INDIA.	500,000
PAMF/AGA KHAN - COTE D'IVOIRE 1825 K ST NW #901 WASHINGTON, DC 20006		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY AGA KHAN IN COTE D'IVOIRE	300,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NUBL - NEPAL 3015 SW FIRST AVE PORTLAND, OR 97201		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY NUBL IN NEPAL	500,000
		TOTAL CONTRIBUTIONS APPROVED	5,255,140.

WHOLE PLANET FOUNDATION 20-2376273

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
REALIZED GAIN ON INVESTMENTS			18	16,654.	
TOTALS				16,654.	

Whole Planet Foundation
EIN 20-2376273

Expenditure Responsibility Statement
Statement Required by Reg 53 4945-5(d)
Tax Year 2012 January 1st 2012 - December 31st 2012

Grantees 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
Banrural Grameen	Panajachel Guatemala	01/09/2012 04/24/2012 07/05/2012 10/08/2012	$ 3,550	The Foundation provided $3,550 in Grant funding in the current tax year for operating expenses of the microfinance institution operated by Banrural Grameen	$ 3,550	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/7/2012 2/7/2012 4/7/2012 5/7/2012 6/7/2012 7/7/2012 8/7/2012 9/7/2012 11/7/2012 12/3/2012	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	No disbursments made in 2012	$ -	The grantee carried over $206,987 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen The Foundation provided $0 in Grant funding in the current tax year for operating expenses of the microfinance institution operated by Grameen	$ 203,093	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/3/2012 2/4/2012 3/14/2012 4/5/2012 5/9/2012 8/2013/2012 11/07/2012 11/26/2012 12/8/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by The Grantee Site visit was conducted in July 2012
KOMIDA - Indonesia (formerly Grameen)	Jl Raya Lenteng Agung Km 3 No 10 Lenteng Agung Jagakarsa - Jakarta - Indonesia 12610	6/25/2012	$ 230,000	The Foundation provided $230,000 in Grant funding in the current tax year for on-lending capital of the microfinance institution operated by Komida	$ 206,225	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/31/2012 4/26/2012 4/17/2012 5/8/2012 7/31/2012 11/5/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by The Grantee Site visit was conducted in April 2012
Mercy Corps - Nepal	3015 SW First Ave Portland, OR 97201	No disbursments made in 2012	$ -	The grantee carried over $6,799 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Mercy Corps The Foundation provided $58,000 in Grant funding to Mercy Corps in 2011	$ 6,799	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/19/2011 2/25/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Pro Mujer - Argentina	España 817 Salta Salta 4400 Argentina	No disbursments made in 2012	$ -	The grantee carried over $15,645 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer The Foundation provided $0 in Grant funding in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Pro Mujer Argentina	$ 15,645	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee

Grantees 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
Grameen Ghana	Watherson Residential Area, Tamale, Ghana	7/6/2012	$ 100,000	The Foundation Board provided $100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen in Ghana	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 June 2012
One Acre Fund (OAF) - Rwanda	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanda	11/1/2012	$ 289,291	The grantee carried over $91,390 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by One Acre Fund The Foundation Board provided $289,291 in Grant funding in 2010 for on-lending capital and operating expenses of the microfinance institution operated by One Acre Fund in Rwanda	$ 289,391	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 July 2012
Caurie MF Senegal	BD MGR Francois Xavier Dione Escale Nord Thies BP 3023 Senegal	4/20/2012	$ 194,552	The grantee carried over $35,589 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Caurie The Foundation Board provided $194,552 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by CAURIE in Senegal	$ 194,552	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 June 2012
Pro Mujer - Mexico	Beneficio del Patio #100 Fracc Real de Minas Pachuca de Soto Hidalgo 42090 Mexico	2/8/2012	$ 125,000	The Foundation Board provided $125,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Pro Mujer Mexico	$ 125,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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
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	12/18/2012	$ 123,000	The grantee carried over $1,936 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by INMAA The Foundation Board provided $123,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Morocco	$ 123,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 June 2012

