WHOLE PLANET FOUNDATION

Financial Statements for the
Year Ended December 31, 2008 and
for the Inception Period Ended
December 31, 2007 and
Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Whole Planet Foundation:

We have audited the accompanying statements of financial position of Whole Planet Foundation (the "Foundation") as of December 31, 2009 and 2008, and the related statements of activities and cash flows for the year ended December 31, 2009 and for the period from inception (February 18, 2005) through December 31, 2007. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of December 31, 2009 and 2007, and the changes in its net assets and its cash flows for the year ended December 31, 2008 and for the inception period ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

Maxwell Locke + Ritter LLP

March 4, 2009

WHOLE PLANET FOUNDATION

STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2008 AND 2007

	2008	2007
ASSETS:		
CURRENT ASSETS:		
Cash and cash equivalents	$ 1,432,653	$ 337,930
Pledges receivable, net	1,546,877	1,330,747
Banrural receivable	-	820,873
Total current assets	2,979,530	2,489,550
FIXED ASSETS, net	24,733	37,899
OTHER ASSETS	99,623	56,747
TOTAL ASSETS	$ 3,103,886	$ 2,584,196
LIABILITIES AND NET ASSETS:		
CURRENT LIABILITIES:		
Accrued expenses	$ 1,000	$ 3,804
Line of credit	-	178,672
Total current liabilities	1,000	182,476
NET ASSETS:		
Unrestricted net assets	1,584,830	1,119,470
Temporarily restricted net assets	1,516,056	1,280,250
Permanently restricted net assets	2,000	2,000
Total net assets	3,102,886	2,401,720
TOTAL LIABILITIES AND NET ASSETS	$ 3,103,886	$ 2,584,196

See notes to financial statements.

WHOLE PLANET FOUNDATION

STATEMENTS OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2008 AND
INCEPTION PERIOD ENDED DECEMBER 31, 2007

	2008	2007
CHANGES IN UNRESTRICTED NET ASSETS:		
REVENUES:		
Prosperity campaign contributions	$ 1,039,800	$ 682,983
Whole Foods Market corporate contributions	941,307	2,727,980
Whole Foods Market team member contributions	421,241	89,259
Corporate contributions	206,463	949,909
Whole Foods Market store contributions	164,898	52,397
Individual contributions	76,196	7,979
Other revenue	49,545	1,680
	2,899,450	4,512,187
Net assets released from restrictions	1,055,121	530,000
Total revenues and net assets released from restrictions	3,954,571	5,042,187
EXPENSES:		
Program	2,849,215	3,029,277
Management and general	398,783	681,550
Fundraising and communications	241,213	211,890
Total expenses	3,489,211	3,922,717
Increase in unrestricted net assets	465,360	1,119,470
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS:		
Whole Foods Market corporate contributions	1,042,875	1,056,747
Supplier Alliance for Micro-credit contributions	248,052	723,503
Individual donor contributions	-	30,000
Net assets released from restrictions	(1,055,121)	(530,000)
Increase in temporarily restricted net assets	235,806	1,280,250
CHANGES IN PERMANENTLY RESTRICTED NET ASSETS-		
Contributions	-	2,000
Increase in permanently restricted net assets	-	2,000
CHANGE IN NET ASSETS	701,166	2,401,720
NET ASSETS, beginning of period	2,401,720	-
NET ASSETS, end of period	$ 3,102,886	$ 2,401,720

See notes to financial statements.

WHOLE PLANET FOUNDATION

STATEMENTS OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2008 AND
INCEPTION PERIOD ENDED DECEMBER 31, 2007

	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	$ 701,166	$ 2,401,720
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	15,965	5,949
Changes in operating assets and liabilities that provided (used) cash:		
Pledges receivable, net	(216,130)	(1,330,747)
Banrural receivable	820,873	(820,873)
Other assets	(42,876)	(56,747)
Accrued expenses	(2,804)	3,804
Net cash provided by operating activities	1,276,194	203,106
CASH FLOWS FROM INVESTING ACTIVITIES-		
Purchases of fixed assets	(2,799)	(43,848)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of line of credit	(178,672)	-
Proceeds from line of credit	-	178,672
Net cash (used in) provided by financing activities	(178,672)	178,672
NET CHANGE IN CASH AND CASH EQUIVALENTS	1,094,723	337,930
CASH AND CASH EQUIVALENTS, beginning of period	337,930	-
CASH AND CASH EQUIVALENTS, end of period	$ 1,432,653	$ 337,930

See notes to financial statements.

