WHOLE PLANET FOUNDATION

Financial Statements for the Years Ended December 31, 2009 and 2008 and Independent Auditors' Report

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 years then ended. 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 2008, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

March 19, 2010

WHOLE PLANET FOUNDATION

STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS:		
CURRENT ASSETS:		
Cash and cash equivalents	$ 3,303,328	$ 1,432,653
Pledges receivable, net	683,733	1,546,877
Total current assets	3,987,061	2,979,530
INVESTMENTS	240,651	99,623
PROGRAM RELATED INVESTMENT RECEIVABLE	187,500	-
FIXED ASSETS, net	9,091	24,733
TOTAL ASSETS	$ 4,424,303	$ 3,103,886
LIABILITIES AND NET ASSETS:		
CURRENT LIABILITIES-		
Accrued expenses	$ -	$ 1,000
NET ASSETS:		
Unrestricted net assets	3,706,459	1,584,830
Temporarily restricted net assets	715,594	1,516,056
Permanently restricted net assets	2,250	2,000
Total net assets	4,424,303	3,102,886
TOTAL LIABILITIES AND NET ASSETS	$ 4,424,303	$ 3,103,886

See notes to financial statements.

WHOLE PLANET FOUNDATION

STATEMENTS OF ACTIVITIES
YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
CHANGES IN UNRESTRICTED NET ASSETS:		
REVENUES:		
Prosperity campaign contributions	$ 1,913,533	$ 1,039,800
Whole Foods Market corporate contributions	825,735	941,307
Whole Foods Market team member contributions	652,222	421,241
Whole Foods Market store contributions	177,450	164,898
Corporate contributions	140,143	206,463
Individual donor contributions	24,778	76,196
Other revenue	30,469	49,545
Total revenues	3,764,330	2,899,450
Net assets released from restrictions	1,321,929	1,055,121
Total revenues and net assets released from restrictions	5,086,259	3,954,571
EXPENSES:		
Program	2,399,196	2,849,215
Management and general	378,799	398,783
Fundraising and communications	186,635	241,213
Total expenses	2,964,630	3,489,211
Change in unrestricted net assets	2,121,629	465,360
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS:		
Whole Foods Market corporate contributions	373,587	1,042,875
Supplier Alliance for Micro-credit contributions	147,880	248,052
Net assets released from restrictions	(1,321,929)	(1,055,121)
Change in temporarily restricted net assets	(800,462)	235,806
CHANGES IN PERMANENTLY RESTRICTED NET ASSETS-		
Contributions	250	-
CHANGE IN NET ASSETS	1,321,417	701,166
NET ASSETS, beginning of period	3,102,886	2,401,720
NET ASSETS, end of period	$ 4,424,303	$ 3,102,886

See notes to financial statements.

WHOLE PLANET FOUNDATION

STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	$ 1,321,417	$ 701,166
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	14,882	15,965
Loss on disposal of fixed asset	760	-
Unrealized gain on investment	(17,441)	(8,156)
Donation of investments	(123,587)	(34,720)
Changes in operating assets and liabilities that provided (used) cash:		
Pledges receivable, net	863,144	(216,130)
Program related investment receivable	(187,500)	820,873
Accrued expenses	(1,000)	(2,804)
Net cash provided by operating activities	1,870,675	1,276,194
CASH FLOWS FROM INVESTING ACTIVITIES-		
Purchases of fixed assets	-	(2,799)
CASH FLOWS FROM FINANCING ACTIVITIES-		
Repayment of line of credit	-	(178,672)
NET CHANGE IN CASH AND CASH EQUIVALENTS	1,870,675	1,094,723
CASH AND CASH EQUIVALENTS, beginning of period	1,432,653	337,930
CASH AND CASH EQUIVALENTS, end of period	$ 3,303,328	$ 1,432,653

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. 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, Indonesia, USA and Turkey. The Foundation also supports micro-lending programs with other outstanding micro-finance institutions such as: Pro Mujer in Nicaragua, Bolivia, Peru and Argentina; Adelante Foundation in Honduras; Nirdhan Bank in Nepal; Moris Rasik in East Timor; Fonkoze in Haiti; Small Enterprise Development in Thailand; OMI and OCSSCO in Ethiopia; Jami Bora Trust in Kenya. Whole Planet Foundation plans to continue to expand their project portfolio with microfinance partners over time.

