

All Copy

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 private foundations)

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning

07/01, 2013, and ending

06/30, 2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization RAINFOREST ALLIANCE, INC.			D Employer identification number 13-3377893	
	Doing Business As			E Telephone number (212) 677-1900	
	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 province, country, and ZIP or foreign postal code NEW YORK, NY 10279			G Gross receipts \$ 52,035,043.		
F Name and address of principal officer: TENSIE WHELAN 233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
			H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		
			If "No," attach a list. (see instructions)		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ▶		
J Website: ▶ WWW.RAINFOREST-ALLIANCE.ORG					
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> 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	19.		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	19.		
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	186.		
	6 Total number of volunteers (estimate if necessary)	6	98.		
	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	25,615,599.	Current Year	27,993,245.
	9 Program service revenue (Part VIII, line 2g)		20,328,045.		23,691,898.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		9,127.		27,844.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		104,918.		21,385.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		46,057,689.		51,734,372.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		2,649,821.	
14 Benefits paid to or for members (Part IX, column (A), line 4)			0		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			23,030,169.		24,944,252.
16a Professional fundraising fees (Part IX, column (A), line 11e)			151,258.		90,300.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,643,274.					
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)			19,547,012.		19,674,628.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		45,378,260.		49,293,541.	
19 Revenue less expenses. Subtract line 18 from line 12		679,429.		2,440,831.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	19,798,758.	End of Year	23,080,728.
	21 Total liabilities (Part X, line 26)		10,172,065.		10,983,123.
	22 Net assets or fund balances. Subtract line 21 from line 20.		9,626,693.		12,097,605.

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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		
	RICHARD RYAN		SVP FINANCE/CFO		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CATHERINE BENDALL		11/15/2014		P00521196
	Firm's name ▶ WITHUMSMITH+BROWN, PC	Firm's EIN ▶ 22-2027092		Phone no. 732-828-1614	
Firm's address ▶ 1 SPRING STREET NEW BRUNSWICK, NJ 08901					

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** (2013)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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

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

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

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

4a (Code:) (Expenses \$ 12,504,962. including grants of \$ 0) (Revenue \$ 13,836,198.) RA CERT - SEE SCHEDULE O

4b (Code:) (Expenses \$ 8,140,799. including grants of \$ 1,014,479.) (Revenue \$ 1,811,050.) SUSTAINABLE AGRICULTURE - SEE SCHEDULE O

4c (Code:) (Expenses \$ 11,002,594. including grants of \$ 3,191,676.) (Revenue \$ 7,617.) TREES - SEE SCHEDULE O

4d Other program services (Describe in Schedule O.) ATTACHMENT 1 (Expenses \$ 11,022,833. including grants of \$ 378,206.) (Revenue \$ 8,058,418.)

4e Total program service expenses 42,671,188.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government 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 or 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 25a.</i>		X
24 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24 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?		
24 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
25 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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or 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):		
28 a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
28 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	
28 c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35 b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V [X]

Table with columns for line number, description, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (19), 1b (19), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
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.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: RICHARD RYAN 233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279 212-677-1900

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

Check if Schedule O contains a response or note to any line in this Part VII.

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

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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) WILL SARNI ----- DIRECTOR	1.00	X					0	0	0	
(16) SONILA COOK ----- DIRECTOR	1.00	X					0	0	0	
(17) DAN COHEN ----- DIRECTOR	1.00	X					0	0	0	
(18) GISELE BUNDCHEN ----- DIRECTOR	1.00	X					0	0	0	
(19) DANIEL COUVREUR ----- DIRECTOR	1.00	X					0	0	0	
(20) HORTENSE WHELAN ----- PRESIDENT	40.00			X			287,777.	0	22,683.	
(21) ANA PAULA TAVARES ----- EXECUTIVE VICE PRESIDENT	40.00			X			234,345.	0	22,284.	
(22) RICHARD RYAN ----- SVP, FINANCE& ADMIN/CFO	40.00			X			202,293.	0	17,015.	
(23) LESLIE PARK ----- GENERAL COUNSEL & SECRETARY	40.00			X			191,252.	0	16,618.	
(24) RICHARD DONOVAN ----- SENIOR VP/VP OF FORESTRY	40.00				X		163,517.	0	13,605.	
(25) LISA GAUCHEY ----- VP OF HUMAN RESOURCES	40.00				X		170,338.	0	15,553.	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							2,103,765.	0	187,446.	
d Total (add lines 1b and 1c)							2,103,765.	0	187,446.	

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 ► 27

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) JOSHUA TOSTESON SVP, PROGRAMS, PLANNING, AND A	40.00				X			168,448.	0	22,055.
(27) DIANE JUKOFSKY VP, COMM., MKTG., EDUCATION	40.00					X		146,372.	0	14,203.
(28) CHRISTOPHER WILLE CHIEF OF SUSTAINABLE AG	40.00					X		135,535.	0	13,630.
(29) MICHAEL GODFREY VP OF SUSTAINABLE AGRICULTURE	40.00					X		146,670.	0	13,878.
(30) LYUDMILA STOLYAR DIRECTOR OF ACCOUNT/CONTROLLER	40.00					X		124,567.	0	13,228.
(31) PIERRE METHOT DIRECTOR, TREES	40.00					X		132,651.	0	2,694.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 27

