

**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

Department of the Treasury  
 Internal Revenue Service

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

**Open to Public Inspection**

**For calendar year 2012 or tax year beginning , 2012, and ending , 20**

Name of foundation <b>WHOLE PLANET FOUNDATION</b>		<b>A Employer identification number</b> 20-2376273
Number and street (or P.O. box number if mail is not delivered to street address) <b>550 BOWIE STREET</b>	Room/suite	<b>B Telephone number (see instructions)</b> (512) 477-4455
City or town, state, and ZIP code <b>AUSTIN, TX 78703</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 8,487,856.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	10,493,420.			
2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B . . . . .				
3 Interest on savings and temporary cash investments . . . . .	21,063.	21,063.	21,063.	ATCH 1
4 Dividends and interest from securities . . . . .	24,523.	24,523.	24,523.	ATCH 2
5a Gross rents . . . . .				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a _____				
7 Capital gain net income (from Part IV, line 2) . . . . .				
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10 a Gross sales less returns and allowances . . . . .				
b Less: Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) <u>ATCH 3</u> . . . . .	16,654.	16,654.	16,654.	
12 <b>Total.</b> Add lines 1 through 11 . . . . .	10,555,660.	62,240.	62,240.	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc. . . . .	0			
14 Other employee salaries and wages . . . . .	610,730.			610,730.
15 Pension plans, employee benefits . . . . .	107,962.			107,962.
16a Legal fees (attach schedule) <u>ATCH 4</u> . . . . .	22,630.			22,630.
b Accounting fees (attach schedule) <u>ATCH 5</u> . . . . .	78,915.			78,915.
c Other professional fees (attach schedule) . . . . .	481,504.	200.	200.	481,504.
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) <u>ATCH 7</u> . . . . .	432.	432.	432.	432.
19 Depreciation (attach schedule) and depletion . . . . .	3,665.			
20 Occupancy . . . . .	31,036.			31,036.
21 Travel, conferences, and meetings . . . . .	120,331.			120,331.
22 Printing and publications . . . . .	4,736.			4,736.
23 Other expenses (attach schedule) <u>ATCH 8</u> . . . . .	238,969.			238,969.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	1,700,910.	632.	632.	1,697,245.
25 Contributions, gifts, grants paid . . . . .	7,326,656.			7,326,656.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	9,027,566.	632.	632.	9,023,901.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements . . . . .	1,528,094.			
b <b>Net investment income</b> (if negative, enter -0-) . . . . .		61,608.		
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .			61,608.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	5,183,880.	5,651,882.	5,651,882.
	3	Accounts receivable ▶ 78,359.			
		Less: allowance for doubtful accounts ▶	74,080.	78,359.	78,359.
	4	Pledges receivable ▶ 780,299.			
		Less: allowance for doubtful accounts ▶	1,252,454.	780,299.	780,299.
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule), . .			
	b	Investments - corporate stock (attach schedule) ATCH 9 . . . . .		1,731,196.	1,731,196.
	c	Investments - corporate bonds (attach schedule), . . . . .			
	11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . .				
14	Land, buildings, and equipment: basis ▶ 63,838.				
	Less: accumulated depreciation (attach schedule) ▶	11,742.	7,749.	7,749.	
15	Other assets (describe ▶ ATCH 10 )	257,608.	238,371.	238,371.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	6,779,764.	8,487,856.	8,487,856.	
Liabilities	17	Accounts payable and accrued expenses . . . . .		35,326.	
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	35,326.	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .	5,841,319.	7,864,122.	
	25	Temporarily restricted . . . . .	925,352.	588,405.	
	26	Permanently restricted . . . . .	13,093.		
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	6,779,764.	8,452,527.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	6,779,764.	8,487,853.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	6,779,764.
2	Enter amount from Part I, line 27a . . . . .	2	1,528,094.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11 . . . . .	3	144,669.
4	Add lines 1, 2, and 3 . . . . .	4	8,452,527.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	8,452,527.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns (a) through (l) for listing property sold, including gross sales price, depreciation, cost basis, gain/loss, and net capital gain/loss.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [ ] Yes [X] No

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

Table with columns (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio. Includes rows for years 2011-2007 and summary rows 2-8.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2013 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, IRS reporting, unrelated business gross income, liquidation, requirements of section 508(e), assets, states reported to, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address WWW.WHOLEPLANETFUNDATION.ORG
14 The books are in care of WHOLE FOODS MARKET - TAX DEPT Telephone no. 512-542-0255
Located at 550 BOWIE STREET AUSTIN, TX ZIP+4 78703-4644
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X No
If "Yes," list the years . . . . .
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		514,807.	13,904.	0

**Total number of other employees paid over \$50,000**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		459,161.

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION PARTNERS WITH EXISTING CHARITABLE ORGANIZATIONS THAT MANAGE MICRO-CREDIT PROJECTS TO HELP FAMILIES ESCAPE POVERTY BY PROVIDING ACCESS TO CAPITAL THAT	9,023,899.
2 THEY CAN USE TO START THEIR OWN SMALL BUSINESSES. FUNDS IN 2012 SUPPORTED AN EXPANSION OF THE MICROLENDING PROGRAMS IN 54 COUNTRIES, INCLUDING THE UNITED STATES, AND SPANNING	
3 MULTIPLE CONTINENTS INCLUDING AFRICA, ASIA, NORTH AMERICA, AND SOUTH AMERICA. AS OF DECEMBER 31, 2012, OUR PROJECTS HAVE SUPPORTED OVER 250,000 BORROWERS AND HAVE	
4 DISBURSED OVER \$190 MILLION IN MICRO CREDIT LOANS.	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,134,274.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	7,011,302.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	1,104,777.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	9,250,353.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,250,353.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	138,755.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,111,598.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	455,580.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	9,023,901.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	9,023,901.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	616.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	9,023,285.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .				
b From 2008 . . . . .				
c From 2009 . . . . .				
d From 2010 . . . . .				
e From 2011 . . . . .				
f <b>Total</b> of lines 3a through e . . . . .				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ _____				
a Applied to 2011, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .				
e Remaining amount distributed out of corpus . .				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 <b>Enter the net total of each column as indicated below:</b>				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9:				
a Excess from 2008 . . . . .				
b Excess from 2009 . . . . .				
c Excess from 2010 . . . . .				
d Excess from 2011 . . . . .				
e Excess from 2012 . . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 07/25/2007

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	61,608.	21,612.	20,918.	9,449.	113,587.
<b>b</b> 85% of line 2a	52,367.	18,370.	17,780.	8,032.	96,549.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	9,023,901.	7,300,072.	4,728,364.	3,127,865.	24,180,202.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	9,023,901.	7,300,072.	4,728,364.	3,127,865.	24,180,202.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets	8,487,856.	6,779,764.	5,375,235.	4,424,304.	25,067,159.
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)	8,487,856.	6,779,764.	5,375,234.	4,424,303.	25,067,157.
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	303,720.	237,865.	182,083.	125,661.	849,329.
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	10,493,420.	8,416,152.	5,743,567.	4,256,965.	28,910,104.
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	8,143,367.	6,782,113.	4,114,463.	2,880,193.	21,920,136.
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income	62,240.	21,612.	20,918.	9,449.	114,219.

