

PUBLIC DISCLOSURE COPY

Form **990****Return of Organization Exempt From Income Tax**

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

OMB No. 1545-0047

2010**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning 07/01, 2010, and ending 06/30, 2011**B** Check if applicable:

| | |
|--------------------------|---------------------|
| <input type="checkbox"/> | Address change |
| <input type="checkbox"/> | Name change |
| <input type="checkbox"/> | Initial return |
| <input type="checkbox"/> | Terminated |
| <input type="checkbox"/> | Amended return |
| <input type="checkbox"/> | Application pending |

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

F Name and address of principal officer:

TENSIE WHELAN

665 BROADWAY, SUITE 500 NEW YORK, NY 10012-2420

D Employer identification number

13-3377893

E Telephone number

(212) 677-1900

G Gross receipts \$ 38,802,534.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

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

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ WWW.RAINFOREST-ALLIANCE.ORG**H(c)** Group exemption number ▶**K** Form of organization: ☒ 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 MISSION OF THE RAINFOREST ALLIANCE IS TO PROTECT ECOSYSTEMS AND THE PEOPLE AND WILDLIFE THAT DEPEND ON THEM BY TRANSFORMING LAND-USE PRACTICES, BUSINESS PRACTICES AND CONSUMER BEHAVIOR. | | |
| | 2 | Check this box <input type="checkbox"/> 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 | 17. |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 17. |
| | 5 | Total number of individuals employed in calendar year 2010 (Part V, line 2a) | 5 | 157. |
| | 6 | Total number of volunteers (estimate if necessary) | 6 | 45. |
| Revenue | 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 | |
| | 8 | Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 | Program service revenue (Part VIII, line 2g) | 20,824,703. | 22,947,118. |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 13,289,320. | 15,234,467. |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 39,253. | 15,744. |
| | 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 193,193. | 191,077. |
| | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 34,346,469. | 38,388,406. |
| | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 2,233,811. | 2,752,878. |
| | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 0. | 0. |
| Expenses | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 13,483,755. | 17,178,124. |
| | b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,071,648. | 111,700. | 41,000. |
| | 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) | | |
| | 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 20,356,267. | 16,898,227. |
| | 19 | Revenue less expenses. Subtract line 18 from line 12 | 36,185,533. | 36,870,229. |
| Net Assets or Fund Balances | | | Beginning of Current Year | End of Year |
| | 20 | Total assets (Part X, line 16) | -1,839,064. | 1,518,177. |
| | 21 | Total liabilities (Part X, line 26) | 13,697,054. | 17,013,115. |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | 8,779,991. | 10,604,806. |

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 Use Only | Print/Type preparer's name | Preparer's signature | Date | Check if self-employed <input type="checkbox"/> | PTIN |
| | Firm's name ▶ WITHUMSMITH+BROWN, PC | | | | P00039958 |
| | Firm's address ▶ 1 SPRING STREET NEW BRUNSWICK, NJ 08901 | | | Firm's EIN ▶ 22-2027092 | Phone no. 732-828-1614 |

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2010)

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page **2**

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE MISSION OF THE RAINFOREST ALLIANCE IS TO PROTECT ECOSYSTEMS AND
THE PEOPLE AND WILDLIFE THAT DEPEND ON THEM 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

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

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 \$ 11,091,978. including grants of \$) (Revenue \$ 11,621,145.)

ATTACHMENT 1

4b (Code:) (Expenses \$ 11,769,995. including grants of \$ 1,967,314.) (Revenue \$ 3,448,469.)

ATTACHMENT 2

4c (Code:) (Expenses \$ 6,218,553. including grants of \$ 656,411.) (Revenue \$ 50,007.)

ATTACHMENT 3

4d Other program services. (Describe in Schedule O.) ATTACHMENT 4

(Expenses \$ 5,363,399. including grants of \$ 129,153.) (Revenue \$ 329,879.)

4e Total program service expenses ► 34,443,925.

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page 3

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-------|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A | 1 X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions) | 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, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II | 4 X | |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III | 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 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI | 11a X | |
| b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII | 11b | X |
| c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII | 11c | X |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX | 11d | X |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X | 11e X | |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X | 11f X | |
| 12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII | 12a X | |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional | 12b | 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, Parts I and IV | 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, Parts II and IV | 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, Parts III and IV | 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 (see instructions) | 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 a Did the organization operate one or more hospitals? If "Yes," complete Schedule H | 20a | X |
| b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) | 20b | |

JSA

Form 990 (2010)

0E1021 1.000

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 4

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page 4

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. | 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. | | 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. | 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 line 25. | | X |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 25 a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I. | | X |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I. | | X |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II. | | 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. | | 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. | | X |
| b | A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV. | X | |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV. | | X |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M. | X | |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M. | | X |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I. | | 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. | | 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. | 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. | X | |
| 35 | Is any related organization a controlled entity within the meaning of section 512(b)(13)? | | X |
| a | Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 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. | | 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. | | 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. | X | |

Form 990 (2010)

JSA

0E1030 1.000

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 5

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page 5

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

| | | Yes | No |
|-----|--|-----|-----|
| 1a | Enter the number reported in Box 3 of Form 1096. 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 | 157 |
| b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions) | 2b | X |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | 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: <u>ATTACHMENT 5</u> See instructions for 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 line 5a or 5b, did the organization file Form 8886-T? | 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 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 | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7g | |
| h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 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 | |
| 13 | Section 501(c)(29) qualified nonprofit health insurance issuers. | | |
| a | Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. | 13a | |
| b | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13b | |
| c | Enter the amount of reserves on hand | 13c | |
| 14a | Did the organization receive any payments for indoor tanning services during the tax year? | 14a | X |
| b | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 14b | |

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page 6

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI ☒ X**Section A. Governing Body and Management**

| | Yes | No |
|---|-----|----|
| 1a Enter the number of voting members of the governing body at the end of the tax year 1a 17 | | |
| b Enter the number of voting members included in line 1a, above, who are independent 1b 17 | | |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2 | | X |
| 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? 3 | | X |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4 | X | |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5 | | X |
| 6 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 9 | | 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 | |
| 11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? 11a | X | |
| b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 12a | X | |
| 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 6**

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.
☒ Own website ☐ Another's website ☒ 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

JSA

0E1042 1.000

Form 990 (2010)

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 7

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page 7

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII. ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) DANIEL R. KATZ DIRECTOR, CHAIR | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (2) LABEED ABOUD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (3) JOHN D. ADAMS DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (4) ADAM ALBRIGHT DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (5) DR. NOEL BROWN DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (6) DANIEL COHEN DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (7) ROGER DEROMEDI DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (8) WENDY GORDON DIRECTOR, VICE CHAIR | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (9) MARILU HERNANDEZ DE BOSOMS DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (10) SUDHAKAR KESAVAN DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (11) MARY STUART MASTERSON DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (12) BRENDAN MAY DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (13) ERIC ROTHENBERG DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (14) PETER M. SCHULTE DIRECTOR, TREASURER | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (15) KERRI A. SMITH DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (16) ANNEMIEKE WIJN DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |

JSA

Form 990 (2010)

OE1041 1.000

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 8

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page **8**

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

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (17) ALAN WILZIG DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (18) ANA PAULA TAVARES SR. VP/VP OF DEVELOPMENT | 40.00 | | | X | | | | 170,287. | 0. | 22,614. |
| (19) RICHARD RYAN CFO/VP FINANCE & ADMIN | 40.00 | | | X | | | | 132,198. | 0. | 5,989. |
| (20) VERA ZLATARSKI GENERAL COUNSEL & SECRETARY | 40.00 | | | X | | | | 140,891. | 0. | 20,069. |
| (21) TENSIE WHELAN PRESIDENT | 40.00 | | | X | | | | 221,977. | 0. | 23,356. |
| (22) MOHAMMAD RAFIQ SENIOR VICE PRESIDENT, PROGRAM | 40.00 | | | | X | | | 151,728. | 0. | 9,556. |
| (23) RICHARD DONOVAN SR. VP / VP OF FORESTRY | 40.00 | | | | | X | | 145,073. | 0. | 7,832. |
| (24) HELENA ALBUQUERQUE SR DIRECTOR OF HUMAN RESOURCES | 40.00 | | | | | X | | 128,159. | 0. | 14,547. |
| (25) DIANE JUKOFSKY VP, COMMUNICATIONS, MARKETING | 40.00 | | | | | X | | 108,451. | 0. | 11,397. |
| (26) CHRIS WILLIE CHIEF OF SUSTAINABLE AG | 40.00 | | | | | X | | 104,290. | 0. | 11,183. |
| (27) GREGORY MINNICK TREES PROGRAM DIRECTOR | 40.00 | | | | | X | | 103,850. | 0. | 16,925. |
| (28) | | | | | | | | | | |
| 1b Sub-total | | | | | | | | 1,406,904. | 0. | 143,468. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | 1,406,904. | 0. | 143,468. |

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 **10**

- 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
- 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
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

| | Yes | No |
|----------|-----|----|
| 3 | | X |
| 4 | X | |
| 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 |
|---|--------------------------------|---------------------|
| THE MESSAGE HUB 4 THE MOUNT READING UK | COMMUNICATIONS | 152,312. |
| GLOBAL BUSINESS CONSULTANTS ABIDJAN IV | TECHNICAL CONSULTANT | 126,000. |
| MINDSHIFT PO BOX 200105 PITTSBURGH, PA 15251-0105 | TECHNICAL CONSULTANT | 134,901. |
| | | |
| | | |

