Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public

▶ Information about Form 990-PF and its separate instructions is at www irs gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, 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 or province country and ZIP or foreign postal 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 ☒ 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)* ▶ $ 11,029,995

J Accounting method ☐ Cash ☒ 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)	12,839,208			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	21,827	21,827	21,827	ATCH 1
4	Dividends and interest from securities	66,907	66,907	66,907	ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	63,850			
b	Gross sales price for all assets on line 6a 63,850				
7	Capital gain net income (from Part IV line 2)		63,850		
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)				
12	Total Add lines 1 through 11	12,991,792	152,584	88,734	
Operating and Administrative Expenses 13	Compensation of officers directors trustees etc	0			
14	Other employee salaries and wages	701,887			701,887
15	Pension plans, employee benefits	133,907			133,907
16a	Legal fees (attach schedule) ATCH 3	21,519			21,519
b	Accounting fees (attach schedule) ATCH 4	68,177			68,177
c	Other professional fees (attach schedule) *	557,660			557,659
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion	4,618			
20	Occupancy	59,653			59,653
21	Travel conferences and meetings	103,437			103,437
22	Printing and publications	8,283			8,283
23	Other expenses (attach schedule) ATCH 6	238,365			238,365
24	**Total operating and administrative expenses** Add lines 13 through 23	1,897,506			1,892,887
25	Contributions, gifts, grants paid	8,994,331			8,994,331
26	Total expenses and disbursements Add lines 24 and 25	10,891,837	0	0	10,887,218
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	2,099,955			
b	**Net investment income** (if negative enter -0-)		152,584		
c	**Adjusted net income** (if negative, enter -0-)			88,734	

RECEIVED
NOV 22 2016
B004 IRS-OSC
OGDEN, UT

SCANNED DEC 01 2016

*ATCH 5

	Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	5,651,882.	5,860,326.	5,860,326.
3	Accounts receivable ▶ 37,768. Less allowance for doubtful accounts ▶	78,359.	37,768.	37,768.
4	Pledges receivable ▶ 1,385,700. Less allowance for doubtful accounts ▶	780,299.	1,385,700.	1,385,700.
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 7	1,731,196.	3,231,455.	3,231,455.
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 ▶ 70,045. Less accumulated depreciation (attach schedule) ▶ 60,707.	7,749.	9,338.	9,338.
15	Other assets (describe ▶ ATCH 8)	238,371.	505,408.	505,408.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,487,856.	11,029,995.	11,029,995.
Liabilities				
17	Accounts payable and accrued expenses	35,326.	39,779.	
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 ▶ ATCH 9)		17,091.	
23	**Total liabilities** (add lines 17 through 22)	35,326.	56,870.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	7,864,122.	9,767,669.	
25	Temporarily restricted	588,405.	1,205,456.	
26	Permanently restricted			
	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)	8,452,527.	10,973,125.	
31	**Total liabilities and net assets/fund balances** (see instructions)	8,487,853.	11,029,995.	

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	8,452,527.
2	Enter amount from Part I, line 27a	2	2,099,955.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	420,643.
4	Add lines 1, 2, and 3	4	10,973,125.
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	10,973,125.

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	SEE PART IV SCHEDULE			
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	63,850.
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	-9,431.

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))
2012	9,023,285.	9,111,598.	0.990308
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

2	**Total** of line 1, column (d)	2	4.846552
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	0.969310
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,369,638.
5	Multiply line 4 by line 3	5	11,990,014.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,526.
7	Add lines 5 and 6	7	11,991,540.
8	Enter qualifying distributions from Part XII, line 4	8	10,887,218.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . .				
	Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			**1**	3,052.
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**	3,052.
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**	3,052.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	**6a**	620.		
b	Exempt foreign organizations - tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	4,667.		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	5,287.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			**8**	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			**9**	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			**10**	2,235.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 620. **Refunded** ▶			**11**	1,615.

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 11			
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 2013 or the taxable year beginning in 2013 (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

Form **990-PF** (2013)

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 ▶ 512-542-3082

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 2013, 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 ▶ ATCH 12			

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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **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 2013 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 2013)*	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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** | | 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? **6b** | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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		534,648.	8,368.	0

Total number of other employees paid over $50,000 ▶ 1

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		533,502.

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	10,887,218.
2 THEY CAN USE TO START THEIR OWN SMALL BUSINESSES. FUNDS IN 2013 SUPPORTED AN EXPANSION OF THE MICROLENDING PROGRAMS IN 59 COUNTRIES, INCLUDING THE UNITED STATES, AND SPANNING	
3 MULTIPLE CONTINENTS INCLUDING AFRICA, ASIA, NORTH AMERICA,AND SOUTH AMERICA. AS OF DECEMBER 31, 2013, OUR PROJECTS HAVE SUPPORTED OVER 575,000 BORROWERS AND HAVE	
4 DISBURSED OVER $245 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	2,519,317.
b	Average of monthly cash balances			1b	8,100,478.
c	Fair market value of all other assets (see instructions)			1c	1,938,213.
d	**Total** (add lines 1a, b, and c)			1d	12,558,008.
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	12,558,008.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	188,370.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	12,369,638.
6	**Minimum investment return.** Enter 5% of line 5			6	618,482.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☒ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	
2a	Tax on investment income for 2013 from Part VI, line 5	2a			
b	Income tax for 2013 (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	10,887,218.
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	10,887,218.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,887,218.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ ________				
a Applied to 2012, 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 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, enter the date of the ruling . . . . ▶ 07/25/2007