	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 ▶

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b	216,699.					
	c Fundraising events	1c	1,347,153.					
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	14,541,964.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	11,887,429.					
	g Noncash contributions included in lines 1a-1f: \$		19,588.					
	h Total. Add lines 1a-1f			27,993,245.				
Program Service Revenue	2a <u>CERTIFICATION FEES</u>	Business Code	900099	12,698,170.	12,698,170.			
	b <u>CONTRACT INCOME</u>		900099	1,345,283.	1,345,283.			
	c <u>PARTICIPATION AGREEMENT REVENUE/ROYALTY</u>		900099	9,211,887.	9,211,887.			
	d <u>TRAINING FEES</u>		900099	66,527.	66,527.			
	e <u>OTHER INCOME</u>		900099	370,031.	370,031.			
	f All other program service revenue							
	g Total. Add lines 2a-2f			23,691,898.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			39,862.			39,862.	
	4 Income from investment of tax-exempt bond proceeds . . .			0				
	5 Royalties			0				
	6a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
	c Rental income or (loss)							
	d Net rental income or (loss)				0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other	80.	14,692.			
		b Less: cost or other basis and sales expenses			26,790.			
	c Gain or (loss)	80.	-12,098.					
	d Net gain or (loss)				-12,018.		-12,018.	
	8a Gross income from fundraising events (not including \$ <u>1,347,153.</u> of contributions reported on line 1c). See Part IV, line 18	a	ATCH 4	273,881.				
	b Less: direct expenses	b		273,881.				
	c Net income or (loss) from fundraising events		ATCH 5		0			
	9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b							
c Net income or (loss) from gaming activities				0				
10a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory				0			
Miscellaneous Revenue			Business Code					
11a <u>OTHER INCOME</u>		900099	21,385.	21,385.				
b _____								
c _____								
d All other revenue								
e Total. Add lines 11a-11d				21,385.				
12 Total revenue. See instructions				51,734,372.	23,713,283.		27,844.	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line 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 .	0			
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	4,584,361.	4,584,361.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	2,294,405.	1,437,244.	557,880.	299,281.
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	17,605,773.	14,609,672.	2,114,374.	881,727.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	364,984.	315,685.	35,576.	13,723.
9 Other employee benefits	2,924,241.	2,372,582.	384,806.	166,853.
10 Payroll taxes	1,754,849.	1,417,778.	234,034.	103,037.
11 Fees for services (non-employees):				
a Management	0			
b Legal	140,057.	140,057.		
c Accounting	242,256.	213,860.	14,854.	13,542.
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17 .	90,300.			90,300.
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) ATCH 6	5,790,510.	5,601,542.	89,384.	99,584.
12 Advertising and promotion	93,725.	81,029.	291.	12,405.
13 Office expenses	1,477,687.	918,864.	67,823.	491,000.
14 Information technology	853,660.	779,708.	32,925.	41,027.
15 Royalties	0			
16 Occupancy	2,334,765.	1,801,106.	385,817.	147,842.
17 Travel	2,538,662.	2,466,226.	6,844.	65,592.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	144,397.	140,077.	148.	4,172.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	162,016.	133,047.	21,042.	7,927.
23 Insurance	203,344.	180,711.	11,077.	11,556.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>CERTIFICATIONS</u>	3,818,471.	3,818,471.		
b <u>WORKSHOPS</u>	837,181.	821,332.	1,627.	14,222.
c <u>MEMBERSHIP / DUES / SUBSCRIPTION</u>	326,432.	195,400.	574.	130,458.
d <u>BAD DEBT EXPENSE</u>	227,284.	227,284.		
e All other expenses	484,181.	415,152.	20,003.	49,026.
25 Total functional expenses. Add lines 1 through 24e	49,293,541.	42,671,188.	3,979,079.	2,643,274.
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			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	7,657,883.	1	13,118,803.
	2 Savings and temporary cash investments	707,057.	2	1,278,295.
	3 Pledges and grants receivable, net	6,758,854.	3	4,225,433.
	4 Accounts receivable, net	1,806,073.	4	1,200,410.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	351,663.	9	721,602.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	1,287,522.		
	b Less: accumulated depreciation	309,219.		
		1,108,042.	10c	978,303.
	11 Investments - publicly traded securities	871,546.	11	898,573.
	12 Investments - other securities. See Part IV, line 11	269,958.	12	302,970.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
15 Other assets. See Part IV, line 11	267,682.	15	356,339.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	19,798,758.	16	23,080,728.	
Liabilities	17 Accounts payable and accrued expenses	7,199,122.	17	7,184,979.
	18 Grants payable	818,373.	18	1,148,893.
	19 Deferred revenue	0	19	378,780.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	673,768.	21	1,247,632.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	1,113,750.	23	480,750.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	367,052.	25	542,089.
	26 Total liabilities. Add lines 17 through 25	10,172,065.	26	10,983,123.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,112,657.	27	1,838,800.
	28 Temporarily restricted net assets	7,514,036.	28	9,258,805.
	29 Permanently restricted net assets	1,000,000.	29	1,000,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	9,626,693.	33	12,097,605.
	34 Total liabilities and net assets/fund balances	19,798,758.	34	23,080,728.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	51,734,372.
2	Total expenses (must equal Part IX, column (A), line 25)	2	49,293,541.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,440,831.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	9,626,693.
5	Net unrealized gains (losses) on investments	5	30,081.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	12,097,605.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2013

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

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2013 (94.15%); 15 Public support percentage from 2012 Schedule A, Part II, line 14 (94.23%); 16a 33 1/3% support test - 2013 (checked); 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 18 Private foundation.

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

Section A. Public Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

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

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2013, 2012. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2012 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2013, 2012. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

Part IV **Supplemental Information.** 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	2009	2010	2011	2012	2013	TOTAL
OTHER INCOME	345,387.	253,522.	195,461.	12,954.	21,385.	828,709.
TOTALS	<u>345,387.</u>	<u>253,522.</u>	<u>195,461.</u>	<u>12,954.</u>	<u>21,385.</u>	<u>828,709.</u>

Schedule of Contributors

2013

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
 ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **RAINFOREST ALLIANCE, INC.**

Employer identification number
13-3377893

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 9,519,438.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	----- ----- -----	\$ 1,657,425.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	----- ----- -----	\$ 1,502,675.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	----- ----- -----	\$ 650,126.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	----- ----- -----	\$ 1,546,987.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	----- ----- -----	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **RAINFOREST ALLIANCE, INC.**

Employer identification number
13-3377893

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 577,284.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	----- ----- -----	\$ 1,530,636.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **RAINFOREST ALLIANCE, INC.**

Employer identification number

13-3377893

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----

Name of organization RAINFOREST ALLIANCE, INC.

Employer identification number
13-3377893

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

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.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

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) 2013

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												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	2,249.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	3,492.													
c	Total lobbying expenditures (add lines 1a and 1b)	5,741.													
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)	5,741.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,148.													
<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)	287.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	1,962.	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	4,593.	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 checked="" 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount	3,423.			1,148.	4,571.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,857.
c Total lobbying expenditures	3,423.			5,741.	9,164.
d Grassroots nontaxable amount	250,000.			287.	250,287.
e Grassroots ceiling amount (150% of line 2d, column (e))					375,431.
f Grassroots lobbying expenditures	3,423.			2,249.	5,672.

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

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include questions about lobbying activities like influencing legislation, media advertisements, mailings, etc.

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

Table with 3 columns: Question, Yes, No. Rows include questions about dues, lobbying expenditures, and carryover.