1. NATURE OF OPERATIONS

The Whole Planet Foundation (the "Foundation") is a nonprofit organization that was established on February 18, 2005 by Whole Foods Market, Inc. ("Whole Foods Market"). The Foundation's mission is to create economic partnerships with the poor in the developing-world communities that supply Whole Foods Market stores with product. Contributions from Whole Foods Market cover 100% of the Foundation's management, general, fundraising and communications expenses. Through innovative assistance for entrepreneurship—including direct micro-credit loans and tangible support for other community partnership projects—the Foundation seeks to expand the energy and creativity of every person with whom it works in order to create wealth and prosperity in emerging economies. Micro-credit is a system pioneered by Professor Muhammad Yunus, founder of the Grameen Bank in Bangladesh and recipient of the 2006 Nobel Peace Prize. The philosophy behind micro-credit is to provide the poor access to credit without requiring contracts or collateral, enabling them to rise out of poverty through their own efforts. The Foundation believes micro-credit is one of the best methods to help individuals lift themselves out of poverty through their own ingenuity. The Foundation is partnered with Grameen Trust in Costa Rica, Guatemala, India and Indonesia to support micro-lending programs in communities where Whole Foods Market sources products. The Foundation also supports micro-lending programs with other outstanding micro-finance institutions such as Adelante Foundation and Pro Mujer Nicaragua with hopes to expand their portfolio to include other partners over time.

As of December 31, 2008, the Foundation had committed approximately $8 million in grants to twelve micro-lending projects. These projects are in Costa Rica, where Whole Foods Market sources bananas and pineapples; Guatemala, Nicaragua, Indonesia, East Timor, Ethiopia, Kenya where Whole Foods Market has relationships with coffee farmers; Honduras, where Whole Foods Market sources bananas and buys coffee; India and Nepal where Whole Foods Market sources rice; Queens, NY where Whole Foods Market has stores. To date, the Foundation's implementing partners have supported over 33,000 micro-entrepreneurs and their families. It is estimated that each woman with whom the Foundation works in the developing world supports a family of five, which means the support is indirectly contributing to the prosperity of 165,000 individuals. Micro-entrepreneurs supported by the Foundation's implementing partners are utilizing the loans for home-based businesses such as poultry and pig farming, agriculture, furniture making, tailoring, and selling handicrafts, homemade and bakery-made foods, clothing and footwear. The Foundation hopes to continue expansion of its projects in 2009.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

Financial Statement Presentation - The Foundation is required to report information regarding its financial position and activities according to three classes of net assets; unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted contributions are those available for use in the operations of the Foundation.

Temporarily restricted net assets are subject to donor-imposed stipulations that will be met by either actions of the Foundation and/or the passage of time. Temporarily restricted net assets at December 31, 2008 and 2007 are restricted for the passage of time until their collection in future years.

Permanently restricted contributions are those restricted by donors in perpetuity as endowments. The income earned by the related assets is considered unrestricted.

Use of Estimates - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Cash and Cash Equivalents - For purposes of the statement of cash flows, the Foundation considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents.

Pledges Receivable - Contributions are recognized when the donor makes a promise to give to the Foundation that is, in substance, unconditional. Conditional promises to give are not included in revenue until the conditions are substantially met. Donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restrictions. When the restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets. Pledges receivable are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using approximate market rates applicable to the years in which the pledges are expected to be received. Amortization of the discounts is included in contribution revenue.

Banrural Receivable - This receivable is due from Banrural, a Guatemalan bank that acquired an existing loan portfolio from Asociacion Civil Guatemalteca Grameen Credit, originally funded by the Foundation. The receivable was no longer outstanding as of December 31, 2008.

Allowance for Doubtful Accounts - Receivables are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a provision for bad debt expense and an adjustment to a valuation allowance based on its assessment of the current status of individual receivables. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and credit to the account receivable. The Foundation recorded no allowance for doubtful accounts as of December 31, 2008 and 2007.

Credit Risk - Financial instruments which potentially subject the Foundation to credit risk consist principally of cash and cash equivalents and accounts receivable. The Foundation places its cash and cash equivalents with high credit quality financial institutions. The Foundation's financial institution is participating in the Federal Deposit Insurance Corporation's ("FDIC") Transaction Account Guarantee Program. Under that program, through December 31, 2009, all noninterest-bearing transaction accounts, as defined, are fully guaranteed by the FDIC for the entire amount in the account. Coverage under the Transaction Account Guarantee Program is in addition to and separate from the coverage available under the FDIC's general deposit insurance rules. At December 31, 2008, the Foundation's deposits exceeded federal insurance levels by approximately $806,000.

The Foundation generally does not maintain collateral for its receivables, and does not believe significant credit risk exists at year end. As of and for the year ended December 31, 2008, the Foundation received 51% of its revenue from Whole Foods Market and 56% of total receivables are due from Whole Foods Market. As of and for the inception period ended December 31, 2007, the Foundation received 63% of its revenue from Whole Foods Market and 23% of total receivables were due from Whole Foods Market.

Fixed Assets - The Foundation capitalizes fixed assets purchased for over $500 at cost value. Lesser amounts are included in expense. Depreciation of fixed assets is computed using the straight-line method over the assets' estimated useful lives (two years for computers and equipment and three years for the website). Maintenance and repairs are charged to expense as incurred.