b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(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	152,584.	61,608.	21,612.	20,918.	256,722.
b 85% of line 2a	129,696.	52,367.	18,370.	17,780.	218,213.
c Qualifying distributions from Part XII, line 4 for each year listed .	10,887,218.	9,023,901.	7,300,072.	4,728,364.	31,939,555.
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	10,887,218.	9,023,901.	7,300,072.	4,728,364.	31,939,555.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .	11,029,995.	8,487,856.	6,779,764.	5,375,235.	31,672,850.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).	11,029,995.	8,487,856.	6,779,764.	5,375,234.	31,672,849.
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .	412,321.	303,720.	237,865.	182,083.	1,135,989.
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).	12,839,208.	10,493,420.	8,416,152.	5,743,567.	37,492,347.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)	9,975,037.	8,143,367.	6,782,113.	4,114,463.	29,014,980.
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .	152,584.	62,240.	21,612.	20,918.	257,354.

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 ▶ ☒ 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 address 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**				8,994,331
b *Approved for future payment*				
ATCH 17				
Total . . . . ▶ **3b**				8,609,454

Form **990-PF** (2013)

JSA
3E1491 1 000

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	21,827.	
4 Dividends and interest from securities			14	66,907.	
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			18	63,850.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				152,584.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 152,584.

(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 of officer or trustee | 11/15/16 Date | ▶ Asst. Secretary 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	

Form **990-PF** (2013)

JSA
3E1493 1 000

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.**
▶ ***Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.***

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

JSA
3E1251 1 000

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	ITO EN 45 MAIN STREET BROOKLYN, NY 11201	$ 75,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions.)
2	WHOLE FOODS MARKET SERVICES, INC. 550 BOWIE STREET AUSTIN, TX 78703	$ 2,864,170.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions.)
3	SEVENTH GENERATION 60 LAKE STREET BURLINGTON, VT 05401	$ 50,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions.)
4	PEPSICO 700 ANDERSON HILL PURCHASE, NY 10577	$ 50,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions.)
5	LATE JULY 3166 MAIN STREET BARNSTABLE, MA 02630	$ 6,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions.)
6	MRS. MEYERS 420 NORTH 5TH STREET, STE 500 MINNEAPOLIS, MN 55401	$ 16,867.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions.)

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	SAMBAZON INC. 1160 CALLE CORDILLERA SAN CLEMENTE, CA 92673	$ 53,248.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)
8	GARDEN OF LIFE 5500 VILLAGE BLVD, STE 202 WEST PALM BEACH, FL 33407	$ 90,855.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)
9	VAN'S INTERNATIONAL 3285 EAST VERNON AVENUE VERNON, CA 90058	$ 9,761.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)
10	SR MAX SHOES 2222 HESSLER BLVD NEW CASTLE, DE 19720	$ 10,186.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)
11	HAIN CELESTIAL GROUP 58 SOUTH SERVICE ROAD, SUITE 250 MELIVILLE, NY 11747	$ 50,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)
12	ONESOURCE DISTRIBUTION 401 EAST 124TH AVE THORNTON, CO 80241	$ 50,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)

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	STEAZ - HEALTHY BEVERAGE CO 200 S. CLINTON ST, SUITE 202 DOYLESTOWN, PA 18901	$ 15,684.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
14	NELSON'S 21 HIGH STREET STE 302 NORTH ANDOVER, MA 01845	$ 76,251.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
15	FRONTIER 3021 78TH ST NORWAY, IA 52318	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
16	ALAFFIA PO BOX 11143 OLYMPIA, WA 98508-1143	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
17	AMERICAN TELECON 3280 PEACHTREE ROAD NE, SUITE 1000 ATLANTA, GA 30305	$ 21,152.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
18	BLUE AVOCADO PO BOX 1691 AUSTIN, TX 78767	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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	FEDEX 9222 BURNET RD AUSTIN, TX 78758	$ 13,679.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
20	HINT PO BOX 29078 SAN FRANCISCO, CA 94129	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
21	IZZE BEVERAGE CO 1035 PEARL STREET BOULDER, CO 80302	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
22	LARABAR PO BOX 188932 DENVER, CO 80218	$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
23	MAMBO SPROUTS 1101 HADDON AVE. COLLINGSWOOD, NJ 08108	$ 102,799.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
24	ONE HOPE PO BOX 1117 NEWPORT BEACH, CA 92659	$ 12,138.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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	PACT APPAREL 2511 31ST ST BOULDER, CO 80301	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
26	RAINBOW LIGHT 100 AVENUE TEA SANTA CRUZ, CA 95060	$ 37,340.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
27	RENEW LIFE 198 PALM HARBOR BLVD PALM HARBOR, FL 34683	$ 16,588.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
28	RESCUE REMEDY 21 HIGH ST NORTH ANDOVER, MA 01845	$ 7,270.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
29	RISHI 427 E STEWART ST MILWAUKEE, WI 53207	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
30	SAFFRON ROAD 1177 SUMMER ST STAMFORD, CT 06905	$ 11,080.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
WHOLE PLANET FOUNDATION	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	SANTA RITA WINE 48 HARBOR PARK DR. PORT WASHINGTON, NY 11050	$ 7,127.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
32	TRADITIONAL MEDECINALS 4515 ROSS ROAD SEBASTOPOL, CA 95472	$ 55,479.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
33	VITA COCO 38 W 21ST, 11TH FLOOR NEW YORK, NY 10010	$ 24,487.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
WHOLE PLANET FOUNDATION	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

WHOLE PLANET FOUNDATION 20-2376273

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					-9,431.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					73,281.	
TOTAL GAIN(LOSS)							63,850.	