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

Table with 2 columns: Question, Amount. Rows include questions about dues, section 162(e) expenditures, and carryover.

Part IV Supplemental Information

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

Series of horizontal dashed lines for providing supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution, 3 Number of conservation easements modified, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

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.

Table with 2 columns: Amounts. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report..., 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

Schedule D (Form 990) 2013

JSA 3E1268 2.000

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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?

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

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 88.8700 %
c Temporarily restricted endowment 11.1300 %

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

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) DEFERRED RENT LIABILITY	539,989.	
(3) TENANT SECURITY DEPOSIT	2,100.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	542,089.	

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

Part XIII Supplemental Information (continued)

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, 2014 AND 2013. THERE ARE NO OPEN TAX YEARS PRIOR TO JUNE 30, 2011. 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, 2B

FSC

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

SAN

FUNDS ARE COLLECTED ON BEHALF OF RED DE AGRICULTURA SOSTENIBLE, A.C. (SAN) AND THEN REMITTED BACK TO THE ORGANIZATION.

Part XIII Supplemental Information *(continued)*

SCHEDULE D, PART XI & XII

THE AUDITED FINANCIAL STATEMENTS INCLUDED \$12,098 OF LOSS ON DISPOSAL OF ASSETS AS AN EXPENSE WHEREAS IT IS SHOWN AS A REVENUE OFFSET ON THE 990.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

RAINFOREST ALLIANCE, INC.

13-3377893

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on 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	7.	99.	PROGRAM SERVICES	SEE PART V	8,954,747.
(2) EAST ASIA AND THE PACIFIC	1.	35.	PROGRAM SERVICES	SEE PART V	2,493,704.
(3) EUROPE	1.	25.	PROGRAM SERVICES	SEE PART V	3,279,500.
(4) NORTH AMERICA	4.	59.	PROGRAM SERVICES	SEE PART V	4,698,982.
(5) SUB-SAHARAN AFRICA	3.	16.	PROGRAM SERVICES	SEE PART V	2,625,396.
(6) SOUTH AMERICA	6.	52.	PROGRAM SERVICES	SEE PART V	4,116,832.
(7) SOUTH ASIA			PROGRAM SERVICES	SEE PART V	305,943.
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	22.	286.			26,475,104.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	22.	286.			26,475,104.

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

Schedule F (Form 990) 2013

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			CENT. AMERICA/CARIBBEAN	EDUCATION/FO	139,545.	EFT			
(2)			CENT. AMERICA/CARIBBEAN	FORESTRY	28,739.	EFT			
(3)			SUB-SAHARAN AFRICA	AGRICULTURE	43,166.	EFT			
(4)			SUB-SAHARAN AFRICA	AGRICULTURE	30,308.	EFT			
(5)			CENT. AMERICA/CARIBBEAN	FORESTRY	14,991.	EFT			
(6)			CENT. AMERICA/CARIBBEAN	FORESTRY	17,640.	EFT			
(7)			SOUTH AMERICA	FORESTRY/CLIM	426,837.	EFT			
(8)			CENT. AMERICA/CARIBBEAN	FORESTRY	156,042.	EFT			
(9)			CENT. AMERICA/CARIBBEAN	FORESTRY	28,796.	EFT			
(10)			CENT. AMERICA/CARIBBEAN	FORESTRY	10,000.	EFT			
(11)			SUB-SAHARAN AFRICA	AGRICULTURE	178,649.	EFT			
(12)			SUB-SAHARAN AFRICA	AGRICULTURE	32,962.	EFT			
(13)			SOUTH AMERICA	CLIMATE	52,536.	EFT			
(14)			SUB-SAHARAN AFRICA	AGRICULTURE	34,197.	EFT			
(15)			CENT. AMERICA/CARIBBEAN	FORESTRY	555,925.	EFT			
(16)			SOUTH AMERICA	CLIMATE/FORE	220,098.	EFT			

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

3 Enter total number of other organizations or entities. ▶

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			NORTH AMERICA	CLIMATE	12,769.	EFT			
(2)			SOUTH AMERICA	CLIMATE, AGR	150,260.	EFT			
(3)			CENT. AMERICA/CARIBBEAN	FORESTRY	143,017.	EFT			
(4)			CENT. AMERICA/CARIBBEAN	FORESTRY	66,430.	EFT			
(5)			CENT. AMERICA/CARIBBEAN	FORESTRY	34,280.	EFT			
(6)			SUB-SAHARAN AFRICA	AGRICULTURE	14,855.	EFT			
(7)			CENT. AMERICA/CARIBBEAN	AGRICULTURE	8,816.	EFT			
(8)			SOUTH AMERICA	AGRICULTURE	11,659.	EFT			
(9)			SUB-SAHARAN AFRICA	AGRICULTURE	11,999.	EFT			
(10)			NORTH AMERICA	AGRICULTURE	443,268.	EFT			
(11)			SUB-SAHARAN AFRICA	FORESTRY	32,962.	EFT			
(12)			SUB-SAHARAN AFRICA	AGRICULTURE	106,568.	EFT			
(13)			CENT. AMERICA/CARIBBEAN	FORESTRY	55,089.	EFT			
(14)			CENT. AMERICA/CARIBBEAN	FORESTRY	404,182.	EFT			
(15)			CENT. AMERICA/CARIBBEAN	FORESTRY			35,347.	DRY GOODS	FMV
(16)			CENT. AMERICA/CARIBBEAN	FORESTRY	105,767.	EFT			

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

3 Enter total number of other organizations or entities. ▶

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EAST ASIA/PACIFIC	AGRICULTURE	51,778.	EFT			
(2)			EAST ASIA/PACIFIC	AGRICULTURE	33,729.	FMV			
(3)			EAST ASIA/PACIFIC	AGRICULTURE	8,000.	EFT			
(4)			CENT. AMERICA/CARIBBEAN	FORESTRY	357,876.	EFT			
(5)			CENT. AMERICA/CARIBBEAN	FORESTRY	49,635.	EFT			
(6)			CENT. AMERICA/CARIBBEAN	FORESTRY	325,580.	EFT			
(7)			CENT. AMERICA/CARIBBEAN	FORESTRY			11,495.	VEHICLE	FMV
(8)			CENT. AMERICA/CARIBBEAN	FORESTRY			22,990.	VEHICLE	FMV
(9)			CENT. AMERICA/CARIBBEAN	FORESTRY			21,845.	VEHICLE	FMV
(10)			CENT. AMERICA/CARIBBEAN	FORESTRY			22,990.	VEHICLE	FMV
(11)			CENT. AMERICA/CARIBBEAN	FORESTRY			10,350.	VEHICLE	FMV
(12)			CENT. AMERICA/CARIBBEAN	FORESTRY			41,400.	VEHICLE	FMV
(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. **33.**

3 Enter total number of other organizations or entities. **9.**

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on 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)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

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

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).