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 **3**

JSA

Form **990** (2010)

0E1050 1.000

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE **9**

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page 9

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 | 692,979. | | | |
| | c | Fundraising events | 1c | 1,376,681. | | | |
| | d | Related organizations | 1d | | | | |
| | e | Government grants (contributions) | 1e | 9,782,102. | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above | 1f | 11,095,356. | | | |
| | g | Noncash contributions included in lines 1a-1f: \$ | | 143,846. | | | |
| | h | Total. Add lines 1a-1f | | 22,947,118. | | | |
| Program Service Revenue | | | | Business Code | | | |
| | 2a | CERTIFICATION FEES | 900099 | 13,191,703. | 13,191,703. | | |
| | b | CONTRACT INCOME | 900099 | 1,030,787. | 1,030,787. | | |
| | c | PARTICIPATION FEE REVENUE | 900099 | 1,011,977. | 1,011,977. | | |
| | d | | | | | | |
| | e | | | | | | |
| | f | All other program service revenue | | | | | |
| | g | Total. Add lines 2a-2f | | 15,234,467. | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | ATTACHMENT 7 | 15,744. | | | 15,744. |
| | 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. | | | |
| | 7a | Gross amount from sales of assets other than inventory | (i) Securities (ii) Other | | | | |
| | 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 \$ 1,376,681. of contributions reported on line 1c). See Part IV, line 18 | ATCH 8 | 351,683. | | | |
| | b | Less: direct expenses | | 414,128. | | | |
| | c | Net income or (loss) from fundraising events | ATCH 9 | -62,445. | | | -62,445. |
| | 9a | Gross income from gaming activities. See Part IV, line 19 | | | | | |
| | b | Less: direct expenses | | | | | |
| | c | Net income or (loss) from gaming activities | | 0. | | | |
| | 10a | Gross sales of inventory, less returns and allowances | | | | | |
| | b | Less: cost of goods sold | | | | | |
| c | Net income or (loss) from sales of inventory | | 0. | | | | |
| Miscellaneous Revenue | | | | Business Code | | | |
| 11a | OTHER INCOME | 900099 | 253,522. | 253,522. | | | |
| b | | | | | | | |
| c | | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | 253,522. | | | | |
| 12 | Total revenue. See instructions | | 38,388,406. | 15,487,989. | | -46,701. | |

Form 990 (2010)

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page **10****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 . . . | 525,756. | 525,756. | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | 0. | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 | 2,227,122. | 2,227,122. | | |
| 4 Benefits paid to or for members | 0. | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 898,666. | 467,681. | 212,541. | 218,444. |
| 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 | 12,733,547. | 12,129,481. | 5,087. | 598,979. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 221,026. | 215,166. | 806. | 5,054. |
| 9 Other employee benefits | 2,397,750. | 2,246,890. | 16,756. | 134,104. |
| 10 Payroll taxes | 927,135. | 862,703. | 9,864. | 54,568. |
| 11 Fees for services (non-employees): | | | | |
| a Management | 0. | | | |
| b Legal | 131,452. | 131,452. | | |
| c Accounting | 175,455. | 175,455. | | |
| d Lobbying | 3,423. | 3,423. | | |
| e Professional fundraising services. See Part IV, line 17 | 41,000. | | | 41,000. |
| f Investment management fees | 0. | | | |
| g Other | 4,739,603. | 4,677,400. | 10,277. | 51,926. |
| 12 Advertising and promotion | 0. | | | |
| 13 Office expenses | 1,273,275. | 867,978. | 11,648. | 393,649. |
| 14 Information technology | 190,796. | 187,272. | 364. | 3,160. |
| 15 Royalties | 0. | | | |
| 16 Occupancy | 1,601,006. | 1,243,653. | 60,602. | 296,751. |
| 17 Travel | 2,465,559. | 2,365,988. | 16,462. | 83,109. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | 0. | | | |
| 19 Conferences, conventions, and meetings | 209,299. | 205,554. | | 3,745. |
| 20 Interest | 0. | | | |
| 21 Payments to affiliates | 0. | | | |
| 22 Depreciation, depletion, and amortization | 40,005. | 34,736. | 97. | 5,172. |
| 23 Insurance | 154,969. | 154,969. | | |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.) | | | | |
| a CERTIFICATIONS | 4,454,288. | 4,454,288. | | |
| b WORKSHOPS | 531,470. | 527,491. | 1,110. | 2,869. |
| c OTHER OFFICE EXPENSES | 689,177. | 501,142. | 9,024. | 179,011. |
| d BAD DEBT EXPENSE | 156,927. | 156,927. | | |
| e FOREIGN VAT TAX | 81,523. | 81,398. | 18. | 107. |
| f All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24f | 36,870,229. | 34,443,925. | 354,656. | 2,071,648. |
| 26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

PUBLIC DISCLOSURE COPY

Form 990 (2010)

13-3377893

Page 11

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year |
|---|---|--------------------------|-------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 7,251,748. | 1 | 9,187,353. |
| | 2 Savings and temporary cash investments | 613,033. | 2 | 1,189,303. |
| | 3 Pledges and grants receivable, net | 3,294,437. | 3 | 2,550,425. |
| | 4 Accounts receivable, net | 595,037. | 4 | 1,576,423. |
| | 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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 461,613. | 9 | 1,065,853. |
| | 10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 801,729. | | |
| | b Less: accumulated depreciation | 10b 653,281. | 10c | 148,448. |
| | 11 Investments - publicly traded securities | 300,391. | 11 | 649,036. |
| | 12 Investments - other securities. See Part IV, line 11 | 806,004. | 12 | 459,936. |
| | 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) | 13,697,054. | 16 | 17,013,115. | |
| Liabilities | 17 Accounts payable and accrued expenses | 4,988,786. | 17 | 6,700,489. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | 1,285,673. | 19 | 1,650,405. |
| | 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 | 2,391,750. | 23 | 2,181,750. |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities. Complete Part X of Schedule D | 113,782. | 25 | 72,162. |
| | 26 Total liabilities. Add lines 17 through 25 | 8,779,991. | 26 | 10,604,806. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | -1,121,944. | 27 | -543,505. |
| | 28 Temporarily restricted net assets | 5,039,007. | 28 | 5,951,814. |
| | 29 Permanently restricted net assets | 1,000,000. | 29 | 1,000,000. |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 Total net assets or fund balances | 4,917,063. | 33 | 6,408,309. |
| | 34 Total liabilities and net assets/fund balances | 13,697,054. | 34 | 17,013,115. |

Form 990 (2010)

PUBLIC DISCLOSURE COPY

13-3377893

Form 990 (2010)

Page **12****Part XI Reconciliation of Net Assets**

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

☒

| | | | |
|---|--|---|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 38,388,406. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 36,870,229. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 1,518,177. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 4,917,063. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | -26,931. |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 6,408,309. |

Part XII Financial Statements and Reporting

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

☐

| | Yes | No |
|---|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? | | X |
| b Were the organization's financial statements audited by an independent accountant? | 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X | |
| 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 separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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? | 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. | X | |

Form **990** (2010)

PUBLIC DISCLOSURE COPY

SCHEDULE A
(Form 990 or 990-EZ)**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.

OMB No. 1545-0047

2010Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

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

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - 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?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
- h Provide the following information about the supported organization(s).

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

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

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

Schedule A (Form 990 or 990-EZ) 2010

PUBLIC DISCLOSURE COPY

Schedule A (Form 990 or 990-EZ) 2010

13-3377893

Page 2

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|------------|-------------|-------------|-------------|-------------|-------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 7,654,259. | 18,221,104. | 19,855,976. | 21,490,519. | 23,991,780. | 91,213,638. |
| 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 | 7,654,259. | 18,221,104. | 19,855,976. | 21,490,519. | 23,991,780. | 91,213,638. |
| 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). | | | | | | 1,569,686. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 89,643,952. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|------------|-------------|-------------|-------------|-------------|--------------------------|
| 7 Amounts from line 4 | 7,654,259. | 18,221,104. | 19,855,976. | 21,490,519. | 23,991,780. | 91,213,638. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 32,124. | 55,664. | 71,907. | 39,253. | 15,744. | 214,692. |
| 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 | 139,763. | 103,950. | 428,395. | 345,387. | 253,522. | 1,271,017. |
| 11 Total support. Add lines 7 through 10 | | | | | | 92,699,347. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 64,313,227. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|-------------------------------------|
| 14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) | 14 | 96.70 % |
| 15 Public support percentage from 2009 Schedule A, Part II, line 14 | 15 | 88.45 % |
| 16a 33 1/3 % support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input checked="" type="checkbox"/> |
| b 33 1/3 % support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 17a 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | <input type="checkbox"/> |

Schedule A (Form 990 or 990-EZ) 2010

PUBLIC DISCLOSURE COPY

Schedule A (Form 990 or 990-EZ) 2010

13-3377893

Page 3

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (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) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (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 2010 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2009 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|--|----|---|
| 17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2009 Schedule A, Part III, line 17 | 18 | % |

- 19a **33 1/3 % support tests - 2010.** 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 - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

PUBLIC DISCLOSURE COPY

13-3377893

Schedule A (Form 990 or 990-EZ) 2010

Page 4

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

| DESCRIPTION | 2006 | 2007 | 2008 | 2009 | 2010 | TOTAL |
|--------------|-----------------|-----------------|-----------------|-----------------|-----------------|-------------------|
| OTHER INCOME | 139,763. | 103,950. | 428,395. | 345,387. | 253,522. | 1,271,017. |
| TOTALS | <u>139,763.</u> | <u>103,950.</u> | <u>428,395.</u> | <u>345,387.</u> | <u>253,522.</u> | <u>1,271,017.</u> |

