

**WHOLE PLANET
FOUNDATION**

**Consolidated Financial Statements
as of and for the Years Ended
December 31, 2013 and 2012,
with Supplementary Information
and Independent Auditors' Report**



MAXWELL LOCKE & RITTER LLP

Accountants and Consultants

An Affiliate of CPAmerica International

tel (512) 370 3200 fax (512) 370 3250
www.mlrpc.com

Austin: 401 Congress Avenue, Suite 1100
Austin, TX 78701

Round Rock: 303 East Main Street
Round Rock, TX 78664

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Whole Planet Foundation:

We have audited the accompanying consolidated financial statements of Whole Planet Foundation (U.S.), Whole Planet Foundation (Canada) and Whole Planet Foundation (U.K.) (collectively, the "Foundation") (nonprofit organizations), which comprise the consolidated statements of financial position as of December 31, 2013 and 2012, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

Affiliated Company

ML&R WEALTH MANAGEMENT LLC

*"A Registered Investment Advisor"
This firm is not a CPA firm*

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Foundation as of December 31, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The schedule of funding commitments is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. The consolidating information in the consolidating schedules of financial position and activities is presented for purposes of additional analysis of the consolidated statements rather than to present the financial position and changes in net assets of the individual entities, and they are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and related directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Maxwell Locke + Ritter LLP

Austin, Texas
April 8, 2014

WHOLE PLANET FOUNDATION

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 6,245,184	\$ 5,651,880
Pledges receivable	1,385,700	780,299
Accounts receivable	20,783	69,359
Travel advances	<u>20,000</u>	<u>9,000</u>
Total current assets	7,671,667	6,510,538
INVESTMENTS	3,736,863	1,969,567
FIXED ASSETS, net	<u>9,338</u>	<u>7,748</u>
TOTAL	<u>\$ 11,417,868</u>	<u>\$ 8,487,853</u>
LIABILITIES AND NET ASSETS		
LIABILITIES-		
Accounts Payable	\$ 39,779	\$ 35,326
NET ASSETS:		
Unrestricted	10,172,633	7,864,122
Temporarily restricted	<u>1,205,456</u>	<u>588,405</u>
Total net assets	<u>11,378,089</u>	<u>8,452,527</u>
TOTAL	<u>\$ 11,417,868</u>	<u>\$ 8,487,853</u>

See notes to consolidated financial statements.

WHOLE PLANET FOUNDATION

CONSOLIDATED STATEMENTS OF ACTIVITIES YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
CHANGES IN UNRESTRICTED NET ASSETS:		
REVENUES:		
Contributions	\$ 11,524,373	\$ 10,226,110
Calendar sales	183,463	144,702
Investment income and other revenue	666,226	206,910
Total revenues	12,374,062	10,577,722
Net assets released from restrictions	839,442	472,648
Total revenues and net assets released from restrictions	13,213,504	11,050,370
EXPENSES:		
Program	10,184,810	8,347,074
Fundraising and communications	371,715	362,694
Management and general	348,468	317,799
Total expenses	10,904,993	9,027,567
Change in unrestricted net assets	2,308,511	2,022,803
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS:		
Contributions	1,456,493	122,563
Net assets released from restrictions	(839,442)	(459,510)
Change in temporarily restricted net assets	617,051	(336,947)
CHANGES IN PERMANENTLY RESTRICTED NET ASSETS:		
Contributions	-	45
Net assets released from restrictions	-	(13,138)
Change in permanently restricted net assets	-	(13,093)
CHANGE IN NET ASSETS	2,925,562	1,672,763
NET ASSETS, beginning of year	8,452,527	6,779,764
NET ASSETS, end of year	\$ 11,378,089	\$ 8,452,527

See notes to consolidated financial statements.