SCHEDULE F, PAGE 1, PART I, ITEM 2

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

PRIOR TO THE AWARDING OF A SUBGRANT, PROSPECTIVE AWARD RECIPIENTS COMPLETE A PRE-AWARD RISK SURVEY, ALLOWING RA TO DESIGN MONITORING ACTIVITIES BASED UPON THE SUBRECIPIENT'S RISK LEVEL.

THESE MONITORING ACTIVITIES AND ANY DONOR-SPECIFIC ADDITIONAL REPORTING REQUIREMENTS ARE INCORPORATED INTO SUBGRANT CONTRACTS. SUBRECIPIENTS ARE CONTRACTUALLY OBLIGATED TO PROVIDE PERIODIC SUBSTANTIVE FINANCIAL AND NARRATIVE REPORTS.

RA PROGRAM PERSONNEL - US-BASED AND INTERNATIONAL - ACTIVELY MAINTAIN AND MANAGE RELATIONSHIPS WITH AWARD RECIPIENTS, MAKE SITE VISITS AS REQUIRED OR NEEDED, REVIEW FINANCIAL AND NARRATIVE REPORTS, MONITOR ADDITIONAL REPORTING AND OTHER AWARD/SUBRECIPIENT-SPECIFIC REQUIREMENTS, AND PROVIDE FEEDBACK TO SUB GRANTEES AND RA MANAGEMENT. RA'S EVALUATION & RESEARCH TEAM ANALYZES REPORTS AS REQUIRED/NEEDED. PROJECT REPORTS AND ASSOCIATED BACKUP DOCUMENTATION AND CONTRACTS, INCLUDING DONOR CONTRACTS, ARE ELECTRONICALLY ARCHIVED.

RELEASE OF FURTHER SUBGRANT FUNDING DISTRIBUTIONS IS CONTINGENT ON RA'S ACCEPTANCE OF REPORTS AND OTHER CORROBORATING DOCUMENTATION, AND COMPLIANCE WITH ADDITIONAL REPORTING AND OTHER AWARD/SUBRECIPIENT-SPECIFIC REQUIREMENTS. ALL SITE VISITS ARE RECORDED

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).

AND DOCUMENTED WITHIN THE SUBGRANT ARCHIVE.

INTERNAL AND EXTERNAL SUBGRANT COMPLIANCE IS MONITORED BY THE CONTRACTS & GRANTS ADMINISTRATION TEAM. THE TEAM PROVIDES SUBGRANTEE MONITORING TRAINING TO RA PROGRAM PERSONNEL, AND PROVIDES COMPLIANCE AND OTHER TRAINING TO ACTUAL SUBGRANTEES. THEY UNDERTAKE REGULAR COMPLIANCE REVIEWS AND REPORT FINDINGS TO PROGRAM AND RA MANAGEMENT.

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 & SUSTAINABLE AGRICULTURE

EUROPE - SUSTAINABLE AGRICULTURE & MARKETS TRANSFORMATION

NORTH AMERICA - ALL PROGRAMS

SOUTH AMERICA - RA CERT, TREES, SUSTAINABLE AGRICULTURE & CLIMATE PROGRAM

SUB-SAHARAN AFRICA - RA CERT, TREES & SUSTAINABLE AGRICULTURE

SOUTH ASIA - SUSTAINABLE AGRICULTURE

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Name of the organization

RAINFOREST ALLIANCE, INC.

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

13-3377893

Part I

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

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

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

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **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 REPUTATION DYNAMICS	FUNDRAISING CONSULTING		X		33,000.	
2 RISING TIDE DIRECT	FUNDRAISING CONSULTANT		X		42,000.	
3 SEA CHANGE STRATEGIES	FUNDRAISING CONSULTANT		X		9,000.	
4						
5						
6						
7						
8						
9						
10						
Total					84,000.	

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

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

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)	NONE (event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	1,621,034.		0	1,621,034.
	2 Less: Contributions	1,347,153.			1,347,153.
	3 Gross income (line 1 minus line 2)	273,881.		0	273,881.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	92,450.			92,450.
	7 Food and beverages	108,080.			108,080.
	8 Entertainment	14,247.			14,247.
	9 Other direct expenses	59,104.			59,104.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				273,881.
	11 Net income summary. Subtract line 10 from line 3, column (d)				

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

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

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

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

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

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

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

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

**SCHEDULE J
(Form 990)**

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.
- ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2013

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 HORTENSE WHELAN PRESIDENT	(i)	287,777.	0	0	12,750.	9,933.	310,460.	
	(ii)	0	0	0	0	0	0	0
2 ANA PAULA TAVARES EXECUTIVE VICE PRESIDENT	(i)	234,345.	0	0	11,943.	10,341.	256,629.	0
	(ii)	0	0	0	0	0	0	0
3 RICHARD DONOVAN SENIOR VP/VP OF FORESTRY	(i)	163,517.	0	0	6,677.	6,928.	177,122.	0
	(ii)	0	0	0	0	0	0	0
4 RICHARD RYAN SVP, FINANCE& ADMIN/CFO	(i)	202,293.	0	0	10,087.	6,928.	219,308.	0
	(ii)	0	0	0	0	0	0	0
5 LISA GAUCHEY VP OF HUMAN RESOURCES	(i)	170,338.	0	0	8,625.	6,928.	185,891.	0
	(ii)	0	0	0	0	0	0	0
6 DIANE JUKOFSKY VP, COMM., MKTG., EDUCATION	(i)	146,372.	0	0	7,275.	6,928.	160,575.	0
	(ii)	0	0	0	0	0	0	0
7 JOSHUA TOSTESON SVP, PROGRAMS, PLANNING, AND A	(i)	168,448.	0	0	8,789.	13,266.	190,503.	0
	(ii)	0	0	0	0	0	0	0
8 LESLIE PARK GENERAL COUNSEL & SECRETARY	(i)	191,252.	0	0	9,690.	6,928.	207,870.	0
	(ii)	0	0	0	0	0	0	0
9 MICHAEL GODFREY VP OF SUSTAINABLE AGRICULTURE	(i)	146,670.	0	0	0	13,878.	160,548.	0
	(ii)	0	0	0	0	0	0	0
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

SCHEDULE J, PART III

THE ORGANIZATION'S BOARD OF DIRECTORS HAS ADOPTED A WRITTEN EXECUTIVE COMPENSATION PHILOSOPHY WHICH IT FOLLOWS WHEN IT REVIEWS AND APPROVES THE COMPENSATION AND BENEFITS OF THE ORGANIZATION'S SENIOR MANAGEMENT, INCLUDING THE PRESIDENT AND CFO. A REVIEW OF THE "TOTAL COMPENSATION" FOR EACH INDIVIDUAL IS MADE, WHICH IS INTENDED TO INCLUDE BOTH CURRENT COMPENSATION AND ALL EMPLOYEE BENEFITS, BOTH QUALIFIED AND NON-QUALIFIED. THE REVIEW IS DONE ON AT LEAST AN ANNUAL BASIS AND ENSURES THAT THE "TOTAL COMPENSATION" OF SENIOR MANAGEMENT OF THE ORGANIZATION IS REASONABLE. THE ACTIONS TAKEN BY THE COMMITTEE ENABLE THE ORGANIZATION TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 4958 WITH RESPECT TO THE TOTAL COMPENSATION OF CERTAIN MEMBERS OF THE SENIOR MANAGEMENT TEAM, INCLUDING BUT NOT LIMITED TO THE PRESIDENT AND CFO. THE THREE FACTORS WHICH MUST BE SATISFIED IN ORDER TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS ARE THE FOLLOWING:

1. THE COMPENSATION ARRANGEMENT IS APPROVED IN ADVANCE BY AN "AUTHORIZED BODY" OF THE APPLICABLE TAX-EXEMPT ORGANIZATION WHICH IS COMPOSED

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.

ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A "CONFLICT OF INTEREST" WITH
RESPECT TO THE COMPENSATION ARRANGEMENT;

2. THE AUTHORIZED BODY OBTAINED AND RELIED UPON "APPROPRIATE DATA AS TO
COMPARABILITY" PRIOR TO MAKING ITS DETERMINATION; AND

3. THE AUTHORIZED BODY "ADEQUATELY DOCUMENTED THE BASIS FOR ITS
DETERMINATION" CONCURRENTLY WITH MAKING THAT DETERMINATION

THE MEMBERS OF THE BOARD OF DIRECTORS EACH ARE INDEPENDENT AND ARE FREE
FROM ANY CONFLICTS OF INTEREST.

THE COMMITTEE ADEQUATELY DOCUMENTED ITS BASIS FOR ITS DETERMINATION
THROUGH THE TIMELY PREPARATION OF WRITTEN MINUTES OF THE MEETINGS DURING
WHICH THE EXECUTIVE COMPENSATION AND BENEFITS WAS REVIEWED AND
SUBSEQUENTLY APPROVED. THE ACTIONS OUTLINED ABOVE WITH RESPECT TO THE
BOARD AND THE ESTABLISHMENT OF THE REBUTTABLE PRESUMPTION OF
REASONABLENESS ONLY APPLIES TO CERTAIN SENIOR MANAGEMENT PERSONNEL,

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.

INCLUDING BUT NOT LIMITED TO THE PRESIDENT AND CFO. THE COMPENSATION AND BENEFITS OF CERTAIN OTHER INDIVIDUALS CONTAINED IN THIS FORM 990 ARE REVIEWED ANNUALLY BY THE PRESIDENT WITH ASSISTANCE FROM OTHER STAFF IN CONJUNCTION WITH THE INDIVIDUAL'S JOB PERFORMANCE DURING THE YEAR AND IS BASED UPON OTHER OBJECTIVE FACTORS DESIGNED TO ENSURE THAT REASONABLE AND FAIR MARKET VALUE COMPENSATION IS PAID BY THE ORGANIZATION. OTHER OBJECTIVE FACTORS INCLUDE SALARY DATA FOR COMPARABLE POSITIONS, PERSONNEL REVIEWS AND EVALUATIONS.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Open To Public Inspection

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefiting Interested Persons.

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

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

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

Schedule L (Form 990 or 990-EZ) 2013

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) EMILY DONOVAN	KEY EMPLOYEE - FAMILY	60,246.	EMPLOYMENT - REPORTABLE COMP		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

BUSINESS RELATIONSHIPS

RA IS A FOUNDING MEMBER OF THE RED DE AGRICULTURA SOSTENIBLE, A.C. (SAN),

A MEXICO-REGISTERED ORGANIZATION WHICH FOCUSES ON SUSTAINABILITY

STANDARDS. RA COLLECTS AND REMITS FUNDS ON BEHALF OF THE SAN:

-TENSIE WHELAN SERVED ON THE BOARD OF SAN THROUGH THE END OF FY14.

-JOSH TOSTESON CURRENTLY SERVES ON THE BOARD OF THE SAN.

-ANDRE DE FREITAS SERVED AS EXECUTIVE DIRECTOR OF SAN, WHILE EMPLOYED BY

RA, THROUGH THE END OF FY14.

RA AND NEPCON, A DENMARK-REGISTERED ORGANIZATION, CONTRACT WITH EACH

OTHER TO PERFORM CERTAIN CERTIFICATION AND VALIDATION SERVICES:

-JON JICKLING WAS A NEPCON BOARD MEMBER DURING PART OF FY14.

TENSIE WHELAN SERVES ON THE FOLLOWING ADVISORY BOARDS:

-UNILEVER, SUSTAINABLE SOURCING ADVISORY BOARD

-NESPRESSO, SUSTAINABILITY ADVISORY BOARD

RA RECEIVES REVENUE FROM UNILEVER AND NESPRESSO.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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, SENIOR VICE PRESIDENT, FINANCE & ADMINISTRATION/CFO AND THE GENERAL COUNSEL, AND ARE REPORTED ON A QUARTERLY BASIS TO THE AUDIT AND RISK COMMITTEE. THE AUDIT AND RISK COMMITTEE HAS AMONG ITS RESPONSIBILITIES THE DUTY OF REVIEWING AND MAKING DETERMINATIONS WITH RESPECT TO ALL TRANSACTIONS, AGREEMENTS, OR ARRANGEMENTS INVOLVING DIRECTORS, OFFICERS, AND KEY EMPLOYEES. IN ADDITION, A DETAILED FORM 990 DISCLOSURE STATEMENT IS DISTRIBUTED ANNUALLY TO MEMBERS OF THE COMMITTEE THAT AWARDS KLEINHANS FELLOWSHIPS AND THE RAINFOREST ALLIANCE'S DIRECTORS, OFFICERS AND KEY EMPLOYEES. IT REQUESTS DISCLOSURES THAT ARE REQUIRED TO BE REPORTED ON FORM 990 ABOUT ANY TRANSACTIONS BETWEEN THE ORGANIZATION AND THOSE WHO SERVE IT IN VARIOUS VOLUNTEER AND PAID CAPACITIES, AND ABOUT ANY TRANSACTIONS AMONG THOSE PERSONS.

