WHOLE PLANET FOUNDATION

Consolidated Financial Statements for the Years Ended December 31, 2012 and 2011 and Independent Auditors' Report

MAXWELL & LOCKE & RITTER

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 Plant Foundation (Canada) and Whole Planet Foundation (U.K.) (collectively, the "Foundation"), which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities and cash flows for the years then ended, and the related notes to the 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.

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 financial position of the Foundation as of December 31, 2012 and 2011, and the change 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. 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

April 18, 2013

WHOLE PLANET FOUNDATION

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 5,651,880	$ 5,183,880
Pledges receivable, net	780,299	902,454
Accounts receivable	69,359	65,080
Travel advances	9,000	9,000
Total current assets	6,510,538	6,160,414
PLEDGES RECEIVABLE	-	350,000
INVESTMENTS	1,969,567	257,608
FIXED ASSETS, net	7,748	11,742
TOTAL	$ 8,487,853	$ 6,779,764
LIABILITIES AND NET ASSETS		
LIABILITIES-		
Accounts Payable	$ 35,326	$ -
NET ASSETS:		
Unrestricted net assets	7,864,122	5,841,319
Temporarily restricted net assets	588,405	925,352
Permanently restricted net assets	-	13,093
Total net assets	8,452,527	6,779,764
TOTAL	$ 8,487,853	$ 6,779,764

See notes to consolidated financial statements.

WHOLE PLANET FOUNDATION

CONSOLIDATED STATEMENTS OF ACTIVITIES
YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
CHANGES IN UNRESTRICTED NET ASSETS:		
REVENUES:		
Contributions	$ 10,226,110	$ 7,560,489
Calendar sales	144,702	136,765
Investment income and other revenue	206,910	294,688
Total net revenues	10,577,722	7,991,942
Net assets released from restrictions	472,648	475,857
Total revenues and net assets released from restrictions	11,050,370	8,467,799
EXPENSES:		
Program	8,347,074	6,730,219
Fundraising and communications	362,694	258,933
Management and general	317,799	317,156
Total expenses	9,027,567	7,306,308
Change in unrestricted net assets	2,022,803	1,161,491
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS:		
Contributions	122,563	708,175
Net assets released from restrictions	(459,510)	(475,857)
Change in temporarily restricted net assets	(336,947)	232,318
CHANGES IN PERMANENTLY RESTRICTED NET ASSETS:		
Individual donor contributions	45	10,721
Net assets released from restrictions	(13,138)	-
Change in permanently restricted net assets	(13,093)	10,721
CHANGE IN NET ASSETS	1,672,763	1,404,530
NET ASSETS, beginning of period	6,779,764	5,375,234
NET ASSETS, end of period	$ 8,452,527	$ 6,779,764

See notes to consolidated financial statements.

WHOLE PLANET FOUNDATION

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	$ 1,672,763	$ 1,404,530
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	7,330	6,936
Investment income and other revenue	(143,796)	(273,949)
Donation of investments	(262,983)	(127,209)
Changes in operating assets and liabilities that provided (used) cash:		
Travel advances	-	(3,000)
Pledges receivable, net	472,155	(335,422)
Accounts receivable	(4,279)	(40,557)
Accounts payable	35,326	-
Net cash provided by operating activities	1,776,516	631,329
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of fixed assets	(3,336)	(11,416)
Proceeds from the sale of investments	85,397	386,584
Purchases of investments	(1,390,577)	-
Net cash (used in) provided by investing activities	(1,308,516)	375,168
NET CHANGE IN CASH AND CASH EQUIVALENTS	468,000	1,006,497
CASH AND CASH EQUIVALENTS, beginning of period	5,183,880	4,177,383
CASH AND CASH EQUIVALENTS, end of period	$ 5,651,880	$ 5,183,880

See notes to consolidated financial statements.

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"). 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 page 12 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, 2012, the Foundation had committed approximately $35.6 million in grants and PRIs to micro-lending projects in 55 countries. To date, the Foundation's implementing partners have supported over 259,000 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 1,550,000 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 2013.

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 ("FASB") Accounting Standards Codification ("ASC"). The accounts of the Whole Planet Foundation (Canada) and Whole Planet Foundation (U.K.) have been consolidated with those of Whole Planet Foundation (U.S.) due to Whole Planet Foundation (U.S.)'s ability to exercise control over the entities and Whole Planet Foundation (U.S.)'s economic interest in the entities. All inter-entity balances have been eliminated in consolidation.

