Form **990-PF** 

Department of the Treasury Internal Revenue Service

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# **Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation Do not enter social security numbers on this form as it may be made public.

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► Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052 2017

<b>Open to Public Inspection</b>

_		fendar year 2017 or tax year beginning of foundation	ng			, 2017	, and ending	-	Employer identifie	, 20
		LE CITIES FOUNDATION						<b>^</b>	Employer identific 46-0949876	
Number and street (or P.O. box number if mail is not delivered to street address)					Room/suite	В	Telephone numbe			
1	Numbe		iiveleu to s		5)		Kulli/Sulle		Telephone numbe	
	550	BOWIE ST							(512) 542	2-0959
_		town, state or province, country, and ZIP or foreig	an postal o	ode				+	(312) 31	
		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	5					c	If exemption applicat	ion is
	AUS	TIN, TX 78703							pending, check here	
_		ck all that apply: Initial return		Initi	al return	of a former p	ublic charity	<u>и</u> п	1. Foreign organizatio	
		Final return			ended re		•		<ol> <li>Foreign organizati</li> </ol>	
		Address chan	ige	Nar	me chang	е			85% test, check he computation	
Н	Che	ck type of organization: X Section	501(c)(	3) exemp	t private f	oundation				
	s	ection 4947(a)(1) nonexempt charitable tru	Jst	Other t	axable pr	ivate founda	tion		If private foundation under section 507(b)	
I	Fair	market value of all assets at J	Account	ing metho	od: Ca	ash 🔤 🛛 Acc	rual	F		n a 60-month termination
	end	of year (from Part II, col. (c), line	Othe	r (specify)				_		1)(B), check here
_	16)	▶\$ 8,532,378. (P	art I, col	umn (d) mu	st be on ca	ish basis.)				
F	Part	Analysis of Revenue and Expenses total of amounts in columns (b), (c), and ( may not necessarily equal the amounts in column (a) (see instructions).)	d)	(a) Reveni expense book	s per	<b>(b)</b> Net inve incom		(c)	Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
-	1	Contributions, gifts, grants, etc., received (attach schedu	le)	1,09	9,906.					
	2	Check <b>Check Check Check</b>	d to							
	3	Interest on savings and temporary cash investme			3,475.		3,475.		3,475.	ATCH 1
	4	Dividends and interest from securities	••							
	5a	Gross rents	••							
	b	Net rental income or (loss)			6 200					
Revenue	6a b	Net gain or (loss) from sale of assets not on line Gross sales price for all 24, 1		-1	6,309.					
Vel	-	assets on line 6a					0.			
<b>8</b>	7 8	Capital gain net income (from Part IV, line Net short-term capital gain	<i>,</i> -							
	9 9	Income modifications								
		Gross sales less returns	••							
	h	and allowances								
		Gross profit or (loss) (attach schedule)								
	11	Other income (attach schedule)								
	12	Total. Add lines 1 through 11		1,08	7,072.		3,475.		3,475.	
	13	Compensation of officers, directors, trustees, etc			0.					
ses	14	Other employee salaries and wages	••		2,966.					502,966.
en	15	Pension plans, employee benefits		4	3,845.					43,845.
X	16a	Legal fees (attach schedule) ATCH 2		-	40.					40
ш ө	b	Accounting fees (attach schedule) $\ensuremath{\operatorname{ATCH}}$			1,603.					11,603.
Ĕ	С	Other professional fees (attach schedule)	[4]	8	4,085.					84,085.
itra	17	Interest								
nis	18	Taxes (attach schedule) (see instructions).			166.					
Ξ	19	Depreciation (attach schedule) and deplet			7,384.					7,384.
Ad	20	Occupancy		10	1,210.					101,210.
B	15 16a b c 17 18 19 20 21 22	Travel, conferences, and meetings			6,179.					16,179.
g	22	Printing and publications			7,546.					147,546.
ţi	23	Other expenses (attach schedule) ATCH Total operating and administrative exper								.,
era	23 24 25	Add lines 13 through 23		91	5,024.					914,858.
ð	25	Contributions, gifts, grants paid			1,156.					431,156.
5	25	Total expenses and disbursements. Add lines 24 ar			6,180.		0.		0.	1,346,014.
_	27	Subtract line 26 from line 12:								
		Excess of revenue over expenses and disbursements		-25	9,108.					
		Net investment income (if negative, enter					3,475.			
	с	Adjusted net income (if negative, enter -0	-)						3,475.	
-		anwark Daduction Act Notice	1							Carm 000-DE (2017)