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 MANAGEMENT. IN ADDITION, THE ORGANIZATION'S AUDITED FINANCIAL

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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STATEMENTS, 990'S, CONFLICT OF INTEREST AND WHISTLEBLOWER POLICIES, AND SUMMARIES OF ALL OF ITS POLICIES AND PROCEDURES TO ENSURE INDEPENDENCE, ARE AVAILABLE ON ITS WEBSITE.

990, PAGE 6, PART VI, SECTION B, LINE 15A & 15B, COMPENSATION POLICY THE ORGANIZATION HAS DEVELOPED SALARY ADMINISTRATION GUIDELINES (THE "GUIDELINES") THAT APPLY IN SETTING THE COMPENSATION OF ALL OF ITS EMPLOYEES, INCLUDING ITS PRESIDENT, OFFICERS, AND KEY EMPLOYEES. UNDER THE GUIDELINES, THE ORGANIZATION UTILIZES 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 SENIOR VICE PRESIDENT OF FINANCE AND ADMINISTRATION/CFO, UNLESS SUCH INDIVIDUALS RECEIVE A MODIFICATION OF COMPENSATION THAT EXTENDS TO SUBSTANTIALLY ALL EMPLOYEES. THE TREASURER OF THE ORGANIZATION DOES NOT RECEIVE ANY COMPENSATION, AND IS THEREFORE NOT SUBJECT TO ANY REVIEW. IN 2011, WE ENGAGED THE MERCER GROUP, EXPERTS IN COMPENSATION AND BENEFITS ANALYSIS, TO CONDUCT A GLOBAL REVIEW OF OUR PAY PRACTICES AND TO DEVELOP COMPETITIVE DOMESTIC AND INTERNATIONAL SALARY RANGES FOR POSITIONS WITHIN OUR AFFILIATES AND BRANCHES IN VARIOUS

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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COUNTRIES. IN 2014, WE ENGAGED MERCER CONSULTING TO REVISE THE SALARY RANGES THEY HAD PREPARED FOR US IN 2011. WE WILL USE THE REVISED RANGES TO ENSURE THE APROPRIATE LEVELS OF GLOBAL MARKET COMPETITIVENESS.

990, PAGE 6, SECTION B, LINE 11B, REVIEW AND APPROVAL OF FORM 990 THE SENIOR VICE PRESIDENT, FINANCE AND ADMINISTRATION/CFO INITIALLY REVIEWS THE ORGANIZATION'S DRAFT FORM 990. THE GENERAL COUNSEL 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 FILING. EACH OFFICER AND DIRECTOR IS ASKED TO REVIEW THE DRAFT FORM 990, AND RAISE ANY QUESTIONS OR COMMENTS. THE SENIOR VICE PRESIDENT, FINANCE AND ADMINISTRATION/CFO OVERSEES ANY REVISIONS BEFORE THE FINAL FORM 990 IS FILED.

990, PAGE 10, PART IX, LINE 9, FOREIGN PAYROLL TAXES AND BENEFITS THERE ARE CERTAIN COUNTRIES IN WHICH RAINFOREST ALLIANCE OPERATES THAT MANDATE EMPLOYER CONTRIBUTIONS FOR PENSION BENEFITS AND FOR THE COST OF THE HEALTH CARE FOR EMPLOYEES THAT ARE CITIZENS OF THAT COUNTRY. THESE ARE PAID AS PART OF THE EMPLOYER TAXES AND CONTRIBUTIONS. GIVEN THAT THE AMOUNT IS PART OF PAYROLL TAXES, RA HAS INCLUDED THESE AS EXPENSES AS OTHER EMPLOYEE BENEFITS IN THE STATEMENT OF FUNCTIONAL EXPENSES.

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

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

FORM 8858

THE ORGANIZATION FILED FORM 8832 FOR DISREGARDED ENTITY STATUS WITH RESPECT TO ALL ITS FOREIGN SUBSIDIARIES. THE INTERNAL REVENUE SERVICE HAS APPROVED THE ELECTION FOR TREATMENT OF DISREGARDED ENTITY STATUS ON THE FOLLOWING ENTITIES:

RAINFOREST ALLIANCE LTD (UK) - EIN # 98-1051166
 RAINFOREST ALLIANCE TRADING LTD (UK)- EIN # 98-1069583
 RAINFOREST ALLIANCE (GHANA) - EIN # - 98-1051463
 FOUNDATION RAINFOREST ALLIANCE (SPAIN) - EIN # 98-1051394

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

PART III LINE 4A-E

FOUNDED IN 1987, THE RAINFOREST ALLIANCE'S MISSION IS TO CONSERVE BIODIVERSITY AND ENSURE SUSTAINABLE LIVELIHOODS THROUGH TRANSFORMING LAND-USE PRACTICES, BUSINESS PRACTICES, AND CONSUMER BEHAVIOR. WE

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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ENVISION A WORLD WHERE PEOPLE CAN THRIVE AND PROSPER IN HARMONY WITH THE LAND. THE CORE OF OUR APPROACH LIES IN LEVERAGING MARKET DEMAND FOR SUSTAINABLE PRODUCTS TO CONSERVE BIODIVERSITY AND ENHANCE LOCAL LIVELIHOODS. FROM LARGE MULTINATIONAL CORPORATIONS TO SMALL, COMMUNITY-BASED COOPERATIVES, WE INVOLVE PRODUCERS, BUSINESSES AND CONSUMERS ALL ALONG THE VALUE CHAIN IN EFFORTS TO BRING RESPONSIBLY PRODUCED GOODS AND SERVICES TO A GLOBAL MARKETPLACE WHERE DEMAND FOR SUSTAINABILITY IS GROWING STEADILY. SINCE OUR FIRST EFFORTS IN CENTRAL AMERICA NEARLY 30 YEARS AGO, WE HAVE GROWN INTO A GLOBAL INNOVATOR OF MARKET-BASED SOLUTIONS FOR CONSERVATION AND ECONOMIC DEVELOPMENT, NOW WORKING IN MORE THAN 80 COUNTRIES. THE RAINFOREST ALLIANCE WORKS IN MULTIPLE SECTORS - INCLUDING FORESTRY, AGRICULTURE, TOURISM AND CARBON/CLIMATE - PROVIDING TECHNICAL ASSISTANCE AND CERTIFICATION SERVICES TO PRODUCERS, WHILE WORKING WITH BOTH LOCAL ENTERPRISES AND DOMESTIC AND INTERNATIONAL BUYERS TO INCREASE THE COMPETITIVENESS OF SUSTAINABLE BUSINESS.