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> Paid during the year</p> <p>ATCH 16</p>				
<b>Total</b> .....				<b>3a</b> 7,326,656.
<p><b>b</b> Approved for future payment</p> <p>ATCH 17</p>				
<b>Total</b> .....				<b>3b</b> 5,255,140.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, and Subtotal.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No, rows 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with columns (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date, Title, May the IRS discuss this return with the preparer shown below (see instructions)?

Table for Preparer information: Print/Type preparer's name, Preparer's signature, Date, Check self-employed, Firm's name, Firm's address, Firm's EIN, Phone no.

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

**Name of the organization**  
 WHOLE PLANET FOUNDATION

**Employer identification number**  
 20-2376273

**Organization type** (check one):

**Filers of:**

**Section:**

- Form 990 or 990-EZ  501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF  501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> WHOLE PLANET FOUNDATION	<b>Employer identification number</b> 20-2376273
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KRAFT FOODS GLOBAL, BACK TO NATURE 4970 PRICE DRIVE SUWANEE, GA 30024	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ITO EN 45 MAIN STREET BROOKLYN, NY 11201	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	WHOLE FOODS MARKET SERVICES, INC. 550 BOWIE STREET AUSTIN, TX 78703	\$ 2,345,914.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	SEVENTH GENERATION 60 LAKE STREET BURLINGTON, VT 05401	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	PEPSICO, NAKED JUICE 700 ANDERSON HILL PURCHASE, NY 10577	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	LATE JULY 3166 MAIN STREET BARNSTABLE, MA 02630	\$ 16,448.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WHOLE PLANET FOUNDATION

Employer identification number  
20-2376273**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	CAFE SPICE, ZAIKA FLAVORS OF INDIA 677 LITTLE BRITAIN ROAD NEW WINDSOR, NY 12553	\$ 41,995.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	MRS. MEYERS 420 NORTH 5TH STREET, STE 500 MINNEAPOLIS, MN 55401	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	SAMBAZON INC. 1160 CALLE CORDILLERA SAN CLEMENTE, CA 92673	\$ 7,103.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	GENJI, INC. 1500 JOHN F. KENNEDY BLVD, STE 725 PHILADELPHIA, PA 19102	\$ 13,967.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	TDT MEDIA 495 BROOME STREET, FL3 NEW YORK, NY 10013	\$ 14,180.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	GARDEN OF LIFE 5500 VILLAGE BLVD, STE 202 WEST PALM BEACH, FL 33407	\$ 41,513.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization **WHOLE PLANET FOUNDATION**Employer identification number  
20-2376273**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	STONYFIELD FARMS 10 BURTON DRIVE LONDONDERRY, NH 03053	\$ 14,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	GUAYAKI 6782 SEBASTOPOL AVENUE SEBASTOPOL, CA 95472	\$ 5,823.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	BE GREEN PACKAGING 121 WEST DE LA GUERRA STREET, STE B SANTA BARBARA, CA 93101	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	VAN'S INTERNATIONAL 3285 EAST VERNON AVENUE VERNON, CA 90058	\$ 12,737.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	VITAL FARMS 4507 BRANDT ROAD AUSTIN, TX 78744	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	SR MAX SHOES 2701 PATTERSON STREET GREENSBORO, NC 27407	\$ 7,530.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WHOLE PLANET FOUNDATION**Employer identification number  
20-2376273**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	ODWALLA ----- 1205 S. PLATTE RIVER DRIVE #106 ----- DENVER, CO 80223 -----	\$ 17,697.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	NATURE'S PATH FOODS ----- 9100 VAN HORNE WAY V6X 1W3 ----- RICHMOND BC CANADA -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	ALLEGRO COFFEE ----- 12799 CLAUDE COURT ----- THORTON, CO 80241 -----	\$ 88,643.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	HAIN CELESTIAL GROUP ----- 58 SOUTH SERVICE ROAD, SUITE 250 ----- MELIVILLE, NY 11747 -----	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	ONESOURCE DISTRIBUTION ----- 401 EAST 124TH AVE ----- THORNTON, CO 80241 -----	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	DIAMOND FOODS ----- 1050 S DIAMOND ST ----- STOCKTON, CA 95205 -----	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WHOLE PLANET FOUNDATION**Employer identification number  
20-2376273**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	PROBAR ----- 4752 W. CALIFORNIA AVE STE 1000 ----- SALT LAKE CITY, UT 84104 -----	\$ 23,085.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
26	STEAZ - HEALTHY BEVERAGE CO ----- 329B S. MAIN STREET ----- DOYLESTOWN, PA 18901 -----	\$ 21,358.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
27	NELSON'S ----- 21 HIGH STREET STE 302 ----- NORTH ANDOVER, MA 01845 -----	\$ 21,207.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
28	ZEVIA ----- 10200 CULVER BLVD ----- CULVER CITY, CA 90232 -----	\$ 20,147.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
29	SMALL PLANET FOODS ----- PO BOX 9452 ----- MINNEAPOLIS, MN 55440 -----	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
30	ALEXIA ----- 8701 W GAGE BLVD ----- KENNEWICK, WA 99336 -----	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b> WHOLE PLANET FOUNDATION	<b>Employer identification number</b> 20-2376273
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	TANDOOR CHEF, DEEP FOODS ----- 1090 SPRINGFIELD RD ----- UNION, NJ 07083 -----	\$ 14,208.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32	METHOD ----- 637 COMMERCIAL ST STE 300 ----- SAN FRANCISCO, CA 94111 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33	THE REPUBLIC OF TEA ----- 5 HAMILTON LANDING STE 100 ----- NOVATO, CA 94949 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34	TOM'S OF MAINE ----- 302 LAFAYETTE CENTER ----- KENNEBUNK, ME 04043 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35	MUIR GLEN ----- PO BOX 18932 ----- DENVER, CO 80218 -----	\$ 9,046.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36	MS DAIRIES ----- BITRUHALS 1 110 ----- REYKJAVIK ----- ICELAND -----	\$ 8,707.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WHOLE PLANET FOUNDATION