PUBLIC DISCLOSURE COPY

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities**

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

OMB No. 1545-0047

2010**Open to Public Inspection**Department of the Treasury
Internal Revenue Service▶ **Complete if the organization is described below.**▶ **Attach to Form 990 or Form 990-EZ.**▶ **See separate instructions.**

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) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

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

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

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

1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office 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 ☐ No4a 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 filing organization made payments. 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- |
|----------|-------------|---------|--|---|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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

Schedule C (Form 990 or 990-EZ) 2010

JSA
0E1264 0.040

PUBLIC DISCLOSURE COPY

Schedule C (Form 990 or 990-EZ) 2010

13-3377893

Page **2**

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 | | | | | | | | | | | | |
|---|--|--|------------------------------------|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1 a Total lobbying expenditures to influence public opinion (grass roots lobbying) | | 3,423. | | | | | | | | | | | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | 3,423. | | | | | | | | | | | | | |
| d Other exempt purpose expenditures | | 34,440,502. | | | | | | | | | | | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | 34,443,925. | | | | | | | | | | | | | |
| f Lobbying nontaxable amount. Enter the amount from the following table in both columns. | | 1,000,000. | | | | | | | | | | | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g Grassroots nontaxable amount (enter 25% of line 1f) | | 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 there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | | | | |

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

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|---|----------|----------|----------|----------|------------|
| Calendar year (or fiscal year beginning in) | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) Total |
| 2 a Lobbying nontaxable amount | 0. | 4,341. | 10,616. | 3,423. | 18,380. |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | 27,570. |
| c Total lobbying expenditures | | 4,341. | 10,616. | 3,423. | 18,380. |
| d Grassroots nontaxable amount | | 250,000. | 250,000. | 250,000. | 750,000. |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 1,125,000. |
| f Grassroots lobbying expenditures | | 4,341. | 10,616. | 3,423. | 18,380. |

Schedule C (Form 990 or 990-EZ) 2010

PUBLIC DISCLOSURE COPY

Schedule C (Form 990 or 990-EZ) 2010

13-3377893

Page 3

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) | | (b) |
|---|-----|----|--------|
| | Yes | No | 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 | | | |
| 2a 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.

Schedule C (Form 990 or 990-EZ) 2010

JSA

0E1268 0.020

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 23

PUBLIC DISCLOSURE COPY

13-3377893

Schedule C (Form 990 or 990-EZ) 2010

Page 4

Part IV Supplemental Information *(continued)*

JSA

Schedule C (Form 990 or 990-EZ) 2010

0E1500 1.000

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 24

PUBLIC DISCLOSURE COPY

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2010

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service▶ 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.

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? <input type="checkbox"/> Yes <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> 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).

| | |
|--|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> Preservation of open space | |

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 Tax 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, and not on a historic structure listed in the National Register | 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

b Assets included in Form 990, Part X ▶ \$ _____

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

Schedule D (Form 990) 2010

JSA
0E1268 1.000

PUBLIC DISCLOSURE COPY

Schedule D (Form 990) 2010

13-3377893

Page 2

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 d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

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 XI V 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 XI V.

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 | 1,064,395. | 1,039,231. | | | |
| b Contributions | | | 1,000,000. | | |
| c Net investment earnings, gains, and losses | -5,629. | 25,164. | 39,231. | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | 1,058,766. | 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 ▶ 94.4500 %
 c Term endowment ▶ 5.5500 %

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

Part VI 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. | 29,933. | 30,342. |
| d Equipment | | 132,506. | 132,506. | 0. |
| e Other | | 608,948. | 490,842. | 118,106. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 148,448. |

Schedule D (Form 990) 2010

PUBLIC DISCLOSURE COPY

Schedule D (Form 990) 2010

13-3377893

Page 3

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 |
|---|----------------|--|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| (I) | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) | | |

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 |
|--|----------------|--|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| 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 |
|--|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| 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 |
|--|------------|
| (1) Federal income taxes | |
| (2) DEFERRED RENT LIABILITY | 72,162. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) | |

2. FIN 48 (ASC 740) 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 (ASC 740).

PUBLIC DISCLOSURE COPY

Schedule D (Form 990) 2010

13-3377893

Page 4

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 | 38,388,406. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 36,870,229. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | 3 | 1,518,177. |
| 4 | Net unrealized gains (losses) on investments | 4 | -26,931. |
| 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 | -26,931. |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | 10 | 1,491,246. |

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 | 39,412,182. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | -26,931. |
| b | Donated services and use of facilities | 2b | 917,024. |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV.) | 2d | 133,683. |
| e | Add lines 2a through 2d | 2e | 1,023,776. |
| 3 | Subtract line 2e from line 1 | 3 | 38,388,406. |
| 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 | 38,388,406. |

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

| | | | |
|---|--|----|-------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 37,920,936. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | 917,024. |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIV.) | 2d | 133,683. |
| e | Add lines 2a through 2d | 2e | 1,050,707. |
| 3 | Subtract line 2e from line 1 | 3 | 36,870,229. |
| 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 | 36,870,229. |

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

Schedule D (Form 990) 2010

JSA

0E1271 1.000

276370 M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 28

PUBLIC DISCLOSURE COPY

Schedule D (Form 990) 2010

13-3377893

Page 5

Part XIV Supplemental Information (continued)

ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER FIN 48

SCHEDULE D, PAGE 3, PART X, LINE 2

RA IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE UNITED STATES INTERNAL REVENUE CODE AND NO PROVISION FOR SUCH INCOME TAX HAS BEEN REFLECTED IN THE FINANCIAL STATEMENTS. RA HAS EVALUATED UNCERTAIN TAX POSITIONS WITH RESPECT TO ITS U.S. OPERATIONS AND CONCLUDED THERE ARE NO SUCH POSITIONS AT JUNE 30, 2011 AND 2010. THERE ARE NO OPEN TAX YEARS PRIOR TO JUNE 30, 2008. RA HAS OPERATIONS IN OTHER COUNTRIES AND IS SUBJECT TO THE LAWS AND REGULATIONS OF THOSE COUNTRIES. RA DID NOT RECOGNIZE ANY TAX RELATED INTEREST OR PENALTIES DURING THE PERIOD IN QUESTION.

RECONCILIATION OF EXPENSES

SCHEDULE D, PART XIII, RECONCILIATION OF EXPENSES, LINE 2D

DONATED SUPPLIES OF \$133,683 RELATED TO THE SPECIAL EVENT GALA WERE INCLUDED AS EXPENSES IN THE STATEMENT OF FUNCTIONAL EXPENSES BUT WERE NETTED AGAINST THE REVENUE FOR THE PRESENTATION IN FORM 990.

Schedule D (Form 990) 2010

JSA

0E1226 1.000

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 29

PUBLIC DISCLOSURE COPY

**SCHEDULE F
(Form 990)****Statement of Activities Outside the United States**

OMB No. 1545-0047

2010**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.

13-3377893

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

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

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

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

| (a) Region | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in region | (d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for and investments in region |
|---|-------------------------------------|--|---|--|--|
| (1) NORTH AMERICA | 2. | 30. | PROGRAM SERVICES | SEE PART V | 4,356,440. |
| (2) SUB-SAHARAN AFRICA | 1. | 8. | PROGRAM SERVICES | SEE PART V | 3,466,819. |
| (3) CENTRAL AMERICA/CARIBBEAN | 4. | 80. | PROGRAM SERVICES | SEE PART V | 6,211,322. |
| (4) EAST ASIA AND THE PACIFIC | 1. | 13. | PROGRAM SERVICES | SEE PART V | 1,721,489. |
| (5) EUROPE | 1. | 14. | PROGRAM SERVICES | SEE PART V | 697,630. |
| (6) SOUTH AMERICA | 2. | 32. | PROGRAM SERVICES | SEE PART V | 2,972,415. |
| (7) SOUTH ASIA | 0. | 0. | PROGRAM SERVICES | SEE PART V | 149,006. |
| (8) RUSSIA/INDEPENDENT STATES | 0. | 0. | PROGRAM SERVICES | SEE PART V | 259,448. |
| (9) | | | | | |
| (10) | | | | | |
| (11) | | | | | |
| (12) | | | | | |
| (13) | | | | | |
| (14) | | | | | |
| (15) | | | | | |
| (16) | | | | | |
| (17) | | | | | |
| 3a Sub-total | 11. | 177. | | | 19,834,569. |
| b Total from continuation sheets to Part I | | | | | |
| c Totals (add lines 3a and 3b) | 11. | 177. | | | 19,834,569. |

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

Schedule F (Form 990) 2010

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 ☐ **Part II** can be duplicated if additional space is needed.