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, 2012 and 2011 are restricted for the passage of time until their collection in future years. During the year, the Foundation was notified by donors that permanently restricted contributions were not intended for permanent preservation. All net assets were released and there were no permanently restricted net assets as of December 31, 2012.

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, 2012 or 2011, as management determined that pledges receivable were fully collectable.

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.

Investments - Investments in mutual funds and Whole Foods Market stock options are recorded at fair value in the consolidated statements 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.

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 summarized 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. 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 $432 and $418 for the years ended December 31, 2012 and 2011, 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, registration number 1137896.

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

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.

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, 2012 or 2011.

3. PLEDGES RECEIVABLE

At December 31, 2012 all pledges receivable were due within one year. At December 2011, pledges due within one year were $902,454 and pledges due in one to five years were $350,000. At December 31, 2011, a discount on the anticipated cash flows on long-term unconditional promises to give was not recorded because the amount was not significant. Pledges receivable were measured at fair value using the income approach and inputs were considered Level 3 in the fair value hierarchy. Reconciliations of the beginning and ending balances of pledges receivable for the years ended December 31, 2012 and 2011 were as follows:

	2012	2011
Balance, January 1	$ 1,252,454	$ 917,032
Receipt of new pledges and contributions	8,461,396	7,180,887
Payments on receivables	(8,933,551)	(6,845,465)
Balance, December 31	$ 780,299	$ 1,252,454

4. 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, 2012 or 2011. The Foundation received 26% and 22% of its revenue from Whole Foods Market for the year ended December 31, 2012 and 2011, respectively. In addition, the Foundation received 64% and 65% of its revenue from individuals who donated through Whole Foods Market for the year ended December 31, 2012 and 2011, respectively.

5. INVESTMENTS

Investments consisted of the following at December 31, 2012:

		Fair Value Measurements Using:		
	Fair Value	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	$ 1,969,567	$ 1,731,196	$ 238,371	$ -

Investments consisted of the following at December 31, 2011:

		Fair Value Measurements Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market funds	$ 56,404	$ 56,404	$ -	$ -
Stock options	201,204	-	201,204	-
Total Investments	$ 257,608	$ 56,404	$ 201,204	$ -

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

	2012	2011
Net unrealized gains	$ 143,796	$ 273,949
Interest and dividends	45,586	21,612
Net realized gains	16,654	-
Investment income	$ 206,036	$ 294,688

6. FIXED ASSETS

Fixed assets consisted of the following at December 31:

	2012	2011
Website	$ 34,650	$ 34,650
Computers and equipment	29,188	25,852
Total	63,838	60,502
Accumulated depreciation	(56,090)	(48,760)
Fixed assets, net	$ 7,748	$ 11,742

7. COMMITMENTS

As of December 31, 2012, the Foundation has authorized approximately $35.6 million in funding for micro-finance projects. The Foundation has disbursed approximately $23.6 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, 2012 and 2011 were as follows:

	2012	2011
Americas and Caribbean	$ 5,289,988	$ 3,260,220
Africa, Middle East and North Africa	3,711,996	4,196,510
Asia and Pacific	3,005,014	3,115,341
Total unexpended authorized funds	$ 12,006,998	$ 10,572,071

8. RELATED PARTY TRANSACTIONS

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

	2012	2011
Cash and other assets	$ 1,655,469	$ 873,788
Funded services including expenses such as salaries, benefits, travel, and external legal counsel	981,963	799,740
Professional services including accounting, legal, information technology, marketing, facilities and communication services	118,071	103,631
Total included in financial statements	$ 2,755,503	$ 1,777,159

Pledges receivable from Whole Foods Market were $226,266 and $326,398 at December 31, 2012 and 2011, respectively.