Employer identification number  
20-2376273**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	THREE SISTERS ----- PO BOX 1025 ----- LAKEVILLE, MN 55044 -----	\$ 8,549.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
38	PRESENCE MARKETING ----- 12 EXECUTIVE COURT STE 1 ----- SOUTH BARRINGTON, IL 60010 -----	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
39	NASOYA ----- ONE NEW ENGLAND WAY ----- AYER, MA 01432 -----	\$ 7,228.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
40	ILLY ISSIMO ----- 521 LAKE KATHY DR. ----- BRANDON, FL 33510 -----	\$ 7,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
41	POPCHIPS ----- 550 MONTGOMERY TREE STE 925 ----- SAN FRANCISCO, CA 94111 -----	\$ 6,954.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
42	FIJI WATER ----- 109 HAYSTACK LN ----- SNOWMASS, CO 81654 -----	\$ 6,294.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b> WHOLE PLANET FOUNDATION	<b>Employer identification number</b> 20-2376273
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	KIT'S ORGANIC ----- 1451 66TH ST ----- EMERYVILLE, CA 94608 -----	\$ ----- 5,807.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44	IF YOU CARE ----- 140 SYLVAN AVE ----- ENGLEWOOD CLIFFS, NJ 07632 -----	\$ ----- 5,297.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
45	VITAMIN WATER ----- PO BOX 1734 ----- ATLANTA, GA 30301 -----	\$ ----- 5,081.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
46	DR. BRONNER'S MAGIC SOAPS ----- 4224 SOUTH 133RD ST ----- OMAHA, NE 68137 -----	\$ ----- 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
47	FRONTIER ----- 3021 78TH ST ----- NORWAY, IA 52318 -----	\$ ----- 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
48	NANCY'S YOGURT ----- 29440 AIRPORT RD ----- EUGENE, OR 97402 -----	\$ ----- 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b> WHOLE PLANET FOUNDATION	<b>Employer identification number</b> 20-2376273
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	ORGANIC VALLEY ----- ONE ORGANIC WAY ----- LA FARGE, WI 54639 -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
50	NAKED JUICE ----- 1333 S MAYFLOWER AVE STE 100 ----- MONROVIA, CA 91016 -----	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WHOLE PLANET FOUNDATION**

Employer identification number

20-2376273

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----



Name of organization **WHOLE PLANET FOUNDATION**

Employer identification number  
20-2376273

**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST INCOME	21,063.	21,063.	21,063.
TOTAL	<u>21,063.</u>	<u>21,063.</u>	<u>21,063.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDEND INCOME	24,523.	24,523.	24,523.
TOTAL	<u>24,523.</u>	<u>24,523.</u>	<u>24,523.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
REALIZED GAIN ON INVESTMENTS	16,654.	16,654.	16,654.
TOTALS	<u>16,654.</u>	<u>16,654.</u>	<u>16,654.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	22,630.			22,630.
TOTALS	<u>22,630.</u>			<u>22,630.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	78,915.			78,915.
TOTALS	<u>78,915.</u>			<u>78,915.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
OTHER PROFESSIONAL FEES	22,343.	200.	200.	22,343.
FIELD PROGRAM MANAGEMENT	459,161.			459,161.
TOTALS	<u>481,504.</u>	<u>200.</u>	<u>200.</u>	<u>481,504.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAXES	432.	432.	432.	432.
TOTALS	<u>432.</u>	<u>432.</u>	<u>432.</u>	<u>432.</u>



ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
WEBSITE DESIGN AND MAINTENANCE	15,497.	15,497.
MARKETING	1,353.	1,353.
PROCESSING FEES	1,083.	1,083.
COMMUNICATION EXPENSE	15,394.	15,394.
SUPPLIES	14,335.	14,335.
POSTAGE & DELIVERY	3,937.	3,937.
MEMBERSHIP AND DUES	14,174.	14,174.
MEALS	11,735.	11,735.
FUNDRAISING EXPENSES	138,959.	138,959.
MISCELLANEOUS	17,962.	17,962.
LICENSES, FEES & PERMITS	4,540.	4,540.
TOTALS	<u>238,969.</u>	<u>238,969.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD INVESTMENT	1,731,196.	1,731,196.
TOTALS	<u>1,731,196.</u>	<u>1,731,196.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WFM STOCK OPTIONS	238,371.	238,371.
TOTALS	<u>238,371.</u>	<u>238,371.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS ON INVESTMENTS	144,669.
TOTAL	<u>144,669.</u>

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

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

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

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>			
LEE VALKENAAR 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
PHILIP SANSONE 550 BOWIE STREET AUSTIN, TX 78703	PRESIDENT	0	0	0
ROBERTA LANG 550 BOWIE STREET AUSTIN, TX 78703	VP, ASST SECRETARY, TREASURER, DIRECTOR	0	0	0
PATRICIA YOST 550 BOWIE STREET AUSTIN, TX 78703	ASSISTANT SECRETARY	0	0	0
JOHN MACKAY 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
GLENDIA FLANAGAN 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0

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

ATTACHMENT 13 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>			
JEFF TETER 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
WALTER ROBB 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
JOY STODDARD 550 BOWIE STREET AUSTIN, TX 78703	SECRETARY	0	0	0
SCOTT ALLSHOUSE 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
WILL PARADISE 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0
JEFF TURNAS 550 BOWIE STREET AUSTIN, TX 78703	DIRECTOR	0	0	0

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

ATTACHMENT 13 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>			
AC GALLO 550 BOWIE STREET AUSTIN, TX 78703	DIRECTORS	0	0	0