| 1 | (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|------|--------------------------|--|--------------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| (1) | | | SOUTH AMERICA | SUSTAINABLE | 46,423. | EFT | | | |
| (2) | | | CENT. AMERICA/CARIBBEAN | SUSTAINABLE | 116,406. | EFT | | | |
| (3) | | | SOUTH AMERICA | SUSTAINABLE | 156,402. | EFT | | | |
| (4) | | | SOUTH AMERICA | SUSTAINABLE | 198,779. | EFT | | | |
| (5) | | | CENT. AMERICA/CARIBBEAN | SUSTAINABLE | 20,205. | EFT | | | |
| (6) | | | SOUTH AMERICA | SUSTAINABLE | 7,924. | EFT | | | |
| (7) | | | SOUTH AMERICA | SUSTAINABLE | 95,973. | EFT | | | |
| (8) | | | SUB-SAHARAN AFRICA | SUSTAINABLE | 81,835. | EFT | | | |
| (9) | | | SUB-SAHARAN AFRICA | SUSTAINABLE | 56,215. | EFT | | | |
| (10) | | | EUROPE/ICELAND/GREENLAND | SUSTAINABLE | 529,511. | EFT | | | |
| (11) | | | SUB-SAHARAN AFRICA | SUSTAINABLE | 37,055. | EFT | | | |
| (12) | | | EUROPE/ICELAND/GREENLAND | SUSTAINABLE | 294,201. | EFT | | | |
| (13) | | | SUB-SAHARAN AFRICA | SUSTAINABLE | 20,000. | EFT | | | |
| (14) | | | CENT. AMERICA/CARIBBEAN | SUSTAINABLE | 177,060. | EFT | | | |
| (15) | | | EAST ASIA/PACIFIC | SUSTAINABLE | 157,948. | EFT | | | |
| (16) | | | EUROPE/ICELAND/GREENLAND | SUSTAINABLE | 157,796. | EFT | | | |

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

3 Enter total number of other organizations or entities ▶▶

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ☐

Part II can be duplicated if additional space is needed.

| 1 | (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|------|--------------------------|--|-------------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| (1) | | | CENT. AMERICA/CARIBBEAN | CLIMATE CHAN | 20,750. | EFT | | | |
| (2) | | | NORTH AMERICA | SUSTAINABLE | 25,000. | | | | |
| (3) | | | | | | | | | |
| (4) | | | | | | | | | |
| (5) | | | | | | | | | |
| (6) | | | | | | | | | |
| (7) | | | | | | | | | |
| (8) | | | | | | | | | |
| (9) | | | | | | | | | |
| (10) | | | | | | | | | |
| (11) | | | | | | | | | |
| (12) | | | | | | | | | |
| (13) | | | | | | | | | |
| (14) | | | | | | | | | |
| (15) | | | | | | | | | |
| (16) | | | | | | | | | |

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

3 Enter total number of other organizations or entities ☐ 18.

Schedule F (Form 990) 2010

PUBLIC DISCLOSURE COPY

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

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

Schedule F (Form 990) 2010

PUBLIC DISCLOSURE COPY

Schedule F (Form 990) 2010

Page **4**

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No

- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ☐ Yes ☒ No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471) ☒ Yes ☐ No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ☐ Yes ☒ No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865) ☐ Yes ☒ No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) ☐ Yes ☒ No

Schedule F (Form 990) 2010

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule F (Form 990) 2010

13-3377893

Page 5

Part V Supplemental Information

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

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

SCHEDULE F, PAGE 1, PART I, ITEM 2

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

PROGRAM ACTIVITIES BY REGION

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

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

NORTH AMERICA

SUB-SAHARAN AFRICA - AGRICULTURE, SMARTWOOD, TREES

CENTRAL AMERICA/CARIBBEAN - AGRICULTURE, CLIMATE, EDUCATION, SUSTAINABLE

FARM CERTIFICATION, SMARTWOOD, TOURISM, TREES

EAST ASIA AND THE PACIFIC - AGRICULTURE, MULTI-DIVISIONAL/SPECIAL

PROJECTS, SMARTWOOD, TREES

EUROPE - AGRICULTURE, SMARTWOOD, TOURISM

SOUTH AMERICA - AGRICULTURE, CLIMATE, COMMUNICATION, EDUCATION,

MULTI-DIVISIONAL/SPECIAL PROJECTS, SMARTWOOD, TOURISM, TREES

SOUTH ASIA - AGRICULTURE

RUSSA/INDEPENDENT STATES - TREES

PUBLIC DISCLOSURE COPY

SCHEDULE G
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service

Name of the organization

RAINFOREST ALLIANCE, INC.

**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

2010**Open To Public
Inspection**

Employer identification number

13-3377893

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

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

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees
or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?☒ Yes ☐ Nob If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be
compensated at least \$5,000 by the organization.

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|--|---------------------------|--|----|--------------------------------------|--|---|
| | | Yes | No | | | |
| CHECKOWAY CONSULTING AND CREATIVE | FUNDRAISING CONSULTING | | X | | 41,000. | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |
| Total | | | | | 41,000. | |

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

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

PUBLIC DISCLOSURE COPY

Schedule G (Form 990 or 990-EZ) 2010

13-3377893

Page 2

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

| | (a) Event #1 | (b) Event #2 | (c) Other Events | (d) Total events |
|--|----------------------|--------------|----------------------|---------------------------------|
| | GALA (event type) | (event type) | 0. (total number) | (add col. (a) through col. (c)) |
| Revenue | | | | |
| 1 Gross receipts | 1,728,364. | | | 1,728,364. |
| 2 Less: Charitable contributions | 1,376,681. | | | 1,376,681. |
| 3 Gross income (line 1 minus line 2) | 351,683. | | | 351,683. |
| Direct Expenses | | | | |
| 4 Cash prizes | | | | |
| 5 Noncash prizes | | | | |
| 6 Rent/facility costs | 280,445. | | | 280,445. |
| 7 Food and beverages | | | | |
| 8 Entertainment | | | | |
| 9 Other direct expenses | 133,683. | | | 133,683. |
| 10 Direct expense summary. Add lines 4 through 9 in column (d) | | | | (414,128.) |
| 11 Net income summary. Combine line 3, column (d), and line 10 | | | | -62,445. |

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 | | | | |

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

Schedule G (Form 990 or 990-EZ) 2010

PUBLIC DISCLOSURE COPY

13-3377893

Schedule G (Form 990 or 990-EZ) 2010

Page **3**

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

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

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer☐ Employee☐ Independent contractor

17 Mandatory distributions:

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

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

Schedule G (Form 990 or 990-EZ) 2010

**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

2010**Open to Public
Inspection**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I General Information on Grants and Assistance1 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? ☒ 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. Part

It can be duplicated 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 |
|------|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| (1) | AG INNOVATIONS NETWORK 101 MORRIS ST. SUITE 212 | 68-0462304 | 501(C)(3) | 228,431. | | | | SUSTAINABLE TRADING |
| (2) | CATHOLIC RELIEF SERVICES 228 W. LEXINGTON ST. | 13-5563422 | 501(C)(3) | 96,986. | | | | SUSTAINABLE TRADING |
| (3) | UNIVERSITY OF GEORGIA RESEARCH FOUNDATION, 617 BOYD, GRFC ATHENS, GA 30602-7411 | 58-1353149 | 501(C)(3) | 15,868. | | | | MONITORING |
| (4) | WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460 | 13-1740011 | 501(C)(3) | 182,411. | | | | SUSTAINABLE FORESTRY |
| (5) | | | | | | | | |
| (6) | | | | | | | | |
| (7) | | | | | | | | |
| (8) | | | | | | | | |
| (9) | | | | | | | | |
| (10) | | | | | | | | |
| (11) | | | | | | | | |
| (12) | | | | | | | | |

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

4

3 Enter total number of other organizations

0

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

Schedule I (Form 990) (2010)

USA

0E1288 2,000

M998

5/16/2012

7:45:37 AM

V 10-8.3

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. Part III can be duplicated 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 |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |

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 IT'S LOCAL OFFICE'S REGULAR INTERACTION WITH THE RECIPIENT AND REGULAR REPORTING REQUIREMENTS THAT ARE DETERMINED FOR EACH PARTY.

PUBLIC DISCLOSURE COPY

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

2010

Open to Public
Inspection

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I Questions Regarding Compensation

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

- ☐ First-class or charter travel
- ☐ Travel for companions
- ☐ Tax indemnification and gross-up payments
- ☐ Discretionary spending account

- ☐ Housing allowance or residence for personal use
- ☐ Payments for business use of personal residence
- ☐ Health or social club dues or initiation fees
- ☐ Personal services (e.g., maid, chauffeur, chef)

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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- ☐ Compensation committee
- ☐ Independent compensation consultant
- ☐ Form 990 of other organizations

- ☐ Written employment contract
- ☒ Compensation survey or study
- ☒ 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 from the organization or a related organization?
- b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2010

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

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

Note. The sum of columns (B)(i)-(iii) 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 | | | (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 |
|---------------------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|--|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1 ANA PAULA TAVARES | (i) | 170,287. | 0. | 8,750. | 13,864. | 192,901. | |
| | (ii) | 0. | 0. | 0. | 0. | 0. | |
| 2 RICHARD DONOVAN | (i) | 145,073. | 0. | 7,223. | 609. | 152,905. | |
| | (ii) | 0. | 0. | 0. | 0. | 0. | |
| 3 VERA ZLATARSKI | (i) | 140,891. | 0. | 7,250. | 12,819. | 160,960. | |
| | (ii) | 0. | 0. | 0. | 0. | 0. | |
| 4 TENSIE WHELAN | (i) | 221,977. | 0. | 11,039. | 12,317. | 245,333. | |
| | (ii) | 0. | 0. | 0. | 0. | 0. | |
| 5 MOHAMMAD RAFIQ | (i) | 151,728. | 0. | 5,636. | 3,920. | 161,284. | |
| | (ii) | 0. | 0. | 0. | 0. | 0. | |
| 6 | (i) | | | | | | |
| (ii) | | | | | | | |
| 7 | (i) | | | | | | |
| (ii) | | | | | | | |
| 8 | (i) | | | | | | |
| (ii) | | | | | | | |
| 9 | (i) | | | | | | |
| (ii) | | | | | | | |
| 10 | (i) | | | | | | |
| (ii) | | | | | | | |
| 11 | (i) | | | | | | |
| (ii) | | | | | | | |
| 12 | (i) | | | | | | |
| (ii) | | | | | | | |
| 13 | (i) | | | | | | |
| (ii) | | | | | | | |
| 14 | (i) | | | | | | |
| (ii) | | | | | | | |
| 15 | (i) | | | | | | |
| (ii) | | | | | | | |
| 16 | (i) | | | | | | |
| (ii) | | | | | | | |

Schedule J (Form 990) 2010

PUBLIC DISCLOSURE COPY

13-3377893

Schedule J (Form 990) 2010

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.