Form 990-PF (2017) WHOLE CITIES FOUNDATION Attached schedules and amounts in the Beginning of year				-0949876 Page <b>2</b>
Part I	Balance Sheets description column should be for end-of-year	(a) Book Value	End c (b) Book Value	(c) Fair Market Value
	amounts only. (See instructions.)	1,825,338.	3,161,293.	
1	Cash - non-interest-bearing	1,025,550.	5,101,255.	5,101,275
2	Savings and temporary cash investments			
3	Accounts receivable 1,408,941.	1,607,149.	1,408,941.	1,408,941
	Less: allowance for doubtful accounts	1,007,119.	1,100,911.	1,100,911
4	Pledges receivable ► Less: allowance for doubtful accounts ►			
F	Grants receivable			
5	Receivables due from officers, directors, trustees, and other			
Ŭ	disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
8 its	Inventories for sale or use.			
ssets 6 8	Prepaid expenses and deferred charges			
≪ <b>4</b> 10a	Investments - U.S. and state government obligations (attach schedule)			
	Investments - corporate stock (attach schedule)			
	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			
	Less: accumulated depreciation 1,010.	2,254.	2,088.	
15	Other assets (describe ► ATCH 6)	5,244,407.	3,960,056.	3,960,056
16	Total assets (to be completed by all filers - see the			
	instructions. Also, see page 1, item I)	8,679,148.	8,532,378.	8,532,378
17	Accounts payable and accrued expenses	119,465.	76,000.	
18	Grants payable			
<u>8</u> 19	Deferred revenue			
abilitie 20 21	Loans from officers, directors, trustees, and other disqualified persons			
	Mortgages and other notes payable (attach schedule)			
<b>–</b> 22	Other liabilities (describe ►)			
22	Tetal liabilities (add lines 17 through 22)	119,465.	76,000.	
23	Total liabilities (add lines 17 through 22)	119,405.	70,000.	
S	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.			
SC C		3,265,710.	4,496,322.	
		5,293,973.	3,960,056.	
82 25 26	Temporarily restricted	0,200,0,00	0,200,000	
	Foundations that do not follow SFAS 117, check here			
n L	and complete lines 27 through 31.			
Net Assets or Fund Balances 10 65 82 22 55 55 11 05 65 82 25 55 12 05 65 82 25 55 12 05 65 82 25 55 12 05 65 82 55 12 05 65 82 55 12 05 65 82 55 12 05 65 85 12 05 85	Capital stock, trust principal, or current funds			
28 ets	Paid-in or capital surplus, or land, bldg., and equipment fund			
SS 29	Retained earnings, accumulated income, endowment, or other funds			
<b>∀</b> 30	Total net assets or fund balances (see instructions)	8,559,683.	8,456,378.	
<b>0</b> Z 31	Total liabilities and net assets/fund balances (see			
	instructions)	8,679,148.	8,532,378.	
Part I	Analysis of Changes in Net Assets or Fund Balan	ces		
1 Tot	al net assets or fund balances at beginning of year - Part II,	, column (a), line 30 (m	ust agree with	
end	l-of-year figure reported on prior year's return)		1	8,559,683
	er amount from Part I, line 27a		2	-259,108
	er increases not included in line 2 (itemize) $\blacktriangleright$ ATCH 7		3	155,803
	l lines 1, 2, and 3		4	8,456,378
	creases not included in line 2 (itemize)		5	
6 Tot	al net assets or fund balances at end of year (line 4 minus li	ne 5) - Part II, column (b)	, line 30 6	8,456,378

Form 990-PF (2017) Part IV Capital Gains a	and Losses for Tax on Inv	estment Income			Page
	cribe the kind(s) of property sold (for ck warehouse; or common stock, 200	•	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
1 a					
b					
С					
d					
е		1			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (los ((e) plus (f) minu	
а					
b					
с					
d					
е					
Complete only for assets sh	owing gain in column (h) and owned	by the foundation on 12/31/69.		Gains (Col. (h) ga	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	col.	(k), but not less th Losses (from col	
а					
b					
С					
d					
e					
2 Capital gain net income c	or (not capital loss)	ain, also enter in Part I, line 7 loss), enter -0- in Part I, line 7	2		
8 Net short-term capital ga	in or (loss) as defined in sections	s 1222(5) and (6):			
If gain, also enter in Pa	rrt I, line 8, column (c). See in	structions. If (loss), enter -0- in 🕽			
Part I, line 8		J	3		
Part V Qualification U	nder Section 4940(e) for Re	duced Tax on Net Investment I	ncome		
For optional use by domestic	private foundations subject to th	ne section 4940(a) tax on net invest	ment inco	me.)	
section 4940(d)(2) applies, le	eave this part blank.				
	he section 4942 tax on the distril t qualify under section 4940(e). I	butable amount of any year in the b	ase perio	d?	Yes X No

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

	Enter the appropriate a	mount in each column for each yea	ar, see the instructions before maki	ng any	ennies.
Cal	<b>(a)</b> Base period years endar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets		(d) Distribution ratio (col. (b) divided by col. (c))
	2016	1,147,707.	11,992,472.		0.095702
	2015	857,927.	1,518,830.		0.564860
	2014	328,012.	551,053.		0.595246
	2013				
	2012				
2		(d)		2	1.255808
3	•	io for the 5-year base period - divid foundation has been in existence i		3	0.418603
4	Enter the net value of n	rom Part X, line 5	4	8,074,084.	
5	Multiply line 4 by line 3			5	3,379,836.
6	Enter 1% of net investm	nent income (1% of Part I, line 27b)		6	35.
7	Add lines 5 and 6			7	3,379,871.
8	Enter qualifying distribu	tions from Part XII, line 4	in Part VI. line 1b. and complete	8 that p	1,346,014. art using a 1% tax rate. See the
	Part VI instructions.		,,,	· · · · · P	
JSA	20.4.000				Form <b>990-PF</b> (2017)
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Form 990-PF (2017) WHOLE CITIES FOUNDATION 46-0949876				
Pa	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see i	nstru	ction	s)
1a	Exempt operating foundations described in section 4940(d)(2), check here  and enter "N/A" on line 1.			
	Date of ruling or determination letter: (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check			70.
	here  and enter 1% of Part I, line 27b			
с	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of			
	Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			
3	Add lines 1 and 2			70.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			70.
6	Credits/Payments:			
а	2017 estimated tax payments and 2016 overpayment credited to 2017 6a			
b	Exempt foreign organizations - tax withheld at source			
с	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d			50.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here if Form 2220 is attached 8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			20.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  10			
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax  Refunded  11			
	t VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
	participate or intervene in any political campaign?	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the			37
	instructions for the definition	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials			
	published or distributed by the foundation in connection with the activities.			37
	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
	(1) On the foundation. ► \$ (2) On foundation managers. ► \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
	on foundation managers. 🕨 \$			v
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			X
	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		x
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		
	If "Yes," attach the statement required by <i>General Instruction T</i> .			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that	~	Х	
_	conflict with the state law remain in the governing instrument?	6 7	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	-		
8a	Enter the states to which the foundation reports or with which it is registered. See instructions.			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General		v	
	(or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			
	4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes,"		Х	
	complete Part XIV	9	Λ	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their			x
	names and addresses	10		22