GRAND TOTALS



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

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	
PHILIP SANSONE 550 BOWIE ST AUSTIN, TX 78703	EXECUTIVE DIRECTOR 40.00	187,267.	6,179.	0
JOY STODDARD 550 BOWIE STREET AUSTIN, TX 78703	FUNDRAISING DIRECTOR 40.00	89,264.	2,575.	0
STEVE WANTA 550 BOWIE STREET AUSTIN, TX 78703	PROGRAM DIRECTOR 40.00	97,690.	2,575.	0
LAUREN EVANS 550 BOWIE STREET AUSTIN, TX 78703	MARKETING SPECIALIST 40.00	69,864.	2,575.	0
JOHN KLONINGER 5550 BOWIE STREET AUSTIN, TX 78703	FINANCE DIRECTOR 40.00	70,722.	0	0
	TOTAL COMPENSATION	<u>514,807.</u>	<u>13,904.</u>	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BRIAN DOE 35585 SUFFOLK LANE PURCELLVILLE, VA 20132 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN AFRICA AND THE MIDDLE EAST.	FIELD PROGRAM MGMT	161,067.
EVAN LAMBERT 1803 ROMERIA DRIVE AUSTIN, TX 78757 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN LATIN AMERICA.	FIELD PROGRAM MGMT	142,930.
DANIEL ZOLTANI 43 PUGET DRIVE STEILACOOM, WA 98388 MONITOR AND EVALUATE EXISTING AND POTENTIAL MICRO FINANCE PROGRAMS IN ASIA.	FIELD PROGRAM MGMT	155,164.
TOTAL COMPENSATION		<u>459,161.</u>

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASOCIACION CIVIL GUATEMALTECA GRAMEEN CREDIT PANAJACHEL GUATEMALA		GRANT FUNDING FOR OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN GUATEMALA.	3,550.
GRAMEEN AMERICA 1460 BROADWAY, 14TH FLOOR NEW YORK, NY 10036		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN AMERICA IN OMAHA, NE (\$100,000), BROOKLYN, NY (\$50,000), INDIANAPOLIS, IN (\$100,000), AND BAY AREA (\$50,000).	300,000.
GRAMEEN GHANA WATHERSON RESIDENTIAL AREA TAMALE GHANA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTIONS OPERATED BY GRAMEEN IN GHANA.	300,000.
ONE ACRE FUND BOX 482, BUNGOMA 50200, KENYA/TYAZO HEAD OFFICE NYAMASHEKE DISTRICT RWANDA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ONE ACRE FUND IN RWANDA (\$289,291), KENYA (\$179,300), AND BURUNDI (\$99,592).	568,183.
CAURIE MICROFINANCE - SENEGAL BD MGR FRANCOIS XAVIER DIONE ESCALE NORD THIES BP: 3023 SENEGAL		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CAURIE MICROFINANCE IN SENEGAL.	194,552.
PRO MUJER - MEXICO BENEFICIO DEL PATIO #100 FRACC REAL DE MINAS, PACHUCA DE SOTO HIDALGO, 42090 MEXICO		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER MEXICO.	125,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INMAA - MOROCCO IMMEUBLE NAFOURA A, 2 EMEETAGE APPARTEMENT N2, KENITRA MAAMORA KENITRA, 14000 MOROCCO		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY MICROLOAN FOUNDATION IN MOROCCO.	123,000.
MICROLOAN FOUNDATION - MALAWI COLLADO HOUSE, BOMA STREET P.O. BOX 491 KASUNGU MALAWI		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY MICROLOAN FOUNDATION IN MALAWI.	150,000.
KOMIDA - INDONESIA JL RAYA LENTENG AGUNA KM.3 NO.10 12610 AGUNG, JAGAKARSA JAKARTA INDONESIA		GRANT FUNDING FOR OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY KOMIDA IN INDONESIA.	230,000.
FUNDACION PARAGUAYA DE COPPERACION Y DESARROLLO ESQUINA TENIENTE ESPINOZA #5589 ASUNCION PARAGUAY		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FUNDACION PARAGUAYA DE COOPERACION Y DESARROLLO IN PARAGUAY.	120,000.
ASALA WEST BANK / GAZA P.O. BOX 2316 RAMALLAH, WEST BANK PALESTINE		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PALESTINIAN BUSINESSWOMEN'S ASSOCIATION (ASALA) IN PALESTINE.	150,000.
KORET ISRAEL ECONOMIC DEVELOPMENT FUNDS 35 SHAUL HAMELECH BLVD TEL AVIV 61333 ISRAEL		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY KORET ISRAEL ECONOMIC DEVELOPMENT FUNDS (KIEDF) IN ISRAEL.	100,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BANCO DE AHORRO Y CREDITO (ADOPEM) CALLE HERIBERTO PIETER NO 12 ENSANCHE NACO SANTO DOMINGO DOMINICAN REPUBLIC		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ADOPEM IN DOMINICAN REPUBLIC.	100,000.
SMALL ENTERPRISE FOUNDATION - SOUTH AFRICA P.O. BOX 212 TZANEEN 850 SOUTH AFRICA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SMALL ENTERPRISE FOUNDATION (SEF) IN SOUTH AFRICA.	205,882.
NEGROS WOMEN FOR TOMORROW FOUNDATION 102 SAN SEBASTIAN/VERBENA STREETS BACOLOD CITY 6100 PHILIPPINES		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY NWTF IN THE PHILIPPINES.	111,147.
PRO MUJER - NICARAGUA ESTATUA DE LA MADRE 1 CUADRA AL OESTE, PARQUE SAN JUAN LEON, 52003 NICARAGUA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN NICARAGUA.	150,000.
CHAMROEUN - CAMBODIA #42D, STREET 320 BOEUNG TRABEK PHNOM PENH 1113 CAMBODIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CHAMROEUN IN CAMBODIA.	150,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TAO YEU MAY (TYM FUND) - VIETNAM 20 THUY KHUE STREET, ROOM 304/305 HANOI VIETNAM		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY TYM IN VIETNAM.	150,000.
SOUTH PACIFIC BUSINESS DEVELOPMENT - SAMOA GROUND FLOOR, PACIFIC BUILDINGS PO BOX 1614 APIA SAMOA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SOUTH PACIFIC BUSINESS DEVELOPMENT (SPBD) IN SAMOA.	150,000.
GRAINE - BURKINA FASO S/C 01 OUAGADOUGOU BP 469 BURKINA FASO		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GROUP D'ACCOMPAGNEMENT A I; INVESTISSEMENT ET A I'EPARGNE (GRAINE) IN BURKINA FASO.	160,000.
ENDA INTER-ARABE - TUNISIA 3 RUE EL AACHA CITE ETTADHAMEN ARIANA, 2041 TUNISIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ENDA INTER-ARABE (ENDA) IN TUNISIA.	168,272.
PRO MUJER - BOLIVIA AVENIDA HERNANDO SILES N 5411 ESQ CALLE 8, OBRAJES, LA PAZ MURILLO, 7338 BOLIVIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN BOLIVIA.	150,000.
CZWSDA - CHINA NO 1 ZHAOWUDA ROAD, HONGSHAN DISTR CHIFENG INNER MONGOLIA 24000		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CHIFENG ZHAOWUDA WOMEN'S SUSTAINABLE DEVELOPMENT ASSOCIATION (CZWSDA) IN CHINA.	150,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHINA  BANCO DO POVO - BRAZIL RUA GRAO MOGOL, 650 - SION BELO HORIZONTE MINAS GERAIS BRAZIL		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BANCO DO POVO IN BRAZIL.	100,000.
GMPF - INDIA GRAMEEN BANK BHAPAN, MIRPUR 2 DHAKA BANGLADESH, 1216 INDIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN TRUST IN BANGLADESH.	37,500.
BRAC - TANZANIA PLOT 2329 BLOCK H, MBEZI BEACH P.O. BOX 105213 DAR ES SALAM TANZANIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN TANZANIA.	200,000.
WFDF - LAOS BAN PHONETHAN NUA, SAYSETHA DISTRICT VIENTIANE LAOS		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY WOMEN AND FAMILY DEVELOPMENT FUND IN LAOS.	100,000.
PAMF - MADAGASCAR 1, LALANA SOLOMBAVAMBAHOAKA FRANTSAY ANTSAHAVOLA ANTANANARIVO MADAGASCAR		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PAMF IN MADAGASCAR.	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FINCA - DEMOCRATIC REPUBLIC OF CONGO 1286 AVENUE TOMBALBAYE KINSHASA CONGO (KINSHASA)		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FINCA IN THE DEMOCRATIC REPUBLIC OF CONGO.	100,000.
MICROFINANZAS DEL URUGUAY SA 3095 CENTENARIO Y LUIS DE HERRERA CP 11600 MONTEVIDEO URUGUAY		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY MICROFINANZAS DEL URUGUAY SA. SAMOA.	100,000.
SOUTH PACIFIC BUSINESS DEVELOPMENT - TONGA PO BOX NO. 21 NUKU'ALOFA TONGA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SOUTH PACIFIC BUSINESS DEVELOPMENT (SPBD) IN TONGA.	143,860.
FONKOZE - HAITI 50 F ST. NW SUITE 810 WASHINGTON, DC 20001		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FONKOZE IN HAITI (\$250,000) AND FONKOZE HAITI DEEP DIVE (\$500,000).	750,000.
OCSSCO - ETHIOPIA PO BOX 19853 ADDIS ABABA ETHIOPIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY OCSSCO IN ETHIOPIA.	250,000.
BRAC - UGANDA PLOT-90 BUSINIRI ZONE NYANAMA KAMPALA UGANDA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN UGANDA DEEP DIVE. SAMOA.	476,000.



