

Form **990**Department of the Treasury
Internal Revenue Service**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

2011Open to Public
Inspection

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

A For the 2011 calendar year, or tax year beginning

07/01, 2011, and ending

06/30, 2012

B Check if applicable:

- ☒ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ 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)

Room/suite

233 BROADWAY, 28TH FLOOR

City or town, state or country, and ZIP + 4

NEW YORK, NY 10279

F Name and address of principal officer:

TENSIE WHELAN

233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279

D Employer identification number

13-3377893

E Telephone number

(212) 677-1900

G Gross receipts \$ 43,563,473.**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)**H(c)** Group exemption number ▶**I** Tax-exempt status:☒

501(c)(3)

☐

501(c) () ◀ (insert no.)

☐

4947(a)(1) or

☐

527

J Website: ▶ WWW.RAINFOREST-ALLIANCE.ORG**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 RAINFOREST ALLIANCE WORKS TO CONSERVE BIODIVERSITY AND ENSURE SUSTAINABLE LIVELIHOODS 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	15.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15.
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	168.
6 Total number of volunteers (estimate if necessary)	6	45.	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	22,947,118.	23,817,870.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,234,467.	19,316,760.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	15,744.	50,478.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	191,077.	49,360.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	38,388,406.	43,234,468.
14 Benefits paid to or for members (Part IX, column (A), line 4)	2,752,878.	3,241,513.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0	
16a Professional fundraising fees (Part IX, column (A), line 11e)	17,178,124.	19,173,655.	
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,537,892.	41,000.	46,500.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	16,898,227.	18,262,072.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	36,870,229.	40,723,740.	
19 Revenue less expenses. Subtract line 18 from line 12	1,518,177.	2,510,728.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	17,013,115.	18,613,190.
	22 Net assets or fund balances. Subtract line 21 from line 20.	10,604,806.	9,669,010.
		6,408,309.	8,944,180.

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 _____

CATHERINE BENDALL

Firm's name ▶ WITHUMSMITH+BROWN, PC Firm's EIN ▶ 22-2027092

Firm's address ▶ 1 SPRING STREET NEW BRUNSWICK, NJ 08901 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** (2011)

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2011)

Page **2****Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒**1** Briefly describe the organization's mission:

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☒ Yes ☐ No
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 organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 13,542,529. including grants of \$ 18,287.) (Revenue \$ 13,740,006.)

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

4b (Code:) (Expenses \$ 11,832,540. including grants of \$ 2,118,903.) (Revenue \$ 5,272,325.)

ATTACHMENT 1

4c (Code:) (Expenses \$ 7,254,765. including grants of \$ 908,666.) (Revenue \$ 86,640.)

ATTACHMENT 2

4d Other program services (Describe in Schedule O.) ATTACHMENT 3
(Expenses \$ 5,047,607. including grants of \$ 195,657.) (Revenue \$ 413,250.)**4e** Total program service expenses ► 37,677,441.

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2011)

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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<input type="checkbox"/>	<input type="checkbox"/>

Form 990 (2011)

JSA

1E1021 1.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 4

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2011)

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

Form 990 (2011)

JSA

1E1030 1.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 5

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2011)

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 84	
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 168	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
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 4</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?	13a	
Note. See the instructions for additional information the organization must report on Schedule O.		
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 (2011)

RAINFOREST ALLIANCE, INC.

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. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. 1a 15		
b Enter the number of voting members included in line 1a, above, who are independent. 1b 15		
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?		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?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	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		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	X	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	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	X	
b Other officers or key employees of the organization	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?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **ATTACHMENT 5**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **RICHARD RYAN, 233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279 212-677-1900**

JSA

Form 990 (2011)

PUBLIC DISCLOSURE COPY

Form 990 (2011)

RAINFOREST ALLIANCE, INC.

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DANIEL R. KATZ DIRECTOR, CHAIR	1.00	X		X				0	0	0
(2) LABEEB ABOUD DIRECTOR	1.00	X						0	0	0
(3) ADAM ALBRIGHT DIRECTOR	1.00	X						0	0	0
(4) DANIEL COHEN DIRECTOR	1.00	X						0	0	0
(5) ROGER DEROMEDI DIRECTOR	1.00	X						0	0	0
(6) WENDY GORDON DIRECTOR, VICE CHAIR	1.00	X		X				0	0	0
(7) MARILU HERNANDEZ DE BOSOMS DIRECTOR	1.00	X						0	0	0
(8) BRENDAN MAY DIRECTOR	1.00	X						0	0	0
(9) ERIC ROTHENBERG DIRECTOR	1.00	X						0	0	0
(10) PETER M. SCHULTE DIRECTOR, TREASURER	1.00	X		X				0	0	0
(11) KERRI A. SMITH DIRECTOR	1.00	X						0	0	0
(12) ANNEMIEKE WIJN DIRECTOR	1.00	X						0	0	0
(13) AMAURY DE PORET DIRECTOR	1.00	X						0	0	0
(14) LARRY LUNT DIRECTOR	1.00	X						0	0	0

JSA

Form 990 (2011)

1E1041 1.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 8

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2011)

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) DAVID ROSS DIRECTOR	1.00	X						0	0	0
(16) NOEL BROWN EMERITUS DIRECTOR	1.00	X						0	0	0
(17) KARL FOSSUM DIRECTOR THROUGH JULY 2011	1.00	X						0	0	0
(18) SUDHAKAR KESEVAN EMERITUS DIRECTOR	1.00	X						0	0	0
(19) ALAN WILZIG EMERITUS DIRECTOR	1.00	X						0	0	0
(20) MARY STUART MASTERSON DIRECTOR THROUGH 9/30/2011	1.00	X						0	0	0
(21) TENSIE WHELAN PRESIDENT	40.00			X				256,349.	0	22,042.
(22) ANA PAULA TAVARES SR. VP/VP OF DEVELOPMENT	40.00			X				210,653.	0	20,544.
(23) VERA ZLATARSKI GENERAL COUNSEL & SECRETARY	40.00			X				161,080.	0	18,102.
(24) RICHARD RYAN CFO/VP FINANCE & ADMIN	40.00			X				152,684.	0	13,164.
(25) LESLIE PARK GENERAL COUNSEL & SECRETARY	40.00			X				93,004.	0	10,780.
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								1,772,945.	0	194,532.
d Total (add lines 1b and 1c)								1,772,945.	0	194,532.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **14**

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

	Yes	No
3		X
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 6		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 2		

Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees <i>(continued)</i>
-----------------	--

[illegible]

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 14

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►		

PUBLIC DISCLOSURE COPY

Form 990 (2011)

RAINFOREST ALLIANCE, INC.

