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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 CITIES FOUNDATION		A Employer identification number 46-0949876
Number and street (or P O box number if mail is not delivered to street address) 550 BOWIE ST		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 ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,629,148.		E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
J Accounting method: ☐ Cash ☒ Accrual Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	8,331,892.			
2	Check ☐ 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) ATCH. 1	494.	494.	494.	
12	Total. Add lines 1 through 11	8,332,386.	494.	494.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages	480,460.			480,460.
15	Pension plans, employee benefits	46,527.			56,527.
16a	Legal fees (attach schedule) ATCH. 2	3,223.			3,223.
b	Accounting fees (attach schedule) ATCH. 3	22,661.			22,661.
c	Other professional fees (attach schedule) [4]	140,223.			140,223.
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion	166.			
20	Occupancy	15,589.			15,589.
21	Travel, conferences, and meetings	74,695.			74,695.
22	Printing and publications	5,456.			5,456.
23	Other expenses (attach schedule) ATCH. 5	107,513.			107,513.
24	Total operating and administrative expenses. Add lines 13 through 23.	896,513.			906,347.
25	Contributions, gifts, grants paid	290,825.			241,360.
26	Total expenses and disbursements. Add lines 24 and 25	1,187,338.	0.	0.	1,147,707.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	7,145,048.			
b	Net investment income (if negative, enter -0-)		494.		
c	Adjusted net income (if negative, enter -0-)			494.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,417,397.	1,825,338.	1,825,338.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 1,607,149.			
		Less allowance for doubtful accounts ▶	400,409.	1,607,149.	1,557,149.
	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)	2,420.	2,254.	2,254.	
15	Other assets (describe ▶ ATCH 6)	49,422.	5,244,407.	5,244,407.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,869,648.	8,679,148.	8,629,148.	
Liabilities	17	Accounts payable and accrued expenses	100,000.	119,465.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	100,000.	119,465.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,722,985.	3,265,710.	
	25	Temporarily restricted	46,663.	5,293,973.	
	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)	1,769,648.	8,559,683.	
31	Total liabilities and net assets/fund balances (see instructions)	1,869,648.	8,679,148.		

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	1,769,648.
2	Enter amount from Part I, line 27a	2	7,145,048.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	50,002.
4	Add lines 1, 2, and 3	4	8,964,698.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	405,015.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,559,683.

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) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	857,927.	1,518,830.	0.564860
2014	328,012.	551,053.	0.595246
2013			
2012			
2011			

2 Total of line 1, column (d)	2	1.160106
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.290027
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,992,472.
5 Multiply line 4 by line 3.	5	3,478,141.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5.
7 Add lines 5 and 6.	7	3,478,146.
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	1,147,707.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 . . .			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	10.
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	10.
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	10.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868),	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		0.
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.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐ 11			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		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?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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

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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.WHOLECITIESFOUNDATION.ORG	13	X	
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 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)? Organizations relying on a current notice regarding disaster assistance check here	1b		
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? If "Yes," list the years ►		☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes	☒ No
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

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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)? ☐ **5b** ☒ X
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** ☒ X
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ 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		199,165.	34,388.	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	1,187,171.
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.)

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	1,720,674.
c	Fair market value of all other assets (see instructions).	1c	10,454,424.
d	Total (add lines 1a, b, and c)	1d	12,175,098.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,175,098.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	182,626.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,992,472.
6	Minimum investment return. Enter 5% of line 5	6	599,624.

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	1,147,707.
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	1,147,707.
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	1,147,707.

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)

1a 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

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) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	494.				494.
b 85% of line 2a	420.				420.
c Qualifying distributions from Part XII, line 4 for each year listed	1,147,707.	857,927.	328,012.		2,333,646.
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	1,147,707.	857,927.	328,012.		2,333,646.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	8,629,148.	1,869,649.	942,776.		11,441,573.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	8,629,148.	1,869,649.	942,776.		11,441,573.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	399,749.	50,628.	18,368.		468,745.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	8,331,892.	1,647,775.	1,257,246.		11,236,913.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	212,152.	352,019.	526,972.		1,091,143.
(3) Largest amount of support from an exempt organization					
(4) 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
a Paid during the year ATCH 12				
Total			3a	241,360.
b Approved for future payment ATCH 13				
Total			3b	49,465.

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		
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	494 .		
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)				494 .		
13 Total. Add line 12, columns (b), (d), and (e)					13	494 .