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

ATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CASHPOR - INDIA N-7/1-R-9 DLW-BHU ROAD, BHIKARIPUR 221001 VARANASI UTTAR PRADESH INDIA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CASHPOR IN INDIA. SAMOA.	500,000.
ACRG - COSTA RICA GUACIMO LIMON PROVINCE COSTA RICA		GRANT FUNDING FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY ASOCIACION COSTA RICA GRAMEEN (ACRG) IN COSTA RICA.	459,710.
TOTAL CONTRIBUTIONS PAID			<u>7,326,656.</u>

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

ATTACHMENT 17

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PRO MUJER - NICARAGUA ESTATUA DE LA MADRE 1 CUADRA AL OESTE, PARQUE SAN JUAN LEON, 52003 NICARAGUA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PRO MUJER IN NICARAGUA.	675,000.
GRAMEEN AMERICA 1460 BROADWAY 14TH FLOOR NEW YORK, NY 10036		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN AMERICA IN OAKLAND / SAN FRANCISCO (\$200,000), CHARLOTTE (\$250,000) AND LOS ANGELES (\$250,000).	700,000.
WFDF - LAOS BAN PHONETHAN NUA, SAYSETHA DISTRICT VIENTIANE LAOS		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY WFDF IN LAOS.	200,000.
PAMF - MADAGASCAR 1, LALANA SOLOMBAVAMBAHOAKA ANTANANARIVO MADAGASCAR		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY PAMF IN MADAGASCAR.	400,000.
SPBD - MICROFINANCE LIMITED P.O. BOX NO. 21 NUKU'ALOFA TONGA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY SPBD IN TONGA.	156,140.
GRAMEEN - GHANA WATHERSON RESIDENTIAL AREA TAMALE GHANA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY GRAMEEN IN GHANA.	300,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FONKOZE - HAITI 50 F ST. NW SUITE 810 WASHINGTON, DC 20001		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FONKOZE IN HAITI.	250,000.
OCSSCO - ETHIOPIA P.O. BOX 19853 ADDIS ABABA ETHIOPIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY OCSSCO IN ETHIOPIA.	250,000.
BRAC - UGANDA PLOT-30, OFF ENTEBBE ROAD KAMPALA UGANDA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY BRAC IN UGANDA.	524,000.
FONKOZE - HAITI 50 F ST. NW SUITE 810 WASHINGTON, DC 20001		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY FONKOZE IN HAITI.	500,000.
CASHPOR - INDIA N-7/1-R-9 DLW-BHU ROAD, BHIKARIPUR 221001 VARANASI UTTAR PRADESH INDIA		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY CASHPOR IN INDIA.	500,000.
PAMF/AGA KHAN - COTE D'IVOIRE 1825 K ST. NW #901 WASHINGTON, DC 20006		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY AGA KHAN IN COTE D'IVOIRE.	300,000.

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

ATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NUBL - NEPAL 3015 SW FIRST AVE PORTLAND, OR 97201		FOR ONLENDING CAPITAL AND OPERATING EXPENSES OF THE MICROFINANCE INSTITUTION OPERATED BY NUBL IN NEPAL.	500,000.
TOTAL CONTRIBUTIONS APPROVED			<u>5,255,140.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
REALIZED GAIN ON INVESTMENTS			18	16,654.	
TOTALS				<u>16,654.</u>	

Whole Planet Foundation

EIN: 20-2376273

Expenditure Responsibility Statement

Statement Required by Reg. 53.4945-5(d)

