



1332 East 4th Street
Duluth MN 55805

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YES, I will be attending the Whole Foods Co-op Annual Membership meeting on Wednesday, September 28, 2005 at 5:00 PM.

Name _____

Address _____

City _____ State _____ Zip _____

_____ Number of Voting Members attending (Member # _____)
(Remember; one member number, one vote!)

_____ Number of additional household members or guests – \$5 ea.

Children under 3 years eat free.

R.S.V.P. must be received by Friday, Sept. 16. Payment at the tent flap.

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FISCAL YEAR



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ANNUAL

REPORT





Board's Annual Report 2005

Remember the 2001 Whole Foods Co-op Annual Meeting?

By Jean Sramek

No? That's not surprising. Chances are, you weren't there. (I'll be honest: it was the first WFC Annual Meeting I had ever attended, and I only showed up because my name was on the ballot for the Board election.) WFC Annual Meetings were not, historically, a popular event. In 2002, things changed — big time. At the crowded, festive, and now-legendary 2002 Annual Meeting, one member asked, "What a great idea! Do you do this Annual Meeting thing every year?" In 2003, we had to move to a bigger venue. Ditto 2004.

The 2005 Annual Meeting will

be held in our own backyard — our new backyard, that is — and we anticipate our highest attendance to date. We know that WFC member-owners will be there, not just for the food, not just for the company, but because you are all stakeholders in the Whole Foods Co-op and in this community. The Board is very pleased to have a contested election again this year, and we encourage you to take the time to vote for the member-owners who will serve on the Board during this next term.

It's been quite a year. For outgoing Board member and former Board president Katie Neff Dawson, it's been "quite a year" for six years. On behalf of the WFC

board, I'd like to say a special thanks to Katie for her compassion, her devotion, and her hard work on the board. We'll miss her.



The Annual Meeting will feature a drawing for prizes — gift certificates, WFC items, and the like. Back in the days of meager attendance, the chances of winning a prize were statistically very good. Now, not so much. But we're all getting a prize this year: a new store. *Our* new store.

WHOLE FOODS CO-OP MISSION STATEMENT

*As approved by the Board of Directors
on February 20, 1997*



The Whole Foods Co-op is committed to the Cooperative Principles, to providing its members, patrons and community the highest quality nutritious whole foods, and to the products and practices which make positive changes in the life of its community, employees and environment.

WHOLE FOODS CO-OP IS A CONSUMER-OWNED COOPERATIVE WITH OVER 2,800 MEMBER/OWNERS

YOU ARE A MEMBER/OWNER OF WHOLE FOODS CO-OP

Definition

A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly owned and democratically controlled enterprise.

Values

Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.

Principles

The Cooperative Principles are guidelines by which cooperatives put their values into practice.

First Principle

Voluntary and Open Membership

Second Principle

Democratic Member Control

Third Principle

Member Economic Participation

Fourth Principle

Autonomy and Independence

Fifth Principle

Education, Training and Information

Sixth Principle

Cooperation Among Cooperatives

Seventh Principle

Concern for the Community



COMMITTEE REPORTS

*The following committees
met in FY 2005:*

The Board Recruitment Committee

Katie Neff Dawson, Chair

This committee recommended changes to the Board application packet that the Board approved and implemented in June 2005.

The Food Policy Committee

Chad Coffey, Chair

This committee reviewed the management Compliance Report to WFC's Food and Non-Food Policies and recommended approval. The Board accepted the Food Policy Compliance Report in August 2004.

The Membership Committee

Lynn Fena, Chair

The Membership Committee reviewed WFC's member discount structure, conducted a survey of members receiving senior or working member discounts, and facilitated a member forum on discounts on March 21, 2005. The Membership Committee submitted the results of its research for Board review and made no recommendations for change in discount structure at this time.

The General Manager Evaluation Committee (GMEC)

Jean Sramek, Chair

The GMEC is a Board-only committee that meets quarterly to monitor the General Manager's performance and, in alternate years, negotiate and recommend contract changes.

The Finance Committee

Jeri Brysch, Chair

The Finance Committee is a Board-only committee that monitors financial performance, reviews budget projects, and consults with the General Manager on financial matters (e.g., audit inquiries, patronage rebates, expansion financing).

The Building Design Team

composed of Board, management, and members, met frequently with WFC's architects in September through December 2004 to ensure that WFC's relocation policies and concept plan priorities were achieved in the design of the new location. Members on the Building Design Team provided additional research and expertise on environmental aspects of the project.

