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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation <b>WHOLE CITIES FOUNDATION</b>		A Employer identification number <b>46-0949876</b>
Number and street (or P O box number if mail is not delivered to street address) <b>550 BOWIE ST</b>		B Telephone number (see instructions) <b>(512) 542-3082</b>
City or town, state or province, country, and ZIP or foreign postal code <b>AUSTIN, TX 78703</b>		C If exemption application is pending, check here. . . . . <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here. . . . . <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation . . . . . <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here. . . . . <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>1,869,648.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. . . . . <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .		1,647,775.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .					
3 Interest on savings and temporary cash investments. . . . .					
4 Dividends and interest from securities . . . . .					
5a Gross rents . . . . .					
b Net rental income or (loss) . . . . .					
6a Net gain or (loss) from sale of assets not on line 10 . . . . .					
b Gross sales price for all assets on line 6a . . . . .					
7 Capital gain net income (from Part IV, line 2) . . . . .			0.		
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 . . . . .		1,647,775.	0.		
13 Compensation of officers, directors, trustees, etc. . . . .		0.			
14 Other employee salaries and wages . . . . .		361,282.			361,282.
15 Pension plans, employee benefits . . . . .		55,347.			55,347.
16a Legal fees (attach schedule) ATCH 1. . . . .		3,279.			3,279.
b Accounting fees (attach schedule) ATCH 2. . . . .		11,730.			11,730.
c Other professional fees (attach schedule) [3] . . . . .		95,902.			95,902.
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions). . . . .					
19 Depreciation (attach schedule) and depletion. . . . .		678.			
20 Occupancy . . . . .		19,180.			19,180.
21 Travel, conferences, and meetings . . . . .		16,074.			16,074.
22 Printing and publications . . . . .		3,147.			3,147.
23 Other expenses (attach schedule) ATCH 4. . . . .		85,886.			85,886.
24 Total operating and administrative expenses. Add lines 13 through 23. . . . .		652,505.			651,827.
25 Contributions, gifts, grants paid . . . . .		206,100.			206,100.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .		858,605.	0.	0.	857,927.
27 Subtract line 26 from line 12 . . . . .		789,170.			
a Excess of revenue over expenses and disbursements . . . . .			0.		
b Net investment income (if negative, enter -0-) . . . . .					
c Adjusted net income (if negative, enter -0-) . . . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	899,498.	1,417,397.	1,417,397.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ 400,409.			
		Less allowance for doubtful accounts ▶	28,461.	400,409.	400,409.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	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 . . . . .			
	10a	Investments - U S and state government obligations (attach schedule). .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule). . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
12	Investments - mortgage loans. . . . .				
13	Investments - other (attach schedule) . . . . .				
14	Land, buildings, and equipment basis ▶ 3,098. Less accumulated depreciation ▶ (attach schedule) 678.	1,275.	2,420.	2,420.	
15	Other assets (describe ▶ ATCH 5 )	13,542.	49,422.	49,422.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	942,776.	1,869,648.	1,869,648.	
Liabilities	17	Accounts payable and accrued expenses . . . . .		100,000.	
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons. .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0.	100,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. <input checked="" type="checkbox"/> <b>X</b> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	942,776.	1,722,985.	
	25	Temporarily restricted . . . . .		46,663.	
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	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	<b>Total net assets or fund balances</b> (see instructions). . . . .	942,776.	1,769,648.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	942,776.	1,869,648.		

## 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	942,776.
2	Enter amount from Part I, line 27a. . . . .	2	789,170.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	37,702.
4	Add lines 1, 2, and 3 . . . . .	4	1,769,648.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	1,769,648.

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**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.)
<b>1a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">{</div> <div>           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">}</div> </div>		<b>2</b>		
<b>3</b> 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			<b>3</b>		

**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.

(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))
2014	328,012.	551,053.	0.595246
2013			
2012			
2011			
2010			
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.595246
<b>3</b> 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			<b>3</b> 0.198415
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			<b>4</b> 1,518,830.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 301,359.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b> 301,359.
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 857,927.
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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	0.
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	0.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .	6a	135.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	369.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7		504.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		504.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/> 504.	11		504.