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	1 a	Federated campaigns	1 a				
	b	Membership dues	1 b	812,348.			
	c	Fundraising events	1 c	1,498,500.			
	d	Related organizations	1 d				
	e	Government grants (contributions)	1 e	10,361,584.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1 f	11,145,438.			
	g	Noncash contributions included in lines 1a-1f: \$		37,293.			
	h	Total. Add lines 1a-1f		23,817,870.			
Program Service Revenue			Business Code				
	2 a	CERTIFICATION FEES	900099	13,838,314.	13,838,314.		
	b	CONTRACT INCOME	900099	566,669.	566,669.		
	c	PARTICIPATION AGREEMENT REVENUE	900099	4,911,777.	4,911,777.		
	d					
	e					
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		19,316,760.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 7		50,478.			50,478.
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
		(i) Real (ii) Personal					
	6 a	Gross rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
		(i) Securities (ii) Other					
	7 a	Gross amount from sales of assets other than inventory					
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		0			
	8 a	Gross income from fundraising events (not including \$ 1,498,500. ATCH 8 of contributions reported on line 1c).					
		See Part IV, line 18 a		182,904.			
	b	Less: direct expenses b		329,005.			
	c	Net income or (loss) from fundraising events ATCH 9		-146,101.			
9 a	Gross income from gaming activities. See Part IV, line 19 a						
b	Less: direct expenses b						
c	Net income or (loss) from gaming activities		0				
10 a	Gross sales of inventory, less returns and allowances a						
b	Less: cost of goods sold b						
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue			Business Code				
11 a	OTHER INCOME	900099	195,461.	195,461.			
b						
c						
d	All other revenue						
e	Total. Add lines 11a-11d		195,461.				
12	Total revenue. See instructions		43,234,468.	19,512,221.		50,478.	

Form 990 (2011)

PUBLIC DISCLOSURE COPY

Form 990 (2011)

RAINFOREST ALLIANCE, INC.

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).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	8,500.	8,500.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	3,233,013.	3,233,013.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,512,037.	930,162.	313,934.	267,941.
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	13,470,292.	12,693,766.	4,366.	772,160.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	224,036.	215,825.	691.	7,520.
9 Other employee benefits	2,779,826.	2,591,000.	3,832.	184,994.
10 Payroll taxes	1,187,464.	1,099,697.	6,389.	81,378.
11 Fees for services (non-employees):	0			
a Management	227,619.	227,619.		
b Legal	197,559.	197,559.		
c Accounting	0			
d Lobbying	46,500.			46,500.
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	4,790,345.	4,525,125.	82,112.	183,108.
g Other	131,192.	131,192.		
12 Advertising and promotion	1,314,796.	754,336.	15,807.	544,653.
13 Office expenses	729,372.	635,515.	2,011.	91,846.
14 Information technology	0			
15 Royalties	1,654,946.	1,425,043.	24,264.	205,639.
16 Occupancy	2,627,979.	2,556,181.	27,183.	44,615.
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	132,702.	132,702.		
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	39,585.	33,600.	245.	5,740.
22 Depreciation, depletion, and amortization	111,291.	111,291.		
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)	4,245,983.	4,245,880.	19.	84.
a CERTIFICATIONS	577,192.	568,151.	526.	8,515.
b WORKSHOPS	469,088.	351,483.	26,689.	90,916.
c OTHER OFFICE EXPENSES	556,551.	556,379.	29.	143.
d BAD DEBT EXPENSE	455,872.	453,422.	310.	2,140.
e All other expenses	40,723,740.	37,677,441.	508,407.	2,537,892.
25 Total functional expenses. Add lines 1 through 24e				
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

JSA
1E1052 1.000Form **990** (2011)

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2011)

Page 11

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	9,187,353.	1	10,161,466.
	2 Savings and temporary cash investments	1,189,303.	2	425,821.
	3 Pledges and grants receivable, net	2,550,425.	3	4,134,473.
	4 Accounts receivable, net	1,576,423.	4	1,744,578.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	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)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	1,065,853.	9	457,332.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 801,729.		
	b Less: accumulated depreciation	10b 692,866.		
	11 Investments - publicly traded securities	148,448.	10c	108,863.
	12 Investments - other securities. See Part IV, line 11	488,345.	11	919,861.
	13 Investments - program-related. See Part IV, line 11	620,627.	12	212,219.
	14 Intangible assets	0	13	0
	15 Other assets. See Part IV, line 11	0	14	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	186,338.	15	448,577.	
17 Accounts payable and accrued expenses	17,013,115.	16	18,613,190.	
18 Grants payable	5,791,382.	17	6,563,908.	
19 Deferred revenue	1,650,405.	18	737,051.	
20 Tax-exempt bond liabilities	0	19	0	
21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	20	0	
22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	909,107.	21	663,528.	
23 Secured mortgages and notes payable to unrelated third parties. ATCH 12	0	22	0	
24 Unsecured notes and loans payable to unrelated third parties	2,181,750.	23	1,686,750.	
25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	24	0	
26 Total liabilities. Add lines 17 through 25	72,162.	25	17,773.	
27 Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.	10,604,806.	26	9,669,010.	
28 Unrestricted net assets	-543,505.	27	512,025.	
29 Temporarily restricted net assets	5,951,814.	28	7,432,155.	
30 Permanently restricted net assets	1,000,000.	29	1,000,000.	
31 Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
32 Capital stock or trust principal, or current funds		30		
33 Paid-in or capital surplus, or land, building, or equipment fund		31		
34 Retained earnings, endowment, accumulated income, or other funds		32		
35 Total net assets or fund balances	6,408,309.	33	8,944,180.	
36 Total liabilities and net assets/fund balances	17,013,115.	34	18,613,190.	

Form 990 (2011)

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Form 990 (2011)

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	43,234,468.
2	Total expenses (must equal Part IX, column (A), line 25)	2	40,723,740.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,510,728.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,408,309.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	25,143.
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	8,944,180.

Part XII Financial Statements and ReportingCheck 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** (2011)

SCHEDULE A
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

2011Open to Public
Inspection

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ 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).