Tax Year 2012 January 1st 2012 - December 31st 2012

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Banrural Grameen	Panajachel Guatemala	01/09/2012 04/24/2012 07/05/2012 10/08/2012	\$ 3,550	The Foundation provided \$3,550 in Grant funding in the current tax year for operating expenses of the microfinance institution operated by Banrural Grameen.	\$ 3,550	To the knowledge of The Foundation no part has been used for other than its intended purposes.	1/7/2012 2/7/2012 4/7/2012 5/7/2012 6/7/2012 7/7/2012 8/7/2012 9/7/2012 11/7/2012 12/3/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.
Grameen Trust - India / Microfinance Initiative Grameen	Kerala, India  Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	No disbursements made in 2012.	\$ -	The grantee carried over \$206,987 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen. The Foundation provided \$0 in Grant funding in the current tax year for operating expenses of the microfinance institution operated by Grameen.	\$ 203,093	To the knowledge of The Foundation no part has been used for other than its intended purposes.	1/3/2012 2/4/2012 3/14/2012 4/5/2012 5/9/2012 8/2013/2012 11/07/2012 11/26/2012 12/8/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by The Grantee. Site visit was conducted in July 2012.
KOMIDA - Indonesia (formerly Grameen)	Jl.Raya Lenteng Agung Km.3 No.10 Lenteng Agung Jagakarsa - Jakarta - Indonesia 12610	6/25/2012	\$ 230,000	The Foundation provided \$230,000 in Grant funding in the current tax year for on-lending capital of the microfinance institution operated by Komida.	\$ 206,225	To the knowledge of The Foundation no part has been used for other than its intended purposes.	1/31/2012 4/26/2012 4/17/2012 5/8/2012 7/31/2012 11/5/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization by The Grantee. Site visit was conducted in April 2012.
Mercy Corps - Nepal	3015 SW First Ave Portland, OR 97201	No disbursements made in 2012.	\$ -	The grantee carried over \$6,799 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Mercy Corps.The Foundation provided \$58,000 in Grant funding to Mercy Corps in 2011.	\$ 6,799	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/19/2011 2/25/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.
Pro Mujer - Argentina	España 817 Salta Salta 4400 Argentina	No disbursements made in 2012.	\$ -	The grantee carried over \$15,645 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer. The Foundation provided \$0 in Grant funding in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Pro Mujer Argentina.	\$ 15,645	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Grameen Ghana	Watherson Residential Area, Tamale, Ghana	7/6/2012	\$ 100,000	The Foundation Board provided \$100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen in Ghana.	\$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.
One Acre Fund (OAF) - Rwanda	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanda	11/1/2012	\$ 289,291	The grantee carried over \$91,390 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by One Acre Fund.The Foundation Board provided \$289,291 in Grant funding in 2010 for on-lending capital and operating expenses of the microfinance institution operated by One Acre Fund in Rwanda.	\$ 289,391	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in July 2012.
Caurie MF Senegal	BD MGR Francois Xavier Dione Escale Nord Thies BP: 3023 Senegal	4/20/2012	\$ 194,552	The grantee carried over \$35,589 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Caurie.The Foundation Board provided \$194,552 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by CAURIE in Senegal.	\$ 194,552	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.
Pro Mujer - Mexico	Beneficio del Patio #100 Fracc. Real de Minas Pachuca de Soto Hidalgo 42090 Mexico	2/8/2012	\$ 125,000	The Foundation Board provided \$125,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Pro Mujer Mexico.	\$ 125,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2012.
Institution Marocaine d'Appui a la Micro-entreprise (INMAA) - Morocco	Angle Rue Maâmora et Rue Reine Elizabeth II, Immeuble Nafoura A, 2ème étage, Appartement N°2, Kénitra Maâmora Kénitra Kénitra 14000 Morocco	12/18/2012	\$ 123,000	The grantee carried over \$1,936 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by INMAA.The Foundation Board provided \$123,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Morocco.	\$ 123,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Microloan Foundation (MLF) - Malawi	Collado House, Boma St P.O. Box 491; Kasungu, Malawi	11/7/2012	\$ 150,000	The grantee carried over \$150,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by MLF.The Foundation Board provided \$150,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Microloan Foundation in Malawi.	\$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2012.
Fundación Paraguaya - Paraguay	Manuel Blinder, Esquina Teniente Espinoza #5589 Asuncion Paraguay	4/20/2012	\$ 120,000	The Foundation Board provided \$120,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Fundacion Paraguaya de Cooperacion y Desarrollo in Paraguay.	\$ 120,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2013.
Fondo de Desarrollo Microempresarial (FODEMI) - Ecuador	AV. Jaime Rivadeneira 688 y Av. Mariano Acosta Ibarra Imbabura Ecuador	No disbursments made in 2012.	\$ -	The grantee carried over \$22,081 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by FODEMI.The Foundation provided \$0 in PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by FODEMI Ecuador.	\$ 22,081	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.
Palestinian Businesswomen's Association (ASALA) - West Bank / Gaza (Palestine)	2nd floor Issa El Tawil Bld'g. Al Mobaden St., Irsal P.O. Box 2316 Ramallah West Bank Palestine	5/22/2012	\$ 150,000	The grantee carried over \$33,900 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by ASALA.The Foundation Board provided \$150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by ASALA in Palestine.	\$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in December 2012.
Koret Israel Economic Development Funds (KIEDF) - Israel	35 Shaul Hamelech Blvd Tel Aviv 61333 Israel	5/22/2012	\$ 100,000	The Foundation Board provided \$100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by KIEDF in Israel.	\$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in December 2012.



Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Banco de Ahorro y Crédito (ADOPEM) - Dominican Republic	Calle Heriberto Pieter No. 12 Ensanche Naco. Santo Domingo Dominican Republic	4/3/2012	\$ 100,000	The grantee carried over \$8,999 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by ADOPEM.The Foundation Board provided \$100,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by ADOPEM in Dominican Republic.	\$ 108,999	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.
Small Enterprise Foundation (SEF) - South Africa	P.O. Box 212 Tzaneen 850 South Africa	6/2012/2012	\$ 205,882	The grantee carried over \$29,334 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by SEF.The Foundation Board provided \$205,882 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by SEF in South Africa.	\$ 205,882	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2012.
Negros Women for Tomorrow Foundation (NWF) - Philippines	102 San Sebastian/Verbena Streets Bacolod City 6100 Philippines	6/25/2012	\$ 111,147	The Foundation Board provided \$111,147 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by NWF in the Philippines.	\$ 8,415	To the knowledge of The Foundation no part has been used for other than its intended purposes.	1/27/2012 4/18/2012 5/3/2012 7/27/2012 11/15/2012	The Foundation verified that there was no diversion of Grant Funding by reviewing reports of Grant utilization and quarterly updates by The Grantee.
Grameen Aval - Colombia	Cra. 1ª A Bis B Este No. 76 A 30 Sur, Barrio Santa Librada	No disbursments made in 2012.	\$ -	The grantee carried over \$113,645 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen.The Foundation Board provided \$0 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen Trust in Colombia	\$ 85,893	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in April 2012.
Pro Mujer - Nicaragua (G2)	Estatua de la Madre, 1 cuadra al oeste. Parque San Juan. León León 52003 Nicaragua	5/29/2012	\$ 150,000	The Foundation Board provided \$150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Pro Mujer in Nicaragua.	\$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2012 and June 2013.
Chamroeun - Cambodia	#42D, street 320Boeung Trabek Phnom Penh 1113 Cambodia	6/18/2012	\$ 150,000	The Foundation Board provided \$150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Chamroeun in Cambodia.	\$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	1/30/2012 4/30/2012 6/2013/2012 7/27/2012 10/24/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in January 2012.