**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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> ATTACHMENT 7		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

	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).		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).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► WWW.WHOLECITIESFOUNDATION.ORG		
14 The books are in care of ► WHOLE FOODS MARKET - TAX DEPT Telephone no ► 512-542-3082		
Located at ► 550 BOWIE ST AUSTIN, TX ZIP+4 ► 78703		
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	
16 At any time during calendar year 2015, 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? . . . . .		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2015? . . . . .	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015) . . . . .	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 2015?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** X

**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? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870 **6b** X

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 8		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 9		197,828.	44,042.	0.

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**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	WHOLE CITIES FOUNDATION'S MISSION IS TO IMPROVE INDIVIDUAL AND COMMUNITY HEALTH THROUGH COLLABORATIVE PARTNERSHIPS, EDUCATION, AND BROADER ACCESS TO NUTRITIOUS FOOD IN THE	858,605.
2	COMMUNITIES WE SERVE. WHOLE CITIES PARTNERS WITH COMMUNITY-BASED ORGANIZATIONS THAT CREATE FOOD ACCESS SOLUTIONS FROM THE GROUND UP, BUILDS COLLABORATIVE PARTNERSHIPS WHERE	
3	NUTRITIOUS FOOD ACCESS AND HEALTHY EATING EDUCATION COME TOGETHER, BROADENS ACCESS TO HEALTHY EATING INFORMATION, AND INSPIRES CONVERSATIONS ABOUT WELLNESS AND FRESH FOOD.	
4		

**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 . . . . . ▶		

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,089,707.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	452,252.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,541,959.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,541,959.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	23,129.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,518,830.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	75,942.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	857,927.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	857,927.
<b>5</b>	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)	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	857,927.

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7 . . . . .				0.
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only. . . . .				
<b>b</b> Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2015				
<b>a</b> From 2010 . . . . .				
<b>b</b> From 2011 . . . . .				
<b>c</b> From 2012 . . . . .				
<b>d</b> From 2013 . . . . .				
<b>e</b> From 2014 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ . . . . .				
<b>a</b> Applied to 2014, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2015 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus. . . . .				
<b>5</b> Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016. . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .		0.		
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2011 . . . . .				
<b>b</b> Excess from 2012 . . . . .				
<b>c</b> Excess from 2013 . . . . .				
<b>d</b> Excess from 2014 . . . . .				
<b>e</b> Excess from 2015 . . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . . **09/07/2012**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	857,927.	328,012.			1,185,939.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	857,927.	328,012.			1,185,939.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .	1,869,649.	942,776.			2,812,425.
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .	1,869,649.	942,776.			2,812,425.
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .	50,628.	18,368.			68,996.
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .	1,647,775.	1,257,246.			2,905,021.
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .	352,019.	526,972.			878,991.
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**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

N/A

**c** Any submission deadlines

N/A

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

**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
<b>a Paid during the year</b>  ATCH 10				
<b>Total</b> .....			▶ <b>3a</b>	106,100.
<b>b Approved for future payment</b>  ATCH 11				
<b>Total</b> .....			▶ <b>3b</b>	100,000.

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

**Enter gross amounts unless otherwise indicated**

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments .						
<b>4</b> Dividends and interest from securities . . . . .						
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property. .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory						
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory. .						
<b>11</b> Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .						
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						

(See worksheet in line 13 instructions to verify calculations )

<b>Part XVI-B</b>	<b>Relationship of Activities to the Accomplishment of Exempt Purposes</b>
-------------------	--

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash . . . . .	<b>1a(1)</b>	X
	(2) Other assets . . . . .	<b>1a(2)</b>	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization . . . . .	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization . . . . .	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets . . . . .	<b>1b(3)</b>	X
	(4) Reimbursement arrangements . . . . .	<b>1b(4)</b>	X
	(5) Loans or loan guarantees . . . . .	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations . . . . .	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	<b>1c</b>	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