(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) 2011

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	18,221,104.	19,855,976.	21,490,519.	23,991,780.	24,000,774.	107,560,153.
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.	18,221,104.	19,855,976.	21,490,519.	23,991,780.	24,000,774.	107,560,153.
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).						3,448,746.
6 Public support. Subtract line 5 from line 4.						104,111,407.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	18,221,104.	19,855,976.	21,490,519.	23,991,780.	24,000,774.	107,560,153.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	55,664.	71,907.	39,253.	15,744.	50,478.	233,046.
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	103,950.	428,395.	345,387.	253,522.	195,461.	1,326,715.
11 Total support. Add lines 7 through 10.						109,119,914.
12 Gross receipts from related activities, etc. (see instructions)					12	70,538,395.
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 2011 (line 6, column (f) divided by line 11, column (f))	14	95.41 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	96.70 %
16a 33 1/3% support test - 2011. 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 - 2010. 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 - 2011. 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 - 2010. 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) 2011

JSA

1E1220 1.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 16

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. 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 - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

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

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule A (Form 990 or 990-EZ) 2011

Page 4

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
OTHER INCOME	103,950.	428,395.	345,387.	253,522.	195,461.	1,326,715.
TOTALS	<u>103,950.</u>	<u>428,395.</u>	<u>345,387.</u>	<u>253,522.</u>	<u>195,461.</u>	<u>1,326,715.</u>

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

OMB No. 1545-0047

2011**Open to Public Inspection**Department of the Treasury
Internal Revenue Service**For Organizations Exempt From Income Tax Under section 501(c) and section 527**▶ **Complete if the organization is described below.**▶ **Attach to Form 990 or Form 990-EZ.**▶ **See separate instructions.****If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

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

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

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

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

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

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 in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

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

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

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. 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 Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2011

PUBLIC DISCLOSURE COPY

Schedule C (Form 990 or 990-EZ) 2011

RAINFOREST ALLIANCE, INC.

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

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a Lobbying nontaxable amount	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) 2011

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule C (Form 990 or 990-EZ) 2011

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)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

		(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?			
j	Total. Add lines 1c through 1i			
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule C (Form 990 or 990-EZ) 2011

Page 4

Part IV Supplemental Information (continued)

SCHEDULE D
(Form 990)

 Department of the Treasury
 Internal Revenue Service

Name of the organization

RAINFOREST ALLIANCE, INC.

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011
**Open to Public
Inspection**

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 section 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) 2011

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule D (Form 990) 2011

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 XIV and complete the following table:

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

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

b If "Yes," explain the arrangement in Part XIV.

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

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

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

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► 92.3000 %
 c Temporarily restricted endowment ► 7.7000 %

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

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

- (i) unrelated organizations
 (ii) related organizations

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

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

4 Describe in Part 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 property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		60,275.	35,960.	24,315.
d Equipment		210,610.	163,747.	46,863.
e Other		530,844.	493,159.	37,685.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				108,863.

Schedule D (Form 990) 2011

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule D (Form 990) 2011

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) Book value	
(1) Federal income taxes		
(2) DEFERRED RENT LIABILITY	17,773.	
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
(11) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►		17,773.

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

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule D (Form 990) 2011

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	43,234,468.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	40,723,740.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,510,728.
4	Net unrealized gains (losses) on investments	4	
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	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	2,510,728.

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	43,904,924.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	25,142.
b	Donated services and use of facilities	2b	645,314.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	670,456.
3	Subtract line 2e from line 1	3	43,234,468.
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	43,234,468.

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

1	Total expenses and losses per audited financial statements	1	41,369,053.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	645,314.
b	Prior year adjustments	2b	
c	Other losses	2c	-1.
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	645,313.
3	Subtract line 2e from line 1	3	40,723,740.
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	40,723,740.

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) 2011

JSA

1E1271 1.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 31

PUBLIC DISCLOSURE COPY

Schedule D (Form 990) 2011

RAINFOREST ALLIANCE, INC.

13-3377893

Page 5

Part XIV Supplemental Information (continued)

ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER ASC 740

SCHEDULE D, PAGE 3, PART X, LINE 2

RA IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE UNITED STATES INTERNAL REVENUE CODE AND NO PROVISION FOR SUCH INCOME TAX HAS BEEN REFLECTED IN THE FINANCIAL STATEMENTS. RA HAS EVALUATED UNCERTAIN TAX POSITIONS WITH RESPECT TO ITS U.S. OPERATIONS AND CONCLUDED THERE ARE NO SUCH POSITIONS AT JUNE 30, 2012 AND 2011. THERE ARE NO OPEN TAX YEARS PRIOR TO JUNE 30, 2009. RA HAS OPERATIONS IN OTHER COUNTRIES AND IS SUBJECT TO THE LAWS AND REGULATIONS OF THOSE COUNTRIES. RA DID NOT RECOGNIZE ANY TAX RELATED INTEREST OR PENALTIES DURING THE PERIOD IN QUESTION.

SCHEDULE D, PART IV, CUSTODIAL FUNDS

SCHEDULE D, PART IV, CUSTODIAL FUNDS, 2B

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

Schedule D (Form 990) 2011

JSA

1E1226 2.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 32

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

OMB No. 1545-0047

2011**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

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	5.	76.	PROGRAM SERVICES	SEE PART V	8,740,747.
(2) EAST ASIA AND THE PACIFIC	1.	15.	PROGRAM SERVICES	SEE PART V	1,698,545.
(3) EUROPE	1.	15.	PROGRAM SERVICES	SEE PART V	2,323,251.
(4) NORTH AMERICA	2.	33.	PROGRAM SERVICES	SEE PART V	4,693,010.
(5) SOUTH AMERICA	6.	28.	PROGRAM SERVICES	SEE PART V	2,868,798.
(6) SUB-SAHARAN AFRICA	2.	13.	PROGRAM SERVICES	SEE PART V	4,605,624.
(7) SOUTH ASIA			PROGRAM SERVICES	RA CERT	335,047.
(8) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	RA CERT	124,913.
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total.	17.	180.			25,389,935.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	17.	180.			25,389,935.

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

Schedule F (Form 990) 2011

JSA
1E1274 1.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 33

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule F (Form 990) 2011

Page **2**

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	AGRICULTURE	57,242.	EFT			
(2)			SOUTH AMERICA	AGRICULTURE	65,757.	EFT			
(3)			CENT. AMERICA/CARIBBEAN	TREES	36,833.	EFT			
(4)			SOUTH AMERICA	TOURISM	56,824.	EFT			
(5)			SUB-SAHARAN AFRICA	TREES	55,759.	EFT			
(6)			SUB-SAHARAN AFRICA	AGRICULTURE	460,223.	EFT			
(7)			SUB-SAHARAN AFRICA	AGRICULTURE	43,855.	EFT			
(8)			SUB-SAHARAN AFRICA	AGRICULTURE	198,132.	EFT			
(9)			SUB-SAHARAN AFRICA	AGRICULTURE	20,000.	EFT			
(10)			CENT. AMERICA/CARIBBEAN	AGRICULTURE	255,081.	EFT			
(11)			SUB-SAHARAN AFRICA	AGRICULTURE	267,917.	EFT			
(12)			SUB-SAHARAN AFRICA	AGRICULTURE	135,348.	EFT			
(13)			RUSSIA	TREES	85,393.	EFT			
(14)			SOUTH AMERICA	CLIMATE	8,000.	EFT			
(15)			CENT. AMERICA/CARIBBEAN	TREES	336,763.	EFT			
(16)			CENT. AMERICA/CARIBBEAN	AGRICULTURE	98,467.	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 ☐