(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

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN	
------	--

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Form **990-PF** (2016)

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 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 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 CITIES 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 ST. AUSTIN, TX 78703	\$ 8,236,261.	Person ☒ Payroll ☒ Noncash ☒ (Complete Part II for noncash contributions)
2	STONYFIELD FARM INC 10 BURTON DRIVE LONDONBERRY, NH 03053	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	UNFI 2100 DANIELDALE RD. LANCASTER, TX 75134	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	AMY'S KITCHEN 1650 CORPORATE CIR. PETALUMA, CA 94954	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	AMPLIFY SNACKS BRAND 500 W 5TH ST. AUSTIN, TX 78701	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **WHOLE CITIES 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 CITIES 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 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION OTHER INCOME	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
	494.	494.	494.
TOTALS	494.	494.	494.

ATTACHMENT 2

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	3,223.			3,223.
TOTALS	<u>3,223.</u>			<u>3,223.</u>

ATTACHMENT 3FORM 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	22,661.			22,661.
TOTALS	<u>22,661.</u>			<u>22,661.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	
OTHER PROFESSIONAL FEES	140,223.	
TOTALS	<u>140,223.</u>	<u>CHARITABLE PURPOSES</u>
		140,223.
		<u>140,223.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MEALS	6,600.	6,600.
MEETINGS AND EVENTS	2,505.	2,505.
EDUCATIONAL MATERIALS	755.	755.
MARKETING	26,015.	26,015.
COMMUNICATION	2,718.	2,718.
SUPPLIES	32,297.	32,297.
POSTAGE & DELIVERY	2,170.	2,170.
MEMBERSHIP & DUES	6,493.	6,493.
MISCELLANEOUS	27,048.	27,048.
LICENSES	912.	912.
TOTALS	107,513.	107,513.

ATTACHMENT 6FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WFM STOCK OPTIONS	40,469.	40,469.
LT PLEDGE RECEIVABLE	5,600,000.	5,600,000.
NPV-PLEDGES RECEIVABLE	-396,062.	-396,062.
TOTALS	<u>5,244,407.</u>	<u>5,244,407.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	50,002.
TOTAL	<u>50,002.</u>

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

UNREALIZED G/L

405,015.

TOTAL

405,015.

ATTACHMENT 9FORM 990PF, PART VII-A, LINE 8A - STATES

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

WHOLE CITIES FOUNDATION

2016 FORM 990-PF

46-0949876

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES

DIRECTOR, CHAIRMAN OF THE BOARD

WALTER ROBB
550 BOWIE ST
AUSTIN, TX 78703

DIRECTOR

JOE ROGOFF
550 BOWIE ST
AUSTIN, TX 78703

ASSISTANT SECRETARY

PATRICIA YOST
550 BOWIE ST
AUSTIN, TX 78703

EXECUTIVE DIRECTOR, PRESIDENT

MEREDITH SMITH
550 BOWIE ST
AUSTIN, TX 78703

DIRECTOR

SCOTT ALLSHOUSE
550 BOWIE ST
AUSTIN, TX 78703

SECRETARY, TREASURER

NONA EVANS
550 BOWIE ST
AUSTIN, TX 78703

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

<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>
GLEND A 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			
OMAR GAYE 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			
GRAND TOTALS		0.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 11

<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	103,064.	16,056.
KATHY WOOLBRIGHT 550 BOWIE ST AUSTIN, TX 78703	40.00	96,101.	18,332.
		<u>199,165.</u>	<u>34,388.</u>
	<u>TOTAL COMPENSATION</u>		