WHOLE PLANET FOUNDATION

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ 2,925,562	\$ 1,672,763
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	4,618	7,330
Unrealized gains on investments	(421,601)	(143,796)
Contribution of investments	(478,891)	(262,983)
Changes in operating assets and liabilities that provided (used) cash:		
Pledges receivable	(605,401)	472,155
Accounts receivable	48,576	(4,279)
Travel advances	(11,000)	-
Accounts payable	4,453	35,326
Net cash provided by operating activities	<u>1,466,316</u>	<u>1,776,516</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of fixed assets	(6,208)	(3,336)
Proceeds from the sale of investments	395,693	85,397
Purchases of investments	<u>(1,262,497)</u>	<u>(1,390,577)</u>
Net cash used in investing activities	<u>(873,012)</u>	<u>(1,308,516)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	593,304	468,000
CASH AND CASH EQUIVALENTS, beginning of year	<u>5,651,880</u>	<u>5,183,880</u>
CASH AND CASH EQUIVALENTS, end of year	<u><u>\$ 6,245,184</u></u>	<u><u>\$ 5,651,880</u></u>

See notes to consolidated financial statements.

WHOLE PLANET FOUNDATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2013 AND 2012

1. NATURE OF OPERATIONS

Whole Planet Foundation (U.S.) is a nonprofit organization that was established in 2004 by Whole Foods Market, Inc. (“Whole Foods Market”) and was incorporated on February 18, 2005. Whole Planet Foundation (Canada) and Whole Planet Foundation (U.K.) are nonprofit organizations that were created during 2010 and along with Whole Planet Foundation (U.S.) are collectively referred to as (the “Foundation”). Consolidation of Whole Planet Foundation (Canada) and Whole Planet Foundation (U.K.) by Whole Planet Foundation (U.S.) is required since Whole Planet Foundation (U.S.) has both control and economic interest in the organizations. All intercompany transactions have been eliminated in consolidation.

The Foundation’s mission is to create economic partnerships with the poor in 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. The supplemental schedule of funding commitments on pages 12 and 13 shows grants and program-related investments (“PRIs”) for all the countries and micro-lending partners with which the Foundation has made agreements, from its inception.

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 various countries, and also supports micro-lending programs with other outstanding micro-finance institutions. The Foundation plans to continue to expand its project portfolio with micro-finance partners over time.

As of December 31, 2013, the Foundation had committed approximately \$48.2 million in grants and PRIs to micro-lending projects in 59 countries. To date, the Foundation’s implementing partners have supported over 577,000 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 additionally contributing to the prosperity of well over 2,425,000 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 expects to continue expansion of its projects in 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”) as defined by the Financial Accounting Standards Board Accounting Standards Codification. Under the accrual basis of accounting, revenue is recognized when earned regardless of when collected, and expenses are recognized when the obligation is incurred regardless of when paid.

Classification of Net Assets - 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, 2013 and 2012 are restricted for the passage of time until their collection is due in future years. Permanently restricted net assets are subject to donor-imposed stipulations that they be maintained permanently by the Foundation. Generally, the donors of these assets permit the organization to use all or part of the income earned on any related investments for general or specific purposes. The Foundation had not received any permanently restricted net assets as of December 31, 2013 and 2012.

Accounting Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Fair Value Measurements - The Foundation measures and discloses fair value measurements in accordance with the 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. Fair value accounting requires characterization of the inputs used to measure fair value into a three-level fair value hierarchy as follows:

Level 1 - Inputs based on quoted market prices in active markets for identical assets or liabilities. 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 - Observable inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent from the entity.

Level 3 - Unobservable inputs that reflect the Foundation’s own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available.

There are three general valuation techniques that may be used to measure fair value: 1) market approach - uses prices generated by market transactions involving identical or comparable assets or liabilities, 2) cost approach - uses the amount that currently would be required to replace the service capacity of an asset (replacement cost), and 3) income approach - uses valuation techniques to convert future amounts to present amounts based on current market expectations.

Cash Equivalents - Cash equivalents are considered highly liquid investments with original maturities of three months or less.

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. Management has determined that all pledges receivable are fully collectable; therefore, no allowance for uncollectable pledges was considered necessary at December 31, 2013 and 2012. At December 31, 2013 and 2012, all pledges receivable were due within one year.