Grantees 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
Microloan Foundation (MLF) - Malawi	Collado House, Boma St P O Box 491, Kasungu, Malawi	11/7/2012	$ 150,000	The grantee carried over $150,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by MLF The Foundation Board provided $150,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Malawi	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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	4/20/2012	$ 120,000	The Foundation Board provided $120,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Fundacion Paraguaya de Cooperacion y Desarrollo in Paraguay	$ 120,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 2013
Fondo de Desarrollo Microempresarial (FODEMI) - Ecuador	AV Jaime Rivadeneira 688 y Av Mariano Acosta Ibarra Imbabura Ecuador	No disbursments made in 2012	$ -	The grantee carried over $22,081 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by FODEMI The Foundation provided $0 in PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by FODEMI Ecuador	$ 22,081	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 June 2012
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	5/22/2012	$ 150,000	The grantee carried over $33,900 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by ASALA The Foundation Board provided $150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by ASALA in Palestine	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 December 2012
Koret Israel Economic Development Funds (KIEDF) - Israel	35 Shaul Hamelech Blvd Tel Aviv 61333 Israel	5/22/2012	$ 100,000	The Foundation Board provided $100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by KIEDF in Israel	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 December 2012

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Banco de Ahorro y Credito (ADOPEM) - Dominican Republic	Calle Heriberto Pieter No 12 Ensanche Naco Santo Domingo Dominican Republic	4/3/2012	$ 100,000	The grantee carried over $8,999 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by ADOPEM The Foundation Board provided $100,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by ADOPEM in Dominican Republic	$ 108,999	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 June 2012
Small Enterprise Foundation (SEF) - South Africa	P O Box 212 Tzaneen 850 South Africa	6/2012/2012	$ 205,882	The grantee carried over $29,334 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by SEF The Foundation Board provided $205,882 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by SEF in South Africa	$ 205,882	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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
Negros Women for Tomorrow Foundation (NWTF) - Philippines	102 San Sebastian/Verbena Streets Bacolod City 6100 Philippines	6/25/2012	$ 111,147	The Foundation Board provided $111,147 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by NWFT in the Philippines	$ 8,415	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/27/2012 4/18/2012 5/3/2012 7/27/2012 11/15/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization and quarterly updates by The Grantee
Grameen Aval - Colombia	Cra 1ª A Bis B Este No 76 A 30 Sur, Barrio Santa Librada	No disbursments made in 2012	$ -	The grantee carried over $113,645 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen The Foundation Board provided $0 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen Trust in Colombia	$ 85,893	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 April 2012
Pro Mujer - Nicaragua (G2)	Estatua de la Madre, 1 cuadra al oeste Parque San Juan León León 52003 Nicaragua	5/29/2012	$ 150,000	The Foundation Board provided $150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Pro Mujer in Nicaragua	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 and June 2013
Chamroeun - Cambodia	#42D, street 320Boeung Trabek Phnom Penh 1113 Cambodia	6/18/2012	$ 150,000	The Foundation Board provided $150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Chamroeun in Cambodia	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/30/2012 4/30/2012 6/2013/2012 7/27/2012 10/24/2012	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 January 2012

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Tao Yeu May (TYM Fund) - Vietnam	20 Thuy Khue St, Room 304/305 Hanoi Vietnam	7/9/2012	$ 150,000	The grantee carried over $45,965 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by TYM Fund The Foundation Board provided $150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by TYM in Vietnam	$ 124,169	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/4/2012 2/3/2012 5/16/2012 6/28/2012 10/31/2012	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 January 2012
Grameen America - Omaha	1460 Broadway 14th Floor New York, NY 10036	9/28/2012	$ 100,000	The grantee carried over $50,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen The Foundation Board provided $100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Omaha, NB	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 8/3/2012 10/30/2012 2/5/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
BRAC - Sierra Leone	23 Old Lumley Road, Off Spur Road, Wilberforce Freetown Western Area 232 Sierra Leone	No disbursments made in 2012	$ -	The grantee carried over $57,423 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by BRAC The Foundation Board provided $0 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Sierra Leone	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	None	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	7/5/2012	$ 150,000	The Foundation Board provided $150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by SPBD in Samoa	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	2/23/2012 3/6/2012 4/26/2012 6/26/2012 6/29/2012 7/2012/2012 10/30/2012	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 March 2012
Fundación Banigualdad - Chile	Orrego Luco 0140 Santiago Providencia 4500000 Chile	No disbursments made in 2012	$ -	The grantee carried over $180,186 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Fundacion Banigualdad The Foundation Board provided $0 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Fundacion Banigualdad in Chile	$ 97,861	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 2013