9. SUBSEQUENT EVENTS

The Foundation has evaluated subsequent events through April 18, 2013 (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 SCHEDULE

WHOLE PLANET FOUNDATION

SCHEDULE OF FUNDING COMMITMENTS
PERIOD FROM INCEPTION TO DECEMBER 31, 2012

Partner/Country	Authorized Grants	Authorized PRIs	Funding as of Year End
Grameen Guatemala	$ 1,369,506	$ -	$ 1,163,148
Grameen Costa Rica	2,071,807	865,851	2,611,787
Pro Mujer Nicaragua	290,000	-	290,000
Fundacion Adelante Honduras	744,716	-	686,157
Moris Rasik East Timor	400,000	-	400,000
KOMIDA Indonesia (formerly Grameen)	780,141	-	767,961
Jami Bora Trust Kenya	657,174	-	394,817
A Glimmer of Hope / OCSSCO Ethiopia	500,000	-	500,000
Nirdhan Bank Nepal	312,000	-	312,000
SED Thailand	-	562,500	562,500
Pro Mujer Peru	300,000	-	300,000
Fonkoze Haiti	490,249	-	490,249
Pro Mujer Bolivia	125,000	-	125,000
Grameen India	1,333,000	-	819,952
Pro Mujer Argentina	300,000	-	300,000
Grameen Turkey	383,175	-	383,175
BRAC Uganda	500,000	-	500,000
Grameen America - Queens	150,000	-	150,000
ADOPEM Dominican Republic	-	300,000	200,000
Grameen Ghana	300,000	-	300,000
CAURIE Senegal	-	437,743	437,742
BRAC Pakistan	300,000	-	300,000
OAF Rwanda	500,000	-	500,000
Pro Mujer Mexico	500,000	-	500,000
INMAA Morocco	-	369,000	369,000
MicroLoan Foundation Malawi	300,000	150,000	450,000
Fundacion Paraguaya Paraguay	-	301,000	196,800
FODEMI Ecuador	-	300,000	300,000
ASALA West Bank / Gaza	-	450,000	300,000
AFKIEDF Israel	400,000	-	300,000
SEF South Africa	350,000	150,000	355,882
Negros Women for Tomorrow Foundation Philippines	-	333,440	222,294
Grameen Aval Colombia	500,000	-	310,000
Pro Mujer Nicaragua G2	-	300,000	300,000
Chamroeun Cambodia	-	500,000	350,000
TYM Vietnam	-	500,000	350,000

WHOLE PLANET FOUNDATION

SCHEDULE OF FUNDING COMMITMENTS (Continued)
PERIOD FROM INCEPTION TO DECEMBER 31, 2012

Partner/Country	Authorized Grants	Authorized PRIs	Funding as of Year End
Grameen America - Omaha	250,000	-	150,000
BRAC Sierra Leone	500,000	-	167,000
SPBD Samoa	-	500,000	350,000
BanIgualdad Chile	-	500,000	220,000
GRAINE Burkina Faso	-	482,000	267,000
ENDA Inter-Arabe Tunisia	-	495,000	262,272
Pro Mujer Peru G2	-	500,000	200,000
BRAC Sri Lanka	500,000	-	200,000
Grameen America - Brooklyn	100,000	-	100,000
Grameen America - Indianapolis	250,000	-	150,000
OAF Kenya G2	500,000	-	348,100
CZWSDA - China	300,000	-	300,000
OAF Burundi	303,000	-	199,592
Pro Mujer Bolivia G2	-	600,000	350,000
Banco Do Povo - Brazil	300,000	-	200,000
Grameen Bangladesh	500,000	-	237,500
BRAC Tanzania	496,065	-	350,581
FAMA Honduras G2	-	300,000	50,000
FINCA - DR Congo	-	500,000	100,000
BRAC - Afghanistan	500,000	-	-
Microfin - Uruguay	-	100,000	100,000
Fonkoze Haiti G2	-	500,000	250,000
WFDF - Laos	-	300,000	100,000
OCSSCO - Ethiopia	-	500,000	250,000
Grameen America - CA Bay Area	250,000	-	50,000
PAMF - Madagascar	-	500,000	100,000
Grameen Ghana G2	500,000	-	200,000
Cashpor - India G2	-	1,000,000	500,000
SPBD Tonga	-	300,000	143,860
Uganda G2 (Deep Dive)	1,000,000	-	476,000
Haiti G3 (Deep Dive)	1,000,000	-	500,000
Grameen America - Los Angeles	250,000	-	-
Grameen America - Charlotte	250,000	-	-
Aga Khan Foundation - Cote d'Ivoire	300,000	-	-
Pro Mujer Nicaragua G3	675,000	-	-
Nirdhan Bank Nepal G2	-	500,000	-
	$ 22,580,833	$ 13,096,534	$ 23,670,369