Accounts Receivable - 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, 2013 or 2012, as management determined that accounts receivable were fully collectable.

Investments - Investments in mutual funds are recorded at fair value in the consolidated statements of financial position. Investments in holdings of Whole Foods Market stock appreciation rights as of December 31, 2013, and holdings of Whole Foods Market stock options as of December 31, 2012, are recorded at fair value in the consolidated statement of financial position. Realized and unrealized gains and losses are reported in the statement of activities as increases or decreases in unrestricted net assets unless their use is temporarily or permanently restricted by explicit donor stipulations or law.

Program-Related Investments - The Foundation enters into PRIs with micro-finance institutions in foreign countries for program purposes. These investments are anticipated to have a return lower than fair value. These investments are accounted for as grants in the year distributed and reported in program expenses in the consolidated statements of activities. To the extent the investments are recovered by the Foundation, recoveries will be recognized as negative distributions. There were no recoveries during the years ended December 31, 2013 or 2012.

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 \$1,000 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 reported on a functional basis in the consolidated statements of activities. Accordingly, certain costs have been allocated based on estimates provided by management.

Taxes - Whole Planet Foundation (U.S.) is a nonprofit organization as described in Section 501(c)(3) of the Internal Revenue Code (the “Code”) and is exempt from federal and state income taxes, except with respect to any unrelated business income. Whole Planet Foundation (U.S.) is subject to routine examinations of its returns; however, there are no examinations currently in progress. The December 31, 2010 and subsequent tax years remain subject to examination by the Internal Revenue Service. 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 was \$616 and \$432 for the years ended December 31, 2013 and 2012, respectively. Whole Planet Foundation (Canada) is a nonprofit organization but is not a registered charity in Canada. Whole Planet Foundation (U.K.) is a nonprofit organization that is a registered charity in the U.K. with the Charity Commission.

3. CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Foundation to credit risk consist of cash and cash equivalents, investments and receivables. The Foundation places its cash and cash equivalents with a limited number of high quality financial institutions and may exceed the amount of insurance provided on such deposits. Management believes no significant risk exists with respect to cash and cash equivalents.

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

The Foundation generally does not maintain collateral for its receivables, and does not believe significant risk exists at December 31, 2013 or 2012. The Foundation received 27% and 26% of its revenue from Whole Foods Market for the years ended December 31, 2013 and 2012, respectively. In addition, the Foundation received 56% and 64% of its revenue from individuals who donated through Whole Foods Market for the years ended December 31, 2013 and 2012, respectively.

4. INVESTMENTS

Investments consisted of the following at December 31, 2013:

	Fair Value	Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 3,231,455	\$ 3,231,455	\$ -	\$ -
Stock appreciation rights	505,408	-	505,408	-
Total Investments	<u>\$ 3,736,863</u>	<u>\$ 3,231,455</u>	<u>\$ 505,408</u>	<u>\$ -</u>

Investments consisted of the following at December 31, 2012:

	Fair Value	Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 1,731,196	\$ 1,731,196	\$ -	\$ -
Stock options	238,371	-	238,371	-
Total Investments	<u>\$ 1,969,567</u>	<u>\$ 1,731,196</u>	<u>\$ 238,371</u>	<u>\$ -</u>

All investments were valued at fair value using the market approach. Investment income consisted of the following for the years ended December 31:

	2013	2012
Net unrealized gains	\$ 421,601	\$ 143,796
Interest and dividends	88,734	45,586
Net realized gains	63,850	16,654
Investment income	<u>\$ 574,185</u>	<u>\$ 206,036</u>

5. FIXED ASSETS

Fixed assets consisted of the following at December 31:

	2013	2012
Website	\$ 34,650	\$ 34,650
Computers and equipment	35,396	29,188
Total	70,046	63,838
Accumulated depreciation	(60,708)	(56,090)
Fixed assets, net	<u>\$ 9,338</u>	<u>\$ 7,748</u>