Expansion Committee

composed of Board, members and the General Manager, met from October 2004 through January 2005 to review and comment on site development, exterior and interior design, flooring samples, paint samples, and equipment layouts. (The Staff Design Committee, open only to WFC staff, also met with the General Manager during this period to review and comment on expansion plans and to share what they learned with other employees.)

Your Board of Directors

Jeri Brysch, Treasurer
Chad Coffey, Secretary
Chris Edwardson, Vice President
Lynn Fena
Dennis Kaleta
Katie Neff Dawson
Jean Sramek, President

WHOLE FOODS CO-OP ENDS POLICY

**As edited by the Board of Directors on
April 25, 2005**

To assist the General Manager in the decision-making process, the following values reflect our vision:

Service to Members – WFC members contribute to a consumer-owned business that supports local organic growers and local suppliers and provides jobs and services that stay in our community.

Member & Community Education – WFC offers member and community education to enhance the lives and health of its members and potential members as well as to promote the Co-op's uniqueness and philosophy.

Member Involvement/Governance – WFC practices democratic forms of government.

Diversity – WFC values diversity in staff as well as in membership and brings people of diverse backgrounds and experiences into leadership and other roles at the Co-op.

Public Service/Corporate Citizenship – WFC is an active partner in our community.

Commitment to the Cooperative Movement and to Other Cooperative Activities – WFC builds and strengthens the cooperative movement.



STAFF

ADMINISTRATION

General Manager Sharon Murphy

Finance Manager Christina Cotruvo

Administrative Assistants

Kathy Covill

Penny Nemeck

Julie Unulock

Human Resources Manager Colleen Kelly

Training Coordinator Jill Holmen

IT Manager Christof von Rabenau

Marketing & Member Services Manager
Shannon Szymkowiak

Member Services Coordinator
Gina LaBrosse

DELI

Manager Jane Herbert

Assistant Managers

Wolfgang Littlewolf Steve Perry

Assistants

Christie Culliton Kim Grinde

Avy Jackson Jason Kokal

Celia Rupp Hannah Ryan

Heather Telschow Chad Terch

FRONT END

Manager

Briana Lowrie

Assistant Manager

Michael Olker

Coordinators

Jessica Belich Rain Elfvin

Jay Newkirk

Assistants

Bonnie Barker Sue Boorsma

Jean Marie Johnson Julie Kohls

Candace LaCrosse Lupita Marchan

Teri Sackmeister Rayann Schramm

Charlotte Van Vactor

MERCHANDISING

Manager

Lisa Anderson

Buyers

Karl Becker Brad Rozman

Jim Richardson Caroline Shallman

Stockers

Eriq Reed Andrew Sparrow

Susan Stone Sonya Welter

PRODUCE

Manager

Michael Karsh

Assistant Manager

Justin Hemming

Assistants

Teague Alexy Rose Anderson

Jennie Bonicatto David Everett

Janet Ramel Lyndon Ramrattan

STORE OPERATIONS

Manager

Debbie Manhart

Storekeepers

John Fisher Merritt Mike Marble

Darcy Sathers

Management Report

FOR FISCAL YEAR (FY) 2005 (ended June 30, 2005)

By Sharon Murphy, General Manager

Looking back over the last year, I cannot stress enough appreciation and respect for the outstanding work of our Management Team in the profitable operation of very cramped facility and in the achievement of the sometimes overwhelming tasks of planning, staffing, policies, and coping with the ever-changing time line for our new site. You are an amazing team:

Chris von Rabenau (2/86), IT Manager
Michael Karsh (5/90), Produce Manager
Lisa Anderson (9/97), Merchandising Manager
Debbie Manhart (1/00), Deli Manager (now Store Manager)
Shannon Szymkowiak (3/03), Marketing & Member Services Manager
Briana Lowrie (9/03), Front End Manager

And now we have welcomed three new managers to our challenging environment:

Jane Herbert (7/05), Deli Manager
Christina Cotruvo (8/05), Finance Manager
Colleen Kelly (3/94-5/97, 9/05), Human Resources Manager

While our future is still a bit obscured by construction dust (just dust, not asbestos!), FY 2005 broke records, shattered goals, and ended with some indications (e.g., declining sales growth, declining average purchase, space wars among the staff, card games among the customers waiting in line) that we've made the most of this space and it is time to move on:

