

Form 990

Return of Organization Exempt From Income Tax

2012

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning 07/01, 2012, and ending 06/30, 2013

Form header section containing organization name (RAINFOREST ALLIANCE, INC.), EIN (13-3377893), address (233 BROADWAY, 28TH FLOOR, NEW YORK, NY 10279), principal officer (TENSIE WHELAN), and tax-exempt status (501(c)(3)).

Part I Summary

Summary table with columns for Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement, member counts, revenue (Total: 46,057,689), expenses (Total: 45,378,260), and net assets (Total: 19,798,758).

Part II Signature Block

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.

Signature block area with fields for officer signature and name, and preparer signature and name.

Paid Preparer Use Only section containing preparer name (CATHERINE BENDALL), firm name (WITHUMSMITH+BROWN, PC), and firm address (1 SPRING STREET NEW BRUNSWICK, NJ 08901).

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2012)

Page 2

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

THE RAINFOREST ALLIANCE WORKS TO CONSERVE BIODIVERSITY AND ENSURE SUSTAINABLE LIVELIHOODS BY TRANSFORMING LAND-USE PRACTICES, BUSINESS PRACTICES AND CONSUMER BEHAVIOR.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] Yes [] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: 900099) (Expenses \$ 14,051,495. including grants of \$) (Revenue \$ 13,503,022.) RA CERT -

RA-CERT IS THE AUDITING UNIT OF THE RAINFOREST ALLIANCE AND IS RESPONSIBLE FOR ALL CERTIFICATION, VERIFICATION AND VALIDATION ACTIVITIES IN THE AREAS OF FORESTRY, AGRICULTURE AND CARBON/CLIMATE. THESE SERVICES, WHICH ARE INTEGRAL TO ACHIEVING OUR MISSION OF CONSERVING BIODIVERSITY AND ENSURING SUSTAINABLE LIVELIHOODS, HAVE BEEN INTEGRATED INTO ONE DIVISION FOR OPTIMUM EFFICIENCY AND EFFECTIVENESS.

4b (Code: 900099) (Expenses \$ 14,749,136. including grants of \$ 1,242,422.) (Revenue \$ 7,017,573.) ATTACHMENT 1

4c (Code: 900099) (Expenses \$ 6,030,310. including grants of \$ 454,310.) (Revenue \$ 26,328.) ATTACHMENT 2

4d Other program services (Describe in Schedule O.) ATTACHMENT 3 (Expenses \$ 6,300,410. including grants of \$ 953,088.) (Revenue \$ 98,925.)

4e Total program service expenses 41,131,351.

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2012)

Page 3

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		X

JSA

Form 990 (2012)

PUBLIC DISCLOSURE COPY

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>		X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V. [X]

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, deductible contributions, and 501(c)(7), (12), (19), and (29) organizations.

PUBLIC DISCLOSURE COPY

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. X

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. 1a 16 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 16		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? 3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets? 5		X
6	Did the organization have members or stockholders? 6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? 7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body? 8a	X	
b	Each committee with authority to act on behalf of the governing body? 8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O 9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates? 10a	X	
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 10b	X	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13 12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 12c	X	
13	Did the organization have a written whistleblower policy? 13	X	
14	Did the organization have a written document retention and destruction policy? 14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official 15a	X	
b	Other officers or key employees of the organization 15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? 16b		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **ATTACHMENT 5**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **RICHARD RYAN, 233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279 212-677-1900**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DANIEL R. KATZ DIRECTOR, CHAIR	1.00	X		X				0	0	0
(2) LABEEB ABOUD DIRECTOR	1.00	X						0	0	0
(3) SETH COHEN DIRECTOR	1.00	X						0	0	0
(4) ROGER DEROMEDI DIRECTOR, VICE CHAIR	1.00	X		X				0	0	0
(5) WENDY GORDON DIRECTOR, VICE CHAIR	1.00	X		X				0	0	0
(6) ERIC ROTHENBERG DIRECTOR	1.00	X						0	0	0
(7) PETER M. SCHULTE DIRECTOR, TREASURER	1.00	X		X				0	0	0
(8) KERRI A. SMITH DIRECTOR	1.00	X						0	0	0
(9) ANNEMIEKE WIJN DIRECTOR	1.00	X						0	0	0
(10) AMAURY DE PORET DIRECTOR	1.00	X						0	0	0
(11) LARRY LUNT DIRECTOR	1.00	X						0	0	0
(12) DAVID ROSS DIRECTOR	1.00	X						0	0	0
(13) HENRY DAVISON EMERITUS DIRECTOR	1.00	X						0	0	0
(14) SUDHAKAR KESEVAN EMERITUS DIRECTOR	1.00	X						0	0	0

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2012)

Page 8

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) ALAN WILZIG EMERITUS DIRECTOR	1.00	X					0	0	0	
(16) MARILU HERNANDEZ DE BOSOMS DIRECTOR	1.00	X					0	0	0	
(17) TASSO AZEVEDO DIRECTOR	1.00	X					0	0	0	
(18) WILL SARNI DIRECTOR	1.00	X					0	0	0	
(19) SONILA COOK DIRECTOR	1.00	X					0	0	0	
(20) MARTIN TANDLER EMERITUS DIRECTOR	1.00	X					0	0	0	
(21) PATRICIA SCHARLIN EMERITUS DIRECTOR	1.00	X					0	0	0	
(22) ADAM ALBRIGHT EMERITUS DIRECTOR	1.00	X					0	0	0	
(23) DAN COHEN DIRECTOR	1.00	X					0	0	0	
(24) BRENDAN MAY FORMER DIRECTOR	1.00	X					0	0	0	
(25) TENSIE WHELAN PRESIDENT	40.00			X			273,703.	0	21,745.	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							1,835,800.	0	146,514.	
d Total (add lines 1b and 1c)							1,835,800.	0	146,514.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 21

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 6		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 5

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2012)

Page 8

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) ANA PAULA TAVARES EXECUTIVE VP, VP OF BOARD	40.00			X			216,179.	0	20,672.	
(27) RICHARD RYAN CFO/VP FINANCE/ADMIN, VP BOARD	40.00			X			177,870.	0	14,811.	
(28) LESLIE PARK GENERAL COUNSEL & SECRETARY	40.00			X			179,465.	0	14,981.	
(29) RICHARD DONOVAN SENIOR VICE PRESIDENT	40.00				X		158,088.	0	12,374.	
(30) MOHAMMAD RAFIQ SENIOR VICE PRESIDENT, PROGRAM	40.00				X		170,872.	0	12,081.	
(31) LISA GAUCHEY VP OF HUMAN RESOURCES	40.00					X	148,882.	0	10,561.	
(32) DIANE JUKOFSKY VP, COMMUNICATIONS, MARKETING	40.00					X	133,440.	0	12,586.	
(33) CHRISTOPHER WILLE CHIEF OF SUSTAINABLE AG	40.00					X	128,445.	0	12,299.	
(34) JOSHUA TOSTESON VP/PROGRAMS, PLANNING & ASSESS	40.00					X	120,814.	0	14,404.	
(35) RIA STOUT DIRECTOR PRGM IMPLEMENTATION	40.00					X	128,042.	0	0	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 21

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

PUBLIC DISCLOSURE COPY

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b	785,770.				
	c Fundraising events	1c	1,513,426.				
	d Related organizations	1d					
	e Government grants (contributions) . .	1e	10,795,754.				
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	12,520,649.				
	g Noncash contributions included in lines 1a-1f: \$		45,450.				
	h Total. Add lines 1a-1f		25,615,599.				
	Program Service Revenue	2a CERTIFICATION FEES	Business Code	900099	12,993,003.	12,993,003.	
b CONTRACT INCOME			900099	421,907.	421,907.		
c PARTICIPATION AGREEMENT REVENUE			900099	6,913,135.	6,913,135.		
d _____							
e _____							
f All other program service revenue							
g Total. Add lines 2a-2f				20,328,045.			
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)			38,996.		38,996.
	4 Income from investment of tax-exempt bond proceeds . . .			0			
	5 Royalties			0			
	6a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)				0		
	7a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other			5,000.		
		b Less: cost or other basis and sales expenses		403.	34,466.		
		c Gain or (loss)		-403.	-29,466.		
	d Net gain or (loss)				-29,869.		
	8a Gross income from fundraising events (not including \$ <u>1,513,426.</u> of contributions reported on line 1c). See Part IV, line 18	a	ATCH 7		183,200.		
		b Less: direct expenses	b		396,085.		
c Net income or (loss) from fundraising events		ATCH 8			-212,885.		
9a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities				0		
10a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory				0		
Miscellaneous Revenue		Business Code					
11a OTHER INCOME		900099		317,803.	317,803.		
	b _____						
	c _____						
	d All other revenue						
e Total. Add lines 11a-11d				317,803.			
12 Total revenue. See instructions				46,057,689.	20,645,848.	9,127.	

PUBLIC DISCLOSURE COPY

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	3,192.	3,192.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	2,646,629.	2,646,629.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,844,160.	1,249,625.	316,697.	277,838.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	16,450,709.	15,124,204.	43,529.	1,282,976.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	251,319.	236,117.	744.	14,458.
9 Other employee benefits	3,288,642.	3,014,833.	43,201.	230,608.
10 Payroll taxes	1,195,339.	1,081,645.	49,523.	64,171.
11 Fees for services (non-employees):				
a Management	0			
b Legal	128,527.	128,527.		
c Accounting	207,656.	189,257.	1,563.	16,836.
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	151,258.			151,258.
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	5,729,164.	5,427,662.	125,393.	176,109.
12 Advertising and promotion	255,015.	101,133.	366.	153,516.
13 Office expenses	1,153,136.	675,486.	17,297.	460,353.
14 Information technology	995,045.	894,877.	7,521.	92,647.
15 Royalties	0			
16 Occupancy	2,040,762.	1,792,319.	12,400.	236,043.
17 Travel	2,750,492.	2,645,613.	55,415.	49,464.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	266,854.	252,892.	2,488.	11,474.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	100,251.	90,175.	502.	9,574.
23 Insurance	189,858.	171,274.	2,694.	15,890.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a CERTIFICATIONS -----	3,839,463.	3,839,463.		
b WORKSHOPS -----	744,327.	731,382.	2,445.	10,500.
c OTHER OFFICE EXPENSES -----	377,991.	247,983.	20,267.	109,741.
d BAD DEBT EXPENSE -----	212,373.	167,373.		45,000.
e All other expenses -----	556,098.	419,690.	18,790.	117,618.
25 Total functional expenses. Add lines 1 through 24e	45,378,260.	41,131,351.	720,835.	3,526,074.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2012)

Page 11

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	10,161,466.	1	7,657,883.
	2 Savings and temporary cash investments	425,821.	2	707,057.
	3 Pledges and grants receivable, net	4,134,473.	3	6,758,854.
	4 Accounts receivable, net	1,744,578.	4	1,806,073.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	457,332.	9	351,663.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,295,207.		
	b Less: accumulated depreciation	10b 187,165.	108,863.	10c 1,108,042.
	11 Investments - publicly traded securities	919,861.	11	871,546.
	12 Investments - other securities. See Part IV, line 11	212,219.	12	269,958.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	448,577.	15	267,682.
16 Total assets. Add lines 1 through 15 (must equal line 34)	18,613,190.	16	19,798,758.	
Liabilities	17 Accounts payable and accrued expenses	6,563,908.	17	7,199,122.
	18 Grants payable	737,051.	18	818,373.
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	663,528.	21	673,768.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	1,686,750.	23	1,113,750.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	17,773.	25	367,052.	
26 Total liabilities. Add lines 17 through 25	9,669,010.	26	10,172,065.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	512,025.	27	1,112,657.
	28 Temporarily restricted net assets	7,432,155.	28	7,514,036.
	29 Permanently restricted net assets	1,000,000.	29	1,000,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	8,944,180.	33	9,626,693.	
34 Total liabilities and net assets/fund balances	18,613,190.	34	19,798,758.	

Form 990 (2012)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	46,057,689.
2	Total expenses (must equal Part IX, column (A), line 25)	2	45,378,260.
3	Revenue less expenses. Subtract line 2 from line 1	3	679,429.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,944,180.
5	Net unrealized gains (losses) on investments	5	3,084.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	9,626,693.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2012

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule A (Form 990 or 990-EZ) 2012

Page 2

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	19,855,976.	21,490,519.	23,991,780.	24,000,774.	25,798,799.	115,137,848.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3.	19,855,976.	21,490,519.	23,991,780.	24,000,774.	25,798,799.	115,137,848.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						4,990,933.
6 Public support. Subtract line 5 from line 4.						110,146,915.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	19,855,976.	21,490,519.	23,991,780.	24,000,774.	25,798,799.	115,137,848.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	71,907.	39,253.	15,744.	50,478.	38,996.	216,378.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH 1	428,395.	345,387.	253,522.	195,461.	317,400.	1,540,165.
11 Total support. Add lines 7 through 10						116,894,391.
12 Gross receipts from related activities, etc. (see instructions)					12	81,705,518.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	94.23 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	95.41 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2012

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2012, 2011. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2012, 2011. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule A (Form 990 or 990-EZ) 2012

Page 4

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
OTHER INCOME	428,395.	345,387.	253,522.	195,461.	317,400.	1,540,165.
TOTALS	<u>428,395.</u>	<u>345,387.</u>	<u>253,522.</u>	<u>195,461.</u>	<u>317,400.</u>	<u>1,540,165.</u>

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Complete if the organization is described below. Attach to Form 990 or Form 990-EZ. See separate instructions.

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Table with 2 columns: Name of organization (RAINFOREST ALLIANCE, INC.) and Employer identification number (13-3377893)

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
2 Political expenditures \$
3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 \$
2 Enter the amount of any excise tax incurred by organization managers under section 4955 \$
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
4a Was a correction made? Yes No
b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities \$
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$
3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b \$
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments.

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

PUBLIC DISCLOSURE COPY

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2 a Lobbying nontaxable amount	10,616.	3,423.			14,039.
b Lobbying ceiling amount (150% of line 2a, column (e))					21,059.
c Total lobbying expenditures	10,616.	3,423.			14,039.
d Grassroots nontaxable amount	250,000.	250,000.			500,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					750,000.
f Grassroots lobbying expenditures	10,616.	3,423.			14,039.

Schedule C (Form 990 or 990-EZ) 2012

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule C (Form 990 or 990-EZ) 2012

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: Description, (a) Yes/No, and (b) Amount. Rows include questions about influencing legislation, media advertisements, mailings, publications, grants, and other activities.

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 rows of questions and 3 columns: Question, Yes, No. Questions relate to dues received, lobbying expenditures, and carryover.

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

Table with 5 rows of questions and 3 columns: Question, Yes, No. Questions relate to dues from members, nondeductible lobbying expenditures, and carryover.

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization: RAINFOREST ALLIANCE, INC. Employer identification number: 13-3377893

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees...

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply). 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... 3 Number of conservation easements modified... 4 Number of states where property subject to conservation easement is located... 5 Does the organization have a written policy regarding the periodic monitoring... 6 Staff and volunteer hours devoted to monitoring... 7 Amount of expenses incurred in monitoring... 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?... 9 In Part XIII, describe how the organization reports conservation easements...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1... (ii) Assets included in Form 990, Part X... 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1... b Assets included in Form 990, Part X...

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2012

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,083,526.	1,058,766.	1,064,395.	1,039,231.	
b Contributions					1,000,000.
c Net investment earnings, gains, and losses	37,209.	57,822.	-5,629.	25,164.	39,231.
d Grants or scholarships					
e Other expenditures for facilities and programs	28,832.	33,062.			
f Administrative expenses					
g End of year balance	1,091,903.	1,083,526.	1,058,766.	1,064,395.	1,039,231.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment %
- b Permanent endowment 91.6000 %
- c Temporarily restricted endowment 8.4000 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		808,702.	73,671.	735,031.
d Equipment		195,073.	55,677.	139,396.
e Other		291,432.	57,817.	233,615.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,108,042.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include (1) Financial derivatives, (2) Closely-held equity interests, (3) Other, and sub-rows (A) through (I). Total line at the bottom.

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered (1) through (10). Total line at the bottom.

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows numbered (1) through (10). Total line at the bottom.

Part X Other Liabilities. See Form 990, Part X, line 25.

Table with 2 columns: (a) Description of liability, (b) Book value. Row (2) shows DEFERRED RENT LIABILITY with a book value of 367,052. Total line at the bottom shows 367,052.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. [X]

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule D (Form 990) 2012

Page 4

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	46,613,650.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a 3,084.		
b	Donated services and use of facilities	2b 523,411.		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d 29,466.		
e	Add lines 2a through 2d		2e	555,961.
3	Subtract line 2e from line 1		3	46,057,689.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	46,057,689.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	45,931,137.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a 523,411.		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d 29,466.		
e	Add lines 2a through 2d		2e	552,877.
3	Subtract line 2e from line 1		3	45,378,260.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	45,378,260.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

TEXT

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER ASC 740

SCHEDULE D, PAGE 3, PART X, LINE 2

RA IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE UNITED STATES INTERNAL REVENUE CODE AND NO PROVISION FOR SUCH INCOME TAX HAS BEEN REFLECTED IN THE FINANCIAL STATEMENTS. RA HAS EVALUATED UNCERTAIN TAX POSITIONS WITH RESPECT TO ITS U.S. OPERATIONS AND CONCLUDED THERE ARE NO SUCH POSITIONS AT JUNE 30, 2013 AND 2012. THERE ARE NO OPEN TAX YEARS PRIOR TO JUNE 30, 2010. RA HAS OPERATIONS IN OTHER COUNTRIES AND IS SUBJECT TO THE LAWS AND REGULATIONS OF THOSE COUNTRIES. RA DID NOT RECOGNIZE ANY TAX RELATED INTEREST OR PENALTIES DURING THE PERIOD IN QUESTION.

SCHEDULE D, PART IV, CUSTODIAL FUNDS

SCHEDULE D, PART IV, CUSTODIAL FUNDS, 2B

FUNDS ARE COLLECTED ON BEHALF OF THE FOREST STEWARDSHIP COUNCIL AS PART OF THE CERTIFICATION PROCESS BY RAINFOREST ALLIANCE. THESE FUNDS ARE THEN REMITTED QUARTERLY TO THE COUNCIL.

SCHEDULE D, PART XI & XII, RECONCILIATION OF REVENUE AND EXPENSE

SCHEDULE D, PART XI & XII

THE AUDITED FINANCIAL STATEMENTS INCLUDED \$29,466 OF LOSS ON DISPOSAL OF ASSETS AS AN EXPENSE WHEREAS IT IS SHOWN AS A REVENUE OFFSET ON THE 990.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**
▶ **Attach to Form 990. ▶ See separate instructions.**

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.

13-3377893

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	5.	85.	PROGRAM SERVICES	SEE PART V	7,309,536.
(2) SOUTH AMERICA	7.	47.	PROGRAM SERVICES	SEE PART V	3,286,608.
(3) EUROPE	1.	20.	PROGRAM SERVICES	SEE PART V	2,436,720.
(4) NORTH AMERICA	3.	46.	PROGRAM SERVICES	SEE PART V	4,450,236.
(5) EAST ASIA AND THE PACIFIC	1.	22.	PROGRAM SERVICES	SEE PART V	1,746,756.
(6) SUB-SAHARAN AFRICA	3.	11.	PROGRAM SERVICES	SEE PART V	3,942,519.
(7) SOUTH ASIA			PROGRAM SERVICES	SEE PART V	261,958.
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	20.	231.			23,434,333.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	20.	231.			23,434,333.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2012

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH AMERICA	AGRICULTURE	29,762.	EFT			
(2)			SOUTH AMERICA	CLIMATE	160,036.	EFT			
(3)			CENT. AMERICA/CARIBBEAN	TREES	10,000.	EFT			
(4)			SUB-SAHARAN AFRICA	AGRICULTURE	125,723.	EFT			
(5)			SUB-SAHARAN AFRICA	AGRICULTURE	411,164.	EFT			
(6)			SUB-SAHARAN AFRICA	AGRICULTURE	10,498.	EFT			
(7)			SOUTH AMERICA	TREES	55,492.	EFT			
(8)			SUB-SAHARAN AFRICA	AGRICULTURE	9,200.	EFT			
(9)			CENT. AMERICA/CARIBBEAN	TREES	183,621.	EFT			
(10)			SUB-SAHARAN AFRICA	AGRICULTURE	8,016.	EFT			
(11)			SOUTH AMERICA	SPECIAL PROJ	177,448.	EFT			
(12)			NORTH AMERICA	CLIMATE	40,469.	EFT			
(13)			CENT. AMERICA/CARIBBEAN	TREES	160,047.	EFT			
(14)			NORTH AMERICA	AGRICULTURE	296,899.	EFT			
(15)			SUB-SAHARAN AFRICA	AGRICULTURE	10,193.	EFT			
(16)			CENT. AMERICA/CARIBBEAN	AGRICULTURE	8,610.	EFT			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶

3 Enter total number of other organizations or entities. ▶

PUBLIC DISCLOSURE COPY

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	AGRICULTURE	12,990.	EFT			
(2)			CENT. AMERICA/CARIBBEAN	TREES	5,826.	EFT			
(3)			SOUTH AMERICA	SPECIAL PROJ	476,860.	EFT			
(4)			SUB-SAHARAN AFRICA	AGRICULTURE	9,617.	EFT			
(5)			NORTH AMERICA	CLIMATE	12,000.	EFT			
(6)			SUB-SAHARAN AFRICA	AGRICULTURE	86,125.	EFT			
(7)			EUROPE/ICELAND/GREENLAND	AGRICULTURE	51,100.	EFT			
(8)			CENT. AMERICA/CARIBBEAN	AGRICULTURE	14,324.	EFT			
(9)			CENT. AMERICA/CARIBBEAN	TREES	23,975.	EFT			
(10)			CENT. AMERICA/CARIBBEAN	TREES	46,000.	EFT			
(11)			CENT. AMERICA/CARIBBEAN	AGRICULTURE	21,725.	EFT			
(12)			SUB-SAHARAN AFRICA	AGRICULTURE	85,726.	EFT			
(13)			CENT. AMERICA/CARIBBEAN	TREES	25,595.	EFT			
(14)			SUB-SAHARAN AFRICA	AGRICULTURE	20,374.	EFT			
(15)			SUB-SAHARAN AFRICA	AGRICULTURE	15,955.	EFT			
(16)			SUB-SAHARAN AFRICA	AGRICULTURE	6,200.	EFT			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶

3 Enter total number of other organizations or entities. ▶

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			NORTH AMERICA	CLIMATE	10,280.	EFT			
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. 34.

3 Enter total number of other organizations or entities. 4.

PUBLIC DISCLOSURE COPY

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) FELLOWSHIP	SOUTH AMERICA	1.	16,000.	EFT		N/A	N/A
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule F (Form 990) 2012

Page 4

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Schedule F (Form 990) 2012

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS OUTSIDE THE U.S.

SCHEDULE F, PAGE 1, PART I, ITEM 2

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS OUTSIDE THE U.S

INTERNATIONAL AND/OR U.S. PROGRAM PERSONNEL MAINTAIN ONGOING INTERACTIONS

WITH AWARD RECIPIENTS. AWARD RECIPIENTS ARE CONTRACTUALLY OBLIGATED TO

PROVIDE PERIODIC SUBSTANTIVE FINANCIAL AND NARRATIVE REPORTING.

RAINFOREST ALLIANCE'S PROJECT PERSONNEL REVIEW AND ACKNOWLEDGE REPORTS,

ARCHIVING THEM ELECTRONICALLY TO THE PROJECT AND ITS ASSOCIATED DOCUMENTS

AND CONTRACTS (INCLUDING THE LARGER DONOR CONTRACTS). THE EVALUATION &

RESEARCH TEAM ANALYZE REPORTS WHEN NECESSARY. RELEASE OF FURTHER

SUB-GRANT FUNDING IS CONTINGENT ON RA'S ACCEPTANCE OF THE REPORTING,

POTENTIALLY ALONG WITH OTHER DOCUMENTS CORROBORATING THE

AWARD-RECIPIENT'S EFFORTS.

PROGRAM ACTIVITIES BY REGION

SCHEDULE F, PART I, 3(E), PROGRAM ACTIVITIES BY REGION

FOR EACH OF THE REGIONS, PROGRAM ACTIVITIES INCLUDE THE FOLLOWING:

CENTRAL AMERICA/CARIBBEAN - ALL PROGRAMS

EAST ASIA AND THE PACIFIC - RA CERT, AGRICULTURE & MARKETS

EUROPE - AGRICULTURE

NORTH AMERICA - ALL PROGRAMS

SOUTH AMERICA - ALL PROGRAMS

SUB-SAHARAN AFRICA - ALL PROGRAMS

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization
RAINFOREST ALLIANCE, INC.

Employer identification number
13-3377893

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** Mail solicitations
- b** Internet and email solicitations
- c** Phone solicitations
- d** In-person solicitations
- e** Solicitation of non-government grants
- f** Solicitation of government grants
- g** Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 CHECKOWAY CONSULTING AND CREATIVE	FUNDRAISING CONSULTING		X		42,000.	
2 BLUE STATE DIGITAL	FUNDRAISING CONSULTANT		X		100,000.	
3 SEA CHANGE STRATEGIES	FUNDRAISING CONSULTANT		X		6,000.	
4						
5						
6						
7						
8						
9						
10						
Total					148,000.	

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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,

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule G (Form 990 or 990-EZ) 2012

Page 2

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		GALA (event type)	25TH ANNIV. UK (event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts	1,596,626.	100,000.	1,696,626.
	2	Less: Contributions	1,513,426.		1,513,426.
	3	Gross income (line 1 minus line 2)	83,200.	100,000.	183,200.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	53,143.	18,013.	71,156.
	7	Food and beverages	114,715.	35,172.	149,887.
	8	Entertainment	66,932.	18,525.	85,457.
	9	Other direct expenses	70,281.	14,741.	85,022.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(391,522.)
11	Net income summary. Combine line 3, column (d), and line 10			-208,322.	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			()
	8	Net gaming income summary. Combine line 1, column d, and line 7			

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule G (Form 990 or 990-EZ) 2012

Page 3

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a	X	
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 TENSIE WHELAN PRESIDENT	(i)	273,703.	0	0	12,500.	9,245.	295,448.	
	(ii)	0	0	0	0	0	0	0
2 ANA PAULA TAVARES EXECUTIVE VP, VP OF BOARD	(i)	216,179.	0	0	11,050.	9,622.	236,851.	0
	(ii)	0	0	0	0	0	0	0
3 RICHARD DONOVAN SENIOR VICE PRESIDENT	(i)	158,088.	0	0	6,438.	5,936.	170,462.	0
	(ii)	0	0	0	0	0	0	0
4 RICHARD RYAN CFO/VP FINANCE/ADMIN, VP BOARD	(i)	177,870.	0	0	8,875.	5,936.	192,681.	0
	(ii)	0	0	0	0	0	0	0
5 LISA GAUCHEY VP OF HUMAN RESOURCES	(i)	148,882.	0	0	4,625.	5,936.	159,443.	0
	(ii)	0	0	0	0	0	0	0
6 LESLIE PARK GENERAL COUNSEL & SECRETARY	(i)	179,465.	0	0	9,045.	5,936.	194,446.	0
	(ii)	0	0	0	0	0	0	0
7 MOHAMMAD RAFIQ SENIOR VICE PRESIDENT, PROGRAM	(i)	170,872.	0	0	8,544.	3,537.	182,953.	0
	(ii)	0	0	0	0	0	0	0
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SEVERANCE PAYMENTS

SCHEDULE J, LINE 4A

MOHAMMED RAFIQ RECEIVED A SEVERANCE PAYMENT AMOUNTING TO APPROXIMATELY

\$58,500.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2012

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

- 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1)									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ▶ \$ _____												

Total ▶ \$ _____

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2012

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) JOKE AERTS	FORMER DIRECTOR - FAMILY	64,679.	EMPLOYMENT - REPORTABLE COMP		X
(2) EMILY DONOVAN	KEY EMPLOYEE - FAMILY	49,748.	EMPLOYMENT - REPORTABLE COMP		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization
RAINFOREST ALLIANCE, INC.

Employer identification number
13-3377893

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	8.	45,450.	SELLING PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ**

OMB No. 1545-0047

2012**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

CONFLICT OF INTEREST POLICY

PAGE 6, SECTION B, ITEM 12C., CONFLICT OF INTEREST POLICY

A COPY OF OUR CONFLICT OF INTEREST POLICY, ALONG WITH A CONFLICT OF INTEREST DISCLOSURE STATEMENT, IS FURNISHED TO EACH DIRECTOR, OFFICER AND STAFF MEMBER OF THE RAINFOREST ALLIANCE UPON UNDERTAKING THE DUTIES OF SUCH OFFICE, AND ANNUALLY THEREAFTER FOR THE TERM OF SUCH PERSON'S SERVICE TO THE ORGANIZATION. ANY DISCLOSURES ARE REVIEWED BY AN INTERNAL COMMITTEE MADE UP OF THE PRESIDENT, VICE PRESIDENT OF FINANCE AND ADMINISTRATION/CFO AND THE GENERAL COUNSEL, AND ARE REPORTED ON A QUARTERLY BASIS TO THE AUDIT AND RISK COMMITTEE. THE AUDIT AND RISK COMMITTEE HAS AMONG ITS RESPONSIBILITIES THE DUTY OF REVIEWING THE ORGANIZATION'S PERFORMANCE IN MAINTAINING FULL INDEPENDENCE. IN ADDITION, A DETAILED FORM 990 DISCLOSURE STATEMENT IS DISTRIBUTED ANNUALLY TO MEMBERS OF THE COMMITTEE THAT AWARDS KLEINHANS FELLOWSHIPS AND THE RAINFOREST ALLIANCE'S DIRECTORS, OFFICERS AND KEY EMPLOYEES. IT REQUESTS DISCLOSURES THAT ARE REQUIRED TO BE REPORTED ON FORM 990 ABOUT ANY TRANSACTIONS BETWEEN THE ORGANIZATION AND THOSE WHO SERVE IT IN VARIOUS VOLUNTEER AND PAID CAPACITIES, AND ABOUT ANY TRANSACTIONS AMONG THOSE PERSONS.

AND KEY EMPLOYEES.

ORGANIZATION'S DOCUMENTS

990, PAGE 6, PART VI, SECTION C, LINE 19, PUBLIC AVAILABILITY OF DOCUMENTS

THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST TO MANAGEMENT. IN ADDITION, THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS, CONFLICT OF INTEREST AND WHISTLEBLOWER POLICIES, AND SUMMARIES OF ALL OF ITS POLICIES AND PROCEDURES TO ENSURE INDEPENDENCE, ARE AVAILABLE ON ITS WEBSITE.

COMPENSATION POLICY

990, PAGE 6, PART VI, SECTION B, LINE 15A & 15B, COMPENSATION POLICY THE ORGANIZATION HAS DEVELOPED SALARY ADMINISTRATION GUIDELINES (THE "GUIDELINES") THAT APPLY IN SETTING THE COMPENSATION OF ALL OF ITS EMPLOYEES, INCLUDING ITS PRESIDENT, OFFICERS, AND KEY EMPLOYEES. UNDER THE GUIDELINES, THE ORGANIZATION CONDUCTS AN ANNUAL SALARY REVIEW FOR ALL EMPLOYEES. THE ORGANIZATION PARTICIPATES IN SEVERAL SALARY SURVEYS WITH SIMILARLY SIZED, INTERNATIONAL NON-PROFIT ORGANIZATIONS TO ENSURE THAT ITS SALARIES ARE WITHIN THE RANGE OF THOSE OF COMPARABLE ORGANIZATIONS. GENERALLY, THE MIDPOINT OF THE ORGANIZATION'S SALARY RANGES FALLS WITHIN THE SALARY RANGE AVERAGES OF COMPARABLE NON-PROFIT ORGANIZATIONS. PERFORMANCE REVIEWS ARE THEN USED TO ESTABLISH AN INDIVIDUAL EMPLOYEE'S COMPENSATION WITHIN THE RANGE SET BY COMPARABILITY DATA. THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS APPROVES MODIFICATION OF COMPENSATION THAT EXTENDS TO SUBSTANTIALLY ALL EMPLOYEES. THE GUIDELINES ALSO REQUIRE THE EXECUTIVE COMMITTEE TO REVIEW AND APPROVE SEPARATELY THE COMPENSATION OF THE PRESIDENT AND VICE PRESIDENT OF FINANCE AND ADMINISTRATION/CFO, UNLESS SUCH INDIVIDUALS RECEIVE A MODIFICATION OF COMPENSATION THAT EXTENDS TO SUBSTANTIALLY ALL EMPLOYEES. THE TREASURER OF THE ORGANIZATION DOES NOT RECEIVE ANY COMPENSATION, AND IS THEREFORE NOT SUBJECT TO ANY

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

REVIEW. IN 2011, WE ENGAGED THE MERCER GROUP, EXPERTS IN COMPENSATION AND BENEFITS ANALYSIS, TO CONDUCT A GLOBAL REVIEW OF OUR PAY PRACTICES AND TO DEVELOP COMPETITIVE DOMESTIC AND INTERNATIONAL SALARY RANGES FOR POSITIONS WITHIN OUR AFFILIATES AND BRANCHES IN VARIOUS COUNTRIES. WE USED MERCER CONSULTING'S DATA ANALYSES TO IDENTIFY WHERE PAY ADJUSTMENTS MIGHT BE WARRANTED TO ENSURE THE APPROPRIATE LEVELS OF GLOBAL MARKET COMPETITIVENESS. USING THESE RESULTS, WE DETERMINED SPECIFIC ACTION ON AN INDIVIDUAL BASIS. THE PROJECT RESULTED IN MARKET-RELATED ADJUSTMENTS TO THE SALARIES OF THE EXECUTIVE VICE PRESIDENT, SENIOR VICE PRESIDENTS, VICE PRESIDENT OF FINANCE AND ADMINISTRATION/CFO, AND GENERAL COUNSEL.

FORM 990 REVIEW PROCESS

990, PAGE 6, SECTION B, LINE 11B, REVIEW AND APPROVAL OF FORM 990 THE VICE PRESIDENT OF FINANCE AND ADMINISTRATION/CFO INITIALLY REVIEWS THE ORGANIZATION'S DRAFT FORM 990. THE OFFICE OF GENERAL COUNSEL, INCLUDING THE GENERAL COUNSEL IN HER CAPACITY AS ATTORNEY AND AS SECRETARY OF THE ORGANIZATION, REVIEWS THE DRAFT 990 WITH RESPECT TO ANY QUESTIONS INVOLVING LEGAL MATTERS. THE DRAFT FORM 990 IS DISTRIBUTED TO EACH OF THE ORGANIZATION'S OFFICERS AND DIRECTORS IN ADVANCE OF THE FILING. EACH OFFICER AND DIRECTOR IS ASKED TO REVIEW THE DRAFT FORM 990, AND RAISE ANY QUESTIONS OR COMMENTS. THE VICE PRESIDENT OF FINANCE AND ADMINISTRATION/CFO OVERSEES ANY REVISIONS BEFORE THE FINAL FORM 990 IS FILED.

FOREIGN PAYROLL TAXES AND FRINGE BENEFITS

990, PAGE 10, PART IX, LINE 9, FOREIGN PAYROLL TAXES AND BENEFITS GIVEN THE FACT THAT IN CERTAIN COUNTRIES IN WHICH RAINFOREST ALLIANCE

PUBLIC DISCLOSURE COPY

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

OPERATES PENSION PLAN CONTRIBUTIONS ARE MANDATORY, WE COMBINE PENSION CONTRIBUTIONS, PAYROLL TAXES AND OTHER EMPLOYEE BENEFITS IN LINE 9 - OTHER EMPLOYEE BENEFITS.

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS -COMMUNICATION/EDUCATION

990, PAGE 2, PART III, LINE 4D (1 OF 2)

COMMUNICATIONS/EDUCATION

THE RAINFOREST ALLIANCE'S COMMUNICATIONS/ EDUCATION PROGRAM WORKS TO PROMOTE THE WORK OF THE RAINFOREST ALLIANCE WORLDWIDE, AND TO DEVELOP AND EXPAND OUR DISTINCTIVE AND INNOVATIVE LEARNING MATERIALS AND IMPLEMENT OUR ENVIRONMENTAL EDUCATION CURRICULA AT ELEMENTARY SCHOOLS.

HIGHLIGHTS IN 2013 INCLUDE:

- THE RAINFOREST ALLIANCE ENGAGED 1,200 TEACHERS AND 16,800 STUDENTS IN NEW YORK, NEW JERSEY AND FLORIDA, AND AN ADDITION 112 TEACHERS AND 2,200 STUDENTS IN GUATEMALA, GHANA AND MEXICO.
- THE RAINFOREST ALLIANCE'S LEARNING SITE GATHERED 2.67 MILLION PAGE VIEWS IN 2013, BRINGING OUR LIFETIME TOTAL TO 17.3 MILLION VIEWS.
- OUR CLIMATE EDUCATOR GUIDE WAS ADAPTED FOR USE WITH COMMUNITIES IN OAXACA AND CHIAPAS, MEXICO, WHERE WE TRAINED COMMUNITY LEADERS, TEACHERS AND STUDENTS ABOUT THE IMPORTANT ROLE THEIR COMMUNITY AND LOCAL FORESTS PLAY IN CLIMATE CHANGE.
- IN SCHOOLS THROUGHOUT THE US, THE RAINFOREST ALLIANCE EMPOWERED STUDENTS TO PROTECT THEIR LOCAL ENVIRONMENT THROUGH ACTION PROJECTS SUCH AS RIVER CLEAN-UPS, RAIN BARRELS AND RECYCLING INITIATIVES.

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

- INTERNATIONALLY, THE RAINFOREST ALLIANCE HELPED STUDENTS AND TEACHERS BUILD SCHOOL VEGETABLE GARDENS, LEAD FOREST FIRE PREVENTION WALKS, AND RECOGNIZE THE IMPORTANT ROLE THEIR COMMUNITIES PLAY IN PROTECTING CRITICAL ECOSYSTEMS.

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS - SUSTAINABLE TOURISM

990, PAGE 2, PART III, LINE 4D (2 OF 2)

SUSTAINABLE TOURISM

THE RAINFOREST ALLIANCE'S SUSTAINABLE TOURISM PROGRAM IS WORKING TO HELP TOURISM ENTREPRENEURS CONSERVE THEIR ENVIRONMENTS AND CONTRIBUTE TO LOCAL LIVELIHOODS. THE RAINFOREST ALLIANCE IS LEADING A GLOBAL EFFORT TO HELP DEFINE, STANDARDIZE AND SCALE UP SUSTAINABLE TOURISM. PARTNERING WITH INDUSTRY ASSOCIATIONS, NONPROFITS, AND GOVERNMENT AGENCIES, WE PROMOTE HIGHER ENVIRONMENTAL AND SOCIAL STANDARDS FOR THE TOURISM INDUSTRY AND GOVERNMENT TOURISM POLICY. WE HAVE BEEN WORKING WITH SMALL AND MEDIUM-SIZED BUSINESSES, AS WELL AS INDIGENOUS AND COMMUNITY GROUPS IN LATIN AMERICA, TO EDUCATE THEM ON THE OPPORTUNITIES THAT EXIST TO INCORPORATE ON-SITE CONSERVATION MEASURES INTO THEIR OPERATIONS, THEREBY MINIMIZING THEIR IMPACT ON LOCAL WILDLIFE AND LANDSCAPES.

HIGHLIGHTS IN 2013 INCLUDE:

-DURING 2013, THE RAINFOREST ALLIANCE EXPANDED ITS TRAINING AND TECHNICAL ASSISTANCE WORK WITH COMMUNITY-BASED TOURISM OPERATIONS IN MEXICO, ARGENTINA AND BRAZIL.

- THE CROSS-DIVISIONAL WORK AMONG TOURISM, MARKETS AND COMMUNICATIONS

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

TRANSLATED INTO BETTER EXPOSURE FOR VERIFIED TOURISM OPERATIONS ACTIVELY INVOLVED IN OUR PROGRAM.

- DURING 2013, 156 COMPANIES IN MEXICO, GUATEMALA, BELIZE, NICARAGUA, COSTA RICA, ECUADOR, PERU, BRAZIL AND ARGENTINA BENEFITTED FROM OUR SUSTAINABLE TOURISM EXPERTISE. THIS INCLUDES 9 NEW COMPANIES IN JAMAICA, WHERE OUR TOURISM TEAM BEGAN WORK.

EXECUTIVE COMMITTEE

FORM 990, PART VI, QUESTION 1A

THE RAINFOREST ALLIANCE HAS AN EXECUTIVE COMMITTEE CONSISTING OF SEVEN DIRECTORS OF THE BOARD OF DIRECTORS (THE "BOARD"). PURSUANT TO THE BYLAWS, THE CHAIRMAN OF THE BOARD SERVES AS THE CHAIRMAN OF THE EXECUTIVE COMMITTEE. DURING THE TIME BETWEEN BOARD MEETINGS, THE EXECUTIVE COMMITTEE CAN EXERCISE ALL POWERS OF THE BOARD THAT MAY BE DELEGATED IN CONNECTION WITH THE MANAGEMENT OF THE BUSINESS AFFAIRS AND PROPERTY OF RAINFOREST ALLIANCE, EXCEPT AS RESTRICTED BY LAW OR THE CERTIFICATE OF INCORPORATION. THE EXECUTIVE COMMITTEE MEETS AT THE DISCRETION OF THE CHAIRMAN OF THE BOARD AND REPORTS ALL ACTIONS TO THE BOARD.

OTHER PROGRAM SERVICES DESCRIPTION - CLIMATE INITIATIVE

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

CLIMATE INITIATIVE

- THE RAINFOREST ALLIANCE WORKS TO ADDRESS CLIMATE CHANGE BY AUDITING FOREST CARBON PROJECTS THAT SEQUESTER CARBON DIOXIDE AND REDUCE GHG

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

EMISSIONS. AS OF JUNE 2013, WE HAVE VALIDATED AND/OR VERIFIED 46 DIFFERENT CARBON PROJECTS, SPANNING ACROSS 23 COUNTRIES AND ENCOMPASSING 5.4 MILLION ACRES (2.2 MILLION HECTARES). THIS HAS RESULTED IN VALIDATED CARBON EMISSIONS REDUCTIONS OF 237,070,281 TCO2E AND VERIFIED EMISSION REDUCTIONS OF 9,312,450 TCO2E-THE ANNUAL EQUIVALENT OF THE EMISSIONS OF 1.8 MILLION CARS. THE RAINFOREST ALLIANCE COMPLETED ITS FIRST CLIMATE ACTION RESERVE (CAR) VERIFICATION, WHICH IS ALSO THE FIRST IMPROVED FOREST MANAGEMENT (IFM) PROJECT REGISTERED WITH CAR OUTSIDE OF CALIFORNIA.

- THE VALIDATION OF THE PAITER SURUI INDIGENOUS COMMUNITY-LED REDD+ (REDUCED EMISSIONS FROM DEFORESTATION AND FOREST DEGRADATION) PROJECT IN BRAZIL WAS THE FIRST OF ITS KIND TO ACHIEVE BOTH VOLUNTARY CARBON STANDARD (VCS) AND CLIMATE COMMUNITY AND BIODIVERSITY (CCB) GOLD LEVEL VALIDATION.

- IN MADAGASCAR, THE MAKIRA REDD PROJECT WAS VALIDATED-A PROJECT THAT IS EXPECTED TO REDUCE OVER 38 MILLION TONS OF GHGS OVER THE COURSE OF ITS LIFETIME.

- ON DECEMBER 5, 2012 THE RAINFOREST ALLIANCE WAS APPROVED BY EXECUTIVE ORDER (H2-12-004) AS AN ACCREDITED OFFSET VERIFICATION BODY UNDER THE STATE OF CALIFORNIA AIR RESOURCES BOARD (ARB). THE CA ARB CAP & TRADE PROGRAM, INCLUDING COMPLIANCE OFFSETS, WENT INTO EFFECT IN JANUARY 2013

- AS OF JUNE 30, 2013, 16 FARMS ACROSS COSTA RICA, ARGENTINA, BRAZIL AND GUATEMALA, CONSTITUTING 600 FARMING OPERATIONS, HAVE BEEN VERIFIED AGAINST THE SAN CLIMATE MODULE. THIS REPRESENTS OVER 40,000 ACRES (16,500) HECTARES OF CLIMATE-SMART AGRICULTURE.

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

OTHER PROGRAM SERVICES DESCRIPTION - SPECIAL PROJECTS ICCA 2

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

ICAA 2 (PART OF "SPECIAL PROJECTS")

THE RAINFOREST ALLIANCE'S ICCA 2 PROJECT WORKS TO CONSERVE BIODIVERSITY AND ENSURE SUSTAINABLE LIVELIHOODS BY SUPPORTING SUSTAINABLE LAND MANAGEMENT PRACTICES. THE ICCA2 PROJECT IS CROSS-CUTTING, INVOLVING THE SUSTAINABLE FORESTRY, AGRICULTURE AND TOURISM PROGRAMS OF THE RAINFOREST ALLIANCE. THE PROJECT SEEKS TO SUPPORT THE THREE BROADER OBJECTIVES OF THE ICCA 2 PROGRAM INCLUDING: A) REDUCE RATES OF DEFORESTATION AND BIODIVERSITY LOSS; B) ENHANCE EFFECTIVE PERFORMANCE IN KEY ASPECTS OF NATURAL RESOURCE GOVERNANCE; AND C) INCREASED LIVELIHOOD QUALITY AND SUSTAINABILITY. THE RAINFOREST ALLIANCE WORKS IN TWO DISTINCT LANDSCAPES: SUCUMBÍOS, ECUADOR AND CUSCO/MADRE DE DIOS, PERU.

NEW INITIATIVES

PART III, PAGE 2, 2 - NEW INITIATIVES IN CURRENT YEAR

M-REDD

THE GOVERNMENTS OF MEXICO AND THE UNITED STATES -- THROUGH ITS AGENCY FOR INTERNATIONAL DEVELOPMENT (USAID) -- SIGNED A MEMORANDUM OF UNDERSTANDING ON JANUARY 19, 2012, TO ESTABLISH THE CLIMATE CHANGE COOPERATION MECHANISM THAT IS THE FRAMEWORK FOR THE MEXICO REDD+ (REDUCING EMISSIONS FROM DEFORESTATION AND FOREST DEGRADATION) PREPARATION PROGRAM -- A FIVE-YEAR INITIATIVE AIMED AT SETTING SOLID CLIMATE CHANGE MITIGATION POLICIES AND STRENGTHENING THOSE ALREADY IN PLACE. THE RAINFOREST ALLIANCE IS A PARTICIPANT IN THE INITIATIVE.

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

FOLLOW THE FROG

IN SEPTEMBER 2011, WE LAUNCHED THE FIRST RAINFOREST ALLIANCE WEEK, A SOCIAL MEDIA CAMPAIGN THAT EDUCATES CONSUMERS ON ENVIRONMENTAL SUSTAINABILITY AND ENCOURAGES THEM TO MAKE ENVIRONMENTALLY RESPONSIBLE PURCHASING DECISIONS BY "FOLLOWING THE FROG".

NEW PROGRAM - SUSTAINABLE FINANCE

FORM 990, PART III, QUESTION 2

SUSTAINABLE FINANCE

THE RAINFOREST ALLIANCE'S SUSTAINABLE FINANCE PROGRAM WAS ESTABLISHED IN ORDER TO SUPPORT ACCESS TO FINANCING BY SMALL- AND MEDIUM-SCALE FARMS AND FORESTRY ENTERPRISES WORKING TOWARD RAINFOREST ALLIANCE CERTIFICATION, AS WELL AS THOSE ALREADY CERTIFIED. PRODUCERS TYPICALLY NEED LOANS IN ORDER TO MAKE RENOVATIONS OR IMPROVEMENTS REQUIRED TO MEET THE STANDARD OF THE SUSTAINABLE AGRICULTURE NETWORK (SAN) OR THE FOREST STEWARDSHIP COUNCIL (FSC) AND HELP THEIR BUSINESSES GROW AND BECOME ECONOMICALLY SUSTAINABLE. THE RAINFOREST ALLIANCE HELPS THESE PRODUCERS IDENTIFY THEIR FINANCIAL NEEDS BY DRAFTING BORROWER PROFILES AND SUPPORTING THEM WITH TECHNICAL ASSISTANCE IN BUSINESS AND FINANCIAL MANAGEMENT. WE ALSO WORK TO EDUCATE FINANCIAL INSTITUTIONS ABOUT THE INVESTMENT NEEDS OF SUSTAINABLE PRODUCERS.

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

FORM 8858 - FOREIGN DISREGARDED ENTITIES

FORM 8858

THE ORGANIZATION FILED FORM 8832 FOR DISREGARDED ENTITY STATUS WITH RESPECT TO IT'S FOREIGN SUBSIDIARIES. THE INTERNAL REVENUE SERVICE HAS APPROVED THE ELECTION FOR TREATMENT OF DISREGARDED ENTITY STATUS ON THE FOLLOWING ENTITES:

RAINFOREST ALLIANCE LTD - EIN # 98-1051106

RAINFOREST ALLIANCE - EIN # - 98-1051463

FOUNDATION RAINFOREST ALLIANCE - EIN # 98-1051394

THE ORGANIZATION DID NOT RECEIVE A DETERMINATION WITH RESPECT TO THE REMAINING FOREIGN SUBSIDIARIES. THE ORGANIZATION WILL CONTINUE TO TREAT THEM AS FOREIGN DISREGARDED ENTITIES AND FILE FORM 8858.

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4B

SUSTAINABLE AGRICULTURE -

THE SUSTAINABLE AGRICULTURE PROGRAM IS THE LEADING MODEL FOR EFFECTIVE IMPLEMENTATION OF SOCIAL AND ENVIRONMENTAL BEST MANAGEMENT PRACTICES. OUR GOAL IS TO PROMOTE SUSTAINABLE AGRICULTURE WORLDWIDE THROUGH OUR INTERNATIONALLY CREDIBLE, PROACTIVE AND RESPONSIVE CERTIFICATION SYSTEM THAT REMAINS ACCESSIBLE TO LARGE AGRIBUSINESSES AND SMALL FARMERS ALIKE. IN THE PURSUIT OF GLOBAL SUSTAINABLE AGRICULTURE, WE ARE COMMITTED TO DEVELOPING OUR PROGRAM INTO THE LEADING MODEL FOR EFFECTIVE

PUBLIC DISCLOSURE COPY

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 1 (CONT'D)

IMPLEMENTATION OF SOCIAL AND ENVIRONMENTAL BEST MANAGEMENT PRACTICES. AS WE CONTINUE TO MAXIMIZE, DOCUMENT AND SHARE THE CONSERVATION AND COMMUNITY BENEFITS OF OUR STANDARDS, WE HAVE ENCOURAGED THE INCREASED DEMAND FOR SUSTAINABLE AGRICULTURE PRODUCTS.

HIGHLIGHTS IN 2013 INCLUDE:

- THE TOTAL AREA OF FARMLAND UNDER RAINFOREST ALLIANCE CERTIFICATION INCREASED FROM 5.4 MILLION ACRES (2.2 MILLION HECTARES) TO 6.4 MILLION ACRES (2.2 MILLION HECTARES).
- OVER 11 MILLION PEOPLE NOW DIRECTLY BENEFIT FROM THE RAINFOREST ALLIANCE'S SUSTAINABLE AGRICULTURE EFFORTS, INCLUDING FARMERS, FARM WORKERS AND THEIR FAMILIES.
- HUNDREDS OF NEW COMPANIES BEGAN BUYING/SELLING RAINFOREST ALLIANCE CERTIFIED AGRICULTURAL PRODUCTS.
- THE RAINFOREST ALLIANCE CERTIFIED SEAL CAN BE SEEN IN OVER 120 COUNTRIES AND HAS BEEN AWARDED TO FARMS GROWING NEARLY 40 DIFFERENT CROPS, INCLUDING TEA, COCOA, PALM OIL, PEANUTS, VANILLA, ONIONS, BLACK PEPPER, CINNAMON AND BEEF.
- THE FIRST SPICE FARM RECEIVED RAINFOREST ALLIANCE CERTIFICATION.
- CERTIFIED TEA PRODUCTION INCREASED REACHING 13 PERCENT OF

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

ATTACHMENT 1 (CONT'D)

GLOBAL PRODUCTION; CERTIFIED COCOA PRODUCTION GREW REACHING 10 PERCENT OF GLOBAL PRODUCTION; CERTIFIED COFFEE PRODUCTION GREW REACHING 4.5 PERCENT OF GLOBAL COFFEE PRODUCTION; AND THE WORLD'S FIRST CATTLE RANCH ACHIEVED RAINFOREST ALLIANCE CERTIFICATION.

- 600 COFFEE, TEA AND COCOA FARMERS ARE NOW VERIFIED TO THE SAN CLIMATE MODULE (IN ADDITION TO BEING RAINFOREST ALLIANCE CERTIFIED)
- THE RAINFOREST ALLIANCE'S ONLINE TRAINING PLATFORM FOR AGRICULTURAL TRAINERS AND FARMERS IS NOW AVAILABLE IN 6 LANGUAGES.

ATTACHMENT 2

FORM 990, PART III - PROGRAM SERVICE, LINE 4C

SUSTAINABLE FORESTRY (TREES)

- THE RAINFOREST ALLIANCE'S TREES PROGRAM FOCUSES ON (TR)AINING, (E)XTENSION, (E)NTERPRISES AND (S)OURCING ACTIVITIES. WE HELP COMMUNITIES AND SMALL AND MEDIUM ENTERPRISES (SMES) HARVEST AND PRODUCE FOREST PRODUCTS IN A SUSTAINABLE WAY AND SELL THEIR GOODS TO CONSCIENTIOUS CONSUMERS IN THE GLOBAL MARKETPLACE. THE RAINFOREST ALLIANCE HAS PIONEERED SUSTAINABLE FORESTRY ON A GLOBAL SCALE, HELPING TO MAKE WORKING FORESTS SUSTAINABLE AND - BY PROMOTING RESPONSIBLE MANAGEMENT - HELPING SUSTAIN AND ENHANCE THE LIVELIHOODS DERIVED FROM THEM.

HIGHLIGHTS IN 2013 INCLUDE:

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

ATTACHMENT 2 (CONT'D)

- THE RAINFOREST ALLIANCE MAINTAINED ITS POSITION AS THE WORLD'S LARGEST CERTIFIER TO FOREST STEWARDSHIP COUNCIL (FSC) STANDARDS, INCREASING THE AREA OF CERTIFIED FORESTLANDS TO 189.3 MILLION ACRES (76.6 MILLION HECTARES) WORLDWIDE. THAT'S AN AREA THE SIZE OF TEXAS.

- AT THE CLOSE OF FISCAL YEAR 2013, THE RAINFOREST ALLIANCE HAD ISSUED 3,406 FSC CHAIN-OF-CUSTODY CERTIFICATES IN 78 COUNTRIES WITH CANADA AND CHINA CONTINUING TO DEMONSTRATE THE LARGEST REGIONAL GROWTH.

- DURING FISCAL YEAR 2013, THE RAINFOREST ALLIANCE'S TREES PROGRAM PROVIDED ASSISTANCE TO OVER 17 NEW SMALL- AND MEDIUM-SIZED COMMUNITY AND INDIGENOUS FORESTRY OPERATIONS IN 14 COUNTRIES, BENEFITTING 3,859 NEW FOREST-DEPENDENT HOUSEHOLDS, SPANNING AN ADDITIONAL 256,000 MILLION ACRES (104,000 HECTARES) AND PROTECTING 550 MORE MILES (850 KILOMETERS) OF FRESH WATER STREAMS.

- THE RAINFOREST ALLIANCE EXPANDED ITS SUSTAINABLE SOURCING WORK WITH MAJOR COMPANIES, INCLUDING A NEW COLLABORATION WITH EARTH SOURCE, THE WOOD BANK AND WOOD MASTER, AND ONGOING WORK WITH

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

ATTACHMENT 2 (CONT'D)

STAPLES, GIBSON, ORIFLAME, ASDA, KINGFISHER SUBSIDIARY KOCTES,
GLAXO SMITH KLINE AND MARKS & SPENCER.
- TREES GUATEMALA WON A FIVE-YEAR USAID GRANT OF US\$25 MILLION,
UNDER THE NAME "CLIMATE, NATURE AND COMMUNITIES IN GUATEMALA"
(CNCG), TO BE OPERATED BY A SIX-PARTNER, TREES-LED CONSORTIUM,
WHICH INCLUDES WWF AND TNC. CNCG IS THE RAINFOREST ALLIANCE'S
LARGEST GRANT EVER.

ATTACHMENT 3

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
SUSTAINABLE TOURISM	0	542,890.	89,743.
COMMUNICATIONS/EDUCATION	12,822.	586,758.	0
CLIMATE INITIATIVE	397,056.	2,562,616.	9,182.
SPECIAL PROJECTS	543,210.	2,369,198.	0
SUSTAINABLE FINANCE	0	238,948.	0
TOTALS	<u>953,088.</u>	<u>6,300,410.</u>	<u>98,925.</u>

ATTACHMENT 4

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

COSTA RICA
CANADA
BOLIVIA
ECUADOR
GHANA
GUATEMALA
INDONESIA

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

ATTACHMENT 4 (CONT'D)

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

MEXICO

PERU

UNITED KINGDOM

ATTACHMENT 5

FORM 990, PART VI, LINE 17 - 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,

ATTACHMENT 6

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
HOS MARCUS & KARIN SCHAEFER AB TALLBACKSVÄGEN 2 DJURHAMN SWEDEN	COMM. CONSULTANT	139,754.
MINDSHIFT PO BOX 200105 PITTSBURGH, PA 15251-0105	TECHNICAL CONSULTANT	150,012.

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

ATTACHMENT 6 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
RELATIONS GESELLSCHAFT MÖRFELDER LANDSTRASSE 72 60598 FRANKFURT AM MAIN GERMANY	PR CONSULTANT	104,631.
PRICEWATERHOUSE COOPERS, LLP P.O. BOX 7247-8001 PHILADELPHIA, PA 19170	CONSULTING	169,598.
VIC BARKIN 290 JUNIPER STREET LOUISVILLE, CO 80027	CONSULTING	102,759.

ATTACHMENT 7

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
GALA	1,513,426.
TOTAL	<u>1,513,426.</u>

ATTACHMENT 8

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
GALA	83,200.	309,633.	-226,433.
25 ANNIVERSARY DINNER	100,000.	86,452.	13,548.
TOTALS	<u>183,200.</u>	<u>396,085.</u>	<u>-212,885.</u>

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
---	--

ATTACHMENT 9

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PREPAID EXPENSES	457,332.	351,663.
TOTALS	<u>457,332.</u>	<u>351,663.</u>

ATTACHMENT 10

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
CORPORATE BONDS	919,861.	871,546.	FMV
TOTALS	<u>919,861.</u>	<u>871,546.</u>	

ATTACHMENT 11

FORM 990, PART X - SECURED MORTGAGES AND NOTES PAYABLE

LENDER: MACARTHUR FOUNDATION
 ORIGINAL AMOUNT: 1,000,000.
 DATE OF NOTE: 04/16/1999
 MATURITY DATE: 06/30/2015
 REPAYMENT TERMS: RECOVERABLE GRANT SUBJECT TO FORGIVENESS
 PURPOSE OF LOAN: SUPPORTING RA CERT PROGRAM

BEGINNING BALANCE DUE 674,700.
 ENDING BALANCE DUE 445,500.

LENDER: THE FORD FOUNDATION
 ORIGINAL AMOUNT: 1,500,000.
 DATE OF NOTE: 07/31/1998
 MATURITY DATE: 06/30/2015
 REPAYMENT TERMS: RECOVERABLE GRANT SUBJECT TO FORGIVENESS
 PURPOSE OF LOAN: SUPPORT OF RA CERT PROGRAM

BEGINNING BALANCE DUE 1,012,050.
 ENDING BALANCE DUE 668,250.

PUBLIC DISCLOSURE COPY

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
	<u>ATTACHMENT 11 (CONT'D)</u>
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	<u>1,686,750.</u>
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	<u>1,113,750.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization
RAINFOREST ALLIANCE, INC.

Employer identification number
13-3377893

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) RAINFOREST ALLIANCE MEXICO-ALIANCIA 98-1051195 PENSAMIENTOS #104 C.P. 68000 OAXACA, MX	TREES	MX	2,302,543.	755,217.	RA
(2) RAINFOREST ALLIANCE CANADA 98-1051454 285 MCLEOD STREET OTTAWA, ONTARIO CA K2P1A1	RA CERT	CA	2,942,878.	1,095,383.	RA
(3) FOUNDATION RAINFOREST ALLIANCE 98-1051394 C/O LUCIANO 2, CENES DE LA VEG GRANADA, SP	INACTIVE	SP	0	39,301.	RA
(4) SUSTAINABLE FARM INTERNATIONAL, LIMITADA 98-1051467 APARTADO 11029-1100 SAN JOSE, CS	AGRICULTURE	CS	100,221.	46,491.	RA
(5) RAINFOREST ALLIANCE S R L 98-1051465 CALLE ASUNCIÓN #180 SANTA CRUZ, BL	RA CERT	BL	161,224.	69,786.	RA
(6) RAINFOREST ALLIANCE LTD 98-1051166 WARNFORD COURT 29 THROGMORTON LONDON, UK EC2N 2AT	AGRICULTURE	UK	1,963,203.	125,767.	RA

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization
RAINFOREST ALLIANCE, INC.

Employer identification number
13-3377893

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) RAINFOREST ALLIANCE (GHANA) 98-1051463 HSE NO. 36 ABOTSI STREET EAST LEGON, ACCRA, GH	TREES/RA CERT	GH	1,829,339.	121,897.	RA
(2) PT RAINFOREST ALLIANCE 98-1051106 PERTOKEN GRIYA ALAMANDA BLOK N BALI, ID 80234	RA CERT/AG	ID	715,041.	149,006.	RA
(3) RAINFOREST ALLIANCE TRADING 98-1069583 233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279	INACTIVE	UK	0	0	RA
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) -----									
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

▶ Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 01/01/2012, and ending 12/31/2012

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity RAINFOREST ALLIANCE MEXICO-ALIANCIA PENSAMIENTOS #104, COLONIA REFORMA OAXACA CP68050 MEXICO		b(1) U.S. identifying number, if any 98-1051195
		b(2) Reference ID number (see instructions) 98-1051195A
c Country(ies) under whose laws organized and entity type under local tax law MEXICO	d Date(s) of organization 06/15/2005	e Effective date as foreign disregarded entity 06/15/2005
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted MEXICO	h Principal business activity SUST. FORESTRY
		i Functional currency MEXICAN PESO

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different RAINFOREST ALLIANCE MEXICO C/O - CLARA GARCIA PENSAMIENTOS #104, COLONIA REFORMA OAXACA MX
--	--

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address	b Annual accounting period covered by the return (see instructions)
	c(1) U.S. identifying number, if any
	c(2) Reference ID number (see instructions)
	d Country under whose laws organized
	e Functional currency

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address	b Country under whose laws organized
	c U.S. identifying number, if any
	d Functional currency

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

For Paperwork Reduction Act Notice, see the separate instructions.

Form **8858** (Rev. 12-2012)

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM.

If you are using the average exchange rate (determined under section 989(b)), check the following box

		Functional Currency	U.S. Dollars
1	Gross receipts or sales (net of returns and allowances)	15,330,570.	1,165,149.
2	Cost of goods sold		
3	Gross profit (subtract line 2 from line 1)	15,330,570.	1,165,149.
4	Other income		
5	Total income (add lines 3 and 4)	15,330,570.	1,165,149.
6	Total deductions	13,480,791.	1,024,563.
7	Other adjustments	-147,367.	-11,200.
8	Net income (loss) per books	1,702,415.	129,386.

Schedule C-1 Section 987 Gain or Loss Information

		(a)	(b)		
		Amount stated in functional currency of foreign disregarded entity	Amount stated in functional currency of recipient	Yes	No
1	Remittances from the foreign disregarded entity				
2	Section 987 gain (loss) of recipient				
3	Were all remittances from the foreign disregarded entity treated as made to the direct owner?				
4	Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?				

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a)	(b)
		Beginning of annual accounting period	End of annual accounting period
1	Cash and other current assets	832,583	1,051,194.
2	Other assets	12,401	68,695.
3	Total assets	844,984	1,119,889.
Liabilities and Owner's Equity			
4	Liabilities	251,328	351,637.
5	Owner's equity	593,656	768,252.
6	Total liabilities and owner's equity	844,984	1,119,889.

Schedule G Other Information

	Yes	No
1	During the tax year, did the foreign disregarded entity own an interest in any trust?	X
2	During the tax year, did the foreign disregarded entity own at least a 10% interest, directly or indirectly, in any foreign partnership?	X
3	Answer the following question only if the foreign disregarded entity made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the foreign disregarded entity as a result of the election?	
4	If the interest in the foreign disregarded entity is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii) does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? If "Yes," enter the amount of the dual consolidated loss \$ _____ Answer question 5a.	

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)			
Important: Enter the amounts on lines 1 through 6 in functional currency.			
1	Current year net income or (loss) per foreign books of account	1	1,702,415.
2	Total net additions	2	
3	Total net subtractions	3	
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4	1,702,415.
5	DASTM gain or loss (if applicable)	5	
6	Combine lines 4 and 5	6	1,702,415.
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) Enter exchange rate used for line 7 ► 13.1576	7	129,386.

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

▶ Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 07/01/2012, and ending 06/30/2013

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity RAINFOREST ALLIANCE CANADA 285 MCLEOD STREET OTTAWA ONTARIO K2P1A1 CANADA		b(1) U.S. identifying number, if any 98-1051454
		b(2) Reference ID number (see instructions) 98-1051454A
c Country(ies) under whose laws organized and entity type under local tax law CANADA	d Date(s) of organization 02/26/2009	e Effective date as foreign disregarded entity 02/26/2009
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted CANADA	h Principal business activity CERTIFICATION
		i Functional currency CANADIAN DOLLAR

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different RAINFOREST ALLIANCE CAN C/O SUSANAH LEHMANN 285 MCLEOD STREET K2P1A1 OTTAWA ONTARIO CA
--	--

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address	b Annual accounting period covered by the return (see instructions)
	c(1) U.S. identifying number, if any
	c(2) Reference ID number (see instructions)
	d Country under whose laws organized
	e Functional currency

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address	b Country under whose laws organized
	c U.S. identifying number, if any
	d Functional currency

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

For Paperwork Reduction Act Notice, see the separate instructions.

Form **8858** (Rev. 12-2012)

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM.
 If you are using the average exchange rate (determined under section 989(b)), check the following box

		Functional Currency	U.S. Dollars
1	Gross receipts or sales (net of returns and allowances)	2,956,121.	2,942,878.
2	Cost of goods sold		
3	Gross profit (subtract line 2 from line 1)	2,956,121.	2,942,878.
4	Other income		
5	Total income (add lines 3 and 4)	2,956,121.	2,942,878.
6	Total deductions	3,309,056.	3,294,232.
7	Other adjustments		
8	Net income (loss) per books	-352,935.	-351,354.

Schedule C-1 Section 987 Gain or Loss Information

		(a)	(b)		
		Amount stated in functional currency of foreign disregarded entity	Amount stated in functional currency of recipient	Yes	No
1	Remittances from the foreign disregarded entity				
2	Section 987 gain (loss) of recipient				
3	Were all remittances from the foreign disregarded entity treated as made to the direct owner?				
4	Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?				

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a)	(b)
		Beginning of annual accounting period	End of annual accounting period
1	Cash and other current assets	1,733,247	1,095,383.
2	Other assets		
3	Total assets	1,733,247	1,095,383.
Liabilities and Owner's Equity			
4	Liabilities	1,472,685	1,356,002.
5	Owner's equity	260,562	-260,619.
6	Total liabilities and owner's equity	1,733,247	1,095,383.

Schedule G Other Information

	Yes	No	
1	During the tax year, did the foreign disregarded entity own an interest in any trust?		X
2	During the tax year, did the foreign disregarded entity own at least a 10% interest, directly or indirectly, in any foreign partnership?		X
3	Answer the following question only if the foreign disregarded entity made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the foreign disregarded entity as a result of the election?		
4	If the interest in the foreign disregarded entity is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii) does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? If "Yes," enter the amount of the dual consolidated loss ► \$ Answer question 5a.		

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)		
Important: Enter the amounts on lines 1 through 6 in functional currency.		
1	Current year net income or (loss) per foreign books of account	1 -352,935.
2	Total net additions	2
3	Total net subtractions	3
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4 -352,935.
5	DASTM gain or loss (if applicable)	5
6	Combine lines 4 and 5	6 -352,935.
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) Enter exchange rate used for line 7 ► 1.0045	7 -351,354.

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

▶ Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 07/01/2012, and ending 06/30/2013

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity FOUNDATION RAINFOREST ALLIANCE MUNTANER, 261-3 BARCELONA 08021 SPAIN		b(1) U.S. identifying number, if any 981051394	b(2) Reference ID number (see instructions) 98-1051394A
c Country(ies) under whose laws organized and entity type under local tax law SPAIN		d Date(s) of organization 04/29/2010	e Effective date as foreign disregarded entity 04/29/2010
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted SPAIN	h Principal business activity INACTIVE	i Functional currency EURO

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different FOUNDATION RAINFOREST ALLIANCE C/O TONI PRATT C/O GLOBAL ABOGADOS, MUNTANER 261-3 08021 BARCELONA SP
--	--

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address	b Annual accounting period covered by the return (see instructions)
	c(1) U.S. identifying number, if any
	c(2) Reference ID number (see instructions)
	d Country under whose laws organized
	e Functional currency

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address	b Country under whose laws organized
	c U.S. identifying number, if any
	d Functional currency

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM.