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### WHOLE CITIES FOUNDATION

Par	t VII-A Statements Regarding Activities (continued)		
		Yes	s No
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	1	Х
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	2	Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	3 X	
	Website address WWW.WHOLECITIESFOUNDATION.ORG		_
14	The books are in care of MHOLE FOODS MARKET - TAX DEPT Telephone no. 512-542-09	959	
	Located at ►550 BOWIE ST AUSTIN, TX ZIP+4 ► 78703		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here		
	and enter the amount of tax-exempt interest received or accrued during the year		_
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority	Yes	s No
	over a bank, securities, or other financial account in a foreign country?	6	X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of		
	the foreign country		
Par	t 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.	Yes	s No
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?		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a		
	disqualified person? Yes X No		
	<ul> <li>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?</li> <li>(4) Pay compensation to, or pay or reimburse the expenses of a disqualified person?</li> <li>Yes X No</li> </ul>		
	(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)?		
	(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.)		
h	If any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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	b	
	Organizations relying on a current notice regarding disaster assistance, check here		
с	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 2017?	с	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)):		
а	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and		
	6e, Part XIII) for tax year(s) beginning before 2017?		
	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.)	b	
С	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?		
b	If "Yes," did it have excess business holdings in 2017 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	h	
4	foundation had excess business holdings in 2017.) Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		x
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	ы —	
a	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4	h	X
-			

Form	990-PF (2017) WHOLE CI	TIES FOUNDATION			46-09	49876	F	Page <b>6</b>
Pa	rt VII-B Statements Regarding Ac	tivities for Which Forn	n 4720 May Be Rec	uired (contin	nued)		-	
5a	During the year, did the foundation pay or inc	ur any amount to:					Yes	No
	(1) Carry on propaganda, or otherwise attem	ot to influence legislation (sect	ion 4945(e))?	_ Yes	X No			
	(2) Influence the outcome of any specific	public election (see section	4955); or to carry or	ı,				
	directly or indirectly, any voter registration	drive?		Yes	X No			
	(3) Provide a grant to an individual for travel,	study, or other similar purposes	s?	_ Yes	X No			
	(4) Provide a grant to an organization other	er than a charitable, etc., or	rganization described i	n				
	section 4945(d)(4)(A)? See instructions			Yes	X No			
	(5) Provide for any purpose other than rel	•	•					
	purposes, or for the prevention of cruelty t				X No			
b	If any answer is "Yes" to 5a(1)-(5), did ar	-		•				
	Regulations section 53.4945 or in a current no	tice regarding disaster assista	nce? See instructions.		••••	5b		X
	Organizations relying on a current notice rega	rding disaster assistance, chec	k here		▶∟			
С	If the answer is "Yes" to question 5a(4),		•					
	because it maintained expenditure responsibil	ity for the grant?		Yes	No			
	If "Yes," attach the statement required by Reg	julations section 53.4945-5(d).						
6a	Did the foundation, during the year, receive	e any funds, directly or ind	irectly, to pay premiur					
	on a personal benefit contract?				X No			
b	Did the foundation, during the year, pay prem	iums, directly or indirectly, on	a personal benefit contra	act?		6b		X
	If "Yes" to 6b, file Form 8870.							
7a	At any time during the tax year, was the found				X No			
b	···, · · · · · · · · · · · · · · · · ·					7b		
Pa	rt VIII Information About Officers, and Contractors	Directors, Trustees, Fo	undation manager	s, Fighly Par	a Empic	byees,		
1	List all officers, directors, trustees, four							
	(a) Name and address	(b) Title, and average hours per week	(If not paid,	(d) Contribution employee benefit	plans	(e) Expense other all		
		devoted to position	enter -0-)	and deferred comp	ensation			
ATC	Н 9		0.		Ο.			0.
2	Compensation of five highest-paid em	ployees (other than the	se included on line	e 1 - see ins	struction	s). If n	one,	enter
	"NONE."		1			-		
(a)	Name and address of each employee paid more than	(b) Title, and average \$50,000 hours per week	(c) Compensation	(d) Contributio employee ber	nefit	(e) Expens	se accou	unt,
(u)		devoted to position	(c) compensation	plans and defe	erred on	other all	owance	÷S
ATC	н 10		193,166.	39,	670.			0.
Tota	I number of other employees paid over \$50	D,000			. ►			
						Form <b>99</b>	)-PF	(2017)

Form 990-PF (2017) Page 7 Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)						
3 Five highest-paid independent contractors for professional services. Se	e instructions. If none, enter "NONE					
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation				
NONE						
	—					
	—					
	—					
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 sta organizations and other beneficiaries served, conferences convened, research papers produced, etc.	tistical information such as the number of	Expenses				
1 WHOLE CITIES FOUNDATION'S MISSION IS TO IMPROVE INDI	VIDUAL					
AND COMMUNITY HEALTH THROUGH COLLABORATIVE PARTNERSH	IPS,					
EDUCATION, AND BROADER ACCESS TO NUTRITIOUS FOOD IN		1,346,180				
2 COMMUNITIES WE SERVE. WHOLE CITIES PARTNERS WITH COM						
BASED ORGANIZATIONS THAT CREATE FOOD ACCESS SOLUTION						
THE GROUND UP, BUILDS COLLABORATIVE PARTNERSHIPS WHE 3 NUTRITIOUS FOOD ACCESS AND HEALTHY EATING EDUCATION						
TOGETHER, BROADENS ACCESS TO HEALTHY EATING INFORMAT						
INSPIRES CONVERSATIONS ABOUT WELLNESS AND FRESH FOOD						
4						
Part IX-B Summary of Program-Related Investments (see instruction	s)					
Describe the two largest program-related investments made by the foundation during the tax year on lin	nes 1 and 2.	Amount				
1 NONE						
2						
All other program-related investments. See instructions.						
3 NONE						
Total. Add lines 1 through 3		- 000 BE				