6. COMMITMENTS

As of December 31, 2013, the Foundation has authorized approximately \$48.2 million in funding for micro-finance projects. The Foundation has disbursed approximately \$32.6 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 consolidated financial statements. The total outstanding commitments by region at December 31, 2013 and 2012 were as follows:

	<u>2013</u>	<u>2012</u>
Americas and Caribbean	\$ 5,769,338	\$ 5,289,988
Africa, Middle East and North Africa	6,985,333	3,711,996
Asia and Pacific	<u>2,837,551</u>	<u>3,005,014</u>
Total unexpended authorized funds	<u>\$ 15,592,222</u>	<u>\$ 12,006,998</u>

7. RELATED PARTY TRANSACTIONS

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

	<u>2013</u>	<u>2012</u>
Cash and other assets	\$ 2,294,576	\$ 1,655,469
Funded services including expenses such as salaries, benefits, travel, and external legal counsel	1,101,630	981,963
Professional services including accounting, legal, information technology, marketing, facilities and communication services	<u>162,963</u>	<u>118,071</u>
Total included in financial statements	<u>\$ 3,559,169</u>	<u>\$ 2,755,503</u>

Pledges receivable from Whole Foods Market were \$382,775 and \$226,266 at December 31, 2013 and 2012, respectively.

8. SUBSEQUENT EVENTS

The Foundation has evaluated subsequent events through April 8, 2014 (the date the consolidated financial statements were available to be issued) and no events have occurred from the consolidated statement of financial position date through that date that would impact the consolidated financial statements.

SUPPLEMENTAL SCHEDULES

WHOLE PLANET FOUNDATION

SCHEDULE OF FUNDING COMMITMENTS PERIOD FROM INCEPTION TO DECEMBER 31, 2013

Partner/Country	Authorized Grants	Authorized PRIs	Total Authorized	Funding as of Year End
Grameen Guatemala	\$ 1,369,506	\$ -	\$ 1,369,506	\$ 1,159,598
Grameen Costa Rica	2,071,807	865,851	2,937,658	2,611,787
Pro Mujer Nicaragua	290,000	-	290,000	290,000
Fundacion Adelante Honduras	744,716	-	744,716	686,157
Moris Rasik East Timor	400,000	-	400,000	400,000
KOMIDA Indonesia (formerly Grameen)	780,141	-	780,141	767,961
Jami Bora Trust Kenya	657,174	-	657,174	394,817
A Glimmer of Hope / OCSSCO Ethiopia	500,000	-	500,000	500,000
Nirdhan Bank Nepal	312,000	-	312,000	312,000
SED Thailand	-	562,500	562,500	562,500
Pro Mujer Peru	300,000	-	300,000	300,000
Fonkoze Haiti	490,249	-	490,249	490,249
Pro Mujer Bolivia	125,000	-	125,000	125,000
Grameen India	1,333,000	-	1,333,000	819,952
Pro Mujer Argentina	300,000	-	300,000	300,000
Grameen Turkey	383,175	-	383,175	383,175
BRAC Uganda	500,000	-	500,000	500,000
Grameen America - Queens	150,000	-	150,000	150,000
ADOPEM Dominican Republic	-	300,000	300,000	300,000
Grameen Ghana	300,000	-	300,000	300,000
CAURIE Senegal	-	437,743	437,743	437,742
BRAC Pakistan	300,000	-	300,000	300,000
OAF Rwanda	500,000	-	500,000	500,000
Pro Mujer Mexico	500,000	-	500,000	500,000
INMAA Morocco	-	369,000	369,000	369,000
MicroLoan Foundation Malawi	300,000	150,000	450,000	450,000
Fundacion Paraguaya Paraguay	-	301,000	301,000	196,800
FODEMI Ecuador	-	300,000	300,000	300,000
ASALA West Bank / Gaza	-	450,000	450,000	450,000
AFKIEDF Israel	400,000	-	400,000	400,000
SEF South Africa	350,000	150,000	500,000	500,000
Negros Women for Tomorrow Foundation Philippines	-	333,440	333,440	333,440
Grameen Aval Colombia	500,000	-	500,000	310,000
Pro Mujer Nicaragua G2	-	300,000	300,000	300,000
Chamroeun Cambodia	-	500,000	500,000	500,000
TYM Vietnam	-	500,000	500,000	500,000
Grameen America - Omaha	250,000	-	250,000	250,000
BRAC Sierra Leone	500,000	-	500,000	167,000
SPBD Samoa	-	500,000	500,000	500,000
BanIgualdad Chile	-	500,000	500,000	360,000
GRAINE Burkina Faso	-	482,000	482,000	267,000
ENDA Inter-Arabe Tunisia	-	495,000	495,000	495,000
Pro Mujer Peru G2	-	500,000	500,000	200,000
BRAC Sri Lanka	500,000	-	500,000	350,000
Grameen America - Brooklyn	100,000	-	100,000	100,000
Grameen America - Indianapolis	250,000	-	250,000	250,000
OAF Kenya G2	500,000	-	500,000	500,000
CZWSA - China	300,000	-	300,000	300,000
OAF Burundi	303,000	-	303,000	302,560