JSA

OE1505 1.000

27637U M998 5/16/2012

7:45:37 AM V 10-8.3

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

2010**Open To Public
Inspection**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

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

| 1 | (a) Name of disqualified person | (b) Description of transaction | (c) Corrected? | |
|-----|---------------------------------|--------------------------------|----------------|----|
| | | | Yes | No |
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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? | | (c) Original principal amount | (d) Balance due | (e) In default? | | (f) Approved by board or committee? | | (g) Written agreement? | |
|---|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
| | To | From | | | Yes | No | Yes | No | Yes | No |
| (1) | | | | | | | | | | |
| (2) | | | | | | | | | | |
| (3) | | | | | | | | | | |
| (4) | | | | | | | | | | |
| (5) | | | | | | | | | | |
| (6) | | | | | | | | | | |
| (7) | | | | | | | | | | |
| (8) | | | | | | | | | | |
| (9) | | | | | | | | | | |
| (10) | | | | | | | | | | |
| Total | | | | ► \$ | | | | | | |

Part III Grants or Assistance Benefiting Interested Persons.

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount and type of assistance |
|-------------------------------|---|-----------------------------------|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |

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

Schedule L (Form 990 or 990-EZ) 2010

PUBLIC DISCLOSURE COPY

13-3377893

Schedule L (Form 990 or 990-EZ) 2010

Page **2****Part IV Business Transactions Involving Interested Persons.**

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| (1) JOKE AERTS | FORMER DIRECTOR - FAMILY | 58,284. | EMPLOYMENT - SALARY PAID | | X |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |
| (7) | | | | | |
| (8) | | | | | |
| (9) | | | | | |
| (10) | | | | | |

Part V Supplemental Information

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

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

2010**Open To Public
Inspection**Name of the organization
RAINFOREST ALLIANCE, INC.Employer identification number
13-3377893**Part I Types of Property**

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|-------------------------------|--|--|--|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | X | 8. | 36,295. | 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 1) | | 4,455. | 133,683. | |
| 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

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?

| | Yes | No |
|-----|-----|----|
| 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 an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

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

Schedule M (Form 990) (2010)

PUBLIC DISCLOSURE COPY

Schedule M (Form 990) (2010)

13-3377893

Page 2

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 1SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

| <u>DESCRIPTION</u> | <u>(A) CHECK</u> | <u>(B) NUMBER OF CONTRIBUTIONS</u> | <u>(C) REVENUES REPORTED</u> | <u>(D) METHOD OF DETERMINING</u> |
|---------------------------|------------------|--|----------------------------------|--------------------------------------|
| ANNUAL GALA GIFT BAGS AND | X | 4455. | 133,683. | FAIR MARKET VALUE |
| TOTALS | | <u>4,455.</u> | <u>133,683.</u> | |

PUBLIC DISCLOSURE COPY

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

RAINFOREST ALLIANCE, INC.

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Employer identification number

13-3377893

CONFLICT OF INTEREST POLICY

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

A COPY OF OUR CONFLICT OF INTEREST POLICY, ALONG WITH A CONFLICT OF
INTEREST DISCLOSURE STATEMENT, IS FURNISHED TO EACH DIRECTOR, OFFICER AND
STAFF MEMBER OF THE RAINFOREST ALLIANCE UPON UNDERTAKING THE DUTIES OF
SUCH OFFICE, AND ANNUALLY THEREAFTER FOR THE TERM OF SUCH PERSON'S
SERVICE TO THE ORGANIZATION. ANY DISCLOSURES ARE REVIEWED BY AN INTERNAL
COMMITTEE MADE UP OF THE PRESIDENT, VICE PRESIDENT OF FINANCE AND
ADMINISTRATION, CHIEF FINANCIAL OFFICER 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.

ORGANIZATION'S DOCUMENTS

990, PAGE 6, PART VI, SECTION C, LINE 19, PUBLIC AVAILABILITY OF DOCUMENTS
THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND
FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST TO

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

COMPENSATION POLICY

990, PAGE 6, PART VI, SECTION B, LINE 15B, COMPENSATION POLICY

THE ORGANIZATION HAS DEVELOPED SALARY ADMINISTRATION GUIDELINES (THE "GUIDELINES") THAT APPLY IN SETTING THE COMPENSATION OF ALL OF ITS EMPLOYEES, INCLUDING ITS PRESIDENT, OFFICERS, AND KEY EMPLOYEES. UNDER THE GUIDELINES, THE ORGANIZATION CONDUCTS AN ANNUAL SALARY REVIEW FOR ALL EMPLOYEES. THE ORGANIZATION PARTICIPATES IN SEVERAL SALARY SURVEYS WITH SIMILARLY SIZED, INTERNATIONAL NON-PROFIT ORGANIZATIONS TO ENSURE THAT ITS SALARIES ARE WITHIN THE RANGE OF THOSE OF COMPARABLE ORGANIZATIONS. GENERALLY, THE MIDPOINT OF THE ORGANIZATION'S SALARY RANGES FALLS WITHIN THE SALARY RANGE AVERAGES OF COMPARABLE NON-PROFIT ORGANIZATIONS. PERFORMANCE REVIEWS ARE THEN USED TO ESTABLISH AN INDIVIDUAL EMPLOYEE'S COMPENSATION WITHIN THE RANGE SET BY COMPARABILITY DATA. THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS APPROVES MODIFICATION OF COMPENSATION THAT EXTENDS TO SUBSTANTIALLY ALL EMPLOYEES. THE GUIDELINES ALSO REQUIRE THE EXECUTIVE COMMITTEE TO REVIEW AND APPROVE SEPARATELY THE COMPENSATION OF THE PRESIDENT AND VICE PRESIDENT OF FINANCE AND OPERATIONS, UNLESS SUCH INDIVIDUALS RECEIVE A MODIFICATION OF COMPENSATION THAT EXTENDS TO SUBSTANTIALLY ALL EMPLOYEES. THE TREASURER OF THE ORGANIZATION DOES NOT RECEIVE ANY COMPENSATION, AND IS THEREFORE NOT SUBJECT TO ANY REVIEW. IN 2011, A MARKET SURVEY WAS DONE FOR MUCH OF THE ORGANIZATION TO THE

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

EXTENT THAT RELIABLE AND CURRENT DATA WAS AVAILABLE THROUGH NGO SALARY SURVEYS. THIS RESULTED IN MARKET-RELATED ADJUSTMENTS TO THE SALARIES OF THE PRESIDENT, EXECUTIVE VICE PRESIDENT, SENIOR VICE PRESIDENTS, VICE PRESIDENT AND CFO AND GENERAL COUNSEL.

FORM 990 REVIEW PROCESS

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

FOREIGN PAYROLL TAXES AND FRINGE BENEFITS

990, PAGE 10, PART IX, LINE 9, FOREIGN PAYROLL TAXES AND BENEFITS GIVEN THE FACT THAT IN CERTAIN COUNTRIES IN WHICH RAINFOREST ALLIANCE OPERATES PENSION PLAN CONTRIBUTIONS ARE MANDATORY, WE COMBINE PENSION CONTRIBUTIONS, PAYROLL TAXES AND OTHER EMPLOYEE BENEFITS IN LINE 9 - OTHER EMPLOYEE BENEFITS.

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS -COMMUNICATION/EDUCATION

990, PAGE 2, PART III, LINE 4D (1 OF 2)
COMMUNICATIONS/EDUCATION THE RAINFOREST ALLIANCE'S

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

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

COMMUNICATIONS/EDUCATION PROGRAM WORKS TO PROMOTE THE WORK OF THE
RAINFOREST ALLIANCE WORLDWIDE, AND TO DEVELOP AND EXPAND OUR DISTINCTIVE
AND INNOVATIVE LEARNING MATERIALS AND IMPLEMENT OUR ENVIRONMENTAL
EDUCATION CURRICULA AT ELEMENTARY SCHOOLS WITH LARGE POPULATIONS OF
LATINO STUDENTS IN SPECIFIC US CITIES.

HIGHLIGHTS IN 2011 INCLUDE:

- BY YEAR'S END A TOTAL OF 99 SCHOOLS HAD PARTICIPATED IN OUR SCHOOL
PARTNERSHIP PROGRAM, RESULTING IN 3,000 TEACHERS TRAINED AND REACHING
30,000 STUDENTS.
- WE LAUNCHED "RAINFOREST SURVIVAL CHALLENGE," OUR FIRST MOBILE
APPLICATION FOR KIDS, AND THE RAINFOREST ALLIANCE LEARNING SITE RECEIVES
MORE THAN ONE MILLION VIEWS AND DOWNLOADS EACH YEAR-INCLUDING 100,000
VISITS TO THE KID-FRIENDLY INTERACTIVE TREEHOUSE.
- WE CREATED CURRICULA, ACTIVITIES AND TRAINING TOOLS TO TEACH STUDENTS
ABOUT THE ROLE OF FORESTS AND CARBON PROJECTS IN CLIMATE CHANGE. DURING
2011, WE LED WORKSHOPS FOR OVER 400 GUATEMALAN STUDENTS, TEACHERS, AND
COMMUNITY MEMBERS.