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Pa	<b>t X</b> Minimum Investment Return (All domestic foundations must complete this part. Fore see instructions.)	ign fou	ndations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	2,825,955.
с	Fair market value of all other assets (see instructions)	1c	5,371,085.
d	Total (add lines 1a, b, and c)	1d	8,197,040.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,197,040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see		
	instructions)	4	122,956.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,074,084.
6	Minimum investment return. Enter 5% of line 5	6	403,704.
Ра	<b>t XI</b> Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating fou and certain foreign organizations, check here ► X and do not complete this part.)	ndations	;
1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2017 from Part VI, line 5 2a		
b	Income tax for 2017. (This does not include the tax from Part VI.) 2b		
с	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,		
	line 1	7	
Ра	t XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,346,014.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
-	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:	_	
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,346,014.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.	<u> </u>	, ,
5	Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,346,014.
5	<b>Note:</b> The amount on line 6 will be used in Part V, column (b), in subsequent years when ca		
	qualifies for the section 4940(e) reduction of tax in those years.		y whether the roundation

Form	n 990-PF (2017)				Page <b>9</b>
Ра	rt XIII Undistributed Income (see instr	uctions)			
		(a)	(b)	(c)	(d)
1	Distributable amount for 2017 from Part XI,	Corpus	Years prior to 2016	2016	2017
	line 7				0.
2	Undistributed income, if any, as of the end of 2017:				
а	Enter amount for 2016 only				
b	Total for prior years: 20_15_,20_14_,20_13_				
	Excess distributions carryover, if any, to 2017:				
а	From 2012				
b	From 2013				
с	From 2014				
d	From 2015				
е	From 2016				
f	Total of lines 3a through e				
4	Qualifying distributions for 2017 from Part XII,				
	line 4: ► \$				
а	Applied to 2016, 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 2017 distributable amount				
е	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2017				
	(If an amount appears in column (d), the same				
6	amount must be shown in column (a).) Enter the net total of each column as				
Ŭ	indicated below:				
а	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
	Prior years' undistributed income. Subtract				
	line 4b from line 2b				
с	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				
Ь	Subtract line 6c from line 6b. Taxable				
ŭ	amount - see instructions				
е	Undistributed income for 2016. Subtract line				
	4a from line 2a. Taxable amount - see instructions				
,	Undistributed in some for 0047. Outstand lines				
Ť	Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be				
	distributed in 2018.				
7	Amounts treated as distributions out of corpus				
'	to satisfy requirements imposed by section				
	170(b)(1)(F) or 4942(g)(3) (Election may be				
	required - see instructions)				
8	Excess distributions carryover from 2012 not				
	applied on line 5 or line 7 (see instructions)				
9	Excess distributions carryover to 2018.				
-	Subtract lines 7 and 8 from line 6a	0.			
10	Analysis of line 9:				
	Excess from 2013				
	Excess from 2014				
	Excess from 2015				
	Excess from 2016				
	Excess from 2017				
					Earm <b>000-DE</b> (2017)

### WHOLE CITIES FOUNDATION

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

- Check have to indicate whether the foundation is a private energing foundation dependent in sec

b	Check box to indicate w	hether the foundation	is a private operating f	oundation described in	section X 4942(j)	(3) or 4942(j)(5)
_	ĺ	Tax year		Prior 3 years		() <b>-</b> ()
2 a	Enter the lesser of the ad- justed net income from Part	(a) 2017	<b>(b)</b> 2016	(c) 2015	(d) 2014	(e) Total
	I or the minimum investment	(4) 2011	(4) 2010	(0) 2010	(4) 2011	
	return from Part X for each	3,475.	494.			3,969.
	year listed	-				
b	85% of line 2a	2,954.	420.			3,374.
с	Qualifying distributions from Part					
	XII, line 4 for each year listed	1,346,014.	1,147,707.	857,927.	328,012.	3,679,660.
d	Amounts included in line 2c not					
	used directly for active conduct					
	of exempt activities					
е	Qualifying distributions made directly for active conduct of					
	exempt activities. Subtract line	1 946 914	1 1 4 5 5 6 5	055 005	200.010	
	2d from line 2c	1,346,014.	1,147,707.	857,927.	328,012.	3,679,660.
3	Complete 3a, b, or c for the					
а	alternative test relied upon: "Assets" alternative test - enter:					
u		8,532,378.	8,629,148.	1,869,649.	942,776.	19,973,951.
	<ul><li>(1) Value of all assets</li><li>(2) Value of assets qualifying</li></ul>					
	under section	8,532,378.	8,629,148.	1,869,649.	942,776.	19,973,951.
	4942(j)(3)(B)(i)	0,332,370.	0,029,140.	1,009,049.	942,770.	19,973,951.
b	"Endowment" alternative test-					
	enter 2/3 of minimum invest- ment return shown in Part X,					
	line 6 for each year listed	269,136.	399,749.	50,628.	18,368.	737,881.
с	"Support" alternative test - enter:					
	(1) Total support other than					
	gross investment income					
	(interest, dividends, rents, payments on securities					
	loans (section 512(a)(5)),	1 000 000	0 001 000		1 055 046	10 226 010
	or royalties)	1,099,906.	8,331,892.	1,647,775.	1,257,246.	12,336,819.
	(2) Support from general public and 5 or more					
	exempt organizations as					
	provided in section 4942	231,899.	212,152.	352,019.	526,972.	1,323,042.
	(j)(3)(B)(iii) (3) Largest amount of sup-					<u> </u>
	port from an exempt					
	organization					2 495
	(4) Gross investment income	3,475.				3,475.