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GRoupe d'Accompagnement à l'INvestissement et à l'Epargne (GRAINE) - Burkina Faso	S/c 01 Ouagadougou BP 469 Burkina Faso	4/16/2012	$ 160,000	The grantee carried over $36,440 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by GRAINE The Foundation Board provided $160,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by GRAINE in Burkina Faso	$ 161,290	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 September 2012
Enda Inter-Arabe (ENDA) - Tunisia	3 rue El Aâcha Cité Ettadhamen Ariana 2041 Tunisia	8/30/2012	$ 168,272	The Foundation Board provided $168,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by ENDA in Tunisia	$ 168,271	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 July 2012
Pro Mujer - Peru (G2)	Jr Libertad 345 Tercer Piso Puno Puno Apartado Postal 545 Peru	No disbursments made in 2012	$ -	The grantee carried over $200,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Pro mujer The Foundation Board provided $0 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Pro mujer in Peru	$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 June 2012
BRAC - Sri Lanka	111, Angulana Station Road Colombo Sri Lanka	No disbursments made in 2012	$ -	The grantee carried over $200,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by BRAC The Foundation Board provided $0 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Sri Lanka	$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/29/2012 5/19/2012 7/18/2012 10/19/2012	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 July 2012
Grameen America - Brooklyn	1460 Broadway 14th Floor New York, NY 10036	9/28/2012	$ 50,000	The grantee carried over $50,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen The Foundation provided $50,000 in Grant funding in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Brooklyn, NY	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 8/3/2012 10/30/2012 2/5/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee

Grantees 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
Grameen America - Indianapolis	1460 Broadway 14th Floor New York, NY 10036	9/28/2012	$ 100,000	The grantee carried over $50,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen The Foundation Board provided $100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Indianapolis, IN	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 8/3/2012 10/30/2012 2/5/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
One Acre Fund (OAF) - Kenya (G2)	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	11/1/2012	$ 179,300	The grantee carried over $168,800 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by OAF The Foundation Board provided $179,300 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by OAF in Kenya	$ 179,300	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 July 2012
One Acre Fund (OAF) - Burundi	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	11/1/2012	$ 99,592	The grantee carried over $100,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by OAF The Foundation Board provided $99,592 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by OAF in Burundi	$ 99,592	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 July 2012
Pro Mujer - Bolivia (G2)	Avenida Hernando Siles N° 5411, Esq Calle 8, Obrajes, Edificio Ignacio de Loyola, Planta Baja La Paz Murillo 7338 Bolivia	12/24/2012	$ 150,000	The grantee carried over $2,581 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer The Foundation Board provided $150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Pro mujer in Bolivia	$ 152,281	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 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	8/2/2012	$ 150,000	The grantee carried over $106,667 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by CZWSDA The Foundation Board provided $150,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by CZWSDA in China	$ 180,856	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/31/2012 4/27/2012 7/23/2012 7/25/2012 10/19/2012 11/23/2012	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 November 2012

Grantees 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
Banco Do Povo - Brazil	Rua Grão Mogol, 650 - Sion Belo Horizonte Minas Gerais Brazil	4/18/2012	$ 100,000	The grantee carried over $74,992 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Banco Do Povo The Foundation Board provided $100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Banco Do Povo in Brazil	$ 174,992	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 2013
Grameen Motsho O Pashusampad Foundation (GMPF)	Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	12/2011/2012	$ 37,500	The grantee carried over $200,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen The Foundation Board provided $37,500 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen Trust in Bangladesh	$ 173,560	To the knowledge of The Foundation no part has been used for other than its intended purposes	2/15/2012 5/8/2012 7/27/2012 10/23/2012	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 June 2012
BRAC - Tanzania	Plot 2329, Block H Mbezi Beach PO Box 105213 Dar es Salaam Tanzania	3/21/2012	$ 200,000	The grantee carried over $150,581 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by BRAC The Foundation Board provided $200,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Tanzania	$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 November 2011 and February 2012
FAMA - Honduras (G2)	Barrio el centro, una cuadra al este del parque central flores Juticalpa Olancho Honduras	No disbursments made in 2012	$ -	The grantee carried over $25,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by FAMA The Foundation Board provided $0 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by FAMA in Honduras	$ 25,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 2013
Grameen America - Bay Area	1460 Broadway 14th Floor New York, NY 10036	9/24/2012	$ 50,000	The Foundation Board provided $50,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in San Francisco / Oakland	$ 50,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 8/3/2012 10/30/2012 2/5/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee
Women and Family Development Fund (WFDF) - Laos	Ban Phonethan Nua, Saysetha District, Vientiane Laos	7/19/2012	$ 100,000	The Foundation Board provided $100,000 in the current year in PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Women and Family Development Fund (WFDF) in Vientiane Laos	$ 28,563	To the knowledge of The Foundation no part has been used for other than its intended purposes	2/9/2012 10/9/2012	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 January 2012