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	21,827.	21,827.	21,827.
TOTAL	21,827.	21,827.	21,827.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDEND INCOME		66,907.	66,907.	66,907.
	TOTAL	66,907.	66,907.	66,907.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		21,519.			21,519.
	TOTALS	21,519.			21,519.

WHOLE PLANET FOUNDATION 20-2376273

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	68,177.			68,177.
TOTALS	68,177.			68,177.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	24,158.	24,158.
FIELD PROGRAM MANAGEMENT	533,502.	533,502.
TOTALS	557,660.	557,660.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
WEBSITE DESIGN AND MAINTENANCE	17,806.	17,806.
MARKETING	12,083.	12,083.
PROCESSING FEES	2,786.	2,786.
COMMUNICATION EXPENSE	10,524.	10,524.
SUPPLIES	4,454.	4,454.
POSTAGE & DELIVERY	6,178.	6,178.
MEMBERSHIP AND DUES	33,184.	33,184.
MEALS	7,046.	7,046.
FUNDRAISING EXPENSES	119,843.	119,843.
MISCELLANEOUS	4,809.	4,809.
LICENSES, FEES & PERMITS	19,652.	19,652.
TOTALS	238,365.	238,365.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD INVESTMENT	3,231,455.	3,231,455.
TOTALS	3,231,455.	3,231,455.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WFM STOCK OPTIONS	505,408.	505,408.
TOTALS	505,408.	505,408.

ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
INTERCOMPANY PAYABLE	17,091.
TOTALS	17,091.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	420,643.
TOTAL	420,643.

ATTACHMENT 11

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

AL,AK,AZ,AR,CA,CO,CT,DE,DC,FL,GA,HI,ID,IL,
IN,IA,KS,KY,LA,ME,MD,MA,MI,MN,MS,MO,MT,NE,NV,NH,NJ,NM,NY,
NC,ND,OH,OK,OR,PA,RI,SC,SD,TN,TX,UT,VT,VA,WA,WV,WI,WY,

ATTACHMENT 12

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

CANADA
UNITED KINGDOM

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
PHILIP SANSONE 550 BOWIE STREET AUSTIN, TX 78703	PRESIDENT
ROBERTA LANG 550 BOWIE STREET AUSTIN, TX 78703	VP, ASSIST SECRETARY,TREASURER
PATRICIA YOST 550 BOWIE STREET AUSTIN, TX 78703	ASSISTANT SECRETARY
JOHN MACKEY 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR
GLENDA FLANAGAN 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR

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

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

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
AC GALLO 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR

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	183,098.	2,983.	0
JOY STODDARD 550 BOWIE ST AUSTIN, TX 78703	FUNDRAISING DIRECTOR 40.00	94,868.	2,369.	0
STEVE WANTA 550 BOWIE ST AUSTIN, TX 78703	PROGRAM DIRECTOR 40.00	99,371.	1,508.	0
LAUREN EVANS 550 BOWIE ST AUSTIN, TX 78703	MARKETING SPECIALIST 40.00	83,691.	1,508.	0
JOHN KLONINGER 550 BOWIE ST AUSTIN, TX 78703	FINANCE DIRECTOR 40.00	73,620.	0	0
	TOTAL COMPENSATION	534,648.	8,368.	

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

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BRIAN DOE 24474 SUFFOLK LANE PURCELLVILLE, VA 20132 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN AFRICA AND THE MIDDLE EAST.	FIELD PROGRAM MGMT	159,290.
EVAN LAMBERT 1803 ROMERIA DRIVE AUSTIN, TX 78757 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN LATIN AMERICA.	FIELD PROGRAM MGMT	125,255.
DANIEL ZOLTANI 43 PUGET DRIVE STEILACOOM, WA 98388 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN ASIA.	FIELD PROGRAM MGMT	152,190.
CLAIRE KELLY 6700 MOUNTAIN AVE CHATHAM, NJ 07928 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN AFRICA.	FIELD PROGRAM MGMT	74,883.
ARMANDO HUERTA 228 PARK AVENUE S #13571 NEW YORK, NY 10003 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN LATIN AMERICA.	FIELD PROGRAM MGMT	21,884.
TOTAL COMPENSATION		533,502.