8/15/12  
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 <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ►

Phone no

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

OMB No 1545-0047

**2015**▶ **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](http://www.irs.gov/form990).**Name of the organization**

WHOLE CITIES FOUNDATION

**Employer identification number**

46-0949876

**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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2015)

Name of organization **WHOLE CITIES FOUNDATION**Employer identification number  
46-0949876**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	WHOLE FOODS MARKET SERVICES, INC. 550 BOWIE ST. AUSTIN, TX 78703	\$ 1,405,779.	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	NUTIVA NOURISH FOUNDATION 213 WEST CUTTING BLVD. RICHMOND, CA 94804	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	ANNIE'S INC 1610 FIFTH STREET BERKELEY, CA 94710	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	GRIMMWAY ENTERPRISES PO BOX 81498 BAKERSFIELD, CA 93380	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)





Name of organization **WHOLE CITIES FOUNDATION**

Employer identification number

46-0949876

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	3,279.			3,279.
TOTALS	<u>3,279.</u>			<u>3,279.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	11,730.			11,730.
TOTALS	<u>11,730.</u>			<u>11,730.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
OTHER PROFESSIONAL FEES	95,902.
TOTALS	<u>95,902.</u>

CHARITABLE  
PURPOSES

95,902.

95,902.

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MEALS	446.	446.
MEETINGS AND EVENTS	11,336.	11,336.
EDUCATIONAL MATERIALS	800.	800.
MARKETING	8,133.	8,133.
COMMUNICATION	1,459.	1,459.
SUPPLIES	3,736.	3,736.
POSTAGE & DELIVERY	801.	801.
MEMBERSHIP & DUES	5,574.	5,574.
MISCELLANEOUS	49,448.	49,448.
BANK SERVICE CHARGE	18.	18.
LICENSES	4,135.	4,135.
TOTALS	<u>85,886.</u>	<u>85,886.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WFM STOCK OPTIONS	49,422.	49,422.
TOTALS	49,422.	49,422.

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED STOCK APPRECIATION RIGHTS G/L	35,880.
PRIOR PERIOD ADJUSTMENT	1,822.
TOTAL	<u>37,702.</u>



ATTACHMENT 7

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

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

WHOLE CITIES FOUNDATION

46-0949876

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
WALTER ROBB 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR, CHAIRMAN OF THE BOARD
ROBERTA LANG 550 BOWIE ST AUSTIN, TX 78703	SECRETARY, TREASURER
PATRICIA YOST 550 BOWIE ST AUSTIN, TX 78703	ASSISTANT SECRETARY
MEREDITH SMITH 550 BOWIE ST AUSTIN, TX 78703	EXECUTIVE DIRECTOR, PRESIDENT
SCOTT ALLSHOUSE 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR
NONA EVANS 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR

WHOLE CITIES FOUNDATION

46-0949876

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

ATTACHMENT 8 (CONT'D)

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

GLENDA FLANAGAN  
550 BOWIE ST  
AUSTIN, TX 78703

DIRECTOR

BETSY FOSTER  
550 BOWIE ST  
AUSTIN, TX 78703

DIRECTOR

ALBERT PERCIVAL  
550 BOWIE ST  
AUSTIN, TX 78703

ASSISTANT SECRETARY

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
MEREDITH SMITH 550 BOWIE ST AUSTIN, TX 78703	40.00	107,152.	21,386.
KATHY WOOLBRIGHT 550 BOWIE ST AUSTIN, TX 78703	40.00	90,676.	22,656.
TOTAL COMPENSATION		<u>197,828.</u>	<u>44,042.</u>

FORM 990EP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESSFOUNDATION STATUS OF RECIPIENTPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

FOOD PRINT FARM  
4945 SOUTH DRIVE  
JACKSON, MS 39202

WHOLE CITIES SUPPORTS FOOT PRINT FARM'S FARM 2  
FAITH INITIATIVE, AN INNOVATIVE CSA PROGRAM THAT  
OFFERS FRESH, AFFORDABLE PRODUCE AT CHURCHES AND  
OTHER CONVENIENT LOCATIONS IN AREAS OF JACKSON  
WITH FEW HEALTHY FOOD RETAILERS.