Schedule F (Form 990) 2011

JSA

1E1275 1.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 34

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule F (Form 990) 2011

Page 2

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)			EAST ASIA/PACIFIC	TREES	142,183.	EFT			
(2)			EAST ASIA/PACIFIC	AGRICULTURE	40,000.	EFT			
(3)			SUB-SAHARAN AFRICA	AGRICULTURE	70,000.	EFT			
(4)			CENT. AMERICA/CARIBBEAN	TREES	60,093.	EFT			
(5)			SOUTH AMERICA	ICAA	59,509.	EFT			
(6)			SUB-SAHARAN AFRICA	AGRICULTURE	56,010.	EFT			
(7)			CENT. AMERICA/CARIBBEAN	TREES	50,000.	EFT			
(8)			SUB-SAHARAN AFRICA	AGRICULTURE	46,100.	EFT			
(9)			CENT. AMERICA/CARIBBEAN	TREES	41,347.	EFT			
(10)			CENT. AMERICA/CARIBBEAN	TREES	38,500.	EFT			
(11)			SOUTH AMERICA	AGRICULTURE	36,251.	EFT			
(12)			SOUTH AMERICA	AGRICULTURE	34,405.	EFT			
(13)			CENT. AMERICA/CARIBBEAN	AGRICULTURE	30,834.	EFT			
(14)			SUB-SAHARAN AFRICA	AGRICULTURE	30,000.	EFT			
(15)			SUB-SAHARAN AFRICA	TREES	28,000.	EFT			
(16)			SUB-SAHARAN AFRICA	AGRICULTURE	26,825.	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

Schedule F (Form 990) 2011

JSA

1E1275 1.000

276370 M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 35

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule F (Form 990) 2011

Page **2**

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	CLIMATE	18,970.	EFT			
(2)			CENT. AMERICA/CARIBBEAN	AGRICULTURE	17,002.	EFT			
(3)			CENT. AMERICA/CARIBBEAN	TREES	15,000.	EFT			
(4)			SUB-SAHARAN AFRICA	AGRICULTURE	14,496.	EFT			
(5)			SUB-SAHARAN AFRICA	AGRICULTURE	13,058.	EFT			
(6)			CENT. AMERICA/CARIBBEAN	TREES	10,000.	EFT			
(7)			SUB-SAHARAN AFRICA	AGRICULTURE	10,000.	EFT			
(8)			SUB-SAHARAN AFRICA	AGRICULTURE	6,932.	EFT			
(9)			SUB-SAHARAN AFRICA	TREES	6,898.	EFT			
(10)			EAST ASIA/PACIFIC	AGRICULTURE	48,000.	EFT			
(11)			SUB-SAHARAN AFRICA	AGRICULTURE	67,041.	EFT			
(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 **39.**

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

Schedule F (Form 990) 2011

JSA

1E1275 1.000

276370 M998 5/15/2013 3:04:16 PM V 11-6.5

PAGE 36

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule F (Form 990) 2011

Page **3**

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

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

Schedule F (Form 990) 2011

JSA

1E1276 1.000

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule F (Form 990) 2011

Page **4****Part IV Foreign Forms**

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

Schedule F (Form 990) 2011

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule F (Form 990) 2011

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; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

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

SCHEDULE F, PAGE 1, PART I, ITEM 2

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

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

WITH AWARD RECIPIENTS. AWARD RECIPIENTS ARE CONTRACTUALLY OBLIGATED TO

PROVIDE PERIODIC SUBSTANTIVE FINANCIAL AND NARRATIVE REPORTING.

RAINFOREST ALLIANCE'S PROJECT PERSONNEL REVIEW AND ACKNOWLEDGE REPORTS,

ARCHIVING THEM ELECTRONICALLY TO THE PROJECT AND ITS ASSOCIATED

DOCUMENTS AND CONTRACTS (INCLUDING THE LARGER DONOR CONTRACTS). THE

EVALUATION & RESEARCH TEAM ANALYZE REPORTS WHEN NECESSARY. RELEASE OF

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

REPORTING, POTENTIALLY ALONG WITH OTHER DOCUMENTS CORROBORATING THE

AWARD-RECIPIENT'S EFFORTS.

PROGRAM ACTIVITIES BY REGION

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

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

CENTRAL AMERICA/CARIBBEAN - ALL PROGRAMS

EAST ASIA AND THE PACIFIC - RA CERT & AGRICULTURE

EUROPE - RA CERT & AGRICULTURE

NORTH AMERICA - ALL PROGRAMS

SOUTH AMERICA - ALL PROGRAMS

SUB-SAHARAN AFRICA - ALL PROGRAMS

SCHEDULE G
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

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

OMB No. 1545-0047

2011Open to Public
Inspection

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.**a** ☒ Mail solicitations**b** ☒ Internet and email solicitations**c** ☒ Phone solicitations**d** ☒ In-person solicitations**e** ☒ Solicitation of non-government grants**f** ☒ Solicitation of government grants**g** ☒ Special fundraising events**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 CHECKOWAY CONSULTING AND CREATIVE	FUNDRAISING CONSULTING		X		46,500.	
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total					46,500.	

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, CO, CT, FL, GA, HI, IL,

KS, KY, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH,

OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule G (Form 990 or 990-EZ) 2011

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)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	1,681,404.			1,681,404.
	2 Less: Charitable contributions	1,498,500.			1,498,500.
	3 Gross income (line 1 minus line 2).	182,904.			182,904.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	62,401.			62,401.
	7 Food and beverages	113,971.			113,971.
	8 Entertainment	23,950.			23,950.
	9 Other direct expenses	128,683.			128,683.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(329,005.)
	11 Net income summary. Combine line 3, column (d), and line 10				-146,101.

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				
	2 Cash prizes				
Direct Expenses	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: _____

10a 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) 2011

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule G (Form 990 or 990-EZ) 2011

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 ► _____

- 15a 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) 2011

SCHEDULE I
(Form 990)

OMB No. 1545-0047

2011

Open to Public
Inspection

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.

Department of the Treasury
Internal Revenue Service
Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ 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 II 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)	WRIGHT STATE UNIVERSITY 3640 COLONEL GLENN HWY DAYTON, OH 45435	31-0732831	501 (C) (3)	8,500.				EVALUATION & RESEARC
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule I (Form 990) (2011)

Page 2

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

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

PROGRAM PERSONNEL IN THE U.S. MAINTAIN ONGOING INTERACTIONS WITH

U.S.-AWARD RECIPIENTS. AWARD RECIPIENTS ARE CONTRACTUALLY OBLIGATED TO

PROVIDE PERIODIC SUBSTANTIVE FINANCIAL AND NARRATIVE REPORTING.