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS - SUSTAINABLE TOURISM

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

~~SUSTAINABLE TOURISM THE RAINFOREST ALLIANCE'S SUSTAINABLE TOURISM PROGRAM~~

IS WORKING TO HELP TOURISM ENTREPRENEURS CONSERVE THEIR ENVIRONMENTS AND
CONTRIBUTE TO LOCAL LIVELIHOODS, WHILE IMPROVING THEIR OWN BOTTOM LINE.
THE RAINFOREST ALLIANCE IS LEADING A GLOBAL EFFORT TO HELP DEFINE,
STANDARDIZE AND SCALE UP SUSTAINABLE TOURISM. PARTNERING WITH INDUSTRY
ASSOCIATIONS, NONPROFITS, AND GOVERNMENT AGENCIES, WE PROMOTE HIGHER

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ENVIRONMENTAL AND SOCIAL STANDARDS FOR THE TOURISM INDUSTRY AND GOVERNMENT TOURISM POLICY. WE HAVE BEEN WORKING WITH SMALL AND MEDIUM-SIZED BUSINESSES, AS WELL AS INDIGENOUS AND COMMUNITY GROUPS IN LATIN AMERICA, TO EDUCATE THEM ON THE OPPORTUNITIES THAT EXIST TO INCORPORATE ON-SITE CONSERVATION MEASURES INTO THEIR OPERATIONS, THEREBY MINIMIZING THEIR IMPACT ON LOCAL WILDLIFE AND LANDSCAPES.

HIGHLIGHTS IN 2011 INCLUDE:

- BY THE END OF 2011, OUR SUSTAINABLE TOURISM PROGRAM STAFF HAD WORKED WITH NEARLY 590 TOURISM COMPANIES IN SEVEN COUNTRIES THROUGHOUT LATIN AMERICA, AND WE'VE TRAINED 7,000 TOURISM ENTREPRENEURS ON HOW TO MANAGE THEIR BUSINESSES SUSTAINABLY. IN THE PERUVIAN AND ECUADORIAN AMAZON ALONE, WE'VE HELPED 72 TOURISM OPERATIONS CONSERVE 2.7 MILLION ACRES OF LAND THROUGH THE IMPLEMENTATION OF BEST MANAGEMENT PRACTICES.
- DURING 2011, THE RAINFOREST ALLIANCE PROVIDED SUPPORT FOR THE LAUNCH OF THE GLOBAL SUSTAINABLE TOURISM COUNCIL'S ACCREDITATION STANDARD, WHICH WILL ENSURE THAT TOURISM CERTIFICATION PROGRAMS MEET MINIMUM SUSTAINABILITY CRITERIA.
- AS PART OF OUR EFFORTS TO EDUCATE TRAVELERS ABOUT RESPONSIBLE TOURISM AND SUPPORT SUSTAINABLE BUSINESSES, OUR ONLINE PRESENCE NOW INCLUDES A TRI-LINGUAL ECO-TRAVEL WEBSITE FOR CONSUMERS, SUSTAINABLETRIP.ORG, AND A NEW INTERACTIVE VIRTUAL HOTEL ROOM, SMARTLODGE, WHICH TEACHES TOURISTS AND HOTEL OWNERS ABOUT SUSTAINABILITY.
- WE LAUNCHED TOUR OPERATORS PROMOTING SUSTAINABILITY (TOPS), A GLOBAL NETWORK OF TOUR OPERATORS DEDICATED TO SUPPORTING RESPONSIBLE TOURISM. INBOUND OPERATORS MUST APPLY FOR RAINFOREST ALLIANCE VERIFICATION, WHILE

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

OUTBOUND OPERATORS MUST COMMIT TO HAVING AT LEAST 30 PERCENT OF THEIR
SUPPLIERS BE SUSTAINABLY MANAGED

NEW PROGRAM SERVICE

990, PAGE 2, PART III, LINE 2

CLIMATE INITIATIVE -

THE RAINFOREST ALLIANCE PROVIDES A RANGE OF VERIFICATION SERVICES TO
CONFIRM THAT CARBON PROJECTS ARE CONSERVATION-ORIENTED AND MEET
ESTABLISHED INTERNATIONAL STANDARDS FOR CARBON SEQUESTRATION. THIS
ENABLES COMPANY- AND COMMUNITY-RUN PROJECTS TO BENEFIT FROM PAYMENTS FOR
CARBON CREDITS. WE ALSO TRAIN LOCAL ORGANIZATIONS TO DESIGN AND DEVELOP
EFFECTIVE FORESTRY AND AGROFORESTRY-BASED CARBON SEQUESTRATION PROJECTS.
IN ADDITION, WE WORK TO ENCOURAGE GOVERNMENTS TO ADOPT CLIMATE POLICIES
THAT ADDRESS THE CAUSES OF DEFORESTATION AND REWARD THE REDUCTION OF
GREENHOUSE GAS EMISSIONS THROUGH FOREST CONSERVATION AND REFORESTATION.

HIGHLIGHTS IN 2011 INCLUDED:

- THE RAINFOREST ALLIANCE HAS EMERGED AS A PREMIER AUDITOR OF FOREST
CARBON CREDIT-GENERATING PROJECTS AND AN EXPERT IN CARBON ACCOUNTING AND
METHODOLOGY. OVER THE PAST YEAR, WE'VE DOUBLED THE NUMBER OF CARBON
PROJECT AUDITS WE'VE COMPLETED, FOR A TOTAL OF 32 AUDITS IN 16 COUNTRIES.
THESE PROJECTS MANAGE AND CONSERVE MORE THAN 2.1 MILLION ACRES, AND IT'S
ESTIMATED THAT THEY'LL SEQUESTER MORE THAN 4 MILLION TONS OF CARBON
DIOXIDE.

UPDATE TO BYLAWS

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page **2**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

PART VI, SECTION A, NUMBER 4 - CHANGES TO GOVERNING DOCUMENTS

THE ORGANIZATION'S CERTIFICATE OF INCORPORATION WAS AMENDED BY RESOLUTION OF THE BOARD. A COPY OF THE AMENDMENT IS ATTACHED. THE ORGANIZATION'S BYLAWS WERE AMENDED AND RESTATED BY RESOLUTION OF THE BOARD. A COPY OF THE AMENDED AND RESTATED BYLAWS IS ATTACHED.

ATTACHMENT 1

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

SMARTWOOD - 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. THE SMARTWOOD PROGRAM OFFERS A DIVERSE SET OF CERTIFICATION AND VERIFICATION SERVICES. FISCAL YEAR 2011 WAS A SUCCESSFUL YEAR AND THE SMARTWOOD PROGRAM CONTINUED TO GROW. RAINFOREST ALLIANCE HAS MAINTAINED ITS MARKET SHARE IN TERMS OF FOREST MANAGEMENT CERTIFICATION IN THE FOREST STEWARDSHIP COUNCIL (FSC) SYSTEM, WITH AROUND 40% OF THE TOTAL CERTIFIED HECTARES IN THE FSC SYSTEM, AS MEASURED BY THE NUMBER OF FOREST HECTARES UNDER MANAGEMENT, MOVING FROM 44 MILLION TO 53 MILLION HECTARES. IN ADDITION, OUR TOTAL NUMBER OF CHAIN OF CUSTODY CERTIFICATES IN THE FSC SYSTEM HAS RISEN FROM 2,014 CERTIFICATES TO 2,667 CERTIFICATES (REPRESENTING 19% OF THE FSC PORTFOLIO).

HIGHLIGHTS IN 2011 INCLUDE:

- THE RAINFOREST ALLIANCE ISSUED 450 NEW FSC CHAIN-OF-CUSTODY CERTIFICATES, TO REACH A CUMULATIVE TOTAL OF 2,895 CERTIFICATES AWARDED TO TO BUSINESSES THAT PROCESS AND/OR SELL FOREST PRODUCTS

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 1 (CONT'D)

FROM FSC/RAINFOREST ALLIANCE CERTIFIED FORESTS, INCLUDING
SAWMILLS, WHOLESALERS, RETAILERS, PRINTERS AND PAPER MERCHANTS.
- THE AREA OF LAND UNDER FSC/RAINFOREST ALLIANCE CERTIFIED
MANAGEMENT GREW FROM 156 MILLION ACRES IN 2010 TO 163 MILLION
ACRES IN 2011. CURRENTLY, THE RAINFOREST ALLIANCE HAS CERTIFIED AN
ESTIMATED 45 PERCENT OF ALL THE LAND MANAGED TO THE FSC'S
STANDARDS WORLDWIDE.
- WE INTRODUCED FSC CERTIFICATION TO CHILE, WHICH HAS ONE OF THE
LARGEST FORESTRY SECTORS IN THE WORLD.
- WE MADE SIGNIFICANT PROGRESS IN OUR WORK WITH COMPANIES THAT
COMMIT TO PURCHASING THEIR FOREST PRODUCTS FROM SUSTAINABLE,
CERTIFIED SOURCES; WE ENGAGED WITH WALMART UK (KNOWN AS ASDA),
ORIFLAME, GENERAL MILLS, KINGFISHER AND GRUPO BIMBO, ONE OF
MEXICO'S LARGEST COMPANIES.
- OUR WORK TO HELP MAJOR RETAILERS AND BRANDS IMPROVE THEIR
PURCHASING POLICIES FOR PAPER AND PACKAGING HAS THE POTENTIAL TO
BRING 100 MILLION ACRES OF FORESTLAND UNDER SUSTAINABLE
MANAGEMENT.

ATTACHMENT 2

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

SUSTAINABLE AGRICULTURE - THE SUSTAINABLE AGRICULTURE PROGRAM IS
THE LEADING MODEL FOR EFFECTIVE IMPLEMENTATION OF SOCIAL AND
ENVIRONMENTAL BEST MANAGEMENT PRACTICES. OUR GOAL IS TO PROMOTE

Schedule O (Form 990 or 990-EZ) 2010

JSA

0E1228 2.000

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 55

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page **2**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 2 (CONT'D)

SUSTAINABLE AGRICULTURE WORLDWIDE THROUGH OUR INTERNATIONALLY CREDIBLE, PROACTIVE AND RESPONSIVE CERTIFICATION SYSTEM THAT REMAINS ACCESSIBLE TO LARGE AGRIBUSINESSES AND SMALL FARMERS ALIKE. IN THE PURSUIT OF GLOBAL SUSTAINABLE AGRICULTURE, WE ARE COMMITTED TO DEVELOPING OUR PROGRAM INTO THE LEADING MODEL FOR EFFECTIVE IMPLEMENTATION OF SOCIAL AND ENVIRONMENTAL BEST MANAGEMENT PRACTICES. OUR GOAL IS TO PROMOTE SUSTAINABLE AGRICULTURE WORLDWIDE THROUGH OUR INTERNATIONALLY CREDIBLE, PROACTIVE AND RESPONSIVE CERTIFICATION SYSTEM THAT REMAINS ACCESSIBLE TO LARGE AGRIBUSINESSES AND SMALL FARMERS ALIKE. AS WE CONTINUE TO MAXIMIZE, DOCUMENT AND SHARE THE CONSERVATION AND COMMUNITY BENEFITS OF OUR STANDARDS, WE HAVE ENCOURAGED THE INCREASED DEMAND FOR SUSTAINABLE AGRICULTURE PRODUCTS.

HIGHLIGHTS IN 2011 INCLUDE:

- BY YEAR'S END, 2.8 MILLION ACRES OF FARMLAND WERE RAINFOREST ALLIANCE CERTIFIED-AN AREA THAT INCLUDES 250,000 FARMS IN 33 COUNTRIES AROUND THE WORLD.
- RAINFOREST ALLIANCE CERTIFICATION NOW COVERS MORE THAN 30 CROPS, INCLUDING COFFEE, COCOA, BANANAS, PINEAPPLES, CITRUS AND FLOWERS. IN 2011, THE FIRST PALM OIL PLANTATION, LOCATED IN GUATEMALA, WON CERTIFICATION.

- MORE THAN 6 PERCENT OF THE WORLD'S TEA IS RAINFOREST ALLIANCE

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page **2**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 2 (CONT'D)

CERTIFIED, AND IN 2011, A GROUP OF SOUTH AFRICAN FARMS THAT GROW ROOIBOS (RED BUSH TEA) EARNED THE FIRST RAINFOREST ALLIANCE CERTIFICATION FOR THAT CROP.

- MANY NEW RAINFOREST ALLIANCE CERTIFIED PRODUCTS MADE IT ONTO THE MARKET IN 2011, INCLUDING TETLEY TEA, MAGNUM ICE CREAMS (THE UK'S NUMBER ONE BRAND) AND SWEDEN'S MARABOU CHOCOLATE. IN ALL, 510 NEW COMPANIES REGISTERED TO BUY AND SELL GOODS GROWN ON CERTIFIED FARMS DURING 2011, A 24 PERCENT GROWTH FROM THE PREVIOUS YEAR, BRINGING THE TOTAL TO 2,692.

- EL PLATANILLO COFFEE FARM IN SAN MARCOS, GUATEMALA, BECAME THE WORLD'S FIRST RAINFOREST ALLIANCE CERTIFIED™ FARM TO EARN VERIFICATION FOR ITS COMPLIANCE WITH CLIMATE-FRIENDLY CRITERIA.

- IN GHANA, WE TEAMED UP WITH OLAM INTERNATIONAL LTD. TO BEGIN PRODUCING CLIMATE-FRIENDLY COCOA.

- WE LAUNCHED THE GREENING THE COCOA INDUSTRY PROJECT, TOGETHER WITH THE GLOBAL ENVIRONMENT FACILITY AND THE UN ENVIRONMENT PROGRAMME; THE PROJECT AIMS TO BRING 10 PERCENT OF THE WORLD'S COCOA PRODUCTION INTO MORE SUSTAINABLE PRACTICES IN SIX YEARS.

- IN ECUADOR, A NEW CHOCOLATE BAR MADE WITH COCOA FROM THE COFÁN INDIGENOUS COMMUNITY IS HELPING FARMERS IMPROVE PRODUCTIVITY AND LIVING STANDARDS, WHILE PROTECTING BIODIVERSITY ON NEARLY 10,000 ACRES OF LAND.

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 2 (CONT'D)

- WE LAUNCHED AN ONLINE TRAINING PLATFORM, AN IMPORTANT STEP TOWARD ESTABLISHING A GLOBAL TRAINING SYSTEM TO SCALE UP OUR WORK WITH FARMERS AROUND THE WORLD.
- WITH THE DEBUT OF SEALYOURCUP.ORG - A WEBSITE FEATURING VIDEOS, SLIDESHOWS AND ACCOUNTS FROM THE FIELD - WE ARE EDUCATING CONSUMERS ABOUT THE ON-THE-GROUND BENEFITS OF CERTIFIED COFFEE.
- IN 2011, OUR COMMUNITY FORESTRY PROGRAM ASSISTED 175 OPERATIONS IN 10 COUNTRIES. THIS WORK BENEFITED 30,000 PEOPLE AND LED TO THE CERTIFICATION OR IMPROVED MANAGEMENT OF ABOUT 4.6 MILLION ACRES OF FORESTS.
- WE LAUNCHED AN AMBITIOUS MULTI-YEAR INITIATIVE TO TRANSFORM COMMUNITY FORESTRY ACROSS LATIN AMERICA. COMMUNITY AND INDIGENOUS GROUPS IN PERU AND BOLIVIA HAVE ALREADY SOLD MORE THAN \$2 MILLION OF BRAZIL NUTS AND TIMBER, DIVERSIFYING THEIR INCOME SOURCES WHILE CONSERVING FORESTS.
- WE SENT A DELEGATION OF CLIMATE AND FORESTRY EXPERTS TO COP17, THE MAJOR GLOBAL CLIMATE CHANGE CONFERENCE. OUR TEAM PROMOTED SUPPORT FOR CLIMATE MITIGATION STRATEGIES THAT INCLUDE PLANS TO REDUCE EMISSIONS FROM DEFORESTATION AND DEGRADATION (REDD), WHICH HAVE THE POTENTIAL TO PROTECT BIODIVERSITY WHILE HELPING TO LIFT IMPOVERISHED FOREST COMMUNITIES OUT OF POVERTY.
- THE RAINFOREST ALLIANCE AND 16 LEADING CONSERVATION NONPROFITS

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 2 (CONT'D)

LAUNCHED THE ALLIANCE FOR GLOBAL REDD+ CAPACITY, A COLLABORATIVE
EFFORT TO ENSURE STAKEHOLDER AND COMMUNITY ENGAGEMENT IN THE
DEVELOPMENT OF REDD SYSTEMS.

ATTACHMENT 3

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

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

HIGHLIGHTS IN 2011 INCLUDED:

- OUR COMMUNITY FORESTRY PROGRAM ASSISTED 175 OPERATIONS IN 10
COUNTRIES, BENEFITING 30,000 PEOPLE AND LEADING TO CERTIFICATION
OR IMPROVED MANAGEMENT OF ABOUT 4.6 MILLION ACRES OF FORESTS.

- WE CONTINUED WORK ON AN AMBITIOUS MULTI-YEAR INITIATIVE THAT
AIMS TO TRANSFORM COMMUNITY FORESTRY ACROSS LATIN AMERICA.
COMMUNITY AND INDIGENOUS GROUPS IN PERU AND BOLIVIA HAVE ALREADY
SOLD MORE THAN \$2 MILLION OF BRAZIL NUTS AND TIMBER.

