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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

OMB No 1545-0052

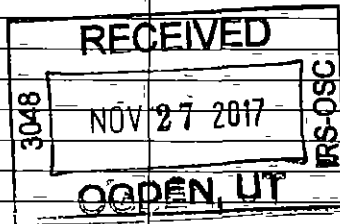
2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation WHOLE KIDS FOUNDATION		A Employer identification number 45-1761682
Number and street (or P O box number if mail is not delivered to street address) 550 BOWIE STREET		B Telephone number (see instructions) (512) 542-3082
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 ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ☐
☐ 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) \$ 7,246,521		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify)		

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)	5,111,849			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	49	49	49	ATCH 1
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		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	5,111,898	49	49	
13	Compensation of officers directors trustees etc	0			
14	Other employee salaries and wages	426,273			426,273
15	Pension plans employee benefits	113,358			113,358
16a	Legal fees (attach schedule) ATCH 2	54,135			54,135
b	Accounting fees (attach schedule) ATCH 3	16,393			16,393
c	Other professional fees (attach schedule) [4]	372,846			372,846
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion	3,113			
20	Occupancy	32,883			32,883
21	Travel conferences and meetings	46,686			46,686
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	181,983			181,983
24	Total operating and administrative expenses Add lines 13 through 23	1,247,670			1,244,557
25	Contributions gifts grants paid	3,140,496			3,140,496
26	Total expenses and disbursements Add lines 24 and 25	4,388,166	0	0	4,385,053
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	723,732			
b	Net investment income (if negative enter 0-)		49		
c	Adjusted net income (if negative enter 0-)			49	



SCANNED NOV 29 2017 Revenue Operating and Administrative Expenses

237

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		5,020,522.	4,399,912.	4,399,912.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 701,311.				
		Less allowance for doubtful accounts ▶		125,722.	701,311.	701,311.
	4	Pledges receivable ▶ 489,833.				
		Less allowance for doubtful accounts ▶		210,910.	489,833.	489,833.
	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)				
	Liabilities	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 ▶ 20,138. Less accumulated depreciation (attach schedule) ▶ 20,138.		3,112.		
15		Other assets (describe ▶ ATCH 6)		1,082,287.	1,655,465.	1,655,465.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,442,553.	7,246,521.	7,246,521.
17		Accounts payable and accrued expenses			448.	
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons . .				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	448.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		5,888,174.	6,730,993.	
	25	Temporarily restricted		554,379.	515,080.	
	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)		6,442,553.	7,246,073.		
31	Total liabilities and net assets/fund balances (see instructions)		6,442,553.	7,246,521.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,442,553.
2	Enter amount from Part I, line 27a	2	723,732.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	100,206.
4	Add lines 1, 2, and 3	4	7,266,491.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	20,418.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,246,073.

Form 990-PF (2016)

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.)
1 a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	3,934,449.	4,668,618.	0.842744
2014	4,524,437.	3,394,324.	1.332942
2013	4,427,381.	2,165,262.	2.044732
2012	3,031,028.	1,984,626.	1.527254
2011	446,220.	942,354.	0.473516

2 Total of line 1, column (d)	2	6.221188
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	1.244238
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	6,008,867.
5 Multiply line 4 by line 3.	5	7,476,461.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	
7 Add lines 5 and 6.	7	7,476,461.
8 Enter qualifying distributions from Part XII, line 4. 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.	8	4,385,053.

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		1	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				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	1.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				
3 Add lines 1 and 2				
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	1.	
6 Credits/Payments		7	107.	
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a			7.
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			100.
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d		7	107.	
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	106.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 106. Refunded ☐ 11		11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ _____ (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		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) ATTACHMENT 9		
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 2016 or the taxable year beginning in 2016 (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

Form 990-PF (2016)

Part VII-A Statements Regarding Activities (continued)

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	Yes	No
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? Website address ► WWW.WHOLEKIDSFOUNDATION.ORG	13	X	
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			
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 2016, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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?	☐ 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016)	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 2016?	4b	X

Form 990-PF (2016)

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 10		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 11		293,594.	52,122.	0.