WHOLE PLANET FOUNDATION

SCHEDULE OF FUNDING COMMITMENTS

PERIOD FROM INCEPTION TO DECEMBER 31, 2013 (Continued)

Partner/Country	Authorized Grants	Authorized PRIs	Total Authorized	Funding as of Year End
Pro Mujer Bolivia G2	-	600,000	600,000	350,000
Banco Do Povo - Brazil	300,000	-	300,000	300,000
Grameen Bangladesh	500,000	-	500,000	312,500
BRAC Tanzania	496,065	-	496,065	496,065
FAMA Honduras G2	-	300,000	300,000	50,000
FINCA - DR Congo	-	500,000	500,000	500,000
BRAC - Afghanistan	500,000	-	500,000	-
Microfin - Uruguay	-	100,000	100,000	100,000
Fonkoze Haiti G2	-	500,000	500,000	500,000
WFDF - Laos	-	300,000	300,000	100,000
OCSSCO - Ethiopia	-	500,000	500,000	250,000
Grameen America - CA Bay Area	250,000	-	250,000	150,000
PAMF - Madagascar	-	500,000	500,000	100,000
Grameen Ghana G2	500,000	-	500,000	275,000
Cashpor - India G2	-	1,000,000	1,000,000	1,000,000
SPBD Tonga	-	300,000	300,000	230,175
Uganda G2 (Deep Dive)	1,000,000	-	1,000,000	677,000
Haiti G3 (Deep Dive)	1,000,000	-	1,000,000	500,000
Grameen America - Los Angeles	250,000	-	250,000	150,000
Grameen America - Charlotte	250,000	-	250,000	150,000
Aga Khan Foundation - Cote d'Ivoire	300,000	-	300,000	200,000
Pro Mujer Nicaragua G3	675,000	-	675,000	400,000
Nirdhan Bank Nepal G2	-	500,000	500,000	212,121
Grameen Costa Rica G2	1,000,000	-	1,000,000	300,000
Pro Mujer - Peru I3	115,800	-	115,800	-
Banco Do Povo - Brazil G2	600,000	-	600,000	200,000
Grameen America - NYC G2	250,000	-	250,000	250,000
Grameen America - Puerto Rico	500,000	-	500,000	150,000
Grameen America - Austin	1,000,000	-	1,000,000	200,000
Grameen America - Boston	500,000	-	500,000	100,000
Grameen America - San Jose	250,000	-	250,000	150,000
SPBD Fiji	-	400,000	400,000	284,000
VisionFund - Mongolia	-	300,000	300,000	100,000
KOMIDA Indonesia G3	-	927,170	927,170	275,451
CZWSDA - China G2	600,000	-	600,000	300,000
Nepal Impact Fund	117,000	-	117,000	-
Philippines Impact Fund	32,400	-	32,400	-
OAF Rwanda G2	725,970	-	725,970	168,000
SEF South Africa G2	-	1,000,000	1,000,000	108,000
OCSSCO - Ethiopia G3	-	500,000	500,000	500,000
Kaaba Microfinance - Somaliland	300,000	-	300,000	100,000
OAF - Burundi G2	719,146	-	719,146	126,000
MicroLoan Foundation Malawi G2	-	740,000	740,000	152,000
BRAC Tanzania G2	472,219	-	472,219	226,800
INMAA Morocco G2	-	500,000	500,000	200,000
CAURIE Microfinance - Senegal G2	-	1,000,000	1,000,000	-
	<u>\$ 29,763,368</u>	<u>\$ 18,463,704</u>	<u>\$ 48,227,072</u>	<u>\$ 32,634,850</u>