RAINFOREST ALLIANCE'S PROJECT PERSONNEL REVIEW AND ACKNOWLEDGE REPORTS,

ARCHIVING THEM ELECTRONICALLY TO THE PROJECT AND ITS ASSOCIATED

DOCUMENTS AND CONTRACTS (INCLUDING THE LARGER DONOR CONTRACTS). THE

EVALUATION & RESEARCH TEAM ANALYZE REPORTS WHEN NECESSARY. RELEASE OF

JSA

1E1504 2.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

PUBLIC DISCLOSURE COPY

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.

FURTHER SUB-GRANT FUNDING IS CONTINGENT ON RA'S ACCEPTANCE OF THE REPORTING, POTENTIALLY ALONG WITH OTHER DOCUMENTS CORROBORATING THE AWARD-RECIPIENT'S EFFORTS.

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

2011**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**1b****2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?**2****3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.☐
☒
☐

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?
- 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.

4a**4b****4c**

X

X

X

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

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

5a**5b**

X

X

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

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

6a**6b**

X

X

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

X

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

X

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

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

Schedule J (Form 990) 2011

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule J (Form 990) 2011

Page 2

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

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

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

	(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Non-taxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	TENSIE WHELAN	(i) 256,349.			12,771.	9,271.	278,391.	
		(ii) 0			0	0	0	0
2	ANA PAULA TAVARES	(i) 210,653.			10,900.	9,644.	231,197.	
		(ii) 0			0	0	0	0
3	VERA ZLATARSKI	(i) 161,080.			8,458.	9,644.	179,182.	
		(ii) 0			0	0	0	0
4	RICHARD DONOVAN	(i) 152,827.			7,603.	6,466.	166,896.	
		(ii) 0			0	0	0	0
5	RICHARD RYAN	(i) 152,684.			6,698.	6,466.	165,848.	
		(ii) 0			0	0	0	0
6	GREGORY MINNICK	(i) 133,801.			6,772.	9,477.	150,050.	
		(ii) 0			0	0	0	0
7	MOHAMMAD RAFIQ	(i) 164,500.			16,448.	8,049.	188,997.	
		(ii) 0			0	0	0	0
8		(i)						
		(ii)						
9		(i)						
		(ii)						
10		(i)						
		(ii)						
11		(i)						
		(ii)						
12		(i)						
		(ii)						
13		(i)						
		(ii)						
14		(i)						
		(ii)						
15		(i)						
		(ii)						
16		(i)						
		(ii)						

Schedule J (Form 990) 2011

JSA

1E1291 1.000
27637U M998

5/15/2013 3:04:16 PM V 11-6.5

PAGE 47

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule J (Form 990) 2011

Page 3

Part III Supplemental Information

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

JSA

1E1505 3.000

27637U M998 5/15/2013 3:04:16 PM V 11-6.5

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

Name of the organization

RAINFOREST ALLIANCE, INC.

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

2011**Open To Public
Inspection**

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) Loans 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) 2011

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule L (Form 990 or 990-EZ) 2011

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	101,682.	EMPLOYMENT - SALARY PAID		X
(2) EMILY DONOVAN	KEY EMPLOYEE - FAMILY	33,736.	EMPLOYMENT - SALARY PAID		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

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

2011**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	9.	37,293.	SELLING PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

	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
----	--	---

32a 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) (2011)

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule M (Form 990) (2011)

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.

PUBLIC DISCLOSURE COPY

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

OMB No. 1545-0047

2011**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.

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) 2011

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 CFO/VP OF FINANCE AND ADMINISTRATION, 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, WE ENGAGED THE MERCER GROUP, EXPERTS IN COMPENSATION AND BENEFITS

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

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

ANALYSIS, TO CONDUCT A GLOBAL REVIEW OF OUR PAY PRACTICES AND TO DEVELOP COMPETITIVE DOMESTIC AND INTERNATIONAL SALARY RANGES FOR POSITIONS WITHIN OUR AFFILIATES AND BRANCHES IN VARIOUS COUNTRIES. WE USED MERCER CONSULTING'S DATA ANALYSES TO IDENTIFY WHERE PAY ADJUSTMENTS MIGHT BE WARRANTED TO ENSURE THE APPROPRIATE LEVELS OF GLOBAL MARKET COMPETITIVENESS. USING THESE RESULTS, WE DETERMINED SPECIFIC ACTION ON AN INDIVIDUAL BASIS. THE PROJECT RESULTED IN MARKET-RELATED ADJUSTMENTS TO COMPENSATION FOR THE EXECUTIVE VICE PRESIDENT, SENIOR VICE PRESIDENTS, CFO, AND GENERAL COUNSEL. THIS RESULTED IN MARKET-RELATED ADJUSTMENTS TO THE SALARIES OF THE EXECUTIVE VICE PRESIDENT, SENIOR VICE PRESIDENTS, VICE PRESIDENT OF FINANCE & ADMINISTRATION (THE CFO), AND GENERAL COUNSEL. IN ADDITION, WE CREATED MORE STANDARDIZED, YET FLEXIBLE, GLOBAL POSITIONS AND TITLES, AND IMPROVED OUR MERIT REVIEW PROCESSES.

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

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

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 2012 INCLUDE: - IN
2012, THE RAINFOREST ALLIANCE ENGAGED 884 TEACHERS AND 12,400 STUDENTS IN
NEW YORK, NEW JERSEY AND FLORIDA, AND AN ADDITION 112 TEACHERS AND 1,400
STUDENTS IN GUATEMALA, GHANA AND MEXICO.

- THE RAINFOREST ALLIANCE'S LEARNING SITE GATHERED 3.3 MILLION PAGE VIEWS
IN 2012.

- OUR ONLINE CURRICULA GREW WITH THE ADDITION OF A 3RD GRADE CASE STUDY
ON COCOA CULTIVATION IN GHANA, AN UPDATED 4TH GRADE CASE STUDY ON COCOA
IN ECUADOR, NEW EARLY EDUCATION ACTIVITIES (IN ENGLISH AND SPANISH) AND A
CLIMATE EDUCATOR GUIDE (IN ENGLISH AND SPANISH).

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

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

- IN SCHOOLS THROUGHOUT THE US, THE RAINFOREST ALLIANCE EMPOWERED STUDENTS TO PROTECT THEIR LOCAL ENVIRONMENT THROUGH ACTION PROJECTS SUCH AS RIVER CLEAN-UPS, RAIN BARRELS AND RECYCLING INITIATIVES.

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

OTHER PROGRAM SERVICES DESCRIPTION AND HIGHLIGHTS - SUSTAINABLE TOURISM

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

SUSTAINABLE TOURISM THE RAINFOREST ALLIANCE'S SUSTAINABLE TOURISM PROGRAM IS WORKING TO HELP TOURISM ENTREPRENEURS CONSERVE THEIR ENVIRONMENTS AND CONTRIBUTE TO LOCAL LIVELIHOODS. THE RAINFOREST ALLIANCE IS LEADING A GLOBAL EFFORT TO HELP DEFINE, STANDARDIZE AND SCALE UP SUSTAINABLE TOURISM. PARTNERING WITH INDUSTRY ASSOCIATIONS, NONPROFITS, AND GOVERNMENT AGENCIES, WE PROMOTE HIGHER ENVIRONMENTAL AND SOCIAL STANDARDS FOR THE TOURISM INDUSTRY AND GOVERNMENT TOURISM POLICY. WE HAVE BEEN WORKING WITH SMALL AND MEDIUM-SIZED BUSINESSES, AS WELL AS INDIGENOUS AND COMMUNITY GROUPS IN LATIN AMERICA, TO EDUCATE THEM ON THE OPPORTUNITIES THAT EXIST TO INCORPORATE ON-SITE CONSERVATION MEASURES INTO THEIR OPERATIONS, THEREBY MINIMIZING THEIR IMPACT ON LOCAL WILDLIFE AND LANDSCAPES. HIGHLIGHTS IN 2012 INCLUDE: - DURING 2012, THE RAINFOREST ALLIANCE EXPANDED ITS TRAINING AND TECHNICAL ASSISTANCE WORK WITH COMMUNITY-BASED TOURISM OPERATIONS IN MEXICO, ARGENTINA AND BRAZIL.

- THE ORGANIZATION ALSO WORKED TO PROMOTE TOUR OPERATORS PROMOTING SUSTAINABILITY (TOPS), A GLOBAL NETWORK OF TOUR OPERATORS DEDICATED TO

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

PROMOTING AND SUPPORTING SUSTAINABLE TOURISM IN DIFFERENT MARKETS.

- THE NUMBER OF TOUR OPERATORS WORKING WITH THE RAINFOREST ALLIANCE'S

VERIFICATION TEAM GREW BY 8 PERCENT IN 2012, BRINGING THE TOTAL NUMBER OF

COMPANIES BENEFITTING FROM OUR SUSTAINABLE TOURISM EXPERTISE TO 717

BUSINESSES IN 10 LATIN AMERICAN COUNTRIES.

FOREIGN COUNTRIES

FORM 990 PART V, QUESTION 4B

THE ORGANIZATION REGISTERED IN KENYA AND CAMEROON DURING FY2012.

EXECUTIVE COMMITTEE

FORM 990, PART VI, QUESTION 1A

THE RAINFOREST ALLIANCE HAS AN EXECUTIVE COMMITTEE CONSISTING OF SEVEN

DIRECTORS OF THE BOARD OF DIRECTORS (THE "BOARD"). PURSUANT TO THE

BYLAWS, THE CHAIRMAN OF THE BOARD SERVES AS THE CHAIRMAN OF THE EXECUTIVE

COMMITTEE. DURING THE TIME BETWEEN BOARD MEETINGS, THE EXECUTIVE

COMMITTEE CAN EXERCISE ALL POWERS OF THE BOARD THAT MAY BE DELEGATED IN

CONNECTION WITH THE MANAGEMENT OF THE BUSINESS AFFAIRS AND PROPERTY OF

RAINFOREST ALLIANCE, EXCEPT AS RESTRICTED BY LAW OR THE CERTIFICATE OF

INCORPORATION. THE EXECUTIVE COMMITTEE MEETS AT THE DISCRETION OF THE

CHAIRMAN OF THE BOARD AND REPORTS ALL ACTIONS TO THE BOARD.

OTHER PROGRAM SERVICES DESCRIPTION - CLIMATE INITIATIVE

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

- THE RAINFOREST ALLIANCE WORKS TO ADDRESS CLIMATE CHANGE BY AUDITING

FOREST CARBON PROJECTS THAT SEQUESTER CARBON DIOXIDE AND REDUCE GHG

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

EMISSIONS. IN 2012, THE RAINFOREST ALLIANCE VERIFIED OR VALIDATED 18 NEW FOREST CARBON PROJECTS-BRINGING THE TOTAL NUMBER OF VERIFICATIONS AND VALIDATIONS TO 61. THIS REPRESENTS ALMOST 6 MILLION ACRES (2 MILLION HECTARES) OF VERIFIED LAND ACROSS 21 COUNTRIES AND REDUCED CARBON EMISSIONS OF 9.27 MILLION TONS.

- WE WORKED TO EMPOWER FARMERS AND FORESTERS TO ADOPT CLIMATE-SMART PRACTICES BY CONDUCTING TRAINING WORKSHOPS FOR OVER 600 COMMUNITY STAKEHOLDERS IN GHANA, HONDURAS, COLOMBIA, INDONESIA, AND MEXICO.
- THE RAINFOREST ALLIANCE COMPLETED THE FIRST CLIMATE ACTION RESERVE (CAR) VERIFICATION, WHICH IS ALSO THE FIRST IMPROVED FOREST MANAGEMENT (IFM) PROJECT REGISTERED WITH CAR OUTSIDE OF CALIFORNIA.
- THE VALIDATION OF THE PAITER SURUI INDIGENOUS COMMUNITY-LED REDD+ (REDUCED EMISSIONS FROM DEFORESTATION AND FOREST DEGRADATION) PROJECT IN BRAZIL WAS THE FIRST OF ITS KIND TO ACHIEVE BOTH VOLUNTARY CARBON STANDARD (VCS) AND CLIMATE COMMUNITY AND BIODIVERSITY (CCB) GOLD LEVEL VALIDATION.
- IN PERU, A REDD PROJECT IN TAMBOPATA NATIONAL RESERVE AND BAHUAJA-SONENE NATIONAL PARK BECAME THE LARGEST CARBON PROJECT TO ACHIEVE VALIDATION.
- IN MADAGASCAR, THE MAKIRA REDD PROJECT WAS VALIDATED-A PROJECT THAT IS EXPECTED TO REDUCE OVER 38 MILLION TONS OF GHGS OVER THE COURSE OF ITS LIFETIME. THAT'S THE GREATEST POTENTIAL CLIMATE BENEFIT ON RECORD.
- IN 2012, A COFFEE FARM IN GUATEMALA BECAME THE FIRST TO ACHIEVE RAINFOREST ALLIANCE VERIFICATION AGAINST THE SAN CLIMATE MODULE. AN ADDITIONAL 11 COFFEE FARMS IN BRAZIL, COSTA RICA AND GUATEMALA COVERING

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page **2**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

OVER 3,500 HECTARES ACHIEVED CLIMATE-FRIENDLY VERIFICATION BY THE CLOSE
OF 2012.

OTHER PROGRAM SERVICES DESCRIPTION - SPECIAL PROJECTS ICCA 2

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

ICCA 2 (PART OF "SPECIAL PROJECTS")

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

NEW INITIATIVES

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

M-REDD

THE GOVERNMENTS OF MEXICO AND THE UNITED STATES -- THROUGH ITS AGENCY FOR
INTERNATIONAL DEVELOPMENT (USAID) -- SIGNED A MEMORANDUM OF UNDERSTANDING
ON JANUARY 19, 2012, TO ESTABLISH THE CLIMATE CHANGE COOPERATION
MECHANISM THAT IS THE FRAMEWORK FOR THE MEXICO REDD+ (REDUCING EMISSIONS
FROM DEFORESTATION AND FOREST DEGRADATION) PREPARATION PROGRAM -- A

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

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

FIVE-YEAR INITIATIVE AIMED AT SETTING SOLID CLIMATE CHANGE MITIGATION POLICIES AND STRENGTHENING THOSE ALREADY IN PLACE. THE RAINFOREST ALLIANCE IS A PARTICIPANT IN THE INITIATIVE.

FOLLOW THE FROG

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

ATTACHMENT 1

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

SUSTAINABLE AGRICULTURE - THE SUSTAINABLE AGRICULTURE PROGRAM IS THE LEADING MODEL FOR EFFECTIVE IMPLEMENTATION OF SOCIAL AND ENVIRONMENTAL BEST MANAGEMENT PRACTICES. OUR GOAL IS TO PROMOTE SUSTAINABLE AGRICULTURE WORLDWIDE THROUGH OUR INTERNATIONALLY CREDIBLE, PROACTIVE AND RESPONSIVE CERTIFICATION SYSTEM THAT REMAINS ACCESSIBLE TO LARGE AGRIBUSINESSES AND SMALL FARMERS ALIKE. IN THE PURSUIT OF GLOBAL SUSTAINABLE AGRICULTURE, WE ARE COMMITTED TO DEVELOPING OUR PROGRAM INTO THE LEADING MODEL FOR EFFECTIVE IMPLEMENTATION OF SOCIAL AND ENVIRONMENTAL BEST MANAGEMENT PRACTICES. AS WE CONTINUE TO MAXIMIZE, DOCUMENT AND SHARE THE CONSERVATION AND COMMUNITY BENEFITS OF OUR STANDARDS, WE HAVE ENCOURAGED THE INCREASED DEMAND FOR SUSTAINABLE AGRICULTURE PRODUCTS. HIGHLIGHTS IN 2012 INCLUDE: - THE TOTAL AREA OF FARMLAND

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 1 (CONT'D)

UNDER RAINFOREST ALLIANCE CERTIFICATION DOUBLED FROM 2.7 MILLION ACRES (1.1 MILLION HECTARES) TO 5.4 MILLION ACRES (2.2 MILLION HECTARES). THIS STAGGERING GROWTH REFLECTS A 204 PERCENT INCREASE IN THE NUMBER OF PRODUCERS WORKING WITH THE RAINFOREST ALLIANCE.

- OVER 11 MILLION PEOPLE NOW DIRECTLY BENEFIT FROM THE RAINFOREST ALLIANCE'S EFFORTS, INCLUDING FARMERS, FARM WORKERS AND THEIR FAMILIES.

- 450 ADDITIONAL COMPANIES BEGAN BUYING/SELLING RAINFOREST ALLIANCE CERTIFIED AGRICULTURAL PRODUCTS.

- THE RAINFOREST ALLIANCE CERTIFIED SEAL CAN BE SEEN IN OVER 120 COUNTRIES AND HAS BEEN AWARDED TO FARMS GROWING NEARLY 40 DIFFERENT CROPS, INCLUDING TEA, COCOA, PALM OIL, PEANUTS, VANILLA, BLACK PEPPER AND BEEF.

- THE FIRST SPICE FARM RECEIVED RAINFOREST ALLIANCE CERTIFICATION.

- CERTIFIED TEA PRODUCTION INCREASED BY 24 PERCENT (REACHING 11.5 PERCENT OF GLOBAL PRODUCTION); CERTIFIED COCOA PRODUCTION GREW BY 312 PERCENT (REACHING 10 PERCENT OF GLOBAL PRODUCTION); CERTIFIED COFFEE PRODUCTION GREW BY 45 PERCENT (REACHING 4.5 PERCENT OF GLOBAL COFFEE PRODUCTION); AND THE WORLD'S FIRST CATTLE RANCH ACHIEVED RAINFOREST ALLIANCE CERTIFICATION.

- 428 COFFEE, TEA AND COCOA FARMERS ARE NOW VERIFIED TO THE SAN

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 1 (CONT'D)

CLIMATE MODULE (IN ADDITION TO BEING RAINFOREST ALLIANCE
CERTIFIED)

- THE RAINFOREST ALLIANCE'S ONLINE TRAINING PLATFORM FOR
AGRICULTURAL TRAINERS AND FARMERS IS NOW AVAILABLE IN 6
LANGUAGES.

ATTACHMENT 2

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

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 2012 INCLUDED: -
THE RAINFOREST ALLIANCE MAINTAINED ITS POSITION AS THE WORLD'S
LARGEST CERTIFIER TO FOREST STEWARDSHIP COUNCIL (FSC) STANDARDS,
INCREASING THE AREA OF CERTIFIED FORESTLANDS BY 12 PERCENT TO
182.9 MILLION ACRES (74.6 MILLION HECTARES) WORLDWIDE. THAT'S AN
AREA THE SIZE OF TEXAS.
- AT THE CLOSE OF 2012, THE RAINFOREST ALLIANCE HAD ISSUED 5,610
FSC CHAIN-OF-CUSTODY CERTIFICATES IN 81 COUNTRIES WITH CANADA AND
CHINA CONTINUING TO DEMONSTRATE THE LARGEST REGIONAL GROWTH.

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page **2**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 2 (CONT'D)

- DURING 2012, THE RAINFOREST ALLIANCE'S TRAINING, EXTENSION, ENTERPRISES AND SOURCING (TREES) PROGRAM PROVIDED ASSISTANCE TO OVER 190 NEW SMALL- AND MEDIUM-SIZED COMMUNITY AND INDIGENOUS FORESTRY OPERATIONS IN 14 COUNTRIES, BENEFITTING 8,400 NEW FOREST-DEPENDENT HOUSEHOLDS, SPANNING AN ADDITIONAL 4.8 MILLION ACRES (NEARLY 2 MILLION HECTARES) AND PROTECTING 3,600 MORE MILES (NEARLY 5,800 KILOMETERS) OF FRESH WATER STREAMS.
- TECHNICAL ASSISTANCE PROVIDED BY TREES TO THESE OPERATIONS CONTRIBUTED TO NEARLY US \$14 MILLION IN ADDITIONAL SALES OF VALUE-ADDED CERTIFIED AND IN-PROCESS-OF-CERTIFICATION FOREST PRODUCTS.
- THE RAINFOREST ALLIANCE EXPANDED ITS SUSTAINABLE SOURCING WORK WITH MAJOR COMPANIES.