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 4

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

| <u>DESCRIPTION</u> | <u>GRANTS</u> | <u>EXPENSES</u> | <u>REVENUE</u> |
|--------------------------|-----------------|-------------------|-----------------|
| SPECIAL PROJECTS | 33,927. | 1,068,672. | 21,430. |
| COMMUNICATIONS/EDUCATION | 42,156. | 1,204,951. | 159,144. |
| SUSTAINABLE TOURISM | 28,820. | 2,438,331. | 92,376. |
| CLIMATE INITIATIVE | 24,250. | 651,445. | 56,929. |
| TOTALS | <u>129,153.</u> | <u>5,363,399.</u> | <u>329,879.</u> |

ATTACHMENT 5

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

COSTA RICA

CANADA

BOLIVIA

ECUADOR

GHANA

GUATEMALA

INDONESIA

MEXICO

PERU

UNITED KINGDOM

ATTACHMENT 6

FORM 990, PART VI, LINE 17 - STATES

AL, AZ, CA, CT,

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

MS, NH, NJ, NY, NC, OH, OK, OR, PA,

RI, SC, TN, UT, WI,

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page 2

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

ATTACHMENT 7

FORM 990, PART VIII - INVESTMENT INCOME

| DESCRIPTION | (A) TOTAL REVENUE | (B) RELATED OR EXEMPT REVENUE | (C) UNRELATED BUSINESS REV. | (D) EXCLUDED REVENUE |
|-----------------|-------------------------|-------------------------------------|-----------------------------------|----------------------------|
| INTEREST INCOME | 15,744. | | | 15,744. |
| TOTALS | 15,744. | | | 15,744. |

ATTACHMENT 8

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

| DESCRIPTION | AMOUNT |
|-------------|------------|
| GALA | 1,376,681. |
| TOTAL | 1,376,681. |

ATTACHMENT 9

FORM 990, PART VIII - FUNDRAISING EVENTS

| DESCRIPTION | GROSS INCOME | DIRECT EXPENSES | NET INCOME |
|-------------|-----------------|--------------------|---------------|
| GALA | 351,683. | 414,128. | -62,445. |
| TOTALS | 351,683. | 414,128. | -62,445. |

ATTACHMENT 10

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE |
|----------------------|-------------------------|----------------------|
| SUBAGREEMENT ADVANCE | 222,386. | 812,109. |
| PREPAID EXPENSES | 239,227. | 253,744. |
| TOTALS | 461,613. | 1,065,853. |

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page **2**

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.

13-3377893

ATTACHMENT 11

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | COST OR FMV |
|------------------------|-------------------------|----------------------|----------------|
| SEGREGATED INVESTMENTS | 300,391. | 649,036. | FMV |
| TOTALS | 300,391. | 649,036. | |

ATTACHMENT 12

FORM 990, PART X - DEFERRED REVENUE

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE |
|-----------------|-------------------------|----------------------|
| DEFERRED INCOME | 1,285,673. | 1,650,405. |
| TOTALS | 1,285,673. | 1,650,405. |

ATTACHMENT 13

FORM 990, PART X - SECURED MORTGAGES AND NOTES PAYABLE

LENDER: MACARTHUR FOUNDATION

ORIGINAL AMOUNT: 1,000,000.

DATE OF NOTE: 04/16/1999

MATURITY DATE: 06/30/2015

REPAYMENT TERMS: RECOVERABLE GRANT SUBJECT TO FORGIVENESS

PURPOSE OF LOAN: SUPPORTING SMARTWOOD PROGRAM

BEGINNING BALANCE DUE 956,700.

ENDING BALANCE DUE 872,700.

LENDER: THE FORD FOUNDATION

ORIGINAL AMOUNT: 1,500,000.

DATE OF NOTE: 07/31/1998

MATURITY DATE: 06/30/2015

REPAYMENT TERMS: RECOVERABLE GRANT SUBJECT TO FORGIVENESS

PURPOSE OF LOAN: SUPPORT OF GLOBAL SMARTWOOD CERTIFICATION PROGRAM

BEGINNING BALANCE DUE 1,435,050.

ENDING BALANCE DUE 1,309,050.

JSA

Schedule O (Form 990 or 990-EZ) 2010

0E1228 2.000

27637U M998 5/16/2012 7:45:37 AM V 10-8.3

PAGE 62

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2010

Page **2**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 13 (CONT'D)

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE

2,391,750.

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE

2,181,750.

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

2010

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 |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) RAINFOREST ALLIANCE MEXICO-ALIANZA PARA PENSAMIENTOS #104 C.P. 68000 OAXACA, MX | TREES | MX | 643,357. | 479,228. | RA |
| (2) RAINFOREST ALLIANCE CANADA 15 CHEMIN BISSON J9B 1T9 CHELSEA, QUEBEC CA | SMARTWOOD | CA | 3,061,093. | 708,743. | RA |
| (3) FUNDACION RAINFOREST ALLIANCE C/O LUCIANO 2, CENES DE LA VEG GRANADA, SP | SMARTSOURCE | SP | | 40,443. | RA |
| (4) SUSTAINABLE FARM INTERNATIONAL, LIMITADA APARTADO 11029-1100 SAN JOSE, CS | AGRICULTURE | CS | 207,156. | 70,979. | RA |
| (5) RAINFOREST ALLIANCE, S.R.L. CALLE MANUAL IGNACIO SALVATIER SANTA CRUZ, BL | SMARTWOOD | BL | 206,223. | 79,339. | RA |
| (6) RAINFOREST ALLIANCE LTD. 259-269 OLD MARYLEBONE ROAD NW LONDON, UK | AGRICULTURE | UK | 732,194. | 68,305. | RA |

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 | (g) Section 512(b)(13) controlled entity? |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|
| (1) ----- | | | | | | Yes No |
| (2) ----- | | | | | | |
| (3) ----- | | | | | | |
| (4) ----- | | | | | | |
| (5) ----- | | | | | | |
| (6) ----- | | | | | | |
| (7) ----- | | | | | | |

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

Schedule R (Form 990) 2010

JSA

27637U M998 5/16/2012

7:45:37 AM V 10-8.3

0E1307 1.000

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service

Name of the organization

RAINFOREST ALLIANCE, INC.

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

2010**Open to Public
Inspection**

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 |
|--|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) RAINFOREST ALLIANCE (GHANA) HSE NO. 36 ABOTSI STREET EAST LEGON, ACCRA, GH | FOREST | GH | 596,734. | 10,701. | RA |
| (2) ----- | | | | | |
| (3) ----- | | | | | |
| (4) ----- | | | | | |
| (5) ----- | | | | | |
| (6) ----- | | | | | |

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 | (g) Section 512(b)(13) controlled entity? | |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) ----- | | | | | | | |
| (2) ----- | | | | | | | |
| (3) ----- | | | | | | | |
| (4) ----- | | | | | | | |
| (5) ----- | | | | | | | |
| (6) ----- | | | | | | | |
| (7) ----- | | | | | | | |

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

Schedule R (Form 990) 2010

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? | (k) Percentage ownership |
|---|-------------------------|--|-------------------------------------|---|---------------------------------|---------------------------------------|---|--|---|--------------------------------|
| (1) _____ | | | | | | | Yes No | | Yes No | |
| (2) _____ | | | | | | | | | | |
| (3) _____ | | | | | | | | | | |
| (4) _____ | | | | | | | | | | |
| (5) _____ | | | | | | | | | | |
| (6) _____ | | | | | | | | | | |
| (7) _____ | | | | | | | | | | |

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 |
|---|-------------------------|--|-------------------------------------|--|------------------------------|---------------------------------------|--------------------------------|
| (1) PT SMARTWOOD INDONESIA JL CIUNG WANARA #1, RENON, DENPASAR 8022 BALI, ID | SMARTWOOD PRO | ID | RA | LLC | 486,375. | 147,874. | 100.0000 |
| (2) _____ | | | | | | | |
| (3) _____ | | | | | | | |
| (4) _____ | | | | | | | |
| (5) _____ | | | | | | | |
| (6) _____ | | | | | | | |
| (7) _____ | | | | | | | |

Schedule R (Form 990) 2010

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

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

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?

| | Yes | No |
|---|-----|----|
| a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | | X |
| b Gift, grant, or capital contribution to other organization(s) | | X |
| c Gift, grant, or capital contribution from other organization(s) | | X |
| d Loans or loan guarantees to or for other organization(s) | | X |
| e Loans or loan guarantees by other organization(s) | | X |
| f Sale of assets to other organization(s) | | X |
| g Purchase of assets from other organization(s) | | X |
| h Exchange of assets | | X |
| i Lease of facilities, equipment, or other assets to other organization(s) | | X |
| j Lease of facilities, equipment, or other assets from other organization(s) | | X |
| k Performance of services or membership or fundraising solicitations for other organization(s) | | X |
| l Performance of services or membership or fundraising solicitations by other organization(s) | | X |
| m Sharing of facilities, equipment, mailing lists, or other assets | | X |
| n Sharing of paid employees | | X |
| o Reimbursement paid to other organization for expenses | | X |
| p Reimbursement paid by other organization for expenses | | X |
| q Other transfer of cash or property to other organization(s) | | X |
| r Other transfer of cash or property from other organization(s) | | 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 | (d) Method of determining amount involved |
|------------|-----------------------------------|-------------------------------|------------------------|--|
| (1) | PT SMARTWOOD INDONESIA | L | 436,028. | FMV |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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

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

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) 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 |
| (1) _____ | | | | | | | | | | |
| (2) _____ | | | | | | | | | | |
| (3) _____ | | | | | | | | | | |
| (4) _____ | | | | | | | | | | |
| (5) _____ | | | | | | | | | | |
| (6) _____ | | | | | | | | | | |
| (7) _____ | | | | | | | | | | |
| (8) _____ | | | | | | | | | | |
| (9) _____ | | | | | | | | | | |
| (10) _____ | | | | | | | | | | |
| (11) _____ | | | | | | | | | | |
| (12) _____ | | | | | | | | | | |
| (13) _____ | | | | | | | | | | |
| (14) _____ | | | | | | | | | | |
| (15) _____ | | | | | | | | | | |
| (16) _____ | | | | | | | | | | |

Schedule R (Form 990) 2010

Part VII **Supplemental Information**

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