Grantees 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
PAMF-Madagascar	1, Lalana Solombavambahoaka Frantsay 77 Antsahavola Antananarivo Madagascar	10/25/2012	$ 100,000	The Foundation Board provided $100,000 in the current year in PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by PAMF-MDG in Madagascar	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 July 2012
FINCA Democratic Republic of Congo	1286 Ave Tombalbaye Entree au coin Ave Colonel Ebeya–Ave Hopital BP 13447 Kinshasa 1 Kinshasa Congo, Democratic Republic of the	2/15/2012	$ 100,000	The Foundation Board provided $100,000 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by FINCA in The Democratic Republic of the Congo	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 November 2011 and February 2013
Microfinanzas del Uruguay S A	Asilo 3095 Centenario y Luis de Herrera Avisadores de Montevideo Montevideo CP 11600 Uruguay	5/22/2012	$ 100,000	The Foundation Board provided $100,000 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Microfin in Uruguay	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 2013
SPBD Microfinance Limited (Tonga)	Taufa'ahau Road, Kolofo'ou, P O Box No 21 Nuku'alofa Tonga	11/6/2012	$ 143,860	The Foundation Board provided $143,860 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by SPBD in Tonga	$ 45,702	To the knowledge of The Foundation no part has been used for other than its intended purposes	2/16/2012 2/27/2012 3/1/2012 9/25/2012 11/14/2012	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 March 2012
Grameen Ghana (G2)	Watherson Residential Area, Tamale, Ghana	10/24/2012	$ 200,000	The Foundation Board provided $200,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen in Ghana	$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 June 2012
Fonkoze Haiti (G2)	Fonkoze USA 50 F St NW Suite 810 Washington DC 20001 Fonkoze Haiti 119 Avenue Christophe, Port-au-Prince, HAITI	7/10/2012	$ 250,000	The Foundation Board provided $250,000 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Fonkoze in Haiti	$ 250,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 2013
OCSSCO - Ethiopia (G2)	P O Box 19853 Addis Ababa Ethiopia	8/30/2012	$ 250,000	The Foundation Board provided $250,000 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by OCSSCO in Ethiopia	$ 250,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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

Grantees 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
BRAC Uganda (G2) Deep Dive	Plot-90, Businiri Zone Nyanama, Off Entebbe Road Kampala Uganda	12/18/2012	$ 476,000	The Foundation Board provided $476,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Uganda	$ 476,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/30/2012 7/31/2012 10/31/2012 1/31/2013	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 July 2012
Fonkoze Haiti (G3) Deep Dive	Fonkoze USA 50 F St NW Suite 810 Washington DC 20001 Fonkoze Haiti 119 Avenue Christophe, Port-au-Prince, HAITI	12/24/2012	$ 500,000	The Foundation Board provided $1500,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Fonkoze in Haiti	$ 116,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	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 2013
CASHPOR India (G2)	N-7/1-R-9 DLW-BHU Road, Bhikaripur Varanasi Uttar Pradesh 221001 India	11/5/2012	$ 500,000	The Foundation Board provided $500,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by CASHPOR in India	$ 500,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	8/1/2012 11/26/2012	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 July 2012
Asociacion Costa Rica Grameen (G2)- ACRG	Guacimo Limon Province Costa Rica	04/03/2012 05/11/2012 05/18/2012 06/12/2012 07/19/2012 08/06/2012 08/17/2012 09/12/2012 12/26/2012	$ 459,710	The Foundation provided $450,000 in funding in the current tax year ($300,000 in PRI funding & $150,000 in Grant funding) for operating expenses of the microfinance institution operated by ACRG in Costa Rica	$ 459,710	To the knowledge of The Foundation no part has been used for other than its intended purposes	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	WPF has direct participation as board members of ACRG The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee