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Form **990** — **Return of Organization Exempt From Income Tax** — OMB No. 1545-0047 — **2009**

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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 07/01 , **2009, and ending** 06/30 , **20** 10

B Check if applicable: Address change; Name change; Initial return; Terminated; Amended return; Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization RAINFOREST ALLIANCE, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) 665 BROADWAY — Room/suite 500

City or town, state or country, and ZIP + 4 NEW YORK, NY 10012-2420

D Employer identification number 13-3377893

E Telephone number (212) 677-1900

G Gross receipts $ 34,737,048.

F Name and address of principal officer: TENSIE WHELAN
665 BROADWAY, SUITE 500 NEW YORK, NY 10012-2420

H(a) Is this a group return for affiliates? Yes [ ] No [X]

H(b) Are all affiliates included? Yes [ ] No [ ]

If "No," attach a list. (see instructions)

I Tax-exempt status: [X] 501(c) (3) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.RAINFOREST-ALLIANCE.ORG

H(c) Group exemption number ▶

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 1987 **M** State of legal domicile: NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
THE RAINFOREST ALLIANCE WORKS TO CONSERVE BIODIVERSITY AND ENSURE SUSTAINABLE LIVELIHOODS BY TRANSFORMING LAND-USE PRACTICES, BUSINESS PRACTICES AND CONSUMER BEHAVIOR.

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	20
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	19
5	Total number of employees (Part V, line 2a)	5	146
6	Total number of volunteers (estimate if necessary)	6	24
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	19,229,638.	20,824,703.
	9	Program service revenue (Part VIII, line 2g)	13,142,097.	13,289,320.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	71,907.	39,253.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	367,339.	193,193.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	32,810,981.	34,346,469.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,761,627.	2,233,811.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	12,730,315.	13,483,755.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	95,000.	111,700.
	b	Total fundraising expenses, Part IX, column (D), line 25) ▶ 1,970,148.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	15,400,306.	18,122,456.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	29,987,248.	33,951,722.
	19	Revenue less expenses. Subtract line 18 from line 12	2,823,733.	394,747.
Net Assets or Fund Balances			**Beginning of Year**	**End of Year**
	20	Total assets (Part X, line 16)	11,027,052.	13,697,054.
	21	Total liabilities (Part X, line 26)	6,516,635.	8,779,991.
	22	Net assets or fund balances. Subtract line 21 from line 20	4,510,417.	4,917,063.

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. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here ▶ Signature of officer — Date

▶ Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ — Date — Check if self-employed ▶ [ ] — Preparer's identifying number (see instructions) P00039958

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ WITHUMSMITH+BROWN, PC
1 SPRING STREET NEW BRUNSWICK, NJ 08901

EIN ▶ 22-2027092

Phone no. ▶ 732-828-1614

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

Part III Statement of Program Service Accomplishments

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? . . . . Yes [ ] No [X]
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . Yes [ ] No [X]
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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:) (Expenses $ 10,524,778. including grants of $ 0.) (Revenue $ 10,263,265.)
ATTACHMENT 4

4b (Code:) (Expenses $ 10,642,044. including grants of $ 1,881,444.) (Revenue $ 1,783,513.)
ATTACHMENT 5

4c (Code:) (Expenses $ 4,531,439. including grants of $ 198,014.) (Revenue $ 350,237.)
ATTACHMENT 6

4d Other program services. (Describe in Schedule O.) ATTACHMENT 7
(Expenses $ 5,989,094. including grants of $ 154,353.) (Revenue $ 1,237,692.)

4e **Total program service expenses** ▶ 31,687,345.

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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*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	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*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4	X	
5	**Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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*	6		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*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; 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*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If" Yes," complete Schedule D, Part V*	10	X	
11	Is the organization's answer to any of the following questions "Yes"? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*			
	• Did the organization report an amount for investments—other-securitiesin 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.*			
	• 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.*			
	• 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.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• 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? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII.*	12	X	
12 A	Was the organization included in consolidated, independent audited financial statement for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.* — 12A Yes: ; No: X			
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14 a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	X	
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b	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, Part II.*	15	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, Part III*	16	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*	17	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*	18	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*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X

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Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	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? *If "Yes," complete Schedule I, Parts I and III*	22		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? *If "Yes," complete Schedule J*	23	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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? *If "Yes," complete Schedule L, Part I*	25a		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? *If "Yes," complete Schedule L, Part I*	25b		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? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		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? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b	X	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		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? *If "Yes," complete Schedule R, Part I*	33	X	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O.	38	X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	96		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	146		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	X	
b	If "Yes," enter the name of the foreign country: ▶ ATTACHMENT 8				
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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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.*

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	20		
b	Enter the number of voting members that are independent	1b	19		
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 organizational documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		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*		9a		X

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	X	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	X	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does 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," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken 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 9

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

[X] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ RICHARD RYAN 665 BROADWAY, SUITE 500 NEW YORK, NY 10012-2420
212-677-1900

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

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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
DANIEL R. KATZ CHAIR	1.00	X		X				0.	0	0.
LABEEB ABBOUD DIRECTOR	1.00	X						0.	0	0.
BERT AERTS DIRECTOR	1.00	X						0.	0	0.
ADAM ALBRIGHT DIRECTOR	1.00	X						0.	0	0.
DR. NOEL BROWN DIRECTOR	1.00	X						0.	0	0.
DANIEL COHEN DIRECTOR	1.00	X						0.	0	0.
ROGER DEROMEDI DIRECTOR	1.00	X						0.	0	0.
DR. KARL FOSSUM DIRECTOR	1.00	X						0.	0	0.
WENDY GORDON VICE CHAIR	1.00	X		X				0.	0	0.
SUDHAKAR KESAVAN DIRECTOR	1.00	X						0.	0	0.
MARY STUART MASTERSON DIRECTOR	1.00	X						0.	0	0.
BRENDAN MAY DIRECTOR	1.00	X						0.	0	0.
ERIC ROTHENBERG DIRECTOR	1.00	X						0.	0	0.
PETER M. SCHULTE TREASURER	1.00	X		X				0.	0	0.
KERRI A. SMITH DIRECTOR	1.00	X						0.	0	0.
MARTIN TANDLER DIRECTOR	1.00	X						0.	0	0.

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

(A) Name and title	(B) Average hours per week	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
ANNEMIEKE WIJN DIRECTOR	1.00	X						0.	0.	0.
DAVID WASSERMAN DIRECTOR	1.00	X						0.	0.	0.
ALAN WILZIG DIRECTOR	1.00	X						0.	0.	0.
MARILU HERNANDEZ DIRECTOR	1.00	X						0.	0.	
TENSIE WHELAN PRESIDENT	40.00			X				194,114.	0.	21,873.
ANA PAULA TAVARES SR. VP / VP OF DEVELOPMENT	40.00			X				139,932.	0.	23,941.
DANIEL DOUCETTE VP OF FINANCE & OPERATIONS	40.00			X				129,170.	0.	12,274.
VERA ZLATARSKI GENERAL COUNSEL	40.00			X				108,596.	0.	18,161.
RICHARD RYAN CFO/VP OF FINANCE AND ADMIN	40.00			X				0.	0.	0.
LUIS F. DUCHICELA REGIONAL PROJECT DIRECTOR	40.00					X		130,741.	0.	12,590.
KARIN KREIDER VP OF AGRICULTURE	40.00					X		116,977.	0.	5,003.
JON JICKLING DIRECTOR, SMARTWOOD	40.00					X		90,911.	0.	27,600.
GREGORY MINNICK TREES DIRECTOR	40.00					X		98,523.	0.	16,356.
1b Total CONTINUED AT SCHEDULE J-2 ▶								1,146,010.	0.	150,423.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 7

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		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? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		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.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 10		

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 ▶ 4

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13-3377893

Part VIII Statement of Revenue

			(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 665,816.				
c	Fundraising events	1c 1,383,326.				
d	Related organizations	1d				
e	Government grants (contributions)	1e 9,118,004.				
f	All other contributions, gifts, grants, and similar amounts not included above	1f 9,657,557.				
g	Noncash contributions included in lines 1a-1f: $ 128,494.					
h	**Total.** Add lines 1a-1f	▶	20,824,703.			
Program Service Revenue		**Business Code**				
2a	CERTIFICATION FEES		11,545,990.	11,545,990.		
b	CONTRACT INCOME		1,743,330.	1,743,330.		
c						
d						
e						
f	All other program service revenue					
g	**Total.** Add lines 2a-2f	▶	13,289,320.			
Other Revenue						
3	Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 11	▶	39,253.			39,253.
4	Income from investment of tax-exempt bond proceeds	▶	0.			
5	Royalties	▶	0.			
		(i) Real / (ii) Personal				
6a	Gross Rents					
b	Less: rental expenses					
c	Rental income or (loss)					
d	Net rental income or (loss)	▶	0.			
		(i) Securities / (ii) Other				
7a	Gross amount from sales of assets other than inventory					
b	Less: cost or other basis and sales expenses					
c	Gain or (loss)					
d	Net gain or (loss)	▶	0.			
8a	Gross income from fundraising events (not including $ 1,383,326. of contributions reported on line 1c). See Part IV, line 18 ATCH 12	a 238,385.				
b	Less: direct expenses	b 390,579.				
c	Net income or (loss) from fundraising events ATCH. 13	▶	-152,194.			
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		345,387.	345,387.		
b						
c						
d	All other revenue					
e	**Total.** Add lines 11a-11d	▶	345,387.			
12	**Total Revenue.** See instructions	▶	34,346,469.	13,634,707.		39,253.

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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) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21	534,553.	534,553.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	5,000.	5,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	1,694,258.	1,694,258.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	646,977.	342,303.	127,084.	177,590.
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	9,536,477.	8,986,930.	8,046.	541,501.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	195,074.	183,832.	165.	11,077.
9 Other employee benefits	2,099,984.	1,978,971.	1,772.	119,241.
10 Payroll taxes	1,005,243.	947,315.	848.	57,080.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	73,237.	73,237.		
c Accounting	207,050.	207,050.		
d Lobbying	10,616.	10,616.		
e Professional fundraising services. See Part IV, line 17	111,700.			111,700.
f Investment management fees	0.			
g Other	6,084,645.	5,922,090.	46,530.	116,025.
12 Advertising and promotion	0.			
13 Office expenses	1,363,801.	958,205.	11,290.	394,306.
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	1,536,663.	1,278,944.	53,014.	204,705.
17 Travel	2,370,441.	2,279,456.	23,995.	66,990.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	31,587.	23,911.	223.	7,453.
23 Insurance	0.			
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a CERTIFICATION	4,119,747.	4,119,450.		297.
b WORKSHOPS	584,151.	579,221.	551.	4,379.
c OTHER OFFICE EXPENSES	1,648,517.	1,471,434.	20,525.	156,558.
d FOREIGN VAT TAX	92,001.	90,569.	186.	1,246.
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	33,951,722.	31,687,345.	294,229.	1,970,148.
26 **Joint Costs.** Check here ▶ ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

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Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	3,244,303.	1	7,251,748.
	2	Savings and temporary cash investments	1,255,489.	2	613,033.
	3	Pledges and grants receivable, net	2,191,823.	3	3,294,437.
	4	Accounts receivable, net	2,636,737.	4	595,037.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	305,749.	9	461,613.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 801,729.			
	b	Less: accumulated depreciation — 10b: 613,276.	141,936.	10c	188,453.
	11	Investments - publicly traded securities ATCH 15	25,446.	11	300,391.
	12	Investments - other securities. See Part IV, line 11	1,039,231.	12	806,004.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	186,338.	15	186,338.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	11,027,052.	16	13,697,054.
Liabilities	17	Accounts payable and accrued expenses	3,988,204.	17	4,988,786.
	18	Grants payable		18	
	19	Deferred revenue ATCH 16	0.	19	1,285,673.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties ATCH 17	2,391,750.	23	2,391,750.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	136,681.	25	113,782.
	26	**Total liabilities.** Add lines 17 through 25	6,516,635.	26	8,779,991.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	-1,265,304.	27	-1,121,944.
	28	Temporarily restricted net assets	4,775,721.	28	5,039,007.
	29	Permanently restricted net assets	1,000,000.	29	1,000,000.
		Organizations that do not follow SFAS 117, check here ▶ [ ] 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	4,510,417.	33	4,917,063.
	34	Total liabilities and net assets/fund balances	11,027,052.	34	13,697,054.

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Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
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?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
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?	3a	X	
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.	3b	X	

Form 990 (2009)

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SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.**

OMB No. 1545-0047

2009

Open to Public Inspection

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 [X] 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 - Other

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?

		Yes	No
(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?	11g(i)		X
(ii) A family member of a person described in (i) above?	11g(ii)		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		X

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? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
Total									

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

Schedule A (Form 990 or 990-EZ) 2009

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5,151,139.	7,654,259.	18,221,104.	19,229,638.	20,824,703.	71,080,843.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	5,151,139.	7,654,259.	18,221,104.	19,229,638.	20,824,703.	71,080,843.
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)						7,022,764.
6 **Public support.** Subtract line 5 from line 4.						64,058,079.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	5,151,139.	7,654,259.	18,221,104.	19,229,638.	20,824,703.	71,080,843.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,302.	32,124.	55,664.	71,907.	39,253.	205,250.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) ATCH. 1	121,066.	139,763.	103,950.	428,395.	345,387.	1,138,561.
11 **Total support.** Add lines 7 through 10						72,424,654.

12 Gross receipts from related activities, etc. (see instructions) . . . 12 58,181,761.

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** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) . . . 14 88.45 %

15 Public support percentage from 2008 Schedule A, Part II, line 14 . . . 15 98.21 %

16a **33 1/3 % support test - 2009.** 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 ▶ ☒

b **33 1/3 % support test - 2008.** 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 ▶ ☐

17a **10%-facts-and-circumstances test - 2009.** 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 ▶ ☐

b **10%-facts-and-circumstances test - 2008.** 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 organzation meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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 ▶ ☐

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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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
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

15	Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33 1/3 % support tests - 2009.** 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 ▶ ☐

b **33 1/3 % support tests - 2008.** 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 ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
OTHER INCOME	121,066.	139,763.	103,950.	428,395.	345,387.	1,138,561.
TOTALS	121,066.	139,763.	103,950.	428,395.	345,387.	1,138,561.

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SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Political Campaign and Lobbying Activities

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**

OMB No. 1545-0047

2009

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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), then

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

Name of organization	Employer identification number
RAINFOREST ALLIANCE, INC.	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 payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

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.
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
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	10,616.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)	10,616.	
d Other exempt purpose expenditures	31,676,729.	
e Total exempt purpose expenditures (add lines 1c and 1d)	31,687,345.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	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.

	(a)	(b)
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		
i Subtract line 1f from line 1c. If zero or less, enter -0-		

j If these 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? ☐ Yes ☐ 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount	0.	0.	4,341.	10,616.	14,957.
b Lobbying ceiling amount (150% of line 2a, column (e))					22,436.
c Total lobbying expenditures			4,341.	10,616.	14,957.
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			4,341.	10,616.	14,957.

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)).

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total. Add lines 1c through 1i			
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

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

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

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; and Part II-B, line 1i. Also, complete this part for any additional information.

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Part IV **Supplemental Information** *(continued)*

PUBLIC DISCLOSURE COPY

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

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.

		(a) Donor advised funds	(b) Funds and other accounts
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 and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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).

- ☐ Preservation of land for public use (e.g., recreation or pleasure)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for 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, 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 XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, 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 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

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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 XIV.

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 XIV 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 XIV.

Part V Endowment Funds. Complete if 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	1,039,231.				
b Contributions		1,000,000.			
c Net investment earnings, gains, and losses	25,164.	39,231.			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,064,395.	1,039,231.			

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ ______ %

b Permanent endowment ▶ 94.0000 %

c Term endowment ▶ 6.0000 %

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

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of investment	(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		60,275.	23,925.	36,350.
d Equipment		132,506.	132,506.	0.
e Other		608,948.	456,845.	152,103.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				188,453.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other CERTIFICATES OF DEPOSIT	806,004.	FMV
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 12.)* ▶	806,004.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 13.)* ▶		

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

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	

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

1. (a) Description of liability	(b) Amount
Federal income taxes	
DEFERRED RENT LIABILITY	113,782.
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	113,782.

2. FIN 48 Footnote. In Part XIV, 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.

PUBLIC DISCLOSURE COPY

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	34,346,469.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	33,951,722.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	394,747.
4	Net unrealized gains (losses) on investments	4	11,899.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	11,899.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	406,646.

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

1	Total revenue, gains, and other support per audited financial statements			1	35,626,290.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	11,899.		
b	Donated services and use of facilities	2b	1,149,587.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d	118,335.		
e	Add lines **2a** through **2d**			2e	1,279,821.
3	Subtract line **2e** from line **1**			3	34,346,469.
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 XIV.)	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	34,346,469.

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

1	Total expenses and losses per audited financial statements			1	35,219,644.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	1,149,587.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d	118,335.		
e	Add lines **2a** through **2d**			2e	1,267,922.
3	Subtract line **2e** from line **1**			3	33,951,722.
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 XIV.)	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	33,951,722.

Part XIV 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information *(continued)*

ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER FIN 48

SCHEDULE D, PAGE 3, PART X

RA HAS EVALUATED UNCERTAIN TAX POSITIONS WITH RESPECT TO ITS U.S.

OPERATIONS AND CONCLUDED THERE ARE NO SUCH POSITIONS AT JUNE 30, 2010.

THERE ARE NO OPEN TAX YEARS PRIOR TO JUNE 30, 2007.

REVENUE AND EXPENSE RECONCILIATION

SCHEDULE D, PAGE 4, PART XII, LINE 2D AND PART XIII LINE 2D

DONATED GOODS OF $118,335 WERE INCLUDED AS BOTH REVENUE AND EXPENSE IN

THE FINANCIAL STATEMENTS, HOWEVER THESE AMOUNTS WERE NETTED AGAINST THE

SPECIAL EVENT REVENUE FOR THE PRESENTATION IN FORM 990 AS REQUIRED.

PUBLIC DISCLOSURE COPY

Schedule F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 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 the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . [X] Yes [ ] No

2 **For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 in region
NORTH AMERICA	2	26	PROGRAM SERVICES	SMARTWOOD, TREES, TOUR	3,233,070.
CENTRAL AMERICA/CARIBBEAN	3	77	PROGRAM SERVICES	AGRICULURE, SW, TREES	6,915,925.
SOUTH AMERICA	4	23	PROGRAM SERVICES	SMARTWOOD, TOURISM, TR	5,897,349.
EAST ASIA AND THE PACIFIC	1	13	PROGRAM SERVICES	SMARTWOOD, TREES, AG	2,548,005.
EUROPE	1	11	PROGRAM SERVICES	AGRICULTURE, SMARTWOOD	1,012,888.
RUSSIA/INDEPENDENT STATES	0	0	PROGRAM SERVICES	TREES	93,070.
SUB-SAHARAN AFRICA	1	0	PROGRAM SERVICES	AGRICULTURE, TREES, SW	1,665,281.
SOUTH ASIA	0	0	PROGRAM SERVICES	AGRICULTURE	53,425.
Totals ▶	12	150			21,419,013.

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. Check this box if no one recipient received more than $5,000 . . . . . . ▶ ☐

Use Schedule F-1 (Form 990) 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)
		SUB-SAHARAN AFRICA	SUSTAINABLE	24,445.	EFT			
		SOUTH AMERICA	SUSTAINABLE	91,155.	EFT			
		CENT. AMERICA/CARIBBEAN	SUSTAINABLE	93,937.	EFT			
		CENT. AMERICA/CARIBBEAN	SUSTAINABLE	138,836.	EFT			
		CENT. AMERICA/CARIBBEAN	SUSTAINABLE	133,789.	EFT			
		SUB-SAHARAN AFRICA	SUSTAINABLE	95,049.	EFT			
		CENT. AMERICA/CARIBBEAN	SUSTAINABLE	50,888.	EFT			
		SOUTH AMERICA	SUSTAINABLE	122,964.	EFT			
		CENT. AMERICA/CARIBBEAN	SUSTAINABLE	132,406.	EFT			
		CENT. AMERICA/CARIBBEAN	EDUCATION	7,417.	EFT			
		SOUTH AMERICA	SUSTAINABLE	7,500.	EFT			
		SOUTH AMERICA	EDUCATION	7,754.	EFT			
		CENT. AMERICA/CARIBBEAN	EDUCATION	7,417.	EFT			
		CENT. AMERICA/CARIBBEAN	EDUCATION	7,420.	EFT			
		SOUTH AMERICA	EDUCATION	7,417.	EFT			
		SOUTH AMERICA	EDUCATION	7,422.	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 . . . . ▶ 20

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. Use Schedule F-1 (Form 990) 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)
MEXICAN FELLOWSHIP	NORTH AMERICA	1	16,000.	EFT			

Part IV Supplemental Information
Complete this part to provide the information required in Part I, line 2, and any additional information.

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

SCHEDULE F, PAGE 1, PART I, ITEM 2

RAINFOREST ALLIANCE MONITORS FUNDS THROUGH ITS LOCAL OFFICE'S REGULAR INTERACTION WITH THE RECIPIENT AND REGULAR REPORTING REQUIREMENTS THAT ARE DETERMINED FOR EACH PARTY.

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SCHEDULE F-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule F (Form 990)

▶ Attach to Form 990 to list additional information for Schedule F (Form 990) Part I, line 3; Part II, line 1; or Part III.
▶ See instructions for Schedule F (Form 990).

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

Part I **Continuation of Activities per Region.** (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region
Totals ▶					

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

Schedule F-1 (Form 990) 2009

JSA
9E1278 1.000

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

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)
		CENT. AMERICA/CARIBBEAN	EDUCATION	7,417.	EFT			
		CENT. AMERICA/CARIBBEAN	EDUCATION	7,417.	EFT			
		CENT. AMERICA/CARIBBEAN	SUSTAINABLE	283,109.	EFT			
		EAST ASIA/PACIFIC	SUSTAINABLE	140,677.	EFT			
		EUROPE/ICELAND/GREENLAND	SUSTAINABLE	241,486.	EFT			
		RUSSIA	SUSTAINABLE	57,336.	EFT			

PUBLIC DISCLOSURE COPY

Part III **Continuation of Grants and Other Assistance to Individuals Outside the United States.** (Schedule F (Form 990), Part III)

(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)

PUBLIC DISCLOSURE COPY

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

2009

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 [X] Mail solicitations
- b [X] Internet and email solicitations
- c [X] Phone solicitations
- d [X] In-person solicitations
- e [X] Solicitation of non-government grants
- f [X] Solicitation of government grants
- g [X] 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? [X] 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 of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(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
CHECKOWAY CONSULTING AND CREATIVE	FUNDRAISING CONSULTING		X	0.	34,450.	0.
RAYBIN ASSOCIATES	FUNDRAISING CONSULTANT		X	0.	65,250.	0.
JAMES TOLISANO DEVELOPMENT ASSESSMENT	FUNDRAISING CONSULTANT		X	0.	12,000.	0.
Total ▶				0.	111,700.	0.

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

AL,AK,AZ,AR,CA,CO,CT,FL,GA,IL,
KS,KY,ME,MD,MA,MI,MN,MS,MO,NH,NJ,NM,NY,NC,ND,OH,
OK,OR,PA,RI,SC,TN,UT,VA,WA,WV,WI,

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Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 GALA (event type)	(b) Event #2 JUNGLE EVENT (event type)	(c) Other Events 0 (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	1,571,817.	49,894.		1,621,711.
	2 Less: Charitable contributions	1,350,106.	33,220.		1,383,326.
	3 Gross income (line 1 minus line 2)	221,711.	16,674.		238,385.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	163,467.	33,943.		197,410.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	187,744.	5,424.		193,168.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(390,578.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-152,193.

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	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ 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 ▶				

		Yes	No
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?	9a		
b If "No," explain: ____			
10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b If "Yes," explain: ____			
11 Does the organization operate gaming activities with nonmembers?	11		
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?	12		

				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 ▶				
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?		15a		
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?		17a		
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 ▶ $				

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047
2009
Open to Public Inspection

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

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AG INNOVATIONS NETWORK 101 MORRIS STREET, SUITE 212	68-0462304	501(C)(3)	217,523.				SUSTAINABLE TRADING
COUNTERPART INTERNATIONAL 2345 CRYSTAL DRIVE, SUITE 301	13-6183605	501(C)(3)	14,060.				SUSTAINABLE TRADING
CATHOLIC RELIEF SERVICES 228 W. LEXINGTON STREET	13-5563422	501(C)(3)	287,540.				SUSTAINABLE TRADING
UNIVERSITY OF GEORGIA RESEARCH FOUNDATION, 617 BOYD GSRC ATHENS, GA 30602	58-1353149	501(C)(3)	15,430.				MONITORING

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 4

3 Enter total number of other organizations . . . ▶ 0

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

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

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

SCHEDULE I, PAGE 1, PART 1, ITEM 2

RAINFOREST ALLIANCE MONITORS FUNDS THROUGH ITS LOCAL OFFICE'S REGULAR INTERACTION WITH THE RECIPIENT AND REGULAR REPORTING REQUIREMENTS THAT ARE DETERMINED FOR EACH PARTY.

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SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

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

2009

Open to Public Inspection

Name of the organization
RAINFOREST ALLIANCE, INC.

Employer identification number
13-3377893

Part I Questions Regarding Compensation

			Yes	No
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. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a is 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	**1b**		
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?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ 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?	**4a**		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		X
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.	**4c**		X
	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?	**5a**		X
b	Any related organization? If "Yes" to line 5a or 5b, describe in Part III.	**5b**		X
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?	**6a**		X
b	Any related organization? If "Yes" to line 6a or 6b, describe in Part III.	**6b**		X
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	**7**		X
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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III	**8**		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
TENSIE WHELAN	(i)	194,114.	0.	0.	0.	21,873.	215,987.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ANA PAULA TAVARES	(i)	139,932.	0.	0.	0.	23,941.	163,873.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

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SCHEDULE J-2 (Form 990)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

▶ See the Instructions for Form 990.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the Organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and title	(B) Average hours per week	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MSC)	(F) Estimated amount of other compensation from the organization and related organizations
RICHARD DONOVAN SENIOR VP/VP OF FORESTRY	40.00					X		137,046.	0.	12,625.

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

Schedule J-2 (Form 990) 2009

PUBLIC DISCLOSURE COPY

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ 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.

OMB No. 1545-0047
2009
Open To Public Inspection

Name of the organization
RAINFOREST ALLIANCE, INC.

Employer identification number
13-3377893

Part I **Excess Benefit Transacations**(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) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on 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, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Total . . . . . ▶$										

Part III **Grants or Assistance Benefitting 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 and type of assistance

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
JOKE AERTS	FAMILY MEMBER OF DIRECTOR	14,333.	EMPLOYMENT		X

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

Schedule L (Form 990 or 990-EZ) 2009

PUBLIC DISCLOSURE COPY

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

2009

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	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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	7	10,159.	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 ▶(ATCH 2)		17.	118,335.	
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, line 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?	30a		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?	31		X
32 a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	X	
b	If "Yes," describe in Part II.			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SALES OF PUBLICLY TRADED STOCK

SCHEDULE M, PART I, LINE 32(B)

THE ORGANIZATION USES A BROKERAGE FIRM TO SELL DONATIONS OF SECURITIES

RECEIVED AS CONTRIBUTIONS FROM DONORS.

PUBLIC DISCLOSURE COPY

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

ATTACHMENT 2

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

DESCRIPTION	(A) CHECK	(B) NUMBER OF CONTRIBUTIONS	(C) REVENUES REPORTED	(D) METHOD OF DETERMINING
EVENT DONATIONS OF GOODS,	X	17	118,335.	FAIR VALUE
TOTALS		17.	118,335.	

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SCHEDULE O (Form 990) Department of the Treasury Internal Revenue Service	**Supplemental Information to Form 990** Complete to provide information for responses to specific questions on Form 990 or to provide any additional information. ▶ Attach to Form 990.	OMB No. 1545-0047 2009 Open to Public Inspection
Name of the organization RAINFOREST ALLIANCE, INC.		Employer identification number 13-3377893

ATTACHMENT 3

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS - SPECIAL PROJECTS

PAGE 2, PART III, LINE 4D (1 OF 3)

EVALUATION & RESEARCH -- THE RAINFOREST ALLIANCE DETERMINES THE IMPACT OF OUR WORK THROUGH RIGOROUS SCIENTIFIC RESEARCH. WE ARE PARTICULARLY INTERESTED IN STUDYING AND QUANTIFYING IMPACTS ON THE FOLLOWING AREAS: WATER; BIODIVERSITY; ENVIRONMENTAL DEGRADATION; THREATENED AND ENDANGERED SPECIES; TREATMENT OF WORKERS; COMMUNITY HEALTH; COMPETITIVENESS OF COMMUNITY-BASED OPERATIONS; AND OVERALL COSTS AND BENEFITS OF CERTIFICATION OR ADOPTION OF SUSTAINABILITY PRACTICES.

HIGHLIGHTS OF 2010:

--RELEASED REPORT ON THE COSTS AND BENEFITS OF IMPLEMENTING BEST MANAGEMENT PRACTICES FOR TOURISM BUSINESSES.

-- ENGAGED WITH THE ECO AG PARTNERSHIP TO OUTLINE COLLABORATIVE ANALYSIS OF SOCIAL AND ECOLOGICAL OUTCOMES OF RAINFOREST ALLIANCE CERTIFICATION OF TEA IN KENYA.

-PROVIDED SUPPORT FOR THE GHANA FOREST, CLIMATE AND COMMUNITIES ALLIANCE PROJECT THROUGH TRAINING OF PROJECT STAFF IN THE COLLECTION OF GPS DATA AND THE PROCESSING/MAPPING OF THESE DATA IN GOOGLE EARTH.

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS - EDUCATION

PAGE 2, PART III, LINE 4D (2 OF 3)

EDUCATION - THE RAINFOREST ALLIANCE HELPS STUDENTS OF ALL AGES UNDERSTAND THE ROLE THAT EACH ONE OF US PLAYS IN BIODIVERSITY CONSERVATION. OUR

ATTACHMENT 3 (CONT'D)

EDUCATIONAL MATERIALS PROVIDE KIDS AND TEACHERS WITH THE INFORMATION THEY NEED TO UNDERSTAND FUNDAMENTAL ENVIRONMENTAL ISSUES AND TO TAKE ACTION THAT WILL HELP PROTECT OUR PLANET. OUR FREE, KINDERGARTEN THROUGH EIGHTH GRADE CURRICULUM FOLLOWS STATE AND NATIONAL LEARNING STANDARDS. CLASSROOM LESSONS TEACH PERTINENT SCIENCE, SOCIAL STUDIES, MATH AND LANGUAGE ARTS CONCEPTS WITHIN THE OVERARCHING CONTEXT OF ENVIRONMENTAL EDUCATION.

HIGHLIGHTS IN 2010 INCLUDE:

* THE RAINFOREST ALLIANCE WAS HONORED WITH THE STEPPING STONES MUSEUM FOR CHILDREN STEPPING UP FOR CHILDREN AWARD.
* OUR EDUCATION TEAM PROMOTED GOOD GLOBAL CITIZENSHIP WITH SCHOOL PARTNERS IN BROOKLYN, NEWARK AND JACKSONVILLE, HELPING TO BUILD ENVIRONMENTAL VALUES AMONG 291 TEACHERS AND 3,892 STUDENTS USING LESSON PLANS ON SUSTAINABILITY.
* THE RAINFOREST ALLIANCE'S WEB BASED LEARNING SITE - WHICH INCLUDES FACTS ABOUT RAINFOREST PLANTS AND ANIMALS, ONLINE GAMES, VIRTUAL STORYBOOKS AND ACTIVITIES, AND COMPREHENSIVE RESOURCES FOR TEACHERS - RECEIVED MORE THAN 1,093,000 PAGE VIEWS AND DOWNLOADS.

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS - SUSTAINABLE TOURISM

PAGE 2, PART III, LINE 4D (3 OF 3)

TOURISM - THE RAINFOREST ALLIANCE OFFERS TRAINING TO TOURISM BUSINESSES, INCLUDING HOTELS AND LODGES, AND PROVIDES THEM WITH THE TOOLS AND TECHNIQUES THEY NEED TO RUN EFFICIENTLY AND SUSTAINABLY. BUSINESSES THAT HAVE COMPLETED OUR PROGRAM EARN THE RIGHT TO USE THE TRADEMARK RAINFOREST ALLIANCE VERIFIED TM MARK ON PROMOTIONAL MATERIALS.

THROUGH SUSTAINABLETRIP.ORG AND OTHER TOOLS, THE RAINFOREST ALLIANCE

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

ATTACHMENT 3 (CONT'D)

PROVIDES TRAVELERS, TOUR OPERATORS, AND TRAVEL AGENTS WITH A COMPREHENSIVE LISTING OF DESTINATIONS THAT ARE NOT ONLY BEAUTIFUL, BUT ALSO BENEFIT COMMUNITIES, FLORA AND FAUNA.

HIGHLIGHTS IN 2010 INCLUDE:

* THE RAINFOREST ALLIANCE TOOK HOME THE 2010 TIES INNOVATION LEADERSHIP AWARD, IN RECOGNITION OF ITS INNOVATIVE WORK TO PROMOTE SUSTAINABLE TOURISM AND BRING TANGIBLE BENEFITS TO COMMUNITIES AND CONSERVATION.
* WE LAUNCHED SUSTAINABLETRIP.ORG, A SEARCH TOOL FOR ECO-SAVVY TRAVELERS LOOKING FOR SUSTAINABLE TOURISM BUSINESSES IN LATIN AMERICA AND THE CARIBBEAN
* WE WORKED WITH 590 TOURISM BUSINESSES, UP 34 PERCENT (FROM 440 BUSINESSES) FROM 2009.

OTHER PROGRAM SERVICES - CLIMATE PROGRAM

PAGE 2, PART III, LINE 4D

CLIMATE PROGRAM- THE RAINFOREST ALLIANCE IS WORKING WITH FARMERS, FORESTERS AND TOURISM ENTREPRENEURS THROUGHOUT THE TROPICS TO HELP THEM REDUCE THEIR GREENHOUSE GAS (GHG) FOOTPRINT AND ADAPT TO THE IMPACTS OF CLIMATE CHANGE. THROUGH INNOVATIVE, MARKET-BASED TOOLS - SUCH AS THE DEVELOPMENT OF FOREST CARBON PROJECTS THAT RESULT IN THE GENERATION OF CARBON CREDITS - WE GIVE COMMUNITIES AN ADDITIONAL INCENTIVE TO CONSERVE THEIR FORESTLANDS, REDUCE PRESSURES ON FORESTS, DECREASE GHG EMISSIONS AND INCREASE CARBON STORAGE.

HIGHLIGHTS IN 2010 INCLUDE:

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

ATTACHMENT 3 (CONT'D)

* THE RAINFOREST ALLIANCE VERIFIED OR VALIDATED NINE NEW CARBON PROJECTS, COVERING ALMOST 1.3 MILLION ACRES OF LAND, BRINGING THE TOTAL NUMBER OF FOREST CARBON PROJECT VERIFICATIONS AND VALIDATIONS TO 18 (REPRESENTING 3.1 MILLION ACRES IN 16 COUNTRIES).

* WE CONCLUDED SIX ASSESSMENTS OF FOREST CARBON ACCOUNTING METHODOLOGIES

* NEARLY 400 STUDENTS, TEACHERS AND LOCAL COMMUNITY MEMBERS IN GUATEMALA'S MAYA BIOSPHERE RESERVE PARTICIPATED IN ACTIVITY-BASED TRAININGS HOSTED BY THE RAINFOREST ALLIANCE. THE TRAININGS HIGHLIGHTED THE ROLE THAT FORESTS PLAY IN CURBING CLIMATE CHANGE AND THE POTENTIAL BENEFITS OF INVESTMENTS IN FOREST CARBON PROJECTS.

* THE RAINFOREST ALLIANCE REACHED OUT TO STAKEHOLDERS AND POLICY MAKERS AT THE UNITED NATIONS CONFERENCE OF PARTIES 16 ON THE SUBJECT OF REDD+ FINANCIAL, SOCIAL AND ENVIRONMENTAL ISSUES. THE POLICY POSITIONS WE SUPPORTED THROUGH THE YEAR ARE LARGELY REFLECTED IN THE RESULTING CANCUN AGREEMENTS.

ADDITIONAL BANK ACCOUNTS

PART V, LINE 4B - FOREIGN ACCOUNTS

FOREIGN ACCOUNTS ARE ALSO MAINTAINED IN THE FOLLOWING COUNTRIES WHICH ARE IN ADDITION TO THE LISTING SHOWN IN ATTACHMENT 8: UNITED KINGDOM AND NICARAGUA.

FORM 990 REVIEW PROCESS

PAGE 6, PART VI, SECTION B, LINE 11

THE VP OF FINANCE AND ADMINISTRATION/CFO INITIALLY REVIEWS THE ORGANIZATION'S DRAFT FORM 990. THE OFFICE OF GENERAL COUNSEL REVIEWS THE

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

ATTACHMENT 3 (CONT'D)

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. EACH OFFICER AND DIRECTOR IS ASKED TO REVIEW THE DRAFT FORM 990, AND RAISE ANY QUESTIONS OR COMMENTS. AFTER ALL COMMENTS ARE RECEIVED, THE VP OF FINANCE AND ADMINISTRATION/CFO OVERSEES ANY REVISIONS BEFORE THE FINAL FORM 990 IS FILED.

CONFLICT OF INTEREST POLICY

PAGE 6, PART VI, SECTION B, LINE 12C

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, WITH RESPECT TO DISCLOSURES 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, IS DISTRIBUTED ANNUALLY TO MEMBERS OF THE COMMITTEE THAT AWARDS KLEINHANS FELLOWSHIPS AND THE RAINFOREST ALLIANCE'S DIRECTORS, OFFICERS AND KEY EMPLOYEES.

COMPENSATION POLICY

PAGE 6, PART VI, SECTION B, LINE 15

THE ORGANIZATION HAS DEVELOPED SALARY ADMINISTRATION GUIDELINES (THE "GUIDELINES") THAT APPLY IN SETTING THE COMPENSATION OF ALL OF ITS 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. THE MIDPOINT OF THE ORGANIZATION'S SALARY RANGES GENERALLY FALLS WITHIN THE SALARY RANGE AVERAGES OF COMPARABLE NON-PROFIT ORGANIZATIONS.

PERFORMANCE REVIEWS ARE 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 FOR FINANCE AND ADMINISTRATION, UNLESS THOSE INDIVIDUALS RECEIVE A MODIFICATION OF COMPENSATION THAT EXTENDS TO SUBSTANTIALLY ALL EMPLOYEES.

ORGANIZATION'S DOCUMENTS

PAGE 6, PART VI, SECTION C, LINE 19

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

PUBLIC DISCLOSURE COPY

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

ATTACHMENT 3 (CONT'D)

SUMMARIES OF ALL OF ITS POLICIES AND PROCEDURES TO ENSURE INDEPENDENCE, ARE AVAILABLE ON ITS WEBSITE.

OFFICER SALARY FOR CFO/VP OF FINANCE

PAGE 8, PART VII, SECTION A

THERE IS NO REPORTABLE COMPENSATION SHOWN IN COLUMNS D, E, OR F FOR RICHARD RYAN, THE CFO/VP OF FINANCE AND ADMINISTRATION AS HE WAS HIRED IN 2010 AND THERE WERE NO REPORTABLE WAGES ON THE 2009 W-2 FOR HIM. HE HAS BEEN INCLUDED ON THE SCHEDULE AS HE IS AN OFFICER OF THE ORGANIZATION.

FOREIGN PAYROLL TAXES AND FRINGE BENEFITS

PAGE 10, PART IX, LINE 9

FOR EMPLOYEES WORKING IN FOREIGN COUNTRIES, THE AMOUNTS FOR PENSION PLAN CONTRIBUTIONS, PAYROLL TAXES, AND OTHER EMPLOYEE BENEFITS ARE ALL INCLUDED IN LINE 9 - OTHER EMPLOYEE BENEFITS.

ENDOWMENT FUNDS

SCHEDULE D, PAGE 2, PART V, QUESTION 4

THE ENDOWMENT IS INTENDED TO SUPPORT RAINFOREST ALLIANCE IN ITS WORK TO CONSERVE BIODIVERSITY AND ENSURE SUSTAINABLE LIVELIHOODS BY FUNDING RESEARCH AND RELATED ACTIVITIES REGARDING NON-TIMBER FOREST PRODUCTS. SUCH ACTIVITIES MAY INCLUDE, WITHOUT LIMITATION, ANNUAL RESEARCH FELLOWSHIPS, RESEARCH COORDINATION TO OVERSEE THE RESEARCH AND PROVIDE SUPPORT IN REFINING AND DISSEMINATING RESEARCH RESULTS, AND CONFERENCES TO BUILD KNOWLEDGE, AWARENESS AND ACTION.

RELATED ORGANIZATIONS

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

ATTACHMENT 3 (CONT'D)

SCHEDULE R, PART I, (D) TOTAL INCOME AND (E) ASSETS

THE ORGANIZATION HAS INCLUDED ALL TRANSACTIONS OF RELATED ORGANIZATIONS IN ITS FINANCIAL STATEMENTS AS WELL AS IN ITS FORM 990. SPECIFIC IDENTIFICATION OF INCOME AND YEAR END ASSETS HAS NOT BEEN INCLUDED IN THE TOTALS SHOWN ON SCHEDULE R PART I. THE ORGANIZATION HAS PLANS TO IMPLEMENT CHANGES THAT WILL ALLOW IT TO TRACK THESE DETAILS ON A GOING-FORWARD BASIS BY ENTITY.

ATTACHMENT 4

4A PROGRAM SERVICE

SMARTWOOD - THE RAINFOREST ALLIANCE'S SMARTWOOD PROGRAM OFFERS A DIVERSE SET OF CERTIFICATION AND VERIFICATION SERVICES. AS THE WORLD'S LEADING FOREST STEWARDSHIP COUNCIL (FSC) FOREST MANAGEMENT CERTIFIER, SMARTWOOD SETS THE INTERNATIONAL GOLD STANDARD FOR CREDIBILITY IN AUDITING ENVIRONMENTALLY AND SOCIALLY RESPONSIBLE FORESTRY. FSC-CERTIFIED FORESTS CONSERVE SOIL AND WATER, REDUCE WASTE, CURB DEFORESTATION AND PROVIDE HABITAT FOR WILDLIFE. WORKERS ON CERTIFIED FORESTLANDS BENEFIT FROM SAFE WORKING CONDITIONS, HEALTH CARE AND DECENT HOUSING, AND THEIR CHILDREN HAVE ACCESS TO EDUCATION. IN ADDITION TO FSC CERTIFICATION, THE RAINFOREST ALLIANCE ALSO OFFERS TIMBER LEGALITY VERIFICATION SERVICES TO ENSURE THAT WOOD SUPPLIES COMES FROM LEGAL SOURCES, AS WELL AS VERIFYING AND VALIDATING FOREST-BASED CARBON PROJECTS UNDER A VARIETY OF STANDARDS.

HIGHLIGHTS IN 2010 INCLUDE:

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

FORM 990, PART III - PROGRAM SERVICES

ATTACHMENT 4 (CONT'D)

* THE RAINFOREST ALLIANCE'S SMARTWOOD PROGRAM ISSUED 2,987 FSC CHAIN OF CUSTODY CERTIFICATES, A 7 PERCENT INCREASE OVER THE PREVIOUS YEAR.

* THE AREA OF LAND UNDER FSC/RAINFOREST ALLIANCE CERTIFIED MANAGEMENT GREW FROM 147.8 MILLION ACRES IN 2009 TO 156 MILLION ACRES IN 2010. CURRENTLY, AN ESTIMATED 47 PERCENT OF ALL LAND MANAGED TO THE FSC'S STANDARDS HAS BEEN CERTIFIED BY THE RAINFOREST ALLIANCE.

* THE CARBON SERVICES ARM OF THE RAINFOREST ALLIANCE'S SMARTWOOD PROGRAM ACHIEVED A NUMBER OF FIRSTS IN 2010: IN CANADA, SMARTWOOD VALIDATED THE FIRST CLIMATE, COMMUNITY, AND BIODIVERSITY PROJECT; IN PARAGUAY, SMARTWOOD VALIDATED ITS FIRST REDUCED EMISSIONS FROM DEFORESTATION AND FOREST DEGRADATION (REDD) PROJECT; IN GUATEMALA, SMARTWOOD AND THE FSC VALIDATED THE FIRST PROJECT TO THE VOLUNTARY CARBON STANDARD (VCS); AND SMARTWOOD APPROVED THE FIRST AND THIRD REDD METHODOLOGIES FOR THE VCS.

* CLEARWATER PAPER COMMITTED TO CRAFTING ITS PREMIUM AND ULTRA BATH, NAPKIN AND PAPER TOWEL PRODUCTS WITH FSC/RAINFOREST ALLIANCE CERTIFIED FIBER.

ATTACHMENT 5

4B PROGRAM SERVICE

SUSTAINABLE AGRICULTURE - RAINFOREST ALLIANCE CERTIFICATION ENCOURAGES FARMERS TO GROW CROPS AND MANAGE RANCHLANDS

FORM 990, PART III - PROGRAM SERVICES

ATTACHMENT 5 (CONT'D)

SUSTAINABLY. BECAUSE OUR CERTIFICATION SYSTEM IS BUILT ON THE THREE PILLARS OF SUSTAINABILITY -- ENVIRONMENTAL PROTECTION, SOCIAL EQUITY AND ECONOMIC VIABILITY -- AND NO SINGLE PILLAR CAN SUPPORT LONG-TERM SUCCESS ON ITS OWN, WE HELP FARMERS IMPROVE IN ALL THREE AREAS. THE RAINFOREST ALLIANCE ALSO WORKS TO CONNECT CONSUMERS TO RAINFOREST ALLIANCE CERTIFIED SUSTAINABLE PRODUCTS.

HIGHLIGHTS IN 2010 INCLUDE:

* AT YEAR'S END, 1.75 MILLION ACRES OF FARMLAND HAD EARNED RAINFOREST ALLIANCE CERTIFICATION.

* WITH THE LAUNCH OF A NEW STANDARD FOR SUSTAINABLE CATTLE RANCHES, THE RAINFOREST ALLIANCE BEGAN TACKLING THE SOCIAL, ENVIRONMENTAL AND ECONOMIC PROBLEMS ASSOCIATED WITH CATTLE RANCHING -- THE LEADING CAUSE OF DEFORESTATION IN THE AMAZON.

* WE PARTICIPATED IN THE DEVELOPMENT OF NEW CLIMATE CRITERIA THAT WILL HELP FARMERS DECREASE THEIR GREENHOUSE GAS EMISSIONS, PREPARE FOR CHANGING CLIMATIC CONDITIONS AND INCREASE THE AMOUNT OF CARBON SEQUESTERED ON THEIR LANDS.

* FOR THE FIRST TIME, COFFEE FARMERS IN PAPUA NEW GUINEA AND TEA FARMERS IN SRI LANKA EARNED RAINFOREST ALLIANCE CERTIFICATION.

* WE AWARDED THE FIRST-EVER SUGARCANE CERTIFICATIONS IN BRAZIL AND EL SALVADOR.

* CARIBOU COFFEE, THE SECOND LARGEST SPECIALTY RETAILER IN THE

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

FORM 990, PART III - PROGRAM SERVICES

ATTACHMENT 5 (CONT'D)

UNITED STATES, COMMITTED TO SOURCING 100 PERCENT RAINFOREST ALLIANCE CERTIFIED COFFEE BY THE CLOSE OF 2011.

* WITH THE LAUNCH OF THE NESCAFE PLAN, NESTLE COMMITTED TO SOURCING 90,000 TONS OF COFFEE FROM FARMS THAT COMPLY WITH THE SUSTAINABLE AGRICULTURE NETWORK STANDARDS - THE STANDARDS THAT ALL RAINFOREST ALLIANCE CERTIFIED FARMS MUST MEET - BY 2020.

* A NUMBER OF COMPANIES LAUNCHED NEW PRODUCTS BEARING THE LITTLE GREEN FROG SEAL. AMONG THEM, SECOND CUP IN CANADA; GALAXY CHOCOLATE IN THE UK; TETLEY TEA IN THE UK; AMERICAN AIRLINES IN THE US; AND MEDAILLE D'OR IN SWITZERLAND.

* THE VOLUME OF RAINFOREST ALLIANCE CERTIFIED COCOA PRODUCED IN 2010 INCREASED BY 319 PERCENT OVER THE PREVIOUS YEAR - REACHING 56,000 METRIC TONS.

* MORE THAN 120,000 METRIC TONS OF RAINFOREST ALLIANCE CERTIFIED TEA WAS PRODUCED IN 2010 - A 53 PERCENT INCREASE OVER THE PREVIOUS YEAR.

ATTACHMENT 6

4C PROGRAM SERVICE

TREES - THE RAINFOREST ALLIANCE'S TRAINING, EXTENSION, ENTERPRISES AND SOURCING (TREES) PROGRAM HELPS COMMUNITIES AND SMALL- AND MEDIUM-SIZED BUSINESSES TO HARVEST FOREST PRODUCTS IN A SUSTAINABLE WAY, AND SELL THEIR GOODS TO CONSCIENTIOUS CONSUMERS IN THE GLOBAL MARKETPLACE.

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

FORM 990, PART III - PROGRAM SERVICES

ATTACHMENT 6 (CONT'D)

HIGHLIGHTS IN 2010 INCLUDE:

* TREES ASSISTED OVER 100 SMALL- AND MEDIUM-SIZED COMMUNITY AND INDIGENOUS FORESTRY OPERATIONS.

* TREES BEGAN WORKING IN AFRICA, SPECIFICALLY GHANA AND CAMEROON, AS WELL AS EIGHT NEW STATES IN MEXICO.

* IN HONDURAS'S RIO PLATANO BIOSPHERE RESERVE, FORESTRY COOPERATIVES ASSISTED BY THE RAINFOREST ALLIANCE ACHIEVED FOREST MANAGEMENT CERTIFICATION FOR THE FIRST TIME ON 37,000 ACRES OF LAND.

* THROUGH THE GUATECARBON PILOT PROJECT IN GUATEMALA - COVERING AN AREA OF ALMOST 988,500 ACRES IN THE MAYA BIOSPHERE RESERVE - TREES CONTINUED TO DEMONSTRATE HOW PAYMENT FOR ENVIRONMENTAL SERVICES FROM REDD+ IN WELL-MANAGED, CERTIFIED FOREST CAN BENEFIT LOCAL COMMUNITIES AND ENCOURAGE SUSTAINABLE LAND USE.

ATTACHMENT 7

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

DESCRIPTION	GRANTS	EXPENSES	REVENUE
SPECIAL PROJECTS	36,430.	1078821.	44,126.
COMMUNICATIONS/EDUCATION	59,680.	2090967.	1106791.
SUSTAINABLE TOURISM	53,243.	2356205.	40,305.
CLIMATE PROGRAM	5,000.	463,091.	46,470.
TOTALS	154,353.	5989084.	1,237,692.

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

ATTACHMENT 8

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

BOLIVIA

CANADA

COSTA RICA

ECUADOR

GHANA

GUATEMALA

INDONESIA

MEXICO

PERU

SPAIN

ATTACHMENT 9

FORM 990, PART VI, LINE 17 - STATES

AL,AK,AZ,AR,CA,CO,CT,

FL,GA,HI,IL,KS,KY,ME,MD,MA,MI,

MN,MS,MO,NH,NJ,NM,NY,NC,ND,OH,OK,OR,PA,

RI,SC,TN,UT,VA,WA,WV,WI,

ATTACHMENT 10

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
PRODUCTION SOLUTIONS 1953 GALLOWS RD. SUITE 600 VIENNA, VA 22182	CONSULTING	248,138.
MINDSHIFT TECHNOLOGIES 307 WAVERLEY OAKS ROAD, #201 WALTHAM, MA 02452	IT SERVICES	174,271.

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

ATTACHMENT 10 (CONT'D)

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
GLOBAL BUSINESS CONSULTING CO ABIDIAN COTE D'LVIORE	TECHNICAL CONSULTANT	140,625.
THE MESSAGE HUB 4 THE MOUNT READING UNITED KINGDOM	COMMUNICATIONS	143,795.
TOTAL COMPENSATION		706,829.

ATTACHMENT 11

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME	39,253.			39,253.
TOTALS	39,253.			39,253.

ATTACHMENT 12

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

DESCRIPTION	AMOUNT
GALA	1,383,326.
TOTAL	1,383,326.

ATTACHMENT 13

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

ATTACHMENT 13 (CONT'D)

FORM 990, PART VIII - FUNDRAISING EVENTS

DESCRIPTION	GROSS INCOME	DIRECT EXPENSES	NET INCOME
GALA	238,385.	390,579.	-152,194.
TOTALS	238,385.	390,579.	-152,194.

ATTACHMENT 14

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
SUBAGREEMENT ADVANCE	117,086.	222,386.
PREPAID EXPENSES	188,663.	239,227.
TOTALS	305,749.	461,613.

ATTACHMENT 15

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	COST OR FMV
SEGREGATED INVESTMENTS	25,446.	300,391.	FMV
TOTALS	25,446.	300,391.	

ATTACHMENT 16

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

ATTACHMENT 16 (CONT'D)

FORM 990, PART X - DEFERRED REVENUE

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED INCOME	0.	1,285,673.
TOTALS	0.	1,285,673.

ATTACHMENT 17

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: 10/31/2010
REPAYMENT TERMS: PRINCIPAL AMOUNT DUE IN FULL ON 10/31/10
PURPOSE OF LOAN: SUPPORTING SMARTWOOD PROGRAM

BEGINNING BALANCE DUE .... 956,700.
ENDING BALANCE DUE .... 956,700.

LENDER: THE FORD FOUNDATION
ORIGINAL AMOUNT: 1,500,000.
DATE OF NOTE: 07/31/1998
MATURITY DATE: 12/31/2010
REPAYMENT TERMS: REPAYMENT PERCENTAGE EACH DECEMBER 31 THROUGH 2010
PURPOSE OF LOAN: SUPPORT OF GLOBAL SMARTWOOD CERTIFICATION PROGRAM

BEGINNING BALANCE DUE .... 1,435,050.
ENDING BALANCE DUE .... 1,435,050.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE 2,391,750.

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE 2,391,750.

PUBLIC DISCLOSURE COPY

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No. 1545-0047
2009
Open to Public Inspection

Name of the organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

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

(a) Name, address, and EIN 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
RAINFOREST ALLIANCE MEXICO-ALIANZA PARA PENSAMIENTOS #104 C.P. 68000 COL. REFORMA, OAXACA MX	TREES	MX			N/A
RAINFOREST ALLIANCE CANADA 15 CHEMIN BISSON J9B 1T9 CHELSEA, QUEBEC CA	SMARTWOOD	CA			N/A
FUNDACION RAINFOREST ALLIANCE C/O LUCIANO 2, CENES DE LA VEG GRANADA, SP	SMARTSOURCE	SP			N/A
SUSTAINABLE FARM INTERNATIONAL, LIMITADA APARTADO 11029-1100 SAN JOSE, CS	AGRICULTURE	CS			N/A
RAINFOREST ALLIANCE S.R.L. CALLE MANUAL IGNACIO SALVATIER SANTA CRUZ, BL	SMARTWOOD	BL			N/A
RAINFOREST ALLIANCE LTD. 259-269 OLD MARYLEBONE ROAD NW LONDON, UK	AGRICULTURE	UK			N/A

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on 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

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

Schedule R (Form 990) 2009

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on 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?	
							Yes	No		Yes	No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on 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

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 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		X
b	Gift, grant, or capital contribution to other organization(s)	1b		X
c	Gift, grant, or capital contribution from other organization(s)	1c		X
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l	X	
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q	X	
r	Other transfer of cash or property from other organization(s)	1r		X

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–r)	(c) Amount involved
(1)	PT SMARTWOOD INDONESIA	L	1,770,910.
(2)	PT SMARTWOOD INDONESIA	Q	35,101.
(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) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

PUBLIC DISCLOSURE COPY

SCHEDULE R-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule R (Form 990)

▶ Attach to Form 990 to list additional information for Schedule R (Form 990), Part I; Part II; Part III; Part IV; Part V, line 2; or Part VI.

▶ See instructions for Schedule R (Form 990).

OMB No. 1545-0047

2009

Open to Public Inspection

Name of filing organization: RAINFOREST ALLIANCE, INC.

Employer identification number: 13-3377893

Part I Continuation of Identification of Disregarded Entities

(a) Name, address, and EIN 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
RAINFOREST ALLIANCE GHANA HSE NO. 36 ABOSTI STREET ACCRA EAST LEGON, GH	TREES	GH			N/A

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

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Part II Continuation of Identification of Related Tax-Exempt Organizations

(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

Part III **Continuation of Identification of Related Organizations Taxable as a Partnership**

(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 on box 20 of K-1	(j) General or managing partner?	
							Yes	No		Yes	No

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(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

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(7)		
(8)		
(9)		
(10)		
(11)		
(12)		
(13)		
(14)		
(15)		
(16)		
(17)		
(18)		
(19)		
(20)		
(21)		
(22)		
(23)		
(24)		

Part VI **Continuation of Unrelated Organizations Taxable as a Partnership**

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount on Box 20 of K-1	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

2009

RAINFOREST ALLIANCE, INC. 13-3377893

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
FURN AND EQUIP		608,948.	100.000			608,948.	438,488.	456,845.	SL		5.000				18,357.
SOFTWARE		132,506.	100.000			132,506.	125,304.	132,506.	SL		5.000				7,202.
LEASEHOLD IMPROVE		60,275.	100.000			60,275.	17,897.	23,925.	SL		10.000				6,028.
Less: Retired Assets															
Subtotals		801,729.				801,729.	581,689.	613,276.							31,587.
Listed Property															
Less: Retired Assets															
Subtotals															
TOTALS		801,729.				801,729.	581,689.	613,276.							31,587.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
9X9024 1.000