WHOLE PLANET FOUNDATION

CONSOLIDATING SCHEDULE OF FINANCIAL POSITION DECEMBER 31, 2013

	Whole Planet Foundation (U.S.)	Whole Planet Foundation (Canada)	Whole Planet Foundation (U.K.)	Eliminations	Total
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	\$ 5,860,326	150,685	234,173	-	6,245,184
Pledges receivable	1,385,700	-	-	-	1,385,700
Intercompany receivable	-	17,091	-	(17,091)	-
Accounts receivable	17,768	3,015	-	-	20,783
Travel advances	20,000	-	-	-	20,000
Total current assets	7,283,794	170,791	234,173	(17,091)	7,671,667
INVESTMENTS	3,736,863	-	-	-	3,736,863
FIXED ASSETS, net	9,338	-	-	-	9,338
TOTAL	\$ 11,029,995	170,791	234,173	(17,091)	11,417,868
LIABILITIES AND NET ASSETS					
LIABILITIES:					
Accounts Payable	\$ 39,779	-	-	-	39,779
Intercompany payable	17,091	-	-	(17,091)	-
Total liabilities	56,870	-	-	(17,091)	39,779
NET ASSETS:					
Unrestricted	9,767,669	170,791	234,173	-	10,172,633
Temporarily restricted	1,205,456	-	-	-	1,205,456
Total net assets	10,973,125	170,791	234,173	-	11,378,089
TOTAL	\$ 11,029,995	170,791	234,173	(17,091)	11,417,868

WHOLE PLANET FOUNDATION

CONSOLIDATING SCHEDULE OF ACTIVITIES YEAR ENDED DECEMBER 31, 2013

	Whole Planet Foundation (U.S.)	Whole Planet Foundation (Canada)	Whole Planet Foundation (U.K.)	Eliminations	Total
CHANGES IN UNRESTRICTED NET ASSETS:					
REVENUES:					
Contributions	\$ 11,118,473	177,404	228,496	-	11,524,373
Calendar sales	183,463	-	-	-	183,463
Investment income and other revenue	654,006	-	12,220	-	666,226
Total revenues	11,955,942	177,404	240,716	-	12,374,062
Net assets released from restrictions	839,442	-	-	-	839,442
Total revenues and net assets released from restrictions	12,795,384	177,404	240,716	-	13,213,504
EXPENSES:					
Program	10,184,810	-	-	-	10,184,810
Fundraising and communications	371,715	-	-	-	371,715
Management and general	335,312	6,613	6,543	-	348,468
Total expenses	10,891,837	6,613	6,543	-	10,904,993
Change in unrestricted net assets	1,903,547	170,791	234,173	-	2,308,511
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS:					
Contributions	1,456,493	-	-	-	1,456,493
Net assets released from restrictions	(839,442)	-	-	-	(839,442)
Change in temporarily restricted net assets	617,051	-	-	-	617,051
CHANGE IN NET ASSETS	2,520,598	170,791	234,173	-	2,925,562
NET ASSETS, beginning of year	8,452,527	-	-	-	8,452,527
NET ASSETS, end of year	\$ 10,973,125	170,791	234,173	-	11,378,089