ATTACHMENT 3FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
SUSTAINABLE TOURISM	55,880.	1,730,853.	165,994.
COMMUNICATIONS/EDUCATION	9,629.	926,864.	59,845.
CLIMATE INITIATIVE	27,809.	990,967.	158,582.
SPECIAL PROJECTS	102,244.	1,301,355.	28,829.
SUSTAINABLE FINANCE	95.	97,568.	0
TOTALS	<u>195,657.</u>	<u>5,047,607.</u>	<u>413,250.</u>

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page **2**

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.

13-3377893

ATTACHMENT 4

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

COSTA RICA

CANADA

BOLIVIA

ECUADOR

GHANA

GUATEMALA

INDONESIA

MEXICO

PERU

UNITED KINGDOM

ATTACHMENT 5

FORM 990, PART VI, LINE 17 - STATES

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

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

MN, MS, NH, NJ, NM, NY, NC, OK, OR, PA,

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

ATTACHMENT 6

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORSNAME AND ADDRESSDESCRIPTION OF SERVICESCOMPENSATIONMICHAEL WEATHERFORD
1419 FORREST ROAD
WARREN, AR 71671

CERTIFICATION AUDIT

115,891.

MINDSHIFT
PO BOX 200105
PITTSBURGH, PA 15251-0105

TECHNICAL CONSULTANT

174,376.

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
ATTACHMENT 6 (CONT'D)	

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
TOTAL COMPENSATION		290,267.

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	50,478.			50,478.
TOTALS	50,478.			50,478.

ATTACHMENT 8

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

DESCRIPTION	AMOUNT
GALA	1,498,500.
TOTAL	1,498,500.

ATTACHMENT 9

FORM 990, PART VIII - FUNDRAISING EVENTS

DESCRIPTION	GROSS INCOME	DIRECT EXPENSES	NET INCOME
GALA	182,904.	329,005.	-146,101.
TOTALS	182,904.	329,005.	-146,101.

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.

13-3377893

ATTACHMENT 10

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
SUBAGREEMENT ADVANCE	812,109.	
PREPAID EXPENSES	253,744.	457,332.
TOTALS	<u>1,065,853.</u>	<u>457,332.</u>

ATTACHMENT 11

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
CORPORATE BONDS	488,345.	919,861.	FMV
TOTALS	<u>488,345.</u>	<u>919,861.</u>	

ATTACHMENT 12

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	872,700.
ENDING BALANCE DUE	<u>674,700.</u>

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

PUBLIC DISCLOSURE COPY

Schedule O (Form 990 or 990-EZ) 2011

Page **2**

Name of the organization	Employer identification number
RAINFOREST ALLIANCE, INC.	13-3377893
ATTACHMENT 12 (CONT'D)	
BEGINNING BALANCE DUE	1,309,050.
ENDING BALANCE DUE	1,012,050.
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	2,181,750.
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	1,686,750.

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC. 13-3377893

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

Name of the organization

RAINFOREST ALLIANCE, INC.

▶ 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.

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

Open to Public
InspectionEmployer identification number
13-3377893**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) RAINFOREST ALLIANCE MEXICO-ALIANCIA PENSAMIENTOS #104 C.P. 68000 OAXACA, MX 98-1051195	TREES	MX	1,556,965.	583,664.	RA
(2) RAINFOREST ALLIANCE CANADA 15 CHEMIN BISSON J9B 1T9 CHELSEA, QUEBEC CA 98-1051454	RA CERT	CA	2,673,569.	1,733,247.	RA
(3) FOUNDATION RAINFOREST ALLIANCE C/O LUCIANO 2, CENES DE LA VEG GRANADA, SP 98-1051394	SMARTSOURCE	SP	0	39,301.	RA
(4) SUSTAINABLE FARM INTERNATIONAL, LIMITADA APARTADO 11029-1100 SAN JOSE, CS 98-1051467	AGRICULTURE	CS	167,569.	28,536.	RA
(5) RAINFOREST ALLIANCE S R L CALLE MANUAL IGNACIO SALVATIER SANTA CRUZ, BL 98-1051465	RA CERT	BL	136,886.	33,114.	RA
(6) RAINFOREST ALLIANCE LTD 259-269 OLD MARYLEBONE ROAD NW LONDON, UK 98-1051166	AGRICULTURE	UK	1,591,245.	26,919.	RA

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

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

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

Schedule R (Form 990) 2011

JSA

1E1307 1.000

27637U M998 5/15/2013

3:04:16 PM

V 11-6.5

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC. 13-3377893

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

Name of the organization

RAINFOREST ALLIANCE, INC.

▶ 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.Employer identification number
13-3377893

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

Open to Public
Inspection**Part I** Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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 98-10511463	TREES	GH	915,442.	91,897.	RA
(2) PT RAINFOREST ALLIANCE JL CIUNG WANARA #1, RENON, DEN BALI, ID 80225 98-10511106	RA CERT	ID	606,432.	195,130.	RA
(3) RAINFOREST ALLIANCE TRADING 233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279 98-1069583	AGRICULTURE	UK	0	0	RA
(4) -----	-----	-----	-----	-----	-----
(5) -----	-----	-----	-----	-----	-----
(6) -----	-----	-----	-----	-----	-----

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

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

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

Schedule R (Form 990) 2011

JSA

1E1307 1.000

276370 M998 5/15/2013 3:04:16 PM V 11-6.5

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC. 13-3377893

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC. 13-3377893

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?

- a Receipt of (i) interest (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

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)				
(2)				
(3)				
(4)				
(5)				
(6)				

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC. 13-3377893

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

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

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

PUBLIC DISCLOSURE COPY

RAINFOREST ALLIANCE, INC.

13-3377893

Schedule R (Form 990) 2011

Page 5

Part VII

Supplemental Information

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

Form **8879-EO****IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2011, or fiscal year beginning 07/01, 2011, and ending 06/30, 20 12

▶ Do not send to the IRS. Keep for your records.

▶ See instructions on back.

2011Department of the Treasury
Internal Revenue Service

Name of exempt organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Name and title of officer

RICHARD RYAN, CEO/ VP OF FINANCE AND ADMIN**Part I Type of Return and Return Information (Whole Dollars Only)**

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a	Form 990 check here ▶ <input checked="" type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b	<u>43234468</u>
2a	Form 990-EZ check here ▶ <input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here ▶ <input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here ▶ <input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5) .	4b	
5a	Form 8868 check here ▶ <input type="checkbox"/>	b	Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize WITHUMSMITH+BROWN, PC

ERO firm name

to enter my PIN

2 6 6 6 5Enter five numbers, but
do not enter all zeros

as my signature

on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶

Date ▶ 05/15/2013**Part III Certification and Authentication**

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

2 2 0 0 6 2 2 2 2 0 2

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶

Date ▶

5/15/13

ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see back of form.

Form **8879-EO** (2011)