Whole Planet Foundation
EIN: 20-2376273

Grants and Contributions Paid During the Year
Form 990Pf - Part XV
Tax Year 2013 January 1st 2013 - December 31st 2013

Recipient Name	Address	Purpose of Grant or Contributions	Amount
Banrural Grameen	Panajachel Guatemala	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Banrural Grameen	$ 1,300
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	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by ASALA in Palestine	$ 150,000
Koret Israel Economic Development Funds (KIEDF) - Israel	35 Shaul Hamelech Blvd Tel Aviv 61333 Israel	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by KIEDF in Israel	$ 100,000
Banco de Ahorro y Crédito (ADOPEM) - Dominican Republic	Calle Heriberto Pieter No 12 Ensanche Naco Santo Domingo Dominican Republic	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by ADOPEM in Dominican Republic	$ 100,000
Small Enterprise Foundation (SEF) - South Africa	P O Box 212 Tzaneen 850 South Africa	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SEF in South Africa	$ 144,118
Negros Women for Tomorrow Foundation (NWTF) - Philippines	102 San Sebastian/Verbena Streets Bacolod City 6100 Philippines	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by NWFT in the Philippines	$ 111,146
Chamroeun - Cambodia	#42D, street 320Boeung Trabek Phnom Penh 1113 Cambodia	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Chamroeun in Cambodia	$ 150,000
Tao Yeu May (TYM Fund) - Vietnam	20 Thuy Khue St, Room 304/305 Hanoi Vietnam	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by TYM in Vietnam	$ 150,000
Grameen America - Omaha	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Omaha, NB	$ 100,000
South Pacific Business Development (SPBD) - Samoa	Ground Floor, Pacific Buildings Saleufi PO Box 1614 Apia Samoa	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SPBD in Samoa.	$ 150,000
Fundación BanIgualdad - Chile	Orrego Luco 0140 Santiago Providencia 4500000 Chile	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Fundación BanIgualdad in Chile	$ 140,000
Enda Inter-Arabe (ENDA) - Tunisia	3 rue El Aâcha Cité Ettadhamen Ariana 2041 Tunisia	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by ENDA in Tunisia	$ 232,728
BRAC - Sri Lanka	111, Angulana Station Road Colombo Sri Lanka	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Sri Lanka	$ 150,000
Grameen America - Indianapolis	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Indianapolis, IN	$ 100,000

Recipient Name	Address	Purpose of Grant or Contributions	Amount
One Acre Fund (OAF) - Kenya (G2)	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by OAF in Kenya	$ 151,900
One Acre Fund (OAF) - Burundi	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by OAF in Burundi	$ 102,968
Banco Do Povo - Brazil	*Rua Grão Mogol, 650 - Sion* Belo Horizonte Minas Gerais Brazil	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Banco Do Povo in Brazil	$ 100,000
Grameen Motsho O Pashusampad Foundation (GMPF)	Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen Trust in Bangladesh	$ 75,000
BRAC - Tanzania	Plot 2329, Block H Mbezi Beach PO Box 105213 Dar es Salaam Tanzania	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Tanzania	$ 145,484
FAMA - Honduras (G2)	*Barrio el centro, una cuadra al* este del parque central flores Juticalpa Olancho Honduras	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by FAMA in Honduras	$ 25,000
Grameen America - Bay Area	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in San Francisco / Oakland.	$ 100,000
FINCA Democratic Republic of Congo	1286 Ave Tombalbaye Entrée au coin Ave Colonel Ebeya–Ave Hopital BP 13447 Kinshasa 1 Kinshasa Congo, Democratic Republic of the	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by FINCA in The Democratic Republic of the Congo	$ 400,000
SPBD Microfinance Limited (Tonga)	Taufa'ahau Road, Kolofo'ou, P O. Box No 21 Nuku'alofa Tonga	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SPBD in Tonga	$ 86,315
Grameen Ghana (G2)	Watherson Residential Area, Tamale, Ghana	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen in Ghana	$ 75,000
Fonkoze Haiti (G2)	Fonkoze USA 50 F St NW Suite 810 Washington DC 20001 Fonkoze Haiti 119 Avenue Christophe, Port-au-Prince, HAITI	Grant funding for on-lending capital and operating expenses of the *microfinance institution operated by Fonkoze in Haiti*	$ 250,000
BRAC Uganda (G2) Deep Dive	Plot-90, Businiri Zone Nyanama, Off Entebbe Road Kampala Uganda	Grant funding for on-lending capital and operating expenses of the *microfinance institution operated by BRAC in Uganda*	$ 201,000
CASHPOR India (G2)	N-7/1-R-9 DLW-BHU Road, Bhikaripur Varanasi Uttar Pradesh 221001 India	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by CASHPOR in India	$ 500,000
Asociacion Costa Rica Grameen (G2)- ACRG	Guacimo Limon Province Costa Rica	*Grant funding for on-lending capital and operating expenses of the* microfinance institution operated by ACRG in Costa Rica	$ 300,000
Nirdhan Bank - Nepal (G2)	Himali Path Siddharthanagar - 7 *Bhairahawa* Rupandehi Nepal	*The Foundation provided $500,000 in PRI funding to Mercy Corps in* 2012 for on-lending capital and operating expenses of the microfinance institution operated by NUBL in Nepal	$ 212,121