8,600.

BROAD COMMUNITY CONNECTIONS  
300 N BROAD ST, STE 208  
NEW ORLEANS, LA 70119

WHOLE CITIES PROVIDES SUPPORT FOR BROAD COMMUNITY  
CONNECTIONS' REFRESH PROJECT, A MULTI-SECTOR  
HEALTH HUB WHOSE TENANTS SUPPLY HEALTHY AND  
AFFORDABLE FOOD TO THE BROAD STREET NEIGHBORHOODS  
AND PROVIDE COMMUNITY ENGAGED PROGRAMMING,  
EDUCATION AND TRAINING DESIGNED TO PROMOTE THE  
HEALTH AND WELLNESS OF THE SURROUNDING  
COMMUNITIES. WHOLE CITIES PROVIDED FUNDS FOR THE  
REFRESH PROJECT TO RECRUIT AND TRAIN COMMUNITY  
HEALTH EDUCATORS WHO CAN ENGAGE IN OUTREACH AND  
HELP COMMUNITY MEMBERS ACCESS SERVICES RELEVANT  
TO THEIR NEEDS.

35,000.

THE NO BOUNDARIES COALITION

WHOLE CITIES SUPPORTED NO BOUNDARIES COALITION'S  
POP UP MARKET IN CENTRAL WEST BALTIMORE. NO  
BOUNDARIES COALITION USED THE FUNDS TO PURCHASE  
AND RUN AN EBT MACHINE, ENABLING SHOPPERS TO BUY  
FRESH, HEALTHY PRODUCE WITH THEIR SNAP BENEFITS.

1,500.

MARKET UMBRELLA  
200 BROADWAY STREET, STE 107  
NEW ORLEANS, LA 70118

WHOLE CITIES PROVIDED FUNDING FOR MARKET  
UMBERELLA'S FARMERS MARKET PRESCRIPTION PROGRAM  
IN THE PROGRAM, COMMUNITY MEMBERS AT RISK FOR  
DIETARY RELATED ILLNESSES SIGNED UP AT  
PARTICIPATING CLINICS TO RECEIVE A MONTHLY  
PRESCRIPTION FOR FRESH PRODUCE. PRESCRIPTIONS  
COULD THEN BE REDEEMED AT PARTICIPATING FRESH,  
HEALTHY FOOD VENDORS.

18,000.

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

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNIVERSITY OF MISSISSIPPI FOUNDATION  
2500 NORTH STATE STREET  
JACKSON, MS 39216

10,000.

WHOLE CITIES SUPPORTED THE UNIVERSITY OF MISSISSIPPI MEDICAL CENTER'S COMMUNITY HEALTH ADVOCATE PROGRAM (CHA), WHICH AIMS TO ADDRESS OBESITY, DIABETES, AND CARDIOVASCULAR DISEASE THROUGH PREVENTION AND EARLY DETECTION. CHA TRAINS INDIVIDUALS FROM FAITH BASED AND COMMUNITY GROUPS AS HEALTH ADVOCATES WHO CAN THEN PROVIDE HEALTH SCREENINGS AND HEALTH PROMOTION IN THEIR COMMUNITIES. WHOLE CITIES PROVIDED FUNDS TO EQUIP 20 COMMUNITY HEALTH ADVOCATES WITH THE TRAINING AND GEAR THEY NEEDED TO BE EFFECTIVE AND MOBILE IN THEIR COMMUNITY, INCLUDING BACKPACKS CONTAINING BLOOD PRESSURE MONITORS, GLUCOMETERS, AND SCALES.