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  $\blacktriangleright \begin{bmatrix} X \\ X \end{bmatrix}$  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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address 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:

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Art XV Supplementary Information	ing the Vear or App	oved for Eu	iture Payment	
Grants and Contributions Paid Dur Recipient Name and address (home or business)	If recipient is an individual,	Foundation		
Name and address (home or husiness)	show any relationship to any foundation manager	status of	Purpose of grant or contribution	Amount
a Paid during the year	or substantial contributor	recipient		
ТСН 11				
Total	<u></u>	<u></u>	▶ 3a	431,150
Approved for future payment				
<b>E</b> CTI 10				
ТСН 12				
Total			▶ 3b	76 , 000 Form <b>990-PF</b> (20

### WHOLE CITIES FOUNDATION

Page	1	2
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art XVI-A Analysis of Income-Prod ter gross amounts unless otherwise indicated.		d business income	Excluded by	/ section 512, 513, or 514	(e)
3	(a)	(b)	(c)	(d)	Related or exemp
Program service revenue:	Business code	Amount	Exclusion code	Amount	function income (See instructions.
•					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
Membership dues and assessments					
Interest on savings and temporary cash investments			14	3,475.	
Dividends and interest from securities					
Net rental income or (loss) from real estate:					
a Debt-financed property					
<b>b</b> Not debt-financed property					
Net rental income or (loss) from personal property					
Other investment income					
Gain or (loss) from sales of assets other than inventory					
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory	-				
Other revenue: a					
b					
c					
d					
C					
Subtotal. Add columns (b), (d), and (e) <b>Total.</b> Add line 12, columns (b), (d), and (e) e worksheet in line 13 instructions to verify calc art XVI-B Relationship of Activitie	ulations.) <b>s to the Acc</b>	complishment of I	Exempt Pur	poses	
ine No. Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
Subtotal. Add columns (b), (d), and (e)         Total. Add line 12, columns (b), (d), and (e)         worksheet in line 13 instructions to verify calc         art XVI-B       Relationship of Activitie         ine No.       Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calc art XVI-B Relationship of Activitie ine No. Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
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Subtotal. Add columns (b), (d), and (e)         Total. Add line 12, columns (b), (d), and (e)         worksheet in line 13 instructions to verify calc         art XVI-B       Relationship of Activitie         ne No.       Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
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Subtotal. Add columns (b), (d), and (e)         Total. Add line 12, columns (b), (d), and (e)         worksheet in line 13 instructions to verify calc         art XVI-B       Relationship of Activitie         ne No.       Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
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Subtotal. Add columns (b), (d), and (e)         Total. Add line 12, columns (b), (d), and (e)         worksheet in line 13 instructions to verify calc         art XVI-B       Relationship of Activitie         ne No.       Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
Subtotal. Add columns (b), (d), and (e)         Total. Add line 12, columns (b), (d), and (e)         worksheet in line 13 instructions to verify calc         art XVI-B       Relationship of Activitie         ne No.       Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
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Subtotal. Add columns (b), (d), and (e)         Total. Add line 12, columns (b), (d), and (e)         e worksheet in line 13 instructions to verify calc         art XVI-B       Relationship of Activitie         ne No.       Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
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Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calc art XVI-B Relationship of Activitie ine No. Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calc art XVI-B Relationship of Activitie ine No. Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
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Subtotal. Add columns (b), (d), and (e)         Total. Add line 12, columns (b), (d), and (e)         e worksheet in line 13 instructions to verify calc         art XVI-B       Relationship of Activitie         ne No.       Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to
Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calc art XVI-B Relationship of Activitie ine No. Explain below how each activit	ulations.) <b>s to the Acc</b> y for which	complishment of I	Exempt Purj in column (e	poses ) of Part XVI-A contribu	uted importantly to

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Part	XVII	Information F Exempt Orga	Regarding Trans	ansfers to and T	ransacti	ons and	Relation	ships \	With Non	chari	table	
i	n se organi	ction 501(c) (other zations?	than section	engage in any of the 501(c)(3) organiza	itions) or	in section	on 527, re				Yes	No
			-	a noncharitable exe	· •					1a(1)		x
(	2) Ot	her assets			131(8)5) 531(8)5)	88 - 1 82 88 - 1 82	i alla titori a Bist titori e	क मालभ क क मालभ क	an nan Fin An Naartin	1a(2)		Х
(	1) Sa 2) Pu 3) Re	rchases of assets front intal of facilities, equ	om a noncharita ípment, or other	npt organization ble exempt organizati assets	ion	100 (00) 100 (00)	- 18 - 38 - 6- - 18 - 38 - 6-	2 (25.5) 2 (2 (2)		1b(1) 1b(2) 1b(3)		X X X X
) ( (	5) Lo: 6) Pe Sharin	ans or loan guarante rformance of service g of facilities, equipr	es es or membersh nent, mailing list	p or fundraising solid s, other assets, or pa	itations .		· · · · · · · · · · · · · · · · · · ·	хня в- 11.52	81 SS 1	1b(6) 1c		X X X
V	alue	of the goods, other	assets, or service	s," complete the foll ces given by the rep ement, show in colu	porting fou	ndation.	If the found	dation re	ceived less	than f	fair m	arket
(a) Line		(b) Amount involved N/A		oncharitable exempt organ			ription of trans	-				
						, ==						
	_											
d	escrib		(other than sec	iated with, or relate ion 501(c)(3)) or in s						Ye	s X	No
		(a) Name of organization	ו ו	(b) Type of orga	anization		(	c) Descript	tion of relations	hip		
	Under	penalties of perjury, I decla	re that I have examine preparer (other than tax	d this return, including acco payer) is based on all informat		edules and st	atements, and t	o the best o	of my knowledg	e and be	dief, it is	true,
Sign Here		ture of officer or trustee	ja-		1-13	Asst	Scoret	my	May the IRS with the pre See instructions	parer sh		swole
Paid	I	Print/Type preparer's nar	ne	Preparer's signature			Date	Che	eck if P	TIN		
Prepa		Firm's name						Firm's EIN				
Use C	my	Firm's address 🕨						Phone no				