Recipient Name	Address	Purpose of Grant or Contributions	Amount
BRAC - Tanzania (G2)	Plot 2329, Block H Mbezi Beach PO Box 105213 Dar es Salaam Tanzania	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Tanzania.	$ 226,800
Institution Marocaine d'Appui a la Micro-entreprise (INMAA) - Morocco G2	Angle Rue Maâmora et Rue Reine Elizabeth II, Immeuble Nafoura A, 2ème étage, Appartement N°2, Kénitra Maâmora Kénitra Kénitra 14000 Morocco	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Morocco	$ 200,000
Grameen America - Los Angeles	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Los Angeles, CA	$ 150,000
Grameen America - Charlotte	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Charlotte, NC	$ 150,000
Aga Khan Foundation - Cote D'Ivoire	Aga Khan Foundation USA 1825 K Street, NW, #901 Washington, DC 20006 USA	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Aga Khan Foundation in Cote D'Ivoire	$ 200,000
Pro Mujer - Nicaragua G3 Deep Dive	Estatua de la Madre, 1 cuadra al oeste Parque San Juan León León 52003 Nicaragua	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Pro Mujer in Nicaragua	$ 400,000
South Pacific Business Development (SPBD) - Fiji	Fiji 250 Waimanu Road Bidesi & Sons Building Suva, Fiji Islands	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SPBD in Fiji	$ 284,000
Grameen America - NYC G2	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in NYC, NY	$ 250,000
Vision Fund of Mongolia	Chingeltei district, Diplomat 95 complex, 6th khoroo, Ulaanbaatar Mongolia	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by VFM in Mongolia	$ 100,000
KOMIDA - Indonesia G3	Jl Raya Lenteng Agung Km 3 No 10 Lenteng Agung Jagakarsa - Jakarta - Indonesia 12610	Grant funding for on-lending capital of the microfinance institution operated by Komida	$ 275,451
One Acre Fund (OAF) - Rwanda G2	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanda	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by One Acre Fund in Rwanda	$ 168,000
OCSSCO - Ethiopia G3	P O Box 19853, Addis Ababa, Ethiopia	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by OCSSCO in Ethiopia	$ 500,000
Banco Do Povo - Brazil G2	Rua Grão Mogol, 650 - Sion Belo Horizonte Minas Gerais Brazil	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Banco Do Povo in Brazil	$ 200,000
Small Enterprise Foundation (SEF) - South Africa G2	P O Box 212 Tzaneen 850 South Africa	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SEF in South Africa	$ 108,000
Kaaba Microfinance - Somaliland	Kaaba Microfinance Institution (K-MFI) Sha'ab Area Hargeisa Somaliland	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Kaaba Microfinance in Somaliland	$ 100,000
Grameen America - Puerto Rico	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Puerto Rico	$ 150,000

Recipient Name	Address	Purpose of Grant or Contributions	Amount
Grameen America - Austin	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Austin, TX	$ 200,000
Grameen America - Boston	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Boston, MA	$ 100,000
Grameen America - San Jose	1460 Broadway 14th Floor New York, NY 10036	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in San Jose, CA	$ 150,000
One Acre Fund (OAF) - Burundi G2	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by OAF in Burundi	$ 126,000
Microloan Foundation (MLF) - Malawi G2	Collado House, Boma St P O Box 491, Kasungu, Malawi	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Malawi	$ 152,000
Chifeng Zhaowuda Women's Sustainable Development Association (CZWSDA) - China G2	No 1 Zhaowuda Road Hongshan District Chifeng Inner Mongolia 24000 China, People's Republic of	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by CZWSDA in China	$ 300,000
			$ 8,994,331

Attachment 16

Whole Planet Foundation
EIN: 20-2376273

Contributions Approved for Future Payment
Form 990 PF - Part XV
Tax Year 2013 January 1st 2013 - December 31st 2013

Recipient Name	Address	Purpose of Grant Contribution	Amount
ACRG	Guacimo Limon Province Costa Rica	For onlending capital and operating expenses of the microfinance institution operated by ACRG in Costa Rica.	$ 650,000
SPBD	South Pacific Business Development (SPBD) - Fiji	For onlending capital and operating expenses of the microfinance institution operated by SPBD in Fiji.	$ 116,000
Vision Fund Mongolia	Chingeltei district, Diplomat 95 complex, 6th khoroo, Ulaanbaatar Mongolia	For onlending capital and operating expenses of the microfinance institution operated by VFM in Mongolia	$ 200,000
SEF	P.O Box 212 Tzaneen 850 South Africa	For onlending capital and operating expenses of the microfinance institution operated by SEF in South Africa.	$ 892,000
NUBL	Himali Path Siddharthanagar - 7 Bhairahawa Rupandehi Nepal	The WPF grant would expedite the process of providing 88 branches efficient sources of power.	$ 117,000
OAF	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanda	For onlending capital and operating expenses of the microfinance institution operated by OAF in Rwanda.	$ 557,970
Komida	Jl.Raya Lenteng Agung Km.3 No.10 Lenteng Agung Jagakarsa - Jakarta - Indonesia 12610	For onlending capital and operating expenses of the microfinance institution operated by Komida in Indonesia.	$ 651,719
Banco do Povo	Rua Grão Mogol, 650 - Sion Belo Horizonte Minas Gerais Brazil	For onlending capital and operating expenses of the microfinance institution operated by Banco do Povo in Brazil.	$ 400,000
NWTF	102 San Sebastian/Verbena Streets Bacolod City 6100 Philippines	For onlending capital and operating expenses of the microfinance institution operated by NWTF in The Philippines.	$ 32,400
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 Puerto Rico	$ 350,000