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

Form 990-PF (2016)

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 KIDS FOUNDATION IS DEDICATED TO IMPROVING CHILDREN'S NUTRITION BY SUPPORTING SCHOOLS AND INSPIRING FAMILIES. DURING 2016, THE FOUNDATION FUNDED 638 GARDEN GRANTS AND 46	4,385,052.
2 HONEY BEE HIVES FOR SCHOOLS AND PROVIDED NUTRITION EDUCATION FOR MORE THAN 2,782 TEACHERS. WKF COLLABORATED WITH OTHER NONPROFIT ORGANIZATIONS TO FUND THE PURCHASE OF	
3 APPROXIMATELY 502 SALAD BARS FOR SCHOOLS TO INCREASE ACCESS FOR KIDS TO FRESH FRUITS AND VEGETABLES. ADDITIONALLY WKF PROVIDED 9 HEALTHY KIDS INNOVATION GRANTS WORTH \$200,000 AND	
4 44 SPECIAL GRANTS TOTALING \$650,000. THE ORGANIZATION ALSO FUNDED TWO DISTRICTS AS PART OF THE SCHOOL SUPPORT INITIATIVE WITH AN INVESTMENT OF ALMOST \$400,000.	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

Form 990-PF (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	1,331,569.
c	Fair market value of all other assets (see instructions).	1c	4,768,804.
d	Total (add lines 1a, b, and c)	1d	6,100,373.
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	6,100,373.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	91,506.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,008,867.
6	Minimum investment return. Enter 5% of line 5	6	300,443.

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 2016 from Part VI, line 5 2a		
b	Income tax for 2016 (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	4,385,053.
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	4,385,053.
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	4,385,053.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only,				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$				
a Applied to 2015, 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 2016 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 . (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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
7 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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, enter the date of the ruling **06/03/2011**

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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	49.	681.	1,360.	1,659.	3,749.
b 85% of line 2a	42.	579.	1,156.	1,410.	3,187.
c Qualifying distributions from Part XII, line 4 for each year listed	4,385,053.	3,934,449.	4,524,451.	4,427,399.	17,271,352.
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	4,385,053.	3,934,449.	4,524,451.	4,427,399.	17,271,352.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.	7,246,523.	6,442,555.	5,052,004.	3,839,601.	22,580,683.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	7,246,523.	6,442,555.	5,052,004.	3,839,601.	22,580,683.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	200,296.	155,621.	113,144.	72,175.	541,236.
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)	5,111,849.	5,427,257.	5,752,178.	3,918,291.	20,209,575.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	3,974,038.	4,313,153.	4,782,368.	2,948,506.	16,018,065.
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income	49.	681.	1,360.	1,659.	3,749.

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 12				
Total ▶ 3a				3,140,496.
b Approved for future payment				
Total ▶ 3b				

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	49 .	
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					49 .	
13 Total. Add line 12, columns (b), (d), and (e)						49 .

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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
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		

[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

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: [Signature] Date: 11/15/17 Title: Asst. Secretary

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule of Contributors

OMB No 1545-0047

2016

▶ 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.

Name of the organization

WHOLE KIDS FOUNDATION

Employer identification number

45-1761682

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, 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **WHOLE KIDS FOUNDATION**

Employer identification number

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 STREET AUSTIN, TX 78703	\$ 1,595,229.	Person ☒ Payroll ☒ Noncash ☒ (Complete Part II for noncash contributions)
2	APPLEGATE 750 ROUTE 202, SUITE 300 BRIDGEWATER, NJ 08807	\$ 65,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	ALLEGRO COFFEE COMPANY 12799 CLAUDE COURT THORTON, CO 80241	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	TOM'S OF MAINE 302 LAFAYETTE CENTER KENNEBUNK, ME 04043	\$ 75,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	ANNIES INC. 1610 5TH STREET BERKELEY, CA 94710	\$ 31,084.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	CASCADIAN FARM 106 WOODWORTH ST SEDRO-WOOLLEY, WA 98284	\$ 53,937.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **WHOLE KIDS FOUNDATION**

Employer identification number

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	HORIZON ORGANIC 12002 AIRPORT WAY BROOMFIELD, CO 80021	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
8	HAIN CELESTIAL 1111 MARCUS AVE LAKE SUCCESS, NY 11042	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
9	HEALTH WARRIOR 1707 SUMMIT AVE RICHMOND, VA 23230	\$ 23,883.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
10	ORGANIC VALLEY ONE ORGANIC WAY LA FARGE, WI 54639	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
11	BACK TO NATURE FOODS 10641 AIRPORT PULLING ROAD, STE 26 NAPLES, FL 34109	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
12	BARBARA'S A WEETABIX COMPANY 500 NICKERSON ROAD, STE 150 MARLBOROUGH, MA 01752	\$ 70,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **WHOLE KIDS FOUNDATION**

Employer identification number

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	BLACKHAWK NETWORK 3585 ATLANTA AVE, 3RD FLOOR ATLANTA, GA 30354	\$ 124,454.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
14	CLIF BAR & COMPANY 1451 SIXTY-SIXTH STREET EMERYVILLE, CA 94608	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
15	FISH SIX RESTAURANT CORP 58 TEHAMA ST SAN FRANCISCO, CA 94105	\$ 5,375.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
16	KING ARTHUR FLOUR 60 FOGG FARM RD WHITE RIVER JUNCTION, VT 05001	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
17	PGI 18103 W. 106TH ST OLATHE, KS 66061	\$ 6,791.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
18	STONYFIELD FARM 10 BURTON DRIVE LONDONDERRY, NH 03053	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **WHOLE KIDS FOUNDATION**

Employer identification number

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	VEGA 101-3001 WAYBURNE DR BURNABY BC CANADA V5G 4W3	\$ 10,602.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
20	MRS. MEYER'S 1525 HOWE STREET RACINE, WI 53403	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
21	EARTHBOUND FARM, LLC 1721 SAN JUAN HIGHWAY SAN JUAN BAUTISTA, CA 95045	\$ 11,021.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
22	BURT'S BEES P.O. BOX 24305 OAKLAND, CA 94623	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
23	VAN'S SIMPLY DELICIOUS 2525 E ARIZONA BILTMORE CIR PHOENIX, AZ 85016	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
24	VITAL FARMS P.O. BOX 17395 AUSTIN, TX 78760	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **WHOLE KIDS FOUNDATION**

Employer identification number

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	CAROLYN COFFIN 1674 TRUMPETER CRESCENT COURTENAY BRITISH COLUMBIA CANADA V9N 8W6	\$ 7,383.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
26	MELISSA & DOUG, LLC PO BOX 590 WESTPORT, CT 06881	\$ 6,702.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
27	CHRIS MAGNONE INFORMATION AVAILABLE UPON REQUEST MONTREAL QUEBEC CANADA	\$ 5,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
28	AMAZON 410 TERRY AVE N. SEATTLE, WA 98109	\$ 12,549.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
29	VISA 900 METRO CENTER BLVD FOSTER CITY, CA 94404	\$ 84,690.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
30	AMERICAN EXPRESS 200 VESEY STREET NEW YORK, NY 10285	\$ 9,372.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization WHOLE KIDS FOUNDATION

Employer identification number

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization **WHOLE KIDS FOUNDATION**

Employer identification number

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 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST INCOME	49.	49.	49.
TOTAL	<u>49.</u>	<u>49.</u>	<u>49.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	54,135.			54,135.
TOTALS	54,135.			54,135.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	16,393.			16,393.
TOTALS	16,393.			16,393.

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CONTRACT LABOR	152,439.	152,439.
CONSULTING FEES	220,407.	220,407.
TOTALS	<u>372,846.</u>	<u>372,846.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PROCESSING FEES	12,714.	12,714.
COMMUNICATION EXPENSE	4,687.	4,687.
SUPPLIES	8,999.	8,999.
MISCELLANEOUS	-161.	-161.
MARKETING	74,326.	74,326.
MEALS	7,254.	7,254.
LICENSES, FEES, PERMITS	490.	490.
SOFTWARE	45,210.	45,210.
POSTAGE	7,987.	7,987.
PRINTING	22.	22.
TRAINING	3,291.	3,291.
PERSONNEL	6,060.	6,060.
BANK SERVICE CHARGE	3,578.	3,578.
DUES AND SUBSCRIPTIONS	7,526.	7,526.
TOTALS	181,983.	181,983.

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WFM STOCK OPTIONS	43,225.	43,225.
INVESTMENT SECURITIES	1,612,240.	1,612,240.
TOTALS	<u>1,655,465.</u>	<u>1,655,465.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED G/L - INNOVATION FUND

100,206.

TOTAL

100,206.

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

EQUITY CONTRIBUTIONS

20,418.

TOTAL

20,418.

ATTACHMENT 9FORM 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,

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<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>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
NONA EVANS 550 BOWIE STREET AUSTIN, TX 78703	PRESIDENT			
WALTER ROBB 550 BOWIE STREET AUSTIN, TX 78703	CHAIRMAN OF THE BOARD			
GLENDIA FLANAGAN 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR			
JIM SUD 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR			
MARGARET WITTENBERG 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR			
LISA SLATER 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR			

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JUAN NUNEZ 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR			
SARAH SIEGEL MAGNESS 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR			
EDMUND LAMACCHIA 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			
ROBERTA LANG 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			
PATRICIA YOST 550 BOWIE ST AUSTIN, TX 78703	ASSISTANT SECRETARY			
WILL PARADISE 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			
GRAND TOTALS		0.	0.	0.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	ATTACHMENT 11	
			CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
NONA EVANS 550 BOWIE ST AUSTIN, TX 78703		128,652.	28,364.	
KIMBERLY HERRINGTON 550 BOWIE ST AUSTIN, TX 78703		111,183.	12,805.	
JANE JOHNSON 550 BOWIE ST AUSTIN, TX 78703		53,759.	10,953.	
TOTAL COMPENSATION		293,594.	52,122.	

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LET'S MOVE SALAD BARS TO SCHOOLS DEA FOOD FAMILY FARMING PO BOX 20708 BOULDER, CO 80308		TO PROVIDE FUNDING TO THE RECIPIENT ORGANIZATION TO PURCHASE SALAD BARS FOR SCHOOLS	253,978
SCHOOL GARDEN GRANTS VARIOUS - SEE ATTACHMENT 13 AUSTIN, TX 78703		TO PROVIDE FUNDING TO THE RECIPIENT SCHOOL TO FUND SCHOOL GARDENS	1,302,571
FOOD FIGHT 285 RIVERSIDE DRIVE, SUITE 15C NEW YORK, NY 10025		TO HELP FUND FOOD FIGHT'S MISSION OF PROVIDING HEALTHY EATING EDUCATION TO TEACHERS AND SCHOOL STAFF SO THAT THEY BECOME ROLE MODELS TO THEIR STUDENTS AND IN THEIR COMMUNITIES	12,500
DEEP ROOT GARDENS 717 HENDERSON ST AUSTIN, TX 78703		TO PROVIDE FUNDING TO THE RECIPIENT ORGANIZATION TO FUND ENGAGING AND INSTRUCTIONAL GARDEN PROGRAMS	5,179
CHEF ANN FOUNDATION 4810 RIVERBEND ROAD BOULDER, CO 80301		SCHOOL FOOD SUPPORT INITIATIVE (PARTIAL), LET'S MOVE SALAD BARS TO SCHOOL COST DIFFERENCE OF INCREASED EQUIPMENT COSTS	167,772
COMMON THREADS 3811 BEE CAVES ROAD, STE 108 AUSTIN, TX 78746		TO HELP FUND FOOD FIGHT'S MISSION OF PROVIDING HEALTHY EATING EDUCATION TO TEACHERS AND SCHOOL STAFF SO THAT THEY BECOME ROLE MODELS TO THEIR STUDENTS AND IN THEIR COMMUNITIES	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

HEALTHY KIDS INNOVATION GRANT
VARIOUS - SEE ATTACHMENT 14
AUSTIN, TX 78703

IN 2015, WKF LAUNCHED A NEW GRANT PROGRAM TO SURFACE INNOVATIVE IDEAS FOR IMPROVING CHILDREN'S NUTRITION. THE FIRST ROUND OF GRANTS WAS AWARDED TO NINE ORGANIZATIONS IN 2016. ORGANIZATIONS SPANNED A BROAD RANGE OF GEOGRAPHY AND FOCUS AREA. FOR EXAMPLE, KEEP IOWA BEAUTIFUL WAS AWARDED FUNDS TO BUILD A SET OF ONLINE VIDEOS TO SUPPORT NEW SCHOOL GARDENS. FARM LAB, A TEN-ACRE PRODUCTION FARM GROWING FOOD FOR ENCINITAS PUBLIC SCHOOLS BECAME THE FIRST CERTIFIED ORGANIC SCHOOL FARM IN THE NATION AND DELIVERED A FARM EXPERIENCE AND EDUCATION TO 5,300 STUDENTS. SLOW FOOD USA CREATED A TOOL KIT AND SUPPORT PROGRAM TO HELP SCHOOLS WITH MORE ADVANCED GARDENS BRING THEIR HARVEST INTO THE CAFETERIA.

440,500

SOUTH GARDEN

1180 UPPER HEMBREE RD
ROSWELL, GA 30076

WKF EDUCATIONAL FARM

47,199

CENTER FOR ECOLITERACY

2150 ALISTON WAY #270
BERKELEY, CA 94704

EBOOK ON TOPSOIL

110,873

NATIONAL FARM TO SCHOOL NETWORK

8770 WEST BRYN MAWR AVE, SUITE 1300
CHICAGO, IL 60631

PARTNERSHIP THAT CREATED SCHOLARSHIPS FOR SCHOOL OR DISTRICT GARDEN COORDINATORS TO ATTEND THE BI-ANNUAL FARM TO SCHOOL CONFERENCE

13,750

SPECIAL PROJECT GRANT

VARIOUS - SEE ATTACHMENT 15
AUSTIN, TX 78703

DURING THE PROCESS OF SCREENING HKI APPLICATIONS, WE SURPASSED A NUMBER OF PROJECTS THAT ALIGN VERY WELL WITH OUR FOCUS AREAS. WE EXTENDED SPECIAL PROJECT GRANTS TO THOSE ORGANIZATIONS.

561,174.

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

ATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

THE BEE CAUSE PROJECT
88 SIMONS STREET
CHARLESTON, SC 29403

HONEY BEE HIVE EDUCATION

200,000

TOTAL CONTRIBUTIONS PAID

3,140,496