If you are using the average exchange rate (determined under section 989(b)), check the following box

	Functional Currency	U.S. Dollars
1 Gross receipts or sales (net of returns and allowances)	1	
2 Cost of goods sold	2	
3 Gross profit (subtract line 2 from line 1)	3	
4 Other income	4	
5 Total income (add lines 3 and 4)	5	
6 Total deductions	6	
7 Other adjustments	7	
8 Net income (loss) per books	8	

Schedule C-1 Section 987 Gain or Loss Information

	(a) Amount stated in functional currency of foreign disregarded entity	(b) Amount stated in functional currency of recipient	
		Yes	No
1 Remittances from the foreign disregarded entity	1		
2 Section 987 gain (loss) of recipient	2		
3 Were all remittances from the foreign disregarded entity treated as made to the direct owner?			
4 Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash and other current assets	1		39,301.
2 Other assets	2		
3 Total assets	3		39,301.
Liabilities and Owner's Equity			
4 Liabilities	4		
5 Owner's equity	5		39,301.
6 Total liabilities and owner's equity	6		39,301.

Schedule G Other Information

	Yes	No
1 During the tax year, did the foreign disregarded entity own an interest in any trust?		X
2 During the tax year, did the foreign disregarded entity own at least a 10% interest, directly or indirectly, in any foreign partnership?		X
3 Answer the following question only if the foreign disregarded entity made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the foreign disregarded entity as a result of the election?		
4 If the interest in the foreign disregarded entity is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii) does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? If "Yes," enter the amount of the dual consolidated loss \$ _____ Answer question 5a.		

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)		
Important: Enter the amounts on lines 1 through 6 in functional currency.		
1	Current year net income or (loss) per foreign books of account	1
2	Total net additions	2
3	Total net subtractions	3
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4
5	DASTM gain or loss (if applicable)	5
6	Combine lines 4 and 5	6
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions))	7
	Enter exchange rate used for line 7 ► 0.7736	

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

▶ Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 10/01/2011, and ending 09/30/2012

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity SUSTAINABLE FARM INTERNATIONAL, LIMITA APARTADO 11029-1000 SAN JOSE COSTA RICA		b(1) U.S. identifying number, if any 98-1051467	b(2) Reference ID number (see instructions) 98-1051467A
c Country(ies) under whose laws organized and entity type under local tax law COSTA RICA		d Date(s) of organization 07/09/2008	e Effective date as foreign disregarded entity 07/09/2008
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted COSTA RICA	h Principal business activity SUST. AGRICULT	i Functional currency COSTA RICAN COL

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different SUSTAINABLE FARM INTERNAT'L C/O GUSTAVO LEIVA APARTADO 11029-1000 SAN JOSE CS
--	---

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address	b Annual accounting period covered by the return (see instructions)
	c(1) U.S. identifying number, if any
	c(2) Reference ID number (see instructions)
	d Country under whose laws organized
	e Functional currency

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address	b Country under whose laws organized
	c U.S. identifying number, if any
	d Functional currency

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM.
 If you are using the average exchange rate (determined under section 989(b)), check the following box

		Functional Currency	U.S. Dollars
1	Gross receipts or sales (net of returns and allowances)	73,837,985.	146,286.
2	Cost of goods sold		
3	Gross profit (subtract line 2 from line 1)	73,837,985.	146,286.
4	Other income		
5	Total income (add lines 3 and 4)	73,837,985.	146,286.
6	Total deductions	96,993,515.	192,161.
7	Other adjustments		
8	Net income (loss) per books	-23,155,530.	-45,875.

Schedule C-1 Section 987 Gain or Loss Information

		(a)	(b)	
		Amount stated in functional currency of foreign disregarded entity	Yes	No
1	Remittances from the foreign disregarded entity			
2	Section 987 gain (loss) of recipient			
3	Were all remittances from the foreign disregarded entity treated as made to the direct owner?			
4	Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a)	(b)
		Beginning of annual accounting period	End of annual accounting period
1	Cash and other current assets	65,703	37,131.
2	Other assets	5,262	8,652.
3	Total assets	70,965	45,783.
Liabilities and Owner's Equity			
4	Liabilities	106,393	127,356.
5	Owner's equity	-35,428	-81,573.
6	Total liabilities and owner's equity	70,965	45,783.

Schedule G Other Information

	Yes	No
1	During the tax year, did the foreign disregarded entity own an interest in any trust?	X
2	During the tax year, did the foreign disregarded entity own at least a 10% interest, directly or indirectly, in any foreign partnership?	X
3	Answer the following question only if the foreign disregarded entity made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the foreign disregarded entity as a result of the election?	
4	If the interest in the foreign disregarded entity is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii) does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? If "Yes," enter the amount of the dual consolidated loss ► \$ Answer question 5a.	

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)		
Important: Enter the amounts on lines 1 through 6 in functional currency.		
1	Current year net income or (loss) per foreign books of account	1 -23,155,530.
2	Total net additions	2
3	Total net subtractions	3
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4 -23,155,530.
5	DASTM gain or loss (if applicable)	5
6	Combine lines 4 and 5	6 -23,155,530.
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) Enter exchange rate used for line 7 ► 504.7520	7 -45,875.

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

▶ Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 01/01/2012, and ending 12/31/2012

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity RAINFOREST ALLIANCE SRL CALLE ASUNCION #180 EDIF. COPY COLOR DPTO 3A SANTA CRUZ BOLIVIA		b(1) U.S. identifying number, if any 13-3377893 b(2) Reference ID number (see instructions) 13-3377893A
c Country(ies) under whose laws organized and entity type under local tax law BOLIVIA	d Date(s) of organization 04/23/2007	e Effective date as foreign disregarded entity 04/23/2007
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted BOLIVIA	h Principal business activity CERTIFICATION
i Functional currency BOLIVIANO		

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different RAINFOREST ALLIANCE SRL C/O GABRIELA MENACHO CALLE ASUNCION #180 SANTA CRUZ BL
---	---

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address	b Annual accounting period covered by the return (see instructions)		
	c(1) U.S. identifying number, if any		
	c(2) Reference ID number (see instructions)		
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">d Country under whose laws organized</td> <td style="width:50%;">e Functional currency</td> </tr> </table>	d Country under whose laws organized	e Functional currency
d Country under whose laws organized	e Functional currency		

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address	b Country under whose laws organized		
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">c U.S. identifying number, if any</td> <td style="width:50%;">d Functional currency</td> </tr> </table>	c U.S. identifying number, if any	d Functional currency
c U.S. identifying number, if any	d Functional currency		

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM.
 If you are using the average exchange rate (determined under section 989(b)), check the following box

		Functional Currency	U.S. Dollars
1	Gross receipts or sales (net of returns and allowances)	1,124,862.	161,224.
2	Cost of goods sold		
3	Gross profit (subtract line 2 from line 1)	1,124,862.	161,224.
4	Other income		
5	Total income (add lines 3 and 4)	1,124,862.	161,224.
6	Total deductions	1,299,380.	186,238.
7	Other adjustments		
8	Net income (loss) per books	-174,518.	-25,014.

Schedule C-1 Section 987 Gain or Loss Information

	(a) Amount stated in functional currency of foreign disregarded entity	(b) Amount stated in functional currency of recipient	Yes	No
1	Remittances from the foreign disregarded entity			
2	Section 987 gain (loss) of recipient			
3	Were all remittances from the foreign disregarded entity treated as made to the direct owner?			
4	Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash and other current assets	24,508	55,974
2	Other assets	200,009	13,812
3	Total assets	44,517	69,786
Liabilities and Owner's Equity			
4	Liabilities	88,566	99,171
5	Owner's equity	-44,049	-29,385
6	Total liabilities and owner's equity	44,517	69,786

Schedule G Other Information

	Yes	No
1		X
2		X
3		
4		

If "Yes," enter the amount of the dual consolidated loss ► \$ _____ Answer question 5a.

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)		
Important: Enter the amounts on lines 1 through 6 in functional currency.		
1	Current year net income or (loss) per foreign books of account	1 -174,518.
2	Total net additions	2
3	Total net subtractions	3
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4 -174,518.
5	DASTM gain or loss (if applicable)	5
6	Combine lines 4 and 5	6 -174,518.
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) Enter exchange rate used for line 7 ► 6.9770	7 -25,014.

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

▶ Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 07/01/2012, and ending 06/30/2013

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity RAINFOREST ALLIANCE, LTD WARNFORD COURT, 28 THROGMORTON STREET LONDON ENGLAND EC2N 2AT UNITED KINGDOM		b(1) U.S. identifying number, if any 98-1051166 b(2) Reference ID number (see instructions) 98-1051166A
c Country(ies) under whose laws organized and entity type under local tax law UNITED KINGDOM	d Date(s) of organization 02/26/2010	e Effective date as foreign disregarded entity 02/26/2010
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted UNITED KINGDOM	h Principal business activity SUST. AGRICULT
i Functional currency BRITISH POUND		

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different RAINFOREST ALLIANCE, LTD C/O KYLIE NORTON WARNFORD COURT, 29 THROGMORTON ST. EC2N 2AT LONDON ENGLAND UK
---	--

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address 	b Annual accounting period covered by the return (see instructions) 		
	c(1) U.S. identifying number, if any 		
	c(2) Reference ID number (see instructions) 		
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;"> d Country under whose laws organized </td> <td style="width:50%;"> e Functional currency </td> </tr> </table>	d Country under whose laws organized 	e Functional currency
d Country under whose laws organized 	e Functional currency 		

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address 	b Country under whose laws organized 		
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;"> c U.S. identifying number, if any </td> <td style="width:50%;"> d Functional currency </td> </tr> </table>	c U.S. identifying number, if any 	d Functional currency
c U.S. identifying number, if any 	d Functional currency 		

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM.

If you are using the average exchange rate (determined under section 989(b)), check the following box

		Functional Currency	U.S. Dollars
1	Gross receipts or sales (net of returns and allowances)	1,251,935.	1,963,203.
2	Cost of goods sold		
3	Gross profit (subtract line 2 from line 1)	1,251,935.	1,963,203.
4	Other income		
5	Total income (add lines 3 and 4)	1,251,935.	1,963,203.
6	Total deductions	1,251,935.	1,963,203.
7	Other adjustments		
8	Net income (loss) per books		

Schedule C-1 Section 987 Gain or Loss Information

		(a)	(b)		
		Amount stated in functional currency of foreign disregarded entity	Amount stated in functional currency of recipient	Yes	No
1	Remittances from the foreign disregarded entity				
2	Section 987 gain (loss) of recipient				
3	Were all remittances from the foreign disregarded entity treated as made to the direct owner?				
4	Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?				

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a)	(b)
		Beginning of annual accounting period	End of annual accounting period
1	Cash and other current assets	21,437	125,767.
2	Other assets	18,166	
3	Total assets	39,603	125,767.
Liabilities and Owner's Equity			
4	Liabilities	39,603	125,767.
5	Owner's equity		
6	Total liabilities and owner's equity	39,603	125,767.

Schedule G Other Information

	Yes	No
1	During the tax year, did the foreign disregarded entity own an interest in any trust?	X
2	During the tax year, did the foreign disregarded entity own at least a 10% interest, directly or indirectly, in any foreign partnership?	X
3	Answer the following question only if the foreign disregarded entity made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the foreign disregarded entity as a result of the election?	
4	If the interest in the foreign disregarded entity is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii) does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? If "Yes," enter the amount of the dual consolidated loss \$ _____ Answer question 5a.	

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)		
Important: Enter the amounts on lines 1 through 6 in functional currency.		
1	Current year net income or (loss) per foreign books of account	1
2	Total net additions	2
3	Total net subtractions	3
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4
5	DASTM gain or loss (if applicable)	5
6	Combine lines 4 and 5	6
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) Enter exchange rate used for line 7 ► 0.6377	7

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

► Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 07/01/2012, and ending 06/30/2013

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity RAINFOREST ALLIANCE HOUSE NO. 36 ABOTSI STREET, EAST LEGON AIRPORT ACCRA GHANA		b(1) U.S. identifying number, if any 98-1051463	
		b(2) Reference ID number (see instructions) 98-1051463A	
c Country(ies) under whose laws organized and entity type under local tax law GHANA		d Date(s) of organization 03/16/2010	e Effective date as foreign disregarded entity 03/16/2010
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted GHANA	h Principal business activity TREES/RA CERT	i Functional currency US DOLLAR

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different RAINFOREST ALLIANCE C/O MR. ATSU TITIATI HOUSE NO. 36 ABOTSI STREET, EAST LE KA 9714 AIRPORT ACCRA GH
--	---

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address	b Annual accounting period covered by the return (see instructions)		
	c(1) U.S. identifying number, if any		
	c(2) Reference ID number (see instructions)		
	d Country under whose laws organized	e Functional currency	

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address	b Country under whose laws organized		
	c U.S. identifying number, if any	d Functional currency	

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

For Paperwork Reduction Act Notice, see the separate instructions.

Form **8858** (Rev. 12-2012)

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM. If you are using the average exchange rate (determined under section 989(b)), check the following box

		Functional Currency	U.S. Dollars
1	Gross receipts or sales (net of returns and allowances)	1,051,042.	1,051,042.
2	Cost of goods sold		
3	Gross profit (subtract line 2 from line 1)	1,051,042.	1,051,042.
4	Other income		
5	Total income (add lines 3 and 4)	1,051,042.	1,051,042.
6	Total deductions	1,359,077.	1,359,077.
7	Other adjustments		
8	Net income (loss) per books	-308,035.	-308,035.

Schedule C-1 Section 987 Gain or Loss Information

		(a)	(b)	
		Amount stated in functional currency of foreign disregarded entity	Yes	No
1	Remittances from the foreign disregarded entity			
2	Section 987 gain (loss) of recipient			
3	Were all remittances from the foreign disregarded entity treated as made to the direct owner?			
4	Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a)	(b)
		Beginning of annual accounting period	End of annual accounting period
1	Cash and other current assets	34,673	90,655.
2	Other assets	30,859	31,242.
3	Total assets	65,532	121,897.
Liabilities and Owner's Equity			
4	Liabilities	130,197	-248,049.
5	Owner's equity	-64,665	369,946.
6	Total liabilities and owner's equity	65,532	121,897.

Schedule G Other Information

	Yes	No
1	During the tax year, did the foreign disregarded entity own an interest in any trust?	X
2	During the tax year, did the foreign disregarded entity own at least a 10% interest, directly or indirectly, in any foreign partnership?	X
3	Answer the following question only if the foreign disregarded entity made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the foreign disregarded entity as a result of the election?	
4	If the interest in the foreign disregarded entity is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii) does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? If "Yes," enter the amount of the dual consolidated loss \$ _____ Answer question 5a.	

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)			
Important: Enter the amounts on lines 1 through 6 in functional currency.			
1	Current year net income or (loss) per foreign books of account	1	470,262.
2	Total net additions	2	
3	Total net subtractions	3	
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4	470,262.
5	DASTM gain or loss (if applicable)	5	
6	Combine lines 4 and 5	6	470,262.
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) Enter exchange rate used for line 7 ► 1.0000	7	470,262.

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

▶ Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 01/01/2012, and ending 12/31/2012

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity PT RAINFOREST ALLIANCE PERTOKEN GRIYA ALAMANDA BLOK NO. 17 DENPASAR BALI 80234 INDONESIA		b(1) U.S. identifying number, if any 98-1051106
		b(2) Reference ID number (see instructions) 98-1051106A
c Country(ies) under whose laws organized and entity type under local tax law INDONESIA	d Date(s) of organization 08/23/2002	e Effective date as foreign disregarded entity 08/23/2002
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted INDONESIA	h Principal business activity RA CERT/AG
i Functional currency INDONESIAN RUPI		

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different PT RAINFOREST ALLIANCE C/O RETNO KURNIAWATI PERTOKEN GRIYA ALAMANDA BLOK NO. 17 80234 DENPASAR BALI ID
--	--

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address	b Annual accounting period covered by the return (see instructions)
	c(1) U.S. identifying number, if any
	c(2) Reference ID number (see instructions)
	d Country under whose laws organized
	e Functional currency

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address	b Country under whose laws organized
	c U.S. identifying number, if any
	d Functional currency

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM. If you are using the average exchange rate (determined under section 989(b)), check the following box

		Functional Currency	U.S. Dollars
1	Gross receipts or sales (net of returns and allowances)	5,433,898,740.	580,240.
2	Cost of goods sold		
3	Gross profit (subtract line 2 from line 1)	5,433,898,740.	580,240.
4	Other income	102,647,338.	10,961.
5	Total income (add lines 3 and 4)	5,536,546,078.	591,201.
6	Total deductions	4,885,413,468.	521,672.
7	Other adjustments	-18,103,077.	-1,933.
8	Net income (loss) per books	633,029,534.	67,596.

Schedule C-1 Section 987 Gain or Loss Information

		(a)	(b)		
		Amount stated in functional currency of foreign disregarded entity	Amount stated in functional currency of recipient	Yes	No
1	Remittances from the foreign disregarded entity				
2	Section 987 gain (loss) of recipient				
3	Were all remittances from the foreign disregarded entity treated as made to the direct owner?				
4	Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?				

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a)	(b)
		Beginning of annual accounting period	End of annual accounting period
1	Cash and other current assets	254,076	177,345.
2	Other assets	22,940	20,405.
3	Total assets	277,016	197,750.
Liabilities and Owner's Equity			
4	Liabilities	331,954	183,154.
5	Owner's equity	-54,938	14,596.
6	Total liabilities and owner's equity	277,016	197,750.

Schedule G Other Information

	Yes	No	
1	During the tax year, did the foreign disregarded entity own an interest in any trust?		X
2	During the tax year, did the foreign disregarded entity own at least a 10% interest, directly or indirectly, in any foreign partnership?		X
3	Answer the following question only if the foreign disregarded entity made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the foreign disregarded entity as a result of the election?		
4	If the interest in the foreign disregarded entity is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii) does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? If "Yes," enter the amount of the dual consolidated loss \$ _____ Answer question 5a.		

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)			
Important: Enter the amounts on lines 1 through 6 in functional currency.			
1	Current year net income or (loss) per foreign books of account	1	633,029,534.
2	Total net additions	2	
3	Total net subtractions	3	
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4	633,029,534.
5	DASTM gain or loss (if applicable)	5	
6	Combine lines 4 and 5	6	633,029,534.
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) Enter exchange rate used for line 7 ► 9364.9100	7	67,596.

Form **8858**

Information Return of U.S. Persons With Respect To Foreign Disregarded Entities

OMB No. 1545-1910

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service

▶ Information about Form 8858 and its separate instructions is at www.irs.gov/form8858.
Information furnished for the foreign disregarded entity's annual accounting period (see instructions) beginning 07/01/2012, and ending 06/30/2013

Attachment Sequence No. **140**

Name of person filing this return RAINFOREST ALLIANCE, INC.	Filer's identifying number 13-3377893
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 233 BROADWAY, 28TH FLOOR	
City or town, state, and ZIP code NEW YORK NY 10279	
Filer's tax year beginning 07/01/2012 , and ending 06/30/2013	

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign disregarded entity RAINFOREST ALLIANCE TRADING, LTD WARNFORD COURT 29 THROGMORTON STREET LONDON ENGLAND EC2N 2AT UNITED KINGDOM		b(1) U.S. identifying number, if any 98-1069583
		b(2) Reference ID number (see instructions) 98-1069583A
c Country(ies) under whose laws organized and entity type under local tax law UNITED KINGDOM	d Date(s) of organization 05/31/2011	e Effective date as foreign disregarded entity 05/31/2011
f If benefits under a U.S. tax treaty were claimed with respect to income of the foreign disregarded entity, enter the treaty and article number	g Country in which principal business activity is conducted UNITED KINGDOM	h Principal business activity INACTIVE
		i Functional currency BRITISH POUND

2 Provide the following information for the foreign disregarded entity's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States RAINFOREST ALLIANCE, INC. C/O RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK NY 10279 13-3377893	b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the foreign disregarded entity, and the location of such books and records, if different WARNFORD COURT 29 THROGMORTON ST. EC2N 2AT LONDON ENGLAND UK
--	--

3 For the **tax owner** of the foreign disregarded entity (if different from the filer) provide the following:

a Name and address	b Annual accounting period covered by the return (see instructions)
	c(1) U.S. identifying number, if any
	c(2) Reference ID number (see instructions)
	d Country under whose laws organized
	e Functional currency

4 For the **direct owner** of the foreign disregarded entity (if different from the tax owner) provide the following:

a Name and address	b Country under whose laws organized
	c U.S. identifying number, if any
	d Functional currency

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the foreign disregarded entity, and the chain of ownership between the foreign disregarded entity and each entity in which the foreign disregarded entity has a 10% or more direct or indirect interest. See instructions.

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for foreign disregarded entities that use DASTM.

If you are using the average exchange rate (determined under section 989(b)), check the following box

	Functional Currency	U.S. Dollars
1 Gross receipts or sales (net of returns and allowances)	1	
2 Cost of goods sold	2	
3 Gross profit (subtract line 2 from line 1)	3	
4 Other income	4	
5 Total income (add lines 3 and 4)	5	
6 Total deductions	6	
7 Other adjustments	7	
8 Net income (loss) per books	8	

Schedule C-1 Section 987 Gain or Loss Information

	(a) Amount stated in functional currency of foreign disregarded entity	(b) Amount stated in functional currency of recipient	
		Yes	No
1 Remittances from the foreign disregarded entity	1		
2 Section 987 gain (loss) of recipient	2		
3 Were all remittances from the foreign disregarded entity treated as made to the direct owner?			
4 Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the foreign disregarded entity during the tax year?			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for foreign disregarded entities that use DASTM.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash and other current assets	1		
2 Other assets	2		
3 Total assets	3		
Liabilities and Owner's Equity			
4 Liabilities	4		
5 Owner's equity	5		
6 Total liabilities and owner's equity	6		

Schedule G Other Information

	Yes	No
1 During the tax year, did the foreign disregarded entity own an interest in any trust?		X
2 During the tax year, did the foreign disregarded entity own at least a 10% interest, directly or indirectly, in any foreign partnership?		X
3 Answer the following question only if the foreign disregarded entity made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the foreign disregarded entity as a result of the election?		
4 If the interest in the foreign disregarded entity is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii) does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? If "Yes," enter the amount of the dual consolidated loss ► \$ Answer question 5a.		

Schedule G Other Information (continued)		Yes	No
5a	Was any portion of the dual consolidated loss in question 4 taken into account in computing consolidated taxable income for the year? If "Yes," go to 5b. If "No," skip 5b and 5c		
b	Was this a permitted domestic use of the dual consolidated loss under Reg. 1.1503(d)-6? If "Yes," see instructions and skip 5c. If "No," go to 5c		
c	If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Reg. 1.1503(d)-4? If "Yes," enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ► \$ _____ See instructions.		
6	During the tax year, did the foreign disregarded entity pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
7	During the tax year, did the foreign disregarded entity pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
8	Answer the following question only if the tax owner of the foreign disregarded entity is a controlled foreign corporation (CFC): Were there any intracompany transactions between the foreign disregarded entity and the CFC or any other branch of the CFC during the tax year, in which the foreign disregarded entity acted as a manufacturing, selling, or purchasing branch?		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)		
Important: Enter the amounts on lines 1 through 6 in functional currency.		
1	Current year net income or (loss) per foreign books of account	1
2	Total net additions	2
3	Total net subtractions	3
4	Current earnings and profits (or taxable income - see instructions) (line 1 plus line 2 minus line 3).	4
5	DASTM gain or loss (if applicable)	5
6	Combine lines 4 and 5	6
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) Enter exchange rate used for line 7 ► 1.5844	7