Recipient Name	Address	Purpose of Grant Contribution	Amount	
Kaaba Microfinance	Kaaba Microfinance Institution (K-MFI) Sha'ab Area Hargeisa Somaliland	For onlending capital and operating expenses of the microfinance institution operated by Kaaba Microfinance in Somaliland.	$	200,000
OAF	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	For onlending capital and operating expenses of the microfinance institution operated by OAF in Burundi	$	593,146
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 Austin, TX.	$	800,000
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 Boston, MA.	$	400,000
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 San Jose, CA.	$	100,000
MLF	Collado House, Boma St P O. Box 491; Kasungu, Malawi	For onlending capital and operating expenses of the microfinance institution operated by MLF in Malawi.	$	588,000
BRAC Tanzania	Plot 2329, Block H Mbezi Beach PO Box 105213 Dar es Salaam Tanzania	For onlending capital and operating expenses of the microfinance institution operated by BRAC in Tanzania.	$	245,419
CZWSDA ,	No.1 Zhaowuda Road Hongshan District Chifeng Inner Mongolia 24000 China, People's Republic of	For onlending capital and operating expenses of the microfinance institution operated by CZWSDA in China	$	300,000
INMAA	Angle Rue Maâmora et Rue Reine Elizabeth II, Immeuble Nafoura A, 2ème étage, Appartement N°2, Kénitra Maâmora Kénitra Kénitra 14000 Morocco	For onlending capital and operating expenses of the microfinance institution operated by INMAA in Morocco.	$	300,000
PMP	Jr. Libertad 345 Tercer Piso Puno Puno Apartado Postal 545 Peru	The WPF grant would allow Pro Mujer Peru to automate and track its field activity.	$	115,800
CAURIE	BD MGR Francois Xavier Dione Escale Nord Thies BP: 3023 Senegal	For onlending capital and operating expenses of the microfinance institution operated by Caurie in Senegal.	$	1,000,000
			$	**8,609,454**

Whole Planet Foundation
EIN 20-2376273

Expenditure Responsibility Statement
Statement Required by Reg 53 4945-5(d)
Tax Year 2013 January 1st 2013 - December 31st 2013

