

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year **2015** or tax year beginning , **2015**, and ending , **20**

Name of foundation WHOLE CITIES FOUNDATION		A Employer identification number 46-0949876
Number and street (or P.O. box number if mail is not delivered to street address) 550 BOWIE ST	Room/suite	B Telephone number (see instructions) (512) 542-3082
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78703		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,869,648.	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.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	1,647,775.			
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				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,647,775.	0.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages	361,282.			361,282.
15 Pension plans, employee benefits	55,347.			55,347.
16a Legal fees (attach schedule) <u>ATTCH 1</u>	3,279.			3,279.
b Accounting fees (attach schedule) <u>ATTCH 2</u>	11,730.			11,730.
c Other professional fees (attach schedule) <u>[3]</u>	95,902.			95,902.
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion	678.			
20 Occupancy	19,180.			19,180.
21 Travel, conferences, and meetings	16,074.			16,074.
22 Printing and publications	3,147.			3,147.
23 Other expenses (attach schedule) <u>ATTCH 4</u>	85,886.			85,886.
24 Total operating and administrative expenses. Add lines 13 through 23.	652,505.			651,827.
25 Contributions, gifts, grants paid	206,100.			206,100.
26 Total expenses and disbursements. Add lines 24 and 25	858,605.	0.	0.	857,927.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	789,170.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)				

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	899,498.	1,417,397.	1,417,397.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 400,409.			
		Less: allowance for doubtful accounts ▶	28,461.	400,409.	400,409.
	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) ▶ 678.	1,275.	2,420.	2,420.	
15	Other assets (describe ▶ ATCH 5)	13,542.	49,422.	49,422.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	942,776.	1,869,648.	1,869,648.	
Liabilities	17	Accounts payable and accrued expenses		100,000.	
	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)	0.	100,000.		
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	942,776.	1,722,985.	
	25	Temporarily restricted		46,663.	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	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)	942,776.	1,769,648.		
31	Total liabilities and net assets/fund balances (see instructions)	942,776.	1,869,648.		

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	942,776.
2	Enter amount from Part I, line 27a	2	789,170.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	37,702.
4	Add lines 1, 2, and 3	4	1,769,648.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,769,648.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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

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

Table for qualification under Section 4940(e) with columns (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and refunded amount.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political influence, expenditures, Form 1120-POL filing, reimbursement, IRS reporting, unrelated business income, liquidation, 508(e) requirements, state reporting, private operating status, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 Yes No X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.WHOLECITIESFOUNDATION.ORG 13 X
14 The books are in care of WHOLE FOODS MARKET - TAX DEPT Telephone no. 512-542-3082 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 15
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2015 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 2015.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		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 9		197,828.	44,042.	0.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	858,605.
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	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	1,089,707.
c	Fair market value of all other assets (see instructions).	1c	452,252.
d	Total (add lines 1a, b, and c)	1d	1,541,959.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,541,959.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,129.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,518,830.
6	Minimum investment return. Enter 5% of line 5	6	75,942.

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.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	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	

Part 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	857,927.
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	857,927.
5	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)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	857,927.

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

Part XIII Undistributed Income (see instructions)

Table with 5 columns: (a) Corpus, (b) Years prior to 2014, (c) 2014, (d) 2015. Rows include: 1 Distributable amount for 2015 from Part XI, line 7; 2 Undistributed income, if any, as of the end of 2015; 3 Excess distributions carryover, if any, to 2015; 4 Qualifying distributions for 2015 from Part XII; 5 Excess distributions carryover applied to 2015; 6 Enter the net total of each column as indicated below; 7 Amounts treated as distributions out of corpus; 8 Excess distributions carryover from 2010; 9 Excess distributions carryover to 2016; 10 Analysis of line 9.

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	857,927.	328,012.			1,185,939.
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	857,927.	328,012.			1,185,939.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	1,869,649.	942,776.			2,812,425.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	1,869,649.	942,776.			2,812,425.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	50,628.	18,368.			68,996.
c "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)	1,647,775.	1,257,246.			2,905,021.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	352,019.	526,972.			878,991.
(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

Recipient Name and address (home or business)	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
<p>a Paid during the year</p> <p>ATCH 10</p>				
Total				3a 106,100.
<p>b Approved for future payment</p> <p>ATCH 11</p>				
Total				3b 100,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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... 2b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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. Sign Here [Signature] [Date: 8/15/16] [Title: Asst. Secretary]

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

Schedule of Contributors

2015

▶ **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.

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

Organization type (check one):

- | Filers of: | Section: |
|--------------------|---|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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	\$ 1,405,779.	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	NUTIVA NOURISH FOUNDATION 213 WEST CUTTING BLVD. RICHMOND, CA 94804	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	ANNIE'S INC 1610 FIFTH STREET BERKELEY, CA 94710	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	GRIMMWAY ENTERPRISES PO BOX 81498 BAKERSFIELD, CA 93380	\$ 100,000.	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.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **WHOLE CITIES FOUNDATION**

Employer identification number

46-0949876

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

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

Name of organization **WHOLE CITIES FOUNDATION**

Employer identification number
46-0949876

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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

(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
_____ _____ _____	_____ _____ _____

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	3,279.			3,279.
TOTALS	<u>3,279.</u>			<u>3,279.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	11,730.			11,730.
TOTALS	<u>11,730.</u>			<u>11,730.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OTHER PROFESSIONAL FEES	95,902.	95,902.
TOTALS	<u>95,902.</u>	<u>95,902.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
MEALS	446.	446.
MEETINGS AND EVENTS	11,336.	11,336.
EDUCATIONAL MATERIALS	800.	800.
MARKETING	8,133.	8,133.
COMMUNICATION	1,459.	1,459.
SUPPLIES	3,736.	3,736.
POSTAGE & DELIVERY	801.	801.
MEMBERSHIP & DUES	5,574.	5,574.
MISCELLANEOUS	49,448.	49,448.
BANK SERVICE CHARGE	18.	18.
LICENSES	4,135.	4,135.
TOTALS	<u>85,886.</u>	<u>85,886.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WFM STOCK OPTIONS	49,422.	49,422.
TOTALS	<u>49,422.</u>	<u>49,422.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED STOCK APPRECIATION RIGHTS G/L	35,880.
PRIOR PERIOD ADJUSTMENT	1,822.
TOTAL	<u>37,702.</u>

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

AL, AK, AR, CA, CO, CT, FL, GA, HI, IL,
KS, KY, ME, MD, MA, MI, MN, MS, 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 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
WALTER ROBB 550 BOWIE ST AUSTIN, TX 78703	DIRECTOR, CHAIRMAN OF THE BOARD
ROBERTA LANG 550 BOWIE ST AUSTIN, TX 78703	SECRETARY, TREASURER
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	DIRECTOR

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

ATTACHMENT 8 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
GLEND A 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

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

ATTACHMENT 9

<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	107,152.	21,386.
KATHY WOOLBRIGHT 550 BOWIE ST AUSTIN, TX 78703	40.00	90,676.	22,656.
	TOTAL COMPENSATION	<u>197,828.</u>	<u>44,042.</u>

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

ATTACHMENT 10

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
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.	8,600.
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.	35,000.
THE NO BOUNDARIES COALITION		WHOLE CITIES SUPPORTED NO BOUNDARIES COALITION'S POP UP MARKET IN CENTRAL WEST BALTIMORE. NO BOUNDARIES COALITION USED THE FUNDS TO PURCHASE AND RUN AN EBT MACHINE, ENABLING SHOPPERS TO BUY FRESH, HEALTHY PRODUCE WITH THEIR SNAP BENEFITS.	1,500.
MARKET UMBRELLA 200 BROADWAY STREET, STE 107 NEW ORLEANS, LA 70118		WHOLE CITIES PROVIDED FUNDING FOR MARKET UMBRELLA'S FARMERS MARKET PRESCRIPTION PROGRAM. IN THE PROGRAM, COMMUNITY MEMBERS AT RISK FOR DIETARY RELATED ILLNESSES SIGNED UP AT PARTICIPATING CLINICS TO RECEIVE A MONTHLY PRESCRIPTION FOR FRESH PRODUCE. PRESCRIPTIONS COULD THEN BE REDEEMED AT PARTICIPATING FRESH, HEALTHY FOOD VENDORS.	18,000.

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

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF MISSISSIPPI FOUNDATION 2500 NORTH STATE STREET JACKSON, MS 39216		WHOLE CITIES SUPPORTED THE UNIVERSITY OF MISSISSIPPI MEDICAL CENTER'S COMMUNITY HEALTH ADVOCATE PROGRAM (CHA), WHICH AIMS TO ADDRESS OBESITY, DIABETES, AND CARDIOVASCULAR DISEASE THROUGH PREVENTION AND EARLY DETECTION. CHA TRAINS INDIVIDUALS FROM FAITH BASED AND COMMUNITY GROUPS AS HEALTH ADVOCATES WHO CAN THEN PROVIDE HEALTH SCREENINGS AND HEALTH PROMOTION IN THEIR COMMUNITIES. WHOLE CITIES PROVIDED FUNDS TO EQUIP 20 COMMUNITY HEALTHY ADVOCATES WITH THE TRAINING AND GEAR THEY NEEDED TO BE EFFECTIVE AND MOBILE IN THEIR COMMUNITY, INCLUDING BACKPACKS CONTAINING BLOOD PRESSURE MONITORS, GLUCOMETERS, AND SCALES.	10,000.
THE FOOD TRUST ONE PENN CENTER, STE 900 1617 JOHN F. KENNEDY BLVD PHILADELPHIA, PA 19103		WHOLE CITIES SUPPORTS THE FOOD TRUST'S WORK TO INCREASE FRUIT AND VEGETABLE CONSUMPTION IN NEW ORLEANS THROUGH COMMUNITY ENGAGEMENT, MARKETING MATERIALS, AND EDUCATIONAL PROGRAMMING TO PROMOTE FRUIT AND VEGETABLE CONSUMPTION AT THE CIRCLE FOOD STORE.	15,000.
FAIR FOOD NETWORK 205 E. WASHINGTON ST, STE B ANN ARBOR, MI 48104		WHOLE CITIES SUPPORTS FAIR FOOD NETWORK'S DOUBLE UP FOOD BUCK PROGRAM, WHICH DOUBLES THE VALUE OF SNAP BENEFITS WHEN PEOPLE BUY LOCAL FRUITS AND VEGETABLES. THIS SUPPORTS LOCAL FARMERS AND ECONOMIES AND HELPS FAMILIES BRING HOME MORE FRESH PRODUCE. WHOLE CITIES PROVIDED FUNDS FOR THE PROGRAM'S EDUCATIONAL, COMMUNICATION, EVALUATION, AND ADMINISTRATION COSTS.	18,000.
TOTAL CONTRIBUTIONS PAID			<u>106,100.</u>

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

ATTACHMENT 11

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
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 PROVIDE HEALTHY AND AFFORDABLE FOOD TO THE BROAD STREET NEIGHBORHOODS AND 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.	65,000.
BACKYARD GARDENERS NETWORK 603 FORSTALL STREET NEW ORLEANS, LA 70117		WHOLE CITIES SUPPORTS BACKYARD GARDENERS NETWORK'S FOOD AS MEDICINE PROGRAM, A HANDS-ON WORKSHOP SERIES THAT FOCUSES ON FOOD AS A SOURCE OF HEALING. THE CLASSES ARE HELD IN BACKYARD GARDENERS NETWORK'S GARDEN IN NEW ORLEANS' LOWER 9TH WARD AND ARE LED BY LOCAL CHEFS AND HEALTH ADVOCATES WHO TEACH HEALTHY COOKING AND LIFESTYLE TECHNIQUES.	20,000.
THE FOOD TRUST ONE PENN CENTER SUITE 900 1617 JOHN F KENNEDY BLVD PHILADELPHIA, PA 19103		WHOLE CITIES SUPPORTS THE FOOD TRUST'S WORK TO INCREASE FRUIT AND VEGETABLE CONSUMPTION IN NEW ORLEANS THROUGH COMMUNITY ENGAGEMENT, MARKETING MATERIALS, AND EDUCATIONAL PROGRAMMING TO PROMOTE FRUIT AND VEGETABLE CONSUMPTION AT THE CIRCLE FOOD STORE.	15,000.
TOTAL CONTRIBUTIONS APPROVED			<u>100,000.</u>