

**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.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation <b>WHOLE CITIES FOUNDATION</b>		A Employer identification number <b>46-0949876</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>550 BOWIE ST</b>		B Telephone number (see instructions) <b>(512) 542-3082</b>
City or town, state or province, country, and ZIP or foreign postal code <b>AUSTIN, TX 78703</b>		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 8,629,148.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
J 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.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	8,331,892.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities				
	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)		0.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 1	494.	494.	494.	
	12 Total. Add lines 1 through 11	8,332,386.	494.	494.	
	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages	480,460.			480,460.
	15 Pension plans, employee benefits	46,527.			56,527.
	16a Legal fees (attach schedule) ATCH. 2	3,223.			3,223.
	b Accounting fees (attach schedule) ATCH. 3	22,661.			22,661.
	c Other professional fees (attach schedule) [4]	140,223.			140,223.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	166.			
	19 Depreciation (attach schedule) and depletion	15,589.			15,589.
	20 Occupancy	74,695.			74,695.
	21 Travel, conferences, and meetings	5,456.			5,456.
	22 Printing and publications	107,513.			107,513.
	23 Other expenses (attach schedule) ATCH. 5				
	24 Total operating and administrative expenses. Add lines 13 through 23.	896,513.			906,347.
	25 Contributions, gifts, grants paid	290,825.			241,360.
	26 Total expenses and disbursements. Add lines 24 and 25	1,187,338.	0.	0.	1,147,707.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	7,145,048.			
	b Net investment income (if negative, enter -0-)		494.		
	c Adjusted net income (if negative, enter -0-)			494.	

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 . . . . .	1,417,397.	1,825,338.	1,825,338.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ 1,607,149.			
		Less: allowance for doubtful accounts ▶	400,409.	1,607,149.	1,557,149.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	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 . . . . .			
	10a	Investments - U.S. and state government obligations (attach schedule). .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	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 ▶ 3,098. Less: accumulated depreciation (attach schedule) ▶ 844.	2,420.	2,254.	2,254.	
15	Other assets (describe ▶ ATCH 6 )	49,422.	5,244,407.	5,244,407.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,869,648.	8,679,148.	8,629,148.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	100,000.	119,465.	
	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	Total liabilities (add lines 17 through 22) . . . . .	100,000.	119,465.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .	1,722,985.	3,265,710.	
	25	Temporarily restricted . . . . .	46,663.	5,293,973.	
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <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	Total net assets or fund balances (see instructions) . . . . .	1,769,648.	8,559,683.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	1,869,648.	8,679,148.	

## 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	1,769,648.
2	Enter amount from Part I, line 27a. . . . .	2	7,145,048.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	50,002.
4	Add lines 1, 2, and 3 . . . . .	4	8,964,698.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	405,015.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	8,559,683.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2         </div> </div>				
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3         </div> </div>				

**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 ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	857,927.	1,518,830.	0.564860
2014	328,012.	551,053.	0.595246
2013			
2012			
2011			
2 Total of line 1, column (d)			2 1.160106
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.290027
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 11,992,472.
5 Multiply line 4 by line 3.			5 3,478,141.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 5.
7 Add lines 5 and 6.			7 3,478,146.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,147,707.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	10.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b. . . . .		
c	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-) . . . . .	2	
3	Add lines 1 and 2. . . . .	3	10.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	10.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016. . . . .	6a	
b	Exempt foreign organizations - tax withheld at source. . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868). . . . .	6c	
d	Backup withholding erroneously withheld. . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d. . . . .	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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. . . . .	9	10.
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 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . . . .	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . 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.		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes. . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
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 conflict with the state law remain in the governing instrument? . . . . .	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>ATTACHMENT 9</b>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

	Yes	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).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW.WHOLECITIESFOUNDATION.ORG</b>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
14 The books are in care of <b>WHOLE FOODS MARKET - TAX DEPT</b> Telephone no. <b>512-542-3082</b> Located at <b>550 BOWIE ST AUSTIN, TX</b> ZIP+4 <b>78703</b>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>		
16 At any time during calendar year 2016, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**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.

	Yes	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 2016?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/>	<input type="checkbox"/>
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 2016?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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**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 4945(d)(4)(A)? (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)? ☐**5b**

X

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.**6b**

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**7b****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 10		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 11		199,165.	34,388.	0.

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

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**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
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 statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 WHOLE CITIES FOUNDATION'S MISSION IS TO IMPROVE INDIVIDUAL AND COMMUNITY HEALTH THROUGH COLLABORATIVE PARTNERSHIPS, EDUCATION, AND BROADER ACCESS TO NUTRITIOUS FOOD IN THE	1,187,171.
2 COMMUNITIES WE SERVE. WHOLE CITIES PARTNERS WITH COMMUNITY-BASED ORGANIZATIONS THAT CREATE FOOD ACCESS SOLUTIONS FROM THE GROUND UP, BUILDS COLLABORATIVE PARTNERSHIPS WHERE	
3 NUTRITIOUS FOOD ACCESS AND HEALTHY EATING EDUCATION COME TOGETHER, BROADENS ACCESS TO HEALTHY EATING INFORMATION, AND INSPIRES CONVERSATIONS ABOUT WELLNESS AND FRESH FOOD.	
4	

**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	
Total. Add lines 1 through 3 . . . . . ▶	

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**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>
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b> 1,720,674.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b> 10,454,424.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b> 12,175,098.
<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> 12,175,098.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions). . . . .	<b>4</b> 182,626.
<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> 11,992,472.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b> 599,624.

**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 2016 from Part VI, line 5 . . . . .	<b>2a</b>
<b>b</b>	Income tax for 2016. (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> 1,147,707.
<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> 1,147,707.
<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> 0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b> 1,147,707.

**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.

Form 990-PF (2016)



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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7 . . . . .				0.
<b>2</b> Undistributed income, if any, as of the end of 2016:				
<b>a</b> Enter amount for 2015 only. . . . .				
<b>b</b> Total for prior years: 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011 . . . . .				
<b>b</b> From 2012 . . . . .				
<b>c</b> From 2013 . . . . .				
<b>d</b> From 2014 . . . . .				
<b>e</b> From 2015 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ► \$ . . . . .				
<b>a</b> Applied to 2015, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2016 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus. . . . .				
<b>5</b> Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions. . . . .				
<b>e</b> Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017. . . . .				
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012 . . . . .				
<b>b</b> Excess from 2013 . . . . .				
<b>c</b> Excess from 2014 . . . . .				
<b>d</b> Excess from 2015 . . . . .				
<b>e</b> Excess from 2016 . . . . .				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . .

09/07/2012

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☒

4942(j)(3) or

☐ 4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
494.				494.
420.				420.
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	1,147,707.	857,927.	328,012.	2,333,646.
<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 . . . . .	1,147,707.	857,927.	328,012.	2,333,646.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> "Assets" alternative test - enter:				
(1) Value of all assets. . . . .	8,629,148.	1,869,649.	942,776.	11,441,573.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .	8,629,148.	1,869,649.	942,776.	11,441,573.
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .	399,749.	50,628.	18,368.	468,745.
<b>c</b> "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .	8,331,892.	1,647,775.	1,257,246.	11,236,913.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .	212,152.	352,019.	526,972.	1,091,143.
(3) Largest amount of support from an exempt organization. . . . .				
(4) Gross investment income . . . . .				

**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 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:

N/A

**c** Any submission deadlines:

N/A

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

N/A

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>  ATCH 12				
<b>Total</b> .....			▶ <b>3a</b>	241,360.
<b>b Approved for future payment</b>  ATCH 13				
<b>Total</b> .....			▶ <b>3b</b>	49,465.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
<b>1</b> Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments .				14	494 .	
<b>4</b> Dividends and interest from securities . . . . .						
<b>5</b> Net rental income or (loss) from real estate:						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property. .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory						
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory. . .						
<b>11</b> Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .					494 .	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						494 .

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

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

[illegible]

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

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |    |
|          | (1) Cash . . . . .   | <b>1a(1)</b> | X  |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:  |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |    |

[illegible]

- 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
- b** If "Yes," complete the following schedule.

(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)? ☐ Yes ☒ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check <input type="checkbox"/> If self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address

Phone no.

Form **990-PF** (2016)

**Schedule of Contributors**

OMB No. 1545-0047

**2016**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

WHOLE CITIES FOUNDATION

Employer identification number

46-0949876

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, 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).

Name of organization **WHOLE CITIES FOUNDATION**

Employer identification number

**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	WHOLE FOODS MARKET SERVICES, INC. 550 BOWIE ST. AUSTIN, TX 78703	\$ 8,236,261.	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	STONYFIELD FARM INC 10 BURTON DRIVE LONDONBERRY, NH 03053	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	UNFI 2100 DANIELDALE RD. LANCASTER, TX 75134	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	AMY'S KITCHEN 1650 CORPORATE CIR. PETALUMA, CA 94954	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	AMPLIFY SNACKS BRAND 500 W 5TH ST. AUSTIN, TX 78701	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

## Part II

[illegible]



Name of organization **WHOLE CITIES FOUNDATION**

Employer identification number

**Part III** *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990PF, PART I - OTHER INCOME

ATTACHMENT 1

DESCRIPTION OTHER INCOME	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
	494.	494.	494.
TOTALS	494.	494.	494.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	3,223.			3,223.
TOTALS	3,223.			3,223.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	22,661.			22,661.
TOTALS	22,661.			22,661.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OTHER PROFESSIONAL FEES	140,223.	140,223.
TOTALS	<u>140,223.</u>	<u>140,223.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MEALS	6,600.	6,600.
MEETINGS AND EVENTS	2,505.	2,505.
EDUCATIONAL MATERIALS	755.	755.
MARKETING	26,015.	26,015.
COMMUNICATION	2,718.	2,718.
SUPPLIES	32,297.	32,297.
POSTAGE & DELIVERY	2,170.	2,170.
MEMBERSHIP & DUES	6,493.	6,493.
MISCELLANEOUS	27,048.	27,048.
LICENSES	912.	912.
TOTALS	107,513.	107,513.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WFM STOCK OPTIONS	40,469	40,469
LT PLEDGE RECEIVABLE	5,600,000.	5,600,000.
NPV-PLEDGES RECEIVABLE	-396,062.	-396,062.
TOTALS	<u>5,244,407.</u>	<u>5,244,407.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT

50,002.

TOTAL

50,002.



ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED G/L	405,015.
TOTAL	<u>405,015.</u>

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ATTACHMENT 9

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

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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,

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (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
GLENDIA 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 EMPLOYEESATTACHMENT 11

<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>
MEREDITH SMITH 550 BOWIE ST AUSTIN, TX 78703	40.00	103,064.	16,056.
KATHY WOOLBRIGHT 550 BOWIE ST AUSTIN, TX 78703	40.00	96,101.	18,332.
		<u>199,165.</u>	<u>34,388.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOOD PRINT FARM 4945 SOUTH DRIVE JACKSON, MS 39202		WHOLE CITIES SUPPORTS FOOT PRINT FARM'S FARM 2 FAITH INITIATIVE, AN INNOVATIVE CSA PROGRAM THAT OFFERS FRESH, AFFORDABLE PRODUCE AT CHURCHES AND OTHER CONVENIENT LOCATIONS IN AREAS OF JACKSON WITH FEW HEALTHY FOOD RETAILERS.	15,000.
BROAD COMMUNITY CONNECTIONS 300 N BROAD ST, STE 208 NEW ORLEANS, LA 70119		WHOLE CITIES PROVIDES SUPPORT FOR BROAD COMMUNITY CONNECTIONS' REFRESH PROJECT, A MULTI-SECTOR 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.	5,000.
BON SECOURS ST. FRANCIS HEALTH SYSTEM 1 ST. FRANCIS DRIVE GREENVILLE, SC 29601		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	4,987.
CENTRO DEL OBRERO FRONTERIZO 2000 TEXAS AVE. EL PASO, TX 79901		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
CITY OF LAKE OSWEGO 300 15TH ST LAKE OSWEGO, OR 97034		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	2,974.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

CITY SLICKER FARMS  
2847 PERALTA STREET  
OAKLAND, CA 94608

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES  
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD  
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH  
COMMUNITY-BASED SOLUTIONS.

5,000.

COLLECTIVE ROOTS  
PO BOX 50784  
EAST PALO ALTO, CA 94303

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES  
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD  
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH  
COMMUNITY-BASED SOLUTIONS.

5,000.

CULTIVATE KANSAS CITY  
4223 GIBBS ROAD  
KANSAS CITY, KS 66106

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES  
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD  
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH  
COMMUNITY-BASED SOLUTIONS.

10,000.

DETROIT PUBLIC SCHOOLS  
1601 FARNSWORTH  
DETROIT, MI 48211

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES  
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD  
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH  
COMMUNITY-BASED SOLUTIONS.

3,942.

FAMILY DAY FOUNDATION  
183 WINDSOR AVE  
WINDSOR, CT 06095

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES  
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD  
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH  
COMMUNITY-BASED SOLUTIONS.

5,000.

FRANCISVILLE NEIGHBORHOOD DEVELOPMENT  
1241 S. ALDER ST.  
PHILADELPHIA, PA 19147

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES  
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD  
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH  
COMMUNITY-BASED SOLUTIONS.

5,000.

FORM 990-EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOOD SAMARITAN CENTER 114 MILLSAPS AVE JACKSON, MS 39202		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	15,000.
GREATER NEWARK CONSERVANCY 32 PRINCE STREET NEWARK, NJ 07103		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	4,993.
GROUNDWORK SOMERVILLE 24 PARK ST. #7 SOMERVILLE, MA 02143		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
HEARTLAND ALLIANCE FOR HUMAN NEEDS 208 S. LASALLE, SUITE 1300 CHICAGO, IL 60604		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
I GROW CHICAGO 6402 S. HONORE CHICAGO, IL 60636		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	8,000.
IMAGINE ENGLEWOOD IF... 730 W. 69TH STREET CHICAGO, IL 60621		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	8,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KEEP JACKSON BEAUTIFUL 5730 QUEEN MARY LANE JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	3,000.
MAGNIFYING URBAN REALTIES AFFECTING LIVES 700 E OAKWOOD, #103 CHICAGO, IL 60653		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	2,500.
NORTHWEST AGRICULTURE BUSINESS CENTER 49 SOUTH 1ST STREET, SUITE 200 MOUNT VERNON, WA 98273		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
OLIVENWOOD GARDENS AND LEARNING CENTER 2525 N AVE NATIONAL CITY, CA 91950		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
OPPORTUNITY MATTERS 2110 SAINT MICHAEL STREET CINCINNATI, OH 45204		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
ROSEMONT HUMAN SERVICES 3930 OFFICER THOMAS CATCHINGS SR. DRIVE JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	35,900.

FORM 990-EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SLOW FOOD CHARLESTON 1630-2 MEETING STREET SUITE A CHARLESTON, SC 29405		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	10,804.
SMITH HILL COMMUNITY DEVELOPMENT CORP 400 SMITH STREET PROVIDENCE, RI 02908		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 603 FORSTALL STREET NEW ORLEANS, LA 70177		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	200.
SOLID GROUND WASHINGTON 1501 N. 45TH STREET SEATTLE, WA 98103		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
SOW MUCH GOOD 3432 SUNSET ROAD CHARLOTTE, NC 28216		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	9,500.
TEAMWORK ENGLEWOOD 4820 S. EVANS #3 CHICAGO, IL 60615		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	15,560.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NEWTOWN NATION 1425 25TH STREET SARASOTA, FL 34234		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
TOWNFOLK 1114 CAMERON STREET LAFAYETTE, LA 70501		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
URBAN TREE CONNECTION 4159 WEST GIRARD AVENUE PHILADELPHIA, PA 19104		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
UTAH COMMUNITY ACTION 1050 W. 500 SALT LAKE CITY, UT 84104		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
VOICE OF CALVARY MINISTRIES 1908 GRENADA STREET FOLK GARDEN JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	6,000.
TOTAL CONTRIBUTIONS PAID			<u>241,360</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		
VOICE OF CALVARY MINISTRIES 1908 GRENADA STREET FOLK GARDEN JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	24,000.
ROSEMONT HUMAN SERVICES 3930 OFFICER THOMAS CATCHINGS SR. DRIVE JACKSON, MS 39209		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	3,500.
DETROIT PUBLIC SCHOOLS 1601 FARNSWORTH DETROIT, MI 48211		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	1,965.
AUGUSTA LOCALLY GROWN 301 WATERS EDGE DRIVE AUGUST, GA 30901		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
EDIBLE FLINT 605 N. SAIGAM ST. STE. 1A FLINT, MI 48502		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.
FRESH TRUCK 32 ASHCROFT STREET BOSTON, MA 02130		THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH COMMUNITY-BASED SOLUTIONS.	5,000.

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

ATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

HEBET NUTRITION CONSULTANTS  
2009 W. CENTRAL BLVD.  
ORLANDO, FL 32805

THE FRESH HEALTHY FOOD ACCESS PROGRAM PROVIDES  
FUNDING FOR PROJECTS THAT STRENGTHEN LOCAL FOOD  
SYSTEMS AND INCREASE HEALTHY FOOD ACCESS THROUGH  
COMMUNITY-BASED SOLUTIONS.

5,000.

TOTAL CONTRIBUTIONS APPROVED

49,465