As of December 31, 2009, the Foundation had committed approximately $10.7 million in grants to micro-lending projects in 17 countries. These projects are in Costa Rica, where Whole Foods Market sources bananas and pineapples; Guatemala, Nicaragua, Indonesia, East Timor, Ethiopia, Kenya, Bolivia, where Whole Foods Market has relationships with coffee farmers; Honduras, where Whole Foods Market sources bananas and buys coffee; India, where Whole Foods Market sources cashews; Nepal, where Whole Foods Market sources tea; Thailand, where Whole Foods Market sources rice; Peru, where Whole Foods Market sources onions; Haiti, where Whole Foods Market sources mangos; Argentina, where Whole Foods Market sources blueberries; Turkey, where Whole Foods Market sources spices; Queens, NY, where Whole Foods Market has stores. To date, the Foundation's implementing partners have supported over 67,000 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 335,000 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 2010.

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, 2009 and 2008 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 temporarily restricted.

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.

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, 2009 and 2008.

Fair Value Measurements - The Foundation measures and discloses fair value measurements in accordance with authoritative literature. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There are three general valuation techniques that may be used to measure fair value, as described below:

A) Market approach **-** Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;

B) Cost approach **-** Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

C) Income approach **-** Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Within the three valuation techniques, the authoritative literature requires characterization of the inputs used to determine fair value into a three-level fair value hierarchy as follows:

Level 1 - These inputs are based on unadjusted quoted market prices for identical assets or liabilities in an active market the Foundation has the ability to access. An active market is a market in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 - These inputs relate to adjusting information from similar items that are traded in active markets or from identical or similar items in markets that are not active.

Level 3 - These inputs reflect the Foundation's own assumptions about the assumptions market participants would use in pricing the asset or liability.

Investments - Investments in Whole Foods Market stock options are recorded at fair value in the statements of financial position. Unrealized gains and losses are included in the change in net assets. All investments are considered level 2 in the fair value hierarchy and were measured at fair value using the market approach.

Credit Risk - Financial instruments that potentially subject the Foundation to credit risk consist of cash and cash equivalents, investments and pledges receivable. The Foundation places its cash and cash equivalents with a limited number of high quality financial institutions and at times may exceed the amount of insurance provided on such deposits. The Federal Deposit Insurance Corporation ("FDIC") increased the basic deposit insurance from $100,000 to $250,000 per depositor through December 31, 2013. The FDIC also implemented the Transaction Account Guarantee Program to provide a temporary unlimited guarantee through June 30, 2010, for non-interest bearing and certain interest bearing transaction accounts at institutions electively participating in this program. Management does not believe a significant concentration of risk exists.

Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the near-term could materially affect the amounts reported in the statements of financial position.

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, 2009, the Foundation received 32% of its revenue from Whole Foods Market and 28% of total receivables are due from Whole Foods Market. 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 were due from Whole Foods Market.

Fixed Assets - The Foundation capitalizes fixed assets at cost if purchased and at fair market value at the date of receipt if donated when the value is $500 or more. 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 Foundation 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 year ended December 31, 2009 was $128 and there was no excise tax expense for the year ended December 31, 2008.

Recent Accounting Pronouncements - In June 2009, the Financial Accounting Standards Board ("FASB") issued guidance now codified as Accounting Standards Codification ("ASC") Topic 105, Generally Accepted Accounting Principles, as the single source of authoritative non-governmental generally accepted accounting principles in the United States of America ("U.S. GAAP"). ASC Topic 105 does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place (the "Codification"). On the effective date of this Statement, the Codification superseded all then-existing non-SEC accounting and reporting standards, and all other non-grandfathered non-SEC accounting literature not included in the Codification became non-authoritative. The provisions of ASC Topic 105 are effective for interim and annual periods ending after September 15, 2009. This pronouncement had no effect on the Foundation's financial position, results of operations or cash flows, but impacted the Foundation's financial reporting process by replacing all references to pre-Codification standards with references to the applicable Codification topic.