RA-CERT PROGRAM

CENTRAL TO RA'S STRATEGY IS CERTIFICATION. WE CERTIFY TO A RANGE OF INTERNATIONAL STANDARDS FOR BEST PRACTICE (THE FOREST STEWARDSHIP COUNCIL (FSC) STANDARD; THE SUSTAINABLE AGRICULTURE NETWORK (SAN) STANDARD, AND THE RAINFOREST ALLIANCE'S OWN GREEN FROG SEAL IS AN INTERNATIONALLY RECOGNIZED SYMBOL OF ENVIRONMENTAL, SOCIAL AND ECONOMIC SUSTAINABILITY. IN ORDER FOR A FARM OR FORESTRY ENTERPRISE TO ACHIEVE CERTIFICATION, OR FOR A TOURISM BUSINESS TO BE VERIFIED, IT MUST MEET RIGOROUS STANDARDS

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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DESIGNED TO PROTECT ECOSYSTEMS, SAFEGUARD THE WELL-BEING OF LOCAL COMMUNITIES AND IMPROVE PRODUCTIVITY. THE RAINFOREST ALLIANCE THEN LINKS THESE FARMERS, FORESTERS AND TOURISM BUSINESSES TO THE GROWING GLOBAL COMMUNITY OF CONSCIENTIOUS CONSUMERS THROUGH THE GREEN FROG SEAL.

WE ALSO WORK WITH PARTNERS IN THE PUBLIC AND PRIVATE SECTORS TO STRENGTHEN VOLUNTARY CARBON MARKETS, AND WE VERIFY EMISSIONS REDUCTIONS AND VALIDATE CARBON PROJECTS USING INTERNATIONALLY RECOGNIZED CERTIFICATION STANDARDS FOR CARBON (THE VERIFIED CARBON STANDARD (VCS); AND THE CLIMATE, COMMUNITY AND BIODIVERSITY ALLIANCE (CCBA) STANDARD. THE RAINFOREST ALLIANCE WORKS WITH GOVERNMENTS, BUSINESSES, NGOS, FARMERS AND FORESTERS AROUND THE WORLD TO INCENTIVIZE THE CONSERVATION AND RESTORATION OF HIGH-VALUE FOREST.

SUSTAINABLE AGRICULTURE AND FORESTRY (TREES) PROGRAMS AT THE SAME TIME, WE RECOGNIZE THAT CERTIFICATION ON ITS OWN IS NOT ENOUGH TO HELP MANY SMALL, COMMUNITY-RUN AGRICULTURAL AND FORESTRY OPERATIONS CONFRONT THE BROAD ARRAY OF ISSUES THEY FACE. TO THIS END, WE WORK WITH SUCH ENTERPRISES TO IMPROVE INTERNAL MANAGEMENT, DIVERSIFY PRODUCTION, INCREASE EFFICIENCIES, DEVELOP PERMANENT BUSINESS ADMINISTRATION CAPACITY AND ACCESS NEW MARKETS. OUR WORK WITH LOCAL PARTNERS HAS PROVEN THAT COMMUNITIES CAN CONSERVE BIODIVERSITY ON FARMS AND IN THE FOREST WHILE IMPROVING LOCAL LIVELIHOODS.

OTHER PROGRAMS

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

THE RAINFOREST ALLIANCE'S CLIMATE PROGRAM WORKS IN THREE MAIN AREAS - MITIGATION, ADAPTATION AND, AS MENTIONED ABOVE IN THE RA-CERT SECTION, VALIDATION & VERIFICATION. OUR MITIGATION APPROACH, WHICH WORKS TO REDUCE EMISSIONS FROM DEFORESTATION AND FOREST DEGRADATION (REDD+) BUILDS UPON OUR SUSTAINABLE FORESTRY WORK TO ENGAGE PRACTICES THAT CONSERVE AND ENHANCE FOREST RESOURCES AND CARBON VALUES OVER THE LONG TERM. RA'S FLAGSHIP REDD+ EFFORT IN THIS REGARD IS GUATECARBON, SITUATED IN THE MAYA BIOSPHERE RESERVE OF GUATEMALA. ONCE VALIDATED, GUATECARBON WILL BE THE FIRST REDD+ EFFORT GLOBALLY BASED ON CERTIFIED COMMUNITY FORESTRY. TO HELP FARMERS ADAPT TO CLIMATE CHANGE, OUR APPROACH LEVERAGES THE SUSTAINABLE AGRICULTURE NETWORK CERTIFICATION STANDARD AND ITS ACCOMPANYING CLIMATE MODULE - A REPLICABLE, SCALABLE AND VERIFIABLE FRAMEWORK FOR INCENTIVIZING AND VERIFYING ADOPTION OF CLIMATE-SMART AGRICULTURAL PRACTICES - AS TOOLS TO ENGAGE SUPPLY CHAINS AND COMPANIES. THIS WORK HAS HELPED FARMERS IMPROVE FARM MANAGEMENT AND PRODUCTIVITY AND ADDRESS MAJOR MARKET COMMITMENTS FOR PRODUCTS SOURCED FROM FARMS THAT MEET SUSTAINABILITY STANDARDS.

SUSTAINABLE TOURISM PROGRAM

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

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

SUSTAINABLE FINANCE PROGRAM

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

COMMUNICATIONS AND EDUCATION PROGRAM

THE RAINFOREST ALLIANCE'S COMMUNICATIONS/EDUCATION PROGRAM WORKS TO PROMOTE THE WORK OF THE RAINFOREST ALLIANCE WORLDWIDE, TO DEVELOP AND EXPAND OUR DISTINCTIVE AND INNOVATIVE LEARNING MATERIALS AVAILABLE ONLINE

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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AND TO TRAIN TEACHERS INTERNATIONALLY IN THE IMPLEMENTATION OF LESSON
PLANS AND THE INTEGRATION OF CONSERVATION AND SUSTAINABILITY THEMES INTO
THEIR EXISTING CURRICULUM.