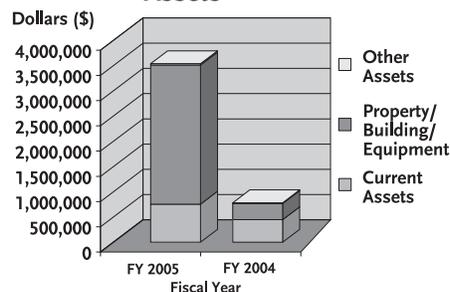
	FY 2004	FY 2005
New members	453	516
Net new equity	\$33,502	\$35,280
Sales to members	60.59%	63.26%
Sales	\$4.02 million	\$4.65 million
Growth over previous year	17%	16%
Average #/customers/day	524	650
Average purchase	\$21.47	\$20.12
Record sales day	\$20,507	\$22,580
Profit from operations	2.15%	3.76%*
Entry wage	\$7.20/hour	\$7.20/hour
Average wage	\$10.55/hour	\$11.55/hour

* subject to audit adjustment

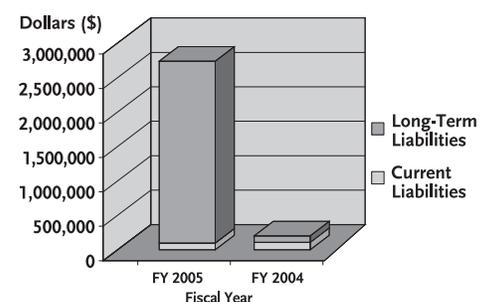
In September 2003, the Board approved new ENDS Policies, including:

Service to Members — "WFC members contribute to a consumer-owned business that supports local organic growers and local suppliers and provides jobs and services that stay in our community."

Assets



Liabilities





Following are the amounts allocated in the last two years to support local organic growers and local suppliers and to provide jobs and services in our community. I can't guaranty how much of this money went on to be recycled in Duluth, but it is worthwhile to ponder the impact of our co-op on the local economy.

	FY 2004	FY 2005
Wages and salaries	\$ 788,154	\$ 908,316
Cash rebates to members	\$ 25,123	-0-
Local suppliers and growers	\$ 280,014	\$ 359,964
Local expansion-related expense	\$ 5,038	\$2,204,787
Savings in local credit union	\$ 146,523	\$ 508,035
	\$1,244,852	\$3,981,102

After acquiring possession of a new location (610 East 4th Street) in August 2004, fund-raising, design, equipment, merchandising, and staff planning kicked into high gear. The Board and management, working with recommendations from the Building Design Team (Board, staff, and members), the Staff Design Team, and the Member Expansion Committee set goals, developed time lines, and consulted with our attorney, banker, architects, store designer, equipment reps, personnel consultant, realtor, accountants, expansion consultants, and experienced business, co-op industry and community development leaders.

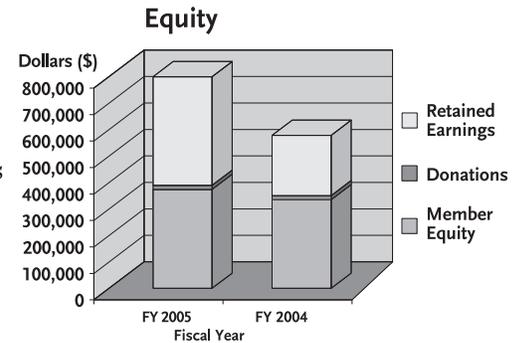
Our \$5.3 million project (includes acquisition, site development, construction, equipment, professional fees, etc.) is fully funded. The member loan goal was set at \$800,000 and, as of June 30, 2005, we have \$849,700 on deposit. Outside loans have been acquired locally from Members Cooperative Credit Union and from the Zeppa Family Foundation.

The decision to seek LEED (Leadership in Energy & Environmental Design) certification for remodeling our new site: (choose one)

- Has added to the cost of the project
- Has been an education for staff, architects, contractors, and equipment suppliers
- Will have long-term education and environmental impacts in our community
- All of the above

It isn't easy being GREEN but, thanks to the support of our members and our community, our new site will be much more than a grocery store.

At this point, we are still looking forward to an opening date in October, even if that means the staff will be in costume and the customers will be carrying trick or treat bags.