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Tao Yeu May (TYM Fund) - Vietnam	20 Thuy Khue St, Room 304/305 Hanoi Vietnam	7/9/2012	\$ 150,000	The grantee carried over \$45,965 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by TYM Fund.The Foundation Board provided \$150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by TYM in Vietnam.	\$ 124,169	To the knowledge of The Foundation no part has been used for other than its intended purposes.	1/4/2012 2/3/2012 5/16/2012 6/28/2012 10/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in January 2012.
Grameen America - Omaha	1460 Broadway 14th Floor New York, NY 10036	9/28/2012	\$ 100,000	The grantee carried over \$50,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen.The Foundation Board provided \$100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Omaha, NB.	\$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 8/3/2012 10/30/2012 2/5/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.
BRAC - Sierra Leone	23 Old Lumley Road, Off Spur Road, Wilberforce Freetown Western Area 232 Sierra Leone	No disbursments made in 2012.	\$ -	The grantee carried over \$57,423 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by BRAC. The Foundation Board provided \$0 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Sierra Leone.	\$ -	To the knowledge of The Foundation no part has been used for other than its intended purposes.	None	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.
South Pacific Business Development (SPBD) - Samoa	Ground Floor, Pacific Buildings Saleufi PO Box 1614 Apia Samoa	7/5/2012	\$ 150,000	The Foundation Board provided \$150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by SPBD in Samoa.	\$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	2/23/2012 3/6/2012 4/26/2012 6/26/2012 6/29/2012 7/2012/2012 10/30/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in March 2012.
Fundación Banigüaldad - Chile	Orrego Luco 0140 Santiago Providencia 4500000 Chile	No disbursments made in 2012.	\$ -	The grantee carried over \$180,186 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Fundación Banigüaldad.The Foundation Board provided \$0 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Fundación Banigüaldad in Chile.	\$ 97,861	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2013.

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Groupe d'Accompagnement à l'INvestissement et à l'Epargne (GRAINE) - Burkina Faso	S/c 01 Ouagadougou BP 469 Burkina Faso	4/16/2012	\$ 160,000	The grantee carried over \$36,440 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by GRAINE. The Foundation Board provided \$160,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by GRAINE in Burkina Faso.	\$ 161,290	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in September 2012.
Enda Inter-Arabe (ENDA) - Tunisia	3 rue El Aâcha Cité Ettadhamen Ariana 2041 Tunisia	8/30/2012	\$ 168,272	The Foundation Board provided \$168,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by ENDA in Tunisia.	\$ 168,271	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in July 2012.
Pro Mujer - Peru (G2)	Jr. Libertad 345 Tercer Piso Puno Puno Apartado Postal 545 Peru	No disbursements made in 2012.	\$ -	The grantee carried over \$200,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Pro mujer. The Foundation Board provided \$0 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Pro mujer in Peru.	\$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.
BRAC - Sri Lanka	111, Angulana Station Road Colombo Sri Lanka	No disbursements made in 2012.	\$ -	The grantee carried over \$200,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by BRAC. The Foundation Board provided \$0 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Sri Lanka.	\$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	1/29/2012 5/19/2012 7/18/2012 10/19/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in July 2012.
Grameen America - Brooklyn	1460 Broadway 14th Floor New York, NY 10036	9/28/2012	\$ 50,000	The grantee carried over \$50,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen. The Foundation provided \$50,000 in Grant funding in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Brooklyn, NY.	\$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 8/3/2012 10/30/2012 2/5/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Grameen America - Indianapolis	1460 Broadway 14th Floor New York, NY 10036	9/28/2012	\$ 100,000	The grantee carried over \$50,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen.The Foundation Board provided \$100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in Indianapolis, IN.	\$ 150,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 8/3/2012 10/30/2012 2/5/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.
One Acre Fund (OAF) - Kenya (G2)	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	11/1/2012	\$ 179,300	The grantee carried over \$168,800 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by OAF.The Foundation Board provided \$179,300 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by OAF in Kenya.	\$ 179,300	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in July 2012.
One Acre Fund (OAF) - Burundi	Box 482, Bungoma, 50200, Kenya/Tyazo Head Office, Nyamasheke District, Rwanada	11/1/2012	\$ 99,592	The grantee carried over \$100,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by OAF.The Foundation Board provided \$99,592 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by OAF in Burundi.	\$ 99,592	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in July 2012.
Pro Mujer - Bolivia (G2)	Avenida Hernando Siles N° 5411, Esq. Calle 8, Obrajes, Edificio Ignacio de Loyola, Planta Baja La Paz Murillo 7338 Bolivia	12/24/2012	\$ 150,000	The grantee carried over \$2,581 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Pro Mujer.The Foundation Board provided \$150,000 in PRI funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Pro mujer in Bolivia.	\$ 152,281	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.
Chifeng Zhaowuda Women's Sustainable Development Association (CZWSDA) - China	No.1 Zhaowuda Road Hongshan District Chifeng Inner Mongolia 24000 China, People's Republic of	8/2/2012	\$ 150,000	The grantee carried over \$106,667 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by CZWSDA.The Foundation Board provided \$150,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by CZWSDA in China.	\$ 180,856	To the knowledge of The Foundation no part has been used for other than its intended purposes.	1/31/2012 4/27/2012 7/23/2012 7/25/2012 10/19/2012 11/23/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in November 2012.