FORM 990, PART VI, QUESTION 4

UPDATED BY-LAWS

THE ORGANIZATION UPDATED THEIR BY-LAWS DURING FY2014.

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

BOLIVIA

CANADA

COSTA RICA

ECUADOR

GHANA

GUATEMALA

INDONESIA

KENYA

MEXICO

PERU

UNITED KINGDOM

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
SUSTAINABLE TOURISM	0	196,802.	87,392.
COMMUNICATIONS/EDUCATION	18,600.	1,412,331.	49,104.
CLIMATE PROGRAM	359,606.	2,459,441.	23,887.
SUSTAINABLE FINANCE	0	348,645.	0

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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ATTACHMENT 1 (CONT'D)

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

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
MARKETS TRANSFORMATION	0	5,438,801.	7,898,035.
SPECIAL PROJECTS	0	1,166,813.	0
TOTALS	<u>378,206.</u>	<u>11,022,833.</u>	<u>8,058,418.</u>

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

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

ATTACHMENT 3

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
HOS MARCUS & KARIN SCHAEFER AB TALLBACKSVÄGEN 2 DJURHAMN SWEDEN	COMM. CONSULTANT	177,622.
MINDSHIFT PO BOX 200105 PITTSBURGH, PA 15251-0105	TECHNICAL CONSULTANT	174,586.
RELATIONS GESELLSCHAFT MÖRFELDER LANDSTRASSE 72 60598 FRANKFURT AM MAIN GERMANY	PR CONSULTANT	229,928.
BLUE STATE DIGITAL, INC. 406 7TH STREET, 3RD FLOOR WASHINGTON, DC 20004	FUNDRAISING CONSULT.	194,754.
PRICEWATERHOUSE COOPERS, LLP P.O. BOX 7247-8001	CONSULTING	150,097.

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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ATTACHMENT 3 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
PHILADELPHIA, PA 19170		

ATTACHMENT 4

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
GALA	1,347,153.
TOTAL	<u>1,347,153.</u>

ATTACHMENT 5

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>
GALA	273,881.	273,881.
TOTALS	<u>273,881.</u>	<u>273,881.</u>

ATTACHMENT 6

FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	<u>(A) TOTAL FEES</u>	<u>(B) PROGRAM SERVICE EXP.</u>	<u>(C) MANAGEMENT AND GENERAL</u>	<u>(D) FUNDRAISING EXPENSES</u>
RA CERT & OTHER CONSULTANTS	5,790,510.	5,601,542.	89,384.	99,584.
TOTALS	<u>5,790,510.</u>	<u>5,601,542.</u>	<u>89,384.</u>	<u>99,584.</u>

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

ATTACHMENT 7

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PREPAID EXPENSES	351,663.	721,602.
TOTALS	<u>351,663.</u>	<u>721,602.</u>

ATTACHMENT 8

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	871,546.	898,573.	FMV
TOTALS	<u>871,546.</u>	<u>898,573.</u>	

ATTACHMENT 9

FORM 990, PART X - DEFERRED REVENUE

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED REVENUE		378,780.
TOTALS		<u>378,780.</u>

ATTACHMENT 10

FORM 990, PART X - SECURED MORTGAGES AND NOTES PAYABLE

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

BEGINNING BALANCE DUE	445,500.
ENDING BALANCE DUE	<u>192,300.</u>

Name of the organization RAINFOREST ALLIANCE, INC.	Employer identification number 13-3377893
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ATTACHMENT 10 (CONT'D)

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

BEGINNING BALANCE DUE	668,250.
ENDING BALANCE DUE	<u>288,450.</u>
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	<u>1,113,750.</u>
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	<u>480,750.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
- ▶ **Attach to Form 990.** ▶ **See separate instructions.**
- ▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) RAINFOREST ALLIANCE MEXICO-ALIANCIA 98-1051195 MATIAS ROMERO 216	TREES	MX	1,679,328.	894,583.	RA
(2) RAINFOREST ALLIANCE CANADA 98-1051454 285 MCLEOD STREET OTTAWA, ONTARIO CA K2P1A1	RA CERT	CA	2,486,863.	1,351,671.	RA
(3) FOUNDATION RAINFOREST ALLIANCE 98-1051394 MUNTANER, 261-3 BARCELONA, SP 08021	INACTIVE	SP	0	39,301.	RA
(4) SUSTAINABLE FARM CERTIFICATION INTL LTDA 98-1051467 APARTADO 11029-1100 SAN JOSE, CS	RA CERT	CS	195,803.	23,344.	RA
(5) RAINFOREST ALLIANCE S.R.L. 98-1051465 CALLE ASUNCION #180 SANTA CRUZ, BL	RA CERT	BL	136,174.	62,530.	RA
(6) RAINFOREST ALLIANCE LTD 98-1051166 WARNFORD COURT 29 THROGMORTON LONDON, UK EC2N 2AT	AG/MARKETS	UK	1,942,821.	110,424.	RA

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

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

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

Schedule R (Form 990) 2013

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
- ▶ **Attach to Form 990.** ▶ **See separate instructions.**
- ▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.**

Name of the organization

RAINFOREST ALLIANCE, INC.

Employer identification number

13-3377893

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) RAINFOREST ALLIANCE (GHANA) 98-1051463 HSE NO. 36 ABOTSI STREET EAST LEGON, ACCRA, GH	TREES/RA CERT	GH	506,998.	66,415.	RA
(2) PT RAINFOREST ALLIANCE 98-1051106 JALAN LETDA TANTULAR BARAT 88 DENPASAR BALI, ID 80114	RA CERT/AG	ID	1,720,130.	914,614.	RA
(3) RAINFOREST ALLIANCE TRADING LTD 98-1069583 WARNFORD COURT 29 THROGMORTON LONDON, UK EC2N 2AT	INACTIVE	UK	0	0	RA
(4) -----					
(5) -----					
(6) -----					

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

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

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

Schedule R (Form 990) 2013

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							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" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

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

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

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

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

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

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

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

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

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

Part VII **Supplemental Information**

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