## Schedule B

(Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service

# **Schedule of Contributors**

Attach to Form 990, Form 990-EZ, or Form 990-PF.
 Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

7

Employer identification number

Name of the organization

WHOLE CITIES FOUNDATION

46-0949876

Filers of:	Section:
Form 990 or 990-EZ	501(c)( ) (enter number) organization
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	527 political organization
Form 990-PF	X 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

Solution For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

### **Special Rules**

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Employer identification number 46-0949876

Part I	Contributors (see instructions). Use duplicate copies	s of Part I if additional space is ne	eeded.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WHOLE FOODS MARKET SERVICES, INC.	\$1,073,600.	Person X Payroll X Noncash
	AUSTIN, TX 78703		(Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	WHITEWAVE FOODS COMPANY		Person X Payroll
	1225 SEVENTEENTH STREET, STE. 1000 DENVER, CO 80202	\$10,000.	Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization	WHOLE	CITIES	FOUNDATION	
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Employer identification number 46-0949876

(a) No.		(c)	
from Part I	(b) Description of noncash property given	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
		 \$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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Schedule B (Form 990, 990-EZ, or 990-PF) (2017)	Page 4
Name of organization WHOLE CITIES FOUNDATION	Employer identification number
	46-0949876

Part III	<i>Exclusively</i> religious, charitable, etc., (10) that total more than \$1,000 for t the following line entry. For organization contributions of \$1,000 or less for the Use duplicate copies of Part III if addition	the year from any or ons completing Part II e year. (Enter this info	<b>ne contributor.</b> C II, enter the total c rmation once. Se	omplete columns (a) through (e) and f <i>exclusively</i> religious, charitable, etc.
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held
		(e) Transfer		
	Transferee's name, address, an	d ZIP + 4	Kelation	ship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held
	Transferee's name, address, an	(e) Transfer d ZIP + 4		ship of transferor to transferee
(a) No. from	(b) Purpose of gift	-	qift	(d) Description of how gift is held
Part I				
	Transferee's name, address, an	(e) Transfer d ZIP + 4 		ship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of	gift	(d) Description of how gift is held
	Transferee's name, address, an	(e) Transfer d ZIP + 4		ship of transferor to transferee
JSA				Schedule B (Form 990, 990-EZ, or 990-PF) (2017

#### 2017 FORM 990-PF

### ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET INCOME
INTEREST INCOME		3,475.	3,475.	3,475.
	TOTAL	3,475.	3,475.	3,475.

### FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER_BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE _PURPOSES_
LEGAL FEES		40.			40.
	TOTALS	40.			40.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE 
ACCOUNTING FEES		11,603.			11,603.
	TOTALS	11,603.			11,603.

### FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE _PURPOSES
OTHER PROFESSIONAL FEES	84,085.	84,085.
TOTALS	84,085.	84,085.

### FORM 990PF, PART I - OTHER EXPENSES

	REVENUE	
	AND	
	EXPENSES	CHARITABLE
DESCRIPTION	PER BOOKS	PURPOSES
COMMUNICATION	4,553.	4,553.
MEALS	7,355.	7,355.
SUPPLIES	33,772.	33,772.
POSTAGE	3,773.	3,773.
OTHER	37,066.	37,066.
MARKETING	36,824.	36,824.
MEMBERSHIP DUES	5,760.	5,760.
LICENSES	16,209.	16,209.
PROCESSING FEES	344.	344.
BAD DEBT EXPENSE	1,890.	1,890.
	TOTALS 147,546.	147,546.

## FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WFM STOCK OPTIONS LT PLEDGE RECEIVABLE NPV-PLEDGES RECEIVABLE	4,200,000. -239,944.	4,200,000. -239,944.
TOTALS	3,960,056.	3,960,056.

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

### DESCRIPTION

UNREALIZED G/L

AMOUNT

155,803.

TOTAL 155,803.

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

AL, AK, 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,

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WHOLE CITIES FOUNDATION	2017 FORM 990-PF			46-0949876
FORM 990PF, PART VIII - LIST OF	OFFICERS, DIRECTORS, AND TRUSTEES		ATTAC	HMENT 9
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	AND OTHER
WALTER ROBB 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR, CHAIRMAN OF THE BOARD			
JOE ROGOFF 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			
PATRICIA YOST 550 BOWIE ST AUSTIN, TX 78703	ASSISTANT SECRETARY			
MEREDITH SMITH 550 BOWIE ST AUSTIN, TX 78703	EXECUTIVE DIRECTOR, PRESIDENT			
SCOTT ALLSHOUSE 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			
NONA EVANS 550 BOWIE ST AUSTIN, TX 78703	SECRETARY, TREASURER			

WHOLE CITIES FOUNDATION	2017 FORM 990-PF			46-0949876
FORM 990PF, PART VIII - LIST OF OF	FICERS, DIRECTORS, AND TRUSTEES		ATTAC	HMENT 9 (CONT'D)
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GLENDA FLANAGAN 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			
BETSY FOSTER 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			
ALBERT PERCIVAL 550 BOWIE ST AUSTIN, TX 78703	ASSISTANT SECRETARY			
OMAR GAYE 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR			

GRAND TOTALS

0. 0. 0.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
MEREDITH SMITH 550 BOWIE ST AUSTIN, TX 78703	40.00	97,225.	19,502.
KATHY WOOLBRIGHT 550 BOWIE ST AUSTIN, TX 78703	40.00	95,941.	20,168.
	TOTAL COMPENSATION	193,166.	39,670.

ATTACHMENT 11

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROAD COMMUNITY CONNECTIONS		WHOLE CITIES PROVIDES SUPPORT FOR BROAD COMMUNITY	15,000.
300 N BROAD ST, STE 208		CONNECTIONS' REFRESH PROJECT, A MULTI-SECTOR	10,000.
NEW ORLEANS, LA 70119		HEALTH HUB WHOSE TENANTS SUPPLY HEALTHY AND	
		AFFORDABLE FOOD TO THE BROAD STREET NEIGHBORHOODS	
		AND PROVIDE COMMUNITY ENGAGED PROGRAMMING,	
		EDUCATION AND TRAINING DESIGNED TO PROMOTE THE	
		HEALTH AND WELLNESS OF THE SURROUNDING	
		COMMUNITIES. WHOLE CITIES PROVIDED FUNDS FOR THE	
		REFRESH PROJECT TO RECRUIT AND TRAIN COMMUNITY	
		HEALTH EDUCATORS WHO CAN ENGAGE IN OUTREACH AND	
		HELP COMMUNITY MEMBERS ACCESS SERVICES RELEVANT	
		TO THEIR NEEDS.	
GROUNDWORK SOMERVILLE		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
24 PARK ST. #7		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
SOMERVILLE, MA 02143		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
I GROW CHICAGO		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	8,000.
6402 S. HONORE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
CHICAGO, IL 60636		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
IMAGINE ENGLEWOOD IF		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	8,000.
730 W. 69TH STREET		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
CHICAGO, IL 60621		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
TEAMWORK ENGLEWOOD		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	7,750.
4820 S. EVANS #3		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
CHICAGO, IL 60615		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITI-BASED SOLUTIONS.	

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

ATTACHMENT 11 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOWNFOLK		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
1716 WEST UNIVERSTIY AVE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
LAFAYETTE, LA 70506		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
URBAN TREE CONNECTION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
4159 WEST GIRARD AVENUE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
PHILIDELPHIA, PA 19104		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
BACKYARD GARDENERS NETWORK		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
603 FORSTALL STREET		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEW ORLEANS, LA 70117		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
COMMUNITY SERVICES UNLIMITED		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	10,000.
6569 SOUTH VERMONT AVENUE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
LOS ANGELES, CA 90044		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
HEBNI NUTRITION CONSULTANTS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
2009 W. CENTRAL BLVD		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
ORLANDO, FL 32805		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
SOCIAL JUSTICE LEARNING INSTITUTE		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	10,000.
600 CENTINELA AVE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
INGLEWOOD, CA 90302		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

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

ATTACHMENT 11 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR COURT INNOVATION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	15,000.
31 GREEN ST, ROOM 310		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07102		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
RABBIT HOLE URBAN FARM		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	14,962.
36-38 ROSE TERRACE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07108		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
NEWARK SCIENCE AND SUSTAINABILITY		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	25,000.
P.O. BOX 1038		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07101		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
ELEGANT BOUQUET KITCHEN		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	11,475.
444 SOUTH 16TH ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07103		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
BEDROCK GARDENING SOLUTIONS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	14,734.
43 THOMAS ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07114		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
GARDEN OF WORKER BEES		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	15,900.
10 TREADWELL STREET, APT 10		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07104		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

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ATTACHMENT 11 PAGE 31

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

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
APIOPA (SPECIAL SERVICE FOR GROUPS)		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
905 E. 8TH ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
LOS ANGELES, CA 90021		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
FARMSHARE AUSTIN		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
3608 RIVER RD		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
CEDAR CREEK, TX 78612		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
AL'MAIDAH ORGANIC COMMUNITY GARDEN		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	7,636.
34 STENGEL AVE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07112		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
INTERNATIONAL YOUTH ORGANIZATION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	15,000.
703 SOUTH 12TH ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07103		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
PLANTING SEEDS OF HOPE		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	10,000.
58 CRAWFORD ST #1		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07102		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
UNIFIED VAILSBURG SERVICE ORGANIZATION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	15,000.
40-42 RICHELIEU TERRACE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07106		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

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

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ZANJABIL GARDENS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	8,000.
6342 S ELIS AVE APT 3		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
CHICAGO, IL 60637		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
TRI CYCLE FARMS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
1705 N. GARLAND AVE.		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
FAYETTEVILLE, AR 72703		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
PURE ARTISTRY COMMUNITY OUTREACH		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
142 W JEFF DAVIS AVE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
MONTGOMERY, AL 36104		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
TRULY LIVING WELL		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 90841		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
EAST POINT, GA 30344		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
CRABTREE FARMS OF CHATTANOOGA		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 2250		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
CHATTANOOGA, TN 37407		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
THE GROWHAUS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
4751 YORK ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
DENVER, CO 80216		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

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

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
			5 000
MILL CITY GROWS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 7133		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
LOWELL, MA 01852		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
REV BIRMINGHAM		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 320637		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	5,000.
BIRMINGHAM, AL 35232		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
DIRMINGRAM, AL 55252		COMMUNITY-BASED SOLUTIONS.	
		COMMUNITI-BASED SOLUTIONS.	
MANDELA MARKETPLACE		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
1364 7TH ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
OAKLAND, CA 94607		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
MEMORY TREES CORPORATION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
6742 FOREST HILL BLVD. STE 257		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
WEST PALM BEACH, FL 33413		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
			F 000
OAK PARK SOL		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 5154		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
SACRAMENTO, CA 95817		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
LOUISVILLE GROWS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
1641 PORTLAND AVE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
LOUISVILLE, KY 40203		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
,		COMMUNITY-BASED SOLUTIONS.	
		CONTRACT PRODUCTIOND.	

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

ATTACHMENT 11 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FONDY FOOD CENTER		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
1617 W NORTH AVE #4		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
MILWAUKEE, WI 53205		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
HUNGER FREE COLORADO		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
1801 N. WILLIAMS ST, SUITE 200		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
DENVER, CO 80218		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
BACKYARD GROWERS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
269 MAIN ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
GLOUCHESTER, MA 01930		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
DUNBAR COMMUNITY GARDEN		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	4,700.
P.O. BOX 165317		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	4,700.
LITTLE ROCK, AR 72206		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
HITTEL KOCK, MC /2200		COMMUNITY-BASED SOLUTIONS.	
COMMUNITIES IN PARTNERSHIP		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 11247		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
durham, nc 27703		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
COMMON THREADS FARM		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
516 E. NORTH ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
BELLINGHAM, WA 98225		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

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

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GROWING GARDENS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
2203 NE OREGON ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
PORTLAND, OR 97232		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
FEAST DOWN EAST		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
601 S. COLLEGE RD		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	-,
WILMINGTON, NC 28403		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
FAITH FAMILY MEDICAL CENTER		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
326 21ST AVE NORTH		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NASHVILLE, TN 37203		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
FOUNDATION FOR SUSTAINABLE COMMUNITY		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
10-108TH ST SE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
EVERETT, WA 98208		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
CHARTER OAK TEMPLE RESTORATION ASSOCIATION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
21 CHARTER OAK AVE.		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	-,
HARTFORD, CT 06106		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
THE PETERSON GARDEN PROJECT		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
4750 N. SHERIDAN RD SUITE 200		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
CHICAGO, IL 60640		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

ATTACHMENT 11 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE LOCAL FOOD PARK		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
6037 21ST AVE N.		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
ST. PETERSBURG, FL 33710		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
HEALTHY TARRANT COUNTY COLLABORATION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 8040		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
FORTH WORTH, TX 76124		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
CITY SPROUTS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 31593		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
OMAHA, NE 68131		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
REROOT PONTIAC		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
2658 GENES DRIVE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
AUBURN HILLS, MI 48326		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
PIKE PLACE MARKET FOUNDATION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
85 PIKE ST, ROOM 500		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
SEATTLE, WA 98101		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
SOUTHSIDE COMMUNITY LAND TRUST		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
109 SOMERSET ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
PROVIDENCE, RI 02907		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

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		ATTACHMENT	II (CONI'D)
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE 4-H CLUB FOUNDATION OF MICHIGAN		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
446 WEST CIRCLE DR #160		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
EAST LANSING, MI 48824		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
HIGH DESERT FOOD AND FARM ALLIANCE		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 1782		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
BEND, OR 97709		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
ARCADIA FOOD INC		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
9000 RICHMOND HIGHWAY		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
ALEXANDRIA, VA 22309		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
SIXTWELVE		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	4,999.
612 NW 29TH ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
OKLAHOMA CITY, OK 73103		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
YMCA OF THE NORTH SHORE		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
1 SEWALL ST		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
SALEM, MA 01970		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
KANSAS CITY COMMUNITY GARDENS		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
6917 KENSINGTON AVE		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	5,000.
KANSAS CITY, MO 64132		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
KANGAG CIII, PO 07152		COMMUNITY-BASED SOLUTIONS.	
		COMMUNITI-BASED SOLUTIONS.	

#### ATTACHMENT 11 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPROUT NOLA		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
3034 PARIS AVE.		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEW ORLEANS, LA 70119		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
BUY EXTENSION		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	5,000.
P.O. BOX 6792		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
BOISE, ID 83702		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

TOTAL CONTRIBUTIONS PAID

431,156.

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

ATTACHMENT 12

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROAD COMMUNITY CONNECTIONS		WHOLE CITIES PROVIDES SUPPORT FOR BROAD COMMUNITY	50,000.
300 N BROAD ST, STE 208		CONNECTIONS' REFRESH PROJECT, A MULTI-SECTOR	
NEW ORLEANS, LA 70119		HEALTH HUB WHOSE TENANTS SUPPLY HEALTHY AND	
		AFFORDABLE FOOD TO THE BROAD STREET NEIGHBORHOODS	
		AND PROVIDE COMMUNITY ENGAGED PROGRAMMING,	
		EDUCATION AND TRAINING DESIGNED TO PROMOTE THE	
		HEALTH AND WELLNESS OF THE SURROUNDING	
		COMMUNITIES. WHOLE CITIES PROVIDED FUNDS FOR THE	
		REFRESH PROJECT TO RECRUIT AND TRAIN COMMUNITY	
		HEALTH EDUCATORS WHO CAN ENGAGE IN OUTREACH AND	
		HELP COMMUNITY MEMBERS ACCESS SERVICES RELEVANT	
		TO THEIR NEEDS.	
COOPERATIVE COMMUNITY OF NEW WEST JACKSON		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	6,000.
1908 GRENADA ST.		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
JACKSON, MS 39209		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	
NEWARK SCIENCE AND SUSTAINABILITY		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES	20,000.
P.O. BOX 1038		FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD	
NEWARK, NJ 07101		SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH	
		COMMUNITY-BASED SOLUTIONS.	

TOTAL CONTRIBUTIONS APPROVED

76,000.

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