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
Banco Do Povo - Brazil	Rua Grão Mogol, 650 - Sion Belo Horizonte Minas Gerais Brazil	4/18/2012	\$ 100,000	The grantee carried over \$74,992 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Banco Do Povo.The Foundation Board provided \$100,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Banco Do Povo in Brazil.	\$ 174,992	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2013.
Grameen Motsho O Pashusampad Foundation (GMPF)	Grameen Bank Bhapan, Mirpur 2, Dhaka 1216, Bangladesh	12/2011/2012	\$ 37,500	The grantee carried over \$200,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by Grameen.The Foundation Board provided \$37,500 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen Trust in Bangladesh.	\$ 173,560	To the knowledge of The Foundation no part has been used for other than its intended purposes.	2/15/2012 5/8/2012 7/27/2012 10/23/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.
BRAC - Tanzania	Plot 2329, Block H Mbezi Beach PO Box 105213 Dar es Salaam Tanzania	3/21/2012	\$ 200,000	The grantee carried over \$150,581 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by BRAC.The Foundation Board provided \$200,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Tanzania.	\$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in November 2011 and February 2012.
FAMA - Honduras (G2)	Barrio el centro, una cuadra al este del parque central flores Juticalpa Olancho Honduras	No disbursments made in 2012.	\$ -	The grantee carried over \$25,000 in grant funding from the previous tax year for onlending capital and operating expenses of the microfinance institution operated by FAMA.The Foundation Board provided \$0 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by FAMA in Honduras.	\$ 25,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2013.
Grameen America - Bay Area	1460 Broadway 14th Floor New York, NY 10036	9/24/2012	\$ 50,000	The Foundation Board provided \$50,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen America in San Francisco / Oakland.	\$ 50,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 8/3/2012 10/30/2012 2/5/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.
Women and Family Development Fund (WFDf) - Laos	Ban Phonethan Nua, Saysetha District, Vientiane Laos	7/19/2012	\$ 100,000	The Foundation Board provided \$100,000 in the current year in PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Women and Family Development Fund (WFDf) in Vientiane Laos.	\$ 28,563	To the knowledge of The Foundation no part has been used for other than its intended purposes.	2/9/2012 10/9/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in January 2012.

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
PAMF-Madagascar	1, Lalana Solombavambahoaka Frantsay 77 Antsahavola Antananarivo Madagascar	10/25/2012	\$ 100,000	The Foundation Board provided \$100,000 in the current year in PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by PAMF-MDG in Madagascar.	\$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in July 2012.
FINCA Democratic Republic of Congo	1286 Ave Tombalbaye Entrée: au coin Ave Colonel Ebeya-Ave Hopital BP 13447 Kinshasa 1 Kinshasa Congo, Democratic Republic of the	2/15/2012	\$ 100,000	The Foundation Board provided \$100,000 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by FINCA in The Democratic Republic of the Congo.	\$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in November 2011 and February 2013.
Microfinanzas del Uruguay S.A.	Asilo 3095 Centenario y Luis de Herrera Avisadores de Montevideo Montevideo CP 11600 Uruguay	5/22/2012	\$ 100,000	The Foundation Board provided \$100,000 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Microfin in Uruguay.	\$ 100,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2013.
SPBD Microfinance Limited (Tonga)	Taufa'ahau Road, Kolofo'ou, P.O. Box No. 21 Nuku'alofa Tonga	11/6/2012	\$ 143,860	The Foundation Board provided \$143,860 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by SPBD in Tonga.	\$ 45,702	To the knowledge of The Foundation no part has been used for other than its intended purposes.	2/16/2012 2/27/2012 3/1/2012 9/25/2012 11/14/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in March 2012.
Grameen Ghana (G2)	Watherson Residential Area, Tamale, Ghana	10/24/2012	\$ 200,000	The Foundation Board provided \$200,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Grameen in Ghana.	\$ 200,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in June 2012.
Fonkoze Haiti (G2)	Fonkoze USA 50 F St. NW Suite 810 Washington DC 20001  Fonkoze Haiti: 119 Avenue Christophe; Port-au-Prince, HAITI	7/10/2012	\$ 250,000	The Foundation Board provided \$250,000 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by Fonkoze in Haiti.	\$ 250,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in May 2013.
OCSSCO - Ethiopia (G2)	P.O.Box 19853 Addis Ababa Ethiopia	8/30/2012	\$ 250,000	The Foundation Board provided \$250,000 in the current year PRI funding in the form of a program related investment in the current tax year for on-lending capital and operating expenses of the microfinance institution operated by OCSSCO in Ethiopia.	\$ 250,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in February 2012.

Grantees Name	Grantee's Address	Dates of Grant in Current Tax Year	Grant / PRI Amount	Grant / PRI Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Dates of Report by Grantee	Verification
BRAC Uganda (G2) Deep Dive	Plot-90, Businiri Zone Nyanama, Off Entebbe Road Kampala Uganda	12/18/2012	\$ 476,000	The Foundation Board provided \$476,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by BRAC in Uganda.	\$ 476,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	4/30/2012 7/31/2012 10/31/2012 1/31/2013	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in July 2012.
Fonkoze Haiti (G3) Deep Dive	Fonkoze USA 50 F St. NW Suite 810 Washington DC 20001  Fonkoze Haiti: 119 Avenue Christophe; Port-au-Prince, HAITI	12/24/2012	\$ 500,000	The Foundation Board provided \$1500,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by Fonkoze in Haiti.	\$ 116,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in May 2013.
CASHPOR India (G2)	N-7/1-R-9 DLW-BHU Road, Bhikaripur Varanasi Uttar Pradesh 221001 India	11/5/2012	\$ 500,000	The Foundation Board provided \$500,000 in Grant funding in the current year for on-lending capital and operating expenses of the microfinance institution operated by CASHPOR in India.	\$ 500,000	To the knowledge of The Foundation no part has been used for other than its intended purposes.	8/1/2012 11/26/2012	The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee. Site visit was conducted in July 2012.
Asociacion Costa Rica Grameen (G2)- ACRG	Guacimo Limon Province Costa Rica	04/03/2012 05/11/2012 05/18/2012 06/12/2012 07/19/2012 08/06/2012 08/17/2012 09/12/2012 12/26/2012	\$ 459,710	The Foundation provided \$450,000 in funding in the current tax year (\$300,000 in PRI funding & \$150,000 in Grant funding) for operating expenses of the microfinance institution operated by ACRG in Costa Rica.	\$ 459,710	To the knowledge of The Foundation no part has been used for other than its intended purposes.	12/31/2011 3/31/2012 6/30/2012 9/30/2012 12/31/2012	WPF has direct participation as board members of ACRG. The Foundation verified that there was no diversion of Grant Funding through review of reports of grant utilization by The Grantee.