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	1/11/2013 2/18/2013	$ 1,300	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Banrural Grameen	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013	Site Visit in July 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication
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	6/10/2013	$ 150,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by ASALA in Palestine	$ 108,900	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013. Audited financials updated May 2013	Project Director and Executive Director visited project November 2013
Koret Israel Economic Development Funds (KIEDF) - Israel	35 Shaul Hamelech Blvd Tel Aviv 61333 Israel	6/10/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by KIEDF in Israel	$ 50,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated June 2013	Project director and Executive Director visited project in November 2013
Banco de Ahorro y Crédito (ADOPEM) - Dominican Republic	Calle Heriberto Pieter No 12 Ensanche Naco Santo Domingo Dominican Republic	3/21/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by ADOPEM in Dominican Republic	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013 9/30/2013 12/31/2013	Site Visit in Apr 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication
Small Enterprise Foundation (SEF) - South Africa	P O Box 212 Tzaneen 850 South Africa	6/25/2013	$ 144,118	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SEF in South Africa	$ 101,334	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated February 2013	Project Director visited project in June 2013
Negros Women for Tomorrow Foundation (NWTF) - Philippines	102 San Sebastian/Verbena Streets Bacolod City 6100 Philippines	7/29/2013	$ 111,146	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by NWFT in the Philippines	$ 213,878	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/9/13 3/31/13 6/5/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by 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
Chamroeun - Cambodia	#42D, street 320Boeung Trabek Phnom Penh 1113 Cambodia	7/3/2013	$ 150,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Chamroeun in Cambodia	$ 93,446	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/2013 4/4/13 6/30/13 7/7/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Tao Yeu May (TYM Fund) - Vietnam	20 Thuy Khue St, Room 304/305 Hanoi Vietnam	7/18/2013	$ 150,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by TYM in Vietnam	$ 221,796	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/2013 6/30/13 7/18/13 9/30/13 10/21/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Grameen America - Omaha	1460 Broadway 14th Floor New York, NY 10036	9/3/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Omaha, NB	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
South Pacific Business Development (SPBD) - Samoa	Ground Floor, Pacific Buildings Saleufi PO Box 1614 Apia Samoa	7/17/2013	$ 150,000	Grant funding 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	2/1/13 3/31/13 6/30/13 7/17/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Fundación Banigualdad - Chile	Orrego Luco 0140 Santiago Providencia 4500000 Chile	11/17/2013	$ 140,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Fundación Banigualdad in Chile	$ 140,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013 9/30/2013 12/31/2013	Site Visit in Jun 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication
Enda Inter-Arabe (ENDA) - Tunisia	3 rue El Aåcha Cité Ettadhamen Ariana 2041 Tunisia	7/29/2013	$ 232,728	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by ENDA in Tunisia	$ 96,971	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated July 2013	Project Director visited project March 2013 and February 2014 for this project year
BRAC - Sri Lanka	111, Angulana Station Road Colombo Sri Lanka	4/17/2013	$ 150,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Sri Lanka	$ 40,409	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/2013 4/25/13 6/30/13 9/30/13 11/3/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Grameen America - Indianapolis	1460 Broadway 14th Floor New York, NY 10036	9/3/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Indianapolis, IN	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by 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
One Acre Fund (OAF) - Kenya (G2)	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	8/6/2013	$ 151,900	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by OAF in Kenya	$ 232,092	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated August 2013	Project Manager visited project in July 2013
One Acre Fund (OAF) - Burundi	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	8/6/2013	$ 102,968	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by OAF in Burundi	$ 142,903	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25; 1/25/14 for 2013 Audited financials updated August 2013	Project Manager visited the project in July 2013
Banco Do Povo - Brazil	Rua Grão Mogol, 650 - Sion Belo Horizonte Minas Gerais Brazil	4/15/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Banco Do Povo in Brazil	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013 9/30/2013 12/31/2013	Site Visit in Apr 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication
Grameen Motsho O Pashusampad Foundation (GMPF)	Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	3/12/2013 11/8/2013	$ 75,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen Trust in Bangladesh	$ 93,010	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/17/13 3/31/13 6/30/13 6/26/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
BRAC - Tanzania	Plot 2329, Block H Mbezi Beach PO Box 105213 Dar es Salaam Tanzania	12/6/2013	$ 145,484	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Tanzania	$ 150,581	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated October 2013	Project Director visited the project in February 2013 and March 2014 for this project year
FAMA - Honduras (G2)	Barrio el centro, una cuadra al este del parque central flores Juticalpa Olancho Honduras	2/1/2013	$ 25,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by FAMA in Honduras	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013 9/30/2013 12/31/2013	Site Visit in May 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication
Grameen America - Bay Area	1460 Broadway 14th Floor New York, NY 10036	9/3/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in San Francisco / Oakland	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by 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
FINCA Democratic Republic of Congo	1286 Ave Tombalbaye Entrée au coin Ave Colonel Ebeya–Ave Hopital BP 13447 Kinshasa 1 Kinshasa Congo, Democratic Republic of the	1/11/2013 12/10/2013	$ 400,000	Grant funding 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	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated Sept 2013	Project director visited this project In February 2013 and March 2014 for this project year
SPBD Microfinance Limited (Tonga)	Taufa'ahau Road, Kolofo'ou, P O Box No 21 Nuku'alofa Tonga	11/27/2013	$ 86,315	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SPBD In Tonga	$ 63,660	To the knowledge of The Foundation no part has been used for other than its intended purposes	2/5/12 3/31/13 6/30/13 9/3/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Grameen Ghana (G2)	Watherson Residential Area, Tamale, Ghana	11/18/2013	$ 75,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen in Ghana	$ 6,250	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated October 2013	Project Manager visited project June 2013 and Project Director visited project April 2014 to verify this project
Fonkoze Haiti (G2)	Fonkoze USA 50 F St NW Suite 810 Washington DC 20001 Fonkoze Haiti 119 Avenue Christophe, Port-au-Prince, HAITI	9/19/2013	$ 250,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Fonkoze In Haiti	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013 9/30/2013 12/31/2013	Site Visit in May 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication
BRAC Uganda (G2) Deep Dive	Plot-90, Businin Zone Nyanama, Off Entebbe Road Kampala Uganda	9/27/2013	$ 201,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Uganda	$ 50,250	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated August 2013	Project Manager visited this project in July 2014
CASHPOR India (G2)	N-7/1-R-9 DLW-BHU Road, Bhikanpur Varanasi Uttar Pradesh 221001 India	10/10/2013	$ 500,000	Grant funding 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	3/31/2013 6/30/13 8/15/13 8/27/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Asociacion Costa Rica Grameen (G2)- ACRG	Guacimo Limon Province Costa Rica	4/19/2013	$ 300,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by ACRG in Costa Rica	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013 9/30/2013 12/31/2013	Quarterly site visits in 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication

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
Nirdhan Bank - Nepal (G2)	Himali Path Siddharthanagar - 7 Bhairahawa Rupandehi Nepal	6/25/2013	$ 212,121	The Foundation provided $500,000 in PRI funding to Mercy Corps in 2012 for on-lending capital and operating expenses of the microfinance institution operated by NUBL in Nepal	$ 175,896	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/10/13 6/25/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
BRAC - Tanzania (G2)	Plot 2329, Block H Mbezi Beach PO Box 105213 Dar es Salaam Tanzania	12/30/2013	$ 226,800	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Tanzania	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 1/25/14 for 2013 Audited financials updated October 2013	Project Director visited this project in March 2014 to verify start of program
Institution Marocaine d'Appui a la Micro-entreprise (INMAA) - Morocco G2	Angle Rue Maâmora et Rue Reine Elizabeth II, Immeuble Nafoura A, 2ème étage, Appartement N°2, Kénitra Maâmora Kénitra Kénitra 14000 Morocco	12/30/2013	$ 200,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Morocco	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 1/25/14 for 2013 Audited financials updated October 2013	Project director visited partner September 2013 in preparation and will visit again October 2014 to verify
Grameen America - Los Angeles	1460 Broadway 14th Floor New York, NY 10036	1/11/2013 12/04/2013	$ 150,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Los Angeles, CA	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Grameen America - Charlotte	1460 Broadway 14th Floor New York, NY 10036	1/11/2013 12/04/2013	$ 150,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Charlotte, NC	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Aga Khan Foundation - Cote D'Ivoire	Aga Khan Foundation USA 1825 K Street, NW, #901 Washington, DC 20006 USA	02/07/2013 12/20/2013	$ 200,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Aga Khan Foundation in Cote D'Ivoire	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 4/25,7/25, 10/25, 1/25/14 for 2013 Audited financials updated August 2013	Project Manager visited project November 2013
Pro Mujer - Nicaragua G3 Deep Dive	Estatua de la Madre, 1 cuadra al oeste Parque San Juan León León 52003 Nicaragua	4/8/2013	$ 400,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Pro Mujer in Nicaragua	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013 9/30/2013 12/31/2013	Site Visit in Jun 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication

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
South Pacific Business Development (SPBD) - Fiji	Fiji 250 Waimanu Road Bidesi & Sons Building Suva, Fiji Islands	04/26/2013 12/06/2013	$ 284,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SPBD in Fiji	$ 175,623	To the knowledge of The Foundation no part has been used for other than its intended purposes	1/30/13 3/31/13 4/12/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Grameen America - NYC G2	1460 Broadway 14th Floor New York, NY 10036	5/24/2013	$ 250,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in NYC, NY	$ 250,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Vision Fund of Mongolia	Chingeltei district, Diplomat 95 complex, 6th khoroo, Ulaanbaatar Mongolia	9/3/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by VFM in Mongolia	$ 40,392	To the knowledge of The Foundation no part has been used for other than its intended purposes	4/23/13 9/17/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
KOMIDA - Indonesia G3	Jl.Raya Lenteng Agung Km 3 No 10 Lenteng Agung Jagakarsa - Jakarta - Indonesia 12610	9/27/2013	$ 275,451	Grant funding for on-lending capital of the microfinance institution operated by Komida	$ 65,549	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 8/15/13 8/27/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
One Acre Fund (OAF) - Rwanda G2	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanda	9/30/2013	$ 168,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by One Acre Fund in Rwanda	$ 42,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 1/25/14 for 2013 Audited financials updated August 2013	Project Manager isited partner in July 2013 in preparation for this project and again June 2014 to verify project
OCSSCO - Ethiopia G3	P O Box 19853, Addis Ababa, Ethiopia	10/4/2013	$ 500,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by OCSSCO in Ethiopia	$ 125,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 1/25/14 for 2013 Audited financials updated November 2013	Project Manager visited project in July 2013 in preparation for this project and will verify in August 2014
Banco Do Povo - Brazil G2	Rua Grão Mogol, 650 - Sion Belo Horizonte Minas Gerais Brazil	10/1/2013	$ 200,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Banco Do Povo in Brazil	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly Reports received for the periods ended 12/31/2012 3/31/2013 6/30/2013 9/30/2013 12/31/2013	Site Visit in Apr 2013 Review of Quarterly Reports, Review of Annual Financials, phone calls and email communication
Small Enterprise Foundation (SEF) - South Africa G2	P O Box 212 Tzaneen 850 South Africa	10/1/2013	$ 108,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by SEF in South Africa	$ 27,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 1/25/14 for 2013 Audited financials updated February 2013	Project Director visited in June 2013 in preparation for this project and Project Manager with Executive Director visited in May 2014 to verify

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
Kaaba Microfinance - Somaliland	Kaaba Microfinance Institution (K-MFI) Sha'ab Area Hargeisa Somaliland	11/22/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Kaaba Microfinance in Somaliland	$ 8,333	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 1/25/14 for 2013 Audited financials updated August 2013 for this new project	Project Director visited partner in September 2013 in preparation for this project, Project Manager will visit in September 2014 to verify
Grameen America - Puerto Rico	1460 Broadway 14th Floor New York, NY 10036	11/26/2013	$ 150,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Puerto Rico	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Grameen America - Austin	1460 Broadway 14th Floor New York, NY 10036	11/29/2013	$ 200,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Austin, TX	$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Grameen America - Boston	1460 Broadway 14th Floor New York, NY 10036	11/29/2013	$ 100,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Boston, MA	$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
Grameen America - San Jose	1460 Broadway 14th Floor New York, NY 10036	11/29/2013	$ 150,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in San Jose, CA	$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/13 6/30/13 9/30/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee
One Acre Fund (OAF) - Burundi G2	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	12/2/2013	$ 126,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by OAF in Burundi	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 1/25/14 for 2013 Audited financials updated August 2013	Project Manager visited project in July 2014 in preparation for this project and again in June 2014 to verify
Microloan Foundation (MLF) - Malawi G2	Collado House, Boma St P O Box 491, Kasungu, Malawi	12/10/2013	$ 152,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Malawi	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	Quarterly reporting received by 1/25/14 for 2013 Audited financials updated September 2013	Project Manager and Project Director visited partner in April 2013 in preparation for this project, and again in March 2014 to verify
Chifeng Zhaowuda Women's Sustainable Development Association (CZWSDA) - China G2	No 1 Zhaowuda Road Hongshan District Chifeng Inner Mongolia 24000 China, People's Republic of	12/10/2013	$ 300,000	Grant funding for on-lending capital and operating expenses of the microfinance institution operated by CZWSDA in China	$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes	3/31/2013 6/30/13 9/30/13 9/23/13 10/23/13 12/31/13	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by the Grantee, reviewing audited financials of the project and conducting annual onsite visits on the mentioned dates under Dates of Report by Grantee