THE FOOD TRUST  
ONE PENN CENTER, STE 900 1617 JOHN F. KENNEDY BLVD  
PHILADELPHIA, PA 19103

15,000.

WHOLE CITIES SUPPORTS THE FOOD TRUST'S WORK TO INCREASE FRUIT AND VEGETABLE CONSUMPTION IN NEW ORLEANS THROUGH COMMUNITY ENGAGEMENT, MARKETING MATERIALS, AND EDUCATIONAL PROGRAMMING TO PROMOTE FRUIT AND VEGETABLE CONSUMPTION AT THE CIRCLE FOOD STORE.

FAIR FOOD NETWORK  
205 E WASHINGTON ST, STE B  
ANN ARBOR, MI 48104

18,000.

WHOLE CITIES SUPPORTS FAIR FOOD NETWORK'S DOUBLE UP FOOD BUCK PROGRAM, WHICH DOUBLES THE VALUE OF SNAP BENEFITS WHEN PEOPLE BUY LOCAL FRUITS AND VEGETABLES. THIS SUPPORTS LOCAL FARMERS AND ECONOMIES AND HELPS FAMILIES BRING HOME MORE FRESH PRODUCE. WHOLE CITIES PROVIDED FUNDS FOR THE PROGRAM'S EDUCATIONAL, COMMUNICATION, EVALUATION, AND ADMINISTRATION COSTS.

TOTAL CONTRIBUTIONS PAID

106,100.

WHOLE CITIES FOUNDATION

46-0949876

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

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

BROAD COMMUNITY CONNECTIONS  
300 N BROAD ST, STE 208  
NEW ORLEANS, LA 70119

WHOLE CITIES PROVIDES SUPPORT FOR BROAD COMMUNITY CONNECTIONS' REFRESH PROJECT, A MULTI-SECTOR HEALTH HUB WHOSE TENANTS PROVIDE HEALTHY AND AFFORDABLE FOOD TO THE BROAD STREET NEIGHBORHOODS AND COMMUNITY ENGAGED PROGRAMMING, EDUCATION AND TRAINING DESIGNED TO PROMOTE THE HEALTH AND WELLNESS OF THE SURROUNDING COMMUNITIES. WHOLE CITIES PROVIDED FUNDS FOR THE REFRESH PROJECT TO RECRUIT AND TRAIN COMMUNITY HEALTH EDUCATORS WHO CAN ENGAGE IN OUTREACH AND HELP COMMUNITY MEMBERS ACCESS SERVICES RELEVANT TO THEIR NEEDS.

65,000.

BACKYARD GARDENERS NETWORK  
603 FORSTALL STREET  
NEW ORLEANS, LA 70117

WHOLE CITIES SUPPORTS BACKYARD GARDENERS NETWORK'S FOOD AS MEDICINE PROGRAM, A HANDS-ON WORKSHOP SERIES THAT FOCUSES ON FOOD AS A SOURCE OF HEALING. THE CLASSES ARE HELD IN BACKYARD GARDENERS NETWORK'S GARDEN IN NEW ORLEANS' LOWER 9TH WARD AND ARE LED BY LOCAL CHEFS AND HEALTH ADVOCATES WHO TEACH HEALTHY COOKING AND LIFESTYLE TECHNIQUES.

20,000

THE FOOD TRUST  
ONE PENN CENTER SUITE 900 1617 JOHN F KENNEDY BLVD  
PHILADELPHIA, PA 19103

WHOLE CITIES SUPPORTS THE FOOD TRUST'S WORK TO INCREASE FRUIT AND VEGETABLE CONSUMPTION IN NEW ORLEANS THROUGH COMMUNITY ENGAGEMENT, MARKETING MATERIALS, AND EDUCATIONAL PROGRAMMING TO PROMOTE FRUIT AND VEGETABLE CONSUMPTION AT THE CIRCLE FOOD STORE.

15,000.

TOTAL CONTRIBUTIONS APPROVED

100,000.

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ATTACHMENT 11

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