3. PLEDGES RECEIVABLE

Included in pledges receivable at December 31, 2009 and 2008 are the following unconditional promises to give:

	2009	2008
Whole Foods Market	$ 113,421	$ 860,609
Supplier Alliance	497,778	669,778
Team Members	75,806	19,832
	687,005	1,550,219
Less unamortized discount	(3,272)	(3,342)
Net pledges receivable	$ 683,733	$ 1,546,877
Amounts due in:		
Less than one year	$ 587,005	$ 1,185,219
One to five years	100,000	365,000
Total	$ 687,005	$ 1,550,219

At December 31, 2009 and 2008, a discount rate of approximately 1% 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, 2009 and 2008.

Pledges receivable are classified as level 3 in accordance with the SFAS No. 157 hierarchy and have been valued using an income approach as follows:

Balance, December 31, 2008	$ 1,550,219
Receipt of new pledges	2,866,438
Payments on receivables	(3,729,652)
Balance, December 31, 2009	$ 687,005

4. PROGRAM RELATED INVESTMENT RECEIVABLE

In 2009 the Foundation entered into a zero percent local currency loan agreement with Small Enterprise Development (“SED”) in Thailand for purposes of expanding the organization’s microfinance loan portfolio. At December 31, 2009 the Foundation’s program related investments include one note receivable for $187,500. Notes receivable are considered by management to be fully collectible and no allowance for doubtful accounts is considered necessary. In making that determination, management evaluated the financial condition of the borrower and current economic conditions. Repayment of the note will begin in 2011 with final repayment due in 2013.

5. FIXED ASSETS

Fixed assets consisted of the following at December 31:

	2009	2008
Website	$ 34,650	$ 34,650
Computers and equipment	8,616	11,997
Total	43,266	46,647
Accumulated depreciation	(34,175)	(21,914)
Fixed assets, net	$ 9,091	$ 24,733

The Foundation recorded depreciation expense of $14,882 and $15,965 in the year ended December 31, 2009 and 2008, respectively.

6. COMMITMENTS

As of December 31, 2009, the Foundation has authorized approximately $10.7 million in funding for micro-finance projects. The Foundation has dispersed approximately $6.9 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, 2009 are as follows:

India	$ 973,267
Thailand	375,000
Ethiopia	350,000
Haiti	343,608
Turkey	338,175
Guatemala	265,773
Indonesia	259,577
Argentina	200,000
Nepal	177,000
Kenya	170,282
East Timor	100,000
Peru	70,000
Honduras	58,559
Costa Rica	54,244
Grameen America	50,000
Total unexpended authorized funds	$ 3,785,485

7. RELATED PARTY TRANSACTIONS

The Foundation received the following contributions from Whole Foods Market for the years ended December 31:

	2009	2008
Cash and other assets	$ 551,037	$ 1,199,619
Funded services including expenses such as salaries, benefits, travel, and external legal counsel	756,867	810,230
Professional services including accounting, legal, information technology, marketing, facilities and communication services	68,868	139,229
Total included in financial statements	$ 1,376,772	$ 2,149,078

Pledges receivable from Whole Foods Market were $189,277 and $860,909 at December 31, 2009 and 2008, respectively. Contributed services were valued using the market approach and were considered level 2 in the fair value hierarchy.

8. SUBSEQUENT EVENTS

The Foundation received approval from its Board of Directors to enter into a program related investment in the Dominican Republic for $300,000 after December 31, 2009. Additionally, the Board of Directors approved an increase in funding authority for the Costa Rica project of $565,851 in the form of a program related investment. The Foundation has evaluated subsequent events through March 19, 2010 (the date the financial statements were available to be issued), and no events have occurred from the balance sheet date through that date that would impact the financial statements.