Functional Expense Allocation - The costs of providing the program and supporting services have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated based on estimates provided by management.

Taxes - The Organization is a nonprofit organization as described in Section 501(c)(3) of the Internal Revenue Code and is exempt from federal and state income taxes. The Code imposes an excise tax of 2% (reduced to 1% if certain requirements are met) on net investment income of private foundations. Excise tax expense for the inception period ended December 31, 2007 was $79 and there was no excise tax expense for the year ended December 31, 2008.

Recent Accounting Pronouncements - In February 2008, the Financial Accounting Standards Board ("FASB") issued FSP FAS 157-2, *Effective Date of FASB Statement No. 157*, which delayed the effective date of SFAS No. 157, *Fair Value Measurements*, for nonfinancial assets and liabilities recognized or disclosed at fair value on a non-recurring basis to fiscal years beginning after November 15, 2008. Management is still evaluating the effects the full implementation of SFAS No. 157 will have on its financial statements for the year ended December 31, 2009, primarily as it relates to nonfinancial assets and liabilities.

Reclassifications - Certain amounts in the prior year have been reclassified to conform to the presentation adopted in the current year.

3. PLEDGES RECEIVABLE

Included in pledges receivable at December 31, 2008 and 2007 are the following unconditional promises to give:

	2008	2007
Whole Foods Market	$ 860,609	$ 510,040
Supplier Alliance	669,778	734,778
Team Members	19,832	-
Promotions in Whole Foods Market stores	-	105,926
Individuals	-	7,277
	1,550,219	1,358,021
Less unamortized discount	(3,342)	(27,274)
Net pledges receivable	$ 1,546,877	$ 1,330,747
Amounts due in:		
Less than one year	$ 1,185,219	$ 858,021
One to five years	365,000	500,000
Total	$ 1,550,219	$ 1,358,021

At December 31, 2008 and 2007, a discount rate of approximately 1% and 4%, respectively, was used to discount the anticipated cash flows on long-term unconditional promises to give. Management has determined that the pledges receivable are fully collectible; therefore, no allowance for uncollectible pledges receivable is recorded at December 31, 2008 and 2007.

4. FIXED ASSETS

Fixed assets consisted of the following at December 31, 2008 and 2007:

	2008	2007
Website	$ 34,650	$ 34,650
Computers and equipment	11,997	9,198
Total	46,647	43,848
Accumulated depreciation	(23,914)	(5,949)
Fixed assets, net	$ 24,733	$ 37,899

Depreciation expense of $15,965 and $5,949 was recorded in the year ended December 31, 2008 and for the inception period ended December 31, 2007, respectively.

5. LINE OF CREDIT

At December 31, 2007, the Foundation had a $2,000,000 bank line of credit, which matured January 8, 2009. Amounts borrowed under this agreement bore interest at the bank's prime rate minus 2.25% (5% at December 31, 2007). The line was secured by the personal guaranty of a Foundation Board member. At December 31, 2007, $178,672 was outstanding on this line of credit. The line of credit was no longer outstanding as of December 31, 2008.

6. COMMITMENTS

As of December 31, 2008, the Foundation has authorized approximately $8 million in funding for micro-finance projects. The Foundation has dispersed approximately $4.7 million since inception. The outstanding commitments are conditioned upon the progress of each project and the operating and loan needs of the recipient and, therefore, have not been recognized as liabilities in the financial statements. The total outstanding commitments at December 31, 2008 are as follows:

India	$ 973,267
Indonesia	546,191
Ethiopia	350,000
Kenya	340,564
Honduras	325,123
Guatemala	268,773
East Timor	200,000
Nepal	177,000
Grameen America	100,000
Costa Rica	83,353
Total Unexpended Authorized Funds	$ 3,364,271

7. RELATED PARTY TRANSACTIONS

The Foundation received the following contributions from Whole Foods Market for the year ended December 31, 2008 and for the inception period ended December 31, 2007:

	Contributions for the year ended December 31, 2008	Contributions for the inception period ended December 31, 2007
Cash and other assets	$ 1,199,619	$ 2,361,570
Funded services including expenses such as salaries, benefits, travel, and external legal counsel	810,230	970,679
Professional services including accounting, legal, information technology, marketing, facilities and communication services	139,229	504,875
Total included in financial statements	$ 2,149,078	$ 3,837,124

Pledges receivable from Whole Foods Market were $860,909 and $510,040 at December 31, 2008 and 2007, respectively.

8. SUBSEQUENT EVENTS

The Foundation entered into two significant agreements after December 31, 2008 and authorized additional funding for one existing project. The two new agreements include funding for a project in Peru which is a $300,000 grant over a three-year period and funding for a project in Thailand which is a three-year loan for $562,500. The Foundation also authorized additional funding of $471,891 to the existing Costa Rica project.