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

ATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

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

15,000

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

5,000

BON SECOURS ST FRANCIS HEALTH SYSTEM
1 ST FRANCIS DRIVE
GREENVILLE, SC 29601

4,987

CENTRO DEL OBRERO FRONTERIZO
2000 TEXAS AVE
EL PASO, TX 79901

5,000

CITY OF LAKE OSWEGO
300 15TH ST
LAKE OSWEGO, OR 97034

2,974

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

CITY SLICKER FARMS
2847 PERALTA STREET
OAKLAND, CA 94608

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

COLLECTIVE ROOTS
PO BOX 50784
EAST PALO ALTO, CA 94303

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

CULTIVATE KANSAS CITY
4223 GIBBS ROAD
KANSAS CITY, KS 66106

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

10,000

DETROIT PUBLIC SCHOOLS
1601 FARNSWORTH
DETROIT, MI 48211

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

3,942

FAMILY DAY FOUNDATION
183 WINDSOR AVE
WINDSOR, CT 06095

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

FRANCISVILLE NEIGHBORHOOD DEVELOPMENT
1241 S ALDER ST
PHILADELPHIA, PA 19147

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

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

GOOD SAMARITAN CENTER

114 MILLSAPS AVE

JACKSON, MS 39202

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS

15,000

GREATER NEWARK CONSERVANCY

32 PRINCE STREET

NEWARK, NJ 07103

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS

4,993

GROUNDWORK SOMERVILLE

24 PARK ST #7

SOMERVILLE, MA 02143

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS

5,000

HEARTLAND ALLIANCE FOR HUMAN NEEDS

208 S LASALLE, SUITE 1300

CHICAGO, IL 60604

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS

5,000

I GROW CHICAGO

6402 S HONORE

CHICAGO, IL 60636

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS

8,000

IMAGINE ENGLEWOOD IF

730 W 69TH STREET

CHICAGO, IL 60621

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS

8,000

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

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KEEP JACKSON BEAUTIFUL 5730 QUEEN MARY LANE JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	3,000
MAGNIFYING URBAN REALTIES AFFECTING LIVES 700 E OAKWOOD, #103 CHICAGO, IL 60653		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	2,500
NORTHWEST AGRICULTURE BUSINESS CENTER 49 SOUTH 1ST STREET, SUITE 200 MOUNT VERNON, WA 98273		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	5,000
OLIVEWOOD GARDENS AND LEARNING CENTER 2525 N AVE NATIONAL CITY, CA 91950		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	5,000
OPPORTUNITY MATTERS 2110 SAINT MICHAEL STREET CINCINNATI, OH 45204		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	5,000
ROSEMONT HUMAN SERVICES 3930 OFFICER THOMAS CATCHINGS SR DRIVE JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	35,900

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

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SLOW FOOD CHARLESTON 1630-2 MEETING STREET SUITE A CHARLESTON, SC 29405		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	10,804
SMITH HILL COMMUNITY DEVELOPMENT CORP 400 SMITH STREET PROVIDENCE, RI 02908		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	5,000
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 603 FORSTALL STREET NEW ORLEANS, LA 70177		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	200
SOLID GROUND WASHINGTON 1501 N 45TH STREET SEATTLE, WA 98103		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	5,000
SOW MUCH GOOD 3432 SUNSET ROAD CHARLOTTE, NC 28216		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	9,500
TEAMWORK ENGLEWOOD 4820 S EVANS #3 CHICAGO, IL 60615		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	15,560

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
ANDRECIPIENT NAME AND ADDRESSFOUNDATION STATUS OF RECIPIENTPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

THE NEWTOWN NATION
1425 25TH STREET
SARASOTA, FL 34234

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

TOWNFOLK
1114 CAMERON STREET
LAFAYETTE, LA 70501

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

URBAN TREE CONNECTION
4159 WEST GIRARD AVENUE
PHILADELPHIA, PA 19104

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

UTAH COMMUNITY ACTION
1050 W 500
SALT LAKE CITY, UT 84104

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

VOICE OF CALVARY MINISTRIES
1908 GRENADA STREET FOLK GARDEN
JACKSON, MS 39209

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

6,000

TOTAL CONTRIBUTIONS PAID241,360

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOICE OF CALVARY MINISTRIES 1908 GRENADA STREET FOLK GARDEN JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	24,000
ROSEMONT HUMAN SERVICES 3930 OFFICER THOMAS CATCHINGS SR DRIVE JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	3,500
DETROIT PUBLIC SCHOOLS 1601 FARNSWORTH DETROIT, MI 48211		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	1,965
AUGUSTA LOCALLY GROWN 301 WATERS EDGE DRIVE AUGUST, GA 30901		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	5,000
EDIBLE FLINT 605 N SAIGAW ST STE 1A FLINT, MI 48502		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	5,000
FRESH TRUCK 32 ASHCROFT STREET BOSTON, MA 02130		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS	5,000

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

ATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

HEBRI NUTRITION CONSULTANTS
2009 W CENTRAL BLVD
ORLANDO, FL 32805

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH
COMMUNITY-BASED SOLUTIONS

5,000

TOTAL CONTRIBUTIONS APPROVED

49,465