THANK YOU TO THE STAFF, BOARD, MEMBERS,SUPPLIERS AND FRIENDS OF WHOLE FOODS CO-OP FOR 35 YEARS OF COOPERATION

BALANCE SHEET
(Subject to audit adjustment)

	FY 2005 6/30/05	FY 2004 6/30/04
ASSETS		
Current Assets	\$754,176	\$446,645
Property/Building/Equipment	2,757,707	322,349
Other Assets	26,038	12,127
TOTAL ASSETS	3,537,921	781,121
LIABILITIES		
Current Liabilities	96,979	109,755
Long-Term Liabilities	2,641,255	93,103
TOTAL LIABILITIES	2,738,234	202,858
EQUITY		
Member Equity	374,011	335,183
Donations	15,109	15,109
Retained Earnings	410,567	227,971
TOTAL EQUITY	\$799,687	\$578,263
TOTAL LIABILITIES & EQUITY	\$3,537,921	\$781,121

INCOME STATEMENT
FOR FY 2005/ENDING JUNE 30, 2005
(Subject to audit adjustment)

	FY 2005	FY 2004
SALES	4,646,666	4,018,580
less cost of goods sold	-2,952,241	-2,593,908
NET SALES	1,694,425	1,424,672
OPERATING EXPENSES	-1,519,848	-1,338,376
GAIN FROM OPERATIONS	174,577	86,296
OTHER INCOME/EXPENSE	-10,544	42,976
NET INCOME	164,023	129,272



Candidate Profiles

Candidates were asked to respond to the following questions:

- Why would you like to serve on the Board of Directors of Whole Foods Co-op and what do you hope to accomplish?
- What skills or experience will you bring to this Board?
- What opportunities and challenges do you see in the future for Whole Foods Co-op?

Lynn Fena

As I complete my first term on the WFC board, I find I want to use everything I have learned about the organization during the first two years to ensure that the transition and expansion into our new building is a great success.

During the past two years, I've learned how to work with the WFC's policy governance process, with our staff and with members. I understand the strategic issues on our agenda as we expand and I am more excited than ever about the life of our co-op in Duluth. I have been a part of WFC since it started in 1971 and I am really happy its vitality continues to bloom in our community.

The Co-op is and has always been more than a grocery store – it is a member-owned and member-driven enterprise. Membership is our greatest asset! Moving to a beautiful, big space presents both opportunities and challenges for developing our membership, including new ways to connect with other members (i.e., food classes, the sit-down area) and new challenges in responding to growth and diversity, in communicating our common ground, and in engaging with our larger community.

Erik Hahn

Serving on the Board of Directors would be an exciting opportunity to contribute to the quality of life of the Twin Ports community. The foods we eat, the products we use, and the way they are produced are vitally important. That is why I shop at the Co-op, and why I became a member. Now I feel it

is time to make a stronger commitment to fair and sustainable life practices by serving the Co-op as a Board member.

As a Board member at this time of growth, I would look for ways to improve an already outstanding Co-op. What can we do to make the store more inviting to a wider population? How can we make the shopping experience more fun? How can we play a larger role in the community as leaders of healthy lifestyles and environmental stewardship? These are some of the questions I'd like a chance to address.

While I have not served on a board before, I have sat on several committees through work and church and have working knowledge of group decision making. I have spent the last 12 years working as an environmental educator, and more recently, as stewardship coordinator for Hartley Nature Center. At Hartley, I helped to bring the organization into a new facility and expand its role in the community. I have excellent people skills, am easy to get along with, and a passion for organic gardening. Intolerant of gluten and lactose, I'm sensitive to the unique dietary needs of many people.

The Co-op will have to bring new people into the store while retaining all the regulars. More selection and more services (and more room!) will go a long way, but it is something to always keep in mind. The Co-op is poised to play a bigger role in the community and there is a tremendous opportunity to promote the values of the organization and to partner with other organizations with similar values.

Did I mention I love food! Junk food, comfort food, high cuisine, fresh veggies and glop cooked beyond recognition. I'm excited about a Co-op that can meet the needs (and sometimes vices) of so many people in a sustainable, organic way. I'm excited about a Co-op that features so much locally grown food. And I would be excited to be a part of a group of people who are excited about the same.

Theresa Koenig

It is exciting to consider being a Board Member at this time of expansion and change at WFC. While the potential for innovation and development is great, I am also mindful of the need for the co-op to remain financially strong and wise in its use of resources as it effectively pursues its mission. I am interested in learning more about the cooperative business, and I love the idea of working on a policy governance board.

I hope to contribute to continuity on the board, to contribute to sound board policy and practices, to ensure the co-op remains financially sound, and to accurately and productively represent member interests and vision for the future of the co-op. As I learn more about what the specific needs are on the Co-op Board, I am sure my list of things I hope to accomplish will grow!

I served as President of the Board for the Cued Speech Association of Minnesota and on the Advocacy Board for the Cued Language Network of America. Both are nonprofits providing information and advocacy services for families with children who are deaf or hard of hearing. In order to become an effective Board member for those two organizations, I completed the Nonprofit Administration Certificate Program at the University of Wisconsin, Superior. I currently consider myself a full time 'stay-at-home-parent', but also work part time as coordinator for a fundraising program at a local school. Prior to parenthood, I was supervisor of the medical microbiology department at Miller Dwan. In addition to good organizational and communication skills, my previous work demonstrates a sincere willingness to learn more about and to work hard for the ideals and issues about which I am passionate.

One challenge facing WFC in the near and distant future is the increasing demand for organic and pasture-raised products. The demand will, and in some cases, already does, outpace local and national production. There seems to be need and opportunity here for more local



production of fresh meats and other products. How will the co-op respond to these challenges and opportunities? What outcome do we expect as a result of our actions?

I have been interested in organic and pasture-raised food both as a consumer and a small producer for a long time. I grew up eating home-grown organic food, and I continue to grow as much of my own families' food in a way that supports healthy sustainable farming practices in our local area. My husband and I raise our own hens for eggs, using organic feed that is locally produced. We have two children adopted from Vietnam, ages 7 and 9 and we are expecting the birth of our third child this October. It is an exciting time for our family, and a good time to reflect on and support those things that are important to us, such as healthy food, sustainable farming practices and supporting the local community and economy. It would be nothing less than an honor to serve the Co-op Board at this time!

EvaLee Miller

I believe being on the Board of Directors of Whole Foods Co-op takes being a member of the co-op to a higher level. I have been a working member of a co-op for over ten years and truly live by trying to make a difference in a community. The co-op provides that opportunity by creating and maintaining an atmosphere and climate in its facility to make the highest quality nutritious whole foods and products available to its patrons, members and staff. Participating on the Board of Directors would enable me to have input as to the decisions and directions the co-op would take. I have served on the Board of Directors of Linden Hills Cooperative and fully know how rewarding, satisfying and challenging that service can be.

My experience includes:

Linden Hills Food Cooperative in
Minneapolis, MN:
Member of Board of Directors
Treasurer of Board of Directors
Member of Executive Committee
Chair of Member and Community
Relations Committee

Working Member

Active leader and working volunteer of this food cooperative with its primary mission to operate the best service-oriented natural foods retail store for the Linden Hills community.

The single most important opportunity today is the new facility. Not only will the Co-op benefit as a whole, but the location and exposure of the new building will raise the level of awareness about quality, wholesome and organic foods and products to the community. I believe the challenges are on-going and will be ever present. It is really difficult to predict what they will be, but I always look at challenges as opportunities.

Jean Sramek

I have served on the WFC Board for 4 continuous years (2 terms). When I was a new Board member in 2001, we were looking at possible sites for expansion. When I was re-elected to the Board in 2003, we were still looking at possible sites for expansion, a task that took the lion's share of our energy and resources as a board. When I was elected Board president in 2004, we were on the verge of obtaining what has now become our new site. In my final term as a WFC director, I look forward to seeing the expansion through to completion. Although it's vital for an organization to get new blood occasionally, and while I heartily endorse the idea of term limits, continuity is important to any good, functional Board of directors (that would be us), particularly during a time of transition (that would be now).

This is what got me elected in '03, so I see no reason to modify my campaign strategy: I have above-average forearm strength and can name all the capitols of the United States.

Our work as a Board will not stop with the expansion in our new location. If we are an effective board, our work will just be beginning. Our to-do list is constantly updated, and our Board is learning to think, not just about next year, but about the next 5 years, and the next 20, and the next

100. Now that we can cross "get a bigger store" off the list, we can explore other plans — community collaborations, outreach, a nonprofit foundation, projects to increase member linkage, fostering other cooperative enterprises. The possibilities are frightening — and exhilarating.

The world is changing, and so is the Whole Foods Co-op. I've been privileged to serve on a board that is facing those changes bravely and with a collective open mind. I'd like to continue that work for the next two years.

Elizabeth Tyson-Kratz

Let me begin by saying I am flattered that I was asked to sit on the Board of Directors of the Whole Foods Community Co-op, Inc. I am considering it because I am someone who is always doing what I can to support people and organizations that I believe in and the Co-op is one of them. I was a working member of the Co-op as a college student at UMD, and joined immediately upon returning to Duluth in '96. I have watched the Co-op grow over the years, relocate three times, and am excited about the next location. But having lived in the cities I am spoiled by the Co-ops there. It is my hope and vision that the Whole Foods Co-op here in Duluth reaches a level on par with those Co-ops. I believe it can do this with the right kind of energy and marketing.

What I will bring to the table is vision and enthusiasm—pure and simple. I have no idea if my thoughts will be well received or not, but I would be happy to share them openly and honestly, and with no attachment. I believe I am a synchronistic player, and enjoy the process of co-creating with others.

The greatest opportunity the Co-op has before it is creating a more visually appealing and full service grocery. The fact that they are moving to a new location gives them a new energy that may be used to facilitate still more growth.

Continued on next page



Candidate Profiles *Continued*

The greatest challenge the Co-op faces in my opinion is to expand its image. While being a demo lady at the Co-op, I was surprised at the number of people coming to the Co-op because of health concerns. Granted, that is one of the many reasons to shop at the Co-op, but I would like to somehow create a stronger brand identity that is more inclusive of other populations.

I hope you consider me for this position. If chosen, I will honor my commitment to the Co-op to the best of my ability!



General Manager, Sharon Murphy, earns her construction bobblehead (see below).

General Manager, Sharon Murphy and Board President, Jean Sramek begin the demolition at the Golden Hammer ceremony.



WFC Outreach

“If they call me, I will come.”

One of the Cooperative Principles is “Education, Training & Information”. We provide a great deal of training to our Staff and more information than you can shake a stick at in the store about our products, cooking, food issues – well, you get the picture. Both of these represent types of education. But how do we educate the community at large, especially when we have no room at the store? We go to them.

I have been fortunate in the past year to have several opportunities to speak to groups, go into classrooms, attend health fairs, be a part of food events and speak to countless customers and prospective customers about their particular food concern. There is nothing I enjoy more than having one-on-one time to answer questions, dispel myths or clear up any confusion that someone may have about our food, our co-op or “When the new store will open”. I have listed as many as I can remember below. Although I look forward to having a classroom as an educational center, if they call me, I will still come. Thank you for the opportunity!

America’s Walk for Diabetes
Beauty Buzz
College of St. Scholastica Health Fair
Community Education Classes
Dance of the Ripe Tomatoes
Duluth Business University
Earth Tracks at the
Lake Superior Zoo
Empty Bowl
Fair Trade Fair
Fond Du Lac Tribal Center
Health Fair
Grant School Family Night
Harbor City High School
Living Green
MN Power Health Fair
Sappi Health Fair

Sustainable Farming Association
Harvest Fest
Taste of the Nation
Trust in the Land
Twin Ports Moms of Multiples
UMD Elementary Education
UMD Health Fair
United Way Chili Cook Off
USG Health Fair
WITC Health Fair
WLSSD Health Fair
Women’s Expo
Woodland Middle School
Health Classes
YWCA Mother’s Day Walk/Run for
Breast Cancer
— Shannon Szymkowiak, Marketing &
Member Services Coordinator

As demolition continues, we discover signs of the past.





Fran Skinner Memorial

MATCHING FUND REPORT

What is it: The Matching Fund was created in 1991 to assist WFC members in purchasing the required amount of equity stock when this purchase would pose financial hardship. In 1994, the Board of Directors approved a name change for the fund in honor of one of our founding members, Fran Skinner.

How the Fund grows: All donations to the Fran Skinner Memorial Matching Fund are maintained in a separate, interest-bearing account until distributed. The Fund grows through cash donations, profits from special projects, and donations of WFC stock from departing members.

Who is eligible: Eligibility for WFC members who have purchased a minimum of \$20 of stock is determined by:

- The date the membership expires,
- The availability of funds in the account, and
- Family size and income as listed on the application form in the Fund brochure.

More information on the Fund is available in a brochure at WFC and on our web site at www.wholefoods.coop

FY 2005

Fund Activity Report

Balance 6/30/04	\$945.94*
Contributions	176.36
Interest	5.84
Allocations	-80.00
Balance 6/30/05	\$1,048.14

*After end-of-year adjustments

Giving Forward

- WFC will consider donation requests that meet the following criteria:
- For events that do not conflict with WFC’s Mission Statement,
- For non-profit agencies, churches, schools, or cooperatives in our community,
- For events that are open to the public,
- Limited to one donation per organization per fiscal year, and
- Within WFC’s donation budget.

The following organizations received donations from WFC in FY 2005:

American Diabetes Association	Marshall School
Biodiversity Project – BioBlitz	Minnesota Public Radio
Business Professionals of America	MN Alliance for Progressive Action
CAVSA	MN Nurses Association
CHUM	MPIRG
College of St. Scholastica Student Health Information Management Association	Neighborhood Housing Services
College of St. Scholastica Student Senate	Nettleton School
Damiano Center	New Moon Magazine
Duluth Area Dulcimer Club	Nonviolent Peaceforce
Duluth Bethel	North Shore Horizons
Duluth Biathlon	Northern Communities Land Trust
Duluth Central HS	Northern Lakes Second Harvest Food Bank - 12,000# of food and participation at 2005 Empty Bowl
Duluth East High School	Northwest Coalition for Alternatives to Pesticides
Duluth Emergency Food Shelf	PAVSA
Duluth Playhouse	Peace Church
EAGLE	Positive Energy for Youth
Emergency Food Shelf	Red Lake Victim’s Fund
Environmental Association for Great Lakes Education	Residential Services of NE Minnesota
Fond du Lac College	Rockridge – Lester Park PTA
Girl Scouts Northern Lights Council	Slow Food International
Grandma’s Marathon	St. Michael’s Church
Grant School	Superior Grown
Great Lakes Aquarium	Superior High School
Habitat for Humanity	Sustainable Farming Association
Harbor City School	Take Back the Night
Hartley Nature Center	UMD Chi Alpha
Hawk Ridge	UMD College of Art & Design
HDC	UMD Department of Health, Physical Education & Recreation
Lake County Developmental Achievement Center, Inc.	UMD Elementary Education
Lake Superior College	UMD Glensheen Follies
Lake Superior Zoo	Wheels in Motion
League of Women Voters	White Earth Land Recovery Project
Loaves and Fishes	Witness for Peace
MAC	Woodland Middle School
	YMCA



WHOLE FOODS COMMUNITY CO-OP, INC. (WFC)

Annual Membership Meeting Minutes

October 6, 2004

Reviewed by Board on November 22, 2004

WFC's Annual Meeting was held at The Depot Great Hall, 506 West Michigan Street, Duluth, Minnesota, and was attended by 120 members and 55 guests.

Welcome and Introductions:

After an excellent dinner catered by Coco's to Geaux, President Katie Neff Dawson called the meeting to order at 6:45 PM. Katie welcomed the audience and shared her excitement for the new site WFC has secured. Architect renderings of the external design options for the new site were on display and everyone had the opportunity of creating a sketch or making a list of what they'd like to see in the new store.

Katie introduced the current Board Members and candidates up for election. She introduced the staff by having them stand up as a group. Katie asked all members to stand, and then sit down by date when they joined the Co-op, leaving the founding members standing at the end.

Proof of Notice and Quorum:

General Manager Sharon Murphy presented proof of notice of the Annual Meeting as published in the Annual Report. Sharon also reported that there was a quorum present.

Approval of Meeting Minutes:

Barbara Boldt made a motion to approve Minutes of October 2003 Annual Meeting as submitted in the Annual Report. Charlotte Van Vactor seconded the motion. Motion carried.

Reports of Officers & Committees:

Chris von Rabenau made a motion to accept all reports as submitted in the Annual Report and provided at the Annual Meeting. Aaron Reichow seconded the motion. Motion carried.



The new facing goes on the front of the store.

Election of Officers:

Vice President Jean Sramek announced election results. Chad Coffey, Chris Edwardson, and Jeri Brysch were elected to serve on the Board. The membership also passed the resolution to delete section (b) Others from Article I – Members of the WFC Bylaws.



The House of Donuts disappears.

Expansion Update:

Sharon Murphy reported on the expansion process and move to 610 East 4th Street. The Building Committee, comprised of WFC managers, Board members, architects and consultants, has already begun to meet with a store designer.

Expansion Committee of Co-op members will meet October 13, at 5:30 PM. at the WFC Annex, 1522 E. Superior Street. All interested members are encouraged to attend. The planning phase will be quick as the designs will be due in mid-November.

Our construction project will be LEED (Leadership in Environmental Energy & Design) certified and will be the first retail organization in the State of Minnesota to earn LEED Certification.

Sharon introduced Julie Priola, WFC's Member Loan Caller. Julie will be contacting members and following up with them about the Member Loan Plan information mailed October 1st. Just six days after kicking off the loan program, we have received \$80,000 in loan commitments. Our goal is \$800,000 by December 5, 2004.

Patronage Rebate:

Katie Neff Dawson announced that the Co-op will not be issuing a patronage rebate to its members for the fiscal year ending June 30, 2004. The Board decided to retain the earnings to finance the upcoming expansion project. Also, the tax savings was not significant enough to justify the cost of administering a rebate. Handouts explaining this decision were provided.

Closing Remarks:

Sharon gave a special thank you and gift bag to exiting Board member Geiger Yount. Katie asked for remarks for the good and welfare of the association. No responses.

Katie thanked Shannon Szymkowiak and her assistant, Caroline Shallman, for all their work in organizing the Annual Meeting. A big thank you also went out to the members who worked at the meeting. Katie also thanked Arlene Coco and her staff for catering our delicious meal.

Throughout the night, Shannon distributed many, many door prizes. Shannon thanked The Depot and everyone who had donated prizes.

Shirley Wuchter made a motion to adjourn the meeting. Lynn Fryberger seconded the motion. Motion carried.

Respectfully submitted,

Penny Nemec, Office Manager



A new paint job on the alley side of the store.



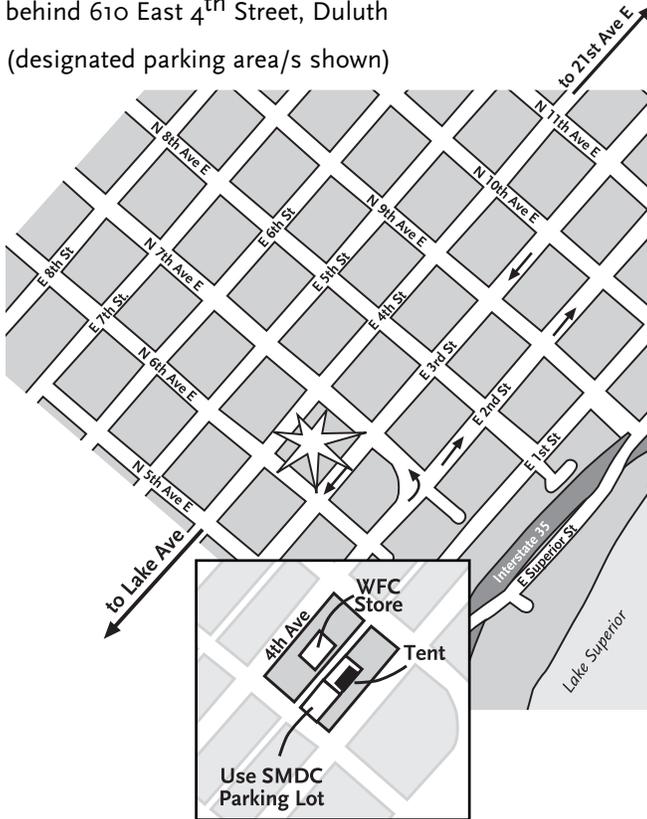
Annual Membership Meeting Notice

Please join us under the tent across the alley behind our new store at 610 East 4th Street for the Annual Membership Meeting of Whole Foods Co-op.

Park in the SMDC lot in the alley at 6th Ave. between 3rd Street and 4th Street.

NOTICE:

Wednesday, September 28, 2005
 behind 610 East 4th Street, Duluth
 (designated parking area/s shown)



AGENDA:

- 5:00 PM Registration and social time
 - 5:30 PM Buffet dinner and beverages
 - No charge for the voting member
 - guests & additional household members \$5.00/each
 - no charge for children 3 and under
 - Dinner catered by CoCo's to Geaux
 - Cash bar
 - Board election ballots accepted until 6:15 PM
 - 6:15 – 7:15 PM Business meeting
 - Proof of notice of meeting
 - Determination of a quorum and right to vote by Members
 - Reading and approval or waiver of Minutes of last meeting (see *Annual Report 2005*)
 - Reports of officers and committees (see *Annual Report 2005*)
 - Motions for acceptance, concurrence of filing as to all reports
 - Election of Directors
 - Unfinished business — expansion update/patronage rebates
 - New business — moving opportunities ... premiere party ... 35th Anniversary
 - Remarks for the good and welfare of the Association
 - Adjournment
- There will be a kids' quiet activity area inside the tent.
 - The new store will not be open for tours at the Annual Meeting.

Please let us know how many are coming — complete the information requested, cut out the card on dotted line, stamp, and mail or drop at the store. Thank you!

You may also choose to R.S.V.P. to Shannon or Gina at 728-0884.

MENU—Picnic, Far East Style:

- Appetizer**
- Sesame Seaweed Rice Chips
- Dinner**
- Fresh Fruit Salad
- Asian Noodle Platter
- Seasonal Grilled Vegetables
- Indonesian Grilled Chicken Chunks
- Call of the Wild Asian Rice Salad with Tofu & Tempeh
- Dessert**
- Turtle Brownies
- Goddess Bars
- Congo Bars
- Vegan Carrot Cake Bars
- Wheat Free Meringue Kisses
- Beverages**
- Lemonade
- Beer
- Decaf Coffee

Scissors icon at the top left of a dashed line.

|||

Please Apply Postage

Whole Foods Community Co-op

1332 East Fourth